

PDL BIOPHARMA, INC.
Form 10-Q
May 09, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q

(Mark One)

☒ Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended March 31, 2018

OR

☐ Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For transition period from _____ to _____

Commission File Number: 000-19756

PDL BIOPHARMA, INC.

(Exact name of registrant as specified in its charter)

Delaware

94-3023969

(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

932 Southwood Boulevard

Incline Village, Nevada 89451

(Address of principal executive offices and Zip Code)

(775) 832-8500

(Registrant's telephone number, including area code)

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

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

Large accelerated filer ☐ Accelerated filer ☒ Non-accelerated filer ☐ Smaller reporting company ☐ Emerging growth company ☐

(Do not check if a smaller reporting company)

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

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

As of April 30, 2018, there were 150,640,656 shares of the registrant's Common Stock outstanding.

PDL BIOPHARMA, INC.
2018 Form 10-Q
Table of Contents

	Page
PART I - FINANCIAL INFORMATION	
ITEM 1. FINANCIAL STATEMENTS (unaudited)	<u>3</u>
Condensed Consolidated Statements of Income for the Three Months Ended March 31, 2018 and 2017	<u>3</u>
Condensed Consolidated Statements of Comprehensive Income for the Three Months Ended March 31, 2018 and 2017	<u>4</u>
Condensed Consolidated Balance Sheets at March 31, 2018 and December 31, 2017	<u>5</u>
Condensed Consolidated Statements of Cash Flows for the Three Months Ended March 31, 2018 and 2017	<u>6</u>
Notes to the Condensed Consolidated Financial Statements	<u>7</u>
ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS	<u>40</u>
ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK	<u>50</u>
ITEM 4. CONTROLS AND PROCEDURES	<u>51</u>
PART II - OTHER INFORMATION	
ITEM 1. LEGAL PROCEEDINGS	<u>52</u>
ITEM 1A. RISK FACTORS	<u>52</u>
ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS	<u>52</u>
ITEM 3. DEFAULTS UPON SENIOR SECURITIES	<u>52</u>
ITEM 4. MINE SAFETY DISCLOSURES	<u>52</u>
ITEM 5. OTHER INFORMATION	<u>52</u>
ITEM 6. EXHIBITS	<u>52</u>
SIGNATURES	<u>54</u>

We own or have rights to certain trademarks, trade names, copyrights and other intellectual property used in our business, including PDL BioPharma and the PDL logo, each of which is considered a trademark. All other company names, product names, trade names and trademarks included in this Quarterly Report on Form 10-Q are trademarks, registered trademarks or trade names of their respective owners.

PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

PDL BIOPHARMA, INC.
CONDENSED CONSOLIDATED STATEMENTS OF INCOME

(Unaudited)

(In thousands, except per share amounts)

	Three Months Ended March 31,	
	2018	2017
Revenues		
Royalties from Queen et al. patents	\$2,783	\$14,156
Royalty rights - change in fair value	11,091	13,146
Interest revenue	749	5,457
Product revenue, net	23,324	12,581
License and other	571	100
Total revenues	38,518	45,440
Operating expenses		
Cost of product revenue (excluding intangible asset amortization)	10,566	2,552
Amortization of intangible assets	6,293	6,015
General and administrative	11,661	12,576
Sales and marketing	5,513	2,584
Research and development	793	1,766
Change in fair value of anniversary payment and contingent consideration	(600)	1,442
Total operating expenses	34,226	26,935
Operating income	4,292	18,505
Non-operating expense, net		
Interest and other income, net	1,914	212
Interest expense	(3,585)	(4,971)
Total non-operating expense, net	(1,671)	(4,759)
Income before income taxes	2,621	13,746
Income tax expense	1,019	6,552
Net income	1,602	7,194
Less: Net loss attributable to noncontrolling interests	—	(47)
Net income attributable to PDL's shareholders	\$1,602	\$7,241
Net income per share		
Basic	\$0.01	\$0.04
Diluted	\$0.01	\$0.04
Weighted average shares outstanding		
Basic	151,473	163,745
Diluted	152,579	163,992

See accompanying notes.

PDL BIOPHARMA, INC.
 CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
 (Unaudited)
 (In thousands)

	Three Months Ended March 31, 2018 2017	
Net income	\$1,602	\$7,194
Other comprehensive income (loss), net of tax		
Change in unrealized gains on investments in available-for-sale securities:		
Change in fair value of investments in available-for-sale securities, net of tax	(578)	—
Adjustment for net gains realized and included in net income, net of tax	(603)	—
Total change in unrealized gains on investments in available-for-sale securities, net of tax ^(a)	(1,181)	—
Total other comprehensive income/(loss), net of tax	(1,181)	—
Comprehensive income	421	7,194
Less: Comprehensive loss attributable to noncontrolling interests	—	(47)
Comprehensive income attributable to PDL's shareholders	\$421	\$7,241

^(a) Net of tax of (\$314) and zero for the three months ended March 31, 2018 and 2017, respectively.

See accompanying notes.

PDL BIOPHARMA, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(In thousands, except per share amounts)

	March 31, 2018 (unaudited)	December 31, 2017 (Note 1)
Assets		
Current assets:		
Cash and cash equivalents	\$405,078	\$527,266
Short-term investments	—	4,848
Accounts receivable, net	22,646	31,183
Notes receivable	55,836	53,613
Inventories	14,012	9,147
Prepaid and other current assets	13,372	14,386
Total current assets	510,944	640,443
Property and equipment, net	7,557	7,222
Royalty rights - at fair value	341,691	349,223
Notes and other receivables, long-term	14,975	17,124
Long-term deferred tax assets	2,588	2,432
Intangible assets, net	213,186	215,823
Other assets	9,460	10,856
Total assets	\$1,100,401	\$1,243,123
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	\$9,954	\$19,785
Accrued liabilities	40,138	45,881
Accrued income taxes	871	1,377
Convertible notes payable	—	126,066
Total current liabilities	50,963	193,109
Convertible notes payable	119,166	117,415
Contingent consideration	41,400	42,000
Other long-term liabilities	45,763	44,709
Total liabilities	257,292	397,233
Commitments and contingencies (Note 12)		
Stockholders' equity:		
Preferred stock, par value \$0.01 per share, 10,000 shares authorized; no shares issued and outstanding	—	—
Common stock, par value \$0.01 per share, 350,000 shares authorized; 152,812 and 153,775 shares issued and outstanding at March 31, 2018 and December 31, 2017, respectively	1,528	1,538
Additional paid-in capital	(101,486)	(102,443)
Treasury stock, at cost	(1,188)	—
Accumulated other comprehensive income	—	1,181
Retained earnings	944,255	945,614
Total stockholders' equity	843,109	845,890
Total liabilities and stockholders' equity	\$1,100,401	\$1,243,123

See accompanying notes.

5

PDL BIOPHARMA, INC.
 CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
 (Unaudited)
 (In thousands)

	Three Months Ended March 31,	
	2018	2017
Cash flows from operating activities		
Net income	\$1,602	\$7,194
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Amortization of convertible notes and term loan offering costs	2,132	2,675
Amortization of intangible assets	6,293	6,015
Change in fair value of royalty rights - at fair value	(11,091)	(13,146)
Change in fair value of derivative asset	(71)	(100)
Change in fair value of anniversary payment and contingent consideration	(600)	1,442
Other amortization, depreciation and accretion of embedded derivative	1,004	66
Gain on sale of available-for-sale securities	(764)	(44)
Inventory obsolescence	114	112
Bad debt allowance	(12)	—
Stock-based compensation expense	957	1,112
Deferred income taxes	794	15,321
Changes in assets and liabilities, net of effects of business acquired:		
Accounts receivable	7,621	12,441
Receivables from licensees and other	945	6,000
Prepaid and other current assets	532	(2,073)
Accrued interest on notes receivable	(74)	(75)
Inventories	(4,919)	(761)
Other assets	(1,720)	16
Accounts payable	(9,940)	10,932
Accrued liabilities	(6,226)	4,944
Accrued income taxes	(505)	4,586
Other long-term liabilities	407	(10,875)
Net cash provided by (used in) operating activities	(13,521)	45,782
Cash flows from investing activities		
Purchase of investments	—	(15,975)
Proceeds from sales of available-for-sale securities	4,115	16,015
Proceeds from royalty rights - at fair value	18,623	13,494
Sale of royalty rights - at fair value	—	108,169
Proceeds from sales of assets held for sale	—	7,890
Purchase of property and equipment	(1,398)	(534)
Net cash provided by investing activities	21,340	129,059
Cash flows from financing activities		
Repayment of convertible notes	(126,447)	—
Cash dividends paid	—	(21)
Repurchase and retirement of common stock	(3,560)	(7,647)
Net cash used in financing activities	(130,007)	(7,668)
Net increase in cash and cash equivalents	(122,188)	167,173
Cash and cash equivalents at beginning of the period	527,266	147,154
Cash and cash equivalents at end of period	\$405,078	\$314,327

Supplemental cash flow information

Cash paid for income taxes	\$644	\$120
Cash paid for interest	\$2,529	\$2,529

Supplemental schedule of non-cash investing and financing activities

Repurchase of common stock, settled in a subsequent period	\$598	\$868
Fixed assets purchase, not yet paid	\$—	\$(288)
Asset held for sale reclassified from notes receivable to other assets	\$—	\$10,000
Assets held for sale reclassified from other assets to intangibles	\$1,811	\$—
See accompanying notes.		

PDL BIOPHARMA, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

March 31, 2018

(Unaudited)

1. Summary of Significant Accounting Policies

Basis of Presentation

The accompanying unaudited Condensed Consolidated Financial Statements of PDL Biopharma, Inc. and its subsidiaries (collectively, the “Company” or “PDL”) have been prepared in accordance with Generally Accepted Accounting Principles (United States) (“GAAP”) for interim financial information. The financial statements include all adjustments (consisting only of normal recurring adjustments), that management of the Company believes are necessary for a fair presentation of the periods presented. These interim financial results are not necessarily indicative of results expected for the full fiscal year or for any subsequent interim period.

The accompanying unaudited Condensed Consolidated Financial Statements and related financial information should be read in conjunction with the Company’s audited Consolidated Financial Statements and the related notes thereto for the year ended December 31, 2017, included in its Annual Report on Form 10-K for the fiscal year ended December 31, 2017, filed with the Securities and Exchange Commission (“SEC”) on March 16, 2018. The Condensed Consolidated Balance Sheet at December 31, 2017, has been derived from the audited Consolidated Financial Statements at that date, but does not include all disclosures required by GAAP.

