Use these links to rapidly review the document
TABLE OF CONTENTS
Contents

Table of Contents

As filed with the Securities and Exchange Commission on June 7, 2013.

Registration No. 333-188595

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Amendment No. 1
to

FORM S-1

REGISTRATION STATEMENT
Under
The Securities Act of 1933

ESPERION THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

Delaware	**2834**	**26-1870780**
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification Number)

46701 Commerce Center Drive
Plymouth, MI 48170
(734) 862-4840
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Tim M. Mayleben
President and Chief Executive Officer
46701 Commerce Center Drive
Plymouth, MI 48170
(734) 862-4840
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Mitchell S. Bloom, Esq. **Arthur R. McGivern, Esq.** **Goodwin Procter LLP** **Exchange Place** **53 State Street** **Boston, MA 02109** **(617) 570-1000**	**Troy A. Ignelzi** **Vice President—Business Development** **Esperion Therapeutics, Inc.** **46701 Commerce Center Drive** **Plymouth, MI 48170** **(734) 862-4840**	**Bruce K. Dallas, Esq.** **Davis Polk &** **Wardwell LLP** **1600 El Camino Real** **Menlo Park, CA 94025** **(650) 752-2000**

Approximate date of commencement of proposed sale to the public:
As soon as practicable after the effective date of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended, check the following box. o

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

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

Large Accelerated Filer o	Accelerated Filer o	Non-Accelerated Filer ☒ (Do not check if a smaller reporting company)	Smaller Reporting Company o

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

SUBJECT TO COMPLETION, DATED JUNE 7, 2013
PRELIMINARY PROSPECTUS

Shares

Common Stock

This is the initial public offering of shares of common stock of Esperion Therapeutics, Inc. All of the shares of common stock are being sold by Esperion Therapeutics, Inc.

Prior to this offering, there has been no public market for our common stock. It is currently estimated that the initial public offering price per share will be between $ and $. We have applied to list our common stock on the NASDAQ Global Market under the symbol "ESPR."

We are an "emerging growth company" under applicable Securities and Exchange Commission rules and will be subject to reduced public company reporting requirements.

Investing in our common stock involves a high degree of risk. Please read "Risk Factors" beginning on page 10.

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

	Per Share	Total
Initial public offering price	$	$
Underwriting discounts and commissions	$	$
Proceeds to us, before expenses[(1)]	$	$

(1) See "Underwriting" for additional disclosure regarding underwriting commissions and expenses.

We have granted the underwriters an option for a period of 30 days to purchase up to an additional shares of common stock solely to cover over-allotments.

Certain of our existing principal stockholders and their affiliated entities have indicated an interest in purchasing an aggregate of up to approximately $ million in shares of common stock in this offering at the initial public offering price. Because indications of interest are not binding agreements or commitments to purchase, these stockholders may elect not to purchase any shares in this offering.

Delivery of the shares is expected to be made on or about , 2013.

Credit Suisse **Citigroup**

JMP Securities **Stifel**

The date of this prospectus is , 2013.

TABLE OF CONTENTS

Through and including , 2013 (the 25th day after the date of this prospectus), all dealers effecting transactions in these securities, whether or not participating in this offering, may be required to deliver a prospectus. This delivery requirement is in addition to the obligation of dealers to deliver a prospectus when acting as underwriters and with respect to their unsold allotments or subscriptions.

You should rely only on the information contained in this prospectus or in any free writing prospectus we file with the Securities and Exchange Commission. We and the underwriters have not authorized anyone to provide you with information different from that contained in this prospectus or any free writing prospectus. We and the underwriters are offering to sell, and seeking offers to buy, common stock only in jurisdictions where offers and sales are permitted. The information contained in this prospectus is accurate only as of the date on the front cover of this prospectus, or other earlier date stated in this prospectus, regardless of the time of delivery of this prospectus or of any sale of our common stock.

The market data and certain other statistical information used throughout this prospectus are based on independent industry publications, governmental publications, reports by market research firms or other independent sources. Some data are also based on our good faith estimates.

"Esperion Therapeutics, Inc." is our trademark. Other trademarks or trade names referred to in this prospectus are the property of their respective owners. Solely for convenience, the trademarks and trade names in this prospectus may be referred to without the ® and ™ symbols, but such references should not be construed as any indicator that their respective owners will not assert, to the fullest extent permissible under applicable law, their rights thereto.

PROSPECTUS SUMMARY

This summary highlights information contained elsewhere in this prospectus and does not contain all of the information that you should consider in making your investment decision. Before investing in our common stock, you should carefully read this entire prospectus, including our financial statements and the related notes included elsewhere in this prospectus. You should also consider, among other things, the matters described under "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations," in each case appearing elsewhere in this prospectus. Unless otherwise stated, all references to "us," "our "Esperion," "we," the "Company" and similar designations refer to Esperion Therapeutics, Inc.

Overview

We are a biopharmaceutical company focused on the research, development and commercialization of therapies for the treatment of patients with elevated levels of low-density lipoprotein cholesterol (LDL-C) and other cardiometabolic risk factors. ETC-1002, our lead product candidate, is a novel, first in class, orally availabl once-daily small molecule therapy designed to target known lipid and carbohydrate metabolic pathways to lower levels of LDL-C and to avoid many of the side effec associated with existing LDL-C lowering therapies. To date, we have treated 275 subjects in six completed clinical trials, including three Phase 2a trials. We own the exclusive worldwide rights to ETC-1002.

Our founder, Executive Chairman and Chief Scientific Officer, Roger S. Newton, Ph.D., FAHA, co-discovered the statin marketed as Lipitor® (atorvastatin calcium), the most prescribed LDL-C lowering therapy in the world and the best-selling drug in the history of the pharmaceutical industry. We believe our management team has demonstrated expertise in understanding cholesterol biosynthesis and other related cardiometabolic pathways, the strengths and weaknesses of currently marketed therapies and the ability to recognize the potential of novel cholesterol regulating therapies.

Statins are the current standard of care for LDL-C lowering for approximately 30 million patients in the United States. However, based upon a recent academic survey, we estimate that more than 2 million U.S. adults have discontinued statin therapy because of muscle pain or weakness. We also believe that because symptom of muscle pain or weakness occur in up to 20% of patients on statin therapy in clinical practice, the size of the statin intolerant market is poised to grow if a novel non statin therapy becomes available.

On June 7, 2013, we reported top-line results for our Phase 2a clinical trial evaluating ETC-1002 as an LDL-C lowering agent specifically in patients with a history of intolerance to two or more statins. This clinical trial met its primary endpoint, demonstrating that ETC-1002 lowered LDL-C by an average of 32%. ETC-1002 was well tolerated and no patients treated with ETC-1002 discontinued the trial because of muscle pain or weakness. We expect to initiate a larger Phase 2b clinical trial in this targeted population by the end of 2013 and to report top-line results by the end of 2014. Our completed Phase 2a clinical trials have demonstrated significant average LDL-C reductions as high as 43% and reductions comparable to statins in levels of high sensitivity C-reactive protein, or hsCRP, a key marker of inflammation.

We also intend to advance the development of ETC-1002 as a therapy for the approximately 11 million U.S. patients currently on statin therapy but who are unable to achieve their LDL-C goals. These patients, known as residual risk patients, remain at increased risk for cardiovascular disease. We are currently evaluating the efficacy and interaction of ETC-1002 and a 10 mg dose of atorvastatin calcium in an ongoing Phase 2a clinical trial, and we expect to initiate a larger Phase 2b clinical trial in this patient population by the end of 2013 and to report top-line results by the end of 2014.

ETC-1002

ETC-1002 is a novel, first in class, orally available, once-daily LDL-C lowering small molecule therapy with unique dual mechanisms of action that have the potential to regulate both lipid and carbohydrate metabolism. ETC-1002 works by inhibiting ATP citrate lyase (ACL) and activating 5'-adenosine monophosphate-activated protein kinase (AMPK). Its regulation of ACL and AMPK is complementary, since both enzymes are known to play significant roles in the synthesis of cholesterol and glucose in the liver. By inhibiting cholesterol synthesis in the liver, ETC-1002 causes the liver to take up LDL particles from the blood, which reduces blood LDL-C levels.

To date, we have studied ETC-1002 in six clinical trials. The results of our completed Phase 2a clinical trials are summarized below.

Patient Population	Average Reduction in LDL-C from Baseline	p-value
Elevated LDL-C and Statin Intolerant	Up to 32%	<0.0001
Elevated LDL-C	Up to 27%	<0.0001
Type 2 Diabetes and Elevated LDL-C	Up to 43%	<0.0001

We have also demonstrated significant reductions in hsCRP in our completed clinical trials. Our post hoc analyses have further indicated that ETC-1002 could potentially have a beneficial effect on blood glucose, blood pressure and excess weight. Across all of our completed clinical trials, ETC-1002 has been well-tolerated and not associated with serious side effects. There have been no serious adverse events in ETC-1002 treated patients.

Populations of Interest

Statin Intolerant Market

We are initially pursuing the clinical development of ETC-1002 as a therapy for patients with elevated levels of LDL-C, or hypercholesterolemia, who are statin intolerant. Various studies estimate that more than 50% of patients stop taking statins within one year of initiating treatment. Not surprisingly, poor statin adherence is associated with worse cardiovascular outcomes. Although several reasons are cited for poor adherence, muscle pain or weakness is the most common side effect experienced by statin users and the most common cause for discontinuing therapy.

In addition to the 2 million U.S. adults who have discontinued statin therapy because of muscle pain or weakness, a significant proportion of patients still remain on statin therapy despite these side effects. A study published in the Journal of General Internal Medicine in August 2008 estimated that up to 20% of statin-treated patients in clinical practice complained of muscle pain.

The most prescribed therapies for elevated LDL-C levels other than statins each reported average LDL-C lowering of up to 18% in pivotal clinical trials. We believe these modest LDL-C lowering capacities are often insufficient for most hypercholesterolemic patients to reach their LDL-C goals. We believe these points underscore the need for a safe and efficacious non-statin, oral, once-daily, small molecule LDL-C lowering therapy.

Residual Risk Market

We also intend to continue the development of ETC-1002 as an add-on therapy for hypercholesterolemic patients who are unable to reach their recommended LDL-C goals despite the use of statin therapy. The severity of hypercholesterolemia in these patients, their level of residual cardiovascular disease risk and their therapeutic options all vary widely. Using data from the Centers for Disease Control and Prevention study, "Vital Signs: Prevalence, Treatment, and Control of High Levels of Low-Density Lipoprotein Cholesterol—United States, 1999 - 2002 and 2005 - 2008," we estimate that 70% of the 11 million residual risk patients in the United States, or 7.7 million people, are within 30% of their LDL-C goal. Based upon the clinical results we have observed to date, we believe that ETC-1002, if approved, could be a preferred therapeutic alternative for patients with residual risk, physicians and payors.

Our Strategy

Our objective is to be a leader in the discovery, development and commercialization of novel therapies for the treatment of patients with hypercholesterolemia ar other cardiometabolic risk factors. The core elements of our strategy include:

- ***Rapidly advance the clinical development of ETC-1002 as a novel, first in class, orally available, once-daily, small molecule therapy for hypercholesterolemic patients who are statin intolerant.*** On June 7, 2013, we announced top-line efficacy and safety results from ETC-1002-006, our Phase 2a clinical trial in patients with elevated LDL-C and a history of intolerance to two or more statins. We plan to initiate a Phase 2b clinical trial ir approximately 200 statin intolerant patients by the end of 2013 and plan to report its top-line results by the end of 2014.

- ***Demonstrate ETC-1002's potential as an add-on therapy for residual risk patients, those who cannot achieve their LDL-C goals despite the use of statin therapy.*** In the third quarter of 2013, we expect to announce top-line efficacy and safety results from ETC-1002-007, our Phase 2 clinical trial using increasing doses of ETC-1002 as an add-on to a 10 mg dose of atorvastatin calcium. We plan to initiate a Phase 2b clinical trial in approximately 200 residual risk patients by the end of 2013 and plan to report its top-line results by the end of 2014. Residual risk patients in our Phase 2b clinical trial will receive multiple dose strengths of ETC-1002 in tandem with atorvastatin calcium.

- ***Develop ETC-1002 for LDL-C lowering in targeted patient populations, and develop our other product candidates to treat cardiometabolic risk factors in additional patient populations.*** We may initiate additional clinical trials to explore ETC-1002 as a potential therapy for patients with multiple cardiometabolic risk factors, including elevated levels of hsCRP, blood glucose, blood pressure and excess weight.

- ***Leverage the expertise of our experienced team of drug developers that are expert in the development of small molecule and biologic cholesterol regulating therapies.*** Esperion is led by Dr. Roger S. Newton who is joined by an experienced group of pre-clinical and clinical drug developers with prior success in the development of lipid regulating therapies. Our key strengths lie in our understanding of the biology of cholesterol biosynthesis and other complex metabolic pathways and our ability to discover and develop novel therapies to modulate targets in these pathways.

- ***Maintain flexibility in commercializing and maximizing the value of our development programs.*** We may enter into strategic relationships with biotechnology or pharmaceutical companies to realize the full value of ETC-1002 or our other earlier-stage development programs.

Risks Affecting Us

Our business is subject to numerous risks and uncertainties, including those highlighted in the section entitled "Risk Factors" immediately following this prospectus summary. These risks include, but are not limited to, the following:

- We depend almost entirely on the success of one product candidate, ETC-1002, which is still in Phase 2 clinical development. We cannot be certain tha we will be able to obtain regulatory approval for, or successfully commercialize, ETC-1002.

- Positive results from ETC-1002-006, our recently completed Phase 2a clinical trial, may not necessarily be predictive of the results from ETC-1002-007, our ongoing Phase 2a clinical trial for which we expect to announce top-line efficacy and safety results in the third quarter of 2013. Similarly, positive results from Phase 1 and Phase 2 clinical trials of ETC-1002 are not necessarily predictive of the results of our planned Phase 2b and Phase 3 clinical trials of ETC-1002. If we cannot replicate the positive results from our Phase 1 and Phase 2 clinical trials of ETC-1002 in our Phase 2b and Phase 3 clinical trials, we may be unable to successfully develop, obtain regulatory approval for and commercialize ETC-1002.

- Failures or delays in the commencement or completion of our Phase 2b or pivotal Phase 3 clinical trials of ETC-1002 could result in increased costs to us and could delay, prevent or limit our ability to generate revenue and continue our business.

- We will need substantial additional capital in the future. If additional capital is not available, we will have to delay, reduce or cease operations.

- We are a development stage biopharmaceutical company with a limited operating history and have not generated any revenue from product sales. We have incurred significant operating losses since our inception, and anticipate that we will incur continued losses for the foreseeable future.

- Changes in regulatory requirements, FDA guidance or unanticipated events during our Phase 2b or Phase 3 clinical trials of ETC-1002 may occur, which may result in changes to clinical trial protocols or additional clinical trial requirements, such as the initiation or completion of a cardiovascular outcomes study, which could result in increased costs to us and could delay our development timeline.

- If we are unable to adequately protect our proprietary technology or maintain issued patents which are sufficient to protect ETC-1002, others could compete against us more directly, which would have a material adverse impact on our business, results of operations, financial condition and prospects

- Our future success depends on our ability to retain both our founder, Executive Chairman and Chief Scientific Officer and our President and Chief Executive Officer, and to attract, retain and motivate qualified personnel.

- Our executive officers, directors, principal stockholders and their affiliates will continue to exercise significant control over our company after this offering, which will limit your ability to influence corporate matters and could delay or prevent a change in corporate control.

Our Corporate Information

We were founded in January 2008 by former executives of and investors in the original Esperion Therapeutics, Inc., a biopharmaceutical company, which was primarily focused on the research and development of therapies to regulate high-density lipoprotein cholesterol, or HDL-C. After successfully completing a Phase 2a clinical trial with its synthetic HDL therapy, the original Esperion was acquired by Pfizer Inc. in 2004. ETC-1002 was first discovered at the original Esperion and we subsequently acquired the rights to it from Pfizer in 2008. To date, we have raised approximately $57 million to develop ETC-1002.

Our principal executive offices are located at 46701 Commerce Center Drive, Plymouth, Michigan 48170 and our telephone number is (734) 862-4840. Our website address is *www.esperion.com*. We do not incorporate the information on or accessible through our website into this prospectus, and you should not consider any information on, or that can be accessed through, our website as part of this prospectus.

Table of Contents

The Offering

Common stock offered by us	shares
Common stock to be outstanding after this offering	shares (shares if the underwriters exercise their over-allotment option to purchase additional shares in full)
Underwriters' option to purchase additional shares	We have granted a 30-day option to the underwriters to purchase up to an aggregate of additional shares of common stock to cover over-allotments, if any.
Use of Proceeds	We estimate that we will receive net proceeds from this offering of $ million based upon an assumed initial public offering price of $ per share, the mid-point of the estimated price range set forth on the cover page of this prospectus, after deducting estimated underwriting discounts and commissions and estimated offering expenses payable by us. We expect to use the net proceeds from this offering to fund the clinical development of ETC-1002 through the completion of our currently anticipated Phase 2b clinical trials and end of Phase 2 meeting with the FDA, as well as for working capital and general corporate purposes, including funding the costs of operating as a public company. We expect to announce top-line results from our latest currently anticipated Phase 2b clinical trial by the end of 2014 and to have our end of Phase 2 meeting with the FDA in the first quarter of 2015. See "Use of Proceeds" for a more complete description of our intended use of the net proceeds from this offering.
Risk Factors	You should carefully read "Risk Factors" in this prospectus for a discussion of factors that you should consider before deciding to invest in our common stock.
NASDAQ Global Market Symbol	"ESPR"

Certain of our existing principal stockholders, , and their affiliated entities, have indicated an interest in purchasing an aggregate of up to approximately $ million in shares of common stock in this offering at the initial public offering price. Based on the initial public offering price of $ per share, the mid-point of the estimated price range set forth on the cover page of this prospectus, these stockholders would purchase an aggregate of up to of the shares in this offering. Because indications of interest are not binding agreements or commitments to purchase, these stockholders may elect not to purchase any shares in this offering. It is also possible that our existing principal stockholders and their affiliated entities could purchase an amount of shares of common stock that exceeds their expressed interest.

The number of shares of our common stock to be outstanding after this offering is based on 66,921,137 shares of our common stock outstanding as of May 31, 2013 and excludes:

- 4,868,808 shares of common stock issuable upon the exercise of stock options outstanding as of May 31, 2013 at a weighted-average exercise price of $0.30 per share;

- 1,940,000 shares of common stock issuable upon the exercise of warrants outstanding as of May 31, 2013 at an exercise price of $1.00 per share, whic warrants prior to the closing of this offering are exercisable to purchase shares of Series A preferred stock; and

- shares of common stock reserved for future issuance under our equity incentive plans as of the closing of this offering.

Unless otherwise indicated, all information in this prospectus reflects or assumes the following:

- the filing of our amended and restated certificate of incorporation and the adoption of our amended and restated bylaws, which will occur immediately prior to the closing of this offering;

- the conversion of all of our outstanding shares of preferred stock, including (i) the 17,000,000 shares of Series A preferred stock issued on April 19, 2013 and (ii) the 6,750,000 shares of Series A-1 preferred stock issued on May 29, 2013, into an aggregate of 64,348,092 shares of common stock upo the closing of this offering;

- no exercise by the underwriters of their option to purchase up to an additional shares of common stock in this offering to cover over-allotments; and

- a 1-for reverse split of our common stock effected on June , 2013.

Table of Contents

Summary Financial Data

The following tables summarize the financial data for our business. You should read this summary financial data together with "Capitalization," "Selected Financial Data," "Management's Discussion and Analysis of Financial Condition and Results of Operations" and our financial statements and related notes, all included elsewhere in this prospectus.

We derived the statements of operations data for the years ended December 31, 2012 and 2011 from our audited financial statements included elsewhere in this prospectus. We derived the statements of operations data for the three months ended March 31, 2013 and 2012 and for the period from inception (January 22, 2008) to March 31, 2013 from our unaudited financial statements included elsewhere in this prospectus. Our historical results are not necessarily indicative of our future results and results for the three months ended March 31, 2013 are not necessarily indicative of results to be expected for the full year ending December 31, 2013.

	Years Ended December 31,		Three Months Ended March 31,		Period From January 22, 2008 (Inception) through March 31, 2013
	2012	2011	2013	2012	
	(in thousands, except share and per share data)				
Statement of Operations Data:					
Grant income	$ —	$ —	$ —	$ —	$ 244
Operating expenses:					
Research and development	7,998	7,807	2,093	1,557	29,506
General and administrative	2,206	2,357	1,251	633	12,701
Acquired in-process research and development	—	—	—	—	86
Total operating expenses	10,204	10,164	3,344	2,190	42,293
Loss from operations	(10,204)	(10,164)	(3,344)	(2,190)	(42,049)
Total other income (expense)	(1,538)	(653)	(895)	(259)	(4,165)
Net loss	$ (11,742)	$ (10,817)	$ (4,239)	$ (2,449)	$ (46,214)
Per share information:					
Net loss per share, basic and diluted	$ (5.20)		$ (1.75)		
Weighted-average shares outstanding, basic and diluted	2,259,480		2,420,545		
Pro forma net loss per share, basic and diluted (unaudited)(1)	$ (0.45)		$ (0.12)		
Pro forma weighted-average shares outstanding, basic and diluted (unaudited)(1)	26,234,480(2)		35,261,194(3)		

(1) The calculations of the unaudited pro forma net loss per share, basic and diluted, assume the conversion of all of our outstanding shares of convertible preferred stock into shares of our common stock.

(2) Excludes (i) the conversion of the convertible promissory notes that we issued in January, September and November of 2012, or the 2012 convertible promissory notes, into 16,623,092 shares of Series A preferred stock in February 2013, (ii) the issuance of 17,000,000 shares of Series A

preferred stock on April 19, 2013, (iii) the conversion of the Pfizer Inc. convertible promissory note, or the Pfizer note, into 6,750,000 shares of Series A-1 preferred stock on May 29, 2013 and (iv) the exercise of warrants to purchase 1,940,000 shares of our Series A preferred stock.

(3) Excludes (i) the issuance of 17,000,000 shares of Series A preferred stock on April 19, 2013, (ii) the issuance of 6,750,000 shares of Series A-1 preferred stock on May 29, 2013 and (iii) the exercise of warrants to purchase 1,940,000 shares of our Series A preferred stock.

The table below presents a summary of our balance sheet data as of March 31, 2013:

- on an actual basis;
- on a pro forma basis after giving effect to (i) the conversion of our shares of Series A preferred stock outstanding as of March 31, 2013 into an aggregate of 40,598,092 shares of common stock upon the completion of this offering, (ii) the receipt of $17.0 million of gross proceeds from the issuance of 17,000,000 shares of Series A preferred stock on April 19, 2013, (iii) the conversion of our shares of Series A preferred stock issued on April 19, 2013 into an aggregate of 17,000,000 shares of common stock upon completion of this offering, (iv) the conversion of the Pfizer note which had an outstanding balance, including accrued interest, of $7.8 million as of May 29, 2013 into 6,750,000 shares of Series A-1 preferred stock on May 29, 2013 and (v) the conversion of the shares of Series A-1 preferred stock issued on May 29, 2013 into an aggregate of 6,750,000 shares of common stock upon completion of this offering.
- on a pro forma as adjusted basis to give further effect to (i) our sale in this offering of shares of common stock at an assumed initial public offering price of $ per share (the mid-point of the range set forth on the cover page of this prospectus), after deducting the estimated underwriting discounts and commissions and estimated offering expenses payable by us and (ii) the filing and effectiveness of our amended and restated certificate of incorporation, which will occur immediately prior to the consummation of this offering.

	As of March 31, 2013		
	Actual	Pro Forma	Pro Forma As Adjusted
		(in thousands)	
Balance Sheet Data:			
Cash and cash equivalents	$ 3,886	$ 20,886	$
Working capital (deficit)	2,436	19,602	
Total assets	5,265	22,265	
Total convertible short-term debt	—	—	
Total convertible long-term debt	7,529	—	
Convertible preferred stock warrant liability	307	307	
Convertible preferred stock	40,598	—	
Deficit accumulated during the development stage	(46,214)	(46,323)	
Total stockholders' deficit	(45,549)	19,744	

Table of Contents

A $1.00 increase (decrease) in the assumed initial public offering price of $ per share, the mid-point of the estimated price range shown on the cover page o this prospectus, would increase (decrease), on a pro forma as adjusted basis, the amount of each of cash and cash equivalents, working capital (deficit), total assets an total stockholders' (deficit) equity by approximately $ million, assuming the number of shares offered by us, as set forth on the cover page of this prospectus, remains the same and after deducing estimated underwriting discounts and commissions and estimated offering expenses payable by us. Similarly, each increase (decrease) of one million shares in the number of shares offered by us would increase (decrease), on a pro forma as adjusted basis, the amount of each of cash and cas equivalents, working capital (deficit), total assets and total stockholders' (deficit) equity by approximately $ million, assuming the assumed initial public offering price remains the same, and after deducting estimated underwriting discounts and commissions and estimated offering expenses payable by us. The pro forma as adjusted information discussed above is illustrative only and will be adjusted based on the actual public offering price and other terms of this offering determined at pricing.

RISK FACTORS

Investing in our common stock involves a high degree of risk. You should carefully consider the risks described below, as well as the other information in this prospectus, including our financial statements and the related notes and "Management's Discussion and Analysis of Financial Condition and Results of Operations," before deciding whether to invest in our common stock. Any of the events or developments described below could harm our business, financial condition, results of operations and growth prospects. In such an event, the market price of our common stock could decline, and you may lose all or part of your investment. Additional risks and uncertainties not presently known to us or that we do not currently deem material may also impair our business operations.

Risks Related to our Business and the Clinical Development and Commercialization of ETC-1002

We depend almost entirely on the success of one product candidate, ETC-1002, which is still in Phase 2 clinical development. We cannot be certain that we will be able to obtain regulatory approval for, or successfully commercialize, ETC-1002.

We currently have only one product candidate, ETC-1002, in clinical development, and our business depends almost entirely on its successful clinical development, regulatory approval and commercialization. We currently have no drug products for sale and may never be able to develop marketable drug products. ETC-1002, which is currently in Phase 2 clinical trials, will require substantial additional clinical development, testing, and regulatory approval before we are permitted to commence its commercialization. Our other product candidates are still in pre-clinical development stages. None of our product candidates have advanced into a pivotal study, and it may be years before such study is initiated, if ever. The clinical trials of our product candidates are, and the manufacturing and marketing of our product candidates will be, subject to extensive and rigorous review and regulation by numerous government authorities in the United States and in other countries where we intend to test and, if approved, market any product candidate. Before obtaining regulatory approvals for the commercial sale of any product candidate, we must demonstrate through pre-clinical testing and clinical trials that the product candidate is safe and effective for use in each target indication. This process can take many years and may include post-marketing studies and surveillance, which will require the expenditure of substantial resources beyond the proceeds we raise in this offering. Of the large number of drugs in development in the United States, only a small percentage successfully complete the FDA regulatory approval process and are commercialized. Accordingly, even if we are able to obtain the requisite financing to continue to fund our development and clinical programs, we cannot assure you that ETC-1002 or any other of our product candidates will be successfully developed or commercialized.

We are not permitted to market ETC-1002 in the United States until we receive approval of a New Drug Application, or NDA, from the FDA, or in any foreign countries until we receive the requisite approval from such countries. As a condition to submitting an NDA to the FDA for ETC-1002 regarding its ability to treat patients with hypercholesterolemia, we currently expect to complete two Phase 2b clinical trials, two pivotal Phase 3 clinical trials and one long-term safety study. We have not commenced any of these clinical trials. Obtaining approval of an NDA is a complex, lengthy, expensive and uncertain process, and the FDA may delay, limit or deny approval of ETC-1002 for many reasons, including, among others:

- we may not be able to demonstrate that ETC-1002 is safe and effective in treating hypercholesterolemia to the satisfaction of the FDA;
- the results of our clinical trials may not meet the level of statistical or clinical significance required by the FDA for marketing approval;

- the FDA may disagree with the number, design, size, conduct or implementation of our clinical trials;
- the FDA may require that we conduct additional clinical trials, such as a cardiovascular outcomes study;
- the FDA may not release its partial clinical hold on ETC-1002 to permit us to conduct a clinical trial for more than six months;
- the FDA or the applicable foreign regulatory agency may not approve the formulation, labeling or specifications of ETC-1002;
- the clinical research organization, or CRO, that we retain to conduct our clinical trials may take actions outside of our control that materially adversely impact our clinical trials;
- the FDA may find the data from pre-clinical studies and clinical trials insufficient to demonstrate that ETC-1002's clinical and other benefits outweigh its safety risks;
- the FDA may disagree with our interpretation of data from our pre-clinical studies and clinical trials;
- the FDA may not accept data generated at our clinical trial sites;
- if our NDA, if and when submitted, is reviewed by an advisory committee, the FDA may have difficulties scheduling an advisory committee meeting in a timely manner or the advisory committee may recommend against approval of our application or may recommend that the FDA require, as a condition of approval, additional pre-clinical studies or clinical trials, limitations on approved labeling or distribution and use restrictions;
- the FDA may require development of a Risk Evaluation and Mitigation Strategy, or REMS, as a condition of approval or post-approval;
- the FDA or the applicable foreign regulatory agency may not approve the manufacturing processes or facilities of third-party manufacturers with which we contract; or
- the FDA may change its approval policies or adopt new regulations.

Any of these factors, many of which are beyond our control, could jeopardize our ability to obtain regulatory approval for and successfully market ETC-1002. Moreover, because our business is almost entirely dependent upon this one product candidate, any such setback in our pursuit of regulatory approval would have a material adverse effect on our business and prospects.

Failures or delays in the commencement or completion of our Phase 2b or pivotal Phase 3 clinical trials of ETC-1002 could result in increased costs to us and could delay, prevent or limit our ability to generate revenue and continue our business.

We have not commenced our Phase 2b or pivotal Phase 3 clinical trials. Successful completion of such clinical trials is a prerequisite to submitting an NDA to the FDA and, consequently, the ultimate approval and commercial marketing of ETC-1002. We do not know whether our Phase 2b or pivotal Phase 3 clinical trials will begin or be completed on schedule, if at all, as the commencement and completion of clinical trials can be delayed or prevented for a number of reasons, including, among others:

- the FDA may deny permission to proceed with Phase 3 clinical trials, including by not releasing its partial clinical hold on ETC-1002 to permit us to conduct a clinical trial for more than six months, or may place a clinical trial on hold;

- delays in reaching or failing to reach agreement on acceptable terms with prospective CROs and trial sites, the terms of which can be subject to extensive negotiation and may vary significantly among different CROs and trial sites;
- inadequate quantity or quality of a product candidate or other materials necessary to conduct clinical trials;
- difficulties obtaining institutional review board, or IRB, approval to conduct a clinical trial at a prospective site or sites;
- challenges in recruiting and enrolling patients to participate in clinical trials or in a cardiovascular outcomes study, if one were to be required, including the size and nature of the patient population, the proximity of patients to clinical sites, eligibility criteria for the clinical trial, the nature of the clinical trial protocol, the availability of approved effective treatments for the relevant disease and competition from other clinical trial programs for similar indications;
- severe or unexpected drug-related side effects experienced by patients in a clinical trial, including instances of muscle pain or weakness or other side effects previously identified in our completed clinical trials;
- reports from pre-clinical or clinical testing of other cardiometabolic therapies that raise safety or efficacy concerns; and
- difficulties retaining patients who have enrolled in a clinical trial but may be prone to withdraw due to rigors of the trials, lack of efficacy, side effects, personal issues or loss of interest.

Clinical trials may also be delayed or terminated as a result of ambiguous or negative interim results. In addition, a clinical trial may be suspended or terminated by us, the FDA, the IRBs at the sites where the IRBs are overseeing a clinical trial, a data safety monitoring board, or DSMB, overseeing the clinical trial at issue or other regulatory authorities due to a number of factors, including, among others:

- failure to conduct the clinical trial in accordance with regulatory requirements or our clinical protocols;
- inspection of the clinical trial operations or trial sites by the FDA or other regulatory authorities that reveals deficiencies or violations that require us to undertake corrective action, including the imposition of a clinical hold;
- unforeseen safety issues, including any that could be identified in our ongoing pre-clinical carcinogenicity studies, adverse side effects or lack of effectiveness;
- changes in government regulations or administrative actions;
- problems with clinical supply materials; and
- lack of adequate funding to continue the clinical trial.

Positive results from Phase 1 and Phase 2 clinical trials of ETC-1002 are not necessarily predictive of the results of our planned Phase 2b and Phase 3 clinical trials of ETC-1002. If we cannot replicate the positive results from our Phase 1 and Phase 2 clinical trials of ETC-1002 in our Phase 2b and Phase 3 clinical trials, we may be unable to successfully develop, obtain regulatory approval for and commercialize ETC-1002.

Positive results from ETC-1002-006, our Phase 2a clinical trial, may not necessarily be predictive of the results from ETC-1002-007, our ongoing Phase 2a clinical trial for which we expect to announce top-line efficacy and safety results in the third quarter of 2013. Similarly, even if we are able to complete our planned Phase 2b and pivotal Phase 3 clinical trials of ETC-1002 according to our current development timeline, the positive results from our Phase 1 and Phase 2 clinical trials of ETC-1002 may not be replicated in our Phase 2b or pivotal Phase 3 clinical trial results. Many companies in the pharmaceutical and biotechnology industries have suffered significant setbacks in late-stage clinical trials after achieving positive results in early stage development, and we cannot be certain that we will not face similar setbacks. These setbacks have been caused by, among other things, pre-clinical findings made while clinical trials were underway or safety or efficacy observations made in clinical trials, including previously unreported adverse events. Our Phase 2b clinical trials will evaluate the safety and efficacy of ETC-1002 in statin-intolerant patients and as an add-on to existing statin treatments for patients with residual risk. We expect that our Phase 3 clinical trials will evaluate the safety and efficacy of ETC-1002 in these same patient populations. Nevertheless, the results from our Phase 2a clinical trials for ETC-1002, including ETC-1002-006 and ETC-1002-007, may not be predictive of the results we may obtain in our Phase 2b or Phase 3 clinical trials of ETC-1002. Moreover, pre-clinical and clinical data are often susceptible to varying interpretations and analyses, and many companies that believed their product candidates performed satisfactorily in pre-clinical studies and clinical trials nonetheless failed to obtain FDA approval. If we fail to produce positive results in our Phase 2b and Phase 3 clinical trials of ETC-1002, the development timeline and regulatory approval and commercialization prospects for our leading product candidate, and, correspondingly, our business and financial prospects, would be materially adversely affected.

We may need substantial additional capital in the future. If additional capital is not available, we will have to delay, reduce or cease operations.

Although we believe that the net proceeds from this offering will be sufficient to fund our operations through the completion of our currently anticipated Phase 2b clinical trials and end of Phase 2 meeting with the FDA, we will likely need to raise additional capital thereafter to continue to fund the further development of ETC-1002 and our operations. We expect to announce top-line results from our latest currently anticipated Phase 2b clinical trial in the fourth quarter of 2014 and to have our end of Phase 2 meeting with the FDA in the first quarter of 2015. Our future capital requirements may be substantial and will depend on many factors including:

- the scope, size, rate of progress, results and costs of initiating and completing our Phase 2b clinical trials of ETC-1002 and our operating costs incurred as we conduct these trials and through our end of Phase 2 meeting with the FDA, for which we currently estimate that we will use substantially all of the net proceeds from this offering;
- the scope, size, rate of progress, results and costs of initiating and completing our Phase 3 clinical program of ETC-1002, which currently includes two pivotal Phase 3 clinical trials and one long-term safety study, for which we only plan on using net proceeds from this offering to the extent they are available;
- the cost, timing and outcome of our efforts to obtain marketing approval for ETC-1002 in the United States, including to fund the preparation and filing of an NDA with the FDA for ETC-1002 and to satisfy related FDA requirements;
- the number and characteristics of any additional product candidates we develop or acquire;
- the costs associated with commercializing ETC-1002 or any future product candidates if we receive marketing approval, including the cost and timing of developing sales and marketing capabilities or entering into strategic collaborations to market and sell ETC-1002 or any future product candidates;
- the cost of manufacturing ETC-1002 or any future product candidates and any products we successfully commercialize; and
- the costs associated with general corporate activities, such as the cost of filing, prosecuting and enforcing patent claims.

Changing circumstances may cause us to consume capital significantly faster than we currently anticipate. Because the outcome of any clinical trial is highly uncertain, we cannot reasonably estimate the actual amounts necessary to successfully complete the development, regulatory approval and commercialization of ETC-1002 and any future product candidates. Additional financing may not be available when we need it or may not be available on terms that are favorable to us. In addition, we may seek additional capital due to favorable market conditions or strategic considerations, even if we believe we have sufficient funds for our current or future operating plans. If adequate funds are unavailable to us on a timely basis, or at all, we may not be able to continue the development of ETC-1002 or any future product candidate, or to commercialize ETC-1002 or any future product candidate, if approved, unless we find a partner.

We are a development stage biopharmaceutical company with a limited operating history and have not generated any revenue from product sales. We have incurred significant operating losses since our inception, and anticipate that we will incur continued losses for the foreseeable future.

We are a development stage company with a limited operating history on which to base your investment decision. Biopharmaceutical product development is a highly speculative undertaking and involves a substantial degree of risk. We were incorporated in January 2008. Our operations to date have been limited primarily to organizing and staffing our company and conducting research and development activities for ETC-1002. We have never generated any revenue from product sales. We have not obtained regulatory approvals for any of our product candidates. As such, we are subject to all the risks described in this prospectus incident to the development, regulatory approval and commercialization of new pharmaceutical products and we may encounter unforeseen expenses, difficulties, complications, delays and other unknown factors.

Since our inception, we have focused substantially all of our efforts and financial resources on developing ETC-1002, which is currently in Phase 2 clinical development. We have funded our operations to date through proceeds from sales of preferred stock and convertible debt and have incurred losses in each year since our inception. Our net losses were $4.2 million for the three months ended March 31, 2013, $11.7 million for the year ended December 31, 2012 and $10.8 million for the year ended December 31, 2011. As of March 31, 2013, we had an accumulated deficit of $46.2 million. Substantially all of our operating losses resulted from costs incurred in connection with our development program and from general and administrative costs associated with our operations. We expect to incur increasing levels of operating losses over the next several years and for the foreseeable future. Our prior losses, combined with expected future losses, have had and will continue to have an adverse effect on our stockholders' equity and working capital. We expect our research and development expenses to significantly increase in connection with our additional clinical trials of ETC-1002 and development of any other product candidates we may choose to pursue. In addition, if we obtain marketing approval for ETC-1002, we will incur significant sales, marketing and outsourced manufacturing expenses. Once we are a public company, we will incur additional costs associated with operating as a public company. As a result, we expect to continue to incur significant and increasing operating losses for the foreseeable future. Because of the numerous risks and uncertainties associated with developing pharmaceutical products, we are unable to predict the extent of any future losses or when we will become profitable, if at all. Even if we do become profitable, we may not be able to sustain or increase our profitability on a quarterly or annual basis.

Changes in regulatory requirements, FDA guidance or unanticipated events during our Phase 2b or Phase 3 clinical trials of ETC-1002 may occur, which may result in changes to clinical trial protocols or additional clinical trial requirements, such as the initiation or completion of a cardiovascular outcomes study, which could result in increased costs to us and could delay our development timeline.

Changes in regulatory requirements, FDA guidance or unanticipated events during our clinical trials may force us to amend clinical trial protocols or the FDA may impose additional clinical trial requirements. Amendments to our clinical trial protocols would require resubmission to the FDA and IRBs for review and approval, which may adversely impact the cost, timing or successful completion of a clinical trial. If we experience delays completing—or if we terminate—any of our Phase 2b or Phase 3 clinical trials, or if we are required to conduct additional clinical trials, such as a cardiovascular outcomes study, the commercial prospects for ETC-1002 may be harmed and our ability to generate product revenue will be delayed. If the FDA requires us to conduct a cardiovascular outcomes study, we may not be able to identify and enroll the requisite number of patients in that study. Even if we are successful in enrolling patients in a cardiovascular outcomes study, we may not ultimately be able to demonstrate that lowering LDL-C levels using ETC-1002 provides patients with an incremental lowering of cardiovascular disease risks and our failure to do so may delay or prejudice our ability to obtain FDA approval for ETC-1002. Our current development timeline for ETC-1002 does not contemplate the completion of a cardiovascular outcomes study. Any such study, if required, would be costly and time-consuming and, regardless of the outcome, would adversely affect our development timeline and financial condition.

Even if we receive marketing approval for ETC-1002, we may still face future development and regulatory difficulties.

Even if we receive marketing approval for ETC-1002, regulatory authorities may still impose significant restrictions on ETC-1002's indicated uses or marketing or impose ongoing requirements for potentially costly post-approval studies, such as a cardiovascular outcomes study. ETC-1002 will also be subject to ongoing FDA requirements governing the labeling, packaging, storage and promotion of the product and recordkeeping and submission of safety and other post-market information. The FDA has significant post-market authority, including, for example, the authority to require labeling changes based on new safety information and to require post-market studies or clinical trials to evaluate serious safety risks related to the use of a drug. The FDA also has the authority to require, as part of an NDA or post-approval, the submission of a REMS. Any REMS required by the FDA may lead to increased costs to assure compliance with new post-approval regulatory requirements and potential requirements or restrictions on the sale of approved products, all of which could lead to lower sales volume and revenue.

Manufacturers of drug products and their facilities are subject to continual review and periodic inspections by the FDA and other regulatory authorities for compliance with current Good Manufacturing Practices and other regulations. If we or a regulatory agency discover problems with ETC-1002, such as adverse events of unanticipated severity or frequency, or problems with the facility where ETC-1002 is manufactured, a regulatory agency may impose restrictions on ETC-1002, the manufacturer or us, including requiring withdrawal of ETC-1002 from the market or suspension of manufacturing. If we, ETC-1002 or the manufacturing facilities for ETC-1002 fail to comply with applicable regulatory requirements, a regulatory agency may, among other things:

- issue warning letters or untitled letters;
- seek an injunction or impose civil or criminal penalties or monetary fines;
- suspend or withdraw marketing approval;
- suspend any ongoing clinical trials;

- refuse to approve pending applications or supplements to applications submitted by us;
- suspend or impose restrictions on operations, including costly new manufacturing requirements; or
- seize or detain products, refuse to permit the import or export of products, or request that we initiate a product recall.

Even if we receive marketing approval for ETC-1002 in the United States, we may never receive regulatory approval to market ETC-1002 outside of the United States.

We have not yet selected any markets outside of the United States where we intend to seek regulatory approval to market ETC-1002. In order to market any product outside of the United States, however, we must establish and comply with the numerous and varying safety, efficacy and other regulatory requirements of other countries. Approval procedures vary among countries and can involve additional product candidate testing and additional administrative review periods. The time required to obtain approvals in other countries might differ from that required to obtain FDA approval. The marketing approval processes in other countries may implicate all of the risks detailed above regarding FDA approval in the United States as well as other risks. In particular, in many countries outside of the United States, products must receive pricing and reimbursement approval before the product can be commercialized. Obtaining this approval can result in substantial delays in bringing products to market in such countries. Marketing approval in one country does not ensure marketing approval in another, but a failure or delay in obtaining marketing approval in one country may have a negative effect on the regulatory process in others. Failure to obtain marketing approval in other countries or any delay or other setback in obtaining such approval would impair our ability to market ETC-1002 in such foreign markets. Any such impairment would reduce the size of our potential market, which could have a material adverse impact on our business, results of operations and prospects.

Even if we receive marketing approval for ETC-1002, it may not achieve broad market acceptance, which would limit the revenue that we generate from its sales.

The commercial success of ETC-1002, if approved by the FDA or other regulatory authorities, will depend upon the awareness and acceptance of ETC-1002 among the medical community, including physicians, patients and healthcare payors. Market acceptance of ETC-1002, if approved, will depend on a number of factors, including, among others:

- ETC-1002's demonstrated ability to treat statin intolerant patients with hypercholesterolemia and, if required by any applicable regulatory authority in connection with the approval for this or any other indication, to provide patients with incremental cardiovascular disease benefits, as compared with other available therapies;
- the relative convenience and ease of administration of ETC-1002, including as compared with other treatments for patients with hypercholesterolemia;
- the prevalence and severity of any adverse side effects such as muscle pain or weakness;
- limitations or warnings contained in the labeling approved for ETC-1002 by the FDA;
- availability of alternative treatments, including a number of competitive LDL-C lowering therapies already approved or expected to be commercially launched in the near future;
- pricing and cost effectiveness;
- the effectiveness of our sales and marketing strategies;
- our ability to increase awareness of ETC-1002 through marketing efforts;

- our ability to obtain sufficient third-party coverage or reimbursement; and
- the willingness of patients to pay out-of-pocket in the absence of third-party coverage.

If ETC-1002 is approved but does not achieve an adequate level of acceptance by patients, physicians and payors, we may not generate sufficient revenue from ETC-1002 to become or remain profitable. Before granting reimbursement approval, healthcare payors may require us to demonstrate that, in addition to lowering elevated LDL-C levels, ETC-1002 also provides incremental cardiovascular disease benefits to patients. Our efforts to educate the medical community and third-party payors about the benefits of ETC-1002 may require significant resources and may never be successful.

If we are unable to establish sales and marketing capabilities or enter into agreements with third parties to market and sell ETC-1002, we may not be able to generate any revenue.

We do not currently have an infrastructure for the sales, marketing and distribution of pharmaceutical products. In order to market ETC-1002, if approved by the FDA or any other regulatory body, we must build our sales, marketing, managerial, and other non-technical capabilities or make arrangements with third parties to perform these services. If we are unable to establish adequate sales, marketing and distribution capabilities, whether independently or with third parties, or if we are unable to do so on commercially reasonable terms, our business, results of operations, financial condition and prospects will be materially adversely affected.

Even if we obtain marketing approval for ETC-1002, physicians and patients using other LDL-C lowering therapies may choose not to switch to our product.

Physicians are often reluctant to switch their patients from existing therapies even when new and potentially more effective or convenient treatments enter the market. In addition, patients often acclimate to the brand or type of therapy that they are currently taking and do not want to switch unless their physicians recommend switching products or they are required to switch therapies due to lack of reimbursement for existing therapies. If physicians or patients are reluctant to switch from existing therapies to ETC-1002, if approved, our operating results and financial condition would be materially adversely affected.

Guidelines and recommendations published by various organizations may adversely affect the use or commercial viability of ETC-1002, if approved.

Government agencies issue regulations and guidelines directly applicable to us and to ETC-1002, including guidelines generally relating to therapeutically significant LDL-C levels. In addition, professional societies, practice management groups, private health or science foundations and other organizations involved in the research, treatment and prevention of various diseases from time to time publish guidelines or recommendations to the medical and patient communities. These various sorts of recommendations may relate to such matters as product usage and use of related or competing therapies. For example, organizations such as the American Heart Association have made recommendations about therapies in the cardiovascular therapeutics market. Changes to these existing recommendations or other guidelines advocating alternative therapies could result in decreased use of ETC-1002, if approved, which would adversely affect our results of operations.

Even if approved, reimbursement policies could limit our ability to sell ETC-1002.

Market acceptance and sales of ETC-1002 will depend on reimbursement policies and may be affected by healthcare reform measures. Government authorities and third-party payors, such as private health insurers and health maintenance organizations, decide which medications they will pay for and establish reimbursement levels for those medications. Cost containment is a primary concern in the U.S. healthcare industry and elsewhere. Government authorities and these third-party payors have attempted to control costs by limiting coverage and the amount of reimbursement for particular medications. We cannot be sure that reimbursement will be available for ETC-1002 and, if reimbursement is available, the level of such reimbursement. Reimbursement may impact the demand for, or the price of, ETC-1002. If reimbursement is not available or is available only at limited levels, we may not be able to successfully commercialize ETC-1002.

In some foreign countries, particularly in Canada and European countries, the pricing of prescription pharmaceuticals is subject to strict governmental control. In these countries, pricing negotiations with governmental authorities can take six to 12 months or longer after the receipt of regulatory approval and product launch. To obtain favorable reimbursement for the indications sought or pricing approval in some countries, we may be required to conduct a clinical trial that compares the cost-effectiveness of ETC-1002 with other available therapies. If reimbursement for ETC-1002 is unavailable in any country in which we seek reimbursement, if it is limited in scope or amount, if it is conditioned upon our completion of additional clinical trials, or if pricing is set at unsatisfactory levels, our operating results could be materially adversely affected.

Our product development programs for candidates other than ETC-1002 may require substantial financial resources and may ultimately be unsuccessful.

In addition to the development of ETC-1002, we may pursue development of our other two early-stage development programs. Neither of our other potential product candidates has commenced any clinical trials, and there are a number of FDA requirements that we must satisfy before we can commence clinical trials. Satisfaction of these requirements will entail substantial time, effort and financial resources. We may never satisfy these requirements. Any time, effort and financial resources we expend on our other two early-stage development programs may adversely affect our ability to continue development and commercialization of ETC-1002, and we may never commence clinical trials of such development programs despite expending significant resources in pursuit of their development. If we do commence clinical trials of our other potential product candidates, such product candidates may never be approved by the FDA.

Recent federal legislation will increase pressure to reduce prices of pharmaceutical products paid for by Medicare, which could materially adversely affect our revenue, if any, and our results of operations.

In the United States, the Medicare Prescription Drug, Improvement, and Modernization Act of 2003, also called the MMA, changed the way Medicare covers and pays for pharmaceutical products. The legislation expanded Medicare coverage for drug purchases by the elderly and introduced a new reimbursement methodology based on average sales prices for physician-administered drugs. In addition, this legislation provided authority for limiting the number of drugs that will be covered in any therapeutic class. As a result of this legislation and the expansion of federal coverage of drug products, we expect that there will be additional pressure to reduce costs. These cost reduction initiatives and other provisions of this legislation could decrease the scope of coverage and the price that we receive for any approved products and could seriously harm our business. While the MMA applies only to drug benefits for Medicare beneficiaries, private payors often follow Medicare coverage policies and payment limitations in setting their own reimbursement rates, and any reduction in reimbursement that results from the MMA may cause a similar reduction in payments from private payors. This legislation may pose an even greater risk to ETC-1002 than some other pharmaceutical products because a significant portion of the target patient population for ETC-1002 would likely be over 65 years of age and, therefore, many such patients will be covered by Medicare.

In March 2010, the Patient Protection and Affordable Care Act, as amended by the Health Care and Education Affordability Reconciliation Act, or collectively, the PPACA, became law in the United States. The goal of the PPACA is to reduce the cost of healthcare and substantially change the way healthcare is financed by both governmental and private insurers. While we cannot predict what impact on federal reimbursement policies this legislation will have in general or on our business specifically, the PPACA may result in downward pressure on pharmaceutical reimbursement, which could negatively affect market acceptance of ETC-1002, if approved, or any of our future products. In 2012, members of the U.S. Congress and some state legislatures sought to overturn certain provisions of the PPACA including those concerning the mandatory purchase of insurance. However, on June 28, 2012, the United States Supreme Court upheld the constitutionality of these provisions. Members of the U.S. Congress have since proposed a number of legislative initiatives, including possible repeal of the PPACA. We cannot predict the outcome or impact of current proposals or whether new proposals will be made or adopted, when they may be adopted or what impact they may have on us if they are adopted.

Finally, the availability of generic LDL-C lowering treatments may also substantially reduce the likelihood of reimbursement for branded counterparts or other competitive LDL-C lowering therapies, such as ETC-1002 if it is approved for commercial distribution. If we fail to successfully secure and maintain reimbursement coverage for our products or are significantly delayed in doing so, we will have difficulty achieving market acceptance of our products and our business will be harmed.

Recent federal legislation and actions by state and local governments may permit reimportation of drugs from foreign countries into the United States, including foreign countries where the drugs are sold at lower prices than in the United States, which could materially adversely affect our operating results.

We may face competition for ETC-1002, if approved, from cheaper LDL-C lowering therapies sourced from foreign countries that have placed price controls on pharmaceutical products. The MMA contains provisions that may change U.S. importation laws and expand pharmacists' and wholesalers' ability to import cheaper versions of an approved drug and competing products from Canada, where there are government price controls. These changes to U.S. importation laws will not take effect unless and until the Secretary of Health and Human Services certifies that the changes will pose no additional risk to the public's health and safety and will result in a significant reduction in the cost of products to consumers. The Secretary of Health and Human Services has so far declined to approve a reimportation plan. Proponents of drug reimportation may attempt to pass legislation that would directly allow reimportation under certain circumstances. Legislation or regulations allowing the reimportation of drugs, if enacted, could decrease the price we receive for any products that we may develop, including ETC-1002, and adversely affect our future revenues and prospects for profitability.

The FDA and other regulatory agencies actively enforce the laws and regulations prohibiting the promotion of off-label uses. If we are found to have improperly promoted off-label uses, we may become subject to significant liability.

The FDA and other regulatory agencies strictly regulate the promotional claims that may be made about prescription products, such as ETC-1002 if approved. In particular, a product may not be promoted for uses that are not approved by the FDA or such other regulatory agencies as reflected in the product's approved labeling. If we receive marketing approval for ETC-1002 as a therapy for lowering LDL-C levels in statin intolerant patients with hypercholesterolemia, the first indication we intend to pursue, physicians may nevertheless prescribe ETC-1002 to their patients in a manner that is inconsistent with the approved label, potentially including as a therapy in addition to statins. If we are found to have promoted such off-label uses, we may become subject to significant liability. The federal government has levied large civil and criminal fines against companies for alleged improper promotion and has enjoined several companies from engaging in off-label promotion. The FDA has also requested that companies enter into consent decrees or permanent injunctions under which specified promotional conduct is changed or curtailed. If we cannot successfully manage the promotion of ETC-1002, if approved, we could become subject to significant liability, which would materially adversely affect our business and financial condition.

Our market is subject to intense competition. If we are unable to compete effectively, our opportunity to generate revenue from the sale of ETC-1002, if approved, will be materially adversely affected.

The LDL-C lowering therapies market is highly competitive and dynamic and dominated by the sale of statin treatments, including the cheaper generic versions of statins. We estimate that the total statin monotherapy and fixed combination market, including generic drugs, accounted for 69% of U.S. sales in the LDL-C lowering market in 2012. Our success will depend, in part, on our ability to obtain a share of the market, initially, for patients who are statin intolerant. Potential competitors in North America, Europe and elsewhere include major pharmaceutical companies, specialty pharmaceutical companies, biotechnology firms, universities and other research institutions and government agencies. Other pharmaceutical companies may develop LDL-C lowering therapies for statin intolerant patients that compete with ETC-1002, if approved, that do not infringe the claims of our patents, pending patent applications or other proprietary rights, which could materially adversely affect our business and results of operations.

Low-density lipoprotein cholesterol (LDL-C) lowering therapies currently on the market that would compete with ETC-1002 include the following:

- Statins, such as Crestor® (rosuvastatin) and Lipitor, including their cheaper generic versions;
- Cholesterol absorption inhibitors, such as Zetia® (ezetimibe), a monotherapy marketed by Merck & Co., and Welchol® (colesevelam), a bile acid sequestrant marketed by Daiichi Sankyo Inc.;
- MTP inhibitors, such as JUXTAPID® (lomitapide), marketed by Aegerion Pharmaceuticals, Inc.;
- Apo B Anti-Senses, such as KYNAMRO® (mipomersen), marketed by Genzyme Corp.;
- Combination therapies, such as Vytorin® (ezetimibe and simvastatin), marketed by Merck & Co., Inc.; and
- Other lipid-lowering monotherapies, such as Tricor® (fenofibrate) and Niaspan® (niacin extended release), and combination therapies, such as Advicor® (niacin extended release and lovastatin) and Simcor® (niacin and simvastatin), both of which are marketed by AbbVie, Inc.

Several other pharmaceutical companies have other LDL-C lowering therapies in development that may be approved for marketing in the United States or outside of the United States. Based on publicly available information, we believe the current therapies in development that would compete with ETC-1002 include:

- PCSK9 inhibitors, such as SAR236553/REGN727, a therapy in Phase 3 development being developed by Sanofi and Regeneron Pharmaceuticals, Inc., and AMG-145, a separate therapy in Phase 3 development being developed by Amgen Inc.; and
- CETP inhibitors, such as MK-0859, a therapy that has completed a Phase IIb clinical trial and is being developed by Merck, and LY2484595, a therapy that is being developed by Eli Lilly & Company.

Many of our potential competitors have substantially greater financial, technical and human resources than we do and significantly greater experience discovering and developing drug candidates, obtaining FDA and other marketing approvals of products and commercializing those products. Accordingly, our competitors may be more successful than we may be in obtaining FDA approval for drugs and achieving widespread market acceptance. Our competitors' drugs may be more effective, or more effectively marketed and sold, than ETC-1002, if approved, and may render ETC-1002 obsolete or non-competitive before we can recover the expenses of developing and commercializing it. If approved, ETC-1002 may also compete with unapproved and off-label LDL-C lowering treatments, and following the expiration of additional patents covering the LDL-C lowering market, we may also face additional competition from the entry of new generic drugs. We anticipate that we will encounter intense and increasing competition as new drugs enter the market and advanced technologies become available. See "Business" in this prospectus for more information regarding these competitive products.

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

The use of ETC-1002 in clinical trials and the sale of ETC-1002, if approved, exposes us to the risk of product liability claims. Product liability claims might be brought against us by patients, healthcare providers or others selling or otherwise coming into contact with ETC-1002. For example, we may be sued if any product we develop allegedly causes injury or is found to be otherwise unsuitable during product testing, manufacturing, marketing or sale. Any such product liability claims may include allegations of defects in manufacturing, defects in design, a failure to warn of dangers inherent in the product, including as a result of interactions with alcohol or other drugs, negligence, strict liability, and a breach of warranties. Claims could also be asserted under state consumer protection acts. If we become subject to product liability claims and cannot successfully defend ourselves against them, we could incur substantial liabilities. In addition, regardless of merit or eventual outcome, product liability claims may result in, among other things:

- withdrawal of patients from our clinical trials;
- substantial monetary awards to patients or other claimants;
- decreased demand for ETC-1002 or any future product candidates following marketing approval, if obtained;
- damage to our reputation and exposure to adverse publicity;
- increased FDA warnings on product labels;
- litigation costs;
- distraction of management's attention from our primary business;
- loss of revenue; and
- the inability to successfully commercialize ETC-1002 or any future product candidates, if approved.

We maintain product liability insurance coverage for our clinical trials with a $2 million annual aggregate coverage limit. Nevertheless, our insurance coverage may be insufficient to reimburse us for any expenses or losses we may suffer. Moreover, in the future, we may not be able to maintain insurance coverage at a reasonable cost or in sufficient amounts to protect us against losses, including if insurance coverage becomes increasingly expensive. If and when we obtain marketing approval for ETC-1002, we intend to expand our insurance coverage to include the sale of commercial products; however, we may not be able to obtain this product liability insurance on commercially reasonable terms. Large judgments have been awarded in class action lawsuits based on drugs that had unanticipated side effects. The cost of any product liability litigation or other proceedings, even if resolved in our favor, could be substantial, particularly in light of the size of our business and financial resources. A product liability claim or series of claims brought against us could cause our stock price to decline and, if we are unsuccessful in defending such a claim or claims and the resulting judgments exceed our insurance coverage, our financial condition, business and prospects could be materially adversely affected.

We are subject to healthcare laws and regulations, which could expose us to criminal sanctions, civil penalties, contractual damages, reputational harm and diminished profits and future earnings.

Healthcare providers, physicians and others will play a primary role in the recommendation and prescription of ETC-1002, if approved. Our future arrangements with third-party payors will expose us to broadly applicable fraud and abuse and other healthcare laws and regulations that may constrain the business or financial arrangements and relationships through which we market, sell and distribute ETC-1002, if we obtain marketing approval. Restrictions under applicable federal and state healthcare laws and regulations include the following:

- The federal healthcare anti-kickback statute prohibits, among other things, persons from knowingly and willfully soliciting, offering, receiving or providing remuneration, directly or indirectly, in cash or in kind, to induce or reward either the referral of an individual for, or the purchase, order or recommendation of, any good or service, for which payment may be made under federal healthcare programs such as Medicare and Medicaid.

- The federal False Claims Act imposes criminal and civil penalties, including those from civil whistleblower or qui tam actions, against individuals or entities for knowingly presenting, or causing to be presented, to the federal government, claims for payment that are false or fraudulent or making a false statement to avoid, decrease, or conceal an obligation to pay money to the federal government.

- The federal Health Insurance Portability and Accountability Act of 1996, as amended by the Health Information Technology for Economic and Clinical Health Act, imposes criminal and civil liability for executing a scheme to defraud any healthcare benefit program and also imposes obligations, including mandatory contractual terms, with respect to safeguarding the privacy, security and transmission of individually identifiable health information.

- The federal false statements statute prohibits knowingly and willfully falsifying, concealing or covering up a material fact or making any materially false statement in connection with the delivery of or payment for healthcare benefits, items or services.

- The federal transparency requirements under the PPACA require manufacturers of drugs, devices, biologics, and medical supplies to report to the Department of Health and Human Services information related to physician payments and other transfers of value and physician ownership and investment interests.

- Analogous state laws and regulations, such as state anti-kickback and false claims laws and transparency laws, may apply to sales or marketing arrangements and claims involving healthcare items or services reimbursed by non-governmental third-party payors, including private insurers, and some state laws require pharmaceutical companies to comply with the pharmaceutical industry's voluntary compliance guidelines and the relevant compliance guidance promulgated by the federal government in addition to requiring drug manufacturers to report information related to payments to physicians and other healthcare providers or marketing expenditures and drug pricing.

Ensuring that our future business arrangements with third parties comply with applicable healthcare laws and regulations could be costly. It is possible that governmental authorities will conclude that our business practices do not comply with current or future statutes, regulations or case law involving applicable fraud and abuse or other healthcare laws and regulations. If our operations, including anticipated activities to be conducted by our sales team, were found to be in violation of any of these laws or any other governmental regulations that may apply to us, we may be subject to significant civil, criminal and administrative penalties, damages, fines and exclusion from government funded healthcare programs, such as Medicare and Medicaid, any of which could substantially disrupt our operations. If any of the physicians or other providers or entities with whom we expect to do business is found not to be in compliance with applicable laws, they may be subject to criminal, civil or administrative sanctions, including exclusions from government funded healthcare programs.

Our internal computer systems, or those of our third-party clinical research organizations or other contractors or consultants, may fail or suffer security breaches, which could result in a material disruption of our ETC-1002 development programs.

Despite the implementation of security measures, our internal computer systems and those of our third-party clinical research organizations and other contractors and consultants are vulnerable to damage from computer viruses, unauthorized access, natural disasters, terrorism, war, and telecommunication and electrical failures. While we have not experienced any such system failure, accident, or security breach to date, if such an event were to occur and cause interruptions in our operations, it could result in a material disruption of our programs. For example, the loss of clinical trial data for ETC-1002 could result in delays in our regulatory approval efforts and significantly increase our costs to recover or reproduce the data. To the extent that any disruption or security breach results in a loss of or damage to our data or applications or other data or applications relating to our technology or product candidates, or inappropriate disclosure of confidential or proprietary information, we could incur liabilities and the further development of ETC-1002 could be delayed.

Risks Related to our Intellectual Property

If we are unable to adequately protect our proprietary technology or maintain issued patents which are sufficient to protect ETC-1002, others could compete against us more directly, which would have a material adverse impact on our business, results of operations, financial condition and prospects.

Our commercial success will depend in part on our success obtaining and maintaining issued patents and other intellectual property rights in the United States and elsewhere and protecting our proprietary technology. If we do not adequately protect our intellectual property and proprietary technology, competitors may be able to use our technologies and erode or negate any competitive advantage we may have, which could harm our business and ability to achieve profitability.

As of May 31, 2013, Esperion's patent estate, including patents we own or license from third parties, on a worldwide basis, included approximately 15 issued United States patents and 6 pending United States patent applications and 6 issued patents and 25 pending patent applications in other foreign jurisdictions. Of our worldwide patents and pending applications, only a subset relates to our small molecule program which includes our lead product candidate, ETC-1002. ETC-1002 is claimed in U.S. Patent No. 7,335,799 that is scheduled to expire in December 2025, which includes 711 days of patent term adjustment, and may be eligible for a patent term extension period of up to 5 years. At least one pending United States patent application claims a method of treatment using ETC-1002. There are currently three issued patents and four pending applications in countries outside the United States that relate to ETC-1002.

A second subset of this portfolio relates to our early-stage product candidate ESP41091. ESP41091 is claimed in U.S. Patent Nos. 7,119,221 and 7,405,226. Various methods of treatment using ESP41091 are claimed in U.S. Patent Nos. 8,153,690 and 8,309,604 and in at least one other pending application in the United States. There are currently two issued patents and four pending applications in countries outside the United States that relate to ESP41091.

Our 4WF patent portfolio currently consists of 19 issued patents and pending patent applications in the United States and other foreign jurisdictions regarding apolipoprotein mixtures, dimeric oxidation-resistant apolipoprotein variants and oxidant resistant apolipoprotein A1 variants and mimetic peptides thereof.

We cannot assure you that any of our patents have, or that any of our pending patent applications will mature into issued patents that will include, claims with a scope sufficient to protect ETC-1002 or our other product candidates. Others have developed technologies that may be related or competitive to our approach, and may have filed or may file patent applications and may have received or may receive patents that may overlap or conflict with our patent applications, either by claiming the same methods or formulations or by claiming subject matter that could dominate our patent position. The patent positions of biotechnology and pharmaceutical companies, including our patent position, involve complex legal and factual questions, and, therefore, the issuance, scope, validity and enforceability of any patent claims that we may obtain cannot be predicted with certainty. Patents, if issued, may be challenged, deemed unenforceable, invalidated, or circumvented. U.S. patents and patent applications may also be subject to interference proceedings, *ex parte* reexamination, or *inter partes* review proceedings, supplemental examination and challenges in district court. Patents may be subjected to opposition, post-grant review, or comparable proceedings lodged in various national and regional patent offices. These proceedings could result in either loss of the patent or denial of the patent application or loss or reduction in the scope of one or more of the claims of the patent or patent application. In addition, such interference, re-examination, opposition, post-grant review, *inter partes* review, supplemental examination or revocation proceedings may be costly. Thus, any patents that we may own or exclusively license may not provide any protection against competitors. Furthermore, an adverse decision in an interference proceeding can result in a third-party receiving the patent right sought by us, which in turn could affect our ability to develop, market or otherwise commercialize ETC-1002.

Furthermore, the issuance of a patent, while presumed valid and enforceable, is not conclusive as to its validity or its enforceability and it may not provide us with adequate proprietary protection or competitive advantages against competitors with similar products. Competitors may also be able to design around our patents. Other parties may develop and obtain patent protection for more effective technologies, designs or methods. We may not be able to prevent the unauthorized disclosure or use of our technical knowledge or trade secrets by consultants, vendors, former employees and current employees. The laws of some foreign countries do not protect our proprietary rights to the same extent as the laws of the United States, and we may encounter significant problems in protecting our proprietary rights in these countries. If these developments were to occur, they could have a material adverse effect on our sales.

Our ability to enforce our patent rights depends on our ability to detect infringement. It is difficult to detect infringers who do not advertise the components that are used in their products. Moreover, it may be difficult or impossible to obtain evidence of infringement in a competitor's or potential competitor's product. Any litigation to enforce or defend our patent rights, if any, even if we were to prevail, could be costly and time-consuming and would divert the attention of our management and key personnel from our business operations. We may not prevail in any lawsuits that we initiate and the damages or other remedies awarded if we were to prevail may not be commercially meaningful.

In addition, proceedings to enforce or defend our patents could put our patents at risk of being invalidated, held unenforceable, or interpreted narrowly. Such proceedings could also provoke third parties to assert claims against us, including that some or all of the claims in one or more of our patents are invalid or otherwise unenforceable. If, in any proceeding, a court invalidated or found unenforceable our patents covering ETC-1002, our financial position and results of operations would be materially and adversely impacted. In addition, if a court found that valid, enforceable patents held by third parties covered ETC-1002, our financial position and results of operations would also be materially and adversely impacted.

The degree of future protection for our proprietary rights is uncertain, and we cannot ensure that:

- any of our patents, or any of our pending patent applications, if issued, will include claims having a scope sufficient to protect ETC-1002;
- any of our pending patent applications will result in issued patents;
- we will be able to successfully commercialize ETC-1002, if approved, before our relevant patents expire;

- we were the first to make the inventions covered by each of our patents and pending patent applications;
- we were the first to file patent applications for these inventions;
- others will not develop similar or alternative technologies that do not infringe our patents;
- any of our patents will be valid and enforceable;
- any patents issued to us will provide a basis for an exclusive market for our commercially viable products, will provide us with any competitive advantages or will not be challenged by third parties;
- we will develop additional proprietary technologies or product candidates that are separately patentable; or
- that our commercial activities or products will not infringe upon the patents of others.

We rely upon unpatented trade secrets, unpatented know-how and continuing technological innovation to develop and maintain our competitive position, which we seek to protect, in part, by confidentiality agreements with our employees and our collaborators and consultants. We also have agreements with our employees and selected consultants that obligate them to assign their inventions to us. It is possible that technology relevant to our business will be independently developed by a person that is not a party to such an agreement. Furthermore, if the employees and consultants who are parties to these agreements breach or violate the terms of these agreements, we may not have adequate remedies for any such breach or violation, and we could lose our trade secrets through such breaches or violations. Further, our trade secrets could otherwise become known or be independently discovered by our competitors.

If we are not able to adequately prevent disclosure of trade secrets and other proprietary information, the value of our technology and products could be significantly diminished.

We rely on trade secrets to protect our proprietary technologies, especially where we do not believe patent protection is appropriate or obtainable. However, trade secrets are difficult to protect. We rely in part on confidentiality agreements with our employees, consultants, outside scientific collaborators, sponsored researchers, contract manufacturers, vendors and other advisors to protect our trade secrets and other proprietary information. These agreements may not effectively prevent disclosure of confidential information and may not provide an adequate remedy in the event of unauthorized disclosure of confidential information. In addition, we cannot guarantee that we have executed these agreements with each party that may have or have had access to our trade secrets.

Moreover, because we acquired certain rights to our lead product candidate from Pfizer, we must rely on Pfizer's practices, and those of its predecessors, with regard to parties that may have had access to our trade secrets related thereto before our incorporation. Any party with whom we or they have executed such an agreement may breach that agreement and disclose our proprietary information, including our trade secrets, and we may not be able to obtain adequate remedies for such breaches. Enforcing a claim that a party illegally disclosed or misappropriated a trade secret is difficult, expensive and time-consuming, and the outcome is unpredictable. In addition, some courts inside and outside the United States are less willing or unwilling to protect trade secrets. If any of our trade secrets were to be lawfully obtained or independently developed by a competitor, we would have no right to prevent them, or those to whom they disclose such trade secrets, from using that technology or information to compete with us. If any of our trade secrets were to be disclosed to or independently developed by a competitor or other third-party, our competitive position would be harmed.

We may infringe the intellectual property rights of others, which may prevent or delay our product development efforts and stop us from commercializing or increase the costs of commercializing ETC-1002, if approved.

Our success will depend in part on our ability to operate without infringing the intellectual property and proprietary rights of third parties. We cannot assure you that our business, products and methods do not or will not infringe the patents or other intellectual property rights of third parties.

The pharmaceutical industry is characterized by extensive litigation regarding patents and other intellectual property rights. Other parties may allege that ETC-1002 or the use of our technologies infringes patent claims or other intellectual property rights held by them or that we are employing their proprietary technology without authorization. Patent and other types of intellectual property litigation can involve complex factual and legal questions, and their outcome is uncertain. Any claim relating to intellectual property infringement that is successfully asserted against us may require us to pay substantial damages, including treble damages and attorney's fees if we are found to be willfully infringing another party's patents, for past use of the asserted intellectual property and royalties and other consideration going forward if we are forced to take a license. In addition, if any such claim were successfully asserted against us and we could not obtain such a license, we may be forced to stop or delay developing, manufacturing, selling or otherwise commercializing ETC-1002.

Even if we are successful in these proceedings, we may incur substantial costs and divert management time and attention in pursuing these proceedings, which could have a material adverse effect on us. If we are unable to avoid infringing the patent rights of others, we may be required to seek a license, defend an infringement action or challenge the validity of the patents in court, or redesign our products. Patent litigation is costly and time consuming. We may not have sufficient resources to bring these actions to a successful conclusion. In addition, intellectual property litigation or claims could force us to do one or more of the following:

- cease developing, selling or otherwise commercializing ETC-1002;
- pay substantial damages for past use of the asserted intellectual property;
- obtain a license from the holder of the asserted intellectual property, which license may not be available on reasonable terms, if at all; and
- redesign, or rename in the case of trademark claims, ETC-1002 to avoid infringing the intellectual property rights of third parties, which may not be possible and, even if possible, could be costly and time-consuming.

Any of these risks coming to fruition could have a material adverse effect on our business, results of operations, financial condition and prospects.

Changes in U.S. patent law could diminish the value of patents in general, thereby impairing our ability to protect our products.

The United States has recently enacted and is currently implementing the America Invents Act of 2011, wide-ranging patent reform legislation. The United States Supreme Court has ruled on several patent cases in recent years, either narrowing the scope of patent protection available in certain circumstances or weakening the rights of patent owners in certain situations. In addition to increasing uncertainty with regard to our ability to obtain patents in the future, this combination of events has created uncertainty with respect to the value of patents, once obtained. Depending on decisions by the U.S. Congress, the federal courts, and the United States Patent and Trademark Office, or the U.S. PTO, the laws and regulations governing patents could change in unpredictable ways that would weaken our ability to obtain new patents or to enforce our existing patents and patents that we might obtain in the future.

Obtaining and maintaining our patent protection depends on compliance with various procedural, document submission, fee payment and other requirements imposed by governmental patent agencies, and our patent protection could be reduced or eliminated for non-compliance with these requirements.

The U.S. PTO and various foreign governmental patent agencies require compliance with a number of procedural, documentary, fee payment and other provisions during the patent process. There are situations in which noncompliance can result in abandonment or lapse of a patent or patent application, resulting in partial or complete loss of patent rights in the relevant jurisdiction. In such an event, competitors might be able to enter the market earlier than would otherwise have been the case.

We could become dependent on licensed intellectual property. If we were to lose our rights to licensed intellectual property, we may not be able to continue developing or commercializing ETC-1002 or our other product candidates, if approved.

In the future, we may enter into license(s) to third-party intellectual property that are necessary or useful to our business. Such license agreement(s) will likely impose various obligations upon us, and our licensor(s) have or may have the right to terminate the license thereunder in the event of a material breach or, in some cases, at will. Future licensor(s) may allege that we have breached our license agreement with them or decide to terminate our license at will, and accordingly seek to terminate our license. If successful, this could result in our loss of the right to use the licensed intellectual property, which could materially adversely affect our ability to develop and commercialize a product candidate or product, if approved, as well as harm our competitive business position and our business prospects.

We do not seek to protect our intellectual property rights in all jurisdictions throughout the world and we may not be able to adequately enforce our intellectual property rights even in the jurisdictions where we seek protection.

Filing, prosecuting and defending patents on product candidates in all countries and jurisdictions throughout the world would be prohibitively expensive, and our intellectual property rights in some countries outside the United States could be less extensive than those in the United States. In addition, the laws of some foreign countries do not protect intellectual property rights to the same extent as federal and state laws in the United States. Consequently, we may not be able to prevent third parties from practicing our inventions in all countries outside the United States, or from selling or importing products made using our inventions in and into the United States or other jurisdictions. Competitors may use our technologies in jurisdictions where we have not obtained patent protection to develop their own products and further, may export otherwise infringing products to territories where we have patent protection, but enforcement is not as strong as that in the United States. These products may compete with our products and our patents or other intellectual property rights may not be effective or sufficient to prevent them from competing.

Many companies have encountered significant problems in protecting and defending intellectual property rights in foreign jurisdictions. The legal systems of certain countries, particularly certain developing countries, do not favor the enforcement of patents and other intellectual property protection, particularly those relating to biopharmaceuticals, which could make it difficult for us to stop the infringement of our patents or marketing of competing products in violation of our proprietary rights generally. Proceedings to enforce our patent rights in foreign jurisdictions could result in substantial costs and divert our efforts and attention from other aspects of our business, could put our patents at risk of being invalidated or interpreted narrowly, could put our patent applications at risk of not issuing and could provoke third parties to assert claims against us. We may not prevail in any lawsuits that we initiate and the damages or other remedies awarded, if any, may not be commercially meaningful. Accordingly, our efforts to enforce our intellectual property rights around the world may be inadequate to obtain a significant commercial advantage from the intellectual property that we develop or license.

We may be subject to damages resulting from claims that we or our employees have wrongfully used or disclosed alleged trade secrets of their former employers.

Our employees have been previously employed at other biotechnology or pharmaceutical companies, including our competitors or potential competitors. Although we are not aware of any claims currently pending against us, we may be subject to claims that these employees or we have inadvertently or otherwise used or disclosed trade secrets or other proprietary information of the former employers of our employees. Litigation may be necessary to defend against these claims. Even if we are successful in defending against these claims, litigation could result in substantial costs and be a distraction to management. If we fail in defending such claims, in addition to paying money claims, we may lose valuable intellectual property rights or personnel. A loss of key personnel or their work product could hamper or prevent our ability to commercialize ETC-1002, which would materially adversely affect our commercial development efforts.

Risks Related to our Dependence on Third Parties

We will be unable to directly control all aspects of our clinical trials due to our reliance on CROs and other third parties that assist us in conducting clinical trials.

We will rely on CROs to conduct our Phase 2b and Phase 3 clinical trials for ETC-1002. As a result, we will have less direct control over the conduct, timing and completion of these clinical trials and the management of data developed through the clinical trials than would be the case if we were relying entirely upon our own staff. Communicating with outside parties can also be challenging, potentially leading to mistakes as well as difficulties in coordinating activities. Outside parties may:

- have staffing difficulties;
- fail to comply with contractual obligations;
- experience regulatory compliance issues;
- undergo changes in priorities or become financially distressed; or
- form relationships with other entities, some of which may be our competitors.

These factors may materially adversely affect the willingness or ability of third parties to conduct our clinical trials and may subject us to unexpected cost increases that are beyond our control.

Moreover, the FDA requires us to comply with standards, commonly referred to as Good Clinical Practices, for conducting, recording, and reporting the results of clinical trials to assure that data and reported results are credible and accurate and that the rights, integrity and confidentiality of clinical trial participants are protected. Our reliance on third parties that we do not control does not relieve us of these responsibilities and requirements.

Problems with the timeliness or quality of the work of any CRO may lead us to seek to terminate our relationship with any such CRO and use an alternative service provider. Making this change may be costly and may delay our clinical trials, and contractual restrictions may make such a change difficult or impossible to effect. If we must replace any CRO that is conducting our clinical trials, our clinical trials may have to be suspended until we find another CRO that offers comparable services. The time that it takes us to find alternative organizations may cause a delay in the commercialization of ETC-1002 or may cause us to incur significant expenses to replicate data that may be lost. Although we do not believe that any CRO on which we may rely will offer services that are not available elsewhere, it may be difficult to find a replacement organization that can conduct our clinical trials in an acceptable manner and at an acceptable cost. Any delay in or inability to complete our clinical trials could significantly compromise our ability to secure regulatory approval of ETC-1002 and preclude our ability to commercialize ETC-1002, thereby limiting or preventing our ability to generate revenue from its sales.

We rely completely on third-party suppliers to manufacture our clinical drug supplies for ETC-1002, and we intend to rely on third parties to produce commercial supplies of ETC-1002 and pre-clinical, clinical and commercial supplies of any future product candidate.

We do not currently have, nor do we plan to acquire, the infrastructure or capability to internally manufacture our clinical drug supply of ETC-1002, or any future product candidates, for use in the conduct of our pre-clinical studies and clinical trials, and we lack the internal resources and the capability to manufacture any product candidates on a clinical or commercial scale. The facilities used by our contract manufacturers to manufacture the active pharmaceutical ingredient and final drug for ETC-1002, or any future product candidates, must be approved by the FDA and other comparable foreign regulatory agencies pursuant to inspections that would be conducted after we submit our NDA or relevant foreign regulatory submission to the applicable regulatory agency.

We do not control the manufacturing process of, and are completely dependent on, our contract manufacturers to comply with current Good Manufacturing Practices for manufacture of both active drug substances and finished drug products. If our contract manufacturers cannot successfully manufacture material that conforms to our specifications and the strict regulatory requirements of the FDA or applicable foreign regulatory agencies, they will not be able to secure and/or maintain regulatory approval for their manufacturing facilities. In addition, we have no direct control over our contract manufacturers' ability to maintain adequate quality control, quality assurance and qualified personnel. Furthermore, all of our contract manufacturers are engaged with other companies to supply and/or manufacture materials or products for such companies, which exposes our manufacturers to regulatory risks for the production of such materials and products. As a result, failure to satisfy the regulatory requirements for the production of those materials and products may affect the regulatory clearance of our contract manufacturers' facilities generally. If the FDA or a comparable foreign regulatory agency does not approve these facilities for the manufacture of our product candidates or if it withdraws its approval in the future, we may need to find alternative manufacturing facilities, which would adversely impact our ability to develop, obtain regulatory approval for or market our product candidates.

If we do not establish successful collaborations, we may have to alter our development and commercialization plans for ETC-1002.

Our drug development programs and commercialization plans for ETC-1002 will require substantial additional cash to fund expenses. We may develop and initially commercialize ETC-1002 in the United States without a partner. However, in order to pursue the broader residual risk market in the United States, we may also enter into a partnership or co-promotion arrangement with an established pharmaceutical company that has a larger sales force and we may enter into collaborative arrangements to develop and commercialize ETC-1002 outside of the United States. We will face significant competition in seeking appropriate collaborators and these collaboration agreements are complex and time-consuming to negotiate. We may not be able to negotiate collaborations on acceptable terms, or at all. If that were to occur, we may have to curtail the development or delay commercialization of ETC-1002 in certain geographies, reduce the scope of our sales or marketing activities, reduce the scope of our commercialization plans, or increase our expenditures and undertake development or commercialization activities at our own expense. If we elect to increase our expenditures to fund development or commercialization activities outside of the United States on our own, we may need to obtain additional capital, which may not be available to us on acceptable terms, or at all.

If a collaborative partner terminates or fails to perform its obligations under an agreement with us, the commercialization of ETC-1002 could be delayed or terminated.

We are not currently party to any collaborative arrangements for the commercialization of ETC-1002 or similar arrangements, although we may pursue such arrangements before any commercialization of ETC-1002 outside of the United States or to further commercialize ETC-1002 in the broader residual risk market in the United States, if approved. If we are successful in entering into collaborative arrangements for the commercialization of ETC-1002 or similar arrangements and any of our collaborative partners does not devote sufficient time and resources to a collaboration arrangement with us, we may not realize the potential commercial benefits of the arrangement, and our results of operations may be materially adversely affected. In addition, if any such future collaboration partner were to breach or terminate its arrangements with us, the commercialization of ETC-1002 could be delayed, curtailed or terminated because we may not have sufficient financial resources or capabilities to continue commercialization of ETC-1002 on our own in such locations.

Much of the potential revenue from future collaborations may consist of contingent payments, such as payments for achieving regulatory milestones or royalties payable on sales of drugs. The milestone and royalty revenue that we may receive under these collaborations will depend upon our collaborators' ability to successfully develop, introduce, market and sell new products. In addition, collaborators may decide to enter into arrangements with third parties to commercialize products developed under collaborations using our technologies, which could reduce the milestone and royalty revenue that we may receive, if any. Future collaboration partners may fail to develop or effectively commercialize products using our products or technologies because they:

- decide not to devote the necessary resources due to internal constraints, such as limited personnel with the requisite expertise, limited cash resources or specialized equipment limitations, or the belief that other drug development programs may have a higher likelihood of obtaining marketing approval or may potentially generate a greater return on investment;

- decide to pursue other technologies or develop other product candidates, either on their own or in collaboration with others, including our competitors, to treat the same diseases targeted by our own collaborative programs;

- do not have sufficient resources necessary to carry the product candidate through clinical development, marketing approval and commercialization; or

- cannot obtain the necessary marketing approvals.

Competition may negatively impact a partner's focus on and commitment to ETC-1002 and, as a result, could delay or otherwise negatively affect the commercialization of ETC-1002 outside of the United States or in the broader residual risk market in the United States. If future collaboration partners fail to develop or effectively commercialize ETC-1002 for any of these reasons, our sales of ETC-1002, if approved, may be limited, which would have a material adverse effect on our operating results and financial condition.

Risks Related to General Business, Employee Matters and Managing Growth

We will need to develop and expand our company, and we may encounter difficulties in managing this development and expansion, which could disrupt our operations.

We currently have 13 full-time employees and five part-time employees, and in connection with becoming a public company, we expect to increase our number of employees and the scope of our operations. To manage our anticipated development and expansion, we must continue to implement and improve our managerial, operational and financial systems, expand our facilities and continue to recruit and train additional qualified personnel. Also, our management may need to divert a disproportionate amount of its attention away from its day-to-day activities and devote a substantial amount of time to managing these development activities. Due to our limited resources, we may not be able to effectively manage the expansion of our operations or recruit and train additional qualified personnel. This may result in weaknesses in our infrastructure, give rise to operational mistakes, loss of business opportunities, loss of employees and reduced productivity among remaining employees. The physical expansion of our operations may lead to significant costs and may divert financial resources from other projects, such as the development of ETC-1002. If our management is unable to effectively manage our expected development and expansion, our expenses may increase more than expected, our ability to generate or increase our revenue could be reduced and we may not be able to implement our business strategy. Our future financial performance and our ability to commercialize ETC-1002, if approved, and compete effectively will depend, in part, on our ability to effectively manage the future development and expansion of our company.

Our future success depends on our ability to retain both our founder, Executive Chairman and Chief Scientific Officer and our President and Chief Executive Officer, and to attract, retain and motivate qualified personnel.

We are highly dependent on Dr. Roger S. Newton, our founder, Executive Chairman and Chief Scientific Officer, and Tim M. Mayleben, our President and Chief Executive Officer. We have entered into employment agreements with Dr. Newton and Mr. Mayleben, but any employee may terminate his or her employment with us. Although we do not have any reason to believe that we will lose the services of either Dr. Newton or Mr. Mayleben in the foreseeable future, the loss of the services of either individual might impede the achievement of our research, development and commercialization objectives. We rely on consultants and advisors, including scientific and clinical advisors, to assist us in formulating our development and commercialization strategy. Our consultants and advisors may be employed by employers other than us and may have commitments under consulting or advisory contracts with other entities that may limit their availability to us. Recruiting and retaining qualified scientific personnel and sales and marketing personnel will also be critical to our success. We may not be able to attract and retain these personnel on acceptable terms given the competition among numerous pharmaceutical and biotechnology companies for similar personnel. We also experience competition for the hiring of scientific personnel from universities and research institutions. Failure to succeed in clinical trials may make it more challenging to recruit and retain qualified scientific personnel.

Our company lacks experience commercializing products, which may have a material adverse effect on our business.

We will need to transition from a company with a development focus to a company capable of supporting commercial activities. We may be unsuccessful in making such a transition. Our company has never filed an NDA and has not yet demonstrated an ability to obtain marketing approval for or commercialize a product candidate. Therefore, our clinical development and regulatory approval process may involve more inherent risk, take longer, and cost more than it would if we were a company with a more significant operating history and had experience obtaining marketing approval for and commercializing a product candidate.

Our employees may engage in misconduct or other improper activities, including violating applicable regulatory standards and requirements or engaging in insider trading, which could significantly harm our business.

We are exposed to the risk of employee fraud or other misconduct. Misconduct by employees could include intentional failures to comply with the regulations of the FDA and applicable non-U.S. regulators, provide accurate information to the FDA and applicable non-U.S. regulators, comply with healthcare fraud and abuse laws and regulations in the United States and abroad, report financial information or data accurately or disclose unauthorized activities to us. In particular, sales, marketing and business arrangements in the healthcare industry are subject to extensive laws and regulations intended to prevent fraud, misconduct, kickbacks, self-dealing and other abusive practices. These laws and regulations restrict or prohibit a wide range of pricing, discounting, marketing and promotion, sales commission, customer incentive programs and other business arrangements. Employee misconduct could also involve the improper use of, including trading on, information obtained in the course of clinical trials, which could result in regulatory sanctions and serious harm to our reputation. We have adopted a code of conduct, but it is not always possible to identify and deter employee misconduct, and the precautions we take to detect and prevent this activity may be ineffective in controlling unknown or unmanaged risks or losses or in protecting us from governmental investigations or other actions or lawsuits stemming from a failure to comply with these laws or regulations. If any such actions are instituted against us, and we are not successful in defending ourselves or asserting our rights, those actions could have a significant impact on our business, including the imposition of significant fines or other sanctions.

In order to satisfy our obligations as a public company, we may need to hire qualified accounting and financial personnel with appropriate public company experience.

As a newly public company, we will need to establish and maintain effective disclosure and financial controls and make changes in our corporate governance practices. We may need to hire additional accounting and financial personnel with appropriate public company experience and technical accounting knowledge, and it may be difficult to recruit and maintain such personnel. Even if we are able to hire appropriate personnel, our existing operating expenses and operations will be impacted by the direct costs of their employment and the indirect consequences related to the diversion of management resources from product development efforts.

Risks Related to our Financial Position and Capital Requirements

We have not generated any revenue from ETC-1002 and may never be profitable.

Our ability to become profitable depends upon our ability to generate revenue. To date, we have not generated any revenue from our lead product candidate, ETC-1002, and we do not know when, or if, we will generate any revenue. We do not expect to generate significant revenue unless and until we obtain marketing approval of, and begin to sell, ETC-1002. Our ability to generate revenue depends on a number of factors, including, but not limited to, our ability to:

- initiate and successfully complete our Phase 2b clinical trials that meet their clinical endpoints;
- initiate and successfully complete our Phase 3 clinical program;
- initiate and successfully complete all safety studies required to obtain U.S. and foreign marketing approval for ETC-1002 as a treatment for patients with hypercholesterolemia;
- commercialize ETC-1002, if approved, by developing a sales force or entering into collaborations with third parties; and
- achieve market acceptance of ETC-1002 in the medical community and with third-party payors.

Absent our entering into a collaboration or partnership agreement, we expect to incur significant sales and marketing costs as we prepare to commercialize ETC-1002. Even if we initiate and successfully complete our Phase 3 clinical program of ETC-1002, which includes two pivotal Phase 3 clinical trials and one long-term safety study, which each meet their clinical endpoints and ETC-1002 is approved for commercial sale, and despite expending these costs, ETC-1002 may not be a commercially successful drug. We may not achieve profitability soon after generating product sales, if ever. If we are unable to generate product revenue, we will not become profitable and may be unable to continue operations without continued funding.

Raising additional capital may cause dilution to our existing stockholders, restrict our operations or require us to relinquish rights.

We may seek additional capital through a combination of private and public equity offerings, debt financings, collaborations and strategic and licensing arrangements. To the extent that we raise additional capital through the sale of common stock or securities convertible or exchangeable into common stock, your ownership interest in our company will be diluted. In addition, the terms of any such securities may include liquidation or other preferences that materially adversely affect your rights as a stockholder. Debt financing, if available, would increase our fixed payment obligations and may involve agreements that include covenants limiting or restricting our ability to take specific actions, such as incurring additional debt, making capital expenditures or declaring dividends. If we raise additional funds through collaboration, strategic partnerships and licensing arrangements with third parties, we may have to relinquish valuable rights to ETC-1002, our intellectual property, future revenue streams or grant licenses on terms that are not favorable to us.

If you purchase our common stock in this offering, you will incur immediate and substantial dilution in the book value of your shares.

You will suffer immediate and substantial dilution in the net tangible book value of the common stock you purchase in this offering. Assuming an initial public offering price of $ per share, the midpoint of the price range set forth on the cover of this prospectus, purchasers of common stock in this offering will experience immediate dilution of approximately $ per share in net tangible book value of the common stock. In addition, investors purchasing common stock in this offering will contribute approximately % of the total amount invested by stockholders since inception but will only own approximately % of the shares of common stock outstanding. In the past, we issued options to acquire common stock at prices significantly below the initial public offering price. To the extent these outstanding options are ultimately exercised, investors purchasing common stock in this offering will sustain further dilution. See "Dilution" for a more detailed description of the dilution to new investors in the offering.

Our recurring operating losses have raised substantial doubt regarding our ability to continue as a going concern.

We have a limited operating history and have not commercialized any products or generated any revenue since our inception. We have incurred operating losses in each year since our inception. Our recurring operating losses raise substantial doubt about our ability to continue as a going concern. As a result, for the fiscal year ended December 31, 2012, our independent registered public accounting firm has issued its report on our financial statements and has expressed substantial doubt about our ability to continue as a going concern. We have no current source of revenue to sustain our present activities, and we do not expect to generate revenue until and unless the FDA or other applicable regulatory authorities approve ETC-1002 and we successfully commercialize ETC-1002. Accordingly, our ability to continue as a going concern will require us to obtain additional financing to fund our operations. Uncertainty surrounding our ability to continue as a going concern may make it more difficult for us to obtain financing for the continuation of our operations and could result in the loss of confidence by investors, suppliers and employees.

Our ability to use our net operating loss carryforwards may be subject to limitation.

Under Section 382 of the Internal Revenue Code of 1986, as amended, or the Code, changes in our ownership may limit the amount of our net operating loss carryforwards that could be utilized annually to offset our future taxable income, if any. This limitation would generally apply in the event of a cumulative change in ownership of our company of more than 50% within a three-year period. Any such limitation may significantly reduce our ability to utilize our net operating loss carryforwards before they expire. The closing of this offering, together with private placements and other transactions that have occurred since our inception, may trigger such an ownership change pursuant to Section 382. Any such limitation, whether as the result of this offering, prior private placements, sales of our common stock by our existing stockholders or additional sales of our common stock by us after this offering, could have a material adverse effect on our results of operations in future years. We have not completed a study to assess whether an ownership change for purposes of Section 382 has occurred, or whether there have been multiple ownership changes since our inception, due to the significant costs and complexities associated with such study.

We have operated as a private company and have no experience attempting to comply with public company reporting and other obligations. Taking steps to comply with these requirements will increase our costs and require additional management resources, and does not ensure that we will be able to satisfy them.

As a newly public company, we will be required to comply with applicable provisions of the Sarbanes-Oxley Act of 2002, as well as other rules and regulations promulgated by the SEC and the NASDAQ Stock Market LLC, or NASDAQ, which will result in significant initial and continuing legal, accounting, administrative and other costs and expenses. The listing requirements of The NASDAQ Global Market require that we satisfy certain corporate governance requirements relating to director independence, distributing annual and interim reports, stockholder meetings, approvals and voting, soliciting proxies, conflicts of interest and a code of conduct. Our management and other personnel will need to devote a substantial amount of time to ensure that we comply with all of these requirements.

After this offering, we will be subject to Section 404 of the Sarbanes-Oxley Act of 2002, or Section 404, and the related rules of the SEC that generally require our management and independent registered public accounting firm to report on the effectiveness of our internal control over financial reporting. Beginning with the second annual report that we will be required to file with the SEC, Section 404 requires an annual management assessment of the effectiveness of our internal control over financial reporting. However, for so long as we remain an "emerging growth company" as defined in the JOBS Act, we intend to take advantage of certain exemptions from various reporting requirements that are applicable to public companies that are not emerging growth companies, including, but not limited to, not being required to comply with the auditor attestation requirements of Section 404. Once we are no longer an "emerging growth company" or, if before such date, we opt to no longer take advantage of the applicable exemption, we will be required to include an opinion from our independent registered public accounting firm on the effectiveness of our internal control over financial reporting. Please see the Risk Factor titled "We are an 'emerging growth company,' and as a result of the reduced disclosure and governance requirements applicable to emerging growth companies, our common stock may be less attractive to investors" in this prospectus for more information regarding our status as an "emerging growth company."

To date, we have never conducted a review of our internal control for the purpose of providing the reports required by these rules. During the course of our review and testing, we may identify deficiencies and be unable to remediate them before we must provide the required reports. Furthermore, if we have a material weakness in our internal control over financial reporting, we may not detect errors on a timely basis and our financial statements may be materially misstated. We or our independent registered public accounting firm may not be able to conclude on an ongoing basis that we have effective internal control over financial reporting, which could harm our operating results, cause investors to lose confidence in our reported financial information and cause the trading price of our stock to fall. In addition, as a public company we will be required to timely file accurate quarterly and annual reports with the SEC under the Securities Exchange Act of 1934, or the Exchange Act, as amended. In order to report our results of operations and financial statements on an accurate and timely basis, we will depend on CROs to provide timely and accurate notice of their costs to us. Any failure to report our financial results on an accurate and timely basis could result in sanctions, lawsuits, delisting of our shares from The NASDAQ Global Market or other adverse consequences that would materially harm our business.

Risks Related to the Securities Markets and Investment in our Common Stock

Market volatility may affect our stock price and the value of your investment.

Following this offering, the market price for our common stock is likely to be volatile, in part because our common stock has not been previously traded publicly. In addition, the market price of our common stock may fluctuate significantly in response to a number of factors, most of which we cannot control, including, among others:

- plans for, progress of or results from clinical or safety trials of ETC-1002;
- the results from our Phase 2a clinical trial (ETC-1002-007), for which we expect to report top-line data in the third quarter of 2013;
- the failure of the FDA to approve ETC-1002;
- announcements of new products, technologies, commercial relationships, acquisitions or other events by us or our competitors;
- the success or failure of other LDL-C lowering therapies;
- regulatory or legal developments in the United States and other countries;
- failure of ETC-1002, if approved, to achieve commercial success;
- fluctuations in stock market prices and trading volumes of similar companies;
- general market conditions and overall fluctuations in U.S. equity markets;
- variations in our quarterly operating results;
- changes in our financial guidance or securities analysts' estimates of our financial performance;
- changes in accounting principles;
- our ability to raise additional capital and the terms on which we can raise it;
- sales of large blocks of our common stock, including sales by our executive officers, directors and significant stockholders;
- additions or departures of key personnel;
- discussion of us or our stock price by the press and by online investor communities; and
- other risks and uncertainties described in these risk factors.

An active public market for our common stock may not develop or be sustained after this offering. We will negotiate and determine the initial public offering price with representatives of the underwriters and this price may not be indicative of prices that will prevail in the trading market. As a result, you may not be able to sell your shares of common stock at or above the initial offering price.

After the completion of this offering, we may be at an increased risk of securities class action litigation.

Historically, securities class action litigation has often been brought against a company following a decline in the market price of its securities. This risk is especially relevant for us because biotechnology and pharmaceutical companies have experienced significant stock price volatility in recent years. If we were to be sued, it could result in substantial costs and a diversion of management's attention and resources, which could harm our business.

If securities or industry analysts do not publish or cease publishing research or reports or publish misleading, inaccurate or unfavorable research about us, our business or our market, our stock price and trading volume could decline.

The trading market for our common stock will be influenced by the research and reports that securities or industry analysts publish about us, our business, our market or our competitors. We do not currently have and may never obtain research coverage by securities and industry analysts. If no or few securities or industry analysts cover our company, the trading price and volume of our stock would likely be negatively impacted. If we obtain securities or industry analyst coverage and if one or more of the analysts who covers us downgrades our stock or publishes inaccurate or unfavorable research about our business, or provides more favorable relative recommendations about our competitors, our stock price would likely decline. If one or more of these analysts ceases coverage of us or fails to publish reports on us regularly, demand for our stock could decrease, which could cause our stock price or trading volume to decline.

We are an "emerging growth company," and as a result of the reduced disclosure and governance requirements applicable to emerging growth companies, our common stock may be less attractive to investors.

We are an "emerging growth company," as defined in the JOBS Act, and we intend to take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not emerging growth companies including, but not limited to, not being required to comply with the auditor attestation requirements of Section 404, reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements, and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and stockholder approval of any golden parachute payments not previously approved. We cannot predict if investors will find our common stock less attractive because we will rely on these exemptions. If some investors find our common stock less attractive as a result, there may be a less active trading market for our common stock and our stock price may be more volatile. We may take advantage of these reporting exemptions until we are no longer an "emerging growth company." We will remain an "emerging growth company" until the earlier of (1) the last day of the fiscal year (a) following the fifth anniversary of the completion of this offering, (b) in which we have total annual gross revenue of at least $1.0 billion, or (c) in which we are deemed to be a large accelerated filer, which means the market value of our common stock that is held by non-affiliates exceeds $700 million as of the prior June 30th, and (2) the date on which we have issued more than $1.0 billion in non-convertible debt during the prior three-year period.

You may not approve of the ways we use the net proceeds from this offering.

We currently intend to use the net proceeds from this offering to fund our future clinical trials of ETC-1002 and general corporate purposes. Because of the number and variability of factors that will determine our use of the proceeds from this offering, their ultimate use may vary substantially from our current intended use. As such, our management will have broad discretion in the application of the net proceeds from this offering and could spend the proceeds in ways that do not necessarily improve our operating results or enhance the value of our common stock.

Our executive officers, directors, principal stockholders and their affiliates will continue to exercise significant control over our company after this offering, which will limit your ability to influence corporate matters and could delay or prevent a change in corporate control.

Immediately following the completion of this offering, and disregarding any shares of common stock that they purchase in this offering, the existing holdings of our executive officers, directors, principal stockholders and their affiliates, including Dr. Newton, investment funds affiliated with Aisling Capital, or Aisling, investment funds affiliated with Alta Partners, or Alta, investment funds affiliated with Domain Partners, or Domain, and investment funds affiliated with Longitude Capital, or Longitude, will represent beneficial ownership, in the aggregate, of approximately % of our outstanding common stock, assuming no exercise of the underwriters' option to acquire additional common stock in this offering and assuming we issue the number of shares of common stock as set forth on the cover page of this prospectus. As a result, these stockholders, if they act together, will be able to influence our management and affairs and control the outcome of matters submitted to our stockholders for approval, including the election of directors and any sale, merger, consolidation, or sale of all or substantially all of our assets. These stockholders acquired their shares of common stock for substantially less than the price of the shares of common stock being acquired in this offering, and these stockholders may have interests, with respect to their common stock, that are different from those of investors in this offering and the concentration of voting power among these stockholders may have an adverse effect on the price of our common stock. In addition, this concentration of ownership might adversely affect the market price of our common stock by:

- delaying, deferring or preventing a change of control of us;
- impeding a merger, consolidation, takeover or other business combination involving us; or
- discouraging a potential acquirer from making a tender offer or otherwise attempting to obtain control of us.

Please see "Principal Stockholders" in this prospectus for more information regarding the ownership of our outstanding common stock by our executive officers, directors, principal stockholders and their affiliates.

Participation in this offering by certain of our existing stockholders would reduce the available public float for our common stock.

Certain of our existing principal stockholders have indicated an interest in purchasing an aggregate of up to approximately $ million in shares of common stock in this offering at the initial public offering price. Because indications of interest are not binding agreements or commitments to purchase, these stockholders may elect not to purchase any shares in this offering. Based on the initial public offering price of $ per share, the mid-point of the price range included on the cover of this prospectus, if such stockholders were to purchase all of these shares of common stock, they would purchase an aggregate of shares of our common stock in this offering. If such stockholders were to purchase all of these shares of common stock, they would beneficially own approximately % of our outstanding common stock after this offering, and our current directors and executive officers as a group would beneficially own approximately % of our outstanding common stock after this offering.

If our stockholders are allocated all or a portion of the shares of our common stock in which they have indicated an interest in this offering and purchase any such shares, such purchase would reduce the available public float for our shares because such stockholders would be restricted from selling the shares by restrictions under applicable securities laws. As a result, any purchase of common stock by such stockholders in this offering may reduce the liquidity of our common stock relative to what it would have been had these shares of common stock been purchased by investors that were not affiliated with us.

Anti-takeover provisions in our charter documents and under Delaware law could make an acquisition of us, even one that may be beneficial to our stockholders, more difficult and may prevent attempts by our stockholders to replace or remove our current management.

Provisions in our certificate of incorporation and bylaws may delay or prevent an acquisition of us or a change in our management. These provisions include a classified board of directors, a prohibition on actions by written consent of our stockholders and the ability of our board of directors to issue preferred stock without stockholder approval. In addition, because we are incorporated in Delaware, we are governed by the provisions of Section 203 of the Delaware General Corporation Law, which limits the ability of stockholders owning in excess of 15% of our outstanding voting stock to merge or combine with us. Although we believe these provisions collectively provide for an opportunity to obtain greater value for stockholders by requiring potential acquirors to negotiate with our board of directors, they would apply even if an offer rejected by our board were considered beneficial by some stockholders. In addition, these provisions may frustrate or prevent any attempts by our stockholders to replace or remove our current management by making it more difficult for stockholders to replace members of our board of directors, which is responsible for appointing the members of our management.

We do not intend to pay dividends on our common stock and, consequently, your ability to achieve a return on your investment will depend on appreciation in the price of our common stock.

We have never declared or paid any cash dividend on our common stock and do not currently intend to do so in the foreseeable future. We currently anticipate that we will retain future earnings for the development, operation and expansion of our business and do not anticipate declaring or paying any cash dividends in the foreseeable future. Therefore, the success of an investment in shares of our common stock will depend upon any future appreciation in their value. There is no guarantee that shares of our common stock will appreciate in value or even maintain the price at which you purchased them.

Future sales of our common stock may cause our stock price to decline.

Sales of a substantial number of shares of our common stock in the public market or the perception that these sales might occur could significantly reduce the market price of our common stock and impair our ability to raise adequate capital through the sale of additional equity securities.

Upon completion of this offering, there will be shares of our common stock outstanding. Of these, shares are being sold in this offering (or shares, if the underwriters exercise their option in full) and will be freely tradable immediately after this offering (except for shares purchased by affiliates) and the remaining shares may be sold upon expiration of lock-up agreements six months after the date of this offering (subject in some cases to volume limitations). In addition, after issuing stock options to our non-employee directors upon the effectiveness of the registration statement of which this prospectus is a part, in accordance with our non-employee director compensation policy, we will have outstanding options to purchase shares of common stock and shares of common stock issuable upon exercise of outstanding warrants to purchase shares of common stock, based upon the mid-point of the price range set forth on the cover page of this prospectus. If these options or warrants are exercised, additional shares will become available for sale upon expiration of the lock-up agreements. A large portion of these shares, options and warrants are held by a small number of persons and investment funds. Moreover, after this offering, Aisling, Alta, Domain, Longitude, Pfizer, Dr. Newton and certain of our executive officers will have rights, subject to some conditions, to require us to file registration statements covering the shares of our common stock they currently hold, or to include these shares in registration statements that we may file for ourselves or other stockholders. Please see "Description of Capital Stock—Registration Rights" in this prospectus for more information regarding these registration rights.

We also intend to register all the shares of common stock that we may issue under our equity incentive plans. Effective upon the effectiveness of the registration statement of which this prospectus is a part, an aggregate of shares of our common stock will be reserved for future issuance under these plans. Once we register these shares, which we plan to do shortly after the completion of this offering, they can be freely sold in the public market upon issuance, subject to the lock-up agreements referred to above. If a large number of these shares are sold in the public market, the sales could reduce the trading price of our common stock. See "Shares Eligible for Future Sale" for a more detailed description of sales that may occur in the future.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus, including the sections entitled "Prospectus Summary," "Risk Factors," "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Business," contains forward-looking statements that are based on our management's belief and assumptions and on information currently available to our management. Although we believe that the expectations reflected in these forward-looking statements are reasonable, these statements relate to future events, including our clinical development plans, or our future financial performance, and involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements, including in relation to the clinical development of ETC-1002, to be materially different from any future results, performance or achievements, including in relation to the clinical development of ETC-1002, expressed or implied by these forward-looking statements. Forward-looking statements in this prospectus include, but are not limited to, statements about:

- our ability to obtain regulatory approval for ETC-1002;
- the timing and outcome of our Phase 2 clinical trials of ETC-1002;
- the timing and outcome of our Phase 3 clinical program of ETC-1002, including two Phase 3 clinical trials and one long-term safety study;
- our ability to replicate positive results from a completed clinical trial in a future clinical trial;
- our ability to fund our development programs with existing capital or our ability to raise additional capital in the future;
- the potential benefits, effectiveness or safety of ETC-1002, including as compared to statins, the standard of care for LDL-C lowering therapies, other currently available therapies or therapies in development;
- our ability to respond and adhere to changes in regulatory requirements, including any requirement to conduct additional, unplanned clinical trials, such as a cardiovascular outcomes study in connection with our pursuit of ETC-1002 as an LDL-C lowering therapy in the statin intolerant or other patient populations;
- the progress, timing and amount of expenses associated with our development of ETC-1002;
- guidelines relating to LDL-C levels and cardiovascular risk that are generally accepted within the medical community, including any future changes to such guidelines;
- reimbursement policies, including any future changes to such policies or related government legislation, and their impact on our ability to sell ETC-1002, if approved;
- the accuracy of our estimates of the size and growth potential of the statin intolerant market and the rate and degree of ETC-1002's market acceptance, if it is approved;
- our ability to obtain and maintain intellectual property protection for ETC-1002 without infringing on the intellectual property rights of others;
- the loss of any of our key scientific or management personnel;
- our intention to seek to establish strategic relationships or partnerships; and
- our ability to compete with other companies that are, or may be, developing or selling products that may compete with ETC-1002, if approved.

In some cases, you can identify forward-looking statements by terminology such as "may," "will," "should," "expects," "intends," "plans," "anticipates," "believes," "estimates," "predicts," "potential," "continue" or the negative of these terms or other similar terminology. These statements are only predictions. You should not place undue reliance on forward-looking statements because they involve known and unknown risks, uncertainties and other factors, which are, in some cases, beyond our control and that could materially affect results. Factors that may cause actual results to differ materially from current expectations include, among other things, those listed under "Risk Factors" and elsewhere in this prospectus. If one or more of these risks or uncertainties occur, or if our underlying assumptions prove to be incorrect, actual events or results may vary significantly from those implied or projected by the forward-looking statements. No forward-looking statement is a guarantee of future performance. You should read this prospectus and the documents that we reference in this prospectus and have filed with the Securities and Exchange Commission as exhibits to the registration statement, of which this prospectus is a part, completely and with the understanding that our actual future results may be materially different from any future results expressed or implied by these forward-looking statements.

The forward-looking statements in this prospectus represent our views as of the date of this prospectus. We anticipate that subsequent events and developments will cause our views to change. However, while we may elect to update these forward-looking statements at some point in the future, we have no current intention of doing so except to the extent required by applicable law. You should therefore not rely on these forward-looking statements as representing our views as of any date subsequent to the date of this prospectus.

USE OF PROCEEDS

We estimate that the net proceeds to us from the sale of shares of common stock in this offering will be approximately $ million based upon an assumed initial public offering price of $ per share, the mid-point of the price range set forth on the cover of this prospectus, and after deducting estimated underwriting discounts and commissions and estimated offering expenses payable by us. If the underwriters' over-allotment option to purchase additional shares in this offering is exercised in full, we estimate that our net proceeds will be approximately $ million, after deducting underwriting discounts and commissions and estimated offering expenses payable by us.

A $1.00 increase (decrease) in the assumed initial public offering price of $ per share would increase (decrease) the net proceeds to us from this offering by approximately $ million, assuming the number of shares offered by us, as set forth on the cover page of this prospectus, remains the same and after deducting underwriting discounts and commissions and estimated offering expenses payable by us. Similarly, each increase (decrease) of one million in the number of shares offered by us would increase (decrease) the net proceeds to us from this offering by approximately $ million, assuming the assumed initial public offering price remains the same and after deducting underwriting discounts and commissions and estimated offering expenses payable by us.

The principal purposes of this offering are to obtain additional capital to support our operations and continued development of ETC-1002, to establish a public market for our common stock and to facilitate our future access to the public capital markets.

We estimate that we will use the net proceeds from this offering as follows:

- approximately $29.0 million to fund development costs associated with clinical studies and related operations of our Phase 2b program of ETC-1002 and for costs associated with our end of Phase 2 meeting with the FDA;
- approximately $12.0 million to fund development costs associated with non-clinical studies and related activities for ETC-1002; and
- the remainder for general corporate purposes, including internal development costs, working capital, general administrative costs and the prosecution and maintenance of our intellectual property.

We do not currently have commitments for pre-clinical activities related to ESP41091 or 4WF and we do not currently expect to use any of the net proceeds from this offering for these purposes; however, to the extent available after funding the development of ETC-1002 through our end of Phase 2 meeting with the FDA and not otherwise allocated to initiate our intended Phase 3 clinical program of ETC-1002 or required for general corporate purposes, we may elect to undertake IND-enabling studies of 4WF or ESP41091, which we estimate would cost approximately $9.0 million and $5.0 million, respectively.

We expect to announce top-line results from our latest currently anticipated Phase 2b clinical trial in the fourth quarter of 2014 and to have our end of Phase 2 meeting with the FDA in the first quarter of 2015. Based upon our currently anticipated Phase 2 clinical trials, we believe we will have sufficient resources to initiate our intended Phase 3 clinical program of ETC-1002 in a statin intolerant population, although we will need to raise additional capital to complete it.

As of the date of this prospectus, we cannot specify with certainty all of the particular uses for the net proceeds from this offering. The amounts and timing of our actual expenditures may vary significantly from our expectations depending upon numerous factors, including the progress of our research and development efforts, the progress of our clinical trials, our operating costs and capital expenditures and the other factors described under "Risk Factors" in this prospectus. Accordingly, we will retain the discretion to allocate the net proceeds of this offering among the identified uses described above, and we reserve the right to change the allocation of the net proceeds among the uses described above.

Pending these uses, we intend to invest the net proceeds in high quality, investment grade instruments, certificates of deposit or direct or guaranteed obligations of the U.S. government, or hold them as cash.

DIVIDEND POLICY

We have never declared or paid any dividends on our capital stock. We currently intend to retain all available funds and any future earnings, if any, to fund the development and expansion of our business and we do not anticipate paying any cash dividends in the foreseeable future. Any future determination to pay dividends will be made at the discretion of our board of directors.

CAPITALIZATION

The following table sets forth our cash and cash equivalents and our capitalization as of March 31, 2013:

- on an actual basis;
- on a pro forma basis after giving effect to (i) the conversion of our shares of Series A preferred stock outstanding as of March 31, 2013 into an aggregate of 40,598,092 shares of common stock upon the completion of this offering, (ii) the issuance of 17,000,000 of our shares of Series A preferred stock on April 19, 2013 and the conversion thereof into an aggregate of 17,000,000 shares of common stock upon completion of this offering, (iii) the receipt of $17.0 million of gross proceeds from the issuance of shares of Series A preferred stock on April 19, 2013 and (iv) the conversion of the Pfizer note, which had an outstanding balance, including accrued interest, of $7.8 million as of May 29, 2013, into 6,750,000 shares of our Series A-1 preferred stock on May 29, 2013 and the conversion thereof into an aggregate of 6,750,000 shares of common stock upon completion of this offering; and
- on a pro forma as adjusted basis to give further effect to (i) our sale in this offering of shares of common stock at an assumed initial public offering price of $ per share (the mid-point of the range set forth on the cover page of this prospectus), after deducting the underwriting discounts and commissions and estimated offering expenses payable by us and (ii) the filing and effectiveness of our amended and restated certificate of incorporation, which will occur immediately prior to the consummation of this offering.

You should read the following table together with "Management's Discussion and Analysis of Financial Condition and Results of Operations," "Description of Capital Stock" and the financial statements and related notes appearing elsewhere in this prospectus.

	As of March 31, 2013		
	Actual	Pro Forma	Pro Forma As Adjusted
	(in thousands, except per share data)		
Cash and cash equivalents	$ 3,886	$ 20,886	$
Long-term debt	$ 7,529	$ —	$
Series A preferred stock $0.001 par value per share; 42,538,092 shares authorized and 40,598,092 shares issued and outstanding, actual; 59,538,092 shares authorized and no shares issued and outstanding, pro forma; no shares authorized and no shares issued and outstanding, pro forma as adjusted	40,598	—	
Series A-1 preferred stock $0.001 par value per share; 7,862,283 shares authorized and no shares issued and outstanding, actual; 7,862,283 shares authorized and no shares issued and outstanding, pro forma; no shares authorized and no shares issued and outstanding, pro forma as adjusted	—	—	
Preferred stock $0.001 par value per share; no shares authorized and no shares issued and outstanding, actual; no shares authorized and no shares issued and outstanding, pro forma; 5,000,000 shares authorized and no shares issued and outstanding, pro forma as adjusted			
Common stock $0.001 par value per share; 58,220,375 shares authorized and 2,420,545 shares issued and outstanding, actual; 75,220,375 shares authorized and 66,769,092 shares issued and outstanding, pro forma; and shares authorized and shares issued and outstanding, pro forma as adjusted	2	67	
Additional paid-in capital	663	66,000	
Accumulated deficit	(46,214)	(46,323)	
Total capitalization	$ (4,951)	$ 19,744	$

A $1.00 increase (decrease) in the assumed initial public offering price of $ per share, the mid-point of the estimated price range shown on the cover page of this prospectus, would increase (decrease) the amount of each of cash and cash equivalents, additional paid-in capital, total stockholders' equity (deficit) and total capitalization, on a pro forma as adjusted basis, by approximately $ million, assuming the number of shares offered by us, as set forth on the cover page of this prospectus, remains the same and after deducting estimated underwriting discounts and commissions and estimated offering expenses payable by us. Similarly, each increase (decrease) of one million shares in the number of shares offered by us would increase (decrease) each of cash and cash equivalents, total stockholders' equity (deficit) and total capitalization, on a pro forma as adjusted basis, by approximately $ million, assuming the assumed initial public offering price remains the same, and after deducting estimated underwriting discounts and commissions and estimated offering expenses payable by us. The pro forma as adjusted information discussed above is illustrative only and will be adjusted based on the actual public offering price and other terms of this offering determined at pricing.

The actual, pro forma and pro forma as adjusted information set forth in the table excludes (i) 4,266,933 shares of common stock issuable upon the exercise of stock options outstanding as of March 31, 2013 with a weighted-average exercise price of $0.27 per share, (ii) 1,940,000 shares of common stock issuable upon the exercise of warrants outstanding as of March 31, 2013 at an exercise price of $1.00 per share, which warrants are exercisable to purchase shares of Series A preferred stock prior to the closing of this offering and (iii)   shares of common stock reserved for future issuance under our equity incentive plans as of the closing of this offering.

DILUTION

If you invest in our common stock in this offering, your interest will be diluted to the extent of the difference between the public offering price per share of our common stock and the pro forma net tangible book value per share of our common stock immediately after this offering.

The net tangible book value of our common stock as of March 31, 2013 was a deficit of $ million, or $ per share. Net tangible book value per share represents our total tangible assets less our total tangible liabilities, divided by the number of shares of common stock outstanding on March 31, 2013. The pro forma net tangible book value of our common stock as of March 31, 2013 was a deficit of $ million, or a deficit of approximately $ per share. Pro forma net tangible book value per share represents the amount of our total tangible assets less our total liabilities, divided by the number of shares of our common stock outstanding, as of March 31, 2013, after giving effect to (i) the conversion of our shares of Series A preferred stock outstanding as of March 31, 2013 into an aggregate of 40,598,092 shares of common stock upon the completion of this offering, (ii) the receipt of $17.0 million of gross proceeds from the issuance of shares of Series A preferred stock on April 19, 2013, (iii) the conversion of our shares of Series A preferred stock issued on April 19, 2013 into an aggregate of 17,000,000 shares of common stock upon completion of this offering, (iv) the conversion of the Pfizer note, which had an outstanding balance, including accrued interest, of $7.8 million as of May 29, 2013, into 6,750,000 shares of Series A-1 preferred stock on May 29, 2013 and (v) the conversion of the shares of Series A-1 preferred stock issued on May 29, 2013 into an aggregate of 6,750,000 shares of common stock upon completion of this offering.

Net tangible book value dilution per share to new investors represents the difference between the amount per share paid by purchasers of common stock in this offering and the pro forma net tangible book value per share of our common stock immediately after the completion of this offering. After giving effect to the sale of shares of our common stock in this offering, assuming an initial public offering price of $ per share, the mid-point of the price range set forth on the cover page of this prospectus, after deducting underwriting discounts and commissions and estimated offering expenses payable by us, our pro forma as adjusted net tangible book value as of March 31, 2013 would have been $, or $ per share. This amount represents an immediate increase in pro forma as adjusted net tangible book value of $ per share to our existing stockholders and an immediate dilution in pro forma as adjusted net tangible book value of approximately $ per share to new investors purchasing shares of our common stock in this offering. We determine dilution by subtracting the pro forma as adjusted net tangible book value per share after the offering from the amount of cash that a new investor paid for a share of common stock.

The following table illustrates this dilution on a per share basis:

Assumed initial public offering price per share		$
Pro forma net tangible book value per share as of March 31, 2013	$	
Increase per share attributable to new investors	$	
Pro forma as adjusted net tangible book value per share at March 31, 2013 after giving effect to the offering		$
Dilution per share to new investors		$

A $1.00 increase (decrease) in the assumed initial public offering price of $ per share would increase (decrease) the pro forma as adjusted net tangible book value, by $ per share and the dilution to new investors by $ per share, assuming the number of shares offered by us, as set forth on the cover page of this prospectus, remains the same, and after deducting underwriting discounts and commissions and estimated expenses payable by us. Similarly, each increase (decrease) of one million shares in the number of shares offered by us would increase (decrease) the pro forma as adjusted net tangible book value by $ per share and the dilution to new investors by $ per share, assuming the assumed initial public offering price remains the same and after deducting underwriting discounts and commissions and estimated expenses payable by us. If the underwriters exercise their over-allotment option in full, the pro forma as adjusted net tangible book value would be $ per share, and the dilution in pro forma net tangible book value per share to investors in this offering would be $ per share.

The following table summarizes, on a pro forma basis, as of March 31, 2013, the difference between the number of shares of common stock purchased from us, the total consideration paid to us and the average price per share paid by existing stockholders and by new investors at an assumed initial public offering price of $ per share, the mid-point of the price range set forth on the cover of this prospectus, before deducting estimated underwriting discounts and commissions and estimated offering expenses.

	Shares purchased		Total consideration		Avg price / share
	Number	Percent	Amount	Percent	
Existing stockholders		%	$	%	$
New investors					
Total		100.0%	$	100.0%	$

The above discussion and tables are based on (i) 43,018,637 shares of common stock issued and outstanding as of March 31, 2013, including the conversion of all then outstanding shares of preferred stock into an aggregate of 40,598,092 shares of common stock upon completion of this offering, (ii) 17,000,000 shares of common stock into which the shares of Series A preferred stock issued on April 19, 2013 will be converted upon completion of this offering and (iii) 6,750,000 shares of common stock into which the shares of Series A-1 preferred stock issued on May 29, 2013 will be converted upon completion of this offering, and excludes:

- 4,266,933 shares of common stock issuable upon the exercise of stock options outstanding as of March 31, 2013 at a weighted-average exercise price of $0.27 per share;

- 1,940,000 shares of common stock issuable upon the exercise of warrants outstanding as of March 31, 2013 at an exercise price of $1.00 per share, which warrants prior to the closing of this offering are exercisable to purchase shares of Series A preferred stock; and

- shares of common stock reserved for future issuance under our equity incentive plans as of the closing of this offering.

Certain of our existing principal stockholders and their affiliated entities have indicated an interest in purchasing an aggregate of up to approximately $ million in shares of common stock in this offering at the initial public offering price. Because indications of interest are not binding agreements or commitments to purchase, these stockholders may elect not to purchase any shares in this offering. The foregoing discussion and tables do not reflect any potential purchases by these existing stockholders or their affiliated entities.

A $1.00 increase (decrease) in the assumed initial public offering price of $ per share, the mid-point of the price range set forth on the cover of this prospectus, would increase (decrease) the total consideration paid by new investors by approximately $ million, assuming the number of shares offered by us, as set forth on the cover page of this prospectus, remains the same and after deducting underwriting discounts and commissions and estimated offering expenses payable by us. Similarly, each increase (decrease) of one million shares in the number of shares offered by us would increase (decrease) the total consideration paid by new investors by approximately $ million, assuming the assumed initial public offering price of $ per share, the mid-point of the price range set forth on the cover of this prospectus, remains the same and after deducting underwriting discounts and commissions and estimated expenses payable by us.

To the extent that outstanding options are exercised, you will experience further dilution. In addition, we may choose to raise additional capital in the future due to market conditions or strategic considerations even if we believe we have sufficient funds for our current or future operating plans. To the extent that additional capital is raised through the sale of equity or convertible debt securities, the issuance of these securities may result in further dilution to our stockholders.

SELECTED FINANCIAL DATA

You should read the following selected historical consolidated financial data below together with "Capitalization," "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the financial statements, related notes and other financial information included elsewhere in this prospectus. The selected financial data in this section are not intended to replace the financial statements and are qualified in their entirety by the financial statements and related notes included elsewhere in this prospectus.

We derived the statements of operations data for the years ended December 31, 2012 and 2011 and the balance sheet data as of December 31, 2012 and 2011, from our audited financial statements included elsewhere in this prospectus. We derived the statements of operations data for the three months ended March 31, 2013 and 2012 and the balance sheet data as of March 31, 2013 and 2012 from our unaudited financial statements included elsewhere in this prospectus. Our historical results are not necessarily indicative of results to be expected in any future period.

	Years Ended December 31,		Three Months Ended March 31,		Period From January 22, 2008 (Inception) through March 31, 2013
	2012	2011	2013	2012	
	(in thousands, except share and per share data)				
Statement of Operations Data:					
Grant income	$ —	$ —	$ —	$ —	$ 244
Operating expenses:					
Research and development	7,998	7,807	2,093	1,557	29,506
General and administrative	2,206	2,357	1,251	633	12,701
Acquired in-process research and development	—	—	—	—	86
Total operating expenses	10,204	10,164	3,344	2,190	42,293
Loss from operations	(10,204)	(10,164)	(3,344)	(2,190)	(42,049)
Total other income (expense)	(1,538)	(653)	(895)	(259)	(4,165)
Net loss	$ (11,742)	$ (10,817)	$ (4,239)	$ (2,449)	$ (46,214)
Per share information:					
Net loss per share, basic and diluted	$ (5.20)		$ (1.75)		
Weighted-average shares outstanding, basic and diluted	2,259,480		2,420,545		
Pro forma net loss per share, basic and diluted (unaudited)(1)	$ (0.45)		$ (0.12)		
Pro forma weighted-average shares outstanding, basic and diluted (unaudited) (1)	26,234,480(2)		35,261,194(3)		

(1) The calculations of the unaudited pro forma net loss per share, basic and diluted, assume the conversion of all of our outstanding shares of convertible preferred stock into shares of our common stock.

(2) Excludes (i) the conversion of the 2012 convertible promissory notes into 16,623,092 shares of Series A preferred stock in February 2013, (ii) the issuance of 17,000,000 shares of Series A

preferred stock on April 19, 2013, (iii) the issuance of 6,750,000 shares of Series A-1 preferred stock on May 29, 2013 and (iv) the exercise of warrants to purchase 1,940,000 shares of our Series A preferred stock.

(3) Excludes (i) the issuance of 17,000,000 shares of Series A preferred stock on April 19, 2013, (ii) the issuance of 6,750,000 shares of Series A-1 preferred stock on May 29, 2013 and (iii) the exercise of warrants to purchase 1,940,000 shares of our Series A preferred stock.

The table below presents a summary of our balance sheet data as of December 31, 2012 and 2011:

	As of December 31,		As of March 31,	
	2012	2011	2013	2012
	(in thousands)			
Balance Sheet Data:				
Cash and cash equivalents	$ 6,512	$ 1,571	$ 3,886	$ 4,879
Working capital (deficit)	(10,035)	525	2,436	(1,879)
Total assets	7,312	2,180	5,265	5,461
Total convertible short-term debt	15,241	—	—	6,000
Total convertible long-term debt	7,529	6,897	7,529	6,897
Convertible preferred stock warrant liability	265	—	307	—
Convertible preferred stock	23,975	23,975	40,598	23,975
Deficit accumulated during the development stage	(41,975)	(30,233)	(46,214)	(32,682)
Total stockholders' deficit	(41,365)	(30,032)	(45,549)	(32,464)

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion and analysis of our financial condition and results of operations together with our financial statements and the related notes and the other financial information appearing elsewhere in this prospectus. Some of the information contained in this discussion and analysis or set forth elsewhere in this prospectus, including information with respect to our plans and strategy for our business and related financing, includes forward-looking statements that involve risks and uncertainties. As a result of many factors, including those factors set forth in the "Risk Factors" section of this prospectus, our actual results could differ materially from the results described in or implied by the forward-looking statements contained in the following discussion and analysis.

Overview

Corporate Overview

We are a biopharmaceutical company focused on the research, development and commercialization of therapies for the treatment of patients with elevated levels of LDL-C and other cardiometabolic risk factors. ETC-1002, our lead product candidate, is a novel, first in class, orally available, once-daily LDL-C lowering small molecule therapy designed to target known lipid and carbohydrate metabolic pathways to lower levels of LDL-C and to avoid many of the side effects associated with existing LDL-C lowering therapies. We own the exclusive worldwide rights to ETC-1002 and our other product candidates.

We were incorporated in Delaware in January 2008 and commenced our operations in April 2008. Since our inception, we have devoted substantially all of our resources to developing ETC-1002 and our other product candidates, business planning, raising capital and providing general and administrative support for these operations. To date, we have funded our operations primarily through the issuance of preferred stock, convertible promissory notes and warrants to purchase shares of preferred stock. From inception through May 31, 2013, we raised $56.7 million from such transactions.

We are a development stage company and do not have any products approved for sale. To date, we have not generated any revenue. We have never been profitable and, from inception to December 31, 2012, our losses from operations have been $38.7 million. Our net losses were approximately $11.7 million and $10.8 million for the years ended December 31, 2012 and 2011, respectively, and $4.2 million and $2.5 million for the three months ended March 31, 2013 and 2012, respectively. Substantially all of our net losses resulted from costs incurred in connection with research and development programs and from general and administrative costs associated with our operations. We expect to incur significant expenses and increasing operating losses for the foreseeable future. We expect our expenses to increase in connection with our ongoing activities, including, among others:

- conducting additional clinical trials of ETC-1002 to complete its development;
- seeking regulatory approval for ETC-1002;
- commercializing ETC-1002; and
- operating as a public company.

Accordingly, we will need additional financing to support our continuing operations. We will seek to fund our operations through public or private equity or debt financings or through other sources, which may include collaborations with third parties. 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 material adverse effect on our financial condition and our ability to pursue our business strategy or continue operations. We will need to generate significant revenues to achieve profitability, and we may never do so.

Product Overview

ETC-1002, our lead product candidate, is a novel, first in class, orally available, once-daily LDL-C lowering small molecule therapy designed to target known lipid and carbohydrate metabolic pathways to lower levels of LDL-C and to avoid many of the side effects associated with existing LDL-C lowering therapies. We acquired the rights to ETC-1002 from Pfizer in 2008. We own the exclusive worldwide rights to ETC-1002 and we are not obligated to make any royalty or milestone payments to Pfizer. In 2011, we incurred $4.6 million in expenses related to our Phase 1b Multiple Dose Tolerance trial (ETC-1002-004), our Phase 2a Lipid Proof-of-Concept clinical trial (ETC-1002-003) and our Phase 2a Glucose Proof-of-Concept clinical trial (ETC-1002-005). In 2012, we incurred $5.8 million in expenses related to our Phase 2a Glucose Proof-of-Concept clinical trial and our Phase 2a clinical trials (ETC-1002-006 and ETC-1002-007). We also have two other early-stage programs in pre-clinical development. We licensed one of these candidates from The Cleveland Clinic Foundation, or CCF, and are obligated to make certain royalty and milestone payments (consisting of cash and common stock) to CCF, including a minimum annual cash payment of $50,000 during years when a milestone payment is not met. No milestone or royalty payments will be due to any third-party in connection with the development and commercialization of our other pre-clinical product candidate.

Financial Operations Overview

Revenue

To date, we have not generated any revenue, other than grant income. In the future, we may generate revenue from the sale of ETC-1002 or our other product candidates. If we fail to complete the development of ETC-1002 or our other product candidates, our ability to generate future revenue, and our results of operations and financial position will be adversely affected.