Significant Accounting Policies

The Company’s significant accounting policies are described in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2017. Summarized below are the accounting pronouncements adopted subsequent to December 31, 2017.

Adopted Accounting Pronouncements

In August 2016, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2016-15, Classification of Certain Cash Receipts and Cash Payments. The new standard provides for specific guidance how certain transactions are classified in the statement of cash flows. Effective January 1, 2018, the Company adopted the requirements of ASU No. 2016-15. The adoption did not have an effect on the Consolidated Financial Statements on the adoption date and no adjustment to prior year Consolidated Financial Statements was required.

In October 2016, the FASB issued ASU No. 2016-16, Intra-Entity Transfers of Assets Other Than Inventory, which requires companies to account for the income tax effects of intercompany sales and transfers of assets other than inventory in the period in which the transfer occurs. Effective January 1, 2018, the Company adopted the requirements of ASU No. 2016-16. The adoption did not have an effect on the Consolidated Financial Statements on the adoption date and no adjustment to prior year Consolidated Financial Statements was required.

In November 2016, the FASB issued ASU No. 2016-18, Restricted Cash, which requires entities to show the changes in total of cash, cash equivalents, restricted cash and restricted cash equivalents in the statement of cash flows. Effective January 1, 2018, the Company adopted the requirements of ASU No. 2016-18. The adoption did not have an effect on the Consolidated Financial Statements on the adoption date and no adjustment to prior year Consolidated Financial Statements was required.

In May 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers (Topic 606). Effective January 1, 2018, the Company adopted the requirements of ASU 2014-09 using the modified retrospective method as discussed in Note 2 below. All amounts and disclosures set forth in this Quarterly Report on Form 10-Q reflect these changes.

Recently Issued Accounting Pronouncements

In February 2016, the FASB issued ASU No. 2016-02, Leases, which seeks to increase transparency and comparability among organizations by, among other things, recognizing lease assets and lease liabilities on the balance sheet for leases classified as operating leases under previous GAAP and disclosing key information about leasing arrangements. ASU No. 2016-02 becomes effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years, with early adoption permitted. The Company is currently evaluating the provisions of ASU No. 2016-02 and assessing the impact, if any, it may have on the Company's Condensed Consolidated Financial Statements.

In June 2016, the FASB issued ASU No. 2016-13, Financial Instruments - Credit Losses: Measurement of Credit Losses on Financial Instruments. The new guidance amends the impairment model to utilize an expected loss methodology in place of the currently used incurred loss methodology, which will result in more timely recognition of losses. ASU No. 2016-13 has an effective date of the fiscal years beginning December 15, 2019, including interim periods within those fiscal years. The Company is currently evaluating ASU 2016-13 and assessing the impact, if any, it may have to the Company's consolidated results of operations, financial position and cash flows.

2. Revenue from Contracts with Customers

Adoption of New Revenue Standard

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2014-09, Revenue from Contracts with Customers ("ASU 2014-09") that supersedes ASC 605, Revenue Recognition. Subsequently, the FASB issued several updates to ASU 2014-09, which are pending content or otherwise codified in Accounting Standards Codification ("ASC") Topic 606 ("ASC 606"). ASC 606 also includes new guidance on costs related to a contract, which is codified in ASC Subtopic 340-40. The Company adopted ASC 606 on January 1, 2018 using the modified retrospective method for all contracts not substantially completed as of the date of adoption. The cumulative impact of the adoption ASC 606 was not material to the Company therefore the Company did not record any adjustments to retained earnings. The reported results for 2018 reflect the application of ASC 606 guidance while the reported results for 2017 were prepared under the guidance of ASC Topic 605, which is also referred to herein as "legacy GAAP" or the "previous guidance".

Revenue

A. Significant Accounting Policy

In accordance with ASC 606, revenue is recognized when a customer obtains control of promised products and services. The amount of revenue recognized reflects the consideration to which the Company expects to be entitled to receive in exchange for these products and services. A five-step model is utilized to achieve the core principle and includes the following steps: (1) identify the customer contract; (2) identify the contract's performance obligation; (3) determine the transactions price; (4) allocate the transactions price to the performance obligation; and (5) recognize revenue when the performance obligation is satisfied.

B. Practical Expedients

Taxes assessed by a governmental authority that are both imposed on and concurrent with a specific revenue-producing transaction, that are collected by the Company from a customer, are excluded from revenue.

Shipping and handling costs associated with outbound freight after control over a product has transferred to a customer are accounted for as a fulfillment cost and are included in cost of revenues.

Sales commissions and other incremental costs of obtaining contracts are expensed as incurred as the amortization periods are less than one year.

C. Nature of Goods and Services

The following is a description of principal activities - separated by reportable segments - from which the Company generates its revenue. For more detailed information about reportable segments, see Note 20.

i. Pharmaceutical

The pharmaceutical segment of the Company principally generates revenue from products sold to wholesalers and distributors. Customer orders are generally fulfilled within a few days of receipt resulting in minimal order backlog. Contractual performance obligations are usually limited to transfer of the product to the customer. The transfer occurs either upon shipment or upon receipt of the product in certain non-U.S. countries after considering when the customer obtains control of the product. In addition, for some non-U.S. countries, the Company sells product on a consignment basis where control is not transferred until the customer resells the product to an end user. At these points, customers are able to direct the use of and obtain substantially all of the remaining benefits of the product.

Sales to customers are initially invoiced at contractual list prices. Payment terms are typically 30 to 90 days based on customary practice in each country. Revenue is reduced from the list price at the time of recognition for expected charge-backs, discounts, rebates, sales allowances and product returns, which are referred to as gross-to-net adjustments. These reductions are attributed to various commercial agreements, managed healthcare organizations and government programs such as Medicare, Medicaid, and the 340B Drug Pricing Program containing various pricing implications such as mandatory discounts, pricing protection below wholesaler list price and other discounts when Medicare Part D beneficiaries are in the coverage gap. These various reductions in the transaction price have been estimated using either a most likely amount or expected value method depending on their nature and have been reflected as liabilities and are settled through cash payments, typically within time periods ranging from a few months to one year. Significant judgment is required in estimating gross-to-net adjustments considering legal interpretations of applicable laws and regulations, historical experience, payer channel mix, current contract prices under applicable programs, unbilled claims, processing time lags and inventory levels in the distribution channel.

ii. Medical Devices

The medical devices segment of the Company principally generates revenue from the sale and lease of the LENSAR[®] Laser System (“LLS”), related procedure devices and licenses, and service agreements.

For bundled packages, the Company accounts for individual products and services separately if they are distinct - i.e. if a product or service is separately identifiable from other items in the bundled package and if the customer can benefit from it on its own or with other resources that are readily available to the customer. As the Company both sells and leases the LLS, the consideration (including any discounts) is first allocated between lease and non-lease components and then allocated between the separate products and services based on their stand-alone selling prices. The consideration (including any discounts) is allocated between separate products and services in a bundle based on their stand-alone selling prices. The stand-alone selling prices for the Patient Interface Devices (“PIDs”) and procedure licenses are determined based on the prices at which the Company separately sells the PIDs and procedure licenses. The LLS system and warranty stand-alone selling prices are determined using the expected cost plus a margin approach.

The Company sells and leases the LLS to customers. For LSS sales, the Company recognizes revenue in products revenue when a customer takes possession of the system. This usually occurs after the customer signs a contract, LENSAR installs the system, and LENSAR performs the requisite training for use of the system. For LLS leases, the Company recognizes revenue in products revenue over the length of the lease in products revenue in accordance with ASC 840, Leases.

The LLS requires both a consumable, a PID, and a procedure license to perform each procedure. The Company recognizes revenue for PIDs in products revenue when the customer takes possession of the PID. PIDs are sold by the case. The Company recognizes revenue for procedure licenses in products revenue when a customer purchases a procedure license from the web portal. Typically, consideration for PIDs and procedure licenses is considered fixed consideration except as noted below. Certain customer agreements provide for variable consideration through tiered volume discount pricing.

The Company provides an extended warranty that provides additional services beyond the standard warranty. The Company recognizes revenue in products revenue over the warranty period. Customers have the option of renewing the warranty period, which is considered a new and separate contract.

iii. Income Generating Assets

Licenses of intellectual property: If the license to the Company's intellectual property is determined to be distinct from the other performance obligations identified in the arrangement, the Company recognizes revenues from non-refundable, up-front fees allocated to the license when the license is transferred to the customer and the customer is able to use and benefit from the license.

During the period ended March 31, 2018 the Company granted an exclusive license related to its Direct Flow Medical assets in exchange for \$0.5 million in cash and up to \$2.0 million in royalty payments. The \$0.5 million payment was accounted for in accordance with ASC 606 under which the full cash payment was recognized as revenue at March 31, 2018 as the Company had fulfilled its performance obligation under the agreement.

Royalties: The Company recognizes royalty revenues related to the sale of products by its licensees that incorporate the Company's technologies. Royalties qualify for the sales-and-usage exemption under Topic 606 as (i) royalties are based strictly on the sales-and-usage by the licensee; and (ii) a license of IP is the sole or predominant item to which such royalties relate. Based on this exemption, these royalties are earned under the terms of a license agreement in the period the products are sold by the Company's partner and the Company has a present right to payment.

D. Disaggregation of Revenue

We disaggregate our revenue from contracts with customers by segment and geographic location, as we believe it best depicts how the nature, amount, timing and uncertainty of our revenue and cash flows are affected by economic factors. In the following table, revenue is disaggregated by segment and primary geographical market as of March 31, 2018:

(in thousands)	Medical Devices	Pharmaceutical	Total
Primary geographical markets:			
North America	\$ 1,704	\$ 10,931	\$ 12,635
Europe	615	5,991	6,606
Asia	1,114	1,420	2,534
Other	113	—	113
Total revenue from contracts with customers ¹	\$ 3,546	\$ 18,342	\$ 21,888

¹ The table above does not include lease revenue of \$1.4 million.

E. Contract Balances

The following table provides information about receivables and contract liabilities from contracts with customers:

(in thousands)	March 31, 2018	January 1, 2018
Receivables, current and non-current, net	\$23,168	\$30,771
Contract liabilities	\$7,237	\$10,084

Receivables, Net—Receivables, net, include amounts billed and currently due from customers. The amounts due are stated at their net estimated realizable value. The Company maintains an allowance for doubtful accounts to provide for the estimated amount of receivables that will not be collected. The allowance is based upon an assessment of customer creditworthiness, historical payment experience, the age of outstanding receivables and collateral to the extent applicable.

Contract Liabilities—The Company's contract liabilities consist of deferred revenue for products sold to customers for which the performance obligation has not been completed by the Company. The Company classifies deferred revenue as current or noncurrent based on the timing of when it expects to recognize revenue. The noncurrent portion of deferred revenue is included in other long-term liabilities in the Company's consolidated balance sheets.

Revenue recognized during the three months ended March 31, 2018 from amounts included in deferred revenue at the beginning of the period was approximately \$9.0 million. Deferred revenue increased by \$6.2 million for additional consideration received by customers for which the Company has not yet satisfied its performance obligation.

F. Transaction Price Allocated to Future Performance Obligations

The following table includes estimated revenue expected to be recognized in the future related to performance obligations that are unsatisfied (or partially unsatisfied) at the end of the reporting period.

(in thousands)	Nine Months Ended December 31, 2018			Thereafter	Total
Pharmaceutical product sales	\$ 1,000	\$ —			\$ 1,000
Medical device product sales	\$ 2,288	\$ 1,334			\$ 3,622

We do not disclose the value of unsatisfied performance obligations for (i) contracts with original expected lengths of one year or less or (ii) contracts for which we recognize revenue at the amount to which we have the right to invoice for the products delivered or services performed.

3. Net Income per Share

	Three Months Ended March 31, 2018 2017	
Net Income per Basic and Diluted Share: (in thousands except per share amounts)		
Numerator		
Income attributable to PDL's shareholders used to compute net income per basic and diluted share	\$1,602	\$7,241
Denominator		
Total weighted average shares used to compute net income attributable to PDL's shareholders, per basic share	151,473	163,745
Restricted stock outstanding	1,106	247
Shares used to compute net income attributable to PDL's shareholders, per diluted share	152,579	163,992
Net income attributable to PDL's shareholders per share - basic	\$0.01	\$0.04
Net income attributable to PDL's shareholders per share - diluted	\$0.01	\$0.04

The Company computes net income per diluted share using the sum of the weighted-average number of common and common equivalent shares outstanding. Common equivalent shares used in the computation of net income per diluted share include shares that may be issued pursuant to outstanding stock options and restricted stock awards, the 4.0% Convertible Senior Notes due February 1, 2018 (the "February 2018 Notes") and repaid on February 1, 2018, and the 2.75% Convertible Senior Notes due December 1, 2021 (the "December 2021 Notes"), in each case, on a weighted average basis for the period that the notes were outstanding, including the effect of adding back interest expense and the underlying shares using the if converted method.

December 2021 Notes Capped Call Potential Dilution

In November 2016, the Company issued \$150.0 million in aggregate principal of the December 2021 Notes, which provide in certain situations for the conversion of the outstanding principal amount of the December 2021 Notes into shares of the Company's common stock at a predefined conversion rate. For additional information on the conversion rates on the Company's convertible debt, see Note 13. In conjunction with the issuance of the December 2021 Notes, the Company entered into a capped call transaction with a hedge counterparty. The capped call transaction is expected generally to reduce the potential dilution, and/or offset, to an extent, the cash payments the Company may choose to make in excess of the principal amount, upon conversion of the December 2021 Notes. The Company has excluded the capped call transaction from the diluted EPS computation as such securities would have an antidilutive effect and those securities should be considered separately rather than in the aggregate in determining whether their effect on diluted EPS would be dilutive or antidilutive. For additional information regarding the capped call transaction related to the Company's December 2021 Notes, see Note 13.

Anti-Dilutive Effect of Restricted Stock Awards and Stock Options

For the three months ended March 31, 2018 and 2017, the Company excluded approximately 1.2 million and 1.7 million shares underlying restricted stock awards, respectively, calculated on a weighted average basis, from its net income per diluted share calculations because their effect was anti-dilutive.

For the three months ended March 31, 2018 and 2017, the Company excluded approximately 1.5 million and zero shares underlying outstanding stock options, respectively, calculated on a weighted average basis, from its net income per diluted share calculations because their effect was anti-dilutive.

No 4. Fair Value Measurements

The fair value of the Company's financial instruments are estimates of the amounts that would be received if the Company were to sell an asset or pay to transfer a liability in an orderly transaction between market participants at the measurement date or exit price. The assets and liabilities are categorized and disclosed in one of the following three categories:

Level 1 – based on quoted market prices in active markets for identical assets and liabilities;

Level 2 – based on quoted market prices for similar assets and liabilities, using observable market-based inputs or unobservable market-based inputs corroborated by market data; and

Level 3 – based on unobservable inputs using management's best estimate and assumptions when inputs are unavailable.

The following table presents the fair value of the Company's financial instruments measured at fair value on a recurring basis by level within the valuation hierarchy:

	March 31, 2018				December 31, 2017			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
(In thousands)								
Financial assets:								
Money market funds	\$322,785	\$—	\$—	\$322,785	\$417,563	\$—	\$—	\$417,563
Corporate securities	—	—	—	—	4,848	—	—	4,848
Warrants	—	100	—	100	—	29	—	29
Royalty rights - at fair value	—	—	341,691	341,691	—	—	349,223	349,223
Total	\$322,785	\$100	\$341,691	\$664,576	\$422,411	\$29	\$349,223	\$771,663
Financial liabilities:								
Contingent consideration	—	—	41,400	41,400	—	—	42,000	42,000
Total	\$—	\$—	\$41,400	\$41,400	\$—	\$—	\$42,000	\$42,000

There have been no transfers between levels during the three months periods ended March 31, 2018 and December 31, 2017. The Company recognizes transfers between levels on the date of the event or change in circumstances that caused the transfer.

Corporate Securities

Corporate securities consisted primarily of U.S. corporate equity holdings. The fair value of corporate securities is estimated using market quoted prices.

Warrants

Warrants consist primarily of purchased call options to buy U.S. corporate equity holdings and derivative assets acquired as part of note receivable investments. The fair value of the warrants is estimated using recently quoted market prices or estimated fair value of the underlying equity security and the Black-Scholes option pricing model.

Royalty Rights - At Fair Value

Depomed Royalty Agreement

On October 18, 2013, the Company entered into the Royalty Purchase and Sale Agreement (the “Depomed Royalty Agreement”) with Depomed, Inc. and Depo DR Sub, LLC (together, “Depomed”), whereby the Company acquired the rights to receive royalties and milestones payable on sales of Type 2 diabetes products licensed by Depomed in exchange for a \$240.5 million cash payment. Total consideration was \$241.3 million, which was comprised of the \$240.5 million cash payment to Depomed and \$0.8 million in transaction costs.

The rights acquired include Depomed's royalty and milestone payments accruing from and after October 1, 2013: (a) from Santarus, Inc. ("Santarus") (which was subsequently acquired by Salix Pharmaceuticals, Inc. ("Salix"), which itself was acquired by Valeant Pharmaceuticals International, Inc. ("Valeant")) with respect to sales of Glumetza (metformin HCL extended-release tablets) in the United States; (b) from Merck & Co., Inc. with respect to sales of Janumet® XR (sitagliptin and metformin HCL extended-release tablets); (c) from Janssen Pharmaceutica N.V. with respect to potential future development milestones and sales of its recently approved fixed-dose combination of Invokana® (canagliflozin) and extended-release metformin tablets, marketed as Invokamet XR®; (d) from Boehringer Ingelheim with respect to potential future development milestones and sales of the investigational fixed-dose combinations of drugs and extended-release metformin subject to Depomed's license agreement with Boehringer Ingelheim, including its recently approved products, Jentadueto XR® and Syngardy XR®; and (e) from LG Life Sciences and Valeant for sales of extended-release metformin tablets in Korea and Canada, respectively.

Under the terms of the Depomed Royalty Agreement, the Company receives all royalty and milestone payments due under license agreements between Depomed and its licensees until the Company has received payments equal to two times the cash payment it made to Depomed, after which all net payments received by Depomed will be shared evenly between the Company and Depomed.

The Depomed Royalty Agreement terminates on the third anniversary following the date upon which the later of the following occurs: (a) October 25, 2021, or (b) at such time as no royalty payments remain payable under any license agreement and each of the license agreements has expired by its terms.

As of March 31, 2018 and December 31, 2017, the Company determined that its royalty purchase interest in Depo DR Sub, LLC represented a variable interest in a variable interest entity. However, the Company does not have the power to direct the activities of Depo DR Sub, LLC that most significantly impact Depo DR Sub, LLC's economic performance and is not the primary beneficiary of Depo DR Sub, LLC; therefore, Depo DR Sub, LLC is not subject to consolidation by the Company.

The financial asset acquired represents a single unit of accounting. The fair value of the financial asset acquired was determined by using a discounted cash flow analysis related to the expected future cash flows to be generated by each licensed product. This financial asset is classified as a Level 3 asset within the fair value hierarchy, as the Company's valuation utilized significant unobservable inputs, including estimates as to the probability and timing of future commercialization for products not yet approved by regulatory agencies outside of the United States. The discounted cash flows are based upon expected royalties from sales of licensed products over a nine-year period. The discount rates utilized range from 10% to 24%. Significant judgment is required in selecting appropriate discount rates. At March 31, 2018, an evaluation was performed to assess those rates and general market conditions potentially affecting the fair market value, of the financial asset. Should these discount rates increase or decrease by 2.5%, the fair value of the asset could decrease by \$13.4 million or increase by \$15.5 million, respectively. A third-party expert was engaged to assist management develop its original estimate of the expected future cash flows. The estimated fair value of the asset is subject to variation should those cash flows vary significantly from those estimates. The Company periodically assesses the expected future cash flows and to the extent such payments are greater or less than its initial estimates, or the timing of such payments is materially different than the original estimates, the Company will adjust the estimated fair value of the asset. Should the expected royalties increase or decrease by 2.5%, the fair value of the asset could increase or decrease by \$5.6 million, respectively.