Research and Development Expenses

Since our inception, we have focused our resources on our research and development activities, including conducting pre-clinical studies and clinical trials. Our research and development expenses consist primarily of costs incurred in connection with the development of ETC-1002, which include:

- expenses incurred under agreements with consultants, contract research organizations, or CROs, and investigative sites that conduct our pre-clinical and clinical trials;
- the cost of acquiring, developing and manufacturing clinical trial materials;
- employee-related expenses, including salaries, benefits, stock-based compensation and travel expenses;
- allocated expenses for rent and maintenance of facilities, insurance and other supplies; and
- costs related to compliance with regulatory requirements.

We expense research and development costs as incurred. To date, substantially all of our research and development work has been related to ETC-1002. 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 or information provided to us by our vendors. Our direct research and development expenses consist principally of external costs, such as fees paid to investigators, consultants, central laboratories and clinical research organizations, or CROs, in connection with our clinical trials. We do not allocate acquiring and manufacturing clinical trial materials, salaries, stock-based compensation, employee benefits or other indirect costs related to our research and development function to specific programs. These indirect expenses are included in "Other" in the table below.

	Years Ended December 31,		Three Months Ended March 31,		Period From January 22, 2008 (Inception) through March 31, 2013
	2012	2011	2013	2012	
			(in thousands)		
Direct research and development expenses by program:					
ETC-1002	$ 5,778	$ 4,545	$ 1,671	$ 879	$ 19,734
ESP41091	2	181	—	—	183
4WF	16	913	—	10	1,741
Other	2,202	2,168	422	668	7,848
Total research and development	$ 7,998	$ 7,807	$ 2,093	$ 1,557	$ 29,506

Our research and development expenses are expected to increase in the foreseeable future. Our costs associated with ETC-1002 will increase as we conduct our Phase 2b clinical trials and initiate our Phase 3 clinical trials. We cannot determine with certainty the duration and completion costs associated with the ongoing or future clinical trials of ETC-1002. Also, we cannot conclude with certainty if, or when, we will generate revenue from the commercialization and sale of ETC-1002 or our other product candidates that obtain regulatory approval, if ever. We may never succeed in obtaining regulatory approval for any of our product candidates, including ETC-1002. The duration, costs and timing associated with the development and commercialization of ETC-1002 and our other product candidates will depend on a variety of factors, including uncertainties associated with the results of our clinical trials and our ability to obtain regulatory approval. For example, if the FDA or another regulatory authority were to require us to conduct clinical trials beyond those that we currently anticipate will be required for the completion of clinical development or post-commercialization clinical trials of ETC-1002, or if we experience significant delays in enrollment in any of our clinical trials, we could be required to expend significant additional financial resources and time on the completion of clinical development or post-commercialization clinical trials of ETC-1002.

General and Administrative Expenses

General and administrative expenses primarily consist of salaries and related costs for personnel, including stock-based compensation and travel expenses, associated with our executive, accounting and finance, operational and other administrative functions. Other general and administrative expenses include facility related costs, communication expenses and professional fees for legal, patent prosecution, protection and review, consulting and accounting services. We anticipate that our general and administrative expenses will increase in the future in connection with the continued research and development and commercialization of ETC-1002, increases in our headcount related to our research and development and commercialization activities and the expansion of our information technology infrastructure. Additionally, we anticipate increased expenses related to audit, legal, regulatory and tax-related services associated with maintaining compliance with Securities and Exchange Commission requirements, NASDAQ listing requirements, stock registration and printing fees, director and officer insurance premiums and investor relations costs associated with being a public company.

Interest Expense

Interest expense consists primarily of non-cash interest costs associated with our convertible promissory notes. On April 28, 2008, we issued an 8.931% convertible promissory note to Pfizer, which had an outstanding balance, including accrued interest, of $7.8 million as of May 29, 2013 and was converted into 6,750,000 shares of Series A-1 preferred stock on May 29, 2013 and cancelled. Accrued interest under this note was capitalized on June 30th and December 31st of each year until the note was converted and cancelled. The aggregate amount of principal and interest outstanding was approximately

$7.5 million and $7.7 million as of December 31, 2012 and March 31, 2013, respectively. On January 26, 2012, September 4, 2012 and November 30, 2012, we completed convertible note financings in which we issued 10% convertible promissory notes for an aggregate principal amount of $6.0 million, $4.0 million and $5.7 million, respectively, to certain of our existing shareholders. On February 12, 2013, the convertible promissory notes issued in January, September and November 2012 were converted into 16,623,092 shares of Series A preferred stock. During the first quarter of 2013, we incurred approximately $0.5 million of interest expenses related to the amortization of debt issuance cost and debt discount associated with the September 4, 2012 and November 30, 2012 convertible promissory notes.

Other Income

Other income consists of investment income earned on cash and cash equivalents and realized gains and losses on the sale of assets held for sale.

Net Operating Losses and Tax Carryforwards

As of December 31, 2012, we had approximately $40.5 million of federal net operating loss carryforwards to offset future taxable income, if any. These federal net operating loss carryforwards expire at various dates beginning in 2028 if not utilized and are subject to review and possible adjustment by the Internal Revenue Service and state tax authorities. If we experience a greater than 50 percent aggregate change in ownership of certain significant stockholders over a three-year period, or a Section 382 ownership change, utilization of our pre-Section 382 ownership change net operating loss carryforwards will be subject to an annual limitation under Section 382 of the Internal Revenue Code which may result in expiration of, or usage limitation on, a substantial portion of the net operating loss carryforwards before utilization. For example, if we experience a Section 382 ownership change in connection with this offering or as a result of future changes in our stock ownership, some of which are outside our control, the tax benefits related to the net operating loss carryforwards may be limited or lost. At December 31, 2012, we recorded a 100% valuation allowance against our net operating loss carryforwards.

Critical Accounting Policies and Significant Judgments and Estimates

Our discussion and analysis of our financial condition and results of operations is based on our financial statements, which have been prepared in accordance with generally accepted accounting principles in the United States, or U.S. GAAP. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities and expenses and the disclosure of contingent assets and liabilities in our financial statements. We evaluate our estimates and judgments on an ongoing basis, including those related to accrued expenses and stock-based compensation. We base our estimates on historical experience, known trends and events, contractual milestones and other various 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. Our actual results may differ from these estimates under different assumptions or conditions.

Our significant accounting policies are described in more detail in Note 2 to our financial statements appearing elsewhere in this prospectus. We believe the following accounting policies to be most critical to understanding our results and financial operations.

Accrued Clinical Development Costs

As part of the process of preparing our financial statements, we are required to estimate our accrued expenses. We base our accrued expenses related to clinical trials on estimates of patient enrollment and related expenses at clinical investigator sites as well as estimates for the services received and efforts expended pursuant to contracts with multiple research institutions and CROs that conduct and manage clinical trials on our behalf. We generally accrue expenses related to clinical trials based on contracted amounts applied to the level of patient enrollment and activity according to the protocol. If timelines or contracts are modified based upon changes in the clinical trial protocol or scope of work to be performed, we modify our estimates of accrued expenses accordingly on a prospective basis. If we do not identify costs that we have begun to incur or if we underestimate or overestimate the level of services performed or the costs of these services, our actual expenses could differ from our estimates. We do not anticipate the future settlement of existing accruals to differ materially from our estimates.

Stock-Based Compensation & Warrant Liability

Stock-Based Compensation

We typically grant stock-based compensation to our employees on their respective date of hire and in connection with annual performance reviews. We account for all stock-based compensation payments issued to employees, consultants and directors using an option pricing model for estimating fair value. Accordingly, stock-based compensation expense is measured based on the estimated fair value of the awards on the date of grant, net of estimated forfeitures. Compensation expense is recognized for the portion that is ultimately expected to vest over the period during which the recipient renders the required services to us using the straight-line method. In accordance with authoritative guidance, the fair value of non-employee stock-based awards is re-measured as the awards vest, and the resulting value, if any, is recognized as expense during the period the related services are rendered.

Significant Factors, Assumptions and Methodologies Used in Determining Fair Value

We estimate the fair value of our stock-based awards to employees and directors using the Black-Scholes option pricing model. The Black-Scholes model requires the input of subjective assumptions, including (a) the per share fair value of our common stock, (b) the expected stock price volatility, (c) the calculation of the expected term of the award, (d) the risk free interest rate and (e) expected dividends. Due to our limited operating history and a lack of company specific historical and implied volatility data, we have based our estimate of expected volatility on the historical volatility of a group of similar companies, which are publicly-traded. When selecting these public companies on which we have based our expected stock price volatility, we selected companies with comparable characteristics to us, including enterprise value, risk profiles, position within the industry, and with historical share price information sufficient to meet the expected life of our stock-based awards. The historical volatility data was computed using the daily closing prices for the selected companies' shares during the equivalent period of the calculated expected term of our stock-based awards. We will continue to apply this process until a sufficient amount of historical information regarding the volatility of our own stock price becomes available. We have estimated the expected life of our employee stock options using the "simplified" method, whereby, the expected life equals the arithmetic average of the vesting term and the original contractual term of the option. The risk-free interest rates for periods within the expected life of the option are based on the U.S. Treasury yield curve in effect during the period the options were granted. We have never paid, and do not expect to pay dividends in the foreseeable future.

The weighted-average assumptions used to estimate the fair value of stock options using the Black-Scholes option pricing model were as follows:

	Years Ended December 31,	
	2012	2011
Risk-free interest rate	0.85%	2.50%
Dividend yield	—	—
Expected term (in years)	6.25	6.25
Expected volatility	80%	80%

We are also required to estimate forfeitures at the time of grant, and revise those estimates in subsequent periods if actual forfeitures differ from our estimates. We use historical data to estimate pre-vesting option forfeitures and record stock-based compensation expense only for those awards that are expected to vest. To the extent that actual forfeitures differ from our estimates, the difference is recorded as a cumulative adjustment in the period the estimates were revised.

Total compensation cost recorded in the statements of operations and comprehensive loss, which includes stock-based compensation expense, restricted stock issued to our founders, which were subject to vesting conditions and are fully vested, and the value of stock and options issued to non-employees for services are allocated as follows:

	Years Ended December 31,		Three Months Ended March 31,	
	2012	2011	2013	2012
	(in thousands)			
Research and development	$ 61	$ 57	$ 8	$ 11
General and administrative	19	21	47	5
Total	$ 80	$ 78	$ 55	$ 16

As of December 31, 2012, there was $0.1 million of unrecognized compensation cost related to unvested employee stock option agreements, which is expected to be recognized over a weighted-average period of approximately 2.6 years. For stock option awards subject to graded vesting, we recognize compensation cost on a straight-line basis over the service period for the entire award. In future periods, our stock-based compensation expense is expected to increase as a result of recognizing our existing unrecognized stock-based compensation for awards that will vest and as we issue additional stock-based awards to attract and retain our employees.

Fair Value Estimate

We are required to estimate the fair value of the common stock underlying our stock-based awards when performing the fair value calculations with the Black-Scholes option-pricing model. The fair value of the common stock underlying our stock-based awards was determined on each grant date by our board of directors, with input from management. All options to purchase shares of our common stock are intended to be granted with an exercise price per share no less than the fair value per share of our common stock underlying those options on the date of grant, based on the information known to us on the date of grant. In the absence of a public trading market for our common stock, on each grant date, we develop an estimate of the fair value of our common stock in order to determine an exercise price for the option grants based in part on input from an independent third-party valuation. Our determinations of the fair value of our common stock was done using methodologies, approaches and assumptions consistent with the American Institute of Certified Public Accountants, or AICPA, Audit and Accounting Practice Aid Series: *Valuation of Privately-Held-Company Equity Securities Issued as Compensation*, or the AICPA Practice Guide. The methodologies for options granted on April 11, 2013 included a hybrid of the option pricing method to estimate our underlying equity value and the probability-weighted expected return methodology, or PWERM, that determined an estimated value under an initial public offering, or IPO, scenario. In addition, our board of directors considered various objective and subjective factors, along with input from management and the independent third-party valuation, to determine the fair value of our common stock, including: external market conditions affecting the biopharmaceutical industry, trends within the biopharmaceutical industry, the prices at which we sold shares of preferred stock, the superior rights and preferences of the preferred stock relative to our common stock at the time of each grant, the results of operations, financial position, status of our research and development efforts, our stage of development and business strategy, the lack of an active public market for our common and our preferred stock, and the likelihood of achieving a liquidity event such as an IPO.

The per share estimated fair value of common stock in the table below represents the determination by our board of directors of the fair value of our common stock as of the date of grant, taking into consideration the various objective and subjective factors described above, including the conclusions of the then most recent contemporaneous valuations of our common stock as discussed below. We computed the per share weighted-average estimated fair value for stock option grants based on the Black-Scholes option pricing model. The following table presents the grant dates and related exercise prices of stock options granted to our employees, directors and consultants from inception through April 11, 2013:

Grants Made During	Number of shares underlying options granted	Exercise price per share	Common stock per share estimate fair value	Per share weighted-average fair value of options
Year Ended December 31, 2008	740,921	$ 0.15	$ 0.15	$ 0.11
Year Ended December 31, 2009	110,000	$ 0.15	$ 0.15	$ 0.11
Year Ended December 31, 2010	706,674	$ 0.18	$ 0.18	$ 0.13
Year Ended December 31, 2011				
May 19, 2011	25,000	$ 0.22	$ 0.22	$ 0.16
July 13, 2011	10,000	$ 0.22	$ 0.22	$ 0.16
December 1, 2011	30,000	$ 0.22	$ 0.22	$ 0.16
Year Ended December 31, 2012				
July 12, 2012	480,000	$ 0.27	$ 0.27	$ 0.19
Three Months Ended March 31, 2013				
January 16, 2013	2,676,213	$ 0.30	$ 0.30	$ 0.21
February 6, 2013	120,000	$ 0.30	$ 0.30	$ 0.21
April 11, 2013	755,000	$ 0.53	$ 0.53	$ 0.37

Our board of directors granted options at exercise prices that increased from $0.15 per share in 2008 up to $0.53 per share in April 2013.

In determining the exercise prices of the options set forth in the table above granted in 2008 through April 11, 2013, our board of directors also considered the most recent contemporaneous valuations of our common stock, which were prepared as of December 31, 2008, December 31, 2009, December 31, 2010, December 31, 2011, December 31, 2012 and March 31, 2013 and based its determination of fair value for grants in 2011 and thereafter in part on the analyses summarized below.

Stock option grants during the year ended December 31, 2011

Our board of directors granted stock options during the year ended December 31, 2011, with each having an exercise price of $0.22 per share. The exercise price was supported by an independent third-party valuation as of December 31, 2010 and included a 57.6% discount for lack of marketability. The specific facts and circumstances considered by our board of directors for the December 31, 2010 valuation included the following:

- In March 2010, we completed ETC-1002-001, our single dose Phase 1a clinical trial of ETC-1002.
- In April 2010 and November 2010, respectively, we sold an aggregate of 1,000,000 and 25,000 shares of Series A preferred stock for $1.00 per share pursuant to the terms of the original Series A preferred stock financing we entered into in April 2008.
- Our planned sale of an aggregate of 6,700,000 shares of Series A preferred stock for $1.00 per share, which occurred in January 2011, following our achievement of the technical milestone for this closing in December 2010 pursuant to the terms of the original Series A preferred stock financing we entered into in April 2008.

In addition to the objective and subjective factors discussed above, our board of directors also considered input from management and the valuation as of December 31, 2010. Management determined that no other significant events or other circumstances had occurred between December 31, 2010 and May 19, 2011, July 13, 2011 or December 1, 2011 that would indicate there was a change in the fair value of our common stock during those periods.

July 12, 2012 stock option grant

Our board of directors granted stock options on July 12, 2012, with each having an exercise price of $0.27 per share. The exercise price was supported by an independent third-party valuation as of December 31, 2011 and included a 45% discount for lack of marketability. The specific facts and circumstances considered by our board of directors for the December 31, 2011 valuation included that, in October 2011, we completed and received data from ETC-1002-003, our Phase 2a clinical trial of ETC-1002 that began in 2010, the results of which further demonstrated the safety and efficacy of ETC-1002 in 133 treated patients.

In addition to the objective and subjective factors discussed above, our board of directors also considered input from management and the valuation as of December 31, 2011. Management determined that no significant events or other circumstances had occurred between December 31, 2011 and July 12, 2012 that would indicate there was a change in the fair value of our common stock during that period.

January 16, 2013 and February 6, 2013 stock option grants

Our board of directors granted stock options on January 16, 2013 and February 6, 2013, with each having an exercise price of $0.30 per share. The exercise price was supported by an independent third-party valuation as of December 31, 2012 and included a 40% discount for lack of marketability. The specific facts and circumstances considered by our board of directors for the December 31, 2012 valuation included the following:

- In October 2012, we received data from ETC-1002-005, our Phase 2a clinical trial of ETC-1002 that began in April 2012, the results of which demonstrated safety and efficacy at higher doses with varying patient populations.

- In December 2012, board initiated preliminary discussion relating to the possibility of pursuing an initial public offering; however, no plan of action was put in place and the primary focus was to identify a new private investor to further finance the development of ETC-1002 and through our currently anticipated Phase 2b clinical trials.

In addition to the objective and subjective factors discussed above, our board of directors also considered input from management and the valuation as of December 31, 2012. Management determined that no significant events or other circumstances had occurred between December 31, 2012 and January 16, 2013 or February 6, 2013 that would indicate there was a change in the fair value of our common stock during those periods. Of the 2,676,213 stock options granted on January 16, 2013, 2,443,713 options were granted to our President and Chief Executive Officer and our Executive Chairman and Chief Scientific Officer and vest quarterly over four years beginning on the three month anniversary of the date of grant. The remaining 232,500 options granted on January 16, 2013 were made to several employees and consultants of the company and vest quarterly over four years beginning on the three month anniversary of the date of grant. The 120,000 stock options granted on February 6, 2013 were made to several company employees and vest 25% on the first anniversary of the respective vesting start date and quarterly thereafter over the following three years.

April 11, 2013 stock option grants

Our board of directors granted stock options on April 11, 2013, with each having an exercise price of $0.53 per share. The exercise price was supported by an independent third-party valuation as of April 9, 2013. This independent third-party valuation reflected our February 12, 2013 issuance of 16,623,092 shares of our Series A preferred stock at $1.00 per share upon the conversion of all of the convertible promissory notes that we issued in 2012. This independent third-party valuation also reflected our anticipated entering into of a stock purchase agreement pursuant to which, on April 11, 2013, we agreed to sell 17,000,000 shares of our Series A preferred stock at a price of $1.00 per share, which we consummated on April 19, 2013.

During March 2013, we decided to pursue an IPO and made significant progress in preparing for the filing. This included engaging the underwriters for this offering, engaging outside counsel, holding an organizational meeting, and preparing drafts of the prospectus and registration statement for this filing. As a result, the April 9, 2013 independent third-party valuation utilized a hybrid of the option-pricing method, "OPM backsolve", and the PWERM as outlined in the AICPA practice aid. Under this method, the per share values calculated under the option-pricing method and PWERM are weighted appropriately to arrive at a final fair market value per share value of the common stock before the discount for lack of marketability is applied. The probability-weighted equity value of the common stock is based on potential future liquidity events, with an allocation of probabilities applied to each scenario, and discounted to present value. Future liquidity event scenarios included remaining private and early and late initial public offering (late including high and low pre-money enterprise values). Our board of directors and management determined the timing of the future liquidity event scenarios. The probability weightings used in the PWERM analysis took into consideration, actual and forecasted data from completed and yet to be completed clinical trials of ETC-1002 and general market conditions. In each of the scenarios we assumed high and low probability to determine value.

The table below summarizes the significant assumptions utilized for each of the event scenarios used in valuing the common stock and based upon which the fair value was determined to be $0.53 per share:

	Option Pricing Method	PWERM Scenarios		
		Early IPO	Late IPO (High)	Late IPO (Low)
Probability weighting	50%	17.5%	5%	27.5%
Volatility	56%	NA	NA	NA
Risk-free interest rate	0.19%	NA	NA	NA
Discount for lack of marketability	25%	25%	25%	25%

The probability weighting assigned to the early and late IPO scenarios were based on the possibility we would seek to raise capital in the public markets following the announcement of top-line results from ETC-1002-006 and prior to completing ETC-1002-007. The probability weightings assigned to the respective liquidity scenarios were primarily based on consideration of the stage of our clinical development, industry clinical success rates, expected near term and long-term funding requirements, and the overall success rate of current financing in the public markets.

In addition to the factors discussed above, our board of directors also considered input from management and the valuation as of April 9, 2013. Because the April 9, 2013 valuation included assumptions for the $17.0 million sale of preferred stock, management determined that no significant events or circumstances had occurred between April 9, 2013 and April 11, 2013 that would indicate there was a change in the fair value of our common stock during that period. Of the 755,000 stock options granted on April 11, 2013, 125,000 options were granted to a company employee and vest 25% on the first anniversary of the employee's vesting start date and quarterly thereafter over the following three years. The remaining 630,000 options granted on April 11, 2013 were made to directors and a board observer of the company and vest monthly over 36 months from the date of grant.

The primary factors contributing to the difference between the estimated initial public offering price range of $ to $ and the fair value of our common stock of $0.53 per share as of April 11, 2013 include:

- On June 7, 2013, we reported top-line efficacy and safety results from ETC-1002-006, our first clinical trial specifically designed to evaluate ETC-1002 in a statin intolerant population with a primary endpoint of LDL-C lowering, which is the first indication for which we currently expect to seek approval of ETC-1002. ETC-1002-006 met its primary endpoint, demonstrating that ETC-1002 lowered LDL-C by an average of 32%. ETC-1002 was well tolerated and no patients treated with ETC-1002 discontinued the trial because of muscle pain or weakness. As discussed elsewhere in this prospectus, we estimate that more than 2 million U.S. adults have discontinued statin therapy because of muscle pain or weakness. We believe that ETC-1002, if approved, has the potential to become the preferred once-daily, oral therapy for patients who are unable to tolerate statin therapy. We also believe, because symptoms of muscle pain or weakness occur in up to 20% of patients on statin therapy in clinical practice, the size of the statin intolerant market is poised to grow should an effective non-statin therapy become available. The successful completion of our first clinical trial designed specifically to evaluate ETC-1002 in a statin intolerant population with a primary endpoint of LDL-C lowering is an important milestone in our pursuit of FDA approval for ETC-1002 which we believe materially increased the per share fair value of our common stock since April 11, 2013.

- Our April 9, 2013 independent third-party valuation utilized a hybrid of the OPM backsolve and the PWERM methods as outlined in the AICPA practice aid. The probability weightings used in the PWERM analysis took into consideration, among other things, general market conditions. Since April 11, 2013, a number of development stage biopharmaceutical companies have successfully completed initial public offerings and, following their initial public offerings, trading prices of the shares of a number of these companies have increased. In addition, since April 11, 2013, the trading prices of the shares of a number of existing public biopharmaceutical companies who are developing cardiovascular therapies, and may be considered as comparable to us, have increased materially and an existing public biopharmaceutical company that is developing a cardiovascular therapy announced an acquisition at a price materially above the trading price of its shares prior to such announcement. We believe these developments, taken together, along with a general increase in broader equity markets for biotechnology stocks over this period, indicate a substantially greater likelihood of our completing an initial public offering in the near term irrespective of the results of ETC-1002-006. Accordingly, irrespective of the results of ETC-1002-006, we believe it is reasonable to adjust the following significant assumptions since our April 9, 2013 valuation:

		PWERM Scenarios			
	Option Pricing Method	Early IPO	Late IPO (High)	Late IPO (Low)	No Value Common
Probability Weighting as of April 9, 2013	50%	17.5%	5%	27.5%	0%
Probability Weighting Prior to Results of ETC-1002-006	0%	45%	20%	20%	15%

These adjustments to these probabilities imply an estimated increase of approximately $0.21 per share in the fair value of our common stock since April 11, 2013. Further, while we disclaim any express or implied suggestion that the price of our shares of common stock following this offering will increase (or decrease) in correlation with other development stage biopharmaceutical companies or other biopharmaceutical companies developing cardiovascular therapies, we believe these developments, solely if utilized in the exit values inputs in our April 9, 2013 independent third-party valuation, would indicate a higher price for the fair value of our common stock since April 11, 2013 irrespective of the results of ETC-1002-006.

- Similarly, the discount for lack of marketability in our April 9, 2013 independent third-party valuation was estimated at 25%. As the likelihood of our completing an initial public offering sooner, irrespective of the results of ETC-1002-006, increased since April 11, 2013, the discount for lack of marketability of shares of our common stock should decrease. Considering that shares of our common stock issued on April 11, 2013 will be subject to contractual lock-up obligations and that we have not and may not complete an initial public offering, we believe it is appropriate to reduce the discount for lack of marketability of shares of our common stock to 10%, irrespective of the results of ETC-1002-006. We believe this reduction in the discount for lack of marketability implies an estimated increase of approximately $0.21 per share in the fair value of our common stock since April 11, 2013.

- On May 29, 2013, we entered into a stock purchase agreement pursuant to which we sold 6,750,000 shares of our Series A-1 preferred stock at a price of $1.1560 per share, which purchase price was paid through the cancellation of all outstanding indebtedness under the Pfizer note. This conversion reflected a $0.156 per share increase in the price of our preferred stock since our issuance of 17,000,000 shares of our senior Series A preferred stock on April 19, 2013 for $1.00 per share. While this conversion was dilutive to the per share fair value of our common stock as April 11, 2013, the cancellation of indebtedness to Pfizer eliminated the potential for our future cash repayment of this obligation and the potential for future dilution to our stockholders upon Pfizer's election to convert this indebtedness pursuant to its terms into shares of our common stock. We believe elimination of the potential of a material future cash repayment obligation and the potential for future dilution to our stockholders upon Pfizer's election to convert this indebtedness into shares of our common stock following the completion of this offering would increase our enterprise value and thereby, we believe, increase the per share value of our common stock as compared to the fair value of our common stock on April 11, 2013.

- Based upon our currently anticipated Phase 2 clinical trials and assuming the successful completion of this public offering, we believe we will have sufficient resources to initiate our intended Phase 3 clinical program of ETC-1002 in a statin intolerant population, although we will need to raise additional capital to complete it. See "Use of Proceeds." Accordingly, an additional purpose of this offering is to facilitate our future access to the public capital markets. A reduction in the cost of capital increases a company's enterprise value. This increase in our enterprise value that results from our ability to access the public markets would, we believe, increase the per share value of our common stock as compared to the fair value of our common stock on April 11, 2013.

- The completion of a successful public offering would provide us with substantial additional cash and thereby materially increase our ability to further develop ETC-1002. These increased opportunities are reflected in the initial public offering price range but are not reflected in our April 9, 2013 valuation.

Based on the factors described above, and most notably the completion of ETC-1002-006 which demonstrated LDL-C lowering by an average of 32%, with no patients treated with ETC-1002 discontinuing the trial because of muscle pain or weakness, the probability of being able to proceed with a near term initial public offering at the pricing range provided by our investment bankers increased significantly following April 11, 2013.

We have used the factors described above solely for purposes of evaluating the per share value of our common stock for financial reporting purposes. We caution you not to use any of these factors, including any express or implied suggestion that the price of our shares of common stock following this offering will increase (or decrease) in correlation with other development stage biopharmaceutical companies or other biopharmaceutical companies developing cardiovascular therapies, for any other purpose such as deciding whether to invest in our common stock. Before investing in our common stock, you should carefully read this entire prospectus and consider, among other things, the matters described under "Risk Factors." While we have formally initiated the public offering process as of this date, there is no assurance that we will actually proceed with the initial public offering or that we will be able to complete the initial public offering of our common stock.

Preferred Stock Warrant Liability

Our outstanding warrants to purchase shares of preferred stock have provisions by which the underlying issuance is contingently redeemable based on events outside of our control and as such are recorded as a liability in accordance with ASC 480-10. Warrants classified as derivative liabilities are recorded on our balance sheet at fair value on the date of issuance and are marked-to-market on each subsequent reporting period. Non-cash changes in the fair value at each reporting period are recognized in the statement of operations. The warrants are measured using the Monte Carlo simulation valuation model and are based, in part, upon inputs where there is little or no market data, requiring us to develop our own independent assumptions related to expected stock-price volatility, expected life and risk-free interest rate. The assumptions used in calculating the estimated fair market value at each reporting period represent our best estimate. We expect that the value of the warrants will fluctuate significantly from period to period.

Emerging Growth Company Status

Under Section 107(b) of the Jumpstart Our Business Startups Act of 2012, or the JOBS Act, an "emerging growth company" can delay the adoption of new or revised accounting standards until such time as those standards would apply to private companies. We have irrevocably elected not to avail ourselves of this exemption and, as a result, we will adopt new or revised accounting standards at the same time as other public companies that are not emerging growth companies. There are other exemptions and reduced reporting requirements provided by the JOBS Act that we are currently evaluating. For example, as an emerging growth company, we are exempt from Sections 14A(a) and (b) of the Exchange Act which would otherwise require us to (i) submit certain executive compensation matters to stockholder advisory votes, such as "say-on-pay," "say-on-frequency" and "golden parachutes" and (ii) disclose certain executive compensation related items such as the correlation between executive compensation and performance and comparisons of our Chief Executive Officer's compensation to our median employee compensation. We also intend to rely on certain other exemptions, which include but are not limited to, providing an auditor's attestation report on our internal controls over financial reporting pursuant to Section 404(b) of the Sarbanes-Oxley Act and complying with any requirement that may be adopted by the PCAOB regarding mandatory audit firm rotation or a supplement to the auditor's report providing additional information about the audit and the financial statements, known as the auditor discussion and analysis.

We will continue to remain an "emerging growth company" until the earliest of the following: the last day of the fiscal year following the fifth anniversary of the date of the completion of this offering; the last day of the fiscal year in which our total annual gross revenues are equal to or more than $1 billion; the date on which we have issued more than $1 billion in nonconvertible debt during the previous three years; or the date on which we are deemed to be a large accelerated filer under the rules of the Securities and Exchange Commission.

Results of Operations

Comparison of Three Months Ended March 31, 2013 and 2012

The following table summarizes our results of operations for the three months ended March 31, 2013 and 2012:

	Three Months Ended March 31, 2013	2012	Change
	(in thousands)		
Operating Expenses:			
Research and development	$ 2,093	$ 1,557	$ 536
General and administrative	1,251	633	618
Loss from operations	(3,344)	(2,190)	(1,154)
Other income (expense):			
Interest expense	(828)	(260)	(568)
Change in fair value of warrant liability	(42)	—	(42)
Other income (expense), net	(25)	1	(26)
Net loss	$ (4,239)	$ (2,449)	$ (1,790)

Research and development expenses

Research and development expenses for the three months ended March 31, 2013 were $2.1 million, compared to $1.6 million for the three months ended March 31, 2012, an increase of $0.5 million. The increase in research and development expenses primarily related to the further clinical development of ETC-1002, including the initiation of two Phase 2a clinical trials.

General and administrative expenses

General and administrative expenses for the three months ended March 31, 2013 were $1.3 million, compared to $0.6 million for the three months ended March 31, 2012, an increase of $0.7 million. The increase in general and administrative expenses was primarily attributable to an increase in professional services provided to us and changes in our headcount.

Interest expense

Non-cash interest expense for the three months ended March 31, 2013 was $0.8 million, compared to $0.3 million for the three months ended March 31, 2012, a $0.5 million increase. The increase in interest expense was primarily related to our issuance of convertible promissory notes in January, September and November 2012, which had a 10% interest rate before being converted into 16,623,092 shares of Series A preferred stock in February 2013, the amortization of debt issuance cost and debt discount associated with the September and November 2012 convertible promissory notes as well as the accrued interest on the 8.931% convertible promissory note issued to Pfizer, which had an outstanding balance of $7,694,643 as of March 31, 2013 and was subsequently converted into 6,750,000 shares of Series A-1 preferred stock on May 29, 2013.

Change in fair value of warrant liability

The outstanding warrants to purchase 1,940,000 shares of our Series A preferred stock require liability classification and mark-to-market accounting at each reporting period in accordance with ASC 480-10. The fair values of the warrants were determined using the Monte Carlo simulation valuation model and resulted in the recognition of a loss of approximately $42,000 related to the change in fair values for the three months ended March 31, 2013.

Other income (expense), net

Other income (expense), net for the three months ended March 31, 2013 was an expense of approximately $25,000 compared to income of approximately $1,000 for the three months ended March 31, 2012, a $26,000 increase. This increase was primarily related to an impairment on our assets held for sale to adjust the carrying value to fair value.

Comparison of Years Ended December 31, 2012 and 2011

The following table summarizes our results of operations for the years ended December 31, 2012 and 2011:

	Years Ended December 31, 2012	Years Ended December 31, 2011	Change
	(in thousands)		
Operating Expenses:			
Research and development	$ 7,998	$ 7,807	$ 191
General and administrative	2,206	2,357	(151)
Loss from operations	(10,204)	(10,164)	(40)
Other income (expense):			
Interest expense	(1,486)	(577)	(909)
Change in fair value of warrant liability	32	—	32
Other income (expense), net	(84)	(76)	(8)
Net loss	$ (11,742)	$ (10,817)	$ (925)

Research and development expenses

Research and development expenses for the year ended December 31, 2012 were $8.0 million, compared to $7.8 million for the year ended December 31, 2011, an increase of $0.2 million primarily related to the further clinical development of ETC-1002, including the initiation of two Phase 2a clinical trials, which includes the initiation and completion of our Phase 2a Glucose Proof-of-Concept clinical trial and the initiation of our Phase 2a Lipid Proof-of-Concept clinical trial.

General and administrative expenses

General and administrative expenses for the year ended December 31, 2012 were $2.2 million, compared to $2.4 million for the year ended December 31, 2011, a decrease of $0.2 million. The decrease in general and administrative expenses was primarily attributable to a decrease in professional consulting services provided to us.

Interest expense

Non-cash interest expense for the year ended December 31, 2012 was $1.5 million, compared to $0.6 million for the year ended December 31, 2011, a $0.9 million increase in interest expense. This increase in interest expense was primarily related to our issuance of convertible promissory notes in January, September and November 2012, which each bear interest at a rate of 10%, as well as the accrued interest on the 8.931% convertible promissory note issued to Pfizer, which had an outstanding balance of $7,528,845 as of December 31, 2012.

Subsequently, the convertible promissory notes issued in January, September and November 2012 were converted into an aggregate of 16,623,092 shares of Series A preferred stock on February 12, 2013, and the Pfizer note was converted into 6,750,000 shares of Series A-1 preferred stock on May 29, 2013.

Change in fair value of warrant liability

The outstanding warrants to purchase 1,940,000 shares of our Series A preferred stock require liability classification and mark-to-market accounting at each reporting period in accordance with ASC 480-10. The fair values of the warrants were determined using the Monte Carlo simulation valuation model and resulted in the recognition of a gain of $32,000 related to the change in fair values for the year ended December 31, 2012.

Other income (expense), net

Other income (expense), net for the year ended December 31, 2012 was an expense of approximately $84,000 compared to an expense of approximately $76,000 for the year ended December 31, 2011, an $8,000 decrease. This decrease was primarily related to a reduction in interest income earned on our money market funds.

Liquidity and Capital Resources

We have funded our operations since inception through private placements of preferred stock, convertible promissory notes and warrants to purchase shares of preferred stock. To date, we have not generated any revenue, and we anticipate that we will continue to incur losses for the foreseeable future. As of March 31, 2013, our primary sources of liquidity were our cash and cash equivalents, which totaled $3.9 million. On April 19, 2013, we issued an aggregate of 17,000,000 shares of Series A preferred stock to funds affiliated with Longitude Capital and certain existing investors, for gross proceeds of $17.0 million. On May 29, 2013, we entered into a stock purchase agreement pursuant to which we sold 6,750,000 shares of our Series A-1 preferred stock at a price of $1.1560 per share, which purchase price was paid through the cancellation of all outstanding indebtedness, including accrued interest, under the Pfizer note, which had an outstanding balance, including accrued interest, of $7.8 million as of May 29, 2013. We invest our cash equivalents and short-term investments in highly liquid, interest-bearing investment-grade and government securities to preserve principal.

In its report accompanying our audited financial statements for the year ended December 31, 2012 included elsewhere in this prospectus, our independent registered public accounting firm included a "going concern" explanatory paragraph. A "going concern" opinion means, in general, that our independent registered public accounting firm has substantial doubt about our ability to continue our operations without an additional infusion of capital from external sources.

The following table summarizes the primary sources and uses of cash for the periods presented below:

	Years Ended December 31,		Three Months Ended March 31,	
	2012	2011	2013	2012
	(in thousands)			
Cash (used in) operating activities	$ (10,809)	$ (9,069)	$ (2,627)	$ (2,686)
Cash provided by (used in) investing activities	(2)	509	1	(6)
Cash provided by financing activities	15,751	6,716	—	6,000
Net increase (decrease) in cash and cash equivalents	$ 4,940	$ (1,844)	$ (2,626)	$ 3,308

Operating Activities

We have incurred, and expect to continue to incur, significant costs in the areas of research and development, regulatory and other clinical trial costs, associated with our development of ETC-1002.

Net cash used in operating activities totaled $10.8 million and $9.1 million for the years ended December 31, 2012 and 2011, respectively, and $2.6 million and $2.7 million for the three months ended March 31, 2013 and 2012, respectively. The primary use of our cash was to fund the development of ETC-1002, adjusted for non-cash expenses, such as depreciation and amortization, interest expense, mark-to-market of our warrant liability and changes in working capital.

Investing Activities

Net cash used in investing activities of $1,700 in the year ended December 31, 2012 consisted primarily of property and equipment purchases, partially off-set by our sale of certain assets. Net cash provided by investing activities in the year ended December 31, 2011 consisted primarily of $0.5 million in proceeds received from maturities of short-term investments to fund our operations.

Financing Activities

Net cash provided by financing activities in the year ended December 31, 2012 consisted primarily of $15.7 million in proceeds received in January, September and November 2012 from the sale and issuance of convertible promissory notes and, in connection with the September and November 2012 issuances, warrants to purchase shares of preferred stock. Net cash provided by financing activities in the year ended December 31, 2011 consisted primarily of $6.7 million in proceeds received from the sale and issuance of 6,700,000 shares of our Series A preferred stock.

On April 19, 2013, we issued and sold an aggregate of 17,000,000 shares of our Series A preferred stock at a price of $1.00 per share for gross proceeds of $17.0 million to Dr. Newton and affiliated funds of Longitude Capital, Alta Partners, Aisling Capital, Domain Partners, Asset Management and Arboretum Ventures. Each share of Series A preferred stock issued in this financing is initially convertible into one share of our common stock. Upon the closing of the financing, Patrick Enright of Longitude Capital became a member of our board of directors.

Plan of Operations and Funding Requirements

ETC-1002 is currently in Phase 2 clinical development, and we expect to continue to incur significant expenses and increasing operating losses for the foreseeable future. We expect that the net proceeds from this offering, together with our existing cash and cash equivalents, will enable us to fund our operating expenses and capital expenditures requirements through our currently anticipated Phase 2b clinical trials of ETC-1002 and end of Phase 2 meeting with the FDA, and that we will likely need to raise additional capital to thereafter continue to fund the further development of ETC-1002 and our operations. We expect to announce top-line results from our latest currently anticipated Phase 2b clinical trial in the fourth quarter of 2014 and to have our end of Phase 2 meeting with the FDA in the first quarter of 2015. We have based these estimates on assumptions that may prove to be wrong, and we may use our available capital resources sooner than we currently expect. Because of the numerous risks and uncertainties associated with the development and commercialization of ETC-1002, and the extent to which we may enter into collaborations with pharmaceutical partners regarding the development and commercialization of ETC-1002, we are unable to estimate the amounts of increased capital outlays and operating expenses associated with completing the development and commercialization of ETC-1002. Our future funding requirements will depend on many factors, including, but not limited to:

- our ability to successfully develop and commercialize ETC-1002 and our other product candidates;
- the costs, timing and outcomes of our ongoing and planned clinical trials of ETC-1002;
- the time and cost necessary to obtain regulatory approvals for ETC-1002, if at all;

- our ability to establish a sales, marketing and distribution infrastructure to commercialize ETC-1002 in the United States and abroad or our ability to establish any future collaboration or commercialization arrangements on favorable terms, if at all;

- future costs in connection with building outsourced manufacturing capacity for ETC-1002;

- the costs of preparing, filing and prosecuting patent applications, maintaining and enforcing our intellectual property rights and defending intellectual property-related claims; and

- the implementation of operational and financial information technology.

Until such time, if ever, as we can generate substantial product revenues, we expect to finance our cash needs through a combination of equity offerings, debt financings, collaborations, strategic alliances and licensing arrangements. We do not have any committed external source of funds. To the extent that we raise additional capital through the sale of equity or convertible debt securities, the ownership interest of our stockholders will be diluted, and the terms of these securities may include liquidation or other preferences that adversely affect your rights as a common stockholder. Debt financing, if available, may involve agreements that include covenants limiting or restricting our ability to take specific actions, such as incurring additional debt, making capital expenditures or declaring dividends. If we raise additional funds through collaborations, strategic alliances or licensing arrangements with pharmaceutical partners, we may have to relinquish valuable rights to our technologies, future revenue streams or ETC-1002 or grant licenses on terms that may not be favorable to us. If we are unable to raise additional funds through equity or debt financings or through collaborations, strategic alliances or licensing arrangements when needed, we may be required to delay, limit, reduce or terminate our product development or future commercialization efforts or grant rights to develop and market ETC-1002 that we would otherwise prefer to develop and market ourselves.

Contractual Obligations and Commitments

We lease office and laboratory space in Plymouth, MI under an operating lease agreement expiring on October 2, 2013. We have options to renew this lease for two additional five year terms.

The following table summarizes our future minimum lease obligations as of December 31, 2012:

	Total	Less than 1 Year	1-3 Years	3-5 Years	More than 5 Years
			(in thousands)		
Operating leases	$ 287	$ 287	$ —	$ —	$ —
Total	$ 287	$ 287	$ —	$ —	$ —

The following table summarizes our future minimum lease obligations as of March 31, 2013:

	Total	Less than 1 Year	1-3 Years	3-5 Years	More than 5 Years
			(in thousands)		
Operating leases	$ 144	$ 144	$ —	$ —	$ —
Total	$ 144	$ 144	$ —	$ —	$ —

We are also party to a license agreement pursuant to which we are obligated to make future minimum annual payments of $50,000 in years during which milestone payments are not triggered under the agreement. In addition, we are also contractually obligated to issue up to an aggregate of 80,000 shares of common stock upon various milestones set forth in the agreement.

Off-Balance Sheet Arrangements

We do not currently have, nor did we have during the periods presented, any off-balance sheet arrangements as defined by Securities and Exchange Commission rules.

Recently Issued Accounting Pronouncements

In July 2012, the Financial Accounting Standards Board, or FASB, issued Accounting Standards Update (ASU) 2012-02, Testing Indefinite-Lived Intangible Assets for Impairment. The guidance allows companies, at their option, to perform a qualitative assessment of indefinite-lived assets to determine if it is more likely than not that the fair value of the asset exceeds its carrying value. If analysis of the qualitative factors results in the fair value of the indefinite-lived asset exceeding the carrying value, then performing the quantitative assessment is not required. This guidance is effective for interim and annual periods beginning after December 15, 2012. The adoption of this standard is not expected to have a material impact on our financial statements.

In June 2011, the FASB issued ASU 2011-05 which is an amendment to the accounting guidance for presentation of comprehensive income. Under the amended guidance, a company has the option to present the total of comprehensive income, the components of net income and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. In either case, a company is required to present each component of net income along with total net income, each component of other comprehensive income along with a total for other comprehensive income and a total amount for comprehensive income. The amendment is effective for fiscal years ending, and interim periods within those years, beginning after December 15, 2012. The adoption of this update did not have a material impact on our financial statements.

In May 2011, the FASB issued ASU 2011-04 which is an amendment to the accounting guidance on fair value measurements. This accounting standard update clarifies the application of existing fair value measurement guidance and expands the disclosure of fair value measurements that are estimated using significant unobservable (Level 3) inputs. The amendments were effective on a prospective basis for annual and interim reporting periods beginning after December 15, 2011. The adoption of this standard did not have a material impact on our financial statements.

Quantitative and Qualitative Disclosures about Market Risk

We had cash and cash equivalents of approximately $6.5 million and $1.6 million at December 31, 2012 and 2011, respectively and approximately $3.9 million at March 31, 2013. The primary objectives of our investment activities are to preserve principal, provide liquidity and maximize income without significantly increasing risk. Our primary exposure to market risk relates to fluctuations in interest rates which are affected by changes in the general level of U.S. interest rates. Given the short-term nature of our cash equivalents, we believe that a sudden change in market interest rates would not be expected to have a material impact on our financial condition and/or results of operation. We do not have any foreign currency or other derivative financial instruments.

We do not believe that our cash, cash equivalents and available-for-sale investments have significant risk of default or illiquidity. While we believe our cash and cash equivalents do not contain excessive risk, we cannot provide absolute assurance that in the future our investments will not be subject to adverse changes in market value. In addition, we maintain significant amounts of cash and cash equivalents at one or more financial institutions that are in excess of federally insured limits.

Inflation generally affects us by increasing our cost of labor and clinical trial costs. We do not believe that inflation has had a material effect on our results of operations during the years ended December 31, 2012 and 2011 or for the three months ended March 31, 2013 and 2012.

BUSINESS

Overview

We are a biopharmaceutical company focused on the research, development and commercialization of therapies for the treatment of patients with elevated levels of low-density lipoprotein cholesterol (LDL-C) and other cardiometabolic risk factors. ETC-1002, our lead product candidate, is a novel, first in class, orally available, once-daily small molecule therapy designed to target known lipid and carbohydrate metabolic pathways to lower levels of LDL-C and to avoid many of the side effects associated with existing LDL-C lowering therapies. To date, we have treated 275 subjects in six completed clinical trials, including three Phase 2a clinical trials. We own the exclusive worldwide rights to ETC-1002 and our other product candidates.

Our founder, Executive Chairman and Chief Scientific Officer, Roger S. Newton, Ph.D., FAHA, co-discovered the statin marketed as Lipitor® (atorvastatin calcium), the most prescribed LDL-C lowering therapy in the world and the best-selling drug in the history of the pharmaceutical industry. We believe our management team has demonstrated expertise in understanding cholesterol biosynthesis and other related cardiometabolic pathways, the strengths and weaknesses of currently marketed therapies and the ability to recognize the potential of novel cholesterol regulating therapies.

Statins are the current standard of care for LDL-C lowering for approximately 30 million patients in the United States. However, based upon a recent academic survey, we estimate that more than 2 million U.S. adults have discontinued statin therapy because of muscle pain or weakness. We believe that ETC-1002, if approved, has the potential to become the preferred once-daily, oral therapy for patients who are unable to tolerate statin therapy. We also believe, because symptoms of muscle pain or weakness occur in up to 20% of patients on statin therapy in clinical practice, the size of the statin intolerant market is poised to grow should an effective non-statin therapy become available.

On June 7, 2013 we reported top-line data for our Phase 2a clinical trial evaluating ETC-1002 as an LDL-C lowering agent specifically in patients with a history of intolerance to two or more statins. This clinical trial met its primary endpoint, demonstrating that ETC-1002 lowered LDL-C by an average of 32%. ETC-1002 was well tolerated and no patients treated with ETC-1002 discontinued the trial because of muscle pain or weakness. We expect to initiate a larger Phase 2b clinical trial in this targeted population by the end of 2013 and to report top-line results by the end of 2014. Our completed Phase 2a clinical trials have demonstrated significant average LDL-C reductions as high as 43% and reductions comparable to statins in levels of high sensitivity C-reactive protein, or hsCRP, a key marker of inflammation. Zetia and Welchol, the most prescribed therapies for elevated LDL-C levels other than statins, have each reported LDL-C lowering of up to 18% in pivotal clinical trials while having no impact on hsCRP.

We also intend to advance the development of ETC-1002 as a therapy for patients currently on statin therapy but who are unable to achieve their LDL-C goals. These patients, known as residual risk patients, remain at increased risk for cardiovascular disease. The Centers for Disease Control and Prevention, or CDC, estimates there are approximately 11 million adults in the United States in this residual risk patient population. We are currently evaluating the efficacy and interaction of ETC-1002 and a 10 mg dose of atorvastatin calcium in an ongoing Phase 2a clinical trial, and we expect to initiate a larger Phase 2b clinical trial in this patient population by the end of 2013 and to report top-line results by the end of 2014.

Based upon its dual mechanism of action, we believe there are a number of additional specific patient populations in which ETC-1002 could have a beneficial effect. For example, the FDA recently warned of the link between the use of statins and an increased risk for the development of type 2 diabetes and worsening of glucose control. By contrast, in our Phase 2a clinical trial in patients with type 2 diabetes, ETC-1002 lowered LDL-C by an average of 43% without increasing blood glucose levels. A significant number of patients with elevated levels of LDL-C, or hypercholesterolemia, have one or more additional cardiometabolic risk factors that are poorly controlled, including elevated levels of hsCRP, blood glucose, blood pressure and excess weight. Post hoc analyses of data from our completed clinical trials have shown that ETC-1002 could potentially have a beneficial impact on one or more of these cardiometabolic risk factors.

We were founded in January 2008 by former executives of and investors in the original Esperion Therapeutics, Inc., a biopharmaceutical company, which was primarily focused on the research and development of therapies to regulate high-density lipoprotein cholesterol, or HDL-C. After successfully completing a Phase 2a clinical trial with its synthetic HDL therapy, the original Esperion was acquired by Pfizer Inc. in 2004. ETC-1002 was first discovered at the original Esperion and we subsequently acquired the rights to it from Pfizer in 2008. To date, we have raised approximately $57 million to develop ETC-1002.

Our Strategy

Our objective is to be a leader in the discovery, development and commercialization of novel therapies for the treatment of patients with hypercholesterolemia and other cardiometabolic risk factors. The core elements of our strategy include:

- ***Rapidly advance the clinical development of ETC-1002 as a novel, first in class, orally available, once-daily, small molecule therapy for hypercholesterolemic patients who are statin intolerant.*** On June 7, 2013, we announced top-line efficacy and safety results from ETC-1002-006, our Phase 2a clinical trial in patients with elevated LDL-C and a history of intolerance to two or more statins. We plan to initiate a Phase 2b clinical trial in approximately 200 statin intolerant patients by the end of 2013 and to report top-line results by the end of 2014. This Phase 2b clinical trial will include a comparison with Zetia (ezetimibe), which we believe is currently the most prescribed non-statin LDL-C lowering therapy. Zetia's worldwide sales total more than $2.5 billion, approximately half of which are for the treatment of statin intolerant patients. While we have not yet completed any comparative clinical trials, Zetia has reported LDL-C lowering of up to an average of 18% in two pivotal clinical trials and ETC-1002 has demonstrated LDL-C lowering up to an average of 43% in clinical trials to date. Because of its superior LDL-C lowering and an attractive safety profile, we believe that ETC-1002, if approved, has the potential to become the preferred orally available, once-daily LDL-C lowering small molecule therapy for hypercholesterolemic patients who are unable to tolerate statin therapy.

- ***Demonstrate ETC-1002's potential as an add-on therapy for residual risk patients, those who cannot achieve their LDL-C goals despite the use of statin therapy.*** In the third quarter of 2013, we expect to announce top-line efficacy and safety results from ETC-1002-007, our Phase 2a clinical trial using increasing doses of ETC-1002 as an add-on to atorvastatin calcium. We plan to initiate a Phase 2b clinical trial in approximately 200 residual risk patients by the end of 2013. Residual risk patients in our Phase 2b clinical trial will receive multiple dose strengths of ETC-1002 in tandem with atorvastatin calcium. Today, residual risk patients are often prescribed fixed combination statin therapies, including Vytorin (ezetimibe and simvastatin), Advicor (niacin extended release and lovastatin) and Simcor (niacin and simvastatin). The leading fixed combination therapy, Vytorin, reported worldwide sales of $1.7 billion in 2012. As compared to new higher-cost biologic LDL-C lowering therapies currently in development, we believe that, if approved, ETC-1002's convenient once-daily, oral dosage form and expected competitive pricing will make it an attractive statin add-on therapy for residual risk patients.

- ***Develop ETC-1002 for LDL-C lowering in targeted patient populations, and develop our other product candidates to treat cardiometabolic risk factors in additional patient populations.*** We may initiate additional clinical trials to explore ETC-1002 as a potential therapy for patients with multiple cardiometabolic risk factors, including elevated levels of hsCRP, blood glucose, blood pressure and excess weight. In addition, we may advance the clinical development of two early-stage product candidates to which we own the exclusive worldwide rights: ESP41091, an oral therapy for patients with multiple cardiometabolic risk factors; and 4WF, a synthetic HDL therapy to reverse the deleterious effects of atherosclerosis.

- ***Leverage the expertise of our experienced team of drug developers that are expert in the development of small molecule and biologic cholesterol regulating therapies.*** Esperion is led by Dr. Roger S. Newton, the CEO of the original Esperion and the co-discoverer of Lipitor, which achieved NDA approval in only six years from IND filing. The original Esperion pioneered the development of apoA-I Milano, the only synthetic HDL therapy to demonstrate regression of atherosclerosis in human subjects. Dr. Newton is joined by an experienced group of pre-clinical and clinical drug developers with prior success in the development of lipid regulating therapies. Our key strengths lie in our understanding of the biology of cholesterol biosynthesis and other complex metabolic pathways and our ability to discover and develop novel therapies to modulate targets in these pathways.

- ***Maintain flexibility in commercializing and maximizing the value of our development programs.*** We may enter into strategic relationships with biotechnology or pharmaceutical companies to realize the full value of ETC-1002 or our other earlier-stage development programs. For ETC-1002, we may enter into one or more strategic relationships to access broader geographic markets, pursue broader LDL-C lowering indications and populations or pursue indications outside of LDL-C lowering.

Product Pipeline

The following table summarizes the current status of our product development pipeline:

Product Candidate	Targeted Indication	Stage of Clinical Development	Development Status
ETC-1002	LDL-C lowering in statin intolerant patients	Phase 2a	• Completed Phase 2a (ETC-1002-006) and announced top-line results on June 7, 2013 • Expect to initiate Phase 2b (ETC-1002-008) in Q4 2013
	LDL-C lowering in residual risk patients	Phase 2a	• Top-line data from Phase 2a (ETC-1002-007) expected Q3 2013 • Expect to initiate Phase 2b (ETC-1002-009) in Q4 2013
	LDL-C lowering in additional specific patient populations	Phase 2a	• Completed first Phase 2a (ETC-1002-005) in type 2 diabetes patient population
ESP41091	Type 2 diabetes and obesity	Pre-clinical	• Pre-clinical studies ongoing
4WF	Low HDL	Pre-clinical	• Pre-clinical studies ongoing

ETC-1002

ETC-1002 is a novel, first in class, orally available, once-daily LDL-C lowering small molecule therapy with unique dual mechanisms of action that have the potential to regulate both lipid and carbohydrate metabolism. ETC-1002 is differentiated from statins because it acts at an earlier step in the cholesterol biosynthetic pathway. ETC-1002 operates through two separate mechanisms of action. ETC-1002 works by inhibiting ATP citrate lyase (ACL) and activating 5'-adenosine monophosphate-activated protein kinase (AMPK). Its regulation of ACL and AMPK is complementary, since both enzymes are known to play significant roles in the synthesis of cholesterol and glucose in the liver. By inhibiting cholesterol synthesis in the liver, ETC-1002 causes the liver to take up LDL particles from the blood, which reduces blood LDL-C levels.

Although both ETC-1002 and statins reduce LDL-C levels to a similar extent, they do so through distinct mechanisms of action that target different enzymes that are important to the cholesterol synthesis pathway. ETC-1002 has dual mechanisms of action that activate AMPK and inhibit ACL, whereas statins have a mechanism of action that directly inhibits the rate-limiting enzyme, HMG-CoA reductase. Reductions in LDL-C levels resulting from statin therapy are ultimately due to reduced cholesterol synthesis and an increase in the number of LDL receptors in the liver. By inhibiting ACL, ETC-1002 results in LDL-C lowering comparable to statins, and we believe, may be complementary and additive for further lowering of LDL-C when used in combination with statins.

Dr. Newton and his scientific team first discovered ETC-1002 at the original Esperion, and we subsequently acquired its exclusive worldwide rights from Pfizer in 2008. Initially, we intend to seek approval of ETC-1002 as a therapy for patients with elevated levels of LDL-C who are unable to tolerate statin therapy due to muscle pain or weakness. Subsequently, we expect that we will seek approval of ETC-1002 in a broader population of patients who are unable to achieve their LDL-C goals despite being on a statin regimen and therefore remain at an increased risk for cardiovascular disease.

Cardiovascular Disease and Hypercholesterolemia

Cardiovascular disease, which results in heart attacks, strokes and other cardiovascular events, represents the number one cause of death and disability in western societies. The American Heart Association estimates that approximately 800,000 deaths in the United States were caused by cardiovascular disease in 2009.

Elevated LDL-C is well-accepted as a significant risk factor for cardiovascular disease and the CDC estimates that 71 million U.S. adults have elevated levels of LDL-C. A consequence of elevated LDL-C is atherosclerosis, which is a disease that is characterized by the deposition of excess cholesterol and other lipids in the walls of arteries as plaque. The development of atherosclerotic plaques often leads to cardiovascular disease. The risk relationship between elevated LDL-C and cardiovascular disease was first defined by the Framingham Heart Study, which commenced in 1948 to define the factors that contributed to the development of cardiovascular disease. The study enrolled participants who did not have any form of cardiovascular disease and followed them over a long period of time. Elevated LDL-C and elevated blood pressure were identified early on as key risk factors for the eventual development of cardiovascular disease.

The hypothesis that lowering elevated levels of LDL-C would translate into reduced risk of cardiovascular disease was first proven in 1984 with the publication of the Lipid Research Clinics Coronary Primary Prevention Trial. In this study, treatment with cholestyramine, a bile acid sequestrant, showed a 20% reduction in LDL-C and, importantly, a 19% reduction in risk of cardiovascular disease death or nonfatal myocardial infarction, or heart attack. This was the first major clinical study to demonstrate a direct relationship between lowering LDL-C levels and reduced risk of major cardiovascular events.

The first marketed statin, lovastatin, was approved for use in the United States in 1987 based on its ability to significantly lower elevated LDL-C levels. That same year, the National Cholesterol Education Program issued its first guidelines for the diagnosis and treatment of patients with hypercholesterolemia. Over the subsequent 20 years, seven more statins were approved for use to lower elevated LDL-C levels.

In 1994, the first clinical outcomes study with a statin was published. This study demonstrated a significant reduction in risk for total mortality and major cardiovascular events. A series of additional clinical outcomes studies with statins have each shown that lowering elevated LDL-C translated into reduced major cardiovascular events. The relationship between the extent of LDL-C lowering and reduction in cardiovascular risk appeared to be linear, which has supported a "lower is better" hypothesis. This hypothesis was tested and proven in the PROVE-IT (Pravastatin or Atorvastatin Evaluation and Infection Therapy) study where an on-treatment LDL-C level of 62 mg/dL associated with atorvastatin treatment translated into a statistically significant 16% reduction in risk of major cardiovascular events as compared with the 95 mg/dL on-treatment LDL-C level associated with pravastatin.

The direct relationship between lower LDL-C levels and reduced risk for major cardiovascular events has been consistently demonstrated for more than a decade in 14 clinical trials involving more than 90,000 patients. As a result, physicians are highly focused on lowering LDL-C levels in their patients, and we believe there is a trend towards even more aggressive LDL-C lowering. For example, in the United States, increasing attention has been placed on aggressive LDL-C management by organizations such as the National Cholesterol Education Program, or NCEP, the American Heart Association, and the American College of Cardiology. Additionally, both the Canadian Cardiovascular Society and the Joint British Societies have supported even lower LDL-C treatment targets for high-risk patients. This has led to the combination of statins with other treatments, such as Zetia.

In July 2004, the NCEP issued an update to its Adult Treatment Panel III (ATP III) clinical practice guidelines on cholesterol management, advising physicians to consider new, more intensive treatment options for people at very high risk, high risk and moderately high risk for cardiovascular disease. The LDL-C goals in these updated clinical practice guidelines, which are presented below, contemplate initiating drug therapy at lower LDL-C thresholds, expanding the number of potential patients for LDL-C lowering therapy.

NCEP ATP III Clinical Practice Guidelines

Patient Cardiovascular Disease Risk	LDL-C Goal
Very High Risk	< 70 mg/dL
Cardiovascular Disease and Cardiovascular Disease Risk Equivalent	< 100 mg/dL
Multiple (2+) Risk Factors	< 130 mg/dL
0-1 Risk Factor	< 160 mg/dL

We believe LDL-C treatment targets will continue to evolve. For example, in 2011, the European Society of Cardiology and the European Atherosclerosis Society published updated guidelines for the treatment of patients with lipid disorders. In patients at the highest level of risk, the goal of therapy is less than 70 mg/dL or greater than 50% lowering of LDL-C when the goal of less than 70 mg/dL cannot be reached.

Currently Approved Therapies

The following table illustrates common therapies used to treat hypercholesterolemia:

Class of Therapy	Labeled Indication	Average LDL-C Change from Baseline	Key Side Effects
Statins	Reduction in LDL-C	Up to 63%	• Skeletal muscle effects (e.g., myopathy and rhabdomyolysis) • FDA recently warned that people being treated with statins may have an increased risk of raised blood sugar levels and the development of type 2 diabetes
Fixed combination therapies	Reduction in LDL-C	Up to 63%	• Includes a statin as one of the underlying therapies and therefore contains the same side effects outlined above
Bile acid sequestrants	Reduction in LDL-C(1)	Up to 20%	• Gastrointestinal disorders
Cholesterol absorption inhibitors	Reduction in LDL-C	Up to 18%	• Limited
Niacin	Reduction in LDL-C; Reduction in recurrent myocardial infarction	Up to 17%	• Flushing (i.e., warmth or redness) hepatic toxicity and skeletal muscle effects
Fibrates	Reduction in triglycerides and LDL-C	Up to 21%	• Gallstones, skeletal muscle effects and liver disorders

(1) Welchol, a bile acid sequestrant, is also approved for improving glycemic control in adults with type 2 diabetes.

Other Approved Therapies for Specific Populations

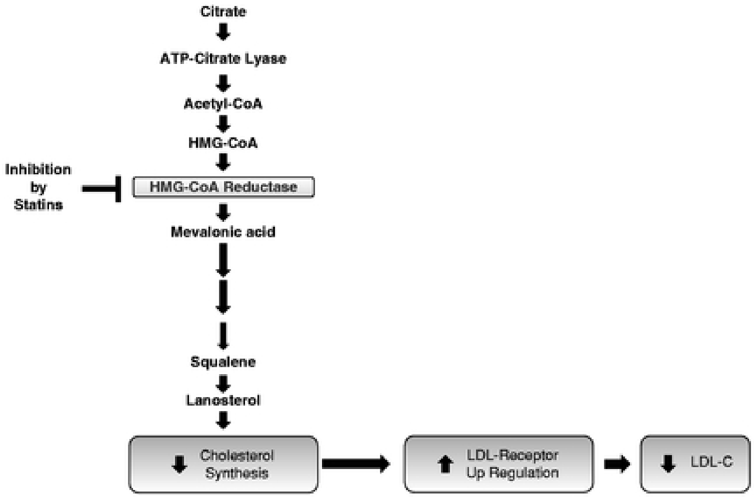
A small subpopulation of patients with extremely elevated levels of LDL-C, estimated to be approximately 300 patients in the U.S., suffer from homozygous familial hypercholesterolemia, or HoFH. HoFH is a serious and rare genetic disease and patients with HoFH lack or have dysfunctional receptors and as a result, cannot remove LDL particles and LDL-C from the blood. As a result, untreated HoFH patients typically have LDL-C levels in the range of 450 mg/dL to 1,000 mg/dL. MTP inhibitors and ApoB antisense drugs are approved therapies to treat patients with a clinical or laboratory diagnosis of HoFH. Given the serious safety concerns with these therapies, specifically hepatotoxicity, the FDA has restricted their usage to this narrow subpopulation.

Statin Therapy

Statins are the cornerstone of lipid treatment today and are highly effective at lowering LDL-C. This class of drugs includes atorvastatin calcium, marketed as Lipitor®, the most prescribed LDL-C drug in the world and the best-selling pharmaceutical in history. Approximately 25% of Americans over the age of 45 from 2005 to 2008 were treated for elevated LDL-C levels with a statin therapy, according to a National Health and Nutrition Examination Survey.

Statins are selective, competitive inhibitors of HMG-CoA reductase, a rate-limiting enzyme in the cholesterol biosynthesis pathway, and work primarily in liver cells. Statin inhibition of cholesterol synthesis increases the number of LDL receptors on the surface of liver cells. This increase in LDL receptors enhances uptake of LDL particles into liver cells from the circulation, thus lowering LDL-C levels.

An illustration of a statin's mechanism of action is as follows:



The benefits of statin use in lowering LDL-C levels and improving cardiovascular outcomes are well documented. Despite the effectiveness of statins and their broad market acceptance, there is a significant subset of patients who are unable to tolerate statins due to muscle pain or weakness, memory loss or increased glucose levels, or who are otherwise unable to reach their LDL-C goal on statin therapy alone. In rare but extreme cases, statins can lead to muscle breakdown, kidney failure and death. In addition, the FDA has recently warned that statins can cause hyperglycemia, an increase in blood sugar levels and create an increased risk of worsening of glycemic control and of new onset diabetes. There are approximately 37 million U.S. adults with elevated LDL-C levels who are not on an LDL-C lowering therapy. For these reasons, we believe there is a need for novel therapies to treat patients with hypercholesterolemia.

Statin Intolerance—Initial Market Opportunity for ETC-1002

We are initially pursuing the clinical development of ETC-1002 as a therapy for patients with hypercholesterolemia who are statin intolerant. Based upon our communications with the FDA, we define statin intolerance as the inability to tolerate at least two statins, one of which was taken at the lowest approved dose, due to skeletal muscle pain, aches, weakness or cramping, that manifested or increased during statin therapy and stopped upon the discontinuation of statin usage.