When the Company acquired the Depomed royalty rights, Glumetza was marketed by Santarus. In January 2014, Salix acquired Santarus and assumed responsibility for commercializing Glumetza, which was generally perceived to be a positive development because of Salix's larger sales force and track record in the successful commercialization of therapies. In late 2014, Salix made a number of disclosures relating to an excess of supply at the distribution level of Glumetza and other drugs that it commercialized and the practices leading to this excess of supply which were under

review by Salix's audit committee in relation to the related accounting practices. Because of these disclosures and the Company's lack of direct access to information as to the levels of inventory of Glumetza in the distribution channels, the Company commenced a review of all public statements by Salix, publicly available historical third-party prescription data, analyst reports and other relevant data sources. The Company also engaged a third-party expert to specifically assess estimated inventory levels of Glumetza in the distribution channel and to ascertain the potential effects those inventory levels may have on expected future cash flows. Salix was acquired by Valeant in early April 2015. In mid-2015, Valeant implemented two price increases on Glumetza. At year-end 2015, a third-party expert was engaged by the Company to assess the impact of the Glumetza price adjustments and near-term market entrance of generic equivalents to the expected future cash flows. Based on the analysis performed, management revised the underlying assumptions used in the discounted cash flow analysis at year-end 2015. In February and August 2016, a total of three generic equivalents to Glumetza were approved to enter the market. In February 2016, Lupin Pharmaceuticals, Inc. and in August 2017, Teva Pharmaceutical Industries, Ltd., each launched a generic equivalent approved product. To date, the third generic equivalent to Glumetza has not launched.

In May 2017, the Company received notification that a subsidiary of Valeant had launched an authorized generic equivalent product in February 2017, and the Company received royalties on such authorized generic equivalent product under the same terms as the branded Glumetza product, retroactive to February 2017.

At December 31, 2017, management re-evaluated, with assistance of a third-party expert, the market share data, the gross-to-net revenue adjustment assumptions and Glumetza demand data, including the delay in launch of additional generic equivalent products and the entry of an authorized generic product by Valeant. These data and assumptions are based on available but limited information. At March 31, 2018, management updated the expected future cash flows based on the current period demand and supply data of Glumetza and the authorized generic equivalent product launched by Valeant.

As of March 31, 2018, the Company's discounted cash flow analysis reflects its expectations as to the amount and timing of future cash flows up to the valuation date, including future cash flows for the authorized generic equivalent product. The Company continues to monitor whether the generic competition further affects sales of Glumetza and thus royalties on such sales paid to the Company, and the impact of the launched authorized generic equivalent. Due to the uncertainty around Valeant's marketing and pricing strategy, as well as the recent generic competition and limited historical demand data after generic market entrance, the Company may need to further evaluate future cash flows in the event of more rapid reduction or increase in market share of Glumetza and its authorized generic equivalent product and/or a further erosion in net pricing.

In February 2016, at the Company's request and pursuant to the Depomed Royalty Agreement, Depomed exercised its audit right with respect to Glumetza royalties. The independent auditor engaged to perform the royalty audit completed it in July 2017, and based upon the results of the audit, Depomed, on behalf of the Company, filed a lawsuit on September 7, 2017, against Valeant and one of its subsidiaries, claiming damages for unpaid royalties, fees and interest. Valeant, Depomed and the Company entered into a settlement agreement on October 27, 2017 whereby the parties agreed to dismiss the litigation, with prejudice, and Valeant agreed to pay to Depomed \$13.0 million. The full amount of the settlement payment was transferred to the Company under the terms of the Depomed Royalty Agreement in November 2017.

On May 31, 2016, the Company obtained a notification indicating that the U.S. Food and Drug Administration ("FDA") approved Jentadueto XR for use in patients with Type 2 diabetes. In June 2016, the Company received a \$6.0 million FDA approval milestone pursuant to the terms of the Depomed Royalty Agreement. The product approval was earlier than initially expected. Based on the FDA approval and anticipated timing of the product launch, the Company adjusted the timing of future cash flows and discount rate used in the discounted cash flow model at June 30, 2016. As of December 31, 2017, management re-evaluated, the cash flow assumptions for Jentadueto XR and revised the discounted cash flow model. As of March 31, 2018, the Company's discounted cash flow analysis reflects its expectations as to the amount and timing of future cash flows up to the valuation date.

On September 21, 2016, the Company obtained a notification indicating that the FDA approved Invokamet XR for use in patients with Type 2 diabetes. The product approval triggered a \$5.0 million approval milestone payment to the Company pursuant to the terms of the Depomed Royalty Agreement. Based on the FDA approval and timing of the product launch, the Company adjusted the timing of future cash flows and discount rate used in the discounted cash flow model.

On December 13, 2016, the Company obtained a notification indicating that the FDA approved Synjardy XR for use in patients with Type 2 diabetes. The product approval triggered a \$6.0 million approval milestone payment to the Company pursuant to the terms of the Depomed Royalty Agreement. Based on the FDA approval and the April 2017 launch of Synjardy XR by Boehringer Ingelheim, the Company adjusted the timing of future cash flows and discount

rate used in the discounted cash flow model.

As of March 31, 2018, the fair value of the asset acquired as reported in the Company's Condensed Consolidated Balance Sheet was \$222.6 million and the maximum loss exposure was \$222.6 million.

Viscogliosi Brothers Royalty Agreement

On June 26, 2014, the Company entered into a Royalty Purchase and Sale Agreement (the "VB Royalty Agreement") with Viscogliosi Brothers, LLC ("VB"), whereby VB conveyed to the Company the right to receive royalties payable on sales of a spinal implant that has received pre-market approval from the FDA held by VB and commercialized by Paradigm Spine, LLC ("Paradigm Spine"), in exchange for a \$15.5 million cash payment, less fees.

The royalty rights acquired includes royalties accruing from and after April 1, 2014. Under the terms of the VB Royalty Agreement, the Company receives all royalty payments due to VB pursuant to certain technology transfer agreements between

VB and Paradigm Spine until the Company has received payments equal to 2.3 times the cash payment made to VB, after which all rights to receive royalties will be returned to VB. VB may repurchase the royalty right at any time on or before June 26, 2018, for a specified amount.

The fair value of the royalty right at March 31, 2018, was determined by using a discounted cash flow analysis related to the expected future cash flows to be received. This asset is classified as a Level 3 asset, as the Company's valuation utilized significant unobservable inputs, including estimates as to the probability and timing of future sales of the licensed product. The discounted cash flow was based upon expected royalties from sales of licensed product over a ten-year period. The discount rate utilized was 15.0%. Significant judgment is required in selecting the appropriate discount rate. Should this discount rate increase or decrease by 2.5%, the fair value of this asset could decrease by \$1.4 million or increase by \$1.6 million, respectively. Should the expected royalties increase or decrease by 2.5%, the fair value of the asset could increase or decrease by \$0.4 million, respectively. A third-party expert was engaged to assist management with the development of its estimate of the expected future cash flows, when deemed necessary. The fair value of the asset is subject to variation should those cash flows vary significantly from the Company's estimates. At each reporting period, an evaluation is performed to assess those estimates, discount rates utilized and general market conditions affecting fair market value.

As of March 31, 2018, the fair value of the asset acquired as reported in the Company's Condensed Consolidated Balance Sheet was \$14.5 million and the maximum loss exposure was \$14.5 million.

University of Michigan Royalty Agreement

On November 6, 2014, the Company acquired a portion of all royalty payments of the Regents of the University of Michigan's ("U-M") worldwide royalty interest in Cerdelga (eliglustat) for \$65.6 million pursuant to the Royalty Purchase and Sale Agreement with U-M (the "U-M Royalty Agreement"). Under the terms of the U-M Royalty Agreement, the Company receives 75% of all royalty payments due under U-M's license agreement with Genzyme Corporation, a Sanofi company ("Genzyme") until expiration of the licensed patents, excluding any patent term extension. Cerdelga, an oral therapy for adult patients with Gaucher disease type 1, was developed by Genzyme. Cerdelga was approved in the United States in August 2014, in the European Union in January 2015, and in Japan in March 2015. In addition, marketing applications for Cerdelga are under review by other regulatory authorities. While marketing applications have been approved in the United States, the European Union and Japan, national pricing and reimbursement decisions are delayed in some countries. At December 31, 2017, a third-party expert was engaged by the Company to assess the impact of the delayed pricing and reimbursement decisions to Cerdelga's expected future cash flows. Based on the analysis performed, management revised the underlying assumptions used in the discounted cash flow analysis at December 31, 2017. As of March 31, 2018, the Company's discounted cash flow analysis reflects its expectations as to the amount and timing of future cash flows up to the valuation date.

The fair value of the royalty right at March 31, 2018 was determined by using a discounted cash flow analysis related to the expected future cash flows to be received. This asset is classified as a Level 3 asset, as the Company's valuation utilized significant unobservable inputs, including estimates as to the probability and timing of future sales of the licensed product. The discounted cash flow was based upon expected royalties from sales of licensed product over a four-year period. The discount rate utilized was approximately 12.8%. Significant judgment is required in selecting the appropriate discount rate. Should this discount rate increase or decrease by 2.5%, the fair value of this asset could decrease by \$1.3 million or increase by \$1.8 million, respectively. Should the expected royalties increase or decrease by 2.5%, the fair value of the asset could increase by \$0.9 million or decrease by \$0.5 million, respectively. A third-party expert is engaged to assist management with the development of its estimate of the expected future cash flows, when deemed necessary. The fair value of the asset is subject to variation should those cash flows vary significantly from the Company's estimates. An evaluation of those estimates, discount rates utilized and general market conditions affecting fair market value is performed in each reporting period.

As of March 31, 2018, the fair value of the asset acquired as reported in the Company's Condensed Consolidated Balance Sheet was \$26.6 million and the maximum loss exposure was \$26.6 million.

ARIAD Royalty Agreement

On July 28, 2015, the Company entered into the revenue interest assignment agreement (the "ARIAD Royalty Agreement") with ARIAD Pharmaceuticals, Inc. ("ARIAD"), whereby the Company acquired the rights to receive royalties from ARIAD's net revenues generated by the sale, distribution or other use of Iclusig® (ponatinib), a cancer medicine for the treatment of adult patients with chronic myeloid leukemia, in exchange for up to \$200.0 million in cash payments. The purchase price of \$100.0 million was payable in two tranches of \$50.0 million each, with the first tranche having been funded on July 28, 2015 and the second tranche having been funded on July 28, 2016. Upon the occurrence of certain events, including a change of control of ARIAD, the Company had the right to require ARIAD to repurchase the royalty rights for a specified amount. The Company

elected the fair value option to account for the hybrid instrument in its entirety. Any embedded derivative shall not be separated from the host contract. The asset acquired pursuant to the ARIAD Royalty Agreement represents a single unit of accounting.

On February 16, 2017, Takeda Pharmaceutical Company Limited (“Takeda”) acquired ARIAD and the Company exercised its put option on the same day, which resulted in an obligation by Takeda to pay the Company a 1.2x multiple of the \$100.0 million funded by the Company under the ARIAD Royalty Agreement, less royalty payments already received by the Company.

On March 30, 2017, Takeda fulfilled its obligations under the put option and paid the Company the repurchase price of \$108.2 million for the royalty rights under the ARIAD Royalty Agreement.

AcelRx Royalty Agreement

On September 18, 2015, the Company entered into a royalty interest assignment agreement (the “AcelRx Royalty Agreement”) with ARPI LLC, a wholly owned subsidiary of AcelRx Pharmaceuticals, Inc. (“AcelRx”), whereby the Company acquired the rights to receive a portion of the royalties and certain milestone payments on sales of Zalviso® (sufentanil sublingual tablet system) in the European Union, Switzerland and Australia by AcelRx’s commercial partner, Grünenthal, in exchange for a \$65.0 million cash payment. Under the terms of the AcelRx Royalty Agreement, the Company receives 75% of all royalty payments and 80% of the first four commercial milestone payments due under AcelRx’s license agreement with Grünenthal until the earlier to occur of (i) receipt by the Company of payments equal to three times the cash payments made to AcelRx and (ii) the expiration of the licensed patents (expected to be in January of 2032). Zalviso received marketing approval by the European Commission in September 2015. Grünenthal launched Zalviso in the second quarter of 2016 and the Company started to receive royalties in the third quarter of 2016.

As of March 31, 2018, and December 31, 2017, the Company determined that its royalty rights under the AcelRx Royalty Agreement represented a variable interest in a variable interest entity. However, the Company does not have the power to direct the activities of ARPI LLC that most significantly impact ARPI LLC’s economic performance and is not the primary beneficiary of ARPI LLC; therefore, ARPI LLC is not subject to consolidation by the Company.

The fair value of the royalty right at March 31, 2018 was determined by using a discounted cash flow analysis related to the expected future cash flows to be received. This asset is classified as a Level 3 asset, as the Company’s valuation utilized significant unobservable inputs, including estimates as to the probability and timing of future sales of the licensed product. The discounted cash flow was based upon expected royalties from sales of licensed product over a fourteen-year period. The discount rate utilized was approximately 13.4%. Significant judgment is required in selecting the appropriate discount rate. Should this discount rate increase or decrease by 2.5%, the fair value of this asset could decrease by \$9.8 million or increase by \$12.1 million, respectively. Should the expected royalties increase or decrease by 2.5%, the fair value of the asset could increase or decrease by \$1.9 million, respectively. A third-party expert is engaged to assist management with the development of its estimate of the expected future cash flows, when deemed necessary. The fair value of the asset is subject to variation should those cash flows vary significantly from the Company’s estimates. At March 31, 2018, management performed an evaluation of those estimates, discount rates utilized and general market conditions affecting fair market value is performed in each reporting period. Based on the number of treated patients to date, management adjusted the timing of the expected future cash flows used in the discounted cash flow model at December 31, 2017. As of March 31, 2018, the Company’s discounted cash flow analysis reflects its expectations as to the amount and timing of future cash flows up to the valuation date.

As of March 31, 2018, the fair value of the asset acquired as reported in the Company’s Condensed Consolidated Balance Sheet was \$75.1 million and the maximum loss exposure was \$75.1 million.

Kybella Royalty Agreement

On July 8, 2016, the Company entered into a royalty purchase and sales agreement with an individual, whereby the Company acquired that individual's rights to receive certain royalties on sales of KYBELLA® by Allergan plc in exchange for a \$9.5 million cash payment and up to \$1.0 million in future milestone payments based upon product sales targets. The Company started to receive royalty payments during the third quarter of 2016.

The fair value of the royalty right at March 31, 2018, was determined by using a discounted cash flow analysis related to the expected future cash flows to be received. This asset is classified as a Level 3 asset, as the Company's valuation utilized significant unobservable inputs, including estimates as to the probability and timing of future sales of the licensed product. The discounted cash flow was based upon expected royalties from sales of a licensed product over an eight-year period. The discount rate utilized was approximately 14.4%. Significant judgment is required in selecting the appropriate discount rate.

Should this discount rate increase or decrease by 2.5%, the fair value of this asset could decrease by \$0.3 million or increase by \$0.3 million, respectively. Should the expected royalties increase or decrease by 2.5%, the fair value of the asset could increase or decrease by \$0.1 million, respectively. A third-party expert is engaged to assist management with the development of its estimate of the expected future cash flows, when deemed necessary. The fair value of the asset is subject to variation should those cash flows vary significantly from the Company's estimates. At each reporting period, an evaluation of those estimates, discount rates utilized and general market conditions affecting fair market value is performed in each reporting period. Management re-evaluated the cash flow projections during the current period, concluding that lower demand data resulted in a reduction of expected future cash flows, which warranted a revision of the assumptions used in the discounted cash flow model at March 31, 2018.

As of March 31, 2018, the fair value of the asset acquired as reported in the Company's Condensed Consolidated Balance Sheet was \$2.8 million and the maximum loss exposure was \$2.8 million.

The following tables summarize the changes in Level 3 assets and the gains and losses included in earnings for the three months ended March 31, 2018:

Fair Value Measurements Using Significant Unobservable Inputs

(Level 3) - Royalty Rights Assets

(in thousands)	Royalty Rights - At Fair Value
Fair value as of December 31, 2017	\$ 349,223
Total net change in fair value for the period	
Change in fair value of royalty rights - at fair value	\$ 11,091
Proceeds from royalty rights - at fair value	\$(18,623)
Total net change in fair value for the period	(7,532)
Fair value as of March 31, 2018	\$ 341,691

Fair Value Measurements Using Significant
Unobservable Inputs (Level 3) - Royalty
Rights Assets

	Fair Value as of	Royalty Rights - Change in Fair Value	Fair Value as of
(in thousands)	December 31, 2017	March 31, 2018	
Depomed	\$ 232,038	\$(9,430)	\$ 222,608
VB	14,380	137	14,517
U-M	26,769	(187)	26,582
AcelRx	72,894	2,237	75,131
Avinger	396	(295)	101
KYBELLA	2,746	6	2,752
	\$ 349,223	\$(7,532)	\$ 341,691

Fair Value
Measurements Using
Significant

Unobservable Inputs
(Level 3) - Liabilities

(in Contingent
thousands) Consideration
Fair
value as
of \$ (42,000)
December
31, 2017

Total
net
change
in fair 600
value
for the
period

Fair
value as
of \$ (41,400)
March
31, 2018

17

The fair value of the contingent consideration was determined using an income approach derived from the Noden Products (as defined in Note 19 below) revenue estimates and a probability assessment with respect to the likelihood of achieving (a) the level of net sales or (b) generic product launch that would trigger the milestone payments. The key assumptions in determining the fair value are the discount rate and the probability assigned to the potential milestones being achieved. The fair value of the contingent consideration is remeasured each reporting period, with changes in fair value recorded in the Condensed Consolidated Statements of Income. The change in fair value of the contingent consideration during the period ending March 31, 2018 is due primarily to the passage of time, as there have been no significant changes in the key assumptions used in the fair value calculation during the current period.

Gains and losses from changes in Level 3 assets included in earnings for each period are presented in “Royalty rights - change in fair value” and gains and losses from changes in Level 3 liabilities included in earnings for each period are presented in “Change in fair value of anniversary payment and contingent consideration” as follows:

(in thousands)	Three Months Ended March 31,	
	2018	2017
Total change in fair value for the period included in earnings for royalty right assets held at the end of the reporting period	\$ 11,091	\$ 13,146
Total change in fair value for the period included in earnings for liabilities held at the end of the reporting period	\$ 600	\$ (1,442)

The following tables present the fair value of assets and liabilities not subject to fair value recognition by level within the valuation hierarchy:

	March 31, 2018			December 31, 2017		
	Carrying Value	Fair Value Level 2	Fair Value Level 3	Carrying Value	Fair Value Level 2	Fair Value Level 3
(In thousands)						
Assets:						
Wellstat Diagnostics note receivable	\$50,191	\$—	\$52,412	\$50,191	\$—	\$51,308
Hyperion note receivable	1,200	—	1,200	1,200	—	1,200
CareView note receivable	19,420	—	19,100	19,346	—	18,750
Total	\$70,811	\$—	\$72,712	\$70,737	\$—	\$71,258
Liabilities:						
February 2018 Notes	\$—	\$—	\$—	\$126,066	\$126,131	\$—
December 2021 Notes	119,166	146,438	—	117,415	148,028	—
Total	\$119,166	\$146,438	\$—	\$243,481	\$274,159	\$—

As of March 31, 2018 and December 31, 2017, the estimated fair values of the Hyperion Catalysis International, Inc. note receivable, and CareView Communications, Inc. note receivable were determined using one or more discounted cash flow models, incorporating expected payments and the interest rate extended on the notes receivable, with fixed interest rates and incorporating expected payments for notes receivable with a variable rate of return.

When deemed necessary the Company engages a third-party valuation expert to assist in evaluating its investments and the related inputs needed to estimate the fair value of certain investments. The Company determined its notes

receivable assets are Level 3 assets as the Company's valuations utilized significant unobservable inputs, including estimates of future revenues, discount rates, expectations about settlement, terminal values and required yield. To provide support for the estimated fair value measurements, the Company considered forward-looking performance related to the investment and current measures associated with high yield indices, and reviewed the terms and yields of notes placed by specialty finance and venture firms both across industries and in similar sectors.

The CareView note receivable is secured by substantially all assets of, and equity interests in CareView Communications, Inc. The Wellstat Diagnostics note receivable is secured by substantially all assets of Wellstat Diagnostics and is supported by a guaranty from the Wellstat Diagnostics Guarantors. The estimated fair value of the collateral assets was determined by using an asset approach and discounted cash flow model related to the underlying collateral and was adjusted to consider estimated costs to sell the assets.