Patient adherence to statin therapy is suboptimal. Various studies estimate that more than 50% of patients stop taking statins within one year of initiating treatment. Not surprisingly, poor statin adherence is associated with worse cardiovascular outcomes. Although several reasons are cited for poor adherence, muscle pain or weakness is the most common side effect experienced by statin users and the most common cause for discontinuing therapy.

According to the USAGE survey, an approximately 10,000 patient academic study of current and former statin users published during 2012 in the Journal of Clinical Lipidology, 12% of patients on statins discontinue therapy and 62% of these patients cited side effects as the reason for discontinuation. More than 86% of patients who discontinued therapy because of side effects cited muscle pain or weakness as the reason. Based upon these data, approximately 6% of statin users, or more than 2 million adults in the United States, ceased therapy because of muscle pain or weakness and are therefore statin intolerant.

Moreover, a significant proportion of patients remain on statin therapy despite experiencing muscle-related side effects. The rate of occurrence in the clinical setting, as highlighted by the USAGE survey, is significantly higher than the up to 5% rate reported by subjects in the controlled environment of clinical trials. The USAGE survey reported that 25% of patients currently on statins have muscle-related side effects. Similarly, a study published in the Journal of General Internal Medicine in August 2008 estimated that up to 20% of statin-treated patients in clinical practice complained of muscle pain. Accordingly, we believe that in the presence of a safe and efficacious non-statin, oral, once-daily, small molecule LDL-C lowering therapy, the statin intolerant market could grow substantially.

Available data suggest there are two therapies prescribed most frequently for statin intolerant patients. Neither of these therapies is as effective at lowering LDL-C levels as statins. The following table summarizes what we believe to be the two most prescribed therapies available for statin intolerant patients in the United States along with their corresponding 2012 sales:

Approved Drug	Class of Therapy	2012 U.S. Sales			Average LDL-C Change from Baseline
			Stain Intolerant Population (estimate)		
		Total	% of Total	$	
Zetia	Cholesterol absorption inhibitors	$1.3 billion	50%	$650 million	Up to 18%
Welchol	Bile acid sequestrants	$382 million	45%	$170 million	Up to 20%

Cholesterol absorption inhibitors and bile acid sequestrants each have a mechanism of action that is different from that of a statin, thereby providing an alternative for patients that are intolerant to statins. While these therapies generally lack the muscle pain and weakness side effect commonly associated with statins, these therapies only result in modest LDL-C reductions. We believe these modest LDL-C lowering capacities are often insufficient for most hypercholesterolemic patients to reach their LDL-C goals.

Residual Risk Patients—Subsequent Market Opportunity for ETC-1002

In addition to developing ETC-1002 for the treatment of statin intolerant patients, we expect to continue to develop ETC-1002 as an add-on therapy for hypercholesterolemic patients who are unable to reach their recommended LDL-C goals despite the use of statin therapy. The severity of hypercholesterolemia in these patients, their level of residual cardiovascular disease risk and their therapeutic options all vary widely.

A small portion of residual risk patients, particularly those with HoFH, have LDL-C levels in the range of 450 mg/dL to 1,000 mg/dL. At the other end of the spectrum, a small segment of residual risk patients could potentially achieve their LDL-C goal with modest changes to diet and exercise.

We believe the overwhelming majority of residual risk patients have LDL-C levels between these two extreme ranges and would benefit from additional therapeutic intervention. To avoid any increase in statin dose or, after increasing statin therapy to the patient's maximum tolerated dose, clinicians today often switch patients to fixed combination once-daily, oral small molecule therapies, such as Vytorin (ezetimibe and simvastatin), Advicor (niacin extended release and lovastatin) and Simcor (niacin simvastatin). In 2012, U.S. sales of Vytorin were $760.0 million. A significant number of these patients also receive Zetia or Welchol in addition to their statin, to achieve their LDL-C goal. In 2012, combined U.S. sales of Zetia and Welchol were $1.7 billion.

The CDC estimates that there are approximately 11 million residual risk patients in the United States. Using data from the Centers for Disease Control and Prevention study, "Vital Signs: Prevalence, Treatment, and Control of High Levels of Low-Density Lipoprotein Cholesterol—United States, 1999 – 2002 and 2005 – 2008," we estimate that 70% of the 11 million residual risk patients in the

United States, or 7.7 million people, are within 30% of their LDL-C goal. While there are a number of therapeutic alternatives for residual risk patients, we expect that patients, clinicians and payors will continue to first seek once-daily, oral small molecule therapies which have been the standard of the LDL-C lowering therapy market.

Additional Therapies in Development—PCSK9 Inhibitors

A number of larger biopharmaceutical companies are currently developing a new class of biologic therapies that target proprotein convertase subtilisin/kexin type 9, or PCSK9, an enzyme that binds LDL receptors. These PCSK9 inhibitors, which are still in clinical development, are injectable, fully-human antibodies that are being evaluated as potential therapies to lower LDL-C, including in patients who are statin intolerant or who have residual risk. In July 2012, Sanofi and Regeneron Pharmaceuticals, Inc. announced that they had commenced several Phase 3 clinical trials of SAR236553/REGN727, their PCSK9 inhibitor. Amgen Inc. announced that it expects to commence Phase 3 clinical trials of AMG-145, its PCSK9 inhibitor, in 2013. In monotherapy clinical trials to date, PCSK9 inhibitors have demonstrated significant reductions of LDL-C, up to 51% in monotherapy. The PCSK9 inhibitors, if approved, could be an effective therapeutic alternative for statin intolerant patients or as an add on to, statin therapy. Notwithstanding this efficacy, we believe the adoption of PCSK9 inhibitor therapy by payors, physicians, and patients will be impacted by the higher costs of biologic therapies and the inconvenience of injection therapies.

Clinical Experience

To date, ETC-1002 has been studied in six clinical trials across four separate patient populations: healthy volunteers; patients with elevated LDL-C levels; patients with type 2 diabetes and elevated LDL-C levels; and patients with a history of statin intolerance to two or more statins. These clinical trials consisted of three Phase 2a clinical trials and three Phase 1 clinical trials. The individual design and results of each of our completed clinical trials are discussed below.

Completed Clinical Trials

To date, we have completed the following clinical trials of ETC-1002:

Description	Title	Treatment Duration	Subjects	
			Total	Treated
ETC-1002-006	**Phase 2a Proof of Concept Clinical Trial in Patients with Hypercholesterolemia and a History of Statin Intolerance** Placebo-controlled, randomized, double-blind, parallel group, multicenter study to evaluate the efficacy and safety of ETC-1002 in patients with hypercholesterolemia and a history of intolerance to two or more statins	8 Weeks	56	37
ETC-1002-005	**Phase 2a Proof of Concept Clinical Trial in Patients with Type 2 Diabetes** Placebo-controlled, randomized, double-blind, parallel group, single site clinical trial to evaluate the LDL-C lowering efficacy and safety of ETC-1002 in patients with type 2 diabetes	4 Weeks	60	30
ETC-1002-004	**Phase 1b Multiple-Dose Tolerance Greater Than 120 mg Clinical Trial** Multiple ascending dose clinical trial to evaluate safety, tolerability and pharmacokinetics (PK) of ETC-1002 in doses greater than 120 mg once-daily in healthy subjects	2 Weeks	24	18
ETC-1002-003	**Phase 2a Proof of Concept Clinical Trial in Hypercholesterolemic Patients** Placebo-controlled, randomized, double-blind, parallel group, multicenter clinical trial to evaluate the LDL-C lowering efficacy and safety of ETC-1002 in patients with hypercholesterolemia and either normal or elevated triglycerides	12 Weeks	177	133
ETC-1002-002	**Phase 1b Multiple-Dose Tolerance Clinical Trial** Multiple ascending dose clinical trial to evaluate safety, tolerability, PK and pharmacodynamics (PD) of ETC-1002 in doses of up to 120 mg once-daily in healthy subjects	2 Weeks / 4 Weeks	53	39
ETC-1002-001	**Phase 1a Single-Dose Tolerance Clinical Trial** First-in-human single-dose clinical trial to evaluate safety, tolerability and PK of ETC-1002 in healthy subjects	Single Dose	18	18

Across all these completed clinical trials, ETC-1002 has been well-tolerated and not associated with serious side effects. There has been only one serious adverse event, or SAE, in subjects and patients dosed with ETC-1002, which the principal investigator for that clinical trial determined was unrelated to ETC-1002, and two SAEs were observed in patients on placebo. To date, no dose-limiting clinical toxicity has been observed in any of our completed clinical trials.

Phase 2a Clinical Trials

ETC-1002-006—Phase 2a Proof of Concept Clinical Trial in Patients with Hypercholesterolemia and a History of Statin Intolerance

ETC-1002-006 was an eight week Phase 2a proof-of-concept clinical trial in 56 patients, of whom 37 were dosed with ETC-1002, across five participating clinical recruitment sites in the United States. This clinical trial was designed to evaluate the LDL-C lowering efficacy, tolerability and safety of ETC-1002 versus placebo in patients with hypercholesterolemia and a history of intolerance to two or more statins due to muscle pain or weakness. After completing a lipid-lowering therapy wash-out and two weeks of dosing with placebo, eligible patients were randomized to receive ETC-1002 or placebo in a 2:1 ratio for eight weeks. Patients were given increasing doses of ETC-1002 of 60 mg, 120 mg, 180 mg and 240 mg for two weeks each (or placebo only for the full 8 weeks). The primary endpoint of this clinical trial was LDL-C lowering from baseline to end of study. Secondary objectives included an assessment of LDL-C lowering from baseline at weeks 2, 4, 6 and 8, muscle-related adverse events, safety and tolerability, as well as ETC-1002's impact on other lipid and cardiometabolic biomarkers. While analyses of the complete efficacy and safety results from ETC-1002-006 are ongoing, the top-line results of this clinical trial are summarized as follows:

Phase 2a Proof of Concept Clinical Trial in Patients With Hypercholesterolemia and a History of Statin Intolerance (ETC-1002-006)

Trial Arm	Time Period	Number of Patients	Baseline LDL-C (mg/dL)	Average LDL-C Change from Baseline	p-value
Placebo	Week 2	18	184	-1.4%	—
ETC-1002 (60 mg)		34	177	-19.5%	<0.0001
Placebo	Week 4	15	184	-1.0%	—
ETC-1002 (120 mg)		30	178	-31.0%	<0.0001
Placebo	Week 6	15	184	-3.8%	—
ETC-1002 (180 mg)		31	180	-32.6%	<0.0001
Placebo	Week 8	13	180	-4.0%	—
ETC-1002 (240 mg)		26	175	-32.6%	<0.0001

- LDL-C levels after eight weeks of treatment of ETC-1002, which was the primary endpoint, were reduced by an average of 32% for patients dosed with ETC-1002, compared to an average of 3% for patients dosed with placebo ($p<0.0001$).
- LDL-C levels were lowered by an average of 20%, 31%, 33% and 33% by ETC-1002 versus 1%, 1%, 4% and 4% by placebo in patients completing 2, 4, 6 and 8 weeks of dosing, respectively.
- Drop-out rates and muscle related adverse events were comparable to placebo and no patients treated with ETC-1002 discontinued the trial because of muscle related adverse events.
- hsCRP, a marker of inflammation, was reduced by 42% after eight weeks of ETC-1002 therapy versus 0% on placebo ($p=0.0022$).
- No significant changes in HDL-C or triglyceride levels were observed.

ETC-1002-006 Study Design. This was a Phase 2a, multicenter, randomized, double-blind, placebo-controlled parallel group clinical trial. After completing a lipid-lowering therapy wash-out and two weeks of dosing with placebo, eligible patients were randomized to receive ETC-1002 or placebo in a 2:1 ratio for eight weeks. Patients were given increasing doses of ETC-1002 of 60 mg, 120 mg, 180 mg and 240 mg for two weeks each (or placebo only for the full 8 weeks).

ETC-1002-006 Study Population. 56 patients were enrolled, of whom 96% were caucasian and 50% of whom were female, and the average age of all patients was 63 years.

ETC-1002-006 Safety and Tolerability Profile. ETC-1002 was safe and well tolerated and not associated with any dose limiting side effects. Overall, adverse event rates were slightly lower in ETC-1002 versus placebo (70% versus 79%). Muscle related adverse event rates were slightly lower in ETC-1002 versus placebo (27% versus 32%). Discontinuation rates were slightly lower in ETC-1002 versus placebo (14% versus 16%). No patients dosed with ETC-1002 discontinued the trial because of a muscle-related side effect compared to three patients dosed with placebo. One SAE of thyroid cancer was observed in a patient with a thyroid cyst history who was dosed with ETC-1002 for 15 days. This was assessed by the investigator and determined to be unrelated to ETC-1002. One ETC-1002 patient with a history of gout since 2006 and elevated uric acid at baseline developed a gout flare on Day 36 for three days which resolved with an increase in colchicine medication, a standard medical response to gout flares. Uric acid increased slightly from 12.7 mg/dL at baseline to 13.1 mg/dL at week 7, was assessed by the investigator as moderate in intensity and not related to ETC-1002, and the patient completed the study. No patient dosed with ETC-1002 experienced substantial elevations (repeated and confirmed) in liver function tests greater than three times the upper level of normal. No patient dosed with ETC-1002 experienced substantial elevations (repeated and confirmed) of creatine kinase greater than five times the upper limit of normal. One patient dosed with placebo had a single elevation of creatine kinase greater than five times the upper limit of normal after vigorous exercise. As with prior clinical studies of ETC-1002, notable changes in group safety lab parameters were not observed with the exception of modest average increases in uric acid and homocysteine and a modest average decrease in alkaline phosphatase. Also consistent with prior clinical studies of ETC-1002, modest reductions in hemoglobin were observed, which were greater in the ETC-1002 group. There were no discontinuations due to changes in uric acid, homocysteine, hemoglobin or alkaline phosphatase.

ETC-1002-005—Phase 2a Proof of Concept Clinical Trial in Patients with Type 2 Diabetes

ETC-1002-005 was a four week Phase 2a proof-of-concept clinical trial at a single site. This clinical trial was designed to evaluate the LDL-C lowering efficacy and safety of ETC-1002 in patients with type 2 diabetes. One treatment arm was placebo and the other was 80 mg of ETC-1002, once-daily for two weeks, followed by 120 mg of ETC-1002, once-daily for two additional weeks. The key results of this clinical trial are summarized as follows:

Phase 2a Proof of Concept Clinical Trial in Type 2 Diabetic Patients (ETC-1002-005)

Trial Arm	Time Period	Number of Patients	Baseline LDL-C (mg/dL)	Average LDL-C Change from Baseline	p-value
Placebo	Days	30	128	-6%	—
ETC-1002 (80 mg)	1 to 14	29	125	-32%	<0.0001
Placebo	Days	30	128	-4%	—
ETC-1002 (120 mg)	15 to 28	29	125	-43%	<0.0001

- LDL-C levels after four weeks of treatment of ETC-1002, which is the primary endpoint, were reduced by an average of 43% for patients on the 120 mg dose of ETC-1002 compared to an average of 4% for patients dosed with placebo (p<0.0001).

- Approximately 80% of the patients were not at their NCEP ATP III LDL-C goal of less than 100 mg/dL at the beginning of the study. Of these, 88% of the patients dosed with ETC-1002 achieved their goal by study end as compared to 4% of patients dosed with placebo (p<0.0001).

- hsCRP was reduced by 41% on the 120 mg dose of ETC-1002 versus 11% on placebo (p=0.001).

- HDL-C and triglyceride levels were unchanged in both treatment arms.

- Intensive assessment of glycemic parameters using blood sampling and 24 hour continuous glucose monitoring showed no worsening of blood glucose with ETC-1002 treatment. Treatment with ETC-1002 resulted in modest trends toward improved glycemic control and insulin resistance.

- Non-HDL-C decreased by 32% for patients dosed with ETC-1002 as compared to an increase of 1% for patients dosed with placebo (p<0.0001).

- Intensive assessment of blood pressure using 24 hour Ambulatory Blood Pressure Monitoring, or ABPM, showed no increase in blood pressure with ETC-1002 treatment. Most patients had well-controlled blood pressure at the beginning of the study. Nine patients had mildly elevated diastolic ABPM (greater than 80 mmHg) at the beginning of the study. A post hoc analysis of ABPM in the ETC-1002 arm revealed a lowering of diastolic blood pressure of 7.8 mmHg compared to 0.4 mmHg with placebo (p=0.047).

ETC-1002-005 Study Design. This Phase 2, randomized, double-blind, placebo-controlled, parallel group clinical trial was conducted at a single site. Patient screening occurred at least 38 days prior to randomization and included a 28 day washout of all glucose- and lipid-regulating drugs and supplements. Sixty eligible patients were randomized to receive with equal probability either ETC-1002 80 mg or placebo once-daily (1:1) for 14 days. Those patients randomized to ETC-1002 were then titrated up to 120 mg once-daily and those patients randomized to placebo continued on placebo through the end of the clinical trial. Patients were confined to the clinical site from the morning of Day (-7) to the morning of Day (29) in order to stabilize diet and lifestyle, monitor safety continuously and complete key efficacy assessments.

ETC-1002-005 Study Population. Sixty patients, 98% of whom were Hispanic or Latino, 62% of whom were male, and the average age of all patients was 56 years.

ETC-1002-005 Safety and Tolerability Profile. No SAEs were observed in patients dosed with ETC-1002. ETC-1002 was safe, well-tolerated and associated with no dose-limiting side-effects. All subjects completed the study except for one patient treated with placebo who withdrew due to an SAE of heart attack. One patient dosed with placebo had an SAE of kidney stones but completed the clinical trial. Headache was reported by six patients dosed with ETC-1002 as compared to three patients dosed with placebo. No patient dosed with ETC-1002 reported myalgia. No patient dosed with ETC-1002 experienced substantial elevations (repeated and confirmed) in liver function tests greater than three times the upper level of normal. No patient dosed with ETC-1002 experienced substantial elevations (repeated and confirmed) of creatine kinase greater than five times the upper limit of normal. Notable changes in group safety lab parameters were not observed with the exception of modest average increases in uric acid and homocysteine and a modest average decrease in alkaline phosphatase. Reductions in hemoglobin were seen in both the ETC-1002 and placebo arms, with a slightly greater effect in ETC-1002 patients. The clinical relevance of these changes are unclear at this time.

ETC-1002-003—Phase 2a Proof of Concept Clinical Trial in Hypercholesterolemic Patients

ETC-1002-003 was a 12-week Phase 2a proof-of-concept study in 177 patients, of whom 133 were dosed with ETC-1002, across 11 participating clinical recruitment sites in the United States. This clinical trial was designed to evaluate the LDL-C lowering efficacy and safety of ETC-1002 versus placebo in patients with hypercholesterolemia (LDL-C of 130 to 220 mg/dL) and either normal (less than 150 mg/dL) or elevated triglycerides (150 to 400 mg/dL). The four arms were placebo and 40 mg, 80 mg and 120 mg doses of ETC-1002 once-daily. The key results of this clinical trial are summarized as follows:

12-Week Phase 2a Proof of Concept Clinical Trial in Hypercholesterolemic Patients (ETC-1002-003)

Trial Arm	Number of Patients	Baseline LDL-C (mg/dL)	Average LDL-C Change from Baseline	p-value
Placebo	42	168	-2%	—
ETC-1002 (40 mg)	42	163	-18%	<0.0001
ETC-1002 (80 mg)	44	170	-25%	<0.0001
ETC-1002 (120 mg)	42	165	-27%	<0.0001

- LDL-C levels were reduced by an average of 18%, 25% and 27% for patients dosed with ETC-1002 40, 80 and 120 mg of ETC-1002, respectively, compared to an average of 2% for patients dosed with placebo ($p<0.0001$). ETC-1002's lowering of LDL-C levels was maintained across a range of baseline triglycerides levels.

- ETC-1002 also lowered corresponding levels of the atherogenic biomarkers, apolipoprotein (apo) B, non-HDL-C and LDL particle number ($p<0.0001$) in a dose-dependent manner.

- Patients dosed with ETC-1002 demonstrated a trend in hsCRP reduction of 20% to 26% compared to 2% in patients dosed with placebo. In a subgroup of patients with elevated hsCRP, patients dosed with ETC-1002 demonstrated a trend in hsCRP reduction of 43% to 64% compared to a decrease of 7% for patients dosed with placebo.

- HDL-C and triglyceride levels were unchanged across all treatment arms.

- Post hoc analyses suggest that ETC-1002 may have favorable effects on other cardiometabolic risk factors, including blood pressure and insulin resistance.

ETC-1002-003 Study Design. This was a Phase 2a, multicenter, randomized, double-blind, placebo-controlled, parallel group clinical trial. Patient screening included a six week washout of all lipid-regulating therapies. Patients were stratified into a normal (less than 150 mg/dL) or elevated (150 to 400 mg/dL) triglyceride stratum and randomized in a 1:1:1:1 ratio to placebo or 40 mg, 80 mg or 120 mg of ETC-1002.

ETC-1002-003 Study Population. 177 patients were enrolled. 86% of patients were caucasian and 55% were male and the average age of all patients was 57 years.

ETC-1002-003 Safety and Tolerability Profile. There were no SAEs observed in patients dosed with ETC-1002. ETC-1002 was safe, well-tolerated and associated with no dose-limiting side-effects. 15% of patients withdrew from the clinical trial for various reasons, the most common being side effects. The number of patients that withdrew from each active treatment arm was comparable to the placebo arm. Myalgia was reported by two patients dosed with ETC-1002 at 40 mg; two patients dosed with ETC-1002 at 80 mg; three patients dosed with ETC-1002 at 120 mg; and in no patients dosed with placebo. Further investigation of the seven ETC-1002 patients reporting myalgia showed that a single patient receiving an 80 mg dose of ETC-1002 withdrew from the clinical trial due to this adverse event while all other patients completed the full 12 weeks of treatment. None of the individuals reporting myalgia experienced concurrent creatine kinase elevations more than two times the upper limit of normal. A single ETC-1002 patient experienced a substantial elevation (repeated and confirmed) in liver function tests more than three times the upper limit of normal. This lab abnormality of greater than four times the upper limit of normal was assessed by the investigator as not related to treatment as it coincided with a confirmed acute cytomegalovirus infection. No patient experienced (repeated and confirmed) creatine kinase greater than five times times the upper limit of normal. Notable changes in group safety lab parameters were not observed with the exception of modest average increases in uric acid and homocysteine and modest average decreases in alkaline phosphatase and hemoglobin, the clinical relevance of which is unclear at this time.

Phase 1 Clinical Trials

Our completed Phase 1 clinical trials of ETC-1002 exposed subjects in one single dose tolerance test and two multiple dose tolerance tests. Our single dose tolerance test dosed subjects with up to 250 mg of ETC-1002. Our multiple dose tolerance tests dosed subjects with up to 120 mg and 220 mg of ETC-1002, respectively. We did not identify any dose-limiting side effects in either the single dose tolerance test or the multiple dose tolerance tests, and ETC-1002 was safe and well-tolerated in each clinical trial. In addition, LDL-C was lowered rapidly in the multiple dose tolerance tests, including in as early as five days, and we observed an average reduction in LDL-C levels of up to 36%.

ETC-1002-004—Phase 1b Multiple Dose Tolerance Greater Than 120 mg Clinical Trial

ETC-1002-004 was a two-week, Phase 1b, multiple dose tolerance clinical trial in 24 subjects, of whom 18 were dosed with ETC-1002. This clinical trial was designed to evaluate the safety and tolerability of escalating, multiple oral doses of ETC-1002 above 120 mg/day. Subjects in this clinical trial received 140, 180, or 220 mg of ETC-1002 or placebo once-daily for 14 days. The key pharmacodynamic results of this clinical trial are as follows:

14-Day Phase 1b Multiple-Dose Tolerance Greater Than 120mg (ETC-1002-004)

Trial Arm	Number of Subjects	Baseline LDL-C (mg/dL)	Average LDL-C Change from Baseline	p-value
Placebo	6	121	+4%	—
ETC-1002 (140 mg)	6	113	-21%	0.0012
ETC-1002 (180 mg)	6	100	-27%	0.0001
ETC-1002 (220 mg)	6	105	-36%	<0.0001

- LDL-C levels were reduced by an average of 36% for subjects dosed with 220 mg/day of ETC-1002 as compared to a 4% increase for subjects dosed with placebo (p<0.0001). ETC-1002's effect on LDL-C lowering was robust notwithstanding non-elevated baseline LDL-C levels.

- The pharmacokinetics of ETC-1002 were well-characterized and supported once-daily dosing.

ETC-1002-004 Study Design. This was a Phase 1 single site, randomized, double-blind (sponsor-open), placebo-controlled, ascending, multiple dose clinical trial designed with three ascending cohorts, each with eight healthy subjects. ETC-1002 was dosed once-daily for 14 days and subjects were housed at the clinical site for the duration of their treatment. Each dose group comprised of six subjects who received ETC-1002 and two subjects who received placebo.

ETC-1002-004 Study Population. Subjects in the clinical trial were healthy volunteers. 91.7% of the subjects were male and 83.3% were caucasian and the average age of all subjects was 35.8 years.

ETC-1002-004 Safety and Tolerability Profile. No SAEs were observed in the subjects dosed with ETC-1002. ETC-1002 was safe, well-tolerated and associated with no dose-limiting side-effects. Twenty-four subjects were enrolled and completed treatment in this clinical trial. No ETC-1002 subject reported myalgia or experienced substantial elevations (repeated and confirmed) in liver function tests greater than three times the upper limit of normal. No ETC-1002 subject experienced creatine kinase greater than five times the upper limit of normal. Notable changes in group safety lab parameters were not observed with the exception of a modest average increase in homocysteine, the clinical relevance of which is unclear at this time.

ETC-1002-002—Phase 1b Multiple-Dose Tolerance Clinical Trial

ETC-1002-002 was a staged two-week and four-week Phase 1b multiple dose tolerance clinical trial in 53 subjects with 39 receiving ETC-1002 and 23 receiving placebo. The subjects were divided into four different cohorts of six subjects with each receiving 20, 60, 100 or 120 mg of ETC-1002 or placebo once-daily for 14 days. This was followed by a larger cohort that was treated for 28 days during which subjects lived outside of the clinical site for the duration of their treatment. This clinical trial demonstrated that the pharmacokinetics of ETC-1002 were well characterized and supported once-daily dosing.

The key pharmacodynamic results of this clinical trial are summarized as follows:

Phase 1 Multiple-Dose Tolerance Clinical Trial (ETC-1002-002)

Trial Arm	Treatment Duration	Number of Subjects	Baseline LDL-C (mg/dL)	Average LDL-C Change from Baseline	p-value
Placebo	2 Weeks	8	114	+11%	—
ETC-1002 (20 mg)		6	124	+4%	0.2975
ETC-1002 (60 mg)		6	138	-11%	0.0035
ETC-1002 (100 mg)		6	135	-17%	0.0003
ETC-1002 (120 mg)		6	127	-15%	0.0004
Placebo	4 Weeks	6	146	-1%	—
ETC-1002 (120 mg)		15	122	-16%	0.0317

ETC-1002-002 Study Design. This was a single-center, randomized, double-blind (sponsor-open), placebo-controlled, ascending, multiple dose clinical trial that was conducted in 32 subjects (Cohorts 1 through 4) and in 21 subjects (Cohort 5) with mildly elevated LDL-C. Subjects in the first four cohorts were housed at the clinical site for the duration of their 14-day treatment whereas subjects in Cohort 5 were housed at the clinical site beginning two days prior to, and through two hours after, their first treatment and then again for the 24-hour period at the end of their 28-day treatment period.

ETC-1002-002 Study Population. Subjects in the clinical trial had baseline LDL-C levels greater than 100 mg/dL. Fifty-two of the fifty-three subjects who enrolled in this clinical trial completed treatment. One subject in Cohort 5 withdrew due to personal reasons. 90.6% of subjects enrolled into this clinical trial were male, 86.8% were caucasian and the average age of all subjects was 39 years.

ETC-1002-002 Safety and Tolerability Profile. No SAEs were observed in the subjects dosed with ETC-1002. ETC-1002 was safe, well-tolerated and associated with no dose-limiting side-effects. No ETC-1002 subject reported myalgia or experienced substantial elevations (repeated and confirmed) in liver function tests greater than three times the upper limit of normal. No ETC-1002 subject experienced creatine kinase greater than five times the upper limit of normal. Notable changes in group safety lab parameters were not observed.

Overall Safety Observations

To date, 275 patients have been treated with ETC-1002 for periods of up to 12 weeks at maximum repeated doses of 240 mg per day. ETC-1002 has been safe and well-tolerated with no dose-limiting side effects identified to date in our ongoing or completed clinical trials. No clinical safety trends have emerged to date although very modest shifts in group mean levels of hemoglobin, uric acid, alkaline phosphatase and homocysteine were identified in some of our completed clinical trials. The clinical relevance of these shifts are not readily apparent and will be monitored in our future clinical trials.

Ongoing and Planned Clinical Trials

Statin Intolerant Population (ETC-1002-008)

ETC-1002-008

We expect ETC-1002-008 will be a 12-week study for the treatment of elevated LDL-C levels in patients who are statin intolerant. The purpose of this clinical trial will be to inform dosing for our pivotal Phase 3 clinical trial in a population of statin intolerant patients with hypercholesterolemia. We currently expect that ETC-1002-008 will utilize two or three doses of ETC-1002 in a parallel group design up to 12 weeks in duration, with Zetia, a common treatment for statin intolerance, as a comparator. The goal will be to demonstrate comparable tolerability with superior efficacy to Zetia for the treatment of patients with elevated LDL-C levels and intolerance to two or more statins due to muscle-related adverse events. We expect to initiate ETC-1002-008 in the fourth quarter of 2013.

Residual Risk Population (ETC-1002-007 and ETC-1002-009)

The objective of this statin add-on clinical program will be to provide two clinical trials to support Phase 3 dosing of the compound in residual risk patients. A Phase 3 clinical trial in this patient population is not currently planned and will likely commence as a supplemental indication if results from Phase 3 clinical trials for the statin intolerant indication support the filing of an NDA for that indication.

ETC-1002-007

This ongoing clinical trial is designed to test for pharmacokinetic interaction between ETC-1002 and the 10 mg dose of atorvastatin calcium. This clinical trial targeted enrollment of 52 patients. Individuals were placed on atorvastatin calcium (10 mg) for four weeks to achieve steady state levels. Patients were then randomized in a 3:1 ratio of active ETC-1002 treatment to placebo for eight weeks. During this clinical trial, patients will be dosed up to eight weeks in a forced titration schema of 60 mg, 120 mg, 180 mg and 240 mg doses for two weeks each. We will assess patients for blood levels of atorvastatin and ETC-1002, safety, tolerability and LDL-C lowering.

ETC-1002-009

We expect ETC-1002-009 will be a 12-week study for the treatment of patients on statin therapy who are at a residual risk for cardiovascular disease because of elevated LDL-C levels. Many hypercholesterolemic on statin therapy patients do not achieve NCEP ATP-III LDL-C cholesterol goals. In addition, many statin-treated patients are not able to achieve high enough doses due to side effects. We are designing ETC-1002-009 to establish a dose range for ETC-1002 in an additive manner to patients on current statin therapy. The goal will be to demonstrate that ETC-1002, when added onto statin therapy, will improve LDL-C goal achievement. We expect to initiate ETC-1002-009 in the fourth quarter of 2013.

Additional Regulatory Studies

Phase 3 Clinical Trials

If we successfully complete the Phase 2b clinical trials of ETC-1002 for which we intend to commence enrollment during 2013, we will use the results of these clinical trials to inform dosing for our pivotal Phase 3 clinical trials. We will conduct these pivotal Phase 3 clinical trials in larger patient populations to further evaluate dosage, clinical efficacy and safety in an expanded patient population at geographically dispersed clinical trial sites. Any such Phase 3 clinical trials and the additionally required long-term safety study, would be intended to establish the overall risk/benefit ratio of ETC-1002 and to provide an adequate basis for regulatory approval of ETC-1002.

Cardiovascular Outcomes Study

We believe it is well-accepted that every 1.6 mg/dL lowering of LDL-C through the cholesterol synthesis pathway results in a 1% lowering of cardiovascular disease risk. To date, the FDA has not required any approved therapy targeting LDL-C lowering, including non-statin therapies, to initiate or complete a cardiovascular outcomes study in connection with its approval. ETC-1002 inhibits cholesterol synthesis and lowers LDL-C through liver-specific inhibition of ACL at an earlier step in the cholesterol biosynthesis pathway that is upstream from HMG Co-A reductase, the target for statins. Because of this mechanism of action to lower LDL-C in the cholesterol synthesis pathway, we believe it is unlikely that the FDA will require us to initiate or complete a cardiovascular outcomes study as a condition to our initially seeking approval of ETC-1002 as a therapy to lower LDL-C in the narrow indication of patients who suffer from hypercholesterolemia and are unable to tolerate statin therapy. Notwithstanding our current expectations, the FDA could require us to initiate or complete a cardiovascular outcomes study as a condition to filing or approving an NDA for ETC-1002 or as a post-approval requirement. Any such study, if required, would be costly and time-consuming and, regardless of the outcome, would involve substantial costs and adversely affect our development timeline.

Studies in Response to Partial Clinical Holds

In 2009, the FDA determined that ETC-1002 was a potential peroxisome proliferator activated receptor, or PPAR, agonist and as a result was subject to a partial clinical hold. The FDA has issued such notices to all sponsors of PPARs or agents deemed to have PPAR-like properties. The partial clinical hold permits clinical trials of up of to six months' duration for ETC-1002 and also requires us to conduct two year rat and mouse carcinogenicity studies before initiating Phase 3 clinical trials of longer than six months. Our two year rat and mouse carcinogenicity studies are scheduled for completion by April and May 2014 and draft reports will be issued six months later.

The clinical data to date appear to demonstrate the absence of PPAR mediated pharmacology (triglyceride decreases, adiponectin increases, mild ALT increases) or toxicity (weight gain, edema, creatinine kinase/creatinine increases) in humans. This is supportive of the conclusion that the weak PPAR alpha/gamma activities observed in animal models preclinically are not observed with therapeutic doses of ETC-1002 in humans. These effects will continue to be monitored in our future clinical program. Most importantly, our clinical studies have demonstrated rapid and significant LDL-C lowering consistent with the dual mechanisms of action inhibiting ATP-citrate lyase and activating hepatic AMPK.

In addition, based upon early preclinical toxicology results, the FDA has limited our ability to dose ETC-1002 above 240 mg in our clinical trials. Currently, we do not expect to dose ETC-1002 above 240 mg.

If we are unable to address FDA's concerns related to the partial clinical hold, we could be delayed in, or prevented from, obtaining marketing approval of ETC-1002. Additionally, FDA could raise these concerns as part of the NDA review process for ETC-1002, which could result in adverse limitations in any approved labeling or on distribution and use of ETC-1002, if approved.

Pharmacology and Toxicology Studies

Our pre-clinical studies of ETC-1002 have demonstrated favorable effects on plasma LDL-C and triglycerides, blood pressure, blood glucose and insulin levels, inflammation and weight gain in diet-induced and genetic pre-clinical models of dyslipidemia, diabetes, and obesity. In a progression model of atherosclerosis using a LDL-receptor deficient mouse model, ETC-1002 demonstrated reductions in atherosclerotic plaque content and size with beneficial changes in inflammatory markers.

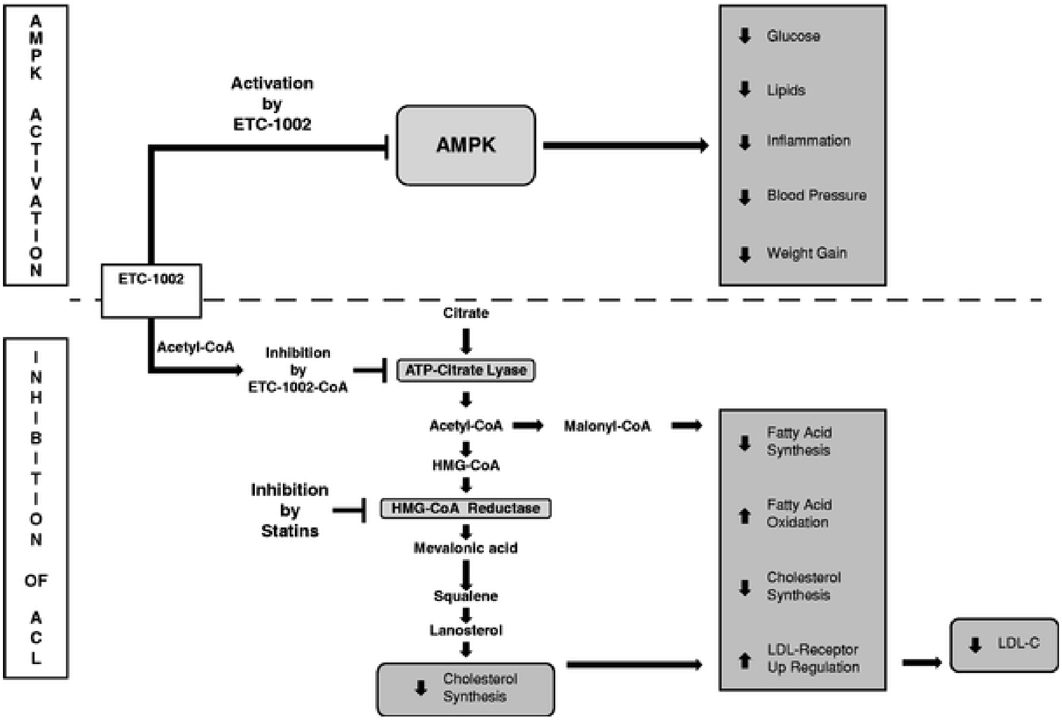
Mechanism of Action

ETC-1002 is dosed orally, absorbed rapidly in the small intestine and enters the liver through cell surface receptors different from those transporters that selectively take up statins. In a small portion of the population that has genetically impaired organic anion transporters, statins are unable to enter the liver and as a result accumulate in the blood, ultimately concentrating in the muscles. These deposits lead to muscle pain and weakness. In addition, some patients without impaired organic anion transporters still experience muscle pain and weakness due to increased levels of statin in the blood on higher doses of statins. Importantly, impaired organic anion transporters do not lead to increased levels of ETC-1002 circulating in the blood or the muscle pain or weakness associated with statins.

Once in the liver, ETC-1002 inhibits ACL and activates AMPK. Pre-clinical studies show that in the liver, ETC-1002 is converted to a derivative coenzyme, or ETC-1002-CoA, which directly inhibits ACL, a key enzyme that supplies substrate for cholesterol and fatty acid synthesis, as well as glucose production in the liver.

ETC-1002's activation of AMPK complements the effects of its ACL inhibition in the liver and contributes to the beneficial effects on other cardiometabolic risk factors including hsCRP, insulin sensitization, blood pressure and weight. While the relative contributions of ACL inhibition and AMPK activation are not yet known, this mechanism is supported by preclinical and clinical observations that have been published in peer reviewed publications and presented at scientific conferences. We are not aware of any alternative explanations regarding ETC-1002's dual mechanism of action or the preliminarily accepted conclusion in the scientific community that inhibiting ACL and activating AMPK have the potential to regulate metabolic imbalances in both the lipid and carbohydrate metabolic pathways, which do not function normally in specific patient populations with specific cardiometabolic risk factors. An illustration of ETC-1002's mechanism of action and therapeutic effects on cardiometabolic risk factors is as follows:

ACL-Dependent Inhibition of Hepatic Cholesterol Synthesis (a statin-like mechanism) and AMPK Activation



Early-Stage Product Candidates

ESP41091

We acquired the exclusive worldwide rights to ESP40191 from Pfizer in April 2008. ESP41091, our second product candidate, is a pre-IND compound that we are exploring as a therapy for type 2 diabetes and obesity. In pre-clinical pharmacology studies, oral intervention with ESP41091 resolved hyperglycemia and reduced body weight following a four week treatment in a diet-induced obese mouse model of insulin resistance. Treatment with ESP41091 also resulted in beneficial effects on lipid metabolism and body weight in obese Zucker rats.

4WF

Our management team has prior success in the identification and clinical development of synthetic HDL therapies. At the original Esperion, we licensed apoA-I Milano, a synthetic HDL therapy, and successfully completed a Phase 2a clinical trial showing regression of atherosclerosis in high-risk acute coronary syndrome patients after four weeks of therapy. In June 2011, we acquired the exclusive worldwide rights to 4WF from the Cleveland Clinic Foundation. 4WF is a next generation synthetic HDL therapy designed to preserve the function of HDL and its primary apolipoprotein, apoA-I, and to deliver oxidation-resistant synthetic HDL therapy via an injection as opposed to intravenous infusion. Moreover, recent research demonstrates that HDL becomes dysfunctional and loses its cholesterol acceptor and anti-inflammatory activity through myeloperoxidase mediated enzymatic oxidation. We believe the preferred means to improve HDL function is to increase the number and activity of HDL particles in the body through HDL therapy. We believe our initial in vitro protein screening and characterization suggest the benefits of 4WF as an optimized myeloperoxidase oxidation-resistant apoA-I mimetic.

Sales and Marketing

Given our stage of development, we have not yet established a commercial organization or distribution capabilities, nor have we entered into any partnership or co-promotion arrangements with an established pharmaceutical company. To develop the appropriate commercial infrastructure to launch ETC-1002 in the United States, if approved, as a treatment for elevated levels of LDL-C in statin intolerant patients, we would need to invest significant financial and managerial resources. We may engage in partnering discussions with third parties from time to time. If we elect to seek approval and launch commercial sales of ETC-1002 outside of the United States or for broader patient populations in the United States, including residual risk patients who are unable to reach their LDL-C goal with a statin therapy, we may either do so on our own or by establishing alliances with one or more pharmaceutical company collaborators, depending on, among other things, the applicable indications, the related development costs and our available resources.

Manufacturing and Supply

ETC-1002 is a small molecule drug that is synthesized with readily available raw materials using conventional chemical processes. We currently have no manufacturing facilities and limited personnel with manufacturing experience. We rely on contract manufacturers to produce both drug substances and drug products required for our clinical trials. All lots of drug substance and drug product used in clinical trials are manufactured under current good manufacturing practices. We plan to continue to rely upon contract manufacturers and, potentially, collaboration partners to manufacture commercial quantities of ETC-1002, if approved.

Licenses

In April 2008, we entered into a license agreement with Pfizer pursuant to which we obtained a worldwide, exclusive, fully paid-up license from Pfizer to certain patent rights owned or controlled by Pfizer relating to ETC-1002, and we granted Pfizer a worldwide, exclusive, fully paid-up license to certain patent rights owned or controlled by us relating to development programs other than ETC-1002. The license to us covers the development, manufacture and commercialization of ETC-1002. We may grant sublicenses under the license. Under the license agreement, Pfizer is restricted from making, using, developing or testing any of the compounds claimed under the same patents that claim or cover the composition of matter of ETC-1002. Neither party is entitled to any royalties, milestones or any similar development or commercialization payments under the license agreement, and the licenses granted are irrevocable and may not be terminated for any cause, including intentional breaches or breaches caused by gross negligence.

Intellectual Property

We strive to protect and enhance the proprietary technologies that we believe are important to our business, including seeking and maintaining patents intended to cover our products and compositions, their methods of use and any other inventions that are important to the development of our business. We also rely on trade secrets to protect aspects of our business that are not amenable to, or that we do not consider appropriate for, patent protection.

Our success will depend significantly on our ability to obtain and maintain patent and other proprietary protection for commercially important technology, inventions and know-how related to our business, defend and enforce our patents, preserve the confidentiality of our trade secrets and operate without infringing the valid and enforceable patents and proprietary rights of third parties. We also rely on know-how, continuing technological innovation and in-licensing opportunities to develop, strengthen and maintain the proprietary position of ETC-1002 and our other development programs.

As of May 31, 2013, our patent estate, including patents we own or license from third parties, on a worldwide basis, included approximately 15 issued United States patents and 6 pending United States patent applications and 6 issued patents and 25 pending patent applications in other foreign jurisdictions. Of our worldwide patents and pending applications, only a subset relates to our small molecule program which includes our lead product candidate, ETC-1002. ETC-1002 is claimed in U.S. Patent No. 7,335,799 that is scheduled to expire in December 2025, which includes 711 days of patent term adjustment, and may be eligible for a patent term extension period of up to 5 years. At least one pending United States patent application claims a method of treatment using ETC-1002. There are currently three issued patents and four pending applications in countries outside the United States that relate to ETC-1002.

A second subset of this portfolio relates to our early-stage product candidate ESP41091. ESP41091 is claimed in U.S. Patent Nos. 7,119,221 and 7,405,226. Various methods of treatment using ESP41091 are claimed in U.S. Patent Nos. 8,153,690 and 8,309,604 and in at least one other pending application in the United States. There are currently two issued patents and four pending applications in countries outside the United States that relate to ESP41091.

Our 4WF patent portfolio currently consists of 19 issued patents and pending patent applications in the United States and other foreign jurisdictions regarding apolipoprotein mixtures, dimeric oxidation-resistant apolipoprotein variants and oxidant resistant apolipoprotein A1 variants and mimetic peptides thereof.

We hold an exclusive, worldwide, fully paid-up license from Pfizer to some of these patents and patent applications. This license is described above.

In addition, only a subset of our worldwide patents and pending patent applications relates to our third drug candidate Apolipoprotein A1-4WF. Apolipoprotein A1-4WF is claimed in United States Patent No. 8,143,224B2. United States Patent No. 8,143,224 is set to expire on July 12, 2030. In addition, various methods of treatment using Apolipoprotein A1-4WF are claimed in United States Patent Application Publication No. 2012/0264677. There are approximately 15 pending patent applications in countries outside the United States that relate to Apolipoprotein A1-4WF and its use in various methods of treatment.

The term of individual patents depends upon the legal term of the patents in the countries in which they are obtained. In most countries in which we file, the patent term is 20 years from the date of filing the non-provisional application. In the United States, a patent's term may be lengthened by patent term adjustment, which compensates a patentee for administrative delays by the U.S. Patent and Trademark Office in granting a patent, or may be shortened if a patent is terminally disclaimed over an earlier-filed patent. In addition, in certain instances, a patent term can be extended to recapture a portion of the term effectively lost as a result of the FDA regulatory review period. However, the restoration period cannot be longer than five years and the total patent term including the restoration period must not exceed 14 years following FDA approval. The duration of foreign patents varies in accordance with provisions of applicable local law, but typically is also twenty years from the earliest effective filing date. Our issued patents will expire on dates ranging from 2021 to 2030. However, the actual protection afforded by a patent varies on a claim by claim basis for each applicable product, from country to country and depends upon many factors, including the type of patent, the scope of its coverage, the availability of regulatory related extensions, the availability of legal remedies in a particular country and the validity and enforceability of the patent.

Furthermore, the patent positions of biotechnology and pharmaceutical products and processes like those we intend to develop and commercialize are generally uncertain and involve complex legal and factual questions. No consistent policy regarding the breadth of claims allowed in such patents has emerged to date in the U.S. The patent situation outside the U.S. is even more uncertain. Changes in either the patent laws or in interpretations of patent laws in the U.S. and other countries can diminish our ability to protect our inventions, and enforce our intellectual property rights and more generally, could affect the value of intellectual property. Accordingly, we cannot predict the breadth of claims that may be allowed or enforced in our patents or in third-party patents.

The biotechnology and pharmaceutical industries are characterized by extensive litigation regarding patents and other intellectual property rights. Our ability to maintain and solidify our proprietary position for our drugs and technology will depend on our success in obtaining effective claims and enforcing those claims once granted. We do not know whether any of the patent applications that we may file or license from third parties will result in the issuance of any patents. The issued patents that we own or may receive in the future, may be challenged, invalidated or circumvented, and the rights granted under any issued patents may not provide us with proprietary protection or competitive advantages against competitors with similar technology. Furthermore, our competitors may be able to independently develop and commercialize similar drugs or duplicate our technology, business model or strategy without infringing our patents. Because of the extensive time required for clinical development and regulatory review of a drug we may develop, it is possible that, before any of our drugs can be commercialized, any related patent may expire or remain in force for only a short period following commercialization, thereby reducing any advantage of any such patent.

As a result of the America Invents Act of 2011, the United States transitioned to a first-inventor-to-file system in March 2013, under which, assuming the other requirements for patentability are met, the first inventor to file a patent application will be entitled to the patent. This will require us to minimize the time from invention to the filing of a patent application.

We may rely, in some circumstances, on trade secrets and unpatented know-how to protect our technology. However, trade secrets can be difficult to protect. We seek to protect our proprietary technology and processes, in part, by entering into confidentiality agreements with our consultants, scientific advisors and contractors and invention assignment agreements with our employees. We also seek to preserve the integrity and confidentiality of our data and trade secrets by maintaining physical security of our premises and physical and electronic security of our information technology systems. While we have confidence in these individuals, organizations and systems, agreements or security measures may be breached and we may not have adequate remedies for any breach. In addition, our trade secrets may otherwise become known or be independently discovered by competitors. To the extent that our consultants, contractors or collaborators use intellectual property owned by others in their work for us, disputes may arise as to the rights in related or resulting know-how and inventions. For more information, please see "Risk Factors—Risks Related to our Intellectual Property."

Our commercial success will also depend in part on not infringing the proprietary rights of third parties. It is uncertain whether the issuance of any third-party patent would require us to alter our development or commercial strategies, or our drugs or processes, obtain licenses or cease certain activities. Our breach of any license agreements or failure to obtain a license to proprietary rights that we may require to develop or commercialize our future drugs may have a material adverse impact on us. If third parties prepare and file patent applications in the U.S. that also claim technology to which we have rights, we may have to participate in interference proceedings in the U.S. Patent and Trademark Office, or USPTO, to determine priority of invention.

In addition, substantial scientific and commercial research has been conducted for many years in the areas in which we have focused our development efforts, which has resulted in third parties having a number of issued patents and pending patent applications. Patent applications in the U.S. and elsewhere are published only after eighteen months from the priority date. The publication of discoveries in the scientific or patent literature frequently occurs substantially later than the date on which the underlying discoveries were made. Therefore, patent applications relating to drugs similar to ETC-1002 and any future drugs, discoveries or technologies we might develop may have already been filed by others without our knowledge.

Competition

Our industry is highly competitive and subject to rapid and significant technological change. Our potential competitors include large pharmaceutical and biotechnology companies, specialty pharmaceutical and generic drug companies, academic institutions, government agencies and research institutions. Key competitive factors affecting the commercial success of our product candidates are likely to be efficacy, safety and tolerability profile, reliability, convenience of dosing, price and reimbursement.

The market for cholesterol regulating therapies is especially large and competitive. The product candidates we are currently developing, if approved, will face intense competition, either as monotherapies or as combination therapies.

Many of our existing or potential competitors have substantially greater financial, technical and human resources than we do and significantly greater experience in the discovery and development of product candidates, obtaining FDA and other regulatory approvals of products and the commercialization of those products. Mergers and acquisitions in the pharmaceutical and biotechnology industries may result in even more resources being concentrated among a small number of our competitors. Accordingly, our competitors may be more successful than we may be in obtaining FDA approval for drugs and achieving widespread market acceptance. Our competitors' drugs may be more effective, or more effectively marketed and sold, than any drug we may commercialize and may render our product candidates obsolete or non-competitive before we can recover the expenses of developing and commercializing any of our product candidates. Our competitors may also obtain FDA or other regulatory approval for their products more rapidly than we may obtain approval for ours. We anticipate that we will face intense and increasing competition as new drugs enter the market and advanced technologies become available. Finally, the development of new treatment methods for the diseases we are targeting could render our drugs non-competitive or obsolete. See "Risk Factors—Risks Related to our Business and the Clinical Development and Commercialization of ETC-1002—Our market is subject to intense competition. If we are unable to compete effectively, our opportunity to generate revenue from the sale of ETC-1002, if approved, will be materially adversely affected," and elsewhere in this prospectus for more information regarding competitors and competitive products.

Regulatory Matters

Government Regulation and Product Approval

Government authorities in the United States at the federal, state and local level, and other countries, extensively regulate, among other things, the research, development, testing, manufacture, quality control, approval, labeling, packaging, storage, record-keeping, promotion, advertising, distribution, marketing, export and import of products such as those we are developing. Our product candidates, including ETC-1002, must be approved by the FDA through the new drug application, or NDA, process before they may legally be marketed in the United States.

United States Drug Development Process

In the United States, the FDA regulates drugs under the Federal Food, Drug, and Cosmetic Act, or FDCA, and implementing regulations. The process of obtaining regulatory approvals and compliance with appropriate federal, state, local and foreign statutes and regulations require the expenditure of substantial time and financial resources. Failure to comply with the applicable U.S. requirements at any time during the product development process, approval process, or after approval, may subject an applicant to administrative or judicial sanctions. These sanctions could include the FDA's refusal to approve pending applications, withdrawal of an approval, a clinical hold, warning letters, product recalls, product seizures, total or partial suspension of production or distribution, injunctions, fines, refusals of government contracts, restitution, disgorgement or civil or criminal penalties. The process required by the FDA before a drug may be marketed in the United States generally involves the following:

- completion of non-clinical laboratory tests, animal studies and formulation studies according to Good Laboratory Practices regulations;
- submission to the FDA of an IND, which must become effective before human clinical trials may begin;
- performance of adequate and well-controlled human clinical trials according to Good Clinical Practices, or GCP, to establish the safety and efficacy of the proposed drug for its intended use;
- submission to the FDA of an NDA for a new drug;
- satisfactory completion of an FDA inspection of the manufacturing facility or facilities at which the drug is produced to assess compliance with cGMP; and
- FDA review and approval of the NDA.

The testing and approval process requires substantial time, effort and financial resources and we cannot be certain that any approvals for our product candidates will be granted on a timely basis, if at all.

Once a pharmaceutical product candidate is identified for development, it enters the non-clinical, also referred to as pre-clinical, testing stage. Non-clinical tests include laboratory evaluations of product chemistry, toxicity, formulation and stability, as well as animal studies. An IND sponsor must submit the results of the non-clinical tests, together with manufacturing information, analytical data and any available clinical data or literature, to the FDA as part of the IND. The sponsor must also include a protocol detailing, among other things, the objectives of the initial clinical trial, the parameters to be used in monitoring safety and the effectiveness criteria to be evaluated if the initial clinical trial lends itself to an efficacy evaluation. Some non-clinical testing may continue even after the IND is submitted. The IND automatically becomes effective 30 days after receipt by the FDA, unless the FDA places the clinical trial on a clinical hold within that 30-day time period. In such a case, the IND sponsor and the FDA must resolve any outstanding concerns before the clinical trial can begin. Clinical holds also may be imposed by the FDA at any time before or during clinical trials due to safety concerns or non-compliance, and may be imposed on all drug products within a certain class of drugs. The FDA also can impose partial clinical holds, for example prohibiting the initiation of clinical trials of a certain duration or for a certain dose.

All clinical trials must be conducted under the supervision of one or more qualified investigators in accordance with GCP regulations. These regulations include the requirement that all research subjects provide informed consent. Further, an institutional review board, or IRB, must review and approve the plan for any clinical trial before it commences at any institution. An IRB considers, among other things, whether the risks to individuals participating in the clinical trial are minimized and are reasonable in relation to anticipated benefits. The IRB also approves the information regarding the clinical trial and the consent form that must be provided to each clinical trial subject or his or her legal representative and must monitor the clinical trial until completed.

Each new clinical protocol and any amendments to the protocol must be submitted to the IND for FDA review, and to the IRBs for approval. Protocols detail, among other things, the objectives of the clinical trial, dosing procedures, subject selection and exclusion criteria, and the parameters to be used to monitor subject safety.

Human clinical trials are typically conducted in three sequential phases that may overlap or be combined:

- *Phase 1.* The product is initially introduced into healthy human subjects and tested for safety, dosage tolerance, absorption, metabolism, distribution and excretion. In the case of some products for severe or life-threatening diseases, especially when the product may be too inherently toxic to ethically administer to healthy volunteers, the initial human testing may be conducted in patients.

- *Phase 2.* Involves clinical trials in a limited patient population to identify possible adverse effects and safety risks, to preliminarily evaluate the efficacy of the product for specific targeted diseases and to determine dosage tolerance and optimal dosage and schedule.

- *Phase 3.* Clinical trials are undertaken to further evaluate dosage, clinical efficacy and safety in an expanded patient population at geographically dispersed clinical trial sites. These clinical trials are intended to establish the overall risk/benefit ratio of the product and provide an adequate basis for product labeling.

Progress reports detailing the results of the clinical trials must be submitted at least annually to the FDA and safety reports must be submitted to the FDA and the investigators for serious and unexpected adverse events. Phase 1, Phase 2 and Phase 3 testing may not be completed successfully within any specified period, if at all. The FDA or the sponsor may suspend or terminate a clinical trial at any time on various grounds, including a finding that the research subjects or patients are being exposed to an unacceptable health risk. Similarly, an IRB can suspend or terminate approval of a clinical trial at its institution if the clinical trial is not being conducted in accordance with the IRB's requirements or if the drug has been associated with unexpected serious harm to patients.

Concurrent with clinical trials, companies usually complete additional animal studies and must also develop additional information about the chemistry and physical characteristics of the product and finalize a process for manufacturing the product in commercial quantities in accordance with cGMP requirements. The manufacturing process must be capable of consistently producing quality batches of the product candidate and, among other things, the manufacturer must develop methods for testing the identity, strength, quality and purity of the final product. Additionally, appropriate packaging must be selected and tested and stability studies must be conducted to demonstrate that the product candidate does not undergo unacceptable deterioration over its shelf life.

U.S. Review and Approval Processes

The results of product development, non-clinical studies and clinical trials, along with descriptions of the manufacturing process, analytical tests conducted on the drug proposed labeling and other relevant information, are submitted to the FDA as part of an NDA for a new drug, requesting approval to market the product. The submission of an NDA is subject to the payment of a substantial user fee; a waiver of such fee may be obtained under certain limited circumstances. For example, the agency will waive the application fee for the first human drug application that a small business or its affiliate submits for review.

In addition, under the Pediatric Research Equity Act of 2003, or PREA, an NDA or supplement to an NDA must contain data to assess the safety and effectiveness of the drug for the claimed indications in all relevant pediatric subpopulations and to support dosing and administration for each pediatric subpopulation for which the product is safe and effective. The FDA may grant deferrals for submission of data or full or partial waivers.

The FDA reviews all NDAs submitted to ensure that they are sufficiently complete for substantive review before it accepts them for filing. The FDA may request additional information rather than accept an NDA for filing. In this event, the NDA must be re-submitted with the additional information. The re-submitted application also is subject to review before the FDA accepts it for filing. Once the submission is accepted for filing, the FDA begins an in-depth substantive review. The FDA reviews an NDA to determine, among other things, whether a product is safe and effective for its intended use and whether its manufacturing is cGMP-compliant to assure and preserve the product's identity, strength, quality and purity. Before approving an NDA, the FDA will inspect the facility or facilities where the product is manufactured. The FDA will not approve an application unless it determines that the manufacturing processes and facilities are in compliance with cGMP requirements and adequate to assure consistent production of the product within required specifications. The FDA may refer the NDA to an advisory committee for review, evaluation and recommendation as to whether the application should be approved and under what conditions. An advisory committee is a panel of experts who provide advice and recommendations when requested by the FDA on matters of importance that come before the agency. The FDA is not bound by the recommendation of an advisory committee.

The approval process is lengthy and difficult and the FDA may refuse to approve an NDA if the applicable regulatory criteria are not satisfied or may require additional clinical data or other data and information. Even if such data and information are submitted, the FDA may ultimately decide that the NDA does not satisfy the criteria for approval. Data obtained from clinical trials are not always conclusive and the FDA may interpret data differently than we interpret the same data. The FDA will issue a complete response letter if the agency decides not to approve the NDA in its present form. The complete response letter usually describes all of the specific deficiencies that the FDA identified in the NDA. The deficiencies identified may be minor, for example, requiring labeling changes, or major, for example, requiring additional clinical trials. Additionally, the complete response letter may include recommended actions that the applicant might take to place the application in a condition for approval. If a complete response letter is issued, the applicant may either resubmit the NDA, addressing all of the deficiencies identified in the letter, or withdraw the application or request an opportunity for a hearing.

If a product receives regulatory approval, the approval may be significantly limited to specific diseases and dosages or the indications for use may otherwise be limited, which could restrict the commercial value of the product. Further, the FDA may require that certain contraindications, warnings or precautions be included in the product labeling. In addition, the FDA may require Phase 4 testing which involves clinical trials designed to further assess a drug's safety and effectiveness after NDA approval and may require testing and surveillance programs to monitor the safety of approved products that have been commercialized.

Patent Term Restoration and Marketing Exclusivity

Depending upon the timing, duration and specifics of FDA approval of the use of our product candidates, some of our U.S. patents may be eligible for limited patent term extension under the Drug Price Competition and Patent Term Restoration Act of 1984, commonly referred to as the Hatch-Waxman Act. The Hatch-Waxman Act permits a patent restoration term of up to five years as compensation for patent term lost during product development and the FDA regulatory review process. However, patent term restoration cannot extend the remaining term of a patent beyond a total of 14 years from the product's approval date. The patent term restoration period is generally one-half the time between the effective date of an IND and the submission date of an NDA plus the time between the submission date of an NDA and the approval of that application. Only one patent applicable to an approved drug is eligible for the extension and the application for the extension must be submitted prior to the expiration of the patent. The U.S. Patent and Trademark Office, in consultation with the FDA, reviews and approves the application for any patent term extension or restoration. In the future, we intend to apply for restorations of patent term for some of our currently owned or licensed patents to add patent life beyond their current expiration dates, depending on the expected length of the clinical trials and other factors involved in the filing of the relevant NDA, however there can be no assurance that any such extension will be granted to us.

Market exclusivity provisions under the FDCA can also delay the submission or the approval of certain applications. The FDCA provides a five-year period of non-patent marketing exclusivity within the United States to the first applicant to gain approval of an NDA for a new chemical entity. A drug is a new chemical entity if the FDA has not previously approved any other new drug containing the same active moiety, which is the molecule or ion responsible for the action of the drug substance. During the exclusivity period, the FDA may not accept for review an abbreviated new drug application, or ANDA, or a 505(b)(2) NDA submitted by another company for another version of such drug where the applicant does not own or have a legal right of reference to all the data required for approval. However, an application may be submitted after four years if it contains a certification of patent invalidity or non-infringement. The FDCA also provides three years of marketing exclusivity for an NDA, 505(b)(2) NDA or supplement to an existing NDA if new clinical investigations, other than bioavailability studies, that were conducted or sponsored by the applicant are deemed by the FDA to be essential to the approval of the application, for example new indications, dosages or strengths of an existing drug. This three-year exclusivity covers only the conditions of use associated with the new clinical investigations and does not prohibit the FDA from approving ANDAs for drugs containing the original active agent. Five-year and three-year exclusivity will not delay the submission or approval of a full NDA. However, an applicant submitting a full NDA would be required to conduct or obtain a right of reference to all of the non-clinical studies and adequate and well-controlled clinical trials necessary to demonstrate safety and effectiveness.

Pediatric exclusivity is another type of exclusivity in the United States. Pediatric exclusivity, if granted, provides an additional six months to an existing exclusivity or statutory delay in approval resulting from a patent certification. This six-month exclusivity, which runs from the end of other exclusivity protection or patent delay, may be granted based on the voluntary completion of a pediatric clinical trial in accordance with an FDA-issued "Written Request" for such a clinical trial.

Post-Approval Requirements

Any drugs for which we receive FDA approval are subject to continuing regulation by the FDA, including, among other things, record-keeping requirements, reporting of adverse experiences with the product, providing the FDA with updated safety and efficacy information, product sampling and distribution requirements, complying with certain electronic records and signature requirements and complying with FDA promotion and advertising requirements. The FDA strictly regulates labeling, advertising, promotion and other types of information on products that are placed on the market. Drugs may be promoted only for the approved indications and in accordance with the provisions of the approved label. Further, manufacturers of drugs must continue to comply with cGMP requirements, which are extensive and require considerable time, resources and ongoing investment to ensure compliance. In addition, changes to the manufacturing process generally require prior FDA approval before being implemented and other types of changes to the approved product, such as adding new indications and additional labeling claims, are also subject to further FDA review and approval.

Drug manufacturers and other entities involved in the manufacturing and distribution of approved drugs are required to register their establishments with the FDA and certain state agencies, and are subject to periodic unannounced inspections by the FDA and certain state agencies for compliance with cGMP and other laws. The cGMP requirements apply to all stages of the manufacturing process, including the production, processing, sterilization, packaging, labeling, storage and shipment of the drug. Manufacturers must establish validated systems to ensure that products meet specifications and regulatory standards, and test each product batch or lot prior to its release. We rely, and expect to continue to rely, on third parties for the production of clinical quantities of our product candidates. Future FDA and state inspections may identify compliance issues at the facilities of our contract manufacturers that may disrupt production or distribution or may require substantial resources to correct.

The FDA may withdraw a product approval if compliance with regulatory requirements is not maintained or if problems occur after the product reaches the market. Later discovery of previously unknown problems with a product may result in restrictions on the product or even complete withdrawal of the product from the market. Further, the failure to maintain compliance with regulatory requirements may result in administrative or judicial actions, such as fines, warning letters, holds on clinical trials, product recalls or seizures, product detention or refusal to permit the import or export of products, refusal to approve pending applications or supplements, restrictions on marketing or manufacturing, injunctions or civil or criminal penalties.

From time to time, legislation is drafted, introduced and passed in Congress that could significantly change the statutory provisions governing the approval, manufacturing and marketing of products regulated by the FDA. In addition to new legislation, the FDA regulations and policies are often revised or reinterpreted by the agency in ways that may significantly affect our business and our product candidates. It is impossible to predict whether further legislative or FDA regulation or policy changes will be enacted or implemented and what the impact of such changes, if any, may be.

Foreign Regulation

In addition to regulations in the United States, we will be subject to a variety of foreign regulations governing clinical trials and commercial sales and distribution of our product candidates to the extent we choose to sell any products outside of the United States. Whether or not we obtain FDA approval for a product, we must obtain approval of a product by the comparable regulatory authorities of foreign countries before we can commence clinical trials or marketing of the product in those countries. The approval process varies from country to country and the time may be longer or shorter than that required for FDA approval. The requirements governing the conduct of clinical trials, product licensing, pricing and reimbursement vary greatly from country to country. As in the United States, post-approval regulatory requirements, such as those regarding product manufacture, marketing, or distribution would apply to any product that is approved outside the United States.

Employees

As of May 31, 2013, we had 13 full-time employees and five part-time employees. Two of our employees have Ph.D. degrees. Nine of our employees are engaged in research and development activities. None of our employees is represented by labor unions or covered by collective bargaining agreements. We consider our relationship with our employees to be good.

Facilities

We lease our facility, which is located at 46701 Commerce Center Drive, Plymouth, Michigan and consists of approximately 2,083 square feet of office and 4,867 square feet of laboratory space. Our lease expires October 2, 2013, and we have an option to extend it through October 2018 and then again through October 2023. We believe our facility is sufficient to meet our needs until the expiration of our lease.

Legal Proceedings

We are not currently a party to any material legal proceedings.

MANAGEMENT

Directors and Executive Officers

The following table presents our directors and executive officers and their respective ages and positions as of June 6, 2013:

Name	Age	Position
Roger S. Newton, Ph.D., FAHA	63	Executive Chairman, Chief Scientific Officer and Director
Patrick G. Enright(2)(3)	51	Director
Dov A. Goldstein, M.D.(1)(2)(3)	45	Director
Daniel Janney(1)	47	Director
Louis G. Lange, M.D., Ph.D.(1)(2)	65	Director
Nicole Vitullo(1)(3)	56	Director
Tim M. Mayleben	52	President, Chief Executive Officer and Director
Noah L. Rosenberg, M.D.	46	Chief Medical Officer
Troy A. Ignelzi	45	Vice President—Business Development

(1) Member of the Compensation Committee.

(2) Member of the Audit Committee.

(3) Member of the Nominating and Corporate Governance Committee.

Directors

Roger S. Newton, Ph.D., FAHA has served as our Executive Chairman and Chief Scientific Officer since December 2012 and is a fellow of the American Heart Association. He was previously our President and Chief Executive Officer from our founding in 2008 to December 2012. Prior to joining our company, he was Senior Vice President, Pfizer Global R&D from 2004 to 2008. He was a Co-founder, President & CEO of the original Esperion from July 1998 until its acquisition by Pfizer in 2004. Prior to founding the original Esperion, Dr. Newton was Chairman of the Atherosclerosis Drug Discovery Team at Warner Lambert from 1981 to 1998. Dr. Newton is a director of a number of companies including Juventas Therapeutics, Inc. and Rubicon Genomics, Inc. He is also a member of the Technology Advisory Boards of Arboretum Ventures and Metagenics, Inc. Dr. Newton has a Ph.D. in nutrition from the University of California, Davis, a Master of Science degree in nutritional biochemistry from the University of Connecticut, and a Bachelor of Science degree in biology from Lafayette College. Dr. Newton's qualifications to sit on our board include his extensive leadership, executive, managerial, business and pharmaceutical company experience, along with his more than 30 years of industry experience in the development and commercialization of pharmaceutical products.

Patrick G. Enright became a member of our board of directors in connection with Longitude Capital's purchase of 12,000,000 shares of Series A preferred stock in April 2013. He is a founder of Longitude Capital Management Co., LLC, a venture capital firm focused on investments in biotechnology and has served as its Managing Director since 2007. From 2002 through 2006, Mr. Enright was a Managing Director of Pequot Ventures where he co-led the life sciences investment practice. Prior to Pequot, he was a Managing Member responsible for the Delta Opportunity Fund, where he invested in privately-held and publicly-traded biotechnology companies. He was previously Chief Financial Officer and Senior Vice President of Business Development at Valentis, Inc. (now Urigen Pharmaceuticals, Inc.) and Senior Vice President of Finance and Business Development at Boehringer Mannheim Pharmaceuticals (now F. Hoffmann-La Roche. Ltd.). Mr. Enright is a director of a number of privately-held companies, as well as Corcept Therapeutics, Inc. (NASDAQ: CORT) and Jazz Pharmaceuticals plc (NASDAQ: JAZZ). Previously, Mr. Enright served on the boards of

Threshold Pharmaceuticals, Inc. (NASDAQ: THLD), Sequenom, Inc. (NASDAQ: SQNM), Valentis, Inc. (NASDAQ: VLTS), Codexis, Inc. (NASDAQ: CDXS) and MAP Pharmaceuticals, Inc. (NASDAQ: MAPP). Mr. Enright received his M.B.A. from the Wharton School of Business at the University of Pennsylvania and his B.S. in Biological Sciences from Stanford University. We believe Mr. Enright's extensive knowledge of finance and experience in the biotechnology industry qualifies him to serve as a member of our board of directors.

Dov A. Goldstein, M.D. has served as a member of our board of directors since April 2008. He has been a partner at Aisling Capital, a private investment firm, since 2008. From 2006 to 2008, he was a Principal at Aisling Capital. From 2000 to 2005, Dr. Goldstein was Chief Financial Officer of Vicuron Pharmaceuticals, Inc. before its acquisition by Pfizer Inc. From 1998 to 2000, Dr. Goldstein was Director of Venture Analysis at HealthCare Ventures, a privately held investment fund. Dr. Goldstein is a director of a number of companies including ADMA Biologics, Inc. and Cempra Pharmaceuticals, Inc. (NASDAQ: CEMP). He holds a B.S. in biology from Stanford University, an M.D. from the Yale School of Medicine and an M.B.A. from the Columbia Business School. We believe Dr. Goldstein's experience with financial accounting matters for complex organizations, his prior oversight of the financial reporting process of public companies and his experience working with life sciences companies qualifies him to serve as a member of our board of directors.

Daniel Janney has served as a member of our board of directors since November 2012. Mr. Janney is a managing director at Alta Partners, a life sciences venture capital firm, which he joined in 1996. Prior to joining Alta, from 1993 to 1996, he was a Vice President in Montgomery Securities' healthcare and biotechnology investment banking group, focusing on life sciences companies. Mr. Janney is a director of a number of companies including Alba Therapeutics Corporation, DiscoveRx Corporation, Lithera, Inc., Prolacta Bioscience, Inc. and ViroBay, Inc. He holds a Bachelor of Arts in History from Georgetown University and an M.B.A. from the Anderson School at the University of California, Los Angeles. We believe Mr. Janney's experience working with and serving on the boards of directors of life sciences companies and his experience working in the venture capital industry qualifies him to serve on our board of directors.

Louis G. Lange, M.D., Ph.D. has served as a member of our board of directors since February 2010. Dr. Lange is currently a partner with Asset Management Company, a venture capital firm that he joined in June 2009. Since June 2009, Dr. Lange has also served as a Senior Advisor of Gilead Sciences, Inc. (NYSE: GILD). From April 2009 to June 2009, Dr. Lange served as Executive Vice President, Cardiovascular Therapeutics, of Gilead Sciences, Inc. He was a founder of CV Therapeutics, Inc. and served as its Chairman and Chief Executive Officer from August 1992 until the acquisition of the company by Gilead Sciences, Inc. in April 2009. Dr. Lange holds an M.D. from Harvard Medical School and a Ph.D. in biological chemistry from Harvard University. Dr. Lange's significant operational and business experience with life science companies qualify him to serve as a member of our board of directors.

Tim M. Mayleben has served as our President and Chief Executive Officer since December 2012 and as a member of our board of directors since February 2010. Prior to joining Esperion, from December 2009 to December 2012, Mr. Mayleben was President and CEO and a director of Aastrom Biosciences, Inc. (NASDAQ: ASTM). He is also an advisor to, investor in, and member of the board of directors of several life science companies, including Intelliject Corporation, Lycera Corporation and DeNovo Sciences, through his advisory and investment firms, ElMa Advisors and Esperance BioVentures. Previously, from 2007 to 2008, Mr. Mayleben served as President, COO and a director of NightHawk Radiology Holdings, Inc. Prior to joining Nighthawk, Mr. Mayleben was the Chief Operating Officer of the original Esperion, until its acquisition by Pfizer in 2004. Mr. Mayleben earned an M.B.A., with distinction, from the J.L. Kellogg Graduate School of Management at Northwestern University, and a Bachelor of Business Administration degree from the University of Michigan, Ross

School of Business. Mr. Mayleben's years of experience in the life sciences industry, including over a decade of experience as an executive officer of several life sciences companies, qualifies him to sit on our board.

Nicole Vitullo has served as a member of our board of directors since April 2008. Ms. Vitullo joined Domain Associates, LLC, a venture capital firm with an exclusive focus on life sciences, in 1999 and became a Partner in 2004. From 1992 to 1999, Ms. Vitullo was Senior Vice President at Rothschild Asset Management, Inc. Ms. Vitullo is a director of a number of companies including Celator Pharmaceuticals, Inc., Achillion Pharmaceuticals, Inc. (NASDAQ: ACHN), Durata Therapeutics, Inc. (NASDAQ: DRTX), Marinus Pharmaceuticals, Inc. and VentiRx Pharmaceuticals, Inc. Ms. Vitullo received a B.A. and an M.B.A from the University of Rochester. We believe Ms. Vitullo's experience working with and serving on the boards of directors of life sciences companies and her experience working in the venture capital industry qualifies her to serve on our board of directors.

Executive Officers

Noah L. Rosenberg, M.D. has served as our Chief Medical Officer since February 2012. From 2010 to 2012, Dr. Rosenberg worked in a series of positions at Forest Laboratories and prior to leaving, Dr. Rosenberg served as the Executive Director and Head of Forest Laboratories' Cardiovascular/Metabolism franchise. From 2007 to 2010, Dr. Rosenberg served as a Senior Medical Director at Sanofi. From 2005 to 2007, Dr. Rosenberg served as a Medical Director at Sanofi. From 2000 to 2005, Dr. Rosenberg served as a Medical Director at Pfizer Inc. Dr. Rosenberg earned an M.D. from Drexel University and a B.A. in Natural Sciences from The Johns Hopkins University.

Troy A. Ignelzi has served as our Vice President—Business Development since January 2010. Prior to joining Esperion, from 2007 to 2010, Mr. Ignelzi served as Vice President—Business Development and Strategic Planning of Insys Therapeutics, Inc. Prior to his employment with Insys, Mr. Ignelzi worked as a sales and marketing professional in the neuroscience division with Eli Lilly and Company. Mr. Ignelzi received a B.S. from Ferris State University.

Composition of our Board of Directors

Our board of directors currently consists of six members, all of whom were elected pursuant to the board composition provisions of a voting agreement, which will terminate immediately prior to the closing of this offering. Upon the termination of these provisions, there will be no further contractual obligations regarding the election of our directors. Our nominating and corporate governance committee and board of directors may therefore consider a broad range of factors relating to the qualifications and background of nominees, which may include diversity and is not limited to race, gender or national origin. We have no formal policy regarding board diversity. Our nominating and corporate governance committee's and board of directors' priority in selecting board members is identification of persons who will further the interests of our stockholders through his or her established record of professional accomplishment, the ability to contribute positively to the collaborative culture among board members, knowledge of our business, understanding of the competitive landscape and professional and personal experiences and expertise relevant to our growth strategy. Our directors hold office until their successors have been elected and qualified or until the earlier of their resignation or removal.

Our amended and restated certificate of incorporation and amended and restated bylaws that will become effective upon the completion of this offering also provide that our directors may be removed only for cause by the affirmative vote of the holders of at least 75% of the votes that all our stockholders would be entitled to cast in an annual election of directors, and that any vacancy on our board of directors, including a vacancy resulting from an enlargement of our board of directors, may be filled only by vote of a majority of our directors then in office.

Director Independence. Our board of directors has determined that all members of the board of directors, except Dr. Newton and Mr. Mayleben, are independent, as determined in accordance with the rules of the NASDAQ Stock Market. In making such independence determination, the board of directors considered the relationships that each such non-employee director has with us and all other facts and circumstances that the board of directors deemed relevant in determining their independence, including the beneficial ownership of our capital stock by each non-employee director. In considering the independence of the directors listed above, our board of directors considered the association of our directors with the holders of more than 5% of our common stock. Upon the closing of this offering, we expect that the composition and functioning of our board of directors and each of our committees will comply with all applicable requirements of the NASDAQ Stock Market and the rules and regulations of the SEC. There are no family relationships among any of our directors or executive officers.

Staggered board. In accordance with the terms of our amended and restated certificate of incorporation and amended and restated bylaws that will become effective upon the completion of this offering, our board of directors will be divided into three classes, class I, class II and class III, with each class serving staggered three-year terms. Upon the expiration of the term of a class of directors, directors in that class will be eligible to be elected for a new three-year term at the annual meeting of stockholders in the year in which their term expires.

- Our Class I directors will be Messrs. Janney and Mayleben;

- Our Class II directors will be Dr. Lange and Ms. Vitullo; and

- Our Class III directors will be Mr. Enright and Drs. Goldstein and Newton.

Our amended and restated certificate of incorporation and amended and restated bylaws that will become effective upon the completion of this offering provide that the authorized number of directors may be changed only by resolution of the board of directors. Any additional directorships resulting from an increase in the number of directors will be distributed among the three classes so that, as nearly as possible, each class shall consist of one third of the board of directors.

The division of our board of directors into three classes with staggered three-year terms may delay or prevent stockholder efforts to effect a change of our management or a change in control.

Board Leadership Structure and Board's Role in Risk Oversight

The positions of our Executive Chairman of the board and Chief Executive Officer are presently separated at Esperion. Separating these positions allows our Chief Executive Officer to focus on our day-to-day business, while allowing the Executive Chairman of the board to lead the board of directors in its fundamental role of providing advice to and independent oversight of management. Our board of directors recognizes the time, effort and energy that the Chief Executive Officer must devote to his position in the current business environment, as well as the commitment required to serve as our Executive Chairman, particularly as the board of directors' oversight responsibilities continue to grow. Our board of directors also believes that this structure ensures a greater role for the independent directors in the oversight of our company and active participation of the independent directors in setting agendas and establishing priorities and procedures for the work of our board of directors. Our board of directors believes its administration of its risk oversight function has not affected its leadership structure. Although our amended and restated bylaws that will be in effect upon the completion of this offering will not require our Executive Chairman and Chief Executive Officer positions to be separate, our board of directors believes that having separate positions is the appropriate leadership structure for us at this time and demonstrates our commitment to good corporate governance.

Our board of directors oversees the management of risks inherent in the operation of our business and the implementation of our business strategies. Our board of directors performs this oversight role by using several different levels of review. In connection with its reviews of the operations and corporate functions of our company, our board of directors addresses the primary risks associated with those operations and corporate functions. In addition, our board of directors reviews the risks associated with our company's business strategies periodically throughout the year as part of its consideration of undertaking any such business strategies.

Each of our board committees also oversees the management of our company's risk that falls within the committee's areas of responsibility. In performing this function, each committee has full access to management, as well as the ability to engage advisors. Our Vice President, Finance & Business Development reports to the audit committee and is responsible for identifying, evaluating and implementing risk management controls and methodologies to address any identified risks. In connection with its risk management role, our audit committee meets privately with representatives from our independent registered public accounting firm and our Vice President, Finance & Business Development. The audit committee oversees the operation of our risk management program, including the identification of the primary risks associated with our business and periodic updates to such risks, and reports to our board of directors regarding these activities.

Board Committees

Our board of directors has established an audit committee, a compensation committee and a nominating and corporate governance committee, each of which operates pursuant to a separate charter adopted by our board of directors. We expect that the composition and functioning of all of our committees will comply with all applicable requirements of the Sarbanes-Oxley Act of 2002, the NASDAQ Stock Market and Securities and Exchange Commission rules and regulations.

Audit committee

Mr. Enright and Drs. Goldstein and Lange currently serve on the audit committee, which is chaired by Mr. Enright. Our board of directors has determined that each member of the audit committee is "independent" for audit committee purposes as that term is defined in the applicable rules of the Securities and Exchange Commission and the NASDAQ Stock Market. Our board of directors has designated Mr. Enright as an "audit committee financial expert," as defined under the applicable rules of the Securities and Exchange Commission. The audit committee's responsibilities include:

- appointing, approving the compensation of, and assessing the independence of our independent registered public accounting firm;
- approving auditing and permissible non-audit services, and the terms of such services, to be provided by our independent registered public accounting firm;
- reviewing the internal audit plan with our independent registered public accounting firm and members of management responsible for preparing our financial statements;
- reviewing and discussing with management and our independent registered public accounting firm our annual and quarterly financial statements and related disclosures as well as critical accounting policies and practices used by us;
- reviewing the adequacy of our internal control over financial reporting;
- establishing policies and procedures for the receipt and retention of accounting-related complaints and concerns;
- recommending, based upon the audit committee's review and discussions with management and our independent registered public accounting firm, whether our audited financial statements shall be included in our Annual Report on Form 10-K;

- monitoring the integrity of our financial statements and our compliance with legal and regulatory requirements as they relate to our financial statements and accounting matters;
- preparing the audit committee report required by SEC rules to be included in our annual proxy statement;
- reviewing all related party transactions for potential conflict of interest situations and approving all such transactions; and
- reviewing quarterly earnings releases.

Compensation committee

Dr. Goldstein, Mr. Janney, Dr. Lange and Ms. Vitullo currently serve on the compensation committee, which is chaired by Ms. Vitullo. Our board of directors has determined that each member of the compensation committee is "independent" as that term is defined in the applicable NASDAQ Stock Market rules. The compensation committee's responsibilities include:

- annually reviewing and approving corporate goals and objectives relevant to the compensation of our Chief Executive Officer;
- evaluating the performance of our Chief Executive Officer in light of such corporate goals and objectives and determining the compensation of our Chief Executive Officer;
- reviewing and approving the compensation of our other executive officers;
- reviewing and establishing our overall management compensation, philosophy and policy;
- overseeing and administering our compensation and similar plans;
- evaluating and assessing potential and current compensation advisors in accordance with the independence standards identified in the applicable NASDAQ Stock Market rules;
- retaining and approving the compensation of any compensation advisors;
- reviewing and approving our policies and procedures for the grant of equity-based awards;
- reviewing and making recommendations to the board of directors with respect to director compensation;
- preparing the compensation committee report required by SEC rules to be included in our annual proxy statement;
- reviewing and discussing with management the compensation discussion and analysis to be included in our annual proxy statement or Annual Report on Form 10-K; and
- reviewing and discussing with the board of directors corporate succession plans for the Chief Executive Officer and other key officers.

Nominating and corporate governance committee

Mr. Enright, Dr. Goldstein and Ms. Vitullo currently serve on the nominating and corporate governance committee, which is chaired by Dr. Goldstein. Our board of directors has determined that each member of the nominating and corporate governance committee is "independent" as that term is defined in the applicable NASDAQ Stock Market rules. The nominating and corporate governance committee's responsibilities include:

- developing and recommending to the board of directors criteria for board and committee membership;

- establishing procedures for identifying and evaluating board of director candidates, including nominees recommended by stockholders;
- identifying individuals qualified to become members of the board of directors;
- recommending to the board of directors the persons to be nominated for election as directors and to each of the board's committees;
- developing and recommending to the board of directors a set of corporate governance guidelines; and
- overseeing the evaluation of the board of directors and management.

Our board of directors may establish other committees from time to time.

Compensation Committee Interlocks and Insider Participation

None of the members of our compensation committee has at any time during the prior three years been one of our officers or employees. None of our executive officers currently serves, or in the past fiscal year has served, as a member of the board of directors or compensation committee of any entity that has one or more executive officers serving on our board of directors or compensation committee.

Corporate Governance

Prior to the completion of this offering, we will adopt a written code of business conduct and ethics that applies to our directors, officers and employees, including our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions. Following the completion of this offering, a current copy of the code will be posted on the Corporate Governance section of our website, which is located at www.esperion.com. If we make any substantive amendments to, or grant any waivers from, the code of business conduct and ethics for any officer or director, we will disclose the nature of such amendment or waiver on our website or in a Current Report on Form 8-K.

EXECUTIVE OFFICER AND DIRECTOR COMPENSATION

Executive Compensation Overview

Our primary objective with respect to executive compensation is to attract and retain individuals who possess knowledge, experience and skills that we believe are important to our business of developing and commercializing novel therapeutics for patients with elevated levels of LDL-C.

Specifically, our compensation programs are designed to:

- attract and retain individuals with superior ability and managerial experience;
- align executive officers' incentives with our corporate strategies, business objectives and the long-term interests of our stockholders; and
- increase the incentive to achieve key strategic performance measures by linking incentive award opportunities to the achievement of performance objectives and by providing a portion of total compensation for executive officers in the form of ownership in the company.

Our compensation committee oversees our compensation and benefit plans and policies, administers our equity incentive plans and reviews and approves annually all compensation decisions relating to all of our executive officers. The compensation committee considers recommendations from our Chief Executive Officer regarding the compensation of the other executive officers identified in the Summary Compensation Table below, who we refer to as the Named Executive Officers, other than himself. Historically, the compensation committee has not retained any independent compensation consultants to help it in making compensation-related decisions.

Following the completion of this offering, our compensation committee will continue to be primarily responsible for developing and implementing our compensation policies and establishing and approving the compensation for all of our executive officers. In the future, our compensation committee may review the compensation packages offered by other similar companies based on survey data and may choose to retain the services of independent compensation consultants from time to time, as it sees fit, in connection with the establishment of cash and equity compensation and related policies. While market data and reports from independent consultants provide useful starting points for compensation decisions, our compensation committee may also take into account factors such as level of responsibility, prior experience, individual performance and internal pay equity in arriving at final compensation decisions.

Executive Compensation Components

Our executive compensation consists of base salary, cash incentive bonuses, equity incentive compensation and broad-based benefits programs. Each of the elements of our executive compensation is discussed in more detail below, including a description of the particular element and how it fits into our overall executive compensation program.

Although we have not adopted any formal guidelines for allocating total compensation between long-term and short-term compensation, cash compensation and non-cash compensation, or among different forms of non-cash compensation, we intend to implement and maintain compensation plans that tie a substantial portion of our executives' overall compensation to the achievement of corporate goals and value-creating milestones, such as the clinical development of ETC-1002 and the establishment and maintenance of key strategic relationships.

Section 162(m) of the Code places a limit of $1 million on the amount of compensation that public companies may deduct in any one year with respect to certain of its Named Executive Officers. Certain performance-based compensation approved by stockholders is not subject to this deduction limit. In addition, as a newly public company, some of our compensation arrangements are not subject to the deduction limit during a transition period. Our compensation committee's strategy in this regard is to be cost and tax efficient. Therefore, whenever possible, the compensation committee intends to structure compensation programs to qualify compensation as performance-based under Section 162(m) of the Code, while maintaining the flexibility in the future to approve arrangements that it deems to be in our best interests and the best interests of our stockholders, even if such arrangements do not always qualify for full tax deductibility.

Annual Cash Compensation

Base Salary

Base salaries for our Named Executive Officers are intended to be competitive with those received by other individuals in similar positions at the companies with which we compete for talent. Base salaries are originally established at the time the executive is hired based on individual experience, skills and expected contributions, our compensation committee's understanding of what executives in similar positions at other peer companies were being paid at such time and are also the result of negotiations with certain executives during the hiring process. The base salaries of our Named Executive Officers are reviewed annually and may be adjusted to reflect market conditions and our executives' performance during the prior year as well as the financial position of the company, or if there is a change in the scope of the officer's responsibilities. We believe that a competitive base salary is a necessary element of any compensation program that is designed to attract and retain talented and experienced executives. We also believe that attractive base salaries can motivate and reward executives for their overall performance.

Cash Incentive Bonuses

Our compensation committee has the authority to award annual performance-based cash bonuses to our executive officers.

Upon the completion of this offering, our Senior Executive Cash Incentive Bonus Plan which was approved by the board of directors on June 5, 2013, will become effective and the Named Executive Officers will be eligible to receive annual cash incentive bonuses thereunder. For a further discussion of the Senior Executive Cash Incentive Bonus Plan, see "Senior Executive Cash Incentive Bonus Plan" below.

Equity Incentive Compensation

Equity incentive grants to our Named Executive Officers are currently made at the discretion of our board of directors under our 2008 Incentive Stock Option and Restricted Stock Plan, or the 2008 Plan, and such awards are typically made at the time of hiring and in connection with annual performance reviews during January, if at all. Under the 2008 Plan, the board of directors may grant equity incentive awards in the form of stock options or restricted stock awards.

Each of our Named Executive Officers received an equity incentive award upon his commencement of employment with us. The amount of these initial equity grants was based on the following qualitative factors that are not weighted by our board: the executive's proposed level of responsibility, the competitive market for the executive's position and the executive's potential contribution to the advancement of our clinical and business development programs.

Upon the closing of this offering, equity incentive awards will be granted to our Named Executive Officers under our 2013 Stock Option and Incentive Plan, or the 2013 Plan. For a further discussion of the 2008 Plan and 2013 Plan, see "Equity Compensation Plans and Other Benefit Plans" below.

Benefits Programs

In addition to the primary elements of compensation (base salary, cash incentive bonuses and equity incentive compensation) described above, the Named Executive Officers also participate in broad-based employee benefits programs available to all of our employees, including health insurance, life and disability insurance, dental insurance and our 401(k) plan.

Compensation Tables

Summary Compensation Table—2012

The following table presents information regarding the total compensation awarded to, earned by, and paid to each individual who served as our chief executive officer at any time during the last completed fiscal year and the two most highly-compensated executive officers (other than the chief executive officer) who were serving as executive officers at the end of the last completed fiscal year for services rendered in all capacities to us for the year ended December 31, 2012. These individuals are our Named Executive Officers for 2012.

Name and principal position	Year	Salary ($)	Bonus ($)	Option awards ($)(4)	Non-equity incentive plan compensation ($)	All other compensation ($)	Total ($)
Roger S. Newton, Ph.D., FAHA, *Executive Chairman and Chief Scientific Officer*	2012	369,766	—	—	—	—	369,766
Tim M. Mayleben, *President and Chief Executive Officer*	2012	25,000(1)	—	—	—	—	25,000
Noah L. Rosenberg, M.D., *Chief Medical Officer*	2012	303,276(2)	15,000(3)	89,562	—	—	318,276
Troy A. Ignelzi, *Vice President—Business Development*	2012	200,813	—	21,440	—	—	222,253

(1) Mr. Mayleben joined the Company as our President and Chief Executive Officer effective December 10, 2012. The amount reflected in this column is based upon an annualized salary of $400,000.

(2) Dr. Rosenberg joined the Company as our Chief Medical Officer effective February 6, 2012. The amount reflected in this column is based upon an annualized salary of $335,000.

(3) Amount includes $15,000 awarded to Dr. Rosenberg as a signing bonus.

(4) Amounts represent the aggregate grant date fair value of option awards granted to our Named Executive Officers in 2012 computed in accordance with FASB ASC Topic 718. The assumptions used in the valuation of these awards are consistent with the valuation methodologies specified in the notes to our financial statements and discussions in "Management's Discussion and Analysis of Financial Condition and Results of Operations" included elsewhere in this prospectus. The amounts above reflect the Company's aggregate accounting expense for these awards and do not necessarily correspond to the actual value that will be recognized by the Named Executive Officers.

Narrative Disclosure to the Summary Compensation Table

Employment arrangements with our named executive officers

We have entered into an employment agreement or offer letter with each of the named executive officers in connection with his employment with us. These employment agreements and offer letter provide for "at will" employment.

Tim M. Mayleben. On December 3, 2012, we entered into an employment agreement with Mr. Mayleben for the position of President and Chief Executive Officer which was effective as of

December 10, 2012. Pursuant to the terms of Mr. Mayleben's employment agreement, we agreed to grant him an option to purchase 1,911,790 shares of our common stock, which option was subsequently granted on January 16, 2013. On May 23, 2013, we amended this option to permit its early exercise, provided that any shares issued upon exercise will remain subject to the original vesting terms. Mr. Mayleben currently receives a base salary of $400,000, which is subject to review and adjustment in accordance with company policy. Beginning with the year ending December 31, 2013, Mr. Mayleben is also eligible for an annual discretionary bonus of up to 40% of his base salary, payable at the discretion of the board of directors. The amount of such bonus will be determined annually based upon individual and/or company achievement of certain measurable goals established by the board of directors and Mr. Mayleben. Mr. Mayleben is eligible to participate in employee benefit plans generally available to our executive employees, subject to the terms of those plans.

Troy A. Ignelzi. On January 4, 2010, we entered into an offer letter with Mr. Ignelzi for the position of Executive Director of Finance and Business Development. Mr. Ignelzi currently receives a base salary of $205,000. Mr. Ignelzi is also eligible for an annual performance bonus of up to 25% of his base salary, based on the company's performance and is eligible to participate in our employee benefit plans, subject to the terms of those plans.

Roger S. Newton, Ph.D., FAHA. On December 4, 2012, we entered into an employment agreement with Dr. Newton for the position of Executive Chairman and Chief Scientific Officer which was effective December 10, 2012. Pursuant to the terms of Dr. Newton's employment agreement, we agreed to grant him an option to purchase 531,923 shares of our common stock, which option was subsequently granted on January 16, 2013. On May 23, 2013, we amended this option to permit its early exercise, provided that any shares issued upon exercise will remain subject to the original vesting terms. Dr. Newton currently receives a base salary of $375,000, which is subject to review and adjustment in accordance with company policy. Beginning with the year ending December 31, 2013, Dr. Newton is also eligible for an annual discretionary bonus of up to 40% of his base salary, payable at the discretion of the board of directors. The amount of such bonus will be determined annually based upon individual and/or company achievement of certain measurable goals established by the board of directors and Dr. Newton. Dr. Newton is eligible to participate in employee benefit plans generally available to our executive employees, subject to the terms of those plans.

Noah L. Rosenberg, M.D. On January 13, 2012, we entered into an employment agreement with Dr. Rosenberg for the position of Chief Medical Officer. Dr. Rosenberg currently receives a base salary of $335,000, which is subject to review and adjustment at the discretion of the company. Dr. Rosenberg is also eligible for an annual discretionary bonus of up to 35% of his base salary, payable at the discretion of the compensation committee based on its assessment of the performance of Esperion and Dr. Rosenberg against goals established by the Chief Executive Officer and the compensation committee. Dr. Rosenberg is eligible to participate in employee benefit plans generally available to our full-time employees, subject to the terms of those plans.

The employment agreements with Mr. Mayleben and Drs. Newton and Rosenberg provide for certain payments and benefits in the event of an involuntary termination of employment. In addition, each of Mr. Mayleben and Drs. Newton and Rosenberg are entitled to accelerated vesting of certain outstanding and unvested equity awards held by them in certain circumstances. The information below describes certain compensation and equity acceleration that may become payable as a result of certain events. These payments and benefits are in addition to benefits available generally to salaried employees, including distributions under our 401(k) plan, accrued benefits under our health and welfare plans and arrangements, and vacation pay or other accrued benefits under our medical and dental insurance plans, that are not generally described. Outstanding equity awards for the Named Executive Officers as of December 31, 2012 are set forth under "Outstanding Equity Awards at Fiscal Year End Table—2012."

Involuntary Termination of Employment

Pursuant to their employment agreements, Mr. Mayleben and Drs. Newton and Rosenberg are each eligible to receive certain payments and benefits in the event his employment is terminated by us without "cause" (as defined in the employment agreements) or in the event he terminates his employment with "good reason" (as defined in their employment agreements).

Each of Mr. Mayleben and Dr. Newton is eligible to receive one year of base salary continuation in the event of a termination by the company without cause or by the Named Executive Officer for good reason, provided that he resigns from the board of directors and timely executes and allows to become effective a release agreement. Dr. Rosenberg is eligible to receive the following payments and benefits, provided he enters into, does not revoke and complies with the terms of a separation agreement in a form acceptable to the company, which shall include a release in favor of the company, and resigns from any and all positions he holds with the company:

- base salary continuation for six months following termination;

- continuation of group health plan benefits to the extent authorized and consistent with COBRA, with the cost of the regular premium shared in the same relative proportion by Dr. Rosenberg and the company as in effect on the date of termination until the earlier of six months after the date of termination and the date he becomes eligible for health benefits through another employer or otherwise becomes ineligible for COBRA;

- a pro-rated bonus for the year of termination, provided the Chief Executive Officer and the compensation committee assess Dr. Rosenberg's performance and that of Esperion through the date of termination and determine that he is entitled to a pro-rated bonus; and

- accelerated vesting of the unvested portion of an option to purchase 100,000 shares of the company's common stock granted to Dr. Rosenberg in connection with his hire.

Change in Control

Under the employment agreements with Mr. Mayleben and Dr. Newton, we agreed to make certain equity awards to each of them in the form of options to purchase our common stock. Pursuant to their employment agreements and the award agreements governing such stock options, in the event of a "change in control" of the company (as defined in the employment agreements), any such unvested stock options will be accelerated such that 50% of the shares underlying such options which would otherwise be unvested at the time of the change in control will become vested upon the change in control and, if, during the 12 month period following the change in control, either Mr. Mayleben or Dr. Newton's employment is terminated by the company without cause or either Mr. Mayleben or Dr. Newton terminates his employment with the company for good reason, 100% of the unvested portion of such option will immediately become vested.

Definitions

For purposes of each of the employment agreements with Mr. Mayleben and Dr. Newton, "cause" means the Named Executive Officer's:

- conviction (including a guilty or no contest plea) on a felony indictment or for any misdemeanor involving moral turpitude that adversely affects the company;

- participation in a fraud or act of dishonesty against the Company;

- material breach of the Named Executive Officer's duties to the company that has not been cured to the reasonable satisfaction of the board of directors within 30 days following written notice to the Named Executive Officer (provided that no such notice and cure period will be required if such breach is not subject to cure);

- intentional and material damage to company property; or
- material breach of the employment agreement or other written agreement of the company or written policy of the company.

For purposes of the employment agreement with Dr. Rosenberg, "cause" means his:

- conduct in connection with his service to the company that is fraudulent, unlawful, or grossly negligent;
- material breach of his material responsibilities to the company or his willful failure to comply with reasonable and lawful directives of the Chief Executive Officer or written policies of the Company;
- breach of his representations, warranties, covenants and/or obligations under the employment agreement;
- material misconduct which seriously discredits or damages the company; and/or
- non-performance or unsatisfactory performance of his material duties or responsibilities to the company after written notice to him and a reasonable opportunity to cure that shall not exceed 30 days.

For purposes of each of the employment agreements with Mr. Mayleben and Dr. Newton, "change in control" means:

- a sale of substantially all of the assets of the company;
- a merger or consolidation in which the company is not the surviving corporation (other than a merger or consolidation in which stockholders immediately before the merger or consolidation have, immediately after the merger or consolidation, a majority of the voting power of the surviving corporation);
- a reverse merger in which the company is the surviving corporation but the shares of the company's common stock outstanding immediately preceding the merger are converted by virtue of the merger into other property, whether in the form of securities, cash or otherwise (other than a reverse merger in which stockholders immediately before the merger have, immediately after the merger, a majority of the voting power of the surviving corporation); or
- any transaction or series of related transactions in which in excess of 50% of the company's voting power is transferred, other than an initial offering of the company's stock to the public registered under the Securities Act of 1933, as amended, or the sale by the company of stock in transactions the primary purpose of which is to raise capital for the company's operations and activities.

For purposes of the employment agreement with Mr. Mayleben, "good reason" means any one of the following events that occurs after the commencement of his employment with the company, in each case without Mr. Mayleben's consent:

- a material reduction in his duties, responsibility or authority or any decrease in his base salary of more than 20%;
- any change in his position as President and Chief Executive Officer of the company or any change in his obligation to report to the board of directors as set forth in the employment agreement;

- any requirement that he relocate to a work site more than 50 miles from the company's location in Plymouth Township, Michigan; or

- any material breach by the company of its obligations under the employment agreement.

For purposes of the employment agreement with Dr. Newton, "good reason" means any one of the following events that occurs after the commencement of his employment with the company, in each case without Dr. Newton's consent:

- a material reduction in his duties, responsibility or authority or any decrease in his base salary of more than 20%, which in any event shall not include a transition to less than a full-time position;

- any requirement that he relocate to a work site more than 50 miles from the company's location in Plymouth Township, Michigan;

- any material breach by the company of its obligations under the employment agreement; or

- the board of directors requests or requires Dr. Newton to perform any illegal act or any act that is inconsistent with accepted standards of ethical and professional behavior.

For purposes of the employment agreement with Dr. Rosenberg, "good reason" means that Dr. Rosenberg has (i) reasonably determined that a good reason condition has occurred, (ii) notified the company in writing of the first occurrence of the good reason condition within 60 days of the first occurrence of such condition, (iii) cooperated in good faith with the company's efforts for a period of not less than 30 days following such notice to remedy the condition, (iv) notwithstanding such efforts, the good reason condition continues to exist and (v) terminated his employment within 60 days after the end of the 30 day cure period, following the occurrence of any one of the following actions by the company without Dr. Rosenberg's express prior written consent:

- a material diminution in his responsibilities, authority and function; or

- a reduction in base salary; provided, however, that good reason shall not be deemed to have occurred in the event of a reduction in base salary that is pursuant to a salary reduction program affecting substantially all senior level employees of the company that does not adversely affect Dr. Rosenberg to a greater extent than other similarly situated employees.

Outstanding Equity Awards at Fiscal Year-End Table—2012

The following table summarizes, for each of the Named Executive Officers, the number of shares of common stock underlying outstanding stock options held as of December 31, 2012.

Name	Grant date	Number of securities underlying unexercised options (#) exercisable	Number of securities underlying unexercised options (#) unexercisable	Option exercise price ($)	Option expiration date
Roger S. Newton, Ph.D., FAHA	—	—	—	—	—
Tim M. Mayleben	6/1/2008(1)	79,755	21,166	0.15	6/1/2018
	4/2/2010(2)	66,842	30,383	0.18	4/2/2020
Noah L. Rosenberg, M.D.	7/12/2012(3)	—	480,000	0.27	7/12/2022
Troy A. Ignelzi	4/2/2010(4)	140,000	10,000	0.18	4/2/2020
	5/19/2011(2)	6,562	8,438	0.22	5/19/2021

(1) At the grant date, the option vested over a four-year period on a monthly basis. Pursuant to an amendment to the option agreement on April 2, 2010, the remaining unvested shares vest over a four-year period quarterly, subject to continued service as a member of the Board of Directors.

(2) The option vests over a four-year period vesting quarterly, subject to continued employment through such date.

(3) The option vests over a four-year period with twenty-five percent of the common stock options vesting on the one-year anniversary of the vesting commencement date and 1/48th vesting in equal installments on the monthly anniversary thereafter, subject to continued employment through such date.

(4) The option vests over a four-year period with twenty-five percent of the common stock options vesting on the one-year anniversary of the vesting commencement date and the remainder vesting in equal installments on the quarterly anniversary thereafter, subject to continued employment through such date.

Director Compensation

The following table presents the total compensation for each person who served as a non-employee member of our board of directors during 2012. Other than as set forth in the table and described more fully below, we did not pay any compensation, make any equity awards or non-equity awards to, or pay any other compensation to any of the non-employee members of our board of directors in 2012. Mr. Mayleben, who is also our President and Chief Executive Officer, and Dr. Newton, who is our Executive Chairman and Chief Scientific Officer, receive no compensation for service as a director, and, consequently, are not included in this table. The compensation received by Mr. Mayleben and Dr. Newton as employees of the Company during 2012 is presented in "Summary Compensation Table—2012."

In 2012, we did not maintain any standard fee arrangements for the non-employee members of our board of directors for their service as a director. Going forward, our board of directors has determined that, after the closing of this offering, our non-employee directors will be entitled to receive the following annual retainer fees for their service as directors:

- for service as a director, an annual retainer of $30,000;

- for service as the chair of a committee, $12,000 for audit committee chair, $10,000 for compensation committee chair and $6,000 for nominating and corporate governance committee chair; and

- for service as a member of a committee other than as its chair, $6,000 for audit committee, $5,000 for compensation committee and $3,000 for nominating and corporate governance committee.

Any new director will be entitled to an option award with respect to shares of common stock upon joining our board of directors, which will vest monthly over three years, subject to the director's continued service on our board. In addition, for each year of service after December 31, 2013, each non-employee director will be entitled to an option award with respect to shares of common stock, vesting on the earlier of the one-year anniversary of the grant date and our next annual meeting of stockholders, subject to the director's continued service on our board.

In April 2013, each non-employee director at the time was granted an option to purchase 150,000 shares of common stock with an exercise price equal to the then fair market value, which options vest monthly over three years, subject to continued service on our board. Subsequently, in connection with Mr. Enright joining the board, he was granted an option to purchase 150,000 shares of common stock, effective as of the effective date of the registration statement of which this prospectus is a part, which award will vest monthly over the 36 months, subject to Mr. Enright's continued service on our board, and has an exercise price equal to the public offering price.

Director Compensation Table—2012

Director name	Fees earned or paid in cash ($)	Option awards ($)	All other compensation ($)	Total ($)
Dov A. Goldstein, M.D.	—	—	—	
Daniel Janney	—	—	—	
Louis G. Lange, M.D., Ph.D.	—	20,140(1)	—	20,140
Nicole Vitullo	—	—	—	

(1) Amount represents the fair value of the awards on the date of grant computed in accordance with FASB ASC Topic 718. The assumptions used in the valuation of these awards are consistent with the valuation methodologies specified in the notes to our financial statements included elsewhere in this prospectus.

Compensation Risk Assessment

In establishing and reviewing our compensation philosophy and programs, we consider whether such programs encourage unnecessary or excessive risk taking. We believe that our executive compensation program does not encourage excessive or unnecessary risk taking. This is primarily due to the fact that our compensation programs are designed to encourage our executive officers and other employees to remain focused on both short-term and long-term strategic goals. As a result, we do not believe that our compensation programs are reasonably likely to have a material adverse effect on us.

Equity Compensation Plans and Other Benefit Plans

The two equity incentive plans described in this section are the 2008 Plan and the 2013 Plan. Prior to this offering, we have granted awards to eligible participants under the 2008 Plan. Following the closing of this offering, we expect to grant awards to eligible participants only under the 2013 Plan. In addition, our Senior Executive Cash Incentive Bonus Plan, which will be used following completion of this offering, is described below.

2008 Plan

The 2008 Plan was approved by our board of directors and our stockholders on April 24, 2008 and was most recently amended on March 25, 2013. Under the 2008 Plan, 5,800,000 shares of common stock have been reserved for issuance in the form of stock options and restricted stock. The shares issuable pursuant to awards granted under the 2008 Plan are authorized but unissued shares.

The 2008 Plan is administered by our board of directors, which has full power to select the employees, directors and service providers of the participating companies to whom awards will be granted and to determine the specific terms and conditions of each award, subject to the provisions of the 2008 Plan.

The option exercise price of each option granted under the 2008 Plan is determined by our board of directors and may not be less than the fair market value of a share of common stock on the date of grant. The term of each option is fixed by the board of directors and may not exceed ten years from the date of grant. The board of directors determines at what time or times each option may be exercised when granting the option.

The 2008 Plan provides that, upon a change in control or sale transaction of the Company, the board of directors may take any one or a combination of the following actions with respect to outstanding options: (i) require that options be substituted with new awards of the successor entity, on substantially identical terms; (ii) provide for a cash payment equal to the in-the-money value of the options; (iii) allow net or "cashless" option exercises; or (iv) provide that all options not exercised within a specified period will terminate upon the closing of the transaction.

Our board of directors may amend the 2008 Plan but no such action may adversely affect the rights of an award holder without such holder's consent. Approval by our stockholders of amendments to the 2008 Plan must be obtained if required by law.

As of May 31, 2013, options to purchase 4,868,808 shares of common stock and 145,834 shares of restricted stock were outstanding under the 2008 Plan. Our board of directors has determined not to make any further awards under the 2008 Plan following the closing of this offering.

2013 Plan

On June 5, 2013, our board of directors adopted and thereafter our stockholders approved our 2013 Plan, which will replace the 2008 Plan. Our 2013 Plan provides us flexibility to use various equity-based incentive and other awards as compensation tools to motivate our workforce. These tools include stock options, stock appreciation rights, restricted stock, restricted stock units, unrestricted stock, performance share awards and cash-based awards. The 2013 Plan will become effective immediately prior to the closing of this offering.

We have initially reserved   shares of common stock for the issuance of awards under the 2013 Plan. The 2013 Plan provides that the number of shares reserved and available for issuance will automatically increase each January 1, beginning on January 1, 2014, by   % of the outstanding number of shares of our common stock on the immediately preceding December 31 or such lesser number of shares as determined by our compensation committee. This number is subject to adjustment in the event of a stock split, stock dividend or other change in our capitalization.

The shares issuable pursuant to awards granted under the 2013 Plan will be authorized but unissued shares or shares that we reacquire. The shares of common stock underlying any awards from the 2013 Plan and the 2008 Plan that are forfeited, cancelled, held back upon exercise or settlement of an award to satisfy the exercise price or tax withholding, reacquired by us prior to vesting, satisfied without any issuance of common stock, expire or are otherwise terminated (other than by exercise) under the 2013 Plan will be added back to the shares available for issuance under the 2013 Plan.

Under the 2013 Plan, stock options or stock appreciation rights with respect to no more than shares may be granted to any one individual in any one calendar year and the maximum aggregate number of shares that may be issued in the form of incentive stock options shall not exceed the initial number of shares reserved and available for issuance under the 2013 Plan cumulatively increased on January 1, 2014 and on each January 1 thereafter by % of the outstanding number of shares of our common stock on the immediately preceding December 31 or such lesser number of shares as determined by our compensation committee.

The 2013 Plan will be administered by the compensation committee of the board of directors. The compensation committee has full power to select, from among the individuals eligible for awards, the individuals to whom awards will be granted, to make any combination of awards to participants, and to determine the specific terms and conditions of each award, subject to the provisions of the 2013 Plan. Employees, non-employee directors and other key persons (including consultants) are eligible to receive awards under the 2013 Plan.

The 2013 Plan permits the granting of both options to purchase common stock intended to qualify as incentive stock options under Section 422 of the Code and options that do not so qualify. The exercise price of each stock option will be determined by our compensation committee but may not be less than 100% of the fair market value of our common stock on the date of grant or, in the case of an incentive stock option granted to a 10% owner, less than 110% of the fair market value of our common stock on the date of grant. The term of each stock option will be fixed by the compensation committee and may not exceed ten years from the date of grant (or five years in the case of an incentive stock option granted to a 10% owner). The compensation committee will determine at what time or times each option may be exercised.

The compensation committee may award stock appreciation rights subject to such conditions and restrictions as it may determine. Stock appreciation rights entitle the recipient to shares of common stock, or cash, equal to the value of the appreciation in our stock price over the exercise price. The exercise price of each stock appreciation right may not be less than 100% of the fair market value of the common stock on the date of grant.

The compensation committee may award restricted stock or restricted stock units to participants subject to such conditions and restrictions as it may determine. These conditions and restrictions may include the achievement of certain performance goals and/or continued employment or service with us through a specified vesting period. The compensation committee may also grant cash-based awards to participants subject to such conditions and restrictions as it may determine. Our compensation committee may also grant shares of common stock that are free from any restrictions under the 2013 Plan. Unrestricted stock may be granted to participants in recognition of past services or for other valid consideration and may be issued in lieu of cash compensation due to such participant.

The compensation committee may grant performance share awards to participants that entitle the recipient to receive share awards of common stock upon the achievement of certain performance goals and such other conditions as our compensation committee shall determine.

The compensation committee may grant cash bonuses under the 2013 Plan to participants, subject to the achievement of certain performance goals.

The compensation committee may grant performance-based awards to participants in the form of restricted stock, restricted stock units, performance shares or cash-based awards upon the achievement of certain performance goals and such other conditions as the compensation committee shall determine. The compensation committee may grant such performance-based awards under the 2013

Plan that are intended to qualify as "performance-based compensation" under Section 162(m) of the Code. Those awards would only vest or become payable upon the attainment of performance goals that are established by our compensation committee and related to one or more performance criteria. The performance criteria that could be used with respect to any such awards include: total shareholder return, earnings before interest, taxes, depreciation and amortization, net income (loss) (either before or after interest, taxes, depreciation and/or amortization), changes in the market price of our common stock, economic value-added, sales or revenue, development, clinical or regulatory milestones, acquisitions or strategic transactions, operating income (loss), cash flow (including, but not limited to, operating cash flow and free cash flow), return on capital, assets, equity, or investment, return on sales, gross or net profit levels, productivity, expense, margins, operating efficiency, customer satisfaction, working capital, earnings (loss) per share of stock, sales or market shares and number of customers, any of which may be measured either in absolute terms or as compared to any incremental increase or as compared to results of a peer group. From and after the time that we become subject to Section 162(m) of the Code, the maximum award that is intended to qualify as "performance-based compensation" under Section 162(m) of the Code that may be made to any one employee during any one calendar year period is shares with respect to a stock-based award and $2.0 million with respect to a cash-based award.

The 2013 Plan provides that upon the effectiveness of a "sale event," as defined in the 2013 Plan, all options and stock appreciation rights that are not exercisable immediately prior to the effective time of the sale event shall become fully exercisable as of the effective time of the sale event, all other awards with time-based vesting, conditions or restrictions, shall become fully vested and nonforfeitable as of the effective time of the sale event and all awards with conditions and restrictions relating to the attainment of performance goals may become vested and nonforfeitable in the discretion of the compensation committee and all awards granted under the 2013 Plan shall terminate. In addition, in connection with the termination of the 2013 Plan upon a sale event, we may make or provide for a cash payment to participants holding options and stock appreciation rights equal to the difference between the per share cash consideration payable to stockholders in the sale event and the exercise price of the options or stock appreciation rights.

Our board of directors may amend or discontinue the 2013 Plan and our compensation committee may amend or cancel outstanding awards for purposes of satisfying changes in law or any other lawful purpose, including option repricing, but no such action may adversely affect rights under an award without the holder's consent. Certain amendments to the 2013 Plan may require the approval of our stockholders.

No awards may be granted under the 2013 Plan after the date that is ten years from the date of stockholder approval of the 2013 Plan. Our board of directors has approved the issuance under the 2013 Plan of non-qualified stock options to acquire an aggregate of 260,000 shares of common stock on the effective date of the registration statement of which this prospectus is a part. These stock options will have an exercise price equal to the public offering price. No other awards under the 2013 Plan have been made prior to the date hereof.

Senior Executive Cash Incentive Bonus Plan

On June 5, 2013, our board of directors adopted the Senior Executive Cash Incentive Bonus Plan, or the Bonus Plan, which will become effective upon completion of this offering. The Bonus Plan provides for cash bonus payments based upon the attainment of performance targets established by our compensation committee. The payment targets will be related to corporate, financial and operational measures or objectives, or Corporate Performance Goals, as well as individual performance objectives.

Our compensation committee may select Corporate Performance Goals from among the following: cash flow (including, but not limited to, operating cash flow and free cash flow); sales or revenue;

corporate revenue; earnings before interest, taxes, depreciation and amortization; net income (loss) (either before or after interest, taxes, depreciation and/or amortization); changes in the market price of our common stock; economic value-added; development, clinical or regulatory milestones; acquisitions or strategic transactions; operating income (loss); return on capital, assets, equity, or investment; stockholder returns; return on sales; gross or net profit levels; productivity; expense efficiency; margins; operating efficiency; customer satisfaction; working capital; earnings (loss) per share of our common stock; bookings, new bookings or renewals; sales or market shares; number of customers; number of new customers or customer references; operating income and/or net annual recurring revenue, any of which may be measured in absolute terms, as compared to any incremental increase, in terms of growth, as compared to results of a peer group, against the market as a whole, compared to applicable market indices and/or measured on a pre-tax or post-tax basis.

Each executive officer who is selected to participate in the Bonus Plan will have a target bonus opportunity set for each performance period. The bonus formulas will be adopted in each performance period by the compensation committee and communicated to each executive. The Corporate Performance Goals will be measured at the end of each performance period after our financial reports have been published or such other appropriate time as the compensation committee determines. If the Corporate Performance Goals and individual performance objectives are met, payments will be made as soon as practicable following the end of each performance period. Subject to the rights contained in any agreement between the executive officer and the company, an executive officer must be employed by the company on the bonus payment date to be eligible to receive a bonus payment. The Bonus Plan also permits the compensation committee to approve additional bonuses to executive officers in its sole discretion.

401(k) Plan

We maintain a tax-qualified retirement plan that provides eligible employees in the United States with an opportunity to save for retirement on a tax-advantaged basis. We may provide matching and discretionary contributions. All participants' interests in their contributions are 100% vested when contributed. Any employer contributions vest over a five-year period. Pre-tax contributions are allocated to each participant's individual account and are then invested in selected investment alternatives according to the participants' directions. The retirement plan is intended to qualify under Sections 401(a) and 501(a) of the Code.

Other Compensation

We currently maintain broad-based benefits that are provided to all employees, including health insurance, life and disability insurance and dental insurance.

CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

Other than compensation arrangements, we describe below transactions and series of similar transactions since January 1, 2010, to which we were a party or will be a party, in which:

- the amounts involved exceeded or will exceed $120,000; and
- any of our directors, executive officers or holders of more than 5% of our capital stock, or any member of the immediate family of the foregoing persons, had or will have a direct or indirect material interest.

Compensation arrangements for our directors and Named Executive Officers are described elsewhere in this prospectus.

Sales and Purchases of Securities

2010 and 2011 Series A Financing

On April 28, 2008, we entered into a stock purchase agreement with Dr. Newton and affiliated funds of Alta Partners, Aisling Capital, Domain Partners and Arboretum Ventures pursuant to which we agreed to issue and sell, in a series of closings, an aggregate of 23,975,000 shares of our Series A preferred stock in exchange for cash and cancellation of certain indebtedness at a price of $1.00 per share. Several of the closings were contingent on the occurrence of pre-specified clinical or development milestones. On January 27, 2010, following the commencement of Phase 1 clinical trials of ETC-1002, the applicable second tranche milestone, we issued and sold an aggregate of 6,000,000 shares of Series A preferred stock to these purchasers for gross proceeds of $6,000,000. On April 7, 2010, Louis G. Lange, M.D., an affiliated fund of Dr. Lange and the Wm. Thomas Lockard, Trustee Alix Marduel, Trustee Lockard/Marduel Revocable Trust became parties to the stock purchase agreement. On April 7, 2010, we issued and sold an aggregate of 1,000,000 shares of Series A preferred stock to these purchasers for gross proceeds of $1,000,000. On January 28, 2011, following the commencement of Phase 2a clinical trials of ETC-1002, the applicable third tranche milestone, we issued and sold an aggregate of 6,700,000 shares of Series A preferred stock to these purchasers for gross proceeds of $6,700,000.

January 2012 Convertible Note Financing

On January 26, 2012, we entered into a convertible note financing in which we issued 10% convertible promissory notes for an aggregate principal amount of $6 million to certain investors affiliated with Alta Partners, Aisling Capital, Domain Partners, Arboretum Ventures, Asset Management Company and Dr. Newton, which were convertible, under certain circumstances, into shares of Series A preferred stock.

On February 12, 2013, these convertible promissory notes were converted, in accordance with their terms and at their respective conversion prices, into shares of Series A preferred stock, and following such conversion, the notes were cancelled.

September and November 2012 Convertible Note Financing

On September 4, 2012, we entered into a convertible note financing in which we issued 10% convertible promissory notes for an aggregate principal amount of $4.0 million to certain investors affiliated with Alta Partners, Aisling Capital, Domain Partners, Arboretum Ventures, Asset Management Company and Dr. Newton, which were convertible, under certain circumstances, into shares of Series A preferred stock. On September 4, 2012, we also issued warrants to purchase shares of our preferred stock to the foregoing investors for an aggregate purchase price of $4,000. On November 30, 2012, we entered into a convertible note financing in which we issued additional 10% convertible promissory notes for an aggregate principal amount of $5.7 million to certain investors affiliated with Alta Partners, Aisling Capital, Domain Partners, Arboretum Ventures, Asset Management Company and Dr. Newton, which were convertible, under certain circumstances, into shares of Series A preferred stock. On November 30, 2012, we also issued additional warrants to purchase shares of our preferred stock to the foregoing investors for an aggregate purchase price of $5,700.

February and April 2013 Series A Issuances

On February 12, 2013, the convertible promissory notes issued in January, September and November 2012 were converted, in accordance with their respective terms and at their respective conversion prices, into shares of Series A preferred stock, and the warrants issued in September and November 2012 became exercisable for shares of Series A preferred stock.

In April 2013, we entered into a stock purchase agreement with Dr. Newton and affiliated funds of Longitude Capital, Alta Partners, Aisling Capital, Domain Partners, Asset Management Company and Arboretum Ventures, pursuant to which we issued an aggregate of 17,000,000 shares of our Series A preferred stock at a price of $1.00 per share to these purchasers for gross proceeds of $17.0 million. Upon the closing under the stock purchase agreement, Patrick Enright of Longitude Capital became a member of our board of directors. Each share of Series A preferred stock is convertible into one share of our common stock.

May 2013 Series A-1 Issuance

On April 28, 2008, we issued a 8.931% convertible promissory note to Pfizer in the original principal amount of $5.0 million in connection with our acquisition of the exclusive worldwide rights to ETC-1002 from Pfizer. Pursuant to the terms of the convertible promissory note, accrued interest under the note was capitalized on June 30th and December 31st of each year. The aggregate amount of principal and interest outstanding was approximately $7.5 million and $7.7 million as of December 31, 2012 and March 31, 2013, respectively. On May 29, 2013, we entered into a stock purchase agreement with Pfizer pursuant to which we sold 6,750,000 shares of our Series A-1 preferred stock to Pfizer at a price of $1.1560 per share, which purchase price was paid through the cancellation of all outstanding indebtedness, including accrued interest, under the Pfizer convertible promissory note. Outstanding indebtedness, including accrued interest, was $7.8 million as of the date of conversion. Upon completion of the conversion of the Pfizer convertible promissory note into 6,750,000 shares of Series A-1 preferred stock, the note was cancelled and Pfizer became the owner of more than 5% of our capital stock.

Indemnification Agreements

We have entered into indemnification agreements with each of our directors and executive officers. These agreements, among other things, require us to indemnify each director and executive officer to the fullest extent permitted by Delaware law, including indemnification of expenses such as attorneys' fees, judgments, fines and settlement amounts incurred by the director or executive officer in any action or proceeding, including any action or proceeding by or in right of us, arising out of the person's services as a director or executive officer.

Participation in the Offering

Certain of our existing principal stockholders and their affiliated entities have indicated an interest in purchasing an aggregate of up to approximately $ million in shares of common stock in this offering at the initial public offering price. Because indications of interest are not binding agreements or commitments to purchase, these stockholders may elect not to purchase any shares in this offering.

Policies for Approval of Related Person Transactions

Our board of directors reviews and approves transactions with directors, officers, and holders of 5% or more of our voting securities and their affiliates, each, a related person. Prior to this offering, prior to our board of directors' consideration of a transaction with a related person, the material facts as to the related person's relationship or interest in the transaction were disclosed to our board of directors, and the transaction was not approved by our board of directors unless a majority of the directors who were not interested in the transaction approved the transaction. Our current policy with respect to approval of related person transactions is not set forth in writing.

We have adopted a related person transaction policy that will be effective upon the effectiveness of the registration statement of which this prospectus forms a part. Pursuant to this policy, our audit committee shall review the material facts of all related person transactions. The audit committee shall take into account, among other factors that it deems appropriate, whether the related person transaction is on terms no less favorable to us than terms generally available in a transaction with an unrelated third-party under the same or similar circumstances and the extent of the related person's interest in the related person transaction.

PRINCIPAL STOCKHOLDERS

The following table sets forth certain information known to us regarding beneficial ownership of our capital stock as of May 31, 2013, as adjusted to reflect the sale of common stock offered by us in this offering, for:

- each person known by us to be the beneficial owner of more than 5% of our capital stock;
- our named executive officers;
- each of our other directors; and
- all executive officers and directors as a group.

To the extent that the underwriters sell more than shares in this offering, the underwriters have the option to purchase up to an additional shares at the initial public offering price less the underwriting discount.

Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission and generally includes voting or investment power with respect to securities. Except as noted by footnote, and subject to community property laws where applicable, we believe based on the information provided to us that the persons and entities named in the table below have sole voting and investment power with respect to all common stock shown as beneficially owned by them.

The table lists applicable percentage ownership based on 66,921,137 shares of common stock outstanding as of May 31, 2013 and also lists applicable percentage ownership based on shares of common stock assumed to be outstanding after the closing of the offering. We have assumed that no shares of our common stock are purchased by our directors or executive officers pursuant to the directed share program. Options to purchase shares of common stock and warrants that are exercisable for preferred stock and convertible into shares of common stock, in each case, that are exercisable within 60 days of May 31, 2013 are deemed to be beneficially owned by the persons holding these options or warrants for the purpose of computing percentage ownership of that person, but are not treated as outstanding for the purpose of computing any other person's ownership percentage.

Name and address of beneficial owner(1)	Shares beneficially owned prior to offering		Shares beneficially owned after the offering	
	Number	Percent	Number	Percent
5% Stockholders				
Alta Partners VIII, L.P.(2)	13,187,565	19.6%		
Aisling Capital II, L.P.(3)	13,187,565	19.6		
Entities affiliated with Domain Partners VII, L.P.(4)	13,337,565	19.8		
Entities affiliated with Arboretum Ventures II, L.P.(5)	4,072,629	6.1		
Entities affiliated with Longitude Capital Partners, LLC(6)	12,000,000	17.9		
Pfizer Inc.(7)	6,750,000	10.1		
Named Executive Officers				
Tim M. Mayleben(8)	2,088,046	3.0		
Troy A. Ignelzi(9)	173,437	*		
Roger S. Newton, Ph.D., FAHA(10)	4,877,149	7.2		
Noah L. Rosenberg, M.D.(11)	169,999	*		
Other Directors				
Patrick Enright(12)	12,000,000	17.9		
Dov A. Goldstein, M.D.(13)	13,337,565	19.7		
Daniel Janney(14)	13,337,565	19.7		
Louis G. Lange, M.D., Ph.D.(15)	1,745,966	2.6		
Nicole Vitullo(16)	13,337,565	19.8		
All directors and executive officers as a group (9 persons)(17)	61,067,292	84.3		

* Represents beneficial ownership of less than one percent.

(1) Unless otherwise indicated, the address for each beneficial owner is c/o Esperion Therapeutics, Inc., 46701 Commerce Center Drive, Plymouth, MI 48170.

(2) The address for Alta Partners VIII, L.P. is One Embarcadero Center, 37th Floor, San Francisco, CA 94111. Consists of (a) 12,689,899 shares of common stock issuable upon conversion of shares of Series A preferred stock and (b) 497,666 shares of common stock issuable upon conversion of shares of Series A preferred stock, which are issuable upon exercise of warrants to purchase Series A preferred stock. These shares are held of record by Alta Partners VIII, L.P. Alta Partners Management VIII, LLC is the general partner of Alta Partners VIII, L.P. Guy Nohra, Daniel Janney and Farah Champsi are managing directors of Alta Partners Management VIII, LLC and exercise shared voting and investment powers with respect to the shares owned by Alta Partners VIII, L.P. Each of the reporting persons disclaims beneficial ownership of such shares, except to the extent of their proportionate pecuniary interest therein, if any. Mr. Janney is a member of our board of directors. The percentage of shares beneficially owned after this offering would be %, assuming the purchase of all of the shares that Alta Partners VIII, L.P. and its affiliated entities have indicated an interest in purchasing in this offering.

(3) The address for Aisling Capital II, LP is 888 7th Avenue, 30th Floor, New York, New York, 10106. Consists of (a) 12,689,899 shares of common stock issuable upon conversion of shares of Series A preferred stock and (b) 497,666 shares of common stock issuable upon conversion of shares of Series A preferred stock, which are issuable upon exercise of warrants to purchase Series A preferred stock. These shares are directly held by Aisling Capital II, LP, or Aisling, and are deemed to be beneficially owned by Aisling Capital Partners, LP, or Aisling GP, as general partner of Asiling, Aisling Capital Partners, LLC, or Aisling Partners, as general partner of Aisling GP, and each of the individual managing members of Asiling Partners. In addition, Dov A. Goldstein, M.D. and five other persons on the investment committee of Aisling share the power to vote or dispose of these shares and therefore each member may be deemed to have voting and investment power with respect to such shares. Each of the members disclaims beneficial ownership of such shares except to the extent of their pecuniary interest therein, if any. Dr. Goldstein is a member of our

board of directors. The percentage of shares beneficially owned after this offering would be %, assuming the purchase of all of the shares that Aisling and its affiliated entities have indicated an interest in purchasing in this offering.

(4) The address for Domain Partners VII, L.P. is One Palmer Square, Suite 515, Princeton, New Jersey, 08542. Consists of (a) 150,000 shares of restricted stock issued under the 2008 Plan upon exercise of an early exercise stock option originally issued to Nicole Vitullo, of which, 137,500 shares remain subject to vesting within 60 days of May 31, 2013, (b) 12,477,086 shares of common stock issuable upon conversion of shares of Series A preferred stock held by Domain Partners VII, L.P., (c) 212,813 shares of common stock issuable upon conversion of shares of Series A preferred stock held by DP VII Associates, L.P., (d) 489,320 shares of common stock issuable upon conversion of shares of Series A preferred stock, which are issuable upon exercise of warrants to purchase Series A preferred stock held by Domain Partners VII, L.P. and (e) 8,346 shares of common stock issuable upon conversion of shares of Series A preferred stock, which are issuable upon exercise of warrants to purchase Series A preferred stock held by DP VII Associates, L.P. James C. Blair, Brian H. Dovey, Jesse I. Treu, Kathleen K. Schoemaker, Brian K. Halak and Nicole Vitullo, the managing members of One Palmer Square Associates VII, L.L.C., the general partner of Domain Partners VII, L.P. and DP VII Associates, L.P., share the power to vote or dispose of these shares and therefore each of the foregoing managing members may be deemed to have voting and investment power with respect to such shares. Each of the foregoing managing members disclaims beneficial ownership of such shares except to the extent of their pecuniary interest therein, if any. Ms. Vitullo is a member of our board of directors. The percentage of shares beneficially owned after this offering would be %, assuming the purchase of all of the shares that entities affiliated with Domain Partners VII, L.P. have indicated an interest in purchasing in this offering.