On March 31, 2018, the carrying values of several of the Company's notes receivable differed from their estimated fair value. This is the result of discount rates used when performing a discounted cash flow for fair value valuation purposes.

The fair values of the Company's convertible notes were determined using quoted market pricing or dealer quotes.

The following table represents significant unobservable inputs used in determining the estimated fair value of impaired notes receivable investments:

Asset	Valuation Technique	Unobservable Input	March 31, 2018	December 31, 2017
Wellstat Diagnostics				
Wellstat Guarantors Intellectual Property Income Approach				
		Discount rate	12%	12%
		Royalty amount	\$21 million	\$21 million
Settlement Amount Income Approach				
		Discount rate	15%	15%
		Settlement amount	\$33 million	\$32 million
Real Estate Property Market Approach				
		Annual appreciation rate	4%	4%
		Estimated realtor fee	6%	6%
		Estimated disposal date	6/30/2019	6/30/2019
CareView				
Note receivable cash flows Income Approach				
		Discount rate	17.5%	17.5%

At March 31, 2018, the Company had three notes receivable investments on non-accrual status with a cumulative investment cost and fair value of approximately \$70.8 million and \$72.7 million, respectively, compared to three note receivable investments on non-accrual status at December 31, 2017 with a cumulative investment cost and fair value of approximately \$70.7 million and \$71.3 million, respectively. For the three months ended March 31, 2018, the Company recognized \$0.7 million of interest revenue for the CareView note receivable investment as a result of cash interest payments made during the period; for the three months ended March 31, 2017, the Company did not recognize any interest for note receivable investments on non-accrual status. During the three months ended March 31, 2018 and 2017, the Company did not recognize losses on extinguishment of notes receivable.

5. Cash, Cash Equivalents and Short-term Investments

As of March 31, 2018, and December 31, 2017, the Company had invested its excess cash balances primarily in cash, money market funds and a corporate equity security. The Company's securities are classified as available-for-sale and are carried at estimated fair value, with unrealized gains and losses reported in "Accumulated other comprehensive income" in stockholders' equity, net of estimated taxes. See Note 4 for fair value measurement information. The cost of

securities sold is based on the specific identification method. To date, the Company has not experienced credit losses on investments in these instruments, and it does not require collateral for its investment activities.

The following tables summarize the Company's cash and available-for-sale securities' amortized cost, gross unrealized gains and fair value by significant investment category reported as cash and cash equivalents, or short-term investments as of March 31, 2018, and December 31, 2017:

	Amortized Cost	Unrealized Gains	Estimated Fair Value	Reported as: Cash and Cash Equivalents	Short-Term Investments
(In thousands)					
March 31, 2018					
Cash	\$ 82,293	\$ —	\$ 82,293	\$ 82,293	\$ —
Money market funds	322,785	—	322,785	322,785	—
Total	\$ 405,078	\$ —	\$ 405,078	\$ 405,078	\$ —
December 31, 2017					
Cash	\$ 109,703	\$ —	\$ 109,703	\$ 109,703	\$ —
Money market funds	417,563	—	417,563	417,563	—
Corporate securities	3,353	1,495	4,848	—	4,848
Total	\$ 530,619	\$ 1,495	\$ 532,114	\$ 527,266	\$ 4,848

The Company recognized \$0.8 million and zero of gains on sales of available-for-sale securities in the three months ended March 31, 2018 and March 31, 2017, respectively.

The unrealized gains on investments included in "Other comprehensive income (loss), net of tax" was zero and \$1.2 million as of March 31, 2018, and December 31, 2017, respectively.

6. Concentration of Credit Risk

Product Line Concentration

The percentage of total revenue recognized, which individually accounted for 10% or more of the Company's total revenues, was as follows:

Licensee	Product Name	Three Months Ended March 31, 2018 2017	
Biogen	Tysabri®	7 %	31 %
Depomed	Glumetza, Janumet XR, Jentadueto XR and Invokamet XR	19 %	14 %
N/A	Tekturna, Tekturna HCT, Rasilez and Rasilez HCT	48 %	28 %
kaléo	Interest revenues	— %	10 %
LENSAR	LENSAR Laser System	13 %	— %

N/A = Not applicable

7. Notes and Other Long-Term Receivables

Notes and other long-term receivables included the following significant agreements:

Wellstat Diagnostics Note Receivable and Credit Agreement and Related Litigation

On November 2, 2012, the Company and Wellstat Diagnostics entered into a \$40.0 million credit agreement pursuant to which the Company was to accrue quarterly interest payments at the rate of 5% per annum (payable in cash or in kind). In addition, the Company was to receive quarterly royalty payments based on a low double-digit royalty rate of Wellstat Diagnostics' net revenues, generated by the sale, distribution or other use of Wellstat Diagnostics' products, if any, commencing upon the commercialization of its products. A portion of the proceeds of the \$40.0 million credit agreement were used to repay certain notes receivable which Wellstat Diagnostics entered into in March 2012.

In January 2013, the Company was informed that, as of December 31, 2012, Wellstat Diagnostics had used funds contrary to the terms of the credit agreement and breached Sections 2.1.2 and 7 of the credit agreement. The Company sent Wellstat Diagnostics a notice of default on January 22, 2013, and accelerated the amounts owed under the credit agreement. In connection with the notice of default, the Company exercised one of its available remedies and transferred approximately \$8.1 million of available cash from a bank account of Wellstat Diagnostics to the Company and applied the funds to amounts due under the credit agreement. On February 28, 2013, the parties entered into a forbearance agreement whereby the Company agreed to refrain from exercising additional remedies for 120 days. During such forbearance period, the Company provided approximately \$1.3 million to Wellstat Diagnostics to fund ongoing operations of the business. During the year ended December 31, 2013, approximately \$8.7 million was advanced pursuant to the forbearance agreement.

On August 15, 2013, the Company entered into an amended and restated credit agreement with Wellstat Diagnostics. The Company determined that the new agreement should be accounted for as a modification of the existing agreement.

Except as otherwise described herein, the material terms of the amended and restated credit agreement are substantially the same as those of the original credit agreement, including quarterly interest payments at the rate of 5% per annum (payable in cash or in kind). In addition, the Company was to continue to receive quarterly royalty payments based on a low double-digit royalty rate of Wellstat Diagnostics' net revenues. However, pursuant to the amended and restated credit agreement: (i) the principal amount was reset to approximately \$44.1 million, which was comprised of approximately \$33.7 million original loan principal and interest, \$1.3 million term loan principal and interest and \$9.1 million forbearance principal and interest; (ii) the specified internal rates of return increased; (iii) the default interest rate was increased; (iv) Wellstat Diagnostics' obligation to provide certain financial information increased in frequency to monthly; (v) internal financial controls were strengthened by requiring Wellstat Diagnostics to maintain an independent, third-party financial professional with control over fund disbursements; (vi) the Company waived the existing events of default; and (vii) the owners and affiliates of Wellstat Diagnostics were required to contribute additional capital to Wellstat Diagnostics upon the sale of an affiliate entity. The amended and restated credit agreement had an ultimate maturity date of December 31, 2021 (but has subsequently been accelerated as described below).

In June 2014, the Company received information from Wellstat Diagnostics showing that it was generally unable to pay its debts as they became due, constituting an event of default under the amended and restated credit agreement.

On August 5, 2014, the Company delivered a notice of default (the "Wellstat Diagnostics Borrower Notice") to Wellstat Diagnostics, which accelerated all obligations under the amended and restated credit agreement and demanded immediate payment in full in an amount equal to approximately \$53.9 million, (which amount, in accordance with the

terms of the amended and restated credit agreement, included an amount that, together with interest and royalty payments already made to the Company, would generate a specified internal rate of return to the Company), plus accruing fees, costs and interest, and demanded that Wellstat Diagnostics protect and preserve all collateral securing its obligations.

On August 7, 2014, the Company delivered a notice (the “Wellstat Diagnostics Guarantor Notice”) to each of the guarantors of Wellstat Diagnostics’ obligations to the Company (collectively, the “Wellstat Diagnostics Guarantors”) under the credit agreement, which included a demand that the guarantors remit payment to the Company in the amount of the outstanding obligations. The guarantors include certain affiliates and related companies of Wellstat Diagnostics, including Wellstat Therapeutics and Wellstat Diagnostics’ stockholders.

On September 24, 2014, the Company filed an ex-parte petition for appointment of receiver with the Circuit Court of Montgomery County, Maryland (the “Wellstat Diagnostics Petition”), which was granted on the same day. Wellstat Diagnostics remained in operation during the period of the receivership with incremental additional funding from the Company. On May

24, 2017, Wellstat Diagnostics transferred substantially all of its assets to the Company pursuant to a credit bid. The credit bid reduced the outstanding balance of the loan by an immaterial amount.

On September 4, 2015, the Company filed in the Supreme Court of New York a motion for summary judgment in lieu of complaint which requested that the court enter judgment against certain of the Wellstat Diagnostics Guarantors for the total amount due on the Wellstat Diagnostics debt, plus all costs and expenses including lawyers' fees incurred by the Company in enforcement of the related guarantees. On September 23, 2015, the Company filed in the same court an ex parte application for a temporary restraining order and order of attachment of the Wellstat Diagnostics Guarantor defendants' assets. Although the court denied the Company's request for a temporary restraining order at a hearing on September 24, 2015, it ordered that assets of the Wellstat Diagnostics Guarantor defendants should be held in status quo ante and only used in the normal course of business.

On July 29, 2016, the Supreme Court of New York granted the Company's motion for summary judgment and held that the Wellstat Diagnostics Guarantor defendants are liable for all "Obligations" owed by Wellstat Diagnostics to the Company. After appeal by the Wellstat Diagnostics Guarantor defendants, on February 14, 2017, the Appellate Division of the Supreme Court of New York reversed on procedural grounds a portion of the Memorandum of Decision granting the Company summary judgment in lieu of complaint, but affirmed the portion of the Memorandum of Decision denying the Wellstat Diagnostics Guarantor defendants' motion for summary judgment in which they sought a determination that the guarantees had been released. As a result, the litigation has been remanded to the Supreme Court of New York to proceed on the Company's claims as a plenary action. On June 21, 2017, the Supreme Court of New York ordered the Company to file a Complaint, which was filed by the Company on July 20, 2017. The Wellstat Diagnostics Guarantors filed their answer on August 9, 2017, including counterclaims against the Company alleging breach of contract, breach of fiduciary duty, and tortious interference with prospective economic advantage. This case is currently pending and in the pre-trial phase.