(5) The address for Arboretum Ventures II, L.P. is 303 Detroit Street, Suite 301, Ann Arbor, Michigan 48104. Consists of (a) 3,175,042 shares of common stock issuable upon conversion of shares of Series A preferred stock held by Arboretum Ventures II, L.P., (b) 743,897 shares of common stock issuable upon conversion of shares of Series A preferred stock held by Arboretum Ventures IIA, L.P., (c) 124,517 shares of common stock issuable upon conversion of shares of Series A preferred stock, which are issuable upon exercise of warrants to purchase Series A preferred stock held by Arboretum Ventures II, L.P. and (d) 29,173 shares of common stock issuable upon conversion of shares of Series A preferred stock, which are issuable upon exercise of warrants to purchase Series A preferred stock held by Arboretum Ventures IIA, L.P. Arboretum Investment Manager II, LLC ("AIM II") serves as the general partner of Arboretum Ventures II, L.P. and serves as the sole manager of Arboretum Investment Manager IIA, LLC, which serves as the general partner of Arboretum Ventures IIA, L.P. Jan Garfinkle and Timothy Petersen are the managing members of AIM II and share the power to vote or dispose of these shares and therefore each of the foregoing managing members may be deemed to have voting and investment power with respect to such shares. Each of the foregoing managing members disclaims beneficial ownership of such shares except to the extent of their pecuniary interest therein, if any. The percentage of shares beneficially owned after this offering would be %, assuming the purchase of all of the shares that Arboretum Ventures II, L.P. and its affiliated entities have indicated an interest in purchasing in this offering.

(6) The address for Longitude Capital Partners, LLC ("Longitude Capital") is 800 El Camino Real, Suite 220, Menlo Park, CA 94025. Consists of (a) 11,764,200 shares of common stock issuable upon conversion of shares of Series A preferred stock held by Longitude Venture Partners, L.P. ("LVP") and (b) 235,800 shares of common stock issuable upon conversion of shares of Series A preferred stock held by Longitude Capital Associates, L.P. ("LCA"). Longitude Capital, as general partner of each of LVP and LCA, has the power to vote and dispose of securities held by each of them and may be deemed to have beneficial ownership of the shares owned by LVP and LCA.

Patrick G. Enright ("Enright") and Juliet Tammenoms Bakker ("Bakker") are each managing members of Longitude Capital, and share the decision making power of Longitude Capital and may be deemed to have beneficial ownership of such shares owned by LVP and LCA. Each of Longitude Capital, Enright and Bakker disclaims beneficial ownership of all shares, except to the extent of their pecuniary interest therein. Mr. Enright is a member of our board of directors. The percentage of shares beneficially owned after this offering would be %, assuming the purchase of all of the shares that entities affiliated with Longitude Capital have indicated an interest in purchasing in this offering.

(7) The address for Pfizer is 235 East 42nd Street, New York, NY 10018. Consists of 6,750,000 shares of common stock issuable upon conversion of shares of Series A-1 preferred stock held by Pfizer.

(8) Consists of 2,088,046 shares of common stock which Mr. Mayleben has the right to acquire upon the exercise of outstanding options, exercisable currently or within 60 days of May 31, 2013.

(9) Consists of 173,437 shares of common stock which Mr. Ignelzi has the right to acquire upon the exercise of outstanding options, exercisable currently or within 60 days of May 31, 2013.

(10) Consists of (a) 2,000,000 shares of common stock, (b) 2,103,144 shares of common stock issuable upon conversion of shares of Series A preferred stock, (c) 242,082 shares of common stock issuable upon conversion of shares of Series A preferred stock, which are issuable upon exercise of warrants to purchase Series A preferred stock and (d) 531,923 shares of common stock which Dr. Newton has the right to acquire upon the exercise of outstanding options, exercisable currently or within 60 days of May 31, 2013.

(11) Consists of 169,999 shares of common stock which Dr. Rosenberg has the right to acquire upon the exercise of outstanding options, exercisable currently or within 60 days of May 31, 2013.

(12) Mr. Enright is a managing member of Longitude Capital which holds an aggregate of 12,000,000 shares of our common stock as disclosed in footnote 6 to this table. Mr. Enright disclaims beneficial ownership of the shares held by the Longitude Capital entities, except to the extent of his pecuniary interest therein.

(13) Dr. Goldstein is on the investment committee of Aisling, which holds an aggregate of 13,187,565 shares of our common stock as disclosed in footnote 3 to this table, including common stock issuable upon the exercise of warrants exercisable within 60 days of May 31, 2013. Dr. Goldstein disclaims beneficial ownership of the shares held by Aisling, except to the extent of his pecuniary interest therein. Includes 150,000 shares of common stock which Dr. Goldstein has the right to acquire upon the exercise of outstanding options, exercisable currently or within 60 days of May 31, 2013.

(14) Mr. Janney is a managing director of Alta Partners Management VIII, LLC, which is the general partner of Alta Partners VIII, L.P., which holds an aggregate of 13,187,565 shares of our common stock as disclosed in footnote 2 to this table, including common stock issuable upon the exercise of warrants exercisable within 60 days of May 31, 2013. Mr. Janney has a passive economic interest in the general partner of Alta Partners VIII, L.P. Mr. Janney disclaims beneficial ownership of the shares held by Alta Partners VIII, L.P., except to the extent of his pecuniary interest therein. Includes 150,000 shares of common stock which Mr. Janney has the right to acquire upon the exercise of outstanding options, exercisable currently or within 60 days of May 31, 2013.

(15) Dr. Lange is a managing member of Asset Management Ventures Fund GP LLC, which is the general partner of Asset Management Company Venture Fund, L.P., which holds 1,306,312 shares of common stock issuable upon conversion of shares of Series A preferred stock and 51,230 shares of common stock issuable upon conversion of shares of Series A preferred stock, which are issuable upon exercise of warrants to purchase Series A preferred stock. Dr. Lange disclaims beneficial ownership of the shares held by of Asset Management Company Venture Fund, L.P.,

except to the extent of his pecuniary interest therein. Includes 288,424 shares of common stock which Dr. Lange has the right to acquire upon the exercise of outstanding options, exercisable currently or within 60 days of May 31, 2013.

(16) Ms. Vitullo is a managing member of One Palmer Square Associates VII, L.L.C., the general partner of Domain Partners VII, L.P. and DP VII Associates, L.P., which hold an aggregate of 13,337,565 shares of our common stock as disclosed in footnote 4 to this table, including common stock issuable upon the exercise of warrants exercisable within 60 days of May 31, 2013. Ms. Vitullo disclaims beneficial ownership of the shares held by Domain Partners VII, L.P. and DP VII Associates, L.P., except to the extent of her pecuniary interest therein.

(17) Certain of our existing principal stockholders, , and their affiliated entities, have indicated an interest in purchasing an aggregate of up to approximately $ million shares of our common stock in this offering at the initial public offering price. Because indications of interest are not binding agreements or commitments to purchase, these stockholders may elect not to purchase any shares in this offering. However, if any shares are purchased by such stockholders, the number of shares beneficially owned and the percentage of common stock beneficially owned after the offering will differ from that set forth in the table above. Based on the initial public offering price of $ per share, the mid-point of the estimated price range set forth on the cover page of this prospectus, if such stockholders purchase all shares they have indicated interests in purchasing, they would purchase an aggregate of shares of common stock. If such stockholders were to purchase all of these shares, the number of shares beneficially owned by entities affiliated with such stockholders will increase to , and the percentage of common stock beneficially owned after this offering will increase to %. In addition, the number of shares beneficially owned by all directors and executive officers as a group will increase to , and the percentage of common stock beneficially owned after this offering will increase to %.

DESCRIPTION OF CAPITAL STOCK

The following descriptions are summaries of the material terms of our amended and restated certificate of incorporation and amended and restated bylaws, which will become effective upon consummation of this offering. The descriptions of the common stock and preferred stock give effect to changes to our capital structure that will occur immediately prior to the closing of this offering. We refer in this section to our amended and restated certificate of incorporation as our certificate of incorporation, and we refer to our amended and restated bylaws as our bylaws.

General

Upon completion of this offering, our authorized capital stock will consist of shares of common stock, par value $0.001 per share, and shares of preferred stock, par value $0.001 per share, all of which shares of preferred stock will be undesignated.

As of May 31, 2013, 66,921,137 shares of our common stock were outstanding and held by 22 stockholders of record. This amount assumes the conversion of all outstanding shares of our preferred stock and declared but unpaid dividends thereon into common stock, which will occur immediately prior to the closing of this offering. In addition, as of May 31, 2013, we had outstanding options to purchase 4,868,808 shares of our common stock under our 2008 Incentive Stock Option and Restricted Stock Plan, at a weighted-average exercise price of $0.30 per share, 3,943,954 of which were exercisable. These options that were exercisable as of May 31, 2013 include options to purchase 2,923,713 shares of restricted stock that remain subject to vesting upon the exercise of early exercise stock options.

Common Stock

The holders of our common stock are entitled to one vote for each share held on all matters submitted to a vote of the stockholders. The holders of our common stock do not have any cumulative voting rights. Holders of our common stock are entitled to receive ratably any dividends declared by the board of directors out of funds legally available for that purpose, subject to any preferential dividend rights of any outstanding preferred stock. Our common stock has no preemptive rights, conversion rights or other subscription rights or redemption or sinking fund provisions.

In the event of our liquidation, dissolution or winding up, holders of our common stock will be entitled to share ratably in all assets remaining after payment of all debts and other liabilities and any liquidation preference of any outstanding preferred stock. The shares to be issued by us in this offering will be, when issued and paid for, validly issued, fully paid and non-assessable.

Preferred Stock

Immediately prior to the consummation of this offering, all outstanding shares of our preferred stock will be converted into shares of our common stock. Immediately prior to the consummation of this offering, our amended and restated certificate of incorporation will be amended and restated to delete all references to such shares of preferred stock. Upon the consummation of this offering, our board of directors will have the authority, without further action by our stockholders, to issue up to 5,000,000 shares of preferred stock in one or more series and to fix the rights, preferences, privileges and restrictions thereof. These rights, preferences and privileges could include dividend rights, conversion rights, voting rights, terms of redemption, liquidation preferences, sinking fund terms and the number of shares constituting, or the designation of, such series, any or all of which may be more favorable than the rights of our common stock. The issuance of our preferred stock could adversely affect the voting power of holders of common stock and the likelihood that such holders will receive dividend payments and payments upon our liquidation. In addition, the issuance of preferred stock could have the effect of delaying, deferring or preventing a change in control of our company or other corporate action. Immediately after consummation of this offering, no shares of preferred stock will be outstanding, and we have no present plan to issue any shares of preferred stock.

Warrants

As of May 31, 2013, we had outstanding warrants to purchase 1,940,000 shares of Series A preferred stock. Upon the consummation of this offering, these warrants will become exercisable for shares of common stock.

Registration Rights

Upon the completion of this offering, the holders of 64,148,092 shares of our common stock, including shares issuable upon the conversion of preferred stock or their permitted transferees, are entitled to rights with respect to the registration of these securities under the Securities Act. These rights are provided under the terms of (i) an investor rights agreement between us and the holders our common stock and Series A preferred stock and (ii) a registration rights and securityholder agreement between us and Pfizer. Each of the investor rights agreement and registration rights and securityholder agreement include demand registration rights, short-form registration rights and piggyback registration rights. All fees, costs and expenses of underwritten registrations under these agreements will be borne by us and all selling expenses, including underwriting discounts and selling commissions, will be borne by the holders of the shares being registered.

Demand Registration Rights

Upon the completion of this offering, the holders of 64,148,092 shares of our common stock, including shares issuable upon the conversion of preferred stock or their permitted transferees, are entitled to demand registration rights. Under the terms of the investor rights agreement and registration rights and securityholder agreement, we will be required, upon the written request of holders of a majority of these securities, to use our best efforts to file a registration statement and use reasonable, diligent efforts to affect the registration of all or a portion of these shares for public resale. We are required to effect only two registrations pursuant to this provision of the investor rights agreement and registration rights and securityholder agreement. A demand for registration may not be made until 180 days after the completion of this offering.

Short Form Registration Rights

Upon the completion of this offering, the holders of 64,148,092 shares of our common stock, including shares issuable upon the conversion of preferred stock or their permitted transferees, are also entitled to short form registration rights. Pursuant to the investor rights agreement, if we are eligible to file a registration statement on Form S-3, upon the written request of any of these holders to sell registrable securities at an aggregate price of at least $1,000,000, we will be required to use our best efforts to affect a registration of such shares. Pursuant to the registration rights and securityholder agreement, if we are eligible to file a registration statement on Form S-3, upon the written request of any of these holders to sell registrable securities at an aggregate price of at least $2,000,000, we will be required to use our best efforts to affect a registration of such shares. We are required to effect only two registrations in any twelve month period pursuant to this provision of the investor rights agreement and registration rights and securityholder agreement.

Piggyback Registration Rights

Upon the completion of this offering, the holders of 64,148,092 shares of our common stock, including shares issuable upon the conversion of preferred stock or their permitted transferees, are entitled to piggyback registration rights. If we register any of our securities either for our own account or for the account of other security holders, the holders of these shares are entitled to include their shares in the registration. Subject to certain exceptions contained in the investor rights agreement and the registration rights and securityholder agreement, we and the underwriters may limit the number of shares included in the underwritten offering if the underwriters determine in good faith that marketing factors require a limitation of the number of shares to be underwritten.

Indemnification

Our investor rights agreement and registration rights and securityholder agreement each contain customary cross-indemnification provisions, under which we are obligated to indemnify holders of registrable securities in the event of material misstatements or omissions in the registration statement attributable to us, and they are obligated to indemnify us for material misstatements or omissions attributable to them.

Expiration of Registration Rights

The registration rights granted under the investor rights agreement and the registration rights and securityholder agreement will terminate upon the earlier of (i) the third anniversary of the completion of this offering or (ii) with respect to an individual stockholder, at such time as such stockholder holds less than 1% of our outstanding common stock.

Anti-Takeover Effects of our Certificate of Incorporation and Bylaws and Delaware Law

Our certificate of incorporation and bylaws include a number of provisions that may have the effect of delaying, deferring or preventing another party from acquiring control of us and encouraging persons considering unsolicited tender offers or other unilateral takeover proposals to negotiate with our board of directors rather than pursue non-negotiated takeover attempts. These provisions include the items described below.

Board Composition and Filling Vacancies

Our certificate of incorporation provides for the division of our board of directors into three classes serving staggered three-year terms, with one class being elected each year. Our certificate of incorporation also provides that directors may be removed only for cause and then only by the affirmative vote of the holders of 75% or more of the shares then entitled to vote at an election of directors. Furthermore, any vacancy on our board of directors, however occurring, including a vacancy resulting from an increase in the size of our board, may only be filled by the affirmative vote of a majority of our directors then in office even if less than a quorum. The classification of directors, together with the limitations on removal of directors and treatment of vacancies, has the effect of making it more difficult for stockholders to change the composition of our board of directors.

No Written Consent of Stockholders

Our certificate of incorporation provides that all stockholder actions are required to be taken by a vote of the stockholders at an annual or special meeting, and that stockholders may not take any action by written consent in lieu of a meeting. This limit may lengthen the amount of time required to take stockholder actions and would prevent the amendment of our bylaws or removal of directors by our stockholders without holding a meeting of stockholders.

Meetings of Stockholders

Our certificate of incorporation and bylaws provide that only a majority of the members of our board of directors then in office may call special meetings of stockholders and only those matters set forth in the notice of the special meeting may be considered or acted upon at a special meeting of stockholders. Our bylaws limit the business that may be conducted at an annual meeting of stockholders to those matters properly brought before the meeting.

Advance Notice Requirements

Our bylaws establish advance notice procedures with regard to stockholder proposals relating to the nomination of candidates for election as directors or new business to be brought before meetings of our stockholders. These procedures provide that notice of stockholder proposals must be timely given in writing to our corporate secretary prior to the meeting at which the action is to be taken. Generally, to be timely, notice must be received at our principal executive offices not less than 90 days nor more than 120 days prior to the first anniversary date of the annual meeting for the preceding year. Our bylaws specify the requirements as to form and content of all stockholders' notices. These requirements may preclude stockholders from bringing matters before the stockholders at an annual or special meeting.

Amendment to Certificate of Incorporation and Bylaws

Any amendment of our certificate of incorporation must first be approved by a majority of our board of directors, and if required by law or our certificate of incorporation, must thereafter be approved by a majority of the outstanding shares entitled to vote on the amendment and a majority of the outstanding shares of each class entitled to vote thereon as a class, except that the amendment of the provisions relating to stockholder action, board composition, limitation of liability and the amendment of our certificate of incorporation must be approved by not less than 75% of the outstanding shares entitled to vote on the amendment, and not less than 75% of the outstanding shares of each class entitled to vote thereon as a class. Our bylaws may be amended by the affirmative vote of a majority of the directors then in office, subject to any limitations set forth in the bylaws; and may also be amended by the affirmative vote of at least 75% of the outstanding shares entitled to vote on the amendment, or, if our board of directors recommends that the stockholders approve the amendment, by the affirmative vote of the majority of the outstanding shares entitled to vote on the amendment, in each case voting together as a single class.

Undesignated Preferred Stock

Our certificate of incorporation provides for 5,000,000 authorized shares of preferred stock. The existence of authorized but unissued shares of preferred stock may enable our board of directors to discourage an attempt to obtain control of us by means of a merger, tender offer, proxy contest or otherwise. For example, if in the due exercise of its fiduciary obligations, our board of directors were to determine that a takeover proposal is not in the best interests of our stockholders, our board of directors could cause shares of preferred stock to be issued without stockholder approval in one or more private offerings or other transactions that might dilute the voting or other rights of the proposed acquirer or insurgent stockholder or stockholder group. In this regard, our certificate of incorporation grants our board of directors broad power to establish the rights and preferences of authorized and unissued shares of preferred stock. The issuance of shares of preferred stock could decrease the amount of earnings and assets available for distribution to holders of shares of common stock. The issuance may also adversely affect the rights and powers, including voting rights, of these holders and may have the effect of delaying, deterring or preventing a change in control of us.

Section 203 of the Delaware General Corporation Law

Upon completion of this offering, we will be subject to the provisions of Section 203 of the Delaware General Corporation Law. In general, Section 203 prohibits a publicly held Delaware corporation from engaging in a "business combination" with an "interested stockholder" for a three-year period following the time that this stockholder becomes an interested stockholder, unless the business combination is approved in a prescribed manner. Under Section 203, a business combination between a corporation and an interested stockholder is prohibited unless it satisfies one of the following conditions:

- before the stockholder became interested, our board of directors approved either the business combination or the transaction which resulted in the stockholder becoming an interested stockholder;

- upon consummation of the transaction which resulted in the stockholder becoming an interested stockholder, the interested stockholder owned at least 85% of the voting stock of the corporation outstanding at the time the transaction commenced, excluding for purposes of determining the voting stock outstanding, shares owned by persons who are directors and also officers, and employee stock plans, in some instances, but not the outstanding voting stock owned by the interested stockholder; or

- at or after the time the stockholder became interested, the business combination was approved by our board of directors and authorized at an annual or special meeting of the stockholders by the affirmative vote of at least two-thirds of the outstanding voting stock which is not owned by the interested stockholder.

Section 203 defines a business combination to include:

- any merger or consolidation involving the corporation and the interested stockholder;

- any sale, transfer, lease, pledge or other disposition involving the interested stockholder of 10% or more of the assets of the corporation;

- subject to exceptions, any transaction that results in the issuance or transfer by the corporation of any stock of the corporation to the interested stockholder;

- subject to exceptions, any transaction involving the corporation that has the effect of increasing the proportionate share of the stock of any class or series of the corporation beneficially owned by the interested stockholder; or

- the receipt by the interested stockholder of the benefit of any loans, advances, guarantees, pledges or other financial benefits provided by or through the corporation.

In general, Section 203 defines an interested stockholder as any entity or person beneficially owning 15% or more of the outstanding voting stock of the corporation and any entity or person affiliated with or controlling or controlled by the entity or person.

Exchange Listing

We have applied to list our common stock on the NASDAQ Global Market under the trading symbol "ESPR."

Transfer Agent and Registrar

The transfer agent and registrar for our common stock will be Computershare Trust Company, N.A. The transfer agent and registrar's address is 250 Royall Street, Canton, Massachusetts 02021.

SHARES ELIGIBLE FOR FUTURE SALE

Prior to this offering, there has been no public market for our shares. Future sales of our common stock in the public market, or the availability of such shares for sale in the public market, could adversely affect market prices prevailing from time to time. As described below, only a limited number of shares will be available for sale shortly after this offering due to contractual and legal restrictions on resale. Nevertheless, sales of our common stock in the public market after such restrictions lapse, or the perception that those sales may occur, could adversely affect the prevailing market price at such time and our ability to raise equity capital in the future.

Based on the number of shares outstanding as of May 31, 2013, upon the completion of this offering, shares of our common stock will be outstanding, assuming no exercise of the underwriters' over-allotment option to purchase additional shares and no exercise of outstanding options or warrants. Of the outstanding shares, all of the shares sold in this offering will be freely tradable, except that any shares held by our affiliates, as that term is defined in Rule 144 under the Securities Act, may only be sold in compliance with the limitations described below.

Rule 144

In general, a person who has beneficially owned restricted stock for at least six months would be entitled to sell their securities provided that (i) such person is not deemed to have been one of our affiliates at the time of, or at any time during the 90 days preceding, a sale and (ii) we are subject to the Securities Exchange Act of 1934, as amended, periodic reporting requirements for at least 90 days before the sale. Persons who have beneficially owned restricted shares for at least six months but who are our affiliates at the time of, or any time during the 90 days preceding, a sale, would be subject to additional restrictions, by which such person would be entitled to sell within any three-month period only a number of securities that does not exceed the greater of either of the following:

- 1% of the number of shares then outstanding, which will equal approximately shares immediately after this offering assuming no exercise of the underwriters' over-allotment option to purchase additional shares, based on the number of shares outstanding as of May 31, 2013; or

- the average weekly trading volume of our common stock on the NASDAQ Global Market during the four calendar weeks preceding the filing of a notice on Form 144 with respect to the sale;

provided, in each case, that we are subject to the Exchange Act periodic reporting requirements for at least 90 days before the sale. Such sales both by affiliates and by non-affiliates must also comply with the applicable current public information provisions of Rule 144 and such sales by affiliates must also comply with the manner of sale and notice provisions of Rule 144.

Rule 701

Rule 701 under the Securities Act, as in effect on the date of this prospectus, permits resales of shares in reliance upon Rule 144 but without compliance with certain restrictions of Rule 144, including the holding period requirement. Most of our employees, executive officers or directors who purchased shares under a written compensatory plan or contract may be entitled to rely on the resale provisions of Rule 701, but all holders of Rule 701 shares are required to wait until 90 days after the date of this prospectus before selling their shares. However, substantially all Rule 701 shares are subject to lock-up agreements as described below and under "Underwriting" included elsewhere in this prospectus and will become eligible for sale upon the expiration of the restrictions set forth in those agreements.

Lock-Up Agreements

All of our directors, executive officers and stockholders, who collectively hold all of our shares of common stock, have signed a lock-up agreement in favor of the underwriters which prevents them from selling any of our common stock or any securities convertible into or exercisable or exchangeable for common stock for a period of not less than 180 days from the date of this prospectus without the prior written consent of the representatives subject to certain exceptions set forth in "Underwriting". Credit Suisse Securities (USA) LLC and Citigroup Global Markets Inc., on behalf of the underwriters, may in their joint discretion and at any time release some or all of the shares subject to lock-up agreements prior to the expiration of the 180-day period. When determining whether or not to release shares from the lock-up agreements, Credit Suisse Securities (USA) LLC and Citigroup Global Markets Inc. will consider, among other factors, the stockholder's reasons for requesting the release, the number of shares for which the release is being requested and market conditions at the time.

Registration Rights

Upon completion of this offering, the holders of 64,148,092 shares of common stock or their transferees will be entitled to various rights with respect to registration of these shares under the Securities Act. Registration of these shares under the Securities Act would result in these shares becoming fully tradable without restriction under the Securities Act immediately upon the effectiveness of the registration. See "Description of Capital Stock—Registration Rights" for additional information.

Stock Option Plans

We intend to file one or more registration statements on Form S-8 under the Securities Act to register our shares issued or reserved for issuance under our stock option plans. The first such registration statement is expected to be filed soon after the date of this prospectus and will automatically become effective upon filing with the Securities and Exchange Commission. Accordingly, shares registered under such registration statement will be available for sale in the open market, unless such shares are subject to vesting restrictions with us or the lock-up restrictions described above. As of   , 2013, we estimate that such registration statement on Form S-8 will cover approximately   shares.

MATERIAL U.S. FEDERAL INCOME TAX CONSIDERATIONS

The following is a summary of the material U.S. federal income tax considerations relating to the acquisition, ownership and disposition of our common stock issued pursuant to this offering. This summary deals only with our common stock held as a capital asset by a stockholder, and does not discuss the U.S. federal income tax considerations applicable to a stockholder that is subject to special treatment under U.S. federal income tax laws, including: a dealer in securities or currencies; a financial institution; a regulated investment company; a real estate investment trust; a tax-exempt organization; an insurance company; a person holding our common stock as part of a hedging, integrated, conversion or straddle transaction or a person deemed to sell our common stock under the constructive sale provisions of the Code; a trader in securities that has elected the mark-to-market method of accounting; an entity that is treated as a partnership for U.S. federal income tax purposes; a person that received our common stock in connection with services provided to the company or any of its affiliates; a U.S. person whose "functional currency" is not the U.S. dollar; a "controlled foreign corporation;" a "passive foreign investment company;" or a U.S. expatriate.

This summary is based upon provisions of the Code, and applicable regulations, rulings and judicial decisions in effect as of the date hereof. Those authorities may be changed, perhaps with retroactive effect, or may be subject to differing interpretations, so as to result in U.S. federal income tax consequences different from those discussed below. No assurance can be given that the Internal Revenue Service, or IRS, would not assert, or that a court would not sustain, a position contrary to any of the tax consequences described below. We have not sought and will not seek an advance ruling from the IRS regarding any matter discussed herein. This summary does not address all aspects of U.S. federal income tax, does not deal with all tax considerations that may be relevant to stockholders in light of their personal circumstances and does not address any state, local, foreign, gift, estate or alternative minimum tax considerations.

For purposes of this discussion, a "U.S. holder" is a beneficial holder of our common stock that is: an individual citizen or resident of the United States for U.S. federal income tax purposes; a corporation (or any other entity treated as a corporation for U.S. federal income tax purposes) created or organized in or under the laws of the United States, any state thereof or the District of Columbia; an estate the income of which is subject to U.S. federal income taxation regardless of its source; or a trust if it (1) is subject to the primary supervision of a court within the United States and one or more U.S. persons have the authority to control all substantial decisions of the trust or (2) has a valid election in effect under applicable U.S. Treasury regulations to be treated as a U.S. person.

For purposes of this discussion, a "non-U.S. holder" is a beneficial holder of our common stock (other than a partnership or any other entity or arrangement that is treated as a partnership for U.S. federal income tax purposes) that is not a U.S. holder.

If a partnership (or an entity or arrangement that is treated as a partnership for U.S. federal income tax purposes) holds our common stock, the tax treatment of a partner will generally depend upon the status of the partner and the activities of the partnership. A partner of a partnership holding our common stock is urged to consult its own tax advisors.

Holders of our common stock are urged to consult their own tax advisors concerning the tax considerations related to the acquisition, ownership and disposition of our common stock in light of their particular circumstances, as well as any tax considerations arising under the laws of any other jurisdiction, including any state, local and foreign income and other tax laws.

U.S. Holders

The following discussion is a summary of certain U.S. federal income tax considerations relevant to a U.S. holder of our common stock.

Distributions

Distributions with respect to our common stock, if any, will generally be includible in the gross income of a U.S. holder as ordinary dividend income to the extent paid out of current and accumulated earnings and profits, as determined for U.S. federal income tax purposes. Any portion of a distribution in excess of current or accumulated earnings and profits would be treated as a return of the holder's adjusted tax basis in our common stock (to the extent thereof) and as such would not be taxable to a U.S. holder. To the extent that such distribution exceeds the U.S. holder's adjusted tax basis in our common stock, such excess will be taxable as capital gain from the sale or exchange of the common stock. If certain requirements are met (including certain holding period requirements), any dividends paid to a holder of our common stock who is a U.S. individual will generally be subject to U.S. federal income tax at favorable capital gain rates applicable to the individual.

Distributions constituting dividends for U.S. federal income tax purposes that are paid to U.S. holders that are corporations may qualify for the 70% dividends received deduction, or DRD, which is generally available to corporate stockholders that own less than 20% of the voting power or value of the outstanding stock of the distributing corporation. A U.S. holder that is a corporation holding 20% or more of the distributing corporation (by vote and value) may be eligible for an 80% DRD with respect to any such dividends. No assurance can be given that we will have sufficient earnings and profits (as determined for U.S. federal income tax purposes) to cause any distributions to be treated as dividends eligible for a DRD. In addition, a DRD is available only if certain other requirements are satisfied, and a DRD may be subject to limitations in certain circumstances, which are not discussed herein.

Sale, Exchange, Redemption or Certain Other Taxable Dispositions of our Common Stock

A U.S. holder of our common stock will generally recognize gain or loss on the taxable sale, exchange, redemption (provided the redemption is treated as a sale or exchange), or other taxable disposition of such stock in an amount equal to the difference between such U.S. holder's amount realized on the sale and such U.S. holder's adjusted basis in our common stock sold. A U.S. holder's amount realized should equal the amount of cash and the fair market value of any property received in consideration for our common stock sold. The gain or loss will be capital gain or loss, and will be long-term capital gain or loss if the U.S. holder held our common stock for more than one year at the time of disposition. Capital loss can generally only be used to offset capital gain (individuals may also offset excess capital losses against up to $3,000 of ordinary income per tax year). In general, long-term capital gain recognized by an individual U.S. holder is subject to U.S. federal income tax at favorable capital gain rates applicable to the individual. Any gain recognized by a U.S. holder on a disposition of our common stock will generally be short-term capital gain and will be taxed at ordinary income rates if the U.S. holder held our common stock for one year or less at the time of disposition.

Medicare Tax on Net Investment Income

An additional 3.8% Medicare tax will be imposed on certain net investment income of certain U.S. holders that are individuals, estates and trusts that do not fall into a special class of trusts that is exempt from such tax to the extent that such person's "modified adjusted gross income" (in the case of an individual) or "adjusted gross income" (in the case of an estate or trust) exceeds a threshold amount. Net investment income generally includes dividends and net gains from the disposition of our common stock. U.S. holders that are individuals, estates or trusts should consult their tax advisors regarding the effect, if any, of the Medicare tax on their ownership and disposition of our common stock.

Information Reporting and Backup Withholding Tax

When required, we or our paying agent will report to our U.S. holders and the IRS the amounts paid on or with respect to our common stock during each calendar year, and the amount of any tax withheld from such payments. Under U.S. federal income tax law, dividends and proceeds from the sale of our common stock may, under certain circumstances, be subject to "backup" withholding at the then applicable rate. Backup withholding generally applies to a U.S. holder if the holder (i) fails to furnish to us or our paying agent a correct social security number or other taxpayer identification number, or TIN, or fails to furnish a certification of exempt status, (ii) has been notified by the IRS that it is subject to backup withholding as a result of the failure to properly report payments of interest or dividends or (iii) under certain circumstances, fails to provide a certified statement, signed under penalty of perjury, that the TIN provided is its correct number and that it is a U.S. person that is not subject to backup withholding. A U.S. holder may be eligible for an exemption from backup withholding by providing a properly completed IRS Form W-9 to us or the applicable paying agent. Backup withholding is not an additional tax but merely an advance payment, which may be refunded to the extent it results in an overpayment of tax and the appropriate information is supplied to the IRS. Certain U.S. persons are exempt from backup withholding, including corporations.

Non-U.S. Holders

The following is a summary of certain U.S. federal tax considerations applicable to a non-U.S. holder of our common stock.

Distributions

Distributions treated as dividends for U.S. federal income tax purposes, if any, that are paid to a non-U.S. holder with respect to shares of our common stock will be subject to U.S. federal withholding tax at a 30% rate (or a lower rate prescribed by an applicable tax treaty) unless the dividends are subject to net income tax because they are effectively connected with the non-U.S. holder's conduct of a trade or business in the United States, as described in the following sentence. If a non-U.S. holder is engaged in a trade or business in the United States and dividends with respect to our common stock are effectively connected with the conduct of such trade or business and, if required by an applicable income tax treaty, are attributable to a U.S. permanent establishment or fixed base, then the non-U.S. holder will be subject to U.S. federal income tax on such dividends on a net income basis in the same manner as if received by a U.S. holder (although the dividends will be exempt from the 30% U.S. federal withholding tax, provided certain certification requirements are satisfied). Any such effectively connected income received by a foreign corporation may, under certain circumstances, be subject to an additional branch profits tax at a 30% rate (or a lower rate prescribed by an applicable tax treaty). To claim the exemption from withholding with respect to any such effectively connected income, the non-U.S. holder must generally furnish to us or our paying agent a properly executed IRS Form W-8ECI (or applicable successor form).

A non-U.S. holder who wishes to claim the benefit of an exemption or reduced rate of U.S. federal withholding tax under an applicable tax treaty must furnish to us or our paying agent a valid IRS Form W-8BEN (or applicable successor form) certifying such non-U.S. holder's qualification for the exemption or reduced rate. If a non-U.S. holder is eligible for an exemption or a reduced rate of U.S. federal withholding tax pursuant to an applicable tax treaty, it may obtain a refund of any excess amounts withheld by filing an appropriate claim for refund with the IRS.

A non-U.S. holder will not incur tax on a distribution in excess of our current and accumulated earnings and profits if the excess portion of the distribution does not exceed the non-U.S. holder's adjusted basis in our common stock. Instead, the excess portion of the distribution will reduce such non-U.S. holder's adjusted basis in our common stock. A non-U.S. holder will generally only be subject to tax on a distribution that exceeds both our current and accumulated earnings and profits and such non-U.S. holder's adjusted basis in our common stock if the non-U.S. holder otherwise would be subject to tax on gain from the sale or disposition of our common stock, as described below. If we are not able to determine whether or not a distribution will exceed current and accumulated earnings and profits at the time the distribution is made, we may withhold tax on the entire amount of any distribution at the same rate as we would withhold on a dividend. However, a non-U.S. holder may obtain a refund of amounts that we withhold to the extent that the distribution in fact exceeded our current and accumulated earnings and profits.

Sale, Exchange, Redemption or Certain Other Taxable Dispositions of our Common Stock

Non-U.S. holders may recognize gain upon the sale, exchange, redemption (provided the redemption is treated as a sale or exchange) or other taxable disposition of our common stock. Such gain generally will not be subject to U.S. federal income tax unless: (i) the gain is effectively connected with the conduct of a trade or business in the United States (and, if required by an applicable income tax treaty, is attributable to a U.S. permanent establishment or a fixed base), by a non-U.S. holder; (ii) the non-U.S. holder is a non-resident alien individual who is present in the United States for 183 days or more in the taxable year of that disposition, and certain other conditions are met; or (iii) we are or have been a "U.S. real property holding corporation" for U.S. federal income tax purposes. We believe that we are not and we do not anticipate becoming a "U.S. real property holding corporation" for U.S. federal income tax purposes.

If a non-U.S. holder is an individual described in clause (i) of the preceding paragraph, the non-U.S. holder will generally be subject to tax on the net gain from a disposition of our common stock at regular graduated U.S. federal income tax rates. If the non-U.S. holder is an individual described in clause (ii) of the preceding paragraph, the non-U.S. holder will generally be subject to a flat 30% tax on the net gain from a disposition of our common stock, which may be offset by U.S. source capital losses even though the non-U.S. holder is not considered a resident of the United States. If a non-U.S. holder is a foreign corporation that falls under clause (i) of the preceding paragraph, it will be subject to tax on its net gain on a disposition of our common stock in the same manner as if it were a U.S. holder and, in addition, the non-U.S. holder may be subject to the branch profits tax at a rate equal to 30% of its effectively connected earnings and profits (or a lower rate prescribed by an applicable tax treaty). If a non-U.S. holder is eligible for the benefits of a tax treaty between the United States and its country of residence, any gain on a disposition of our common stock will be subject to U.S. federal income tax in the manner specified by such treaty. To claim the benefit of an applicable tax treaty, a non-U.S. holder must properly submit an IRS Form W-8BEN (or suitable successor or substitute form).

Information Reporting and Backup Withholding Tax

When required, we or our paying agent will report to our non-U.S. holders of our common stock and the IRS the amounts paid on or with respect to our common stock during each calendar year, and the amount of any tax withheld. These information reporting requirements apply even if no withholding was required because the distributions were effectively connected with the non-U.S. holder's conduct of a United States trade or business, or withholding was reduced or eliminated by an applicable tax treaty. This information also may be made available under a specific treaty or agreement with the tax authorities in the country in which the non-U.S. holder resides or is established. Information reporting with respect to proceeds of a sale or other disposition and backup withholding with respect to distributions or sale proceeds, however, generally will not apply to a non-U.S. holder of our common stock provided the non-U.S. holder furnishes to us or our paying agent the required certification as to its non-U.S. status, such as by providing a valid IRS Form W-8BEN or IRS Form W-8ECI, or certain other requirements are met. Notwithstanding the foregoing, backup withholding may apply if either we or our paying agent has actual knowledge, or reason to know, that the holder is a U.S. person (as defined by the Code) that is not an exempt recipient. Any amounts withheld under the backup withholding rules will be allowed as a refund or a credit against a non-U.S. holder's U.S. federal income tax liability provided the required information is provided to the IRS.

New Medicare Tax Legislation

Foreign estates and trusts may be subject to the Medicare tax described above under "Material U.S. Federal Income Tax Considerations—U.S. Holders—Medicare Tax on Net Investment Income." Any non-U.S. holder that is a foreign estate or trust should consult its tax advisor regarding the applicability of the Medicare contribution tax to any of its income or gains in respect of our common stock.

Foreign Account Tax Compliance Act

Under the Foreign Account Tax Compliance Act, or FATCA, a 30% withholding tax will apply to dividends on, or gross proceeds from the sale or other disposition of, our common stock paid to a foreign financial institution (as specifically defined for purposes of these rules) unless the foreign financial institution either qualifies for an exemption or enters into an agreement with the U.S. Treasury to, among other things, undertake to identify accounts held by certain U.S. persons or U.S.-owned foreign entities, annually report certain information about such accounts, and withhold 30% on payments to account holders whose actions prevent it from complying with these reporting and other requirements. In addition, FATCA imposes a 30% withholding tax on the same types of payments to a foreign non-financial entity unless the entity qualifies for an exemption, certifies that it does not have any substantial U.S. owners or furnishes identifying information regarding each substantial U.S. owner. Such payments would include U.S.-source dividends and the gross proceeds from the sale or other disposition of stock that can produce U.S.-source dividends. Withholding obligations under FATCA will generally apply to payments of dividends made on or after January 1, 2014, and payments of gross proceeds made on or after January 1, 2017.

Holders of our common stock should consult their tax advisors regarding the possible impact of FATCA on their investment in our common stock, including, without limitation, the process and deadlines for meeting the applicable requirements to prevent the imposition of the 30% withholding tax under FATCA.

UNDERWRITING

Under the terms and subject to the conditions contained in an underwriting agreement dated , 2013, we have agreed to sell to the underwriters named below, for whom Credit Suisse Securities (USA) LLC and Citigroup Global Markets Inc. are acting as representatives the following respective numbers of shares of common stock:

Underwriter	Number of Shares
Credit Suisse Securities (USA) LLC	
Citigroup Global Markets Inc.	
JMP Securities LLC	
Stifel, Nicolaus & Company, Incorporated	
Total	

The underwriting agreement provides that the underwriters are obligated to purchase all the shares of common stock in the offering if any are purchased, other than those shares covered by the over-allotment option described below. The underwriting agreement also provides that if an underwriter defaults the purchase commitments of non-defaulting underwriters may be increased or the offering may be terminated.

We have granted to the underwriters a 30-day option to purchase on a pro rata basis up to additional shares at the initial public offering price less the underwriting discounts and commissions. The option may be exercised only to cover any over-allotments of common stock.

The underwriters are offering the shares, subject to prior sale, when, as and if issued to and accepted by them, subject to approval of legal matters by their counsel including the validity of the shares, and subject to other conditions contained in the underwriting agreement, such as the receipt by the underwriters of officer's certificates and legal opinions. The offering of the shares by the underwriters is also subject to the underwriters' right to reject any order in whole or in part.

The underwriters propose to offer the shares of common stock initially at the public offering price on the cover page of this prospectus and to selling group members at that price less a selling concession of up to $ per share. After the initial public offering the representatives may change the public offering price and selling concession.

The following table summarizes the compensation we will pay:

	Per Share		Total	
	Without Over-allotment	With Over-allotment	Without Over-allotment	With Over-allotment
Underwriting discounts and commissions paid by us	$	$	$	$

We estimate that our out of pocket expenses for this offering (not including any underwriting discounts and commissions) will be approximately $2,050,000.

We have agreed to reimburse the underwriters for expenses of up to $50,000 related to clearance of this offering with the Financial Industry Regulatory Authority, Inc. (FINRA).

The underwriters have informed us that they do not expect sales to accounts over which the underwriters have discretionary authority to exceed 5% of the shares of common stock being offered.

We have agreed that we will not offer, sell, contract to sell, pledge or otherwise dispose of, directly or indirectly, or file with the Securities and Exchange Commission a registration statement under the

Securities Act of 1933, as amended (the "Securities Act") relating to, any shares of our common stock or securities convertible into or exchangeable or exercisable for any shares of our common stock, or publicly disclose the intention to make any offer, sale, pledge, disposition or filing, without the prior written consent of Credit Suisse Securities (USA) LLC and Citigroup Global Markets Inc. for a period of 180 days after the date of this prospectus except issuances pursuant to the conversion or exchange of convertible or exchangeable securities outstanding on the date hereof or the exercise of warrants or options outstanding on the date hereof, grants of employee stock options pursuant to our existing plans or issuances pursuant to the exercise of such employee stock options.

Our officers, directors and all of our existing securityholders have agreed that they will not offer, sell, contract to sell, pledge or otherwise dispose of, directly or indirectly, any shares of our common stock or securities convertible into or exchangeable or exercisable for any shares of our common stock, enter into a transaction that would have the same effect, or enter into any swap, hedge or other arrangement that transfers, in whole or in part, any of the economic consequences of ownership of our common stock, whether any of these transactions are to be settled by delivery of our common stock or other securities, in cash or otherwise, or publicly disclose the intention to make any offer, sale, pledge or disposition, or to enter into any transaction, swap, hedge or other arrangement, without, in each case, the prior written consent of Credit Suisse Securities (USA) LLC and Citigroup Global Markets Inc. for a period of 180 days after the date of this prospectus. The restrictions described in this paragraph do not apply to:

- the sale of shares to the underwriters;

- transfers of shares as a bona fide gift, transfers of shares or other of our securities to a trust or limited family partnership for the benefit of the lock-up signatory or members of the lock-up signatory's immediate family, or transfers of shares by will or intestate succession to the legal representative, heir, beneficiary or a member of the immediate family of the lock-up signatory in a transaction not involving a disposition for value; provided that (i) each transferee agrees to be bound in writing by the restrictions described above and (ii) no filing or public announcement under the Exchange Act shall be required or voluntarily made in connection with such event, other than a filing on a Securities and Exchange Commission Form 5 ("Form 5") made after the expiration of the lock-up period;

- the exercise, including by "net" exercise, of any options or warrants to acquire shares or the conversion of any convertible security into shares, provided that (i) each transferee agrees to be bound in writing by the restrictions described above and (ii) no filing or public announcement under the Exchange Act shall be required or voluntarily made in connection with such event, other than a filing on a Form 5 made after the expiration of the lock-up period;

- transfers or distributions of shares to members, limited partners, stockholders or affiliates of, or any investment fund or other entity that controls or manages the lock-up signatory, provided that (i) each transferee agrees to be bound in writing by the restrictions described above and (ii) no filing or public announcement under the Exchange Act shall be required or voluntarily made in connection with such event, other than a filing on a Form 5 made after the expiration of the lock-up period;

- transfers or distributions in connection with a merger or sale of us;

- the entering into by the lock-up signatory of a written trading plan pursuant to Rule 10b5-1 of the Exchange Act during the lock-up period, provided that no sales of the lock-up signatory's shares shall be made pursuant to such plan prior to the expiration of the lock-up period; or

- shares purchased by the lock-up signatory in this offering.

At our request, the underwriters have reserved for sale, at the initial public offering price, up to 4% of the shares offered by this prospectus for sale to some of our directors, officers, employees and other individuals associated with us and members of their families through a directed share program. If these persons purchase reserved shares, this will reduce the number of shares available for sale to the general public. The transfer restrictions contained in the lock-up agreements with the underwriters referred to above do not apply to any shares purchased in the directed share program, and participants in the directed share program who are not officers, directors, employees or current stockholders of our company will not be required to enter into a lock-up agreement with the underwriters relating to the shares so purchased. Any reserved shares that are not purchased will be offered by the underwriters to the general public on the same terms as the other shares offered by this prospectus.

We have agreed to indemnify the several underwriters against liabilities under the Securities Act, or contribute to payments that the underwriters may be required to make in that respect.

We have applied to list our common stock on The NASDAQ Global Market under the symbol "ESPR".

Prior to the offering, there has been no public market for our common stock. The initial public offering price will be determined through negotiations between us and the representatives. In determining the initial public offering price, we and the representatives expect to consider a number of factors including:

- the information set forth in this prospectus and otherwise available to the underwriters;
- our prospects and the history and prospects for the industry in which we compete;
- an assessment of our management;
- our prospects for future earnings;
- the recent market prices of, and demand for, publicly-traded common stock of generally comparable companies;
- the general condition of the securities markets at the time of the offering; and
- other factors deemed relevant by the underwriters and us.

Neither we nor the underwriters can assure investors that an active trading market will develop for our common stock, or that shares of our common stock will trade in the public market at or above the initial public offering price.

In connection with the offering the underwriters may engage in stabilizing transactions, over-allotment transactions, syndicate covering transactions, penalty bids and passive market making in accordance with Regulation M under the Exchange Act.

- Stabilizing transactions permit bids to purchase the underlying security so long as the stabilizing bids do not exceed a specified maximum.
- Over-allotment transactions involve sales by the underwriters of shares in excess of the number of shares the underwriters are obligated to purchase, creating a syndicate short position. The short position may be either a covered short position or a naked short position. In a covered short position, the number of shares over-allotted by the underwriters is not greater than the number of shares that they may purchase in the over-allotment option. In a naked short position, the number of shares involved is greater than the number of shares in the over-allotment option. The underwriters may close out any covered short position by either exercising their over-allotment option and/or purchasing shares in the open market.

- Syndicate covering transactions involve purchases of the common stock in the open market after the distribution has been completed in order to cover syndicate short positions. In determining the source of shares to close out the short position, the underwriters will consider, among other things, the price of shares available for purchase in the open market as compared to the price at which they may purchase shares through the over-allotment option. If the underwriters sell more shares than could be covered by the over-allotment option, a naked short position, the position can only be closed out by buying shares in the open market. A naked short position is more likely to be created if the underwriters are concerned that there could be downward pressure on the price of the shares in the open market after pricing that could adversely affect investors who purchase in the offering.

- Penalty bids permit the representatives to reclaim a selling concession from a syndicate member when the common stock originally sold by the syndicate member is purchased in a stabilizing or syndicate covering transaction to cover syndicate short positions.

- In passive market making, market makers in the common stock who are underwriters or prospective underwriters may, subject to limitations, make bids for or purchases of our common stock until the time, if any, at which a stabilizing bid is made.

These stabilizing transactions, over-allotment transactions, syndicate covering transactions, penalty bids and passive market making may have the effect of raising or maintaining the market price of our common stock or preventing or retarding a decline in the market price of the common stock. As a result the price of our common stock may be higher than the price that might otherwise exist in the open market. These transactions may be effected on The NASDAQ Global Market or otherwise and, if commenced, may be discontinued at any time.

A prospectus in electronic format may be made available on the web sites maintained by one or more of the underwriters, or selling group members, if any, participating in this offering and one or more of the underwriters participating in this offering may distribute prospectuses electronically. The representatives may agree to allocate a number of shares to underwriters and selling group members for sale to their online brokerage account holders. Internet distributions will be allocated by the underwriters and selling group members that will make internet distributions on the same basis as other allocations.

Other Relationships

Certain of the underwriters and their affiliates have provided in the past to us and our affiliates and may provide from time to time in the future certain commercial banking, financial advisory, investment banking and other services for us and such affiliates in the ordinary course of their business, for which they have received and may continue to receive customary fees and commissions. In addition, from time to time, certain of the underwriters and their affiliates may effect transactions for their own account or the account of customers, and hold on behalf of themselves or their customers, long or short positions in our debt or equity securities or loans, and may do so in the future. The underwriters are full service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, principal investment, hedging, financing and brokerage activities.

Selling Restrictions

Notice to Prospective Investors in the European Economic Area

In relation to each Member State of the European Economic Area which has implemented the Prospectus Directive (each, a "Relevant Member State"), each underwriter represents and agrees that with effect from and including the date on which the Prospectus Directive is implemented in that

Relevant Member State, it has not made and will not make an offer of shares which are the subject of the offering contemplated by this prospectus to the public in that Relevant Member State other than:

(a) to any legal entity which is a qualified investor as defined in the Prospectus Directive;

(b) to fewer than 100 or, if the Relevant Member State has implemented the relevant provision of the 2010 PD Amending Directive, 150, natural or legal persons (other than qualified investors as defined in the Prospectus Directive), as permitted under the Prospectus Directive, subject to obtaining the prior consent of the representatives for any such offer; or

(c) in any other circumstances falling within Article 3(2) of the Prospectus Directive, provided that no such offer of shares shall require us or any underwriter to publish a prospectus pursuant to Article 3 of the Prospectus Directive.

For the purposes of this provision, the expression an "offer to the public" in relation to any shares in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the shares to be offered so as to enable an investor to decide to purchase or subscribe the shares, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State, the expression Prospectus Directive means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member State), and includes any relevant implementing measure in the Relevant Member State and the expression "2010 PD Amending Directive" means Directive 2010/73/EU.

Notice to Prospective Investors in the United Kingdom

Each of the underwriters severally represents, warrants and agrees as follows:

(a) it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the Financial Services and Markets Act 2000 ("FSMA") received by it in connection with the issue or sale of the shares in circumstances in which Section 21 of the FSMA does not apply to us; and

(b) it has complied with, and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to the shares in, from or otherwise involving the United Kingdom.

LEGAL MATTERS

The validity of the shares of common stock offered by this prospectus will be passed upon for us by Goodwin Procter LLP, Boston, Massachusetts. Certain legal matters will be passed upon for the underwriters by Davis Polk & Wardwell LLP, Menlo Park, California.

EXPERTS

The financial statements of Esperion Therapeutics, Inc. at December 31, 2012 and 2011, and for each of the two years in the period ended December 31, 2012 and the period from January 22, 2008 (Inception) to December 31, 2012, appearing in this Prospectus and Registration Statement have been audited by Ernst & Young LLP, independent registered public accounting firm, as set forth in their report thereon (which contains an explanatory paragraph describing conditions that raise substantial doubt about the Company's ability to continue as a going concern as described in Note 1 to the financial statements) appearing elsewhere herein, and are included in reliance upon such report given on the authority of such firm, as experts in accounting and auditing.

WHERE YOU CAN FIND MORE INFORMATION

We have filed with the SEC a registration statement on Form S-1 (File Number 333-188595) under the Securities Act with respect to the common stock we are offering by this prospectus. This prospectus does not contain all of the information included in the registration statement. For further information pertaining to us and our common stock, you should refer to the registration statement and to its exhibits. Whenever we make reference in this prospectus to any of our contracts, agreements or other documents, the references are not necessarily complete, and you should refer to the exhibits attached to the registration statement for copies of the actual contract, agreement or other document.

Upon the closing of the offering, we will be subject to the informational requirements of the Securities Exchange Act of 1934 and will file annual, quarterly and current reports, proxy statements and other information with the SEC. You can read our SEC filings, including the registration statement, over the Internet at the SEC's website at www.sec.gov. You may also read and copy any document we file with the SEC at its public reference facility at 100 F Street, N.E., Room 1580, Washington, D.C. 20549.

You may also obtain copies of the documents at prescribed rates by writing to the Public Reference Section of the SEC at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the operation of the public reference facilities.

Esperion Therapeutics, Inc.
(A Development Stage Company)

Index to the Financial Statements

Years Ended December 31, 2012 and 2011, Period From
January 22, 2008 (Inception) to December 31, 2012,
the Three Months Ended March 31, 2013 and March 31, 2012 (unaudited)
and Period From January 22, 2008 (Inception) to March 31, 2013 (unaudited)

Contents

Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders
Esperion Therapeutics, Inc.

We have audited the accompanying balance sheets of Esperion Therapeutics, Inc. (a development stage company) (the Company) as of December 31, 2012 and 2011, and the related statements of operations, convertible preferred stock and stockholders' deficit, and cash flows for each of the two years in the period ended December 31, 2012, and for the period from January 22, 2008 (Inception) to December 31, 2012. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Company's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Esperion Therapeutics, Inc. at December 31, 2012 and 2011, and the results of its operations and its cash flows for each of the two years in the period ended December 31, 2012, and for the period from January 22, 2008 (Inception) through December 31, 2012, in conformity with U.S. generally accepted accounting principles.

The accompanying financial statements have been prepared assuming Esperion Therapeutics, Inc. will continue as a going concern. As discussed in Note 1 to the financial statements, the Company has recurring losses from operations, a net equity deficiency and a need for additional financing to maintain sufficient liquidity that raise substantial doubt about its ability to continue as a going concern. Management's plans for these matters are also described in Note 1. The accompanying financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ Ernst & Young LLP

Milwaukee, Wisconsin
April 12, 2013
except for Note 1 and Note 18, as to which the date is April 19, 2013

Esperion Therapeutics, Inc.
(A Development Stage Company)

Balance Sheets

	December 31, 2012	December 31, 2011	March 31, 2013 (unaudited)	Pro forma March 31, 2013 (unaudited)
Assets				
Current assets:				
Cash and cash equivalents	$ 6,511,521	$ 1,571,084	$ 3,886,216	$ 20,886,216
Prepaid clinical development costs	367,216	—	443,769	443,769
Deferred offering costs	—	—	623,029	623,029
Other prepaid and current assets	150,325	92,846	87,961	87,961
Assets held for sale	109,344	200,116	82,344	82,344
Total current assets	7,138,406	1,864,046	5,123,319	22,123,319
Property and equipment, net	120,210	251,527	87,932	87,932
Intangible assets	53,825	53,825	53,825	53,825
Other long-term assets	—	10,352	—	—
Total assets	$ 7,312,441	$ 2,179,750	$ 5,265,076	$ 22,265,076
Liabilities, convertible preferred stock and stockholders' deficit				
Current liabilities:				
Short term borrowings with related parties, net of debt discount	$ 15,241,007	$ —	$ —	$ —
Accrued interest	738,192	—	165,798	—
Accounts payable	476,277	691,180	926,819	926,819
Accrued clinical development costs	242,171	204,875	627,759	627,759
Warrant liabilities	265,323	—	307,281	307,281
Other accrued liabilities	210,329	443,173	659,390	659,390
Total current liabilities	17,173,299	1,339,228	2,687,047	2,521,249
Long-term debt	7,528,845	6,897,328	7,528,845	—
Total liabilities	24,702,144	8,236,556	10,215,892	2,521,249
Commitments and contingencies (Note 7)				
Convertible preferred stock:				
Series A preferred stock par value $0.001; 42,538,092 shares authorized as of March 31, 2013 (unaudited) and 34,785,000 shares authorized as of December 31, 2012 and 2011, 40,598,092 shares issued and outstanding at March 31, 2013 (unaudited) and 23,975,000 shares issued and outstanding at December 31, 2012 and 2011, aggregate liquidation preference of $40,598,092 at March 31, 2013 (unaudited) and $23,975,000 at December 31, 2012 and 2011	23,975,000	23,975,000	40,598,092	—
Stockholders' deficit:				
Common stock, $0.001 par value; 58,220,375 shares authorized as of March 31, 2013 (unaudited and pro forma) and 50,000,000 shares authorized as of December 31, 2012 and 2011, respectively; 2,420,545 shares issued and outstanding at March 31, 2013 (unaudited) and December 31, 2012, respectively and 2,149,921 shares issued and outstanding at December 31, 2011; 75,220,375 shares authorized and 66,769,092 shares issued and outstanding at March 31, 2013 (pro forma)	2,421	2,150	2,421	66,769
Additional paid-in capital	607,901	199,333	662,873	65,999,617
Deficit accumulated during the development stage	(41,975,025)	(30,233,289)	(46,214,202)	(46,322,559)
Total stockholders' deficit	(41,364,703)	(30,031,806)	(45,548,908)	19,743,827
Total liabilities, convertible preferred stock and stockholders' deficit	$ 7,312,441	$ 2,179,750	$ 5,265,076	$ 22,265,076

See accompanying notes to the financial statements.

Esperion Therapeutics, Inc.
(A Development Stage Company)

Statements of Operations

	Years Ended December 31,		Period From January 22, 2008 (Inception) to December 31,	Three Months Ended March 31,		Period From January 22, 2008 (Inception) to March 31,
	2012	2011	2012	2013 (unaudited)	2012 (unaudited)	2013 (unaudited)
Grant income	$ —	$ —	$ 244,479	$ —	$ —	$ 244,479
Operating expenses:						
Research and development	7,998,128	7,807,702	27,413,861	2,092,593	1,557,211	29,506,454
General and administrative	2,205,632	2,356,669	11,449,696	1,251,419	632,372	12,701,115
Acquired in-process research and development	—	—	85,612	—	—	85,612
Total operating expenses	10,203,760	10,164,371	38,949,169	3,344,012	2,189,583	42,293,181
Loss from operations	(10,203,760)	(10,164,371)	(38,704,690)	(3,344,012)	(2,189,583)	(42,048,702)
Interest expense	(1,486,696)	(577,157)	(3,384,116)	(828,223)	(260,428)	(4,212,339)
Change in fair value of warrant liability	32,367	—	32,367	(41,958)	—	(9,591)
Other income (expense), net	(83,647)	(75,813)	81,414	(24,984)	1,059	56,430
Net loss	$ (11,741,736)	$ (10,817,341)	$ (41,975,025)	$ (4,239,177)	$ (2,448,952)	$ (46,214,202)
Net loss per common share (basic and diluted)	$ (5.20)	$ (5.18)		$ (1.75)	$ (1.14)	
Weighted-average shares outstanding (basic and diluted)	2,259,480	2,086,373		2,420,545	2,149,921	
Pro Forma net loss per share applicable to common stockholders—basic and diluted (unaudited)	$ (0.45)			$ (0.12)		
Weighted-average number of common shares used in pro forma net loss per share applicable to common stockholders—basic and diluted (unaudited)	26,234,480			35,261,194		

See accompanying notes to the financial statements.

Esperion Therapeutics, Inc.
(A Development Stage Company)

Statements of Convertible Preferred Stock and Stockholders' Deficit

	Series A Convertible Preferred Stock		Common Stock		Additional Paid-In Capital	Deficit Accumulated During the Development Stage	Total Stockholders' Deficit
	Shares	Amount	Shares	Amount			
Balance at January 22, 2008 (inception)	—	$ —	—	$ —	$ —	$ —	$ —
Issuance of Series A preferred stock on April 24, 2008	10,000,000	10,000,000	—	—	—	—	—
Issuance of Series A preferred stock on April 24, 2008 in exchange for convertible note	250,000	250,000	—	—	—	—	—
Issuance of common stock, on April 24, 2008 at $0.0001 per share	—	—	2,000,000	2,000	(1,800)	—	200
Exercise of employee stock options on June 30, 2009	—	—	25,000	25	3,725	—	3,750
Issuance of Series A preferred stock on January 27, 2010	6,000,000	6,000,000	—	—	—	—	—
Issuance of Series A preferred stock on April 7, 2010	1,000,000	1,000,000	—	—	—	—	—
Issuance of Series A preferred stock on November 23, 2010	25,000	25,000	—	—	—	—	—
Stock-based compensation	—	—	—	—	98,796	—	98,796
Net loss	—	—	—	—	—	(19,415,948)	(19,415,948)
Balance at December 31, 2010	17,275,000	17,275,000	2,025,000	2,025	100,721	(19,415,948)	(19,313,202)
Issuance of Series A preferred stock on January 28, 2011	6,700,000	6,700,000	—	—	—	—	—
Exercise of employee stock options on May 20, 2011	—	—	83,359	83	12,484	—	12,567
Exercise of employee stock options on August 12, 2011	—	—	21,562	22	3,297	—	3,319
Issuance of common stock on December 7, 2011 in consideration for a license agreement	—	—	20,000	20	4,380		4,400
Stock-based compensation	—	—	—	—	78,451	—	78,451
Net loss	—	—	—	—	—	(10,817,341)	(10,817,341)
Balance at December 31, 2011	23,975,000	23,975,000	2,149,921	2,150	199,333	(30,233,289)	(30,031,806)
Exercise of employee stock options on April 30, 2012	—	—	113,124	113	17,249	—	17,362
Exercise of employee stock options on September 24, 2012	—	—	100,000	100	14,900	—	15,000
Exercise of employee stock options on November 6, 2012	—	—	7,500	8	1,118	—	1,126
Exercise of employee stock options on November 23, 2012	—	—	50,000	50	7,450	—	7,500
Beneficial conversion feature from issuance of convertible notes	—	—	—	—	287,990	—	287,990
Stock-based compensation	—	—	—	—	79,861	—	79,861
Net loss	—	—	—	—	—	(11,741,736)	(11,741,736)
Balance December 31, 2012	23,975,000	23,975,000	2,420,545	2,421	607,901	(41,975,025)	(41,364,703)
Issuance of Series A preferred stock on February 12, 2013 in exchange for convertible promissory notes (unaudited)	16,623,092	16,623,092	—	—	—	—	—
Stock-based compensation (unaudited)	—	—	—	—	54,972	—	54,972
Net loss (unaudited)	—	—	—	—	—	(4,239,177)	(4,239,177)
Balance March 31, 2013 (unaudited)	40,598,092	$ 40,598,092	2,420,545	$ 2,421	$ 662,873	$ (46,214,202)	$ (45,548,908)

See accompanying notes to the financial statements.

Esperion Therapeutics, Inc.
(A Development Stage Company)

Statements of Cash Flows

	Years Ended December 31, 2012	Years Ended December 31, 2011	Period From January 22, 2008 (Inception) to December 31, 2012	Three Months Ended March 31, 2013 (unaudited)	Three Months Ended March 31, 2012 (unaudited)	Period From January 22, 2008 (Inception) to March 31, 2013 (unaudited)
Operating activities						
Net loss	$ (11,741,736)	$ (10,817,341)	$ (41,975,025)	$ (4,239,177)	$ (2,448,952)	$ (46,214,202)
Adjustments to reconcile net loss to net cash used in operating activities:						
Depreciation expense	139,433	178,471	1,377,171	32,278	36,861	1,409,449
Amortization of debt discount and beneficial conversion feature	116,988	—	116,988	458,993	—	575,981
Amortization of debt issuance costs	15,378	—	15,378	18,533	1,861	33,911
Change in fair value of warrant liability	(32,367)	—	(32,367)	41,958	—	9,591
Noncash interest expense on convertible notes	1,369,709	577,065	3,267,037	350,698	260,428	3,617,735
Write-off of acquired in-process research and development	—	—	85,612	—	—	85,612
Stock-based compensation expense	79,861	78,451	257,108	54,972	16,142	312,080
Common stock issued in license agreement	—	4,400	4,400	—	—	4,400
Loss related to assets held for sale	86,887	108,308	295,701	27,000	—	322,701
Gain on sale of assets	(2,549)	—	(18,459)	(1,265)	(1,949)	(19,724)
Change in assets and liabilities:						
Prepaids and other assets	(429,720)	168,277	(536,770)	(655,751)	(3,092)	(1,192,521)
Accounts payable	(214,903)	619,238	476,277	450,542	(429,650)	926,819
Other accrued liabilities	(195,548)	14,406	452,497	834,649	(117,154)	1,287,146
Net cash used in operating activities	(10,808,567)	(9,068,725)	(36,214,452)	(2,626,570)	(2,685,505)	(38,841,022)
Investing activities						
Purchases of short-term investments	—	—	(31,569,166)	—	—	(31,569,166)
Proceeds from maturities of short-term investments	—	500,350	31,515,350	—	—	31,515,350
Unrealized loss on short-term investments	—	—	11	—	—	11
Cash obtained in stock acquisition	—	—	2,500,000	—	—	2,500,000
Proceeds from sale of assets	5,100	42,312	751,199	1,265	4,500	752,464
Purchase of property and equipment	(6,783)	(33,635)	(267,559)	—	(10,668)	(267,559)
Other investing	—	—	50,615	—	—	50,615
Net cash (used in) provided by investing activities	(1,683)	509,027	2,980,450	1,265	(6,168)	2,981,715
Financing activities						
Proceeds from issuance of common stock	40,987	15,886	60,823	—	—	60,823
Proceeds from issuance of preferred stock	—	6,700,000	23,975,000	—	—	23,975,000
Proceeds from warrant issuance	297,690	—	297,690	—	—	297,690
Proceeds from debt issuance with related parties	15,412,010	—	15,412,010	—	6,000,000	15,412,010
Net cash provided by financing activities	15,750,687	6,715,886	39,745,523	—	6,000,000	39,745,523
Net increase (decrease) in cash and cash equivalents	4,940,437	(1,843,812)	6,511,521	(2,625,305)	3,308,327	3,886,216
Cash and cash equivalents at beginning of period	1,571,084	3,414,896	—	6,511,521	1,571,084	—
Cash and cash equivalents at end of period	$ 6,511,521	$ 1,571,084	$ 6,511,521	$ 3,886,216	$ 4,879,411	$ 3,886,216
Supplemental disclosure of cash flow information:						
Conversion of convertible promissory notes, including accrued interest of $923,092 into preferred stock	$ —	$ —		$ 16,623,092	$ —	$ 16,623,092

See accompanying notes to the financial statements.