On October 14, 2016, the Company sent a notice of default and reference to foreclosure proceedings to certain of the Wellstat Diagnostics Guarantors which are not defendants in the New York action, but which are owners of real estate assets over which a deed of trust in favor of the Company securing the guarantee of the loan to Wellstat Diagnostics had been executed. On March 2, 2017, the Company sent a second notice to foreclose on the real estate assets, and noticed the sale for March 29, 2017. The sale was taken off the calendar by the trustee under the deed of trust and has not been re-scheduled yet. On March 6, 2017, the Company sent a letter to the Wellstat Diagnostics Guarantors seeking information in preparation for a UCC Article 9 sale of some or all of the intellectual property-related collateral of the Wellstat Diagnostics Guarantors. The Wellstat Diagnostics Guarantors did not respond to the Company's letter, but on March 17, 2017, filed an order to show cause with the Supreme Court of New York to enjoin the Company's sale of the real estate or enforcing its security interests in the Wellstat Diagnostics Guarantors' intellectual property during the pendency of any action involving the guarantees at issue. In October 2017, the Company filed a motion with the Supreme Court of New York requesting an attachment of a potential \$55.8 million damages award, plus interest, entered against BTG International, Inc. in favor of Wellstat Therapeutics in Delaware Chancery Court on September 19, 2017. On February 6, 2018, the Supreme Court of New York issued an order from the bench which enjoins the Wellstat Diagnostics Guarantors from selling, encumbering, removing, transferring or altering the collateral pending the outcome of the proceedings before it. The Supreme Court of New York also issued an order precluding the Company from foreclosing on certain of the Wellstat Diagnostics Guarantors' collateral pending the outcome of the proceedings before it.

On October 22, 2015, certain of the Wellstat Diagnostics Guarantors filed a separate complaint against the Company in the Supreme Court of New York seeking a declaratory judgment that certain contractual arrangements entered into between the parties subsequent to Wellstat Diagnostics' default, and which relate to a split of proceeds in the event that the Wellstat Diagnostics Guarantors voluntarily monetize any assets that are the Company's collateral, is of no force or effect. This case is currently pending and the Supreme Court has instructed the Parties to coordinate this case with the

pending case filed by the Company against the Wellstat Diagnostics Guarantors' discussed above with respect to pre-trial activities.

Effective April 1, 2014, and as a result of the event of default, the Company determined the loan to be impaired and it ceased to accrue interest revenue. At that time and as of March 31, 2018, it has been determined that an allowance on the carrying value of the note was not necessary, as the Company believes the value of the collateral securing Wellstat Diagnostics' obligations exceeds the carrying value of the asset and is sufficient to enable the Company to recover the current carrying value of \$50.2 million. The Company continues to closely monitor the timing and expected recovery of amounts due, including litigation and other matters related to Wellstat Diagnostics Guarantors' assets. There can be no assurance that an allowance on the carrying value of the notes receivable investment will not be necessary in a future period depending on future developments.

Hyperion Agreement

On January 27, 2012, the Company and Hyperion Catalysis International, Inc. (“Hyperion”) (which is also a Wellstat Diagnostics Guarantor) entered into an agreement whereby Hyperion sold to the Company the royalty streams due from Showa Denko K.K. (“SDK”) related to a certain patent license agreement between Hyperion and SDK dated December 31, 2008. The agreement assigned the patent license agreement royalty stream accruing from January 1, 2012 through December 31, 2013, to the Company in exchange for the lump sum payment to Hyperion of \$2.3 million. In exchange for the lump sum payment, the Company was to receive two equal payments of \$1.2 million on each of March 5, 2013 and 2014. The first payment of \$1.2 million was paid on March 5, 2013, but Hyperion has not made the second payment that was due on March 5, 2014. Effective as of such date and as a result of the event of default, the Company ceased to accrue interest revenue. As of March 31, 2018, the estimated fair value of the collateral was determined to be in excess of the carrying value. There can be no assurance that this will be true in the event of the Company’s foreclosure on the collateral, nor can there be any assurance of realizing value from such collateral.

Avinger Credit and Royalty Agreement

Under the terms of the Avinger Credit and Royalty Agreement, the Company receives a low, single-digit royalty on Avinger’s net revenues until April 2018. Commencing in October 2015, after Avinger repaid \$21.4 million pursuant to its note receivable prior to its maturity date, the royalty on Avinger’s net revenues reduced by 50%, subject to certain minimum payments from the prepayment date until April 2018. The Company has accounted for the royalty rights in accordance with the fair value option.

LENSAR Credit Agreement

On October 1, 2013, the Company entered into a credit agreement with LENSAR, Inc. (“LENSAR”), pursuant to which the Company made available to LENSAR up to \$60.0 million to be used by LENSAR in connection with the commercialization of its currently marketed LENSAR™ Laser System. Of the \$60.0 million available to LENSAR, an initial \$40.0 million, net of fees, was funded by the Company at the close of the transaction. The remaining \$20.0 million was never funded. Outstanding borrowings under the loans bore interest at the rate of 15.5% per annum, payable quarterly in arrears.

On May 12, 2015, the Company entered into a forbearance agreement with LENSAR, pursuant to which the Company agreed to refrain from exercising certain remedies available to it resulting from the failure of LENSAR to comply with a liquidity covenant and make interest payments due under the credit agreement. Under the forbearance agreement, the Company agreed to provide LENSAR with up to an aggregate of \$8.5 million in weekly increments through the period ended September 30, 2015 plus employee retention amounts of approximately \$0.5 million in the form of additional loans, subject to LENSAR meeting certain milestones related to LENSAR obtaining additional capital to fund the business or sell the business and repay outstanding amounts under the credit agreement. In exchange for the forbearance, LENSAR agreed to additional reporting covenants, the engagement of a chief restructuring officer and an increase on the interest rate to 18.5%, applicable to all outstanding amounts under the credit agreement.

On September 30, 2015, the Company agreed to extend the forbearance agreement until October 9, 2015 and provide for up to an additional \$0.8 million in funding while LENSAR negotiated a potential sale of its assets. On October 9, 2015, the forbearance agreement expired, but the Company agreed to fund LENSAR’s operations while LENSAR continued to negotiate a potential sale of its assets.

On November 15, 2015, LENSAR, LLC (“LENSAR/Alphaeon”), a wholly owned subsidiary of Alphaeon Corporation (“Alphaeon”), and LENSAR entered into the Asset Purchase Agreement whereby LENSAR/Alphaeon agreed to acquire

certain assets of LENSAR and assumed certain liabilities of LENSAR. The acquisition was consummated on December 15, 2015.

In connection with the closing of the acquisition, LENSAR/Alphaeon entered into an amended and restated credit agreement with the Company, assuming \$42.0 million in loans as part of the borrowings under the Company's prior credit agreement with LENSAR. In addition, Alphaeon issued 1.7 million shares of its Class A common stock to the Company.

The Company has estimated a fair value of \$3.84 per share for the 1.7 million shares of Alphaeon Class A common stock received in connection with the transactions and recognized this investment as a cost-method investment of \$6.6 million included in other long-term assets. The Alphaeon Class A common stock is subject to other-than-temporary impairment assessments in future periods. There is no other-than-temporary impairment charge incurred as of March 31, 2018.

In December 2016, LENSAR, re-acquired the assets from LENSAR/Alphaeon and the Company entered into a second amended and restated credit agreement with LENSAR whereby LENSAR assumed all obligations under the amended and

restated credit agreement with LENSAR/Alphaeon. Also in December, LENSAR filed for a voluntary petition under Chapter 11 of the U.S. Bankruptcy Code (“Chapter 11 case”) with the support of the Company. In January 2017, the Company agreed to provide debtor-in-possession financing of up to \$2.8 million in new advances to LENSAR so that it could continue to operate its business during the Chapter 11 case. LENSAR filed a Chapter 11 plan of reorganization with the Company’s support under which LENSAR would issue 100% of its equity interests to the Company in exchange for the cancellation of the Company’s claims as a secured creditor in the Chapter 11 case, other than with respect to the debtor-in-possession financing, and would thereby become an operating wholly-owned subsidiary of the Company. On April 26, 2017, the bankruptcy court approved the plan of reorganization.

Pursuant to the plan of reorganization, LENSAR emerged from bankruptcy on May 11, 2017 as a wholly-owned subsidiary of the Company, and the Company started to consolidate LENSAR’s financial statements under the voting interest model beginning May 11, 2017.

For additional information on LENSAR please refer to Note 10 under “Intangible Assets,” Note 19 under “Business Combinations” and Note 20 under “Segment Information.”

Direct Flow Medical Credit Agreement

On November 5, 2013, the Company entered into a credit agreement with Direct Flow Medical, Inc. (“Direct Flow Medical”) under which the Company agreed to provide up to \$50.0 million to Direct Flow Medical. Of the \$50.0 million available to Direct Flow Medical, an initial \$35.0 million (tranche one), net of fees, was funded by the Company at the close of the transaction.

On November 10, 2014, the Company and Direct Flow Medical agreed to an amendment to the credit agreement to permit Direct Flow Medical to borrow the \$15.0 million second tranche upon receipt by Direct Flow Medical of a specified minimum amount of proceeds from an equity offering prior to December 31, 2014. In exchange, the parties amended the credit agreement to provide for additional fees associated with certain liquidity events, such as a change of control or the consummation of an initial public offering, and granted the Company certain board of director observation rights. On November 19, 2014, upon Direct Flow Medical satisfying the amended tranche two milestone, the Company funded the \$15.0 million second tranche to Direct Flow Medical, net of fees.

Outstanding borrowings under tranche one bore interest at the rate of 15.5% per annum, payable quarterly in arrears, until the occurrence of the second tranche. Upon occurrence of the borrowing of this second tranche, the interest rate applicable to all loans under the credit agreement was decreased to 13.5% per annum, payable quarterly in arrears.

Under the terms of the credit agreement, Direct Flow Medical’s obligation to repay loan principal commenced on the twelfth interest payment date, September 30, 2016. The principal amount outstanding at commencement of repayment was required to be repaid in equal installments until final maturity of the loans. The loans were to mature on November 5, 2018. The obligations under the credit agreement were secured by a pledge of substantially all of the assets of Direct Flow Medical and any of its subsidiaries.