Esperion Therapeutics, Inc.
(A Development Stage Company)

Notes to Financial Statements

(Information as of March 31, 2013 and thereafter and for the three months ended March 31, 2013 and 2012 and the period from January 22, 2008 (Inception) to March 31, 2013 is unaudited)

1. The Company and Basis of Presentation

The Company is a biopharmaceutical company focused on the research, development and commercialization of therapies for the treatment of patients with elevated levels of low-density lipoprotein cholesterol and other cardiometabolic risk factors. ETC-1002, the Company's lead product candidate, is a novel, first in class, orally available, once-daily small molecule therapy designed to target known lipid and carbohydrate metabolic pathways to reduce levels of LDL-C and to avoid the side effects associated with existing LDL-C lowering therapies. The Company owns the exclusive worldwide rights to ETC-1002 and its other product candidates.

HDL Therapeutics, Inc. (HDL) was incorporated in the state of Delaware on January 22, 2008. On April 28, 2008, HDL acquired all of the capital stock of Esperion Therapeutics, Inc. (Esperion), a wholly owned subsidiary of Pfizer Inc. (see Note 3). On May 5, 2008, Esperion was merged with and into HDL and the Company assumed the name Esperion Therapeutics, Inc. (the Company). Its facilities are located in Plymouth, Michigan.

The Company's primary activities since incorporation have been recruiting personnel, conducting research and development activities, conducting pre-clinical and clinical testing, performing business and financial planning, and raising capital. Accordingly, the Company is considered to be in the development stage.

The Company is subject to the risks associated with a development stage entity, which include: the need to research, develop, and clinically test potentially therapeutic products; obtain regulatory approval for its products and commercialize them, if approved; expand its management and scientific staff; and finance its operations with an ultimate goal of achieving profitable operations.

The Company has sustained operating losses since inception and expects such losses to continue over the foreseeable future. Management plans to continue to finance operations with a combination of public and private equity issuances, debt arrangements, collaborations and strategic and licensing arrangements. If adequate funds are not available, the Company may not be able to continue the development of its current or future product candidates, or to commercialize its current or future product candidates, if approved.

Going Concern

The Company has relied on its ability to obtain funding for operations through private equity and debt financings. Management expects to incur significant expenses, increasing operating losses, and negative cash flows for the foreseeable future. The Company expects its expenses to increase in connection with conducting additional clinical trials of its lead product candidate, seeking regulatory approval for its lead product candidate and commercializing its lead product candidate, if approved. The Company may never achieve profitability and, as such, will need to raise additional cash. Accordingly, it will seek to fund its operations through public or private equity or debt financings or other sources. The Company plans to issue additional securities to finance its operating and capital requirements. While the Company expects to obtain additional financing, there is no assurance the Company will be successful in obtaining the funding necessary for future operations. Based on the Company's operating plan, existing working capital at December 31, 2012 was not sufficient to sustain

Esperion Therapeutics, Inc.
(A Development Stage Company)

Notes to Financial Statements (Continued)

(Information as of March 31, 2013 and thereafter and for the three months ended March 31, 2013 and 2012 and the period from January 22, 2008 (Inception) to March 31, 2013 is unaudited)

1. The Company and Basis of Presentation (Continued)

operations through December 31, 2013 without additional sources of cash. On April 19, 2013, the Company issued an aggregate of 17,000,000 shares of Series A preferred stock to funds affiliated with Longitude Capital and certain existing investors, for an aggregate purchase price of $17.0 million. The financial statements have been prepared assuming that the Company will continue as a going concern and do not include any adjustments that might result from the outcome of this uncertainty.

2. Summary of Significant Accounting Policies

Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles (GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, expenses and related disclosures. Actual results could differ from those estimates.

The Company utilizes significant estimates and assumptions in determining the fair value of its Common Stock. The Company utilized valuation methodologies in accordance with the framework of the 2004 American Institute of Certified Public Accountants Technical Practice Aid, *Valuation of Privately-Held Company Equity Securities Issued as Compensation*, to estimate the fair value of its Common Stock. Each valuation methodology includes estimates and assumptions that require the Company's judgment. These estimates and assumptions include a number of objective and subjective factors, including external market conditions affecting the biotechnology industry sector, the prices at which the Company sold shares of its Preferred Stock, the superior rights and preferences of securities senior to its Common Stock at the time and the likelihood of achieving a liquidity event, such as an initial public offering or sale. Significant changes to the key assumptions used in the valuations could result in different fair values of Common Stock at each valuation date.

Unaudited Interim Financial Information

The accompanying interim balance sheet as of March 31, 2013, statements of operations and cash flows for the three months ended March 31, 2013 and 2012 and for the period from January 22, 2008 (Inception) to March 31, 2013 and the statement of convertible preferred stock and stockholder's deficit for the three months ended March 31, 2013 are unaudited. The interim unaudited financial statements have been prepared in accordance with GAAP on the same basis as the annual audited financial statements and, in the opinion of management, reflect all adjustments, which include only normal recurring adjustments necessary for a fair statement of the Company's financial position as of March 31, 2013 and the results of its operations and cash flows for the three months ended March 31, 2013 and 2012 and for the period from January 22, 2008 (Inception) to March 31, 2013. The financial data and other information disclosed in these Notes to the financial statements related to the three month periods ended March 31, 2013 and 2012 and for the period from January 22, 2008 (Inception) to March 31, 2013 are unaudited. The results for the three months ended March 31, 2013 are not necessarily indicative of results to be expected for a full fiscal year, any other interim periods or any future year or period.

Esperion Therapeutics, Inc.
(A Development Stage Company)

Notes to Financial Statements (Continued)

(Information as of March 31, 2013 and thereafter and for the three months ended March 31, 2013 and 2012 and the period from January 22, 2008 (Inception) to March 31, 2013 is unaudited)

2. Summary of Significant Accounting Policies (Continued)

Unaudited Pro Forma Presentation

The unaudited pro forma balance sheet information as on March 31, 2013 assumes (i) the conversion of all outstanding shares of convertible preferred stock as of March 31, 2013 into 48,598,092 shares of common stock occurring immediately prior to the closing of the Company's proposed initial public offering, (ii) the issuance of 17,000,000 shares of convertible Series A preferred stock on April 19, 2013 and the conversion thereof into 17,000,000 shares of common stock occurring immediately prior to the closing of the Company's proposed initial public offering, and (iii) the issuance of 6,750,000 shares of Series A-1 preferred stock on May 29, 2013 through the cancellation of all indebtedness outstanding under a convertible note issued to Pfizer and the conversion thereof into 6,750,000 shares of common stock occurring immediately prior to the closing of the Company's proposed initial public offering. Pro forma cash and cash equivalents, total current assets and total assets include $17,000,000 of gross proceeds as a result of the Series A preferred stock issuance on April 19, 2013.

Cash and Cash Equivalents

The Company invests its excess cash in bank deposits, money market accounts, and short-term investments. The Company considers all highly liquid investments with an original maturity of 90 days or less at the time of purchase to be cash equivalents.

Concentration of Credit Risk

Cash, cash equivalents, and marketable securities consist of financial instruments that potentially subject the Company to concentrations of credit risk. The Company has established guidelines for investment of its excess cash and believes the guidelines maintain safety and liquidity through diversification of counterparties and maturities.

Segment Information

The Company views its operations and manages its business in one operating segment, which is the business of researching, developing and commercializing therapies for the treatment of patients with elevated levels of low-density lipoprotein cholesterol and other cardiometabolic risk factors.

Fair Value of Financial Instruments

The Company's financial instruments consist principally of cash and cash equivalents, other current assets, accounts payable and accrued liabilities that approximate their carrying value at December 31, 2012 and 2011.

Property and Equipment, Net

Property and equipment are recorded at cost, less accumulated depreciation (see Note 9). Depreciation is provided using the straight-line method over the estimated useful lives of the respective

Esperion Therapeutics, Inc.
(A Development Stage Company)

Notes to Financial Statements (Continued)

(Information as of March 31, 2013 and thereafter and for the three months ended March 31, 2013 and 2012 and the period from January 22, 2008 (Inception) to March 31, 2013 is unaudited)

2. Summary of Significant Accounting Policies (Continued)

assets, generally three to ten years. Leasehold improvements are amortized over the lesser of the lease term or the estimated useful lives of the related assets.

Impairment of Long-Lived Assets

The Company reviews long-lived assets, including property and equipment, for impairment whenever events or changes in business circumstances indicate that the carrying amount of the assets may not be fully recoverable. An impairment loss would be recognized when estimated undiscounted future cash flows expected to result from the use of the asset and its eventual disposition are less than its carrying amount. The impairment loss, if recognized, would be based on the excess of the carrying value of the impaired asset over its respective fair value. Excluding impairment losses recorded on assets held for sale, no other impairment losses have been recorded through December 31, 2012.

Research and Development

Research and development expenses consist of costs incurred to further the Company's research and development activities and include salaries and related benefits, costs associated with pre-clinical studies and trials, non-clinical activities (such as toxicology studies), regulatory activities, manufacturing activities to support clinical activities, research-related overhead expenses, and fees paid to external service providers that conduct certain research and development, clinical, and manufacturing activities on behalf of the Company. Research and development costs are expensed as incurred.

In-Process Research and Development

In April 2008, the Company acquired certain tangible research and development assets and intellectual property from Pfizer Inc. (Pfizer) (see Note 3). As the acquired in-process research and development had not reached technological feasibility and had no alternative future uses in connection with this asset and intellectual property acquisition and the related purchase price allocation, the Company expensed $85,612 as in-process research and development costs in 2008.

Accrued Clinical Development Costs

Outside research costs are a component of research and development expense. These expenses include fees paid to contract research organizations and other service providers that conduct certain clinical and product development activities on behalf of the Company. Depending upon the timing of payments to the service providers, the Company recognizes prepaid expenses or accrued expenses related to these costs. These accrued or prepaid expenses are based on management's estimates of the work performed under service agreements, milestones achieved and experience with similar contracts. The Company monitors each of these factors and adjusts estimates accordingly.

Income Taxes

The Company utilizes the liability method of accounting for income taxes as required by Accounting Standards Codification (ASC) 740, *Income Taxes*. Under this method, deferred tax assets

Esperion Therapeutics, Inc.
(A Development Stage Company)

Notes to Financial Statements (Continued)

(Information as of March 31, 2013 and thereafter and for the three months ended March 31, 2013 and 2012 and the period from January 22, 2008 (Inception) to March 31, 2013 is unaudited)

2. Summary of Significant Accounting Policies (Continued)

and liabilities are determined based on differences between financial reporting and the tax basis of assets and liabilities and are measured using enacted tax rates and laws that will be in effect when the differences are expected to reverse. The Company has incurred operating losses since inception. Accordingly, it is not more likely than not that the Company will realize deferred tax assets and as such, it has recorded a full valuation allowance.

Warrants to Purchase Preferred Stock

The Company accounts for its warrants issued in connection with its various financing transactions based upon the characteristics and provisions of the instrument. Warrants classified as derivative liabilities are recorded on the Company's balance sheet at their fair value on the date of issuance and are marked-to-market on each subsequent reporting period, with the fair value changes recognized in the statement of operations. The warrants are measured using the Monte Carlo valuation model and are based, in part, upon inputs where there is little or no market data, requiring the Company to develop its own independent assumptions. The Company will continue to adjust the liability for changes in the fair value of these warrants until the earlier of the exercise of the warrants, the expiration of the warrants, or until such time as the warrants are no longer determined to be derivative instruments.

Stock-Based Compensation

The Company accounts for stock-based compensation in accordance with the provisions of ASC 718, *Compensation—Stock Compensation*. Accordingly, compensation costs related to equity instruments granted are recognized over the requisite service periods of the awards on a straight-line basis at the grant-date fair value calculated using a Black-Scholes option pricing model. Additionally, under the provisions of ASC 718, the Company is required to include an estimate of the number of awards that will be forfeited in calculating compensation costs. Any changes to the estimated forfeiture rates are accounted for prospectively. Stock-based compensation arrangements with non-employees are recognized at the grant-date fair value and then re-measured at each reporting period. Expense is recognized during the period the related services are rendered.

Recent Accounting Pronouncements

In July 2012, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2012-02, *Testing Indefinite-Lived Intangible Assets for Impairment*. The guidance allows companies, at their option, to perform a qualitative assessment of indefinite-lived assets to determine if it is more likely than not that the fair value of the asset exceeds its carrying value. If analysis of the qualitative factors results in the fair value of the indefinite-lived asset exceeding the carrying value, then performing the quantitative assessment is not required. This guidance will be effective for interim and annual periods beginning after December 15, 2012. The adoption of this standard is not expected to have a material impact on the Company's financial statements.

In June 2011, the FASB issued ASU 2011-05 which is an amendment to the accounting guidance for presentation of comprehensive income. Under the amended guidance, a company has the option to present the total of comprehensive income, the components of net income and the components of

Esperion Therapeutics, Inc.
(A Development Stage Company)

Notes to Financial Statements (Continued)

(Information as of March 31, 2013 and thereafter and for the three months ended March 31, 2013 and 2012 and the period from January 22, 2008 (Inception) to March 31, 2013 is unaudited)

2. Summary of Significant Accounting Policies (Continued)

other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. In either choice, a company is required to present each component of net income along with total net income, each component of other comprehensive income along with a total for other comprehensive income and a total amount for comprehensive income. The amendment is effective for public companies with fiscal years ending, and interim periods within those years, beginning after December 15, 2011. The adoption of this update did not have a material impact on the Company's financial statements.

In May 2011, the FASB issued ASU 2011-04 which is an amendment to the accounting guidance on fair value measurements. This accounting standard update clarifies the application of existing fair value measurement guidance and expands the disclosures for fair value measurements that are estimated using significant unobservable (Level 3) inputs. The amendments were effective on a prospective basis for annual and interim reporting periods beginning after December 15, 2011. The adoption of this standard did not have a material impact on the Company's financial statements.

3. Stock Acquisition

On April 28, 2008, HDL acquired all of the capital stock of Esperion from Pfizer in exchange for a non-subordinated convertible promissory note in the original principal amount of $5,000,000 (see Note 5).

The Company allocated the purchase price of the Esperion acquisition in accordance with the provisions of Statement of Financial Accounting Standards (SFAS) No. 141, *Business Combinations*, related to the purchase of a group of assets. SFAS No. 141 provides that the cost of a group of assets acquired in a transaction other than a business combination shall be allocated to the individual assets acquired based on their relative fair values and shall not give rise to goodwill.

In accordance with the provisions of SFAS No. 141, this transaction did not meet the criteria of a business combination, and all identifiable intangible assets, including in-process research and development, were assigned a portion of the purchase price based on their relative fair values. To this end, an independent valuation of the tangible assets acquired was used to determine the fair value of the identifiable tangible assets. The Company determined the value assigned to in-process research and development and intangible assets. The fair value of assets acquired exceeded the transaction consideration and therefore, under SFAS No. 141, the excess of fair value of assets received over consideration paid was allocated on a relative fair market value basis to in-process research and development, tangible and intangible assets.

The Company allocated total cost of the Esperion acquisition as follows:

Cash	$ 2,500,000
Property and equipment	1,317,005
Intangible assets	50,000
In-process research and development	85,612
Assets held for sale	1,047,383
Total	$ 5,000,000

Esperion Therapeutics, Inc.
(A Development Stage Company)

Notes to Financial Statements (Continued)

(Information as of March 31, 2013 and thereafter and for the three months ended March 31, 2013 and 2012 and the period from January 22, 2008 (Inception) to March 31, 2013 is unaudited)

3. Stock Acquisition (Continued)

The income approach was used to estimate the fair value of the acquired in-process research and development based on projected cash flows through 2014 and a 35 percent discount rate. Material cash inflows were projected to begin in 2014. The replacement cost method was used to estimate the fair value of the tangible assets.

4. Assets Held For Sale

Assets held for sale consist of equipment that was acquired as part of the Esperion acquisition (see Note 3) and is not intended for use by the Company in normal operations.

During 2010, the Company entered into agreements to sell substantially all of the assets classified as held for sale which occurred in 2010 and continued through 2011. The 2010 sale included $182,188 of the assets held for sale sold in exchange for a promissory note that bore interest of 10 percent per annum and provided for monthly installment payments based on a five-year amortization schedule, with a balloon payment for the remaining principal due on December 31, 2011. The Company had a first priority security interest in all of the assets sold in the event of nonpayment by the note holder.

During 2011, the note holder defaulted on the note and the Company received the collateralized assets back. The fair market value of the assets was less than the outstanding principal balance of the note and the Company therefore adjusted the carrying value of the assets to reflect their fair value and recorded an expense of $108,308 on the default of the note which is included in other expense in the accompanying statement of operations.

During the year ended December 31, 2012, the Company determined that the carrying value of the assets classified as held for sale would not be fully recoverable and an impairment loss of $86,887 was recognized in other expense to write the remaining assets down to the estimated fair value. The fair value of the assets held for sale was based on recent market sales data for similar equipment less the related costs to sell. During the three months ended March 31, 2013, the Company recognized an impairment loss of $27,000 based on recent purchase offers. The Company recognized $187,393 and $214,393 of impairment expense related to the assets held for sale in the period from Inception through December 31, 2012 and the period from Inception through March 31, 2013, respectively.

Esperion Therapeutics, Inc.
(A Development Stage Company)

Notes to Financial Statements (Continued)

(Information as of March 31, 2013 and thereafter and for the three months ended March 31, 2013 and 2012 and the period from January 22, 2008 (Inception) to March 31, 2013 is unaudited)

5. Debt

The following is a reconciliation of the Company's various debt instruments:

	December 31, 2012	December 31, 2011	March 31, 2013 (unaudited)
Short term convertible notes issued January 2012	$ 6,000,000	$ —	$ —
Short term convertible notes issued September 2012	4,000,000	—	—
Short term convertible notes issued November 2012	5,700,000	—	—
Discount on short term convertible notes	(458,993)	—	—
Total short term convertible notes, net of debt discount	15,241,007	—	—
Long term debt	5,000,000	5,000,000	5,000,000
Accumulated paid-in-kind interest	2,528,845	1,897,328	2,528,845
Total long-term debt	7,528,845	6,897,328	7,528,845
Total debt	$ 22,769,852	$ 6,897,328	$ 7,528,845

Short-Term Convertible Notes

On January 26, 2012, the Company entered into a convertible note financing in which it issued 10% convertible promissory notes that matured in January 2013 for an aggregate principal amount of $6,000,000 to certain existing investors. The convertible promissory notes allow for the unpaid principal and interest to be converted at the lowest price paid for a new class of preferred stock in a future equity financing in which the Company received at least $10,000,000 in proceeds, not including the conversion of any of the convertible promissory notes.

On September 4, 2012, the Company entered into a convertible note financing pursuant to which certain existing investors agreed to loan the Company up to an additional $9,700,000. On September 4, 2012, the Company issued 10% convertible promissory notes that mature on September 4, 2013 for an aggregate principal amount of $4,000,000. On November 30, 2012, the Company issued additional 10% convertible promissory notes that mature on September 4, 2013 for an aggregate principal amount of $5,700,000. In connection with the September convertible note financing, the Company and the holders of the January 2012 convertible promissory notes agreed to extend the maturity date of the January 2012 notes to September 4, 2013. On February 12, 2013, the foregoing convertible promissory notes were converted into 16,623,092 shares of Series A preferred stock, in accordance with their terms and at their conversion price of $1.00 per share, and following such conversion, the notes were cancelled (see Note 18). In connection with the issuance of the September 4, 2012 and the November 30, 2012 10% convertible promissory notes, the Company issued warrants to purchase shares of Series A preferred stock for an aggregate price of $9,700. The estimated fair value of the warrants at issuance

Esperion Therapeutics, Inc.
(A Development Stage Company)

Notes to Financial Statements (Continued)

(Information as of March 31, 2013 and thereafter and for the three months ended March 31, 2013 and 2012 and the period from January 22, 2008 (Inception) to March 31, 2013 is unaudited)

5. Debt (Continued)

was $297,690. The proceeds from the sale of the preferred stock and warrants was allocated with $9,412,010 to the 10% convertible promissory notes and $297,690 to warrants. This resulted in a discount on the 10% convertible promissory notes which will be amortized into interest expense, using the effective interest method, over the life of the 10% convertible promissory notes (see Note 6). The Company recorded $58,494 of interest expense for the accretion of this discount during the year ended December 31, 2012 and the period from Inception through December 31, 2012. As a result of the conversion of the convertible promissory notes into shares of Series A preferred stock on February 12, 2013, the Company recorded the remaining $229,496 of interest expense for the accretion of this discount during the three months ended March 31, 2013.

The holders of the September convertible promissory notes received the benefit of a deemed conversion price of the September convertible promissory notes that were below the estimated fair value of the Series A convertible preferred stock at the time of their issuance. The fair value of this beneficial conversion feature was estimated to be $287,990. The fair value of this beneficial conversion feature was recorded to debt discount and amortized to interest expense using the effective interest method over the term of the convertible promissory notes. The Company recorded $58,494 of interest expense related to the beneficial conversion feature during the year ended December 31, 2012. As a result of the conversion of the convertible promissory notes into shares of Series A preferred stock on February 12, 2013, the Company recorded the remaining $229,496 of interest expense for the accretion of the beneficial conversion feature during the three months ended March 31, 2013.

If the short-term convertible promissory notes and Pfizer note were to convert to Series A and Series A-1 preferred stock and subsequently convert to common stock at the prevailing price of preferred stock, $1.00 per share, at December 31, 2012, such instruments would result in the issuance of 23,967,037 shares of common stock.

Pfizer Note

On April 28, 2008, HDL acquired all of the capital stock of Esperion from Pfizer in exchange for a non-subordinated convertible note in the original principal amount of $5,000,000. This convertible promissory note matures on April 28, 2018. The note bears interest at 8.931 percent annually, payable semiannually on June 30 and December 31 by adding such unpaid interest to the principal of the note, which shall thereafter accrue interest. During the years ended December 31, 2012 and 2011, and the period from Inception through December 31, 2012, the Company accrued interest related to the note of $631,517, $577,065, and $2,528,845, respectively. During the three months ended March 31, 2013 and 2012, and the period from Inception through March 31, 2013, the Company accrued interest related to the note of $165,798, $153,578, and $2,694,643, respectively.

The note may be converted at any time after April 28, 2010, into Series A-1 preferred stock at the prevailing purchase price of a preferred stock share at time of conversion if converted prior to an initial public offering and into common stock at the ten-day average closing price of the Company's common stock on the applicable securities exchange if converted after an initial public offering. During the three months ended March 31, 2013, the Company notified Pfizer of its intent to file a registration

Esperion Therapeutics, Inc.
(A Development Stage Company)

Notes to Financial Statements (Continued)

(Information as of March 31, 2013 and thereafter and for the three months ended March 31, 2013 and 2012 and the period from January 22, 2008 (Inception) to March 31, 2013 is unaudited)

5. Debt (Continued)

statement for an initial public offering. Pursuant to the sections of the convertible note agreement, Pfizer may not convert the convertible note during the period commencing on the notification date until 180 days following the effective date of the Registration Statement.

6. Warrants

On September 4, 2012 and November 30, 2012, the Company issued warrants to purchase shares of the Company's Series A preferred stock to the purchasers of the foregoing convertible promissory notes for an aggregate purchase price of $9,700. If a Qualified Financing occurs, defined as a sale of a new class of preferred stock in a single transaction or a series of transactions in which the Company received at least $10,000,000 of proceeds excluding any note conversion, the warrants are exercisable into the number of shares of the new class of preferred stock with value equal to 20 percent of the principal of the convertible promissory notes issued in September and November 2012, or 1,940,000 preferred shares. If a Qualified Financing does not occur before the maturity date of the notes, then the warrants are exercisable into the Company's Series A preferred stock, par value $0.001 equal to 20 percent of the principal amount of the convertible promissory notes issued in September and November 2012 divided by the Series A original issuance price of $1.00 adjusted for stock splits, stock dividends, combinations, and recapitalizations. No such adjustment transactions occurred as of December 31, 2012. Based on the preceding provisions, the warrants are recorded as current liabilities of the Company at the estimated fair value at the date of issuance, with changes in estimated fair value recorded as income or expense in the Company's statements of operations in each subsequent period. The warrants expire five years from a Qualified Financing, if one occurs, or upon the maturity of the notes.

The assumptions used in calculating the estimated fair market value at each reporting period represent the Company's best estimate, however, do involve inherent uncertainties. As a result, if factors or assumptions change the warrant liability, the estimated fair value could be materially different. The estimated fair value of the warrants was determined using the Monte Carlo valuation model which totaled $297,690 and was comprised of $141,779 and $155,911 as of and for the September and November 2012 financing, respectively, and was recorded as a discount on the related convertible promissory notes and amortized as interest expense over the term of the convertible promissory notes. Inherent in the Monte Carlo valuation model are assumptions related to expected stock-price volatility, expected life and risk-free interest rate. The Company estimates the volatility of its stock based on public company peer group historical volatility that is in line with the expected remaining life of the warrants. The risk-free interest rate is based on the U.S. Treasury zero-coupon bond on the grant date for a maturity similar to the expected remaining life of the warrants. The expected life of the warrants is assumed to be equivalent to their remaining contractual term. The dividend rate is based on the historical rate, which the Company anticipates to remain at zero.

The Monte Carlo model is used to appropriately value the potential future exercise price based on various exit scenarios. This requires Level 3 inputs which are based on the Company's estimates of the probability and timing of potential future financings.

Esperion Therapeutics, Inc.
(A Development Stage Company)

Notes to Financial Statements (Continued)

(Information as of March 31, 2013 and thereafter and for the three months ended March 31, 2013 and 2012 and the period from January 22, 2008 (Inception) to March 31, 2013 is unaudited)

6. Warrants (Continued)

If the warrants were exercised at December 31, 2012 and the resulting Series A preferred stock was converted into common stock, this would result in the issuance of 1,940,000 shares of common stock.

7. Commitments and Contingencies

The Company leases its facility under an operating lease that expires in October 2013 (see Note 17). The Company has an option to extend the lease term through October 2018, at which time the Company has an additional option to extend the lease term through October 2023. The Company's facility lease provides for a fixed monthly rent for the term of the lease and also provides for certain rent adjustments to be paid as determined by the landlord.

The total rent expense for the years ended December 31, 2012 and 2011, and for the period from Inception to December 31, 2012, was approximately $335,000, $323,000, and $1,286,400, respectively. The total rent expense for the three months ended March 31, 2013 and 2012, and for the period from Inception to March 31, 2013, was approximately $86,000, $86,000, and $1,372,400, respectively. Future minimum payments as of December 31, 2012, under the facility lease are presented in the table below:

	Total	Less than 1 Year	1-3 Years	3-5 Years	More than 5 Years
Operating lease	$ 287,000	$ 287,000	$ —	$ —	$ —
Total	$ 287,000	$ 287,000	$ —	$ —	$ —

The Company also holds a license agreement in which it is obligated to make future minimum annual payments of $50,000 in years where there is not a milestone payment required under the terms of the agreement (see Note 15). Further, the Company is contractually obligated to issue an aggregate of 80,000 shares of common stock upon meeting various future milestones set forth in the agreement.

8. Fair Value Measurements

The Company follows accounting guidance that emphasizes that fair value is a market-based measurement, not an entity-specific measurement. Fair value is defined as "the price that would be

Esperion Therapeutics, Inc.
(A Development Stage Company)

Notes to Financial Statements (Continued)

(Information as of March 31, 2013 and thereafter and for the three months ended March 31, 2013 and 2012 and the period from January 22, 2008 (Inception) to March 31, 2013 is unaudited)

8. Fair Value Measurements (Continued)

received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date." Fair value measurements are defined on a three level hierarchy:

Level 1 inputs: Quoted prices for identical assets or liabilities in active markets;

Level 2 inputs: Observable inputs other than Level 1 prices, such as quoted market prices for similar assets or liabilities or other inputs that are observable or can be corroborated by market data; and

Level 3 inputs: Unobservable inputs that are supported by little or no market activity and require the reporting entity to develop assumptions that market participants would use when pricing the asset or liability.

The following table presents the Company's financial assets and liabilities that have been measured at fair value on a recurring basis:

Description	Total	Level 1	Level 2	Level 3
March 31, 2013 (unaudited)				
Assets:				
Money market fund	$ 3,800,010	$ 3,800,010	$ —	$ —
Total assets at fair value	$ 3,800,010	$ 3,800,010	$ —	$ —
Liabilities:				
Warrants	$ 307,281	$ —	$ —	$ 307,281
Total liabilities at fair value	$ 307,281	$ —	$ —	$ 307,281
December 31, 2012				
Assets:				
Money market fund	$ 6,357,542	$ 6,357,542	$ —	$ —
Total assets at fair value	$ 6,357,542	$ 6,357,542	$ —	$ —
Liabilities:				
Warrants	$ 265,323	$ —	$ —	$ 265,323
Total liabilities at fair value	$ 265,323	$ —	$ —	$ 265,323
December 31, 2011				
Assets:				
Money market fund	$ 1,417,130	$ 1,417,130	$ —	$ —
Total assets at fair value	$ 1,417,130	$ 1,417,130	$ —	$ —

There were no transfers between Levels 1, 2 or 3 during 2012, 2011 or the three months ended March 31, 2013 or March 31, 2012.

Esperion Therapeutics, Inc.
(A Development Stage Company)

Notes to Financial Statements (Continued)

(Information as of March 31, 2013 and thereafter and for the three months ended March 31, 2013 and 2012 and the period from January 22, 2008 (Inception) to March 31, 2013 is unaudited)

8. Fair Value Measurements (Continued)

The following table summarizes the changes in the fair value of the Company's Level 3 warrant liabilities for the year ended December 31, 2012 and for the three months ended March 31, 2013:

	December 31, 2012
Level 3 Liabilities:	
As of January 1, 2012	$ —
Issuance of warrants	297,690
Change in fair value	(32,367)
As of December 31, 2012	$ 265,323
Change in fair value (unaudited)	41,958
As of March 31, 2013 (unaudited)	$ 307,281

Fair Value Measurements on a Nonrecurring Basis

In addition to items that are measured at fair value on a recurring basis, the Company also measures assets held for sale at the lower of its carrying amount or fair value on a nonrecurring basis. As discussed in Note 4, the Company recorded an impairment charge related to assets held for sale during the year ended December 31, 2012. The fair value of assets held for sale was estimated using a market approach, considering the estimated fair value for other comparable equipment which are Level 3 inputs.

9. Property and Equipment

Property and equipment consist of the following:

	December 31,		March 31,
	2012	2011	2013 (unaudited)
Lab equipment	$ 1,057,276	$ 1,062,635	$ 1,057,276
Computer equipment	99,412	101,672	99,412
Software	96,668	96,668	96,668
Furniture and fixtures	11,309	6,662	11,309
Leasehold improvements	21,381	21,381	21,381
Subtotal	1,286,046	1,289,018	1,286,046
Less accumulated depreciation and amortization	1,165,836	1,037,491	1,198,114
Property and equipment, net	$ 120,210	$ 251,527	$ 87,932

Esperion Therapeutics, Inc.
(A Development Stage Company)

Notes to Financial Statements (Continued)

(Information as of March 31, 2013 and thereafter and for the three months ended March 31, 2013 and 2012 and the period from January 22, 2008 (Inception) to March 31, 2013 is unaudited)

9. Property and Equipment (Continued)

Depreciation expense was $139,433, $178,471 and $1,377,171 for the years ended December 31, 2012 and 2011, and the period from Inception through December 31, 2012, respectively. Depreciation expense was $32,278, $36,861 and $1,409,449 for the three months ended March 31, 2013 and 2012, and the period from Inception through March 31, 2013, respectively.

10. Other Accrued Liabilities

Other accrued liabilities consist of the following:

	December 31,		March 31,
	2012	2011	2013
			(unaudited)
Accrued professional fees	$ 136,907	$ 28,500	336,100
Accrued franchise and property taxes	12,697	3,220	2,757
Accrued employee-related costs	60,725	408,453	305,918
Accrued other	—	3,000	14,615
Total other accrued liabilities	$ 210,329	$ 443,173	$ 659,390

11. Convertible Preferred Stock and Stockholders' Deficit

On January 22, 2008, HDL was incorporated in the state of Delaware with 1,000 shares of authorized common stock. In April 2008, the Board of Directors approved an amended and restated certificate of incorporation. The amendment increased HDL's authorized number of shares of common stock to a total of 44,025,145 and authorized two new series of preferred stock designated as Series A and Series A-1 preferred stock consisting of 33,250,000 shares of Series A preferred stock and 6,475,145 shares of Series A-1 preferred stock. In April 2008, HDL sold 2,000,000 shares of common stock and 10,000,000 shares of Series A preferred stock in a private offering (the Initial Financing), raising net proceeds of $200 and $10,000,000, respectively. In the Initial Financing, the Company converted an outstanding promissory note in the principal amount of $250,000 from an officer of the Company into 250,000 shares of Series A preferred stock.

As a result of commencing Phase 1 clinical trials in December 2009, the Company issued 6,000,000 additional shares of Series A preferred stock, raising net proceeds of $6,000,000 in January 2010 (Second Tranche Shares in the Initial Financing agreement).

In April 2010, the Company issued an additional 1,000,000 shares of Series A preferred stock to an officer and new investors for $1,000,000 in net proceeds. In connection with this sale, the Initial Financing agreement was amended to allow for the additional issuance of shares. The Company also amended its certificate of incorporation to increase its number of authorized shares to 45,025,145 shares of common stock and 40,725,145 shares of preferred stock, including 34,250,000 shares of Series A preferred stock and 6,475,145 shares of Series A-1 preferred stock.

Esperion Therapeutics, Inc.
(A Development Stage Company)

Notes to Financial Statements (Continued)

(Information as of March 31, 2013 and thereafter and for the three months ended March 31, 2013 and 2012 and the period from January 22, 2008 (Inception) to March 31, 2013 is unaudited)

11. Convertible Preferred Stock and Stockholders' Deficit (Continued)

In November 2010, the Company issued an additional 25,000 shares of Series A preferred stock to an officer of the Company in exchange for $25,000.

As a result of commencing Phase 2a clinical trials in December 2010, the Company issued 6,700,000 shares of Series A preferred stock, raising net proceeds of $6,700,000 in January 2011 (Third Tranche Shares in the Initial Financing agreement). The Company also amended its certificate of incorporation to increase the number of authorized shares to 50,000,000 shares of common stock and 41,682,329 shares of preferred stock, including 34,785,000 shares of Series A preferred stock and 6,897,329 shares of Series A-1 preferred stock.

In September 2012, the Company amended its certificate of incorporation to increase the number of authorized preferred shares to 42,647,283, including 34,785,000 shares of Series A preferred stock and 7,862,283 shares of Series A-1 preferred stock.

As of December 31, 2012, the Company did not have sufficient preferred and common shares authorized under its certificate of incorporation to permit the conversion of the outstanding convertible promissory notes issued during 2012. Pursuant to the terms of the note purchase agreements, in the event any or all of the notes were to be converted, the purchasers and the Company agreed to take all action necessary to amend the certificate of incorporation to increase the number of authorized shares of Series A preferred stock and common stock to permit such conversion. The Company subsequently amended its certificate of incorporation to increase the number of shares of Series A preferred stock authorized to 41,636,970 and number of shares of common stock authorized to 56,519,253 in connection with the conversion of the notes on February 12, 2013 into 16,623,092 shares of Series A preferred stock. On March 25, 2013 and April 10, 2013, the Company amended its certificate of incorporation to increase the number of shares of Series A preferred stock authorized to 42,538,092 and 59,538,092, respectively, and the number of shares of common stock authorized to 58,220,375 and 75,220,375, respectively (see Note 18).

Convertible Preferred Stock

As of December 31, 2012 and 2011, the Company had authorized a total of 42,647,283 and 41,682,329 shares of preferred stock, respectively, designated in various series. The preferred stock designated as Series A and Series A-1 is summarized as follows:

	December 31, 2012		
	Shares Designated	Liquidation Preference Per Share	Shares Issued and Outstanding
Series A	34,785,000	$ 1.00	23,975,000
Series A-1	7,862,283	—	—
	42,647,283	$ 1.00	23,975,000

Esperion Therapeutics, Inc.
(A Development Stage Company)

Notes to Financial Statements (Continued)

(Information as of March 31, 2013 and thereafter and for the three months ended March 31, 2013 and 2012 and the period from January 22, 2008 (Inception) to March 31, 2013 is unaudited)

11. Convertible Preferred Stock and Stockholders' Deficit (Continued)

	December 31, 2011		
	Shares Designated	Liquidation Preference Per Share	Shares Issued and Outstanding
Series A	34,785,000	$ 1.00	23,975,000
Series A-1	6,897,329	—	—
	41,682,329	$ 1.00	23,975,000

	March 31, 2013 (unaudited)		
	Shares Designated	Liquidation Preference Per Share	Shares Issued and Outstanding
Series A	42,538,092	$ 1.00	40,598,092
Series A-1	7,862,283	—	—
	50,400,375	$ 1.00	40,598,092

Voting

The holders of preferred stock have various rights and preferences. Each share of Series A and Series A-1 preferred stock has certain voting rights equal to the number of shares of common stock into which it is convertible and votes together as one class with the common stock.

A separate vote of a majority of the Series A preferred stock, equal to the number of shares of common stock into which it is convertible, is required for certain activities, including certain issuances of common stock; for any redemption, repurchase, dividend, or other distribution with respect to the common stock; any agreement by the Company or its stockholders regarding certain mergers or consolidations of the Company; a sale of all or substantially all of the assets of the Company; or any redemption, repurchase, dividend, or other distribution with respect to any shares of preferred stock.

As the Series A preferred stock could be redeemed in a "deemed liquidation" in the event of a change of control and the redemption features are considered to be outside the control of the Company, all shares of Series A preferred stock have been presented outside of permanent equity in accordance with ASC 480.

Liquidation

In the event of any liquidation, dissolution, or winding-up of the Company, including a merger, acquisition, or sale of assets where the holders of the Company's common stock and preferred stock own less than 50% of the resulting voting power of the surviving entity, the holders of Series A preferred stock shall be entitled to receive prior and in preference to any distribution of the assets of the Company to the holders of Series A-1 preferred stock and common stock, an amount equal to $1.00 for each share of Series A preferred stock held, plus any declared but unpaid dividends. After payment of the full liquidation preference to holders of Series A preferred stock, but prior to any

Esperion Therapeutics, Inc.
(A Development Stage Company)

Notes to Financial Statements (Continued)

(Information as of March 31, 2013 and thereafter and for the three months ended March 31, 2013 and 2012 and the period from January 22, 2008 (Inception) to March 31, 2013 is unaudited)

11. Convertible Preferred Stock and Stockholders' Deficit (Continued)

distribution or payment to holders of common stock, the holders of Series A-1 preferred shall be entitled to receive a distribution equal to the original issue price of a share of Series A-1 preferred stock plus any declared but unpaid dividends. After payment of the full liquidation preference(s) to the Series A and Series A-1 stockholders, the remaining assets legally available for distribution shall be distributed ratably to the holders of common stock and preferred stock on an as if converted to common stock basis.

Dividends

Holders of Series A and Series A-1 preferred stock, in preference to the holders of common stock, are entitled to receive cash dividends at the rate of eight percent of the respective original issue price per annum on each outstanding preferred share on a pari passu basis. Such dividends are payable only when, as and if declared by the Board of Directors and are non-cumulative. There have been no dividends declared, accrued or paid during the period from Inception through December 31, 2012 or the three months ended March 31, 2013.

Conversion

Any share of Series A or Series A-1 preferred stock may be converted at the option of the holder at any time into shares of common stock at the Series A preferred conversion price or the Series A-1 preferred conversion price then in effect.

Each share of Series A and Series A-1 preferred stock shall automatically be converted into shares of common stock based upon the then-effective Series A preferred conversion price and the Series A-1 preferred conversion price, respectively, upon the affirmative election of the holders of at least 60% of the outstanding shares of the Series A preferred stock and Series A-1 preferred stock voting as a single class.

Each share of Series A preferred stock shall automatically convert into shares of common stock based upon the effective Series A preferred conversion price upon (i) the affirmative election of the holders of at least two-thirds of the outstanding shares of the Series A preferred stock; (ii) the Company's sale of its common stock in a firmly underwritten public offering in which the per share price is at least three times the Series A original issue price adjusted for stock splits, dividends, recapitalizations, and the like, and which would result in gross proceeds to the Company of at least $40 million (prior to deducting underwriting discounts and commissions); or (iii) the affirmative election of at least a majority of the outstanding shares of the Series A preferred stock following the closing of a firmly underwritten public offering that covers the offer and sale of common stock for the Company that does not meet the three times original issue price or gross proceeds requirements above. Upon an automatic conversion, any declared and unpaid dividends shall be paid to the holders of Series A preferred stock.

Each share of Series A-1 preferred stock shall automatically convert into shares of common stock based upon the effective Series A-1 preferred conversion price upon the Company's sale of its common stock in a firmly underwritten public offering which results in gross proceeds to the Company of at

Esperion Therapeutics, Inc.
(A Development Stage Company)

Notes to Financial Statements (Continued)

(Information as of March 31, 2013 and thereafter and for the three months ended March 31, 2013 and 2012 and the period from January 22, 2008 (Inception) to March 31, 2013 is unaudited)

11. Convertible Preferred Stock and Stockholders' Deficit (Continued)

least $25 million (prior to underwriting discounts and commissions). Upon an automatic conversion, any declared and unpaid dividends shall be paid to the holders of Series A-1 preferred stock.

The Series A preferred conversion rate and Series A-1 preferred conversion rate is the $1.00 Series A original issue price divided by the Series A preferred conversion price, initially set at $1.00. The Series A preferred conversion price can be adjusted in connection with certain dilutive events; however, there have been no such adjustments to date.

The Company has convertible debt, convertible Preferred Stock and warrants, all of which are convertible into Series A and Series A-1 preferred stock. Additionally, the Company has stock options outstanding. At December 31, 2012 and March 31, 2013, convertible instruments or options which could subsequently convert to common stock were as follows:

	December 31, 2012	March 31, 2013 (unaudited)
Convertible preferred stock	23,975,000	40,598,092
Warrants for preferred stock	1,940,000	1,940,000
Common shares under option	1,477,595	4,266,933
Convertible debt	23,967,037	7,694,643
Total shares issuable upon conversion or exercise	51,359,632	54,499,668

12. Stock Compensation

In April 2008, the Company adopted the 2008 Incentive Stock Option and Restricted Stock Plan (the 2008 Plan), administered by the Board of Directors or a committee appointed by the Board of Directors. The 2008 Plan provides for the granting of stock options and restricted stock to employees and nonemployees of the Company. Options granted under the 2008 Plan may either be incentive stock options (ISOs), restricted stock awards (RSAs) or nonqualified stock options (NQSOs). Stock options and restricted stock grants may be granted to employees, directors and consultants.

Stock awards under the 2008 Plan may be granted for up to ten years from the adoption of the 2008 Plan at prices no less than 100 percent of the fair value of the shares on the date of the grant as determined by (i) the closing price of the Company's common stock on any national exchange, (ii) the National Association of Securities Dealers Inc. Automated Quotation System (NASDAQ), if so authorized for quotation as a NASDAQ security, or (iii) by reasonable application of a reasonable valuation method. The valuation methods utilized by the Company are consistent with the AICPA Technical Practice Aid.

The vesting of options granted or restricted awards given will be determined individually with each option grant. Generally, 25 percent of the granted amount will vest upon the first anniversary of the option grant with the remainder vesting ratably on the first day of each calendar quarter for the following three years. Stock options have a 10 year life and expire if not exercised within that period, or if not exercised within 90 days of cessation of employment with the Company.

Esperion Therapeutics, Inc.
(A Development Stage Company)

Notes to Financial Statements (Continued)

(Information as of March 31, 2013 and thereafter and for the three months ended March 31, 2013 and 2012 and the period from January 22, 2008 (Inception) to March 31, 2013 is unaudited)

12. Stock Compensation (Continued)

As of December 31, 2012 and 2011 and the three months ended March 31, 2013 and March 31, 2012, under the 2008 Plan, 4,599,455, 2,170,079, 5,399,455 and 2,170,079 shares of common stock, respectively, have been reserved and approved for issuance, subject to adjustment for a stock split or any future stock dividend or other similar change in the Company's common stock or capital structure.

Activity under the Company's stock option plan is set forth below:

	Number of Options	Weighted-Average Price Per Share	Weighted-Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value
Outstanding at April 24, 2008 (plan inception)	—	—		
Granted	740,921	$ 0.15		
Forfeited or expired	(75,000)	$ 0.15		
Outstanding at December 31, 2008	665,921	$ 0.15	8.4	$ —
Granted	110,000	$ 0.15		
Exercised	(25,000)	$ 0.15		$ —
Outstanding at December 31, 2009	750,921	$ 0.15	8.0	$ 22,528
Granted	706,674	$ 0.18		
Forfeited or expired	(27,891)	$ 0.16		
Outstanding at December 31, 2010	1,429,704	$ 0.16	7.6	$ 79,153
Granted	65,000	$ 0.22		
Forfeited or expired	(10,938)	$ 0.16		
Exercised	(104,921)	$ 0.15		$ 7,197
Outstanding at December 31, 2011	1,378,845	$ 0.17	6.6	$ 140,274
Granted	480,000	$ 0.27		
Forfeited or expired	(110,626)	$ 0.17		
Exercised	(270,624)	$ 0.15		$ 26,425
Outstanding at December 31, 2012	1,477,595	$ 0.20	7.5	$ 141,389
Granted (unaudited)	2,796,213	$ 0.30		
Forfeited or expired (unaudited)	6,875	$ 0.22		
Outstanding at March 31, 2013 (unaudited)	4,266,933	$ 0.27	8.9	$ 140,839

Esperion Therapeutics, Inc.
(A Development Stage Company)

Notes to Financial Statements (Continued)

(Information as of March 31, 2013 and thereafter and for the three months ended March 31, 2013 and 2012 and the period from January 22, 2008 (Inception) to March 31, 2013 is unaudited)

12. Stock Compensation (Continued)

The following table summarizes information about the Company's stock option plan as of March 31, 2013 and December 31, 2012:

	Number of Options	Weighted-Average Price Per Share	Weighted-Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value
Vested and expected to vest at December 31, 2012	1,477,595	$ 0.20	7.5	$ 141,389
Exercisable at December 31, 2012	779,965	$ 0.17	6.6	$ 101,101
Vested and expected to vest at March 31, 2013 (unaudited)	4,054,466	$ 0.27	8.9	$ 139,875
Exercisable at March 31, 2013 (unaudited)	1,076,282	$ 0.20	7.1	$ 110,648

The following table shows the weighted-average assumptions used to compute the share-based compensation costs for the stock options granted to employees and non-employees during the period from Inception to December 31, 2012, using the Black-Scholes option pricing model:

	Year ended December 31,		Period From January 22, 2008 (Inception) Through December 31, 2010	Three Months Ended March 31, 2013 (unaudited)
	2012	2011		
Risk-free interest rate	0.85%	2.50%	2.50%	1.02%
Dividend yield	—	—	—	—
Weighted-average expected life of options (years)	6.25	6.25	6.25	6.25
Volatility	80%	80%	80%	74%

The risk-free interest rate assumption was based on the United States Treasury's rates for U.S. Treasury zero-coupon bonds with maturities similar to those of the expected term of the award being valued. The assumed dividend yield was based on the Company's expectation of not paying dividends in the foreseeable future. The weighted-average expected life of the options was calculated using the simplified method as prescribed by the Securities and Exchange Commission (SEC) Staff Accounting Bulletin No. 107 (SAB No. 107). This decision was based on the lack of relevant historical data due to the Company's limited historical experience. In addition, due to the Company's limited historical data, the estimated volatility also reflects the application of SAB No. 107, incorporating the historical volatility of comparable companies whose share prices are publicly available.

The weighted-average grant-date fair values of stock options granted during the years ended December 31, 2012 and 2011, and the period from Inception through December 31, 2012 were $0.19, $0.16 and $0.13, respectively. During the years ended December 31, 2012 and December 31, 2011, and the period from Inception through December 31, 2012, the Company recognized stock-based compensation expense of $79,861, $78,451 and $257,108, respectively.

Esperion Therapeutics, Inc.
(A Development Stage Company)

Notes to Financial Statements (Continued)

(Information as of March 31, 2013 and thereafter and for the three months ended March 31, 2013 and 2012 and the period from January 22, 2008 (Inception) to March 31, 2013 is unaudited)

12. Stock Compensation (Continued)

The weighted-average grant-date fair values of stock options granted during the three months ended March 31, 2013 and the period from Inception through March 31, 2013 were $0.20 and $0.17, respectively. During the three months ended March 31, 2013 and March 31, 2012, and the period from Inception through March 31, 2013, the Company recognized stock-based compensation expense of $54,972, $16,142 and $312,080, respectively.

As of December 31, 2012 and 2011 and March 31, 2013 and March 31, 2012, there was approximately $94,018, $24,357, $588,415 and $51,924, respectively, of total unrecognized compensation cost related to the unvested share-based compensation arrangements granted under the Company's equity incentive plan. The remaining unrecognized compensation cost will be recognized over a weighted-average period of approximately 2.6 and 3.6 years as of December 31, 2012 and March 31, 2013, respectively.

13. Employee Benefit Plan

During 2008, the Company adopted the Esperion Therapeutics, Inc. 401(k) Plan (the 401(k) Plan), which qualifies as a deferred salary arrangement under Section 401(k) of the Internal Revenue Code. Under the 401(k) Plan, participating employees may defer a portion of their pretax earnings. The Company may, at its sole discretion, contribute for the benefit of eligible employees. There have been no Company contributions to the 401(k) Plan during 2012, 2011 or from Inception through December 31, 2012.

14. Income Taxes

There is no provision for income taxes because the Company has incurred operating losses since inception. At March 31, 2013, the Company has concluded that it is more likely than not that the Company may not realize the benefit of its deferred tax assets due to its history of losses. Accordingly, the net deferred tax assets have been fully reserved.

As of December 31, 2012 and 2011, the Company had deferred tax assets of approximately $14,351,000 and $10,386,000, respectively. Realization of the deferred assets is dependent upon future taxable income, if any, the amount and timing of which are uncertain. Accordingly, the net deferred tax assets have been fully offset by a valuation allowance.

As of December 31, 2012 and 2011, the Company had federal net operating loss carryforwards of approximately $40,465,000 and $29,206,000, respectively. The federal net operating loss and tax credit carryforwards will expire at various dates beginning in 2028, if not utilized.

Esperion Therapeutics, Inc.
(A Development Stage Company)

Notes to Financial Statements (Continued)

(Information as of March 31, 2013 and thereafter and for the three months ended March 31, 2013 and 2012 and the period from January 22, 2008 (Inception) to March 31, 2013 is unaudited)

14. Income Taxes (Continued)

A reconciliation of the U.S. statutory income tax rate to the Company's effective tax rate is as follows:

	December 31, 2012	December 31, 2011
Federal income tax (benefit) at statutory rate	(34.0)%	(34.0)%
State income tax benefit, net of federal benefit	—%	(0.7)%
Permanent items	0.4%	(0.1)%
Other	(0.2)%	3.2%
Change in valuation allowance	33.8%	31.6%
Effective income tax rate	0.0%	0.0%

If the Company experiences a greater than 50 percentage point aggregate change in ownership of certain significant stockholders over a three-year period, a Section 382 ownership change, utilization of the net operating loss carryforwards and credits will be subject to an annual limitation under Section 382 of the Internal Revenue Code of 1986, as amended, and similar state provisions. The annual limitation may result in the expiration of net operating losses before utilization.

The Company's reserves related to taxes are based on a determination of whether and how much of a tax benefit taken by the Company in its tax filings or positions is more likely than not to be realized following resolution of any potential contingencies present related to the tax benefit. The Company recognized no material adjustment for unrecognized income tax benefits. Through December 31, 2012, the Company had no unrecognized tax benefits or related interest and penalties accrued.

Significant components of the Company's deferred tax assets are summarized in the table below:

	December 31, 2012	December 31, 2011
Deferred tax assets:		
Federal and state operating loss carryforwards	$ 14,207,000	$ 10,351,000
Temporary differences	144,000	36,000
Total deferred tax assets	14,351,000	10,386,000
Valuation allowance	(14,351,000)	(10,386,000)
Net deferred tax assets	$ —	$ —

15. License Agreement

In December 2011, the Company entered into a license agreement for certain U.S. and foreign patents and patent applications regarding new high-density lipoprotein therapies to treat cardiovascular disease in exchange for 20,000 shares of common stock, plus an issue fee of $50,000. The license agreement will expire in 2028, which is the date of the last to expire of the licensed patents. The Company recorded the common stock, which was valued at its fair value of $4,400, and the issue fee within general and administrative expenses in the statements of operations.

Esperion Therapeutics, Inc.
(A Development Stage Company)

Notes to Financial Statements (Continued)

(Information as of March 31, 2013 and thereafter and for the three months ended March 31, 2013 and 2012 and the period from January 22, 2008 (Inception) to March 31, 2013 is unaudited)

15. License Agreement (Continued)

The license agreement provides for a minimum annual payment of $50,000 for any years in which a milestone is not achieved, fully creditable against any earned royalties per calendar year.

Milestone achievement payments are due within 30 days of the milestone achievement. No milestones have been achieved to date under the license agreement. Additionally, the agreement provides for the Company to reimburse the patent holder for certain patent costs during the term of the agreement. The Company recognized expenses associated with this license agreement of $50,000, $54,400 and $104,400 during the years ended December 31, 2012 and 2011 and the period from Inception through December 31, 2012, respectively, in general and administrative expenses.

16. Net Loss Per Common Share

Basic net loss per share is calculated by dividing net loss by the weighted-average number of common shares outstanding during the period, without consideration for common stock equivalents. Diluted net loss per share is computed by dividing net loss by the weighted-average number of common share equivalents outstanding for the period determined using the treasury-stock method. For purposes of this calculation, convertible preferred stock, convertible debt, warrants for preferred stock and stock options 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. Interest expense for convertible debt that is dilutive is added back to net income in the calculation of diluted net loss per share.

The shares outstanding at the end of the respective periods presented below were excluded from the calculation of diluted net loss per share due to their anti-dilutive effect:

	December 31,		Period from January 22, 2008 (Inception) Through December 31, 2012	March 31, 2013
	2012	2011		(unaudited)
Common shares under option	1,477,595	1,378,845	1,477,595	4,266,933
Convertible preferred stock	23,975,000	23,975,000	23,975,000	40,598,092
Warrants for preferred stock	1,940,000	—	1,940,000	1,940,000
Convertible debt	23,967,037	6,897,328	23,967,037	7,694,643
Total potential dilutive shares	51,359,632	32,251,173	51,359,632	54,499,668

17. Related-Party Transactions

During 2008, a nonemployee officer of the Company was granted 100,921 stock options under the 2008 Plan in exchange for consulting services rendered. The exercise price of the options was $0.15 per

Esperion Therapeutics, Inc.
(A Development Stage Company)

Notes to Financial Statements (Continued)

(Information as of March 31, 2013 and thereafter and for the three months ended March 31, 2013 and 2012 and the period from January 22, 2008 (Inception) to March 31, 2013 is unaudited)

17. Related-Party Transactions (Continued)

share. Originally, the options vested ratably over 48 calendar months. Effective January 1, 2010, the nonemployee became a member of the Board of Directors, and the remaining unvested options were modified to vest ratably over each subsequent calendar quarter. The Company recognized approximately $2,000 and $6,000 of expense related to the vesting of these stock options for the years ended December 31, 2012 and 2011, respectively, and $12,000 for the period from Inception through December 31, 2012. None of the options have been exercised as of December 31, 2012. The modification did not result in a material change to the fair value of the award.

During 2012 and 2011, an officer of the Company was a non-voting member of the Board of Directors of the not-for-profit entity, Ann Arbor SPARK, that owned the facility leased by the Company (see Note 7). In November 2012, the lease was assigned to the Michigan Land Bank Track Authority and as of December 31, 2012 was no longer considered a related party transaction to the Company.

18. Subsequent Events

Subsequent events have been evaluated through the date these financial statements were filed within the registration statement on Form S-1 with the Securities & Exchange Commission.

April 2013 Series A Preferred Stock Issuance

On April 19, 2013, the Company issued and sold an aggregate of 17,000,000 shares of Series A preferred stock at a price of $1.00 per share for gross proceeds of $17.0 million to funds affiliated with Longitude Capital and certain existing investors. Each share of Series A preferred stock issued in this financing is initially convertible into one share of common stock. Upon the closing of the financing, Patrick Enright of Longitude Capital became a member of the board of directors.

Pfizer Promissory Note Conversion (unaudited)

On May 29, 2013 the Company entered into a stock purchase agreement with Pfizer Inc. and sold 6,750,000 shares of Series A-1 preferred stock at a price of $1.1560 per share. The purchase price was paid through the cancellation of all outstanding indebtedness, including accrued interest, under the Pfizer convertible promissory note, which had an outstanding balance, including accrued interest, of $7,803,000 as of May 29, 2013.

Shares

Esperion Therapeutics
Beyond Statins

Common Stock

Credit Suisse **Citigroup**

JMP Securities **Stifel**

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 13. Other Expenses of Issuance and Distribution.

The following table sets forth the fees and expenses, other than underwriting discounts and commissions, payable in connection with the registration of the common stock hereunder. All amounts are estimates except the SEC registration fee.

SEC registration fee	$ 9,548
FINRA filing fee	$ 11,000
NASDAQ listing fee	$ 125,000
Blue Sky fees and expenses	$ 15,000
Printing and engraving expenses	$ 100,000
Legal fees and expenses	$ 1,200,000
Accounting fees and expenses	$ 485,000
Transfer agent and registrar fees and expenses	$ 2,500
Miscellaneous	$ 101,952
Total	$ 2,050,000

Item 14. Indemnification of Directors and Officers.

Section 145 of the Delaware General Corporation Law (the "DGCL") authorizes a corporation to indemnify its directors and officers against liabilities arising out of actions, suits and proceedings to which they are made or threatened to be made a party by reason of the fact that they have served or are currently serving as a director or officer to a corporation. The indemnity may cover expenses (including attorneys' fees) judgments, fines and amounts paid in settlement actually and reasonably incurred by the director or officer in connection with any such action, suit or proceeding. Section 145 permits corporations to pay expenses (including attorneys' fees) incurred by directors and officers in advance of the final disposition of such action, suit or proceeding. In addition, Section 145 provides that a corporation has the power to purchase and maintain insurance on behalf of its directors and officers against any liability asserted against them and incurred by them in their capacity as a director or officer, or arising out of their status as such, whether or not the corporation would have the power to indemnify the director or officer against such liability under Section 145.

We have adopted provisions in our certificate of incorporation and bylaws to be in effect at the completion of this offering that limit or eliminate the personal liability of our directors to the fullest extent permitted by the DGCL, as it now exists or may in the future be amended. Consequently, a director will not be personally liable to us or our stockholders for monetary damages or breach of fiduciary duty as a director, except for liability for:

- any breach of the director's duty of loyalty to us or our stockholders;
- any act or omission not in good faith or that involves intentional misconduct or a knowing violation of law;
- any unlawful payments related to dividends or unlawful stock purchases, redemptions or other distributions; or
- any transaction from which the director derived an improper personal benefit.

These limitations of liability do not alter director liability under the federal securities laws and do not affect the availability of equitable remedies such as an injunction or rescission.

In addition, our bylaws provide that:

- we will indemnify our directors, officers and, in the discretion of our board of directors, certain employees to the fullest extent permitted by the DGCL, as it now exists or may in the future be amended; and
- we will advance reasonable expenses, including attorneys' fees, to our directors and, in the discretion of our board of directors, to our officers and certain employees, in connection with legal proceedings relating to their service for or on behalf of us, subject to limited exceptions.

We have entered into indemnification agreements with each of our directors and intend to enter into such agreements with certain of our executive officers. These agreements provide that we will indemnify each of our directors, certain of our executive officers and, at times, their affiliates to the fullest extent permitted by Delaware law. We will advance expenses, including attorneys' fees (but excluding judgments, fines and settlement amounts), to each indemnified director, executive officer or affiliate in connection with any proceeding in which indemnification is available and we will indemnify our directors and officers for any action or proceeding arising out of that person's services as a director or officer brought on behalf of the Company and/or in furtherance of our rights. Additionally, each of our directors may have certain rights to indemnification, advancement of expenses and/or insurance provided by their affiliates, which indemnification relates to and might apply to the same proceedings arising out of such director's services as a director referenced herein. Nonetheless, we have agreed in the indemnification agreements that the Company's obligations to those same directors are primary and any obligation of the affiliates of those directors to advance expenses or to provide indemnification for the expenses or liabilities incurred by those directors are secondary.

We also maintain general liability insurance which covers certain liabilities of our directors and officers arising out of claims based on acts or omissions in their capacities as directors or officers, including liabilities under the Securities Act.

The underwriting agreement filed as Exhibit 1.1 to this registration statement provides for indemnification of us and our directors and officers by the underwriters against certain liabilities under the Securities Act and the Exchange Act.

Item 15. Recent Sales of Unregistered Securities.

The following list sets forth information as to all securities we have sold since March 31, 2010, which were not registered under the Securities Act.

1. On April 7, 2010, we issued and sold an aggregate of 1,000,000 shares of our Series A preferred stock to four accredited investors at a per share purchase price of $1.00 for aggregate gross consideration of $1,000,000. Each share of Series A preferred stock will convert into one share of our common stock upon completion of this offering.

2. On November 23, 2010, we issued and sold an aggregate of 25,000 shares of our Series A preferred stock to Roger S. Newton, Ph.D., FAHA, at a per share purchase price of $1.00 for aggregate gross consideration of $25,000. Each share of Series A preferred stock will convert into one share of our common stock upon completion of this offering.

3. On January 28, 2011, we issued and sold an aggregate of 6,700,000 shares of our Series A preferred stock to seven accredited investors at a per share purchase price of $1.00 for aggregate gross consideration of $6,700,000. Each share of Series A preferred stock will convert into one share of our common stock upon completion of this offering.

4. On December 7, 2011, we issued an aggregate of 20,000 shares of our common stock to The Cleveland Clinic Foundation as consideration under an Exclusive License Agreement, dated as

of December 7, 2011, pursuant to which we licensed certain intellectual property from The Cleveland Clinic Foundation related to our 4WF development program.

5. On January 26, 2012, in connection with a convertible note financing, we issued convertible promissory notes to eight accredited investors for an aggregate principal amount of $6.0 million. The convertible promissory notes accrued interest at a rate equal to 10% per year and initially had a maturity date of January 26, 2013. On February 12, 2013, these convertible promissory notes were converted, in accordance with their terms and at their respective conversion prices, into shares of Series A preferred stock, and following such conversion, these convertible promissory notes were cancelled.

6. Between September 4, 2012 and November 30, 2012, in connection with a convertible note financing, we issued, in a series of closings, convertible promissory notes to eight accredited investors for an aggregate principal amount of $9.7 million. The convertible promissory notes accrued interest at a rate equal to 10% per year and had a maturity date of September 4, 2013. On February 12, 2013, these convertible promissory notes were converted, in accordance with their terms and at their respective conversion prices, into shares of Series A preferred stock, and following such conversion, these convertible promissory notes were cancelled.

7. Between September 4, 2012 and November 30, 2012, in connection with a convertible note financing, we issued to eight accredited investors, in a series of closings, warrants to purchase approximately 1,940,000 shares of our Series A preferred stock at an exercise price of $1.00 per share for an aggregate purchase price of $9,700. Upon the completion of this offering, the warrants will become exercisable for shares of our common stock.

8. On April 19, 2013, in connection with a preferred stock financing, we issued 17,000,000 shares of our Series A preferred stock to ten accredited investors at a per share purchase price of $1.00 for aggregate gross consideration of $17.0 million. Each share of Series A preferred stock will convert into one share of our common stock upon completion of this offering.

9. On April 28, 2008, we issued a convertible promissory note to an accredited investor in the original principal amount of $5.0 million. The convertible promissory note accrued interest at a rate of 8.931% per year and had a maturity date of April 28, 2018. Accrued interest under the note was capitalized on June 30th and December 31st of each year. On May 29, 2013, we entered into a stock purchase agreement pursuant to which we issued 6,750,000 shares of our Series A-1 preferred stock to the noteholder at a price of $1.1560 per share, which purchase price was paid through the cancellation of all outstanding indebtedness, including accrued interest, under the convertible promissory note.

10. Since April 1, 2010, we have granted stock options to purchase an aggregate of 4,802,887 shares of our common stock with exercise prices ranging from $0.18 to $0.53 per share to our employees, consultants and directors pursuant to our 2008 Plan. Of these, options covering an aggregate of 156,330 shares were cancelled or forfeited without being exercised.

11. Since April 1, 2010, we sold an aggregate of 528,045 shares of common stock to employees, directors and consultants for cash consideration in the aggregate amount of $136,923 upon the exercise of stock options.

We deemed the offers, sales and issuances of the securities described in paragraphs (1) through (9) above to be exempt from registration under the Securities Act, in reliance on Section 4(2) of the Securities Act, including Regulation D and Rule 506 promulgated thereunder, regarding transactions by an issuer not involving a public offering. All purchasers of securities in transactions exempt from registration pursuant to Regulation D represented to us that they were accredited investors and were acquiring the shares for investment purposes only and not with a view to, or for sale in connection with, any distribution thereof and that they could bear the risks of the investment and could hold the securities for an indefinite period of time. The purchasers received written disclosures that the securities had not been registered under the Securities Act and that any resale must be made pursuant to a registration statement or an available exemption from such registration.

We deemed the grants and exercises of stock options described in paragraphs (10) and (11) as exempt pursuant to Section 4(2) of the Securities Act or to be exempt from registration under the Securities Act in reliance on Rule 701 of the Securities Act as offers and sales of securities under compensatory benefit plans and contracts relating to compensation in compliance with Rule 701. Each of the recipients of securities in any transaction exempt from registration either received or had adequate access, through employment, business or other relationships, to information about us.

All certificates representing the securities issued in the transactions described in this Item 15 included appropriate legends setting forth that the securities had not been offered or sold pursuant to a registration statement and describing the applicable restrictions on transfer of the securities. There were no underwriters employed in connection with any of the transactions set forth in this Item 15.

Item 16. Exhibits and Financial Statement Schedules.

(a) Exhibits:

The exhibits to the registration statement are listed in the Exhibit Index to this registration statement and are incorporated herein by reference.

(b) Financial Statements Schedules:

Schedules have been omitted because the information required to be set forth therein is not applicable or is shown in the financial statements or notes thereto.

Item 17. Undertakings.

Insofar as indemnification for liabilities arising under the Securities Act of 1933, as amended, or the Act, may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is therefore unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

The Registrant hereby undertakes that:

(a) The Registrant will provide to the underwriter at the closing as specified in the underwriting agreement, certificates in such denominations and registered in such names as required by the underwriter to permit prompt delivery to each purchaser.

(b) For purposes of determining any liability under the Securities Act of 1933, as amended, the information omitted from a form of prospectus filed as part of this registration statement in reliance upon Rule 430A and contained in the form of prospectus filed by the Registrant pursuant to Rule 424(b)(1) or (4) or 497(h) under the Securities Act of 1933, as amended, shall be deemed to be part of this registration statement as of the time it was declared effective.

(c) For the purpose of determining any liability under the Securities Act of 1933, as amended, each post-effective amendment that contains a form of prospectus shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Amendment No. 1 to Registration Statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in Plymouth, Michigan on June 7, 2013.

ESPERION THERAPEUTICS, INC.

By: /s/ TIM M. MAYLEBEN

Tim M. Mayleben
President, Chief Executive Officer and Director

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment No. 1 to Registration Statement has been signed by the following person in the capacities and on the date indicated.

Name	Title	Date
/s/ TIM M. MAYLEBEN Tim M. Mayleben	President, Chief Executive Officer and Director *(Principal Executive Officer and Principal Financial Officer)*	June 7, 2013
/s/ RICHARD B. BARTRAM Richard B. Bartram	Controller *(Principal Accounting Officer)*	June 7, 2013
* Patrick Enright	Director	June 7, 2013
* Dov A. Goldstein, M.D.	Director	June 7, 2013
* Daniel Janney	Director	June 7, 2013
* Louis G. Lange, M.D., Ph.D.	Director	June 7, 2013
* Roger S. Newton, Ph.D., FAHA	Chief Scientific Officer, Director and Executive Chairman	June 7, 2013
* Nicole Vitullo	Director	June 7, 2013

*By: /s/ RICHARD B. BARTRAM

Richard B. Bartram
Attorney-in-fact

EXHIBIT INDEX

Exhibit No.	Exhibit Index
1.1*	Form of Underwriting Agreement
3.1**	Amended and Restated Certificate of Incorporation of the Registrant and the amendments thereto, as currently in effect
3.2*	Form of Amended and Restated Certificate of Incorporation of the Registrant (to be effective upon completion of this offering)
3.3**	Amended and Restated Bylaws of the Registrant, as currently in effect
3.4	Form of Amended and Restated Bylaws of the Registrant (to be effective upon completion of this offering)
4.1*	Specimen Common Stock Certificate
4.2**	Form of Warrant to Purchase Preferred Stock dated September 4, 2012
4.3**	Investor Rights Agreement by and between the Registrant and certain of its stockholders dated April 28, 2008
4.4**	Amendment No. 1 to Investor Rights Agreement by and between the Registrant and certain of its stockholders dated April 11, 2013
4.5**	Registration Rights and Securityholder Agreement by and between the Registrant and Pfizer Inc. dated April 28, 2008
5.1*	Opinion of Goodwin Procter LLP
10.1#**	2008 Incentive Stock Option and Restricted Stock Plan and forms of agreements thereunder
10.2#*	2013 Stock Option and Incentive Plan and forms of agreements thereunder
10.3#**	Employment Agreement by and between the Registrant and Dr. Roger S. Newton dated December 4, 2012
10.4#**	Employment Agreement by and between the Registrant and Tim M. Mayleben dated December 3, 2012
10.5#**	Employment Agreement by and between the Registrant and Noah Rosenberg, M.D. dated January 13, 2012
10.6#**	Letter Agreement by and between the Registrant and Troy Ignelzi dated January 4, 2010
10.7†**	License Agreement between Pfizer Inc. and the Registrant dated April 28, 2008 and amended on November 17, 2010
10.8**	Form of Indemnification Agreement, to be entered into between the Registrant and its officers
10.9**	Form of Indemnification Agreement, to be entered into between the Registrant and its directors
10.10**	Lease by and between the Registrant and Michigan Life Science and Innovation Center LLC dated October 2, 2008 and amended on November 15, 2011
10.11#	Senior Executive Cash Incentive Bonus Plan
21.1**	Subsidiaries of the Registrant
23.1	Consent of Ernst & Young LLP
23.2*	Consent of Goodwin Procter LLP (included in Exhibit 5.1)
24.1**	Power of Attorney

* To be included by amendment.

** Previously filed.

† Application has been made to the Securities and Exchange Commission for confidential treatment of certain provisions. Omitted material for which confidential treatment has been requested has been filed separately with the Securities and Exchange Commission.

# Indicates a management contract or any compensatory plan, contract or arrangement.

AMENDED AND RESTATED

BY-LAWS

OF

ESPERION THERAPEUTICS, INC.

(the “Corporation”)

ARTICLE I

Stockholders

SECTION 1. Annual Meeting. The annual meeting of stockholders (any such meeting being referred to in these By-laws as an “Annual Meeting”) shall be held at the hour, date and place within or without the United States which is fixed by the Board of Directors, which time, date and place may subsequently be changed at any time by vote of the Board of Directors. If no Annual Meeting has been held for a period of thirteen (13) months after the Corporation’s last Annual Meeting, a special meeting in lieu thereof may be held, and such special meeting shall have, for the purposes of these By-laws or otherwise, all the force and effect of an Annual Meeting. Any and all references hereafter in these By-laws to an Annual Meeting or Annual Meetings also shall be deemed to refer to any special meeting(s) in lieu thereof.

SECTION 2. Notice of Stockholder Business and Nominations.

(a) Annual Meetings of Stockholders.

(1) Nominations of persons for election to the Board of Directors of the Corporation and the proposal of other business to be considered by the stockholders may be brought before an Annual Meeting (i) by or at the direction of the Board of Directors or (ii) by any stockholder of the Corporation who was a stockholder of record at the time of giving of notice provided for in this By-law, who is entitled to vote at the meeting, who is present (in person or by proxy) at the meeting and who complies with the notice procedures set forth in this By-law as to such nomination or business. For the avoidance of doubt, the foregoing clause (ii) shall be the exclusive means for a stockholder to bring nominations or business properly before an Annual Meeting (other than matters properly brought under Rule 14a-8 or Rule 14a-11 (or any successor rules) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”)), and such stockholder must comply with the notice and other procedures set forth in Article I, Section 2(a)(2) and (3) of this By-law to bring such nominations or business properly before an Annual Meeting. In addition to the other requirements set forth in this By-law, for any proposal of business to be considered at an Annual Meeting, it must be a proper subject for action by stockholders of the Corporation under Delaware law.

(2) For nominations or other business to be properly brought before an Annual Meeting by a stockholder pursuant to clause (ii) of Article I, Section 2(a)(1) of this By-law, the stockholder must (i) have given Timely Notice (as defined below) thereof in writing to the Secretary of the Corporation, (ii) have provided any updates or supplements to such notice at the times and in the forms required by this By-law and (iii) together with the beneficial owner(s), if any, on whose behalf the nomination or business proposal is made, have acted in accordance with the representations set forth in the Solicitation Statement (as defined below) required by this By-law. To be timely, a stockholder’s written notice shall be received by the Secretary at the principal executive offices of the Corporation not later than the close of business on the ninetieth (90th) day nor earlier than the close of business on the one hundred twentieth (120th) day prior to the one-year anniversary of the preceding year’s Annual Meeting; provided, however, that in the event the Annual Meeting is first convened more than thirty (30) days before or more than sixty (60) days after such anniversary date, or if no Annual Meeting were held in the preceding year, notice by the stockholder to be timely must be received by the Secretary of the Corporation not later than the close of business on the later of the ninetieth (90th) day prior to the scheduled date of such Annual Meeting or the tenth (10th) day following the day on which public announcement of the date of such meeting is first made (such notice within such time periods shall be referred to as “Timely Notice”). Notwithstanding anything to the contrary provided herein, for the first Annual Meeting following the initial public offering of common stock of the Corporation, a stockholder’s notice shall be timely if received by the Secretary at the principal executive offices of the Corporation not later than the close of business on the later of the ninetieth (90th) day prior to the scheduled date of such Annual Meeting or the tenth (10th) day following the day on which public announcement of the date of such Annual Meeting is first made or sent by the Corporation. Such stockholder’s Timely Notice shall set forth:

(A) as to each person whom the stockholder proposes to nominate for election or reelection as a director, all information relating to such person that is required to be disclosed in solicitations of proxies for election of directors in an election contest, or is otherwise required, in each case pursuant to Regulation 14A under the Exchange Act (including such person’s written consent to being named in the proxy statement as a nominee and to serving as a director if elected);

(B) as to any other business that the stockholder proposes to bring before the meeting, a brief description of the business desired to be brought before the meeting, the reasons for conducting such business at the meeting, and any material interest in such business of each Proposing Person (as defined below);

(C) (i) the name and address of the stockholder giving the notice, as they appear on the Corporation’s books, and the names and addresses of the other Proposing Persons (if any) and (ii) as to each Proposing Person, the following information: (a) the class or series and number of all shares of capital stock of the Corporation which are, directly or indirectly, owned beneficially or of record by such Proposing Person or any of its affiliates or associates (as such terms are defined in Rule 12b-2 promulgated under the Exchange Act), including any shares of any class or series of capital stock of the Corporation as to which such

Proposing Person or any of its affiliates or associates has a right to acquire beneficial ownership at any time in the future, (b) all Synthetic Equity Interests (as defined below) in which such Proposing Person or any of its affiliates or associates, directly or indirectly, holds an interest including a description of the material terms of each such Synthetic Equity Interest, including without limitation, identification of the counterparty to each such Synthetic Equity Interest and disclosure, for each such Synthetic Equity Interest, as to (x) whether or not such Synthetic Equity Interest conveys any voting rights, directly or indirectly, in such shares to such Proposing Person, (y) whether or not such Synthetic Equity Interest is required to be, or is capable of being, settled through delivery of such shares and (z) whether or not such Proposing Person and/or, to the extent known, the counterparty to such Synthetic Equity Interest has entered into other transactions that hedge or mitigate the economic effect of such Synthetic Equity Interest, (c) any proxy (other than a revocable proxy given in response to a public proxy solicitation made pursuant to, and in accordance with, the Exchange Act), agreement, arrangement, understanding or relationship pursuant to which such Proposing Person has or shares a right to, directly or indirectly, vote any shares of any class or series of capital stock of the Corporation, (d) any rights to dividends or other distributions on the shares of any class or series of capital stock of the Corporation, directly or indirectly, owned beneficially by such Proposing Person that are separated or separable from the underlying shares of the Corporation, and (e) any performance-related fees (other than an asset based fee) that such Proposing Person, directly or indirectly, is entitled to based on any increase or decrease in the value of shares of any class or series of capital stock of the Corporation or any Synthetic Equity Interests (the disclosures to be made pursuant to the foregoing clauses (a) through (e) are referred to, collectively, as "Material Ownership Interests") and (iii) a description of the material terms of all agreements, arrangements or understandings (whether or not in writing) entered into by any Proposing Person or any of its affiliates or associates with any other person for the purpose of acquiring, holding, disposing or voting of any shares of any class or series of capital stock of the Corporation;

(D) (i) a description of all agreements, arrangements or understandings by and among any of the Proposing Persons, or by and among any Proposing Persons and any other person (including with any proposed nominee(s)), pertaining to the nomination(s) or other business proposed to be brought before the meeting of stockholders (which description shall identify the name of each other person who is party to such an agreement, arrangement or understanding), and (ii) identification of the names and addresses of other stockholders (including beneficial owners) known by any of the Proposing Persons to support such nominations or other business proposal(s), and to the extent known the class and number of all shares of the Corporation's capital stock owned beneficially or of record by such other stockholder(s) or other beneficial owner(s); and

(E) a statement whether or not the stockholder giving the notice and/or the other Proposing Person(s), if any, will deliver a proxy statement and form of proxy to holders of, in the case of a business proposal, at least the percentage of

voting power of all of the shares of capital stock of the Corporation required under applicable law to approve the proposal or, in the case of a nomination or nominations, at least the percentage of voting power of all of the shares of capital stock of the Corporation reasonably believed by such Proposing Person to be sufficient to elect the nominee or nominees proposed to be nominated by such stockholder (such statement, the "Solicitation Statement").

For purposes of this Article I of these By-laws, the term "Proposing Person" shall mean the following persons: (i) the stockholder of record providing the notice of nominations or business proposed to be brought before a stockholders' meeting, and (ii) the beneficial owner(s), if different, on whose behalf the nominations or business proposed to be brought before a stockholders' meeting is made. For purposes of this Section 2 of Article I of these By-laws, the term "Synthetic Equity Interest" shall mean any transaction, agreement or arrangement (or series of transactions, agreements or arrangements), including, without limitation, any derivative, swap, hedge, repurchase or so-called "stock borrowing" agreement or arrangement, the purpose or effect of which is to, directly or indirectly: (a) give a person or entity economic benefit and/or risk similar to ownership of shares of any class or series of capital stock of the Corporation, in whole or in part, including due to the fact that such transaction, agreement or arrangement provides, directly or indirectly, the opportunity to profit or avoid a loss from any increase or decrease in the value of any shares of any class or series of capital stock of the Corporation, (b) mitigate loss to, reduce the economic risk of or manage the risk of share price changes for, any person or entity with respect to any shares of any class or series of capital stock of the Corporation, (c) otherwise provide in any manner the opportunity to profit or avoid a loss from any decrease in the value of any shares of any class or series of capital stock of the Corporation, or (d) increase or decrease the voting power of any person or entity with respect to any shares of any class or series of capital stock of the Corporation.

(3) A stockholder providing Timely Notice of nominations or business proposed to be brought before an Annual Meeting shall further update and supplement such notice, if necessary, so that the information (including, without limitation, the Material Ownership Interests information) provided or required to be provided in such notice pursuant to this By-law shall be true and correct as of the record date for the meeting and as of the date that is ten (10) business days prior to such Annual Meeting, and such update and supplement shall be received by the Secretary at the principal executive offices of the Corporation not later than the close of business on the fifth (5^{th}) business day after the record date for the Annual Meeting (in the case of the update and supplement required to be made as of the record date), and not later than the close of business on the eighth (8^{th}) business day prior to the date of the Annual Meeting (in the case of the update and supplement required to be made as of ten (10) business days prior to the meeting).

(4) Notwithstanding anything in the second sentence of Article I, Section 2(a)(2) of this By-law to the contrary, in the event that the number of directors to be elected to the Board of Directors of the Corporation is increased and there is no public announcement naming all of the nominees for director or specifying the size of the

increased Board of Directors made by the Corporation at least ten (10) days before the last day a stockholder may deliver a notice of nomination in accordance with the second sentence of Article I, Section 2(a)(2), a stockholder's notice required by this By-law shall also be considered timely, but only with respect to nominees for any new positions created by such increase, if it shall be received by the Secretary of the Corporation not later than the close of business on the tenth (10^{th}) day following the day on which such public announcement is first made by the Corporation.

(b) General.

(1) Only such persons who are nominated in accordance with the provisions of this By-law or in accordance with Rule 14a-11 under the Exchange Act shall be eligible for election and to serve as directors and only such business shall be conducted at an Annual Meeting as shall have been brought before the meeting in accordance with the provisions of this By-law or in accordance with Rule 14a-8 under the Exchange Act. The Board of Directors or a designated committee thereof shall have the power to determine whether a nomination or any business proposed to be brought before the

meeting was made in accordance with the provisions of this By-law. If neither the Board of Directors nor such designated committee makes a determination as to whether any stockholder proposal or nomination was made in accordance with the provisions of this By-law, the presiding officer of the Annual Meeting shall have the power and duty to determine whether the stockholder proposal or nomination was made in accordance with the provisions of this By-law. If the Board of Directors or a designated committee thereof or the presiding officer, as applicable, determines that any stockholder proposal or nomination was not made in accordance with the provisions of this By-law, such proposal or nomination shall be disregarded and shall not be presented for action at the Annual Meeting.

(2) Except as otherwise required by law, nothing in this Article I, Section 2 shall obligate the Corporation or the Board of Directors to include in any proxy statement or other stockholder communication distributed on behalf of the Corporation or the Board of Directors information with respect to any nominee for director or any other matter of business submitted by a stockholder.

(3) Notwithstanding the foregoing provisions of this Article I, Section 2, if the nominating or proposing stockholder (or a qualified representative of the stockholder) does not appear at the Annual Meeting to present a nomination or any business, such nomination or business shall be disregarded, notwithstanding that proxies in respect of such vote may have been received by the Corporation. For purposes of this Article I, Section 2, to be considered a qualified representative of the proposing stockholder, a person must be authorized by a written instrument executed by such stockholder or an electronic transmission delivered by such stockholder to act for such stockholder as proxy at the meeting of stockholders and such person must produce such written instrument or electronic transmission, or a reliable reproduction of the written instrument or electronic transmission, to the presiding officer at the meeting of stockholders.

(4) For purposes of this By-law, "public announcement" shall mean disclosure in a press release reported by the Dow Jones News Service, Associated Press or comparable national news service or in a document publicly filed by the Corporation with the Securities and Exchange Commission pursuant to Section 13, 14 or 15(d) of the Exchange Act.

(5) Notwithstanding the foregoing provisions of this By-law, a stockholder shall also comply with all applicable requirements of the Exchange Act and the rules and regulations thereunder with respect to the matters set forth in this By-law. Nothing in this By-law shall be deemed to affect any rights of (i) stockholders to have nominations or proposals included in the Corporation's proxy statement pursuant to Rule 14a-8 or Rule 14a-11 (or any successor rules), as applicable, under the Exchange Act and, to the extent required by such rule, have such nominations or proposals considered and voted on at an Annual Meeting or (ii) the holders of any series of Undesignated Preferred Stock to elect directors under specified circumstances.

SECTION 3. Special Meetings. Except as otherwise required by statute and subject to the rights, if any, of the holders of any series of Undesignated Preferred Stock, special meetings of the stockholders of the Corporation may be called only by the Board of Directors acting pursuant to a resolution approved by the affirmative vote of a majority of the Directors then in office. The Board of Directors may postpone or reschedule any previously scheduled special meeting of stockholders. Only those matters set forth in the notice of the special meeting may be considered or acted upon at a special meeting of stockholders of the Corporation. Nominations of persons for election to the Board of Directors of the Corporation and stockholder proposals of other business shall not be brought before a special meeting of stockholders to be considered by the stockholders unless such special meeting is held in lieu of an annual meeting of stockholders in accordance with Article I, Section 1 of these By-laws, in which case such special meeting in lieu thereof shall be deemed an Annual Meeting for purposes of these By-laws and the provisions of Article I, Section 2 of these By-laws shall govern such special meeting.

SECTION 4. Notice of Meetings; Adjournments.

(a) A notice of each Annual Meeting stating the hour, date and place, if any, of such Annual Meeting and the means of remote communication, if any, by which stockholders and proxyholders may be deemed to be present in person and vote at such meeting, shall be given not less than ten (10) days nor more than sixty (60) days before the Annual Meeting, to each stockholder entitled to vote thereat by delivering such notice to such stockholder or by mailing it, postage prepaid, addressed to such stockholder at the address of such stockholder as it appears on the Corporation's stock transfer books. Without limiting the manner by which notice may otherwise be given to stockholders, any notice to stockholders may be given by electronic transmission in the manner provided in Section 232 of the General Corporation Law of the State of Delaware ("DGCL").

(b) Notice of all special meetings of stockholders shall be given in the same manner as provided for Annual Meetings, except that the notice of all special meetings shall state the purpose or purposes for which the meeting has been called.

(c) Notice of an Annual Meeting or special meeting of stockholders need not be given to a stockholder if a waiver of notice is executed, or waiver of notice by electronic transmission is provided, before or after such meeting by such stockholder or if such stockholder attends such meeting, unless such attendance is for the express purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened.

(d) The Board of Directors may postpone and reschedule any previously scheduled Annual Meeting or special meeting of stockholders and any record date with respect thereto, regardless of whether any notice or public disclosure with respect to any such meeting has been sent or made pursuant to Section 2 of this Article I of these By-laws or otherwise. In no event shall the public announcement of an adjournment, postponement or rescheduling of any previously scheduled meeting of stockholders commence a new time period for the giving of a stockholder's notice under this Article I of these By-laws.

(e) When any meeting is convened, the presiding officer may adjourn the meeting if (i) no quorum is present for the transaction of business, (ii) the Board of Directors determines that adjournment is necessary or appropriate to enable the stockholders to consider fully information which the Board of Directors determines has not been made sufficiently or timely available to stockholders, or (iii) the Board of Directors determines that adjournment is otherwise in the best interests of the Corporation. When any Annual Meeting or special meeting of stockholders is adjourned to another hour, date or place, notice need not be given of the adjourned meeting other than an announcement at the meeting at which the adjournment is taken of the hour, date and place, if any, to which the meeting is adjourned and the means of remote communications, if any, by which stockholders and proxyholders may be deemed to be present in person and vote at such adjourned meeting; provided, however, that if the adjournment is for more than thirty (30) days from the meeting date, or if after the adjournment a new record date is fixed for the adjourned meeting, notice of the adjourned meeting and the means of remote communications, if any, by which stockholders and proxyholders may be deemed to be present in person and vote at such adjourned meeting shall be given to each stockholder of record entitled to vote thereat and each stockholder who, by law or under the Certificate of Incorporation of the Corporation (as the same may hereafter be amended and/or restated, the "Certificate") or these By-laws, is entitled to such notice.

SECTION 5. Quorum. A majority of the shares entitled to vote, present in person or represented by proxy, shall constitute a quorum at any meeting of stockholders. If less than a quorum is present at a meeting, the holders of voting stock representing a majority of the voting power present at the meeting or the presiding officer may adjourn the meeting from time to time, and the meeting may be held as adjourned without further notice, except as provided in Section 4 of this Article I. At such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally noticed. The stockholders present at a duly constituted meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough stockholders to leave less than a quorum.

SECTION 6. Voting and Proxies. Stockholders shall have one vote for each share of stock entitled to vote owned by them of record according to the stock ledger of the Corporation as of the record date, unless otherwise provided by law or by the Certificate. Stockholders may vote either (i) in person, (ii) by written proxy or (iii) by a transmission permitted by Section 212(c) of the DGCL. Any copy, facsimile telecommunication or other reliable reproduction of the writing or transmission permitted by Section 212(c) of the DGCL may be substituted for or used in lieu of the original writing or transmission for any and all purposes for which the original writing or transmission could be used, provided that such copy, facsimile telecommunication or other reproduction shall be a complete reproduction of the entire original writing or transmission. Proxies shall be filed in accordance with the procedures established for the meeting of stockholders. Except as otherwise limited therein or as otherwise provided by law, proxies authorizing a person to vote at a specific meeting shall entitle the persons authorized thereby to vote at any adjournment of such meeting, but they shall not be valid after final adjournment of such meeting. A proxy with respect to stock held in the name of two or more persons shall be valid if executed by or on behalf of any one of them unless at or prior to the exercise of the proxy the Corporation receives a specific written notice to the contrary from any one of them.

SECTION 7. Action at Meeting. When a quorum is present at any meeting of stockholders, any matter before any such meeting (other than an election of a director or directors) shall be decided by a majority of the votes properly cast for and against such matter, except where a larger vote is required by law, by the Certificate or by these By-laws. Any election of directors by stockholders shall be determined by a plurality of the votes properly cast on the election of directors.

SECTION 8. Stockholder Lists. The Secretary or an Assistant Secretary (or the Corporation's transfer agent or other person authorized by these By-laws or by law) shall prepare and make, at least ten (10) days before every Annual Meeting or special meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for a period of at least ten (10) days prior to the meeting in the manner provided by law. The list shall also be open to the examination of any stockholder during the whole time of the meeting as provided by law.

SECTION 9. Presiding Officer. The Board of Directors shall designate a representative to preside over all Annual Meetings or special meetings of stockholders, provided that if the Board of Directors does not so designate such a presiding officer, then the Chairperson of the Board, if one is elected, shall preside over such meetings. If the Board of Directors does not so designate such a presiding officer and there is no Chairperson of the Board or the Chairperson of the Board is unable to so preside or is absent, then the Chief Executive Officer, if one is elected, shall preside over such meetings, provided further that if there is no Chief Executive Officer or the Chief Executive Officer is unable to so preside or is absent, then the President shall preside over such meetings. The presiding officer at any Annual Meeting or special meeting of stockholders shall have the power, among other things, to adjourn such meeting at any time and

from time to time, subject to Sections 4 and 5 of this Article I. The order of business and all other matters of procedure at any meeting of the stockholders shall be determined by the presiding officer.

SECTION 10. Inspectors of Elections. The Corporation shall, in advance of any meeting of stockholders, appoint one or more inspectors to act at the meeting and make a written report thereof. The Corporation may designate one or more persons as alternate inspectors to replace any inspector who fails to act. If no inspector or alternate is able to act at a meeting of stockholders, the presiding officer shall appoint one or more inspectors to act at the meeting. Any inspector may, but need not, be an officer, employee or agent of the Corporation. Each inspector, before entering upon the discharge of his or her duties, shall take and sign an oath faithfully to execute the duties of inspector with strict impartiality and according to the best of his or her ability. The inspectors shall perform such duties as are required by the DGCL, including the counting of all votes and ballots. The inspectors may appoint or retain other persons or entities to assist the inspectors in the performance of the duties of the inspectors. The presiding officer may review all determinations made by the inspectors, and in so doing the presiding officer shall be entitled to exercise his or her sole judgment and discretion and he or she shall not be bound by any determinations made by the inspectors. All determinations by the inspectors and, if applicable, the presiding officer, shall be subject to further review by any court of competent jurisdiction.

ARTICLE II

Directors

SECTION 1. Powers. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors except as otherwise provided by the Certificate or required by law.

SECTION 2. Number and Terms. The number of directors of the Corporation shall be fixed solely and exclusively by resolution duly adopted from time to time by the Board of Directors. The directors shall hold office in the manner provided in the Certificate.

SECTION 3. Qualification. No director need be a stockholder of the Corporation.

SECTION 4. Vacancies. Vacancies in the Board of Directors shall be filled in the manner provided in the Certificate.

SECTION 5. Removal. Directors may be removed from office only in the manner provided in the Certificate.

SECTION 6. Resignation. A director may resign at any time by giving written notice to the Chairperson of the Board, if one is elected, the President or the Secretary. A resignation shall be effective upon receipt, unless the resignation otherwise provides.

SECTION 7. Regular Meetings. The regular annual meeting of the Board of Directors shall be held, without notice other than this Section 7, on the same date and at the same place as the Annual Meeting following the close of such meeting of stockholders. Other regular meetings of the Board of Directors may be held at such hour, date and place as the Board of Directors may by resolution from time to time determine and publicize by means of reasonable notice given to any director who is not present at the meeting at which such resolution is adopted.

SECTION 8. Special Meetings. Special meetings of the Board of Directors may be called, orally or in writing, by or at the request of a majority of the directors, the Chairperson of the Board, if one is elected, or the President. The person calling any such special meeting of the Board of Directors may fix the hour, date and place thereof.

SECTION 9. Notice of Meetings. Notice of the hour, date and place of all special meetings of the Board of Directors shall be given to each director by the Secretary or an Assistant Secretary, or in case of the death, absence, incapacity or refusal of such persons, by the Chairperson of the Board, if one is elected, or the President or such other officer designated by the Chairperson of the Board, if one is elected, or the President. Notice of any special meeting of the Board of Directors shall be given to each director in person, by telephone, or by facsimile, electronic mail or other form of electronic communication, sent to his or her business or home address, at least twenty-four (24) hours in advance of the meeting, or by written notice mailed to his or her business or home address, at least forty-eight (48) hours in advance of the meeting. Such notice shall be deemed to be delivered when hand-delivered to such address, read to such director by telephone, deposited in the mail so addressed, with postage thereon prepaid if mailed, dispatched or transmitted if sent by facsimile transmission or by electronic mail or other form of electronic communications. A written waiver of notice signed before or after a meeting by a director and filed with the records of the meeting shall be deemed to be equivalent to notice of the meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting at the beginning of the meeting to the transaction of any business because such meeting is not lawfully called or convened. Except as otherwise required by law, by the Certificate or by these By-laws, neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

SECTION 10. Quorum. At any meeting of the Board of Directors, a majority of the total number of directors shall constitute a quorum for the transaction of business, but if less than a quorum is present at a meeting, a majority of the directors present may adjourn the meeting from time to time, and the meeting may be held as adjourned without further notice. Any business which might have been transacted at the meeting as originally noticed may be transacted at such adjourned meeting at which a quorum is present. For purposes of this section, the total number of directors includes any unfilled vacancies on the Board of Directors.

SECTION 11. Action at Meeting. At any meeting of the Board of Directors at which a quorum is present, the vote of a majority of the directors present shall constitute action by the Board of Directors, unless otherwise required by law, by the Certificate or by these By-laws.

SECTION 12. Action by Consent. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all members of the Board of Directors consent thereto in writing or by electronic transmission and the writing or writings or electronic transmission or transmissions are filed with the records of the meetings of the Board of Directors. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form. Such consent shall be treated as a resolution of the Board of Directors for all purposes.

SECTION 13. Manner of Participation. Directors may participate in meetings of the Board of Directors by means of conference telephone or other communications equipment by means of which all directors participating in the meeting can hear each other, and participation in a meeting in accordance herewith shall constitute presence in person at such meeting for purposes of these By-laws.

SECTION 14. Presiding Director. The Board of Directors shall designate a representative to preside over all meetings of the Board of Directors, provided that if the Board of Directors does not so designate such a presiding director or such designated presiding director is unable to so preside or is absent, then the Chairperson of the Board, if one is elected, shall preside over all meetings of the Board of Directors. If both the designated presiding director, if one is so designated, and the Chairperson of the Board, if one is elected, are unable to preside or are absent, the Board of Directors shall designate an alternate representative to preside over a meeting of the Board of Directors.

SECTION 15. Committees. The Board of Directors, by vote of a majority of the directors then in office, may elect one or more committees, including, without limitation, a Compensation Committee, a Nominating and Corporate Governance Committee and an Audit Committee, and may delegate thereto some or all of its powers except those which by law, by the Certificate or by these By-laws may not be delegated. Except as the Board of Directors may otherwise determine, any such committee may make rules for the conduct of its business, but unless otherwise provided by the Board of Directors or in such rules, its business shall be conducted so far as possible in the same manner as is provided by these By-laws for the Board of Directors. All members of such committees shall hold such offices at the pleasure of the Board of Directors. The Board of Directors may abolish any such committee at any time. Any committee to which the Board of Directors delegates any of its powers or duties shall keep records of its meetings and shall report its action to the Board of Directors.

SECTION 16. Compensation of Directors. Directors shall receive such compensation for their services as shall be determined by a majority of the Board of Directors, or a designated committee thereof, provided that directors who are serving the Corporation as employees and who receive compensation for their services as such, shall not receive any salary or other compensation for their services as directors of the Corporation.

ARTICLE III

Officers

SECTION 1. Enumeration. The officers of the Corporation shall consist of a President, a Treasurer, a Secretary and such other officers, including, without limitation, a Chairperson of the Board of Directors, a Chief Executive Officer and one or more Vice Presidents (including Executive Vice Presidents or Senior Vice Presidents), Assistant Vice Presidents, Assistant Treasurers and Assistant Secretaries, as the Board of Directors may determine.

SECTION 2. Election. At the regular annual meeting of the Board of Directors following the Annual Meeting, the Board of Directors shall elect the President, the Treasurer and the Secretary. Other officers may be elected by the Board of Directors at such regular annual meeting of the Board of Directors or at any other regular or special meeting.

SECTION 3. Qualification. No officer need be a stockholder or a director. Any person may occupy more than one office of the Corporation at any time.

SECTION 4. Tenure. Except as otherwise provided by the Certificate or by these By-laws, each of the officers of the Corporation shall hold office until the regular annual meeting of the Board of Directors following the next Annual Meeting and until his or her successor is elected and qualified or until his or her earlier resignation or removal.

SECTION 5. Resignation. Any officer may resign by delivering his or her written resignation to the Corporation addressed to the President or the Secretary, and such resignation shall be effective upon receipt, unless the resignation otherwise provides.

SECTION 6. Removal. Except as otherwise provided by law, the Board of Directors may remove any officer with or without cause by the affirmative vote of a majority of the directors then in office.

SECTION 7. Absence or Disability. In the event of the absence or disability of any officer, the Board of Directors may designate another officer to act temporarily in place of such absent or disabled officer.

SECTION 8. Vacancies. Any vacancy in any office may be filled for the unexpired portion of the term by the Board of Directors.

SECTION 9. President. The President shall, subject to the direction of the Board of Directors, have such powers and shall perform such duties as the Board of Directors may from time to time designate.

SECTION 10. Chairperson of the Board. The Chairperson of the Board, if one is elected, shall have such powers and shall perform such duties as the Board of Directors may from time to time designate.

SECTION 11. Chief Executive Officer. The Chief Executive Officer, if one is elected, shall have such powers and shall perform such duties as the Board of Directors may from time to time designate.

SECTION 12. Vice Presidents and Assistant Vice Presidents. Any Vice President (including any Executive Vice President or Senior Vice President) and any Assistant Vice President shall have such powers and shall perform such duties as the Board of Directors or the Chief Executive Officer may from time to time designate.

SECTION 13. Treasurer and Assistant Treasurers. The Treasurer shall, subject to the direction of the Board of Directors and except as the Board of Directors or the Chief Executive Officer may otherwise provide, have general charge of the financial affairs of the Corporation and shall cause to be kept accurate books of account. The Treasurer shall have custody of all funds, securities, and valuable documents of the Corporation. He or she shall have such other duties and powers as may be designated from time to time by the Board of Directors or the Chief Executive Officer. Any Assistant Treasurer shall have such powers and perform such duties as the Board of Directors or the Chief Executive Officer may from time to time designate.

SECTION 14. Secretary and Assistant Secretaries. The Secretary shall record all the proceedings of the meetings of the stockholders and the Board of Directors (including committees of the Board of Directors) in books kept for that purpose. In his or her absence from any such meeting, a temporary secretary chosen at the meeting shall record the proceedings thereof. The Secretary shall have charge of the stock ledger (which may, however, be kept by any transfer or other agent of the Corporation). The Secretary shall have custody of the seal of the Corporation, and the Secretary, or an Assistant Secretary shall have authority to affix it to any instrument requiring it, and, when so affixed, the seal may be attested by his or her signature or that of an Assistant Secretary. The Secretary shall have such other duties and powers as may be designated from time to time by the Board of Directors or the Chief Executive Officer. In the absence of the Secretary, any Assistant Secretary may perform his or her duties and responsibilities. Any Assistant Secretary shall have such powers and perform such duties as the Board of Directors or the Chief Executive Officer may from time to time designate.

SECTION 15. Other Powers and Duties. Subject to these By-laws and to such limitations as the Board of Directors may from time to time prescribe, the officers of the Corporation shall each have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as from time to time may be conferred by the Board of Directors or the Chief Executive Officer.

ARTICLE IV

Capital Stock

SECTION 1. Certificates of Stock. Each stockholder shall be entitled to a certificate of the capital stock of the Corporation in such form as may from time to time be prescribed by the Board of Directors. Such certificate shall be signed by the Chairperson of the Board, the President or a Vice President and by the Treasurer or an Assistant Treasurer, or the Secretary or an Assistant Secretary. The Corporation seal and the signatures by the Corporation's officers, the transfer agent or the registrar may be facsimiles. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed on such certificate shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the Corporation with the same effect as if he or she were such officer, transfer agent or registrar at the time of its issue. Every certificate for shares of stock which are subject to any restriction on transfer and every certificate issued when the Corporation is authorized to issue more than one class or series of stock shall contain such legend with respect thereto as is required by law. Notwithstanding anything to the contrary provided in these By-laws, the Board of Directors of the Corporation may provide by resolution or resolutions that some or all of any or all classes or series of its stock shall be uncertificated shares (except that the foregoing shall not apply to shares represented by a certificate until such certificate is surrendered to the Corporation), and by the approval and adoption of these By-laws the Board of Directors has determined that all classes or series of the Corporation's stock may be uncertificated, whether upon original issuance, re-issuance, or subsequent transfer.

SECTION 2. Transfers. Subject to any restrictions on transfer and unless otherwise provided by the Board of Directors, shares of stock that are represented by a certificate may be transferred on the books of the Corporation by the surrender to the Corporation or its transfer agent of the certificate theretofore properly endorsed or accompanied by a written assignment or power of attorney properly executed, with transfer stamps (if necessary) affixed, and with such proof of the authenticity of signature as the Corporation or its transfer agent may reasonably require. Shares of stock that are not represented by a certificate may be transferred on the books of the Corporation by submitting to the Corporation or its transfer agent such evidence of transfer and following such other procedures as the Corporation or its transfer agent may require.

SECTION 3. Record Holders. Except as may otherwise be required by law, by the Certificate or by these By-laws, the Corporation shall be entitled to treat the record holder of stock as shown on its books as the owner of such stock for all purposes, including the payment of dividends and the right to vote with respect thereto, regardless of any transfer, pledge or other disposition of such stock, until the shares have been transferred on the books of the Corporation in accordance with the requirements of these By-laws.

SECTION 4. Record Date. In order that the Corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of

stock or for the purpose of any other lawful action, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors, and which record date: (a) in the case of determination of stockholders entitled to vote at any meeting of stockholders, shall, unless otherwise required by law, not be more than sixty (60) nor less than ten (10) days before the date of such meeting and (b) in the case of any other action, shall not be more than sixty (60) days prior to such other action. If no record date is fixed: (i) the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held; and (ii) the record date for determining stockholders for any other purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto.

SECTION 5. Replacement of Certificates. In case of the alleged loss, destruction or mutilation of a certificate of stock of the Corporation, a duplicate certificate may be issued in place thereof, upon such terms as the Board of Directors may prescribe.

ARTICLE V

Indemnification

SECTION 1. Definitions. For purposes of this Article:

(a) "Corporate Status" describes the status of a person who is serving or has served (i) as a Director of the Corporation, (ii) as an Officer of the Corporation, (iii) as a Non-Officer Employee of the Corporation, or (iv) as a director, partner, trustee, officer, employee or agent of any other corporation, partnership, limited liability company, joint venture, trust, employee benefit plan, foundation, association, organization or other legal entity which such person is or was serving at the request of the Corporation. For purposes of this Section 1(a), a Director, Officer or Non-Officer Employee of the Corporation who is serving or has served as a director, partner, trustee, officer, employee or agent of a Subsidiary shall be deemed to be serving at the request of the Corporation. Notwithstanding the foregoing, "Corporate Status" shall not include the status of a person who is serving or has served as a director, officer, employee or agent of a constituent corporation absorbed in a merger or consolidation transaction with the Corporation with respect to such person's activities prior to said transaction, unless specifically authorized by the Board of Directors or the stockholders of the Corporation;

(b) "Director" means any person who serves or has served the Corporation as a director on the Board of Directors of the Corporation;

(c) "Disinterested Director" means, with respect to each Proceeding in respect of which indemnification is sought hereunder, a Director of the Corporation who is not and was not a party to such Proceeding;

(d) "Expenses" means all attorneys' fees, retainers, court costs, transcript costs, fees of expert witnesses, private investigators and professional advisors (including, without

limitation, accountants and investment bankers), travel expenses, duplicating costs, printing and binding costs, costs of preparation of demonstrative evidence and other courtroom presentation aids and devices, costs incurred in connection with document review, organization, imaging and computerization, telephone charges, postage, delivery service fees, and all other disbursements, costs or expenses of the type customarily incurred in connection with prosecuting, defending, preparing to prosecute or defend, investigating, being or preparing to be a witness in, settling or otherwise participating in, a Proceeding;

(e) "Liabilities" means judgments, damages, liabilities, losses, penalties, excise taxes, fines and amounts paid in settlement;

(f) "Non-Officer Employee" means any person who serves or has served as an employee or agent of the Corporation, but who is not or was not a Director or Officer;

(g) "Officer" means any person who serves or has served the Corporation as an officer of the Corporation appointed by the Board of Directors of the Corporation;

(h) "Proceeding" means any threatened, pending or completed action, suit, arbitration, alternate dispute resolution mechanism, inquiry, investigation, administrative hearing or other proceeding, whether civil, criminal, administrative, arbitrative or investigative; and

(i) "Subsidiary" shall mean any corporation, partnership, limited liability company, joint venture, trust or other entity of which the Corporation owns (either directly or through or together with another Subsidiary of the Corporation) either (i) a general partner, managing member or other similar interest or (ii) (A) fifty percent (50%) or more of the voting power of the voting capital equity interests of such corporation, partnership, limited liability company, joint venture or other entity, or (B) fifty percent (50%) or more of the outstanding voting capital stock or other voting equity interests of such corporation, partnership, limited liability company, joint venture or other entity.

SECTION 2. Indemnification of Directors and Officers.

(a) Subject to the operation of Section 4 of this Article V of these By-laws, each Director and Officer shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the DGCL, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than such law permitted the Corporation to provide prior to such amendment), and to the extent authorized in this Section 2.

(1) Actions, Suits and Proceedings Other than By or In the Right of the Corporation. Each Director and Officer shall be indemnified and held harmless by the Corporation against any and all Expenses and Liabilities that are incurred or paid by such Director or Officer or on such Director's or Officer's behalf in connection with any Proceeding or any claim, issue or matter therein (other than an action by or in the right of the Corporation), which such Director or Officer is, or is threatened to be made, a party to or participant in by reason of such Director's or Officer's Corporate Status, if such Director or Officer acted in good faith and in a manner such Director or Officer

reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful.

(2) Actions, Suits and Proceedings By or In the Right of the Corporation. Each Director and Officer shall be indemnified and held harmless by the Corporation against any and all Expenses that are incurred by such Director or Officer or on such Director's or Officer's behalf in connection with any Proceeding or any claim, issue or matter therein by or in the right of the Corporation, which such Director or Officer is, or is threatened to be made, a party to or participant in by reason of such Director's or Officer's Corporate Status, if such Director or Officer acted in good faith and in a manner such Director or Officer reasonably believed to be in or not opposed to the best interests of the Corporation; provided, however, that no indemnification shall be made under this Section 2(a)(2) in respect of any claim, issue or matter as to which such Director or Officer shall have been finally adjudged by a court of competent jurisdiction to be liable to the Corporation, unless, and only to the extent that, the Court of Chancery or another court in which such Proceeding was brought shall determine upon application that, despite adjudication of liability, but in view of all the circumstances of the case, such Director or Officer is fairly and reasonably entitled to indemnification for such Expenses that such court deems proper.

(3) Survival of Rights. The rights of indemnification provided by this Section 2 shall continue as to a Director or Officer after he or she has ceased to be a Director or Officer and shall inure to the benefit of his or her heirs, executors, administrators and personal representatives.

(4) Actions by Directors or Officers. Notwithstanding the foregoing, the Corporation shall indemnify any Director or Officer seeking indemnification in connection with a Proceeding initiated by such Director or Officer only if such Proceeding (including any parts of such Proceeding not initiated by such Director or Officer) was authorized in advance by the Board of Directors of the Corporation, unless such Proceeding was brought to enforce such Officer's or Director's rights to indemnification or, in the case of Directors, advancement of Expenses under these By-laws in accordance with the provisions set forth herein.

SECTION 3. Indemnification of Non-Officer Employees. Subject to the operation of Section 4 of this Article V of these By-laws, each Non-Officer Employee may, in the discretion of the Board of Directors of the Corporation, be indemnified by the Corporation to the fullest extent authorized by the DGCL, as the same exists or may hereafter be amended, against any or all Expenses and Liabilities that are incurred by such Non-Officer Employee or on such Non-Officer Employee's behalf in connection with any threatened, pending or completed Proceeding, or any claim, issue or matter therein, which such Non-Officer Employee is, or is threatened to be made, a party to or participant in by reason of such Non-Officer Employee's Corporate Status, if such Non-Officer Employee acted in good faith and in a manner such Non-Officer Employee reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal proceeding, had no reasonable cause to believe his or her conduct was

unlawful. The rights of indemnification provided by this Section 3 shall exist as to a Non-Officer Employee after he or she has ceased to be a Non-Officer Employee and shall inure to the benefit of his or her heirs, personal representatives, executors and administrators. Notwithstanding the foregoing, the Corporation may indemnify any Non-Officer Employee seeking indemnification in connection with a Proceeding initiated by such Non-Officer Employee only if such Proceeding was authorized in advance by the Board of Directors of the Corporation.

SECTION 4. Determination. Unless ordered by a court, no indemnification shall be provided pursuant to this Article V to a Director, to an Officer or to a Non-Officer Employee unless a determination shall have been made that such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal Proceeding, such person had no reasonable cause to believe his or her conduct was unlawful. Such determination shall be made by (a) a majority vote of the Disinterested Directors, even though less than a quorum of the Board of Directors, (b) a committee comprised of Disinterested Directors, such committee having been designated by a majority vote of the Disinterested Directors (even though less than a quorum), (c) if there are no such Disinterested Directors, or if a majority of Disinterested Directors so directs, by independent legal counsel in a written opinion, or (d) by the stockholders of the Corporation.

SECTION 5. Advancement of Expenses to Directors Prior to Final Disposition.

(a) The Corporation shall advance all Expenses incurred by or on behalf of any Director in connection with any Proceeding in which such Director is involved by reason of such Director's Corporate Status within thirty (30) days after the receipt by the Corporation of a written statement from such Director requesting such advance or advances from time to time, whether prior to or after final disposition of such Proceeding. Such statement or statements shall reasonably evidence the Expenses incurred by such Director and shall be preceded or accompanied by an undertaking by or on behalf of such Director to repay any Expenses so advanced if it shall ultimately be determined that such Director is not entitled to be indemnified against such Expenses. Notwithstanding the foregoing, the Corporation shall advance all Expenses incurred by or on behalf of any Director seeking advancement of expenses hereunder in connection with a Proceeding initiated by such Director only if such Proceeding (including any parts of such Proceeding not initiated by such Director) was (i) authorized by the Board of Directors of the Corporation, or (ii) brought to enforce such Director's rights to indemnification or advancement of Expenses under these By-laws.

(b) If a claim for advancement of Expenses hereunder by a Director is not paid in full by the Corporation within thirty (30) days after receipt by the Corporation of documentation of Expenses and the required undertaking, such Director may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and if successful in whole or in part, such Director shall also be entitled to be paid the expenses of prosecuting such claim. The failure of the Corporation (including its Board of Directors or any committee thereof, independent legal counsel, or stockholders) to make a determination concerning the permissibility of such advancement of Expenses under this Article V shall not be a defense to an action brought by a Director for recovery of the unpaid amount of an advancement claim and

shall not create a presumption that such advancement is not permissible. The burden of proving that a Director is not entitled to an advancement of expenses shall be on the Corporation.

(c) In any suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the Corporation shall be entitled to recover such expenses upon a final adjudication that the Director has not met any applicable standard for indemnification set forth in the DGCL.

SECTION 6. Advancement of Expenses to Officers and Non-Officer Employees Prior to Final Disposition.

(a) The Corporation may, at the discretion of the Board of Directors of the Corporation, advance any or all Expenses incurred by or on behalf of any Officer or any Non-Officer Employee in connection with any Proceeding in which such person is involved by reason of his or her Corporate Status as an Officer or Non-Officer Employee upon the receipt by the Corporation of a statement or statements from such Officer or Non-Officer Employee requesting such advance or advances from time to time, whether prior to or after final disposition of such Proceeding. Such statement or statements shall reasonably evidence the Expenses incurred by such Officer or Non-Officer Employee and shall be preceded or accompanied by an undertaking by or on behalf of such person to repay any Expenses so advanced if it shall ultimately be determined that such Officer or Non-Officer Employee is not entitled to be indemnified against such Expenses.

(b) In any suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the Corporation shall be entitled to recover such expenses upon a final adjudication that the Officer or Non-Officer Employee has not met any applicable standard for indemnification set forth in the DGCL.

SECTION 7. Contractual Nature of Rights.

(a) The provisions of this Article V shall be deemed to be a contract between the Corporation and each Director and Officer entitled to the benefits hereof at any time while this Article V is in effect, in consideration of such person's past or current and any future performance of services for the Corporation. Neither amendment, repeal or modification of any provision of this Article V nor the adoption of any provision of the Certificate of Incorporation inconsistent with this Article V shall eliminate or reduce any right conferred by this Article V in respect of any act or omission occurring, or any cause of action or claim that accrues or arises or any state of facts existing, at the time of or before such amendment, repeal, modification or adoption of an inconsistent provision (even in the case of a proceeding based on such a state of facts that is commenced after such time), and all rights to indemnification and advancement of Expenses granted herein or arising out of any act or omission shall vest at the time of the act or omission in question, regardless of when or if any proceeding with respect to such act or omission is commenced. The rights to indemnification and to advancement of expenses provided by, or granted pursuant to, this Article V shall continue notwithstanding that the person has ceased to be a director or officer of the Corporation and shall inure to the benefit of the estate, heirs, executors, administrators, legatees and distributes of such person.

(b) If a claim for indemnification hereunder by a Director or Officer is not paid in full by the Corporation within sixty (60) days after receipt by the Corporation of a written claim for indemnification, such Director or Officer may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim, and if successful in whole or in part, such Director or Officer shall also be entitled to be paid the expenses of prosecuting such claim. The failure of the Corporation (including its Board of Directors or any committee thereof, independent legal counsel, or stockholders) to make a determination concerning the permissibility of such indemnification under this Article V shall not be a defense to an action brought by a Director or Officer for recovery of the unpaid amount of an indemnification claim and shall not create a presumption that such indemnification is not permissible. The burden of proving that a Director or Officer is not entitled to indemnification shall be on the Corporation.

(c) In any suit brought by a Director or Officer to enforce a right to indemnification hereunder, it shall be a defense that such Director or Officer has not met any applicable standard for indemnification set forth in the DGCL.

SECTION 8. Non-Exclusivity of Rights. The rights to indemnification and to advancement of Expenses set forth in this Article V shall not be exclusive of any other right which any Director, Officer, or Non-Officer Employee may have or hereafter acquire under any statute, provision of the Certificate or these By-laws, agreement, vote of stockholders or Disinterested Directors or otherwise.

SECTION 9. Insurance. The Corporation may maintain insurance, at its expense, to protect itself and any Director, Officer or Non-Officer Employee against any liability of any character asserted against or incurred by the Corporation or any such Director, Officer or Non-Officer Employee, or arising out of any such person's Corporate Status, whether or not the Corporation would have the power to indemnify such person against such liability under the DGCL or the provisions of this Article V.

SECTION 10. Other Indemnification. The Corporation's obligation, if any, to indemnify or provide advancement of Expenses to any person under this Article V as a result of such person serving, at the request of the Corporation, as a director, partner, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise shall be reduced by any amount such person may collect as indemnification or advancement of Expenses from such other corporation, partnership, joint venture, trust, employee benefit plan or enterprise (the "Primary Indemnitor"). Any indemnification or advancement of Expenses under this Article V owed by the Corporation as a result of a person serving, at the request of the Corporation, as a director, partner, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise shall only be in excess of, and shall be secondary to, the indemnification or advancement of Expenses available from the applicable Primary Indemnitor(s) and any applicable insurance policies.

ARTICLE VI

Miscellaneous Provisions

SECTION 1. Fiscal Year. The fiscal year of the Corporation shall be determined by the Board of Directors.

SECTION 2. Seal. The Board of Directors shall have power to adopt and alter the seal of the Corporation.

SECTION 3. Execution of Instruments. All deeds, leases, transfers, contracts, bonds, notes and other obligations to be entered into by the Corporation in the ordinary course of its business without director action may be executed on behalf of the Corporation by the Chairperson of the Board, if one is elected, the Chief Executive Officer, the President or the Treasurer or any other officer, employee or agent of the Corporation as the Board of Directors or the executive committee of the Board may authorize.

SECTION 4. Voting of Securities. Unless the Board of Directors otherwise provides, the Chairperson of the Board, if one is elected, the President or the Treasurer may waive notice of and act on behalf of the Corporation, or appoint another person or persons to act as proxy or attorney in fact for the Corporation with or without discretionary power and/or power of substitution, at any meeting of stockholders or shareholders of any other corporation or organization, any of whose securities are held by the Corporation.

SECTION 5. Resident Agent. The Board of Directors may appoint a resident agent upon whom legal process may be served in any action or proceeding against the Corporation.

SECTION 6. Corporate Records. The original or attested copies of the Certificate, By-laws and records of all meetings of the incorporators, stockholders and the Board of Directors and the stock transfer books, which shall contain the names of all stockholders, their record addresses and the amount of stock held by each, may be kept outside the State of Delaware and shall be kept at the principal office of the Corporation, at an office of its counsel, at an office of its transfer agent or at such other place or places as may be designated from time to time by the Board of Directors.

SECTION 7. Certificate. All references in these By-laws to the Certificate shall be deemed to refer to the Amended and Restated Certificate of Incorporation of the Corporation, as amended and/or restated and in effect from time to time.

SECTION 8. Amendment of By-laws.

(a) Amendment by Directors. Except as provided otherwise by law, these By-laws may be amended or repealed by the Board of Directors by the affirmative vote of a majority of the directors then in office.

(b) Amendment by Stockholders. These By-laws may be amended or repealed at any Annual Meeting, or special meeting of stockholders called for such purpose in accordance with these By-Laws, by the affirmative vote of at least seventy-five percent (75%) of the outstanding shares entitled to vote on such amendment or repeal, voting together as a single class; provided, however, that if the Board of Directors recommends that stockholders approve such amendment or repeal at such meeting of stockholders, such amendment or repeal shall only require the affirmative vote of the majority of the outstanding shares entitled to vote on such amendment or repeal, voting together as a single class. Notwithstanding the foregoing, stockholder approval shall not be required unless mandated by the Certificate, these By-laws, or other applicable law.

SECTION 9. Notices. If mailed, notice to stockholders shall be deemed given when deposited in the mail, postage prepaid, directed to the stockholder at such stockholder’s address as it appears on the records of the Corporation. Without limiting the manner by which notice otherwise may be given to stockholders, any notice to stockholders may be given by electronic transmission in the manner provided in Section 232 of the DGCL.

SECTION 10. Waivers. A written waiver of any notice, signed by a stockholder or director, or waiver by electronic transmission by such person, whether given before or after the time of the event for which notice is to be given, shall be deemed equivalent to the notice required to be given to such person. Neither the business to be transacted at, nor the purpose of, any meeting need be specified in such a waiver.

Adopted June 5, 2013, subject to effectiveness of the Company’s Registration Statement on Form S-1.

Exhibit 10.11

ESPERION THERAPEUTICS, INC.
SENIOR EXECUTIVE CASH INCENTIVE BONUS PLAN

1. Purpose

This Senior Executive Cash Incentive Bonus Plan (the "***Incentive Plan***") is intended to provide an incentive for superior work and to motivate eligible executives of Esperion Therapeutics, Inc. (the "***Company***") and its subsidiaries toward even higher achievement and business results, to tie their goals and interests to those of the Company and its stockholders and to enable the Company to attract and retain highly qualified executives. The Incentive Plan is for the benefit of Covered Executives (as defined below).

2. Covered Executives

From time to time, the Compensation Committee of the Board of Directors of the Company (the "***Compensation Committee***") may select certain key executives (the "***Covered Executives***") to be eligible to receive bonuses hereunder. Participation in this Plan does not change the "at will" nature of a Covered Executive's employment with the Company.

3. Administration

The Compensation Committee shall have the sole discretion and authority to administer and interpret the Incentive Plan.

4. Bonus Determinations

(a) Corporate Performance Goals. A Covered Executive may receive a bonus payment under the Incentive Plan based upon the attainment of one or more performance objectives that are established by the Compensation Committee and relate to financial and operational metrics with respect to the Company or any of its subsidiaries (the "***Corporate Performance Goals***"), including the following: cash flow (including, but not limited to, operating cash flow and free cash flow); sales or revenue; corporate revenue; earnings before interest, taxes, depreciation and amortization; net income (loss) (either before or after interest, taxes, depreciation and/or amortization); changes in the market price of the Company's common stock; economic value-added; development, clinical or regulatory milestones; acquisitions or strategic transactions; operating income (loss); return on capital, assets, equity, or investment; stockholder returns; return on sales; gross or net profit levels; productivity; expense efficiency; margins; operating efficiency; customer satisfaction; working capital; earnings (loss) per share of the Company's common stock; bookings, new bookings or renewals; sales or market shares; number of customers, number of new customers or customer references; operating income and/or net annual recurring revenue, any of which may be (A) measured in absolute terms or compared to any incremental increase, (B) measured in terms of growth, (C) compared to another company or companies or to results of a peer group, (D) measured against the market as a whole and/or as compared to applicable market indices and/or (E) measured on a pre-tax or post-tax basis (if applicable). Further, any Corporate Performance Goals may be used to measure the performance of the Company as a whole or a business unit or other segment of the Company, or one or more product lines or specific markets. The Corporate Performance Goals may differ from Covered Executive to Covered Executive.

(b) Calculation of Corporate Performance Goals. At the beginning of each applicable performance period, the Compensation Committee will determine whether any significant element(s) will be included in or excluded from the calculation of any Corporate Performance Goal with respect to any Covered Executive. In all other respects, Corporate Performance Goals will be calculated in accordance with the Company's financial statements, generally accepted accounting principles, or under a methodology established by the Compensation Committee at the beginning of the performance period and which is consistently applied with respect to a Corporate Performance Goal in the relevant performance period.

(c) Target; Minimum; Maximum. Each Corporate Performance Goal shall have a "target" (100 percent attainment of the Corporate Performance Goal) and may also have a "minimum" hurdle and/or a "maximum" amount.

(d) Bonus Requirements; Individual Goals. Except as otherwise set forth in this Section 4(d): (i) any bonuses paid to Covered Executives under the Incentive Plan shall be based upon objectively determinable bonus formulas that tie such bonuses to one or more performance targets relating to the Corporate Performance Goals, (ii) bonus formulas for Covered Executives shall be adopted in each performance period by the Compensation Committee and communicated to each Covered Executive at the beginning of each performance period and (iii) no bonuses shall be paid to Covered Executives unless and until the Compensation Committee makes a determination with respect to the attainment of the performance targets relating to the Corporate Performance Goals. Notwithstanding the foregoing, the Compensation Committee may adjust bonuses payable under the Incentive Plan based on achievement of one or more individual performance objectives or pay bonuses (including, without limitation, discretionary bonuses) to Covered Executives under the Incentive Plan based on individual performance goals and/or upon such other terms and conditions as the Compensation Committee may in its discretion determine.

(e) Individual Target Bonuses. The Compensation Committee shall establish a target bonus opportunity for each Covered Executive for each performance period. For each Covered Executive, the Compensation Committee shall have the authority to apportion the target award so that a portion of the target award shall be tied to attainment of Corporate Performance Goals and a portion of the target award shall be tied to attainment of individual performance objectives.

(f) Employment Requirement. Subject to any additional terms contained in a written agreement between the Covered Executive and the Company, the payment of a bonus to a Covered Executive with respect to a performance period shall be conditioned upon the Covered Executive's employment by the Company on the bonus payment date. If a Covered Executive was not employed for an entire performance period, the Compensation Committee may pro rate the bonus based on the number of days employed during such period.

5. Timing of Payment

(a) With respect to Corporate Performance Goals established and measured on a basis more frequently than annually (e.g., quarterly or semi-annually), the Corporate Performance

Goals will be measured at the end of each performance period after the Company's financial reports with respect to such period(s) have been published. If the Corporate Performance Goals and/or individual goals for such period are met, payments will be made as soon as practicable following the end of such period, but not later 74 days after the end of the fiscal year in which such performance period ends.

(b) With respect to Corporate Performance Goals established and measured on an annual or multi-year basis, Corporate Performance Goals will be measured as of the end of each such performance period (e.g., the end of each fiscal year) after the Company's financial reports with respect to such period(s) have been published. If the Corporate Performance Goals and/ or individual goals for any such period are met, bonus payments will be made as soon as practicable, but not later than 74 days after the end of the relevant fiscal year.

(c) For the avoidance of doubt, bonuses earned at any time in a fiscal year must be paid no later than 74 days after the last day of such fiscal year.

6. Amendment and Termination

The Company reserves the right to amend or terminate the Incentive Plan at any time in its sole discretion.

Exhibit 23.1

Consent of Independent Registered Public Accounting Firm

We consent to the reference to our firm under the caption “Experts” and the use of our report dated April 12, 2013 (except Note 1 and Note 18, as to which the date is April 19, 2013), in Amendment No. 1 to the Registration Statement (Form S-1 No. 333-188595) and related Prospectus of Esperion Therapeutics, Inc. dated June 7, 2013.

/s/ Ernst & Young LLP

Milwaukee, Wisconsin
June 7, 2013

Goodwin Procter LLP
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Exchange Place
Boston, MA 02109
T: 617.570.1000
F: 617.523.1231

June 7, 2013

VIA EDGAR AND FEDERAL EXPRESS

United States Securities and Exchange Commission
Division of Corporation Finance
Mail Stop 4561
100 F. Street, N.E.
Washington, D.C. 20549
Attention: Jeffrey P. Riedler

Re: Esperion Therapeutics, Inc.
Registration Statement on Form S-1
Filed May 14, 2013
File No. 333-188595

Dear Mr. Riedler:

This letter is being submitted on behalf of Esperion Therapeutics, Inc. (the "Company") in response to the comments of the staff of the Division of Corporation Finance (the "Staff") of the U.S. Securities and Exchange Commission (the "Commission") with respect to the Company's Registration Statement on Form S-1 filed on May 14, 2013 (the "Registration Statement"), as set forth in your letter dated June 3, 2013 addressed to Tim M. Mayleben, President and Chief Executive Officer of the Company (the "Comment Letter"). The Company is concurrently filing Amendment No. 1 to the Registration Statement (the "Amended Registration Statement"), which includes changes to reflect responses to the Staff's comments.

For reference purposes, the text of the Comment Letter has been reproduced herein with responses below each numbered comment. For your convenience, we have italicized the reproduced Staff comments from the Comment Letter. Unless otherwise indicated, page references in the descriptions of the Staff's comments refer to the Registration Statement, and page references in the responses refer to the Amended Registration Statement.

The responses provided herein are based upon information provided to Goodwin Procter LLP by the Company. In addition to submitting this letter via EDGAR, we are sending via Federal Express two (2) copies of each of this letter and the Amended Registration Statement (marked to show changes from the Registration Statement).

Use of Proceeds, page 41

1. *We note your response to prior comment 10. Please include an approximate dollar amount that you intend to allocate toward the Phase 2b clinical trial and the end of Phase 2 meeting with the FDA, as well as the amount you will use for your other programs and general corporate purposes.*

RESPONSE: In response to the Staff's comment, the Company has amended its disclosure on pages 5 and 42.

Critical Accounting Policies and Significant Judgments and Estimates
Stock-Based Compensation & Warrant Liability
Significant Factors, Assumptions and Methodologies Used in Determining Fair Value, page 51

2. *We acknowledge your response and disclosure revisions related to our prior comment number 13. As a reminder, we continue to include the following follow-up comments regarding your disclosure and accounting for stock-based compensation:*

· *Since you have not disclosed an estimated offering price we are deferring a final evaluation of stock compensation and other costs recognized until the estimated offering price is specified. We may have further comment in this regard when the amendment containing that information is filed;*

RESPONSE: The Company acknowledges that the Staff is deferring a final evaluation of stock compensation and other costs recognized until the estimated offering price is specified, and that the Staff may have further comment in this regard when the amendment containing that information is filed.

· *Please provide a discussion of each significant factor contributing to the difference between the fair value as of the date of each grant and the estimated IPO price range. Please reconcile and explain the differences between the mid-point of your estimated offering price range and the fair values included in your analysis; and*

RESPONSE: In response to the Staff's comment, the Company has added additional disclosure on pages 58-62 regarding the significant factors contributing to the increase in the fair value since the date of the most recent grant. Where possible, the Company has provided additional disclosures of an estimate of the relative per share increase in the value of its common stock attributable to such factors. There are a number of such factors, however, that the Company believes have materially increased the per share value of its common stock since April 2013, but the Company is unable to estimate the impact of such factors with specificity that is sufficient for disclosure in the Registration Statement, most notably the successful completion of ETC-1002-006, the Company's first clinical trial specifically designed to evaluate its lead product candidate in a statin intolerant population with a primary endpoint of LDL-C lowering, which is the first indication for which the Company currently expects to seek approval of its lead product candidate.

· *Once the IPO price is disclosed, we will assess your accounting for convertible equity and debt issuances.*

RESPONSE: The Company acknowledges that the Staff will assess the Company's accounting for convertible equity and debt issuances once the IPO price is disclosed.

Business
ETC-1002, page 64

3. *We note your response to prior comment 14. While we recognize that you are a development-stage company, you have initiated your product development based on certain hypotheses, including that ETC-1002's mechanism of action will inhibit ACL and that this will in turn reduce LDL-C levels. To the extent that you are aware of any controversy associated with this methodology and/or preliminary conclusions concerning ETC-1002, you should disclose this as appropriate in your registration statement.*

RESPONSE: The Company respectfully submits to the Staff that the Company is not aware of any controversy associated with ETC-1002's stated mechanism of action, inhibiting ACL and activating AMPK, or the potentially beneficial impact that inhibiting ACL and activating AMPK has upon the regulation of metabolic imbalances in both the lipid and carbohydrate metabolic pathways. The Company has revised its disclosure on page 88 to clarify that ETC-1002's stated mechanism of action is supported by preclinical and clinical observations and that it is not aware of any alternative explanations regarding ETC-1002's dual mechanism of action or the preliminarily accepted conclusion in the scientific community that inhibiting ACL and activating AMPK has the potential to beneficially impact the regulation of metabolic imbalances in both the lipid and carbohydrate metabolic pathways.

If you should have any questions concerning the enclosed matters, please contact the undersigned at (617) 570-1971.

Sincerely,

/s/ Arthur R. McGivern

Arthur R. McGivern

Enclosures

cc: Tim Mayleben, *Esperion Therapeutics, Inc.*
Mitchell S. Bloom, *Goodwin Procter LLP*