On December 21, 2015, Direct Flow Medical and the Company entered into a waiver to the credit agreement in anticipation of Direct Flow Medical being unable to comply with the liquidity covenant and make interest payments due under the credit agreement, which was subsequently extended on January 14, 2016, and further delayed the timing of the interest payments through the period ending September 30, 2016 while Direct Flow Medical sought additional financing to operate its business.

On January 28, 2016, the Company funded an additional \$5.0 million to Direct Flow Medical in the form of a short-term secured promissory note.

On February 26, 2016, the Company and Direct Flow Medical entered into the fourth amendment to the credit agreement that, among other things, (i) converted the \$5.0 million short-term secured promissory note into a loan under the credit agreement with substantially the same interest and payment terms as the existing loans, (ii) added a conversion feature whereby the \$5.0 million loan would convert into equity of Direct Flow Medical upon the occurrence of certain events and (iii) provided for a second \$5.0 million convertible loan tranche commitment, to be funded at the option of the Company. The commitment for the second tranche was not funded and has since expired. In addition, (i) the Company agreed to waive the liquidity covenant and delay the timing of the unpaid interest payments until September 30, 2016 and (ii) Direct Flow Medical agreed to issue to the Company a specified amount of warrants to purchase shares of convertible preferred stock on the first day of each month for the duration of the waiver period at an exercise price of \$0.01 per share.

On July 15, 2016, the Company and Direct Flow Medical entered into the fifth amendment and limited waiver to the credit agreement. The Company funded an additional \$1.5 million to Direct Flow Medical in the form of a note with substantially the same interest and payment terms as the existing loans and a conversion feature whereby the \$1.5 million loan would convert into equity of Direct Flow Medical upon the occurrence of certain events. In addition, Direct Flow Medical agreed to issue to the Company warrants to purchase shares of convertible preferred stock at an exercise price of \$0.01 per share.

On September 12, 2016, the Company and Direct Flow Medical entered into the sixth amendment and limited waiver to the credit agreement under which the Company funded an additional \$1.5 million to Direct Flow Medical in the form of a note with substantially the same interest and payment terms as the existing loans. In addition, Direct Flow Medical agreed to issue to the Company a specified amount of warrants to purchase shares of convertible preferred stock at an exercise price of \$0.01 per share.

On September 30, 2016, the Company and Direct Flow Medical entered into a waiver to the credit agreement where the parties agreed, among other things, to (i) delay payment on all overdue interest payments until October 31, 2016, (ii) waive the initial principal repayment until October 31, 2016 and (iii) continue to waive the liquidity requirements until October 31, 2016. Further, Direct Flow Medical agreed to issue to the Company a specified amount of warrants to purchase shares of convertible preferred stock at an exercise price of \$0.01 per share.

On October 31, 2016, the Company agreed to extend the waivers described above until November 30, 2016 and on November 14, 2016, the Company advanced an additional \$1.0 million loan while Direct Flow Medical continued to seek additional financing.

On November 16, 2016, Direct Flow Medical advised the Company that its potential financing source had modified its proposal from an equity investment to a loan with a substantially smaller amount and under less favorable terms. Direct Flow Medical shut down its operations in December 2016 and in January 2017 made an assignment for the benefit of creditors. The Company then initiated foreclosure proceedings, resulting in the Company obtaining ownership of most of the Direct Flow Medical assets through the Company's wholly-owned subsidiary, DFM, LLC. The assets are held for sale and carried at the lower of carrying amount or fair value, less estimated selling costs, which is primarily based on supporting data from market participant sources, and valid offers from third parties.

At December 31, 2016, the Company completed an impairment analysis and concluded that the situation qualified as a troubled debt restructuring and recognized an impairment loss of \$51.1 million.

In January 2017, the Company started to actively market the asset held for sale. On January 23, 2017, the Company and DFM, LLC entered into an Intellectual Property Assignment Agreement with Hong Kong Haisco Pharmaceutical Co., Limited ("Haisco"), a Chinese pharmaceutical company, whereby Haisco acquired former Direct Flow Medical clinical, regulatory and commercial information and intellectual property rights exclusively in China for \$7.0 million. The Company, through DFM, LLC also sold Haisco certain manufacturing equipment for \$450,000 and collected \$692,000 on outstanding Direct Flow Medical accounts receivable during the year ended December 31, 2017.

On January 6, 2018, the Company and HaisThera Advisors Co., Limited ("HaisThera") entered into a license agreement whereby the Company granted HaisThera an exclusive license to develop, manufacture and commercialize percutaneously implanting stentless aortic valve. The consideration for the license agreement was \$500,000 upfront and up to \$2.0 million in royalty payments.

kaléo Note Purchase Agreement

On April 1, 2014, the Company entered into a note purchase agreement with Accel 300, LLC (“Accel 300”), a wholly-owned subsidiary of kaléo, Inc. (“kaléo”), pursuant to which the Company acquired \$150.0 million of secured notes due 2029 (the “kaléo Note”). The kaléo Note was issued pursuant to an indenture between Accel 300 and U.S. Bank, National Association, as trustee, and was secured by 20% of net sales of its first approved product, Auvi-Q® (epinephrine auto-injection, USP) (known as Allerject® in Canada) and 10% of net sales of kaléo’s second proprietary auto-injector based product, EVZIO (naloxone hydrochloride injection) (the “kaléo Revenue Interests”), and a pledge of kaléo’s equity ownership in Accel 300.

On September 21, 2017, the Company entered into an agreement (the “kaléo Note Sale Agreement”) with MAM-Kangaroo Lender, LLC, a Delaware limited liability company (the “kaléo Purchaser”), pursuant to which the Company sold its entire interest in the kaléo Note.

Pursuant to the kaléo Note Sale Agreement, the kaléo Purchaser paid to the Company an amount equal to 100% of the then outstanding principal, a premium of 1% of such amount and accrued interest under the kaléo Note, for an aggregate cash purchase price of \$141.7 million, subject to an 18-month escrow holdback of \$1.4 million against certain potential contingencies. For a further discussion on this topic, see Note 12.

CareView Credit Agreement

On June 26, 2015, the Company entered into a credit agreement with CareView, under which the Company made available to CareView up to \$40.0 million in two tranches of \$20.0 million each. Under the terms of the credit agreement, the first tranche of \$20.0 million, net of fees, was funded by the Company upon CareView's attainment of a specified milestone relating to the placement of CareView Systems®, on October 7, 2015. On October 7, 2015, the Company and CareView entered into an amendment of the credit agreement to modify certain definitions related to the first and second tranche milestones. The second \$20.0 million tranche would be funded upon CareView's attainment of specified milestones relating to the placement of CareView Systems and consolidated earnings before interest, taxes, depreciation and amortization, to be accomplished no later than June 30, 2017. Such milestones were not achieved, and there is no additional funding obligation due from the Company. Outstanding borrowings under the credit agreement will bear interest at the rate of 13.5% per annum and are payable quarterly in arrears.

As part of the transaction, the Company received a warrant to purchase approximately 4.4 million shares of common stock of CareView at an exercise price of \$0.45 per share. The Company has accounted for the warrant as derivative asset with an offsetting credit as debt discount. At each reporting period the warrant is marked to market for changes in fair value.

In connection with the October 2015 amendment of the credit agreement, the Company and CareView also agreed to amend the warrant to purchase common stock agreement by reducing the warrant's exercise price from \$0.45 to \$0.40 per share.

In February 2018, the Company entered into a modification agreement with CareView whereby the Company agreed, effective as of December 28, 2017, to modify the credit agreement before remedies could otherwise have become available to the Company under the credit agreement in relation to certain obligations of CareView that would potentially not be met, including the requirement to make principal payments. Under the modification agreement the Company agreed that (i) a lower liquidity covenant would be applicable and (ii) principal repayment would be delayed for a period of up to December 31, 2018. In exchange for agreeing to these modifications, among other things, the exercise price of the Company's warrants to purchase 4.4 million shares of common stock of CareView was repriced from \$0.40 to \$0.03 per share and, subject to the occurrence of certain events, CareView agreed to grant the Company additional equity interests. At March 31, 2018, the Company determined an estimated fair value of the warrant to be less than \$0.1 million.

Effective October 1, 2017, the Company determined the loan to be impaired and it ceased to accrue interest revenue. At March 31, 2018, it has been determined that an allowance on the carrying value of the note was not necessary.

8. Inventories

Inventories consisted of the following (in thousands):

	March	December
	31,	31,
	2018	2017
Raw materials	\$3,037	\$ 1,717
Work in process	2,031	1,119

Finished goods	8,944	6,311
Total inventory	\$14,012	\$ 9,147

As of March 31, 2018 and December 31, 2017, the Company deferred approximately \$0.4 million and \$1.3 million, respectively, of costs associated with inventory transfer made under the Company's third party logistic provider service arrangement. These costs have been recorded as other assets on the Company's Condensed Consolidated Balance Sheet as of March 31, 2018 and December 31, 2017. The Company will recognize the cost of product sold as inventory is transferred from its third-party logistics provider to the Company's customers.

During the first quarter of 2018 and fourth quarter of 2017, the Company recognized an inventory write-down of \$0.1 million and \$1.8 million, respectively, related to Noden Products that the Company would not be able to sell prior to their expiration.

9. Asset Acquisition

On January 8, 2018, LENSAR entered into an Asset Purchase Agreement with Precision Eye Services (“PES”) to purchase assets used in PES’ laser-assisted cataract surgery business. The assets purchased include equipment, inventory and PES’ customer contracts. No workforce was transferred as part of the transaction.

The Company assessed the acquisition of PES assets under FASB ASC Topic 805, “Business Combinations” (“ASC 805”). Under ASC 805, the Company determined that the acquired assets did not constitute a business and that the transaction would be accounted for as an asset acquisition.

The following table summarizes the fair values of the identifiable assets acquired and liabilities assumed at the acquisition date (in thousands):

Equipment and inventory	\$848
Fixed assets	67
Intangible assets (customer relationships)	1,845
Total identifiable assets	\$2,760

Consideration paid at closing, cash	\$1,200
Conversion consideration	920
Contingent consideration	640
Total fair value of consideration	\$2,760

10. Intangible Assets

Intangible Assets, Net

The components of intangible assets as of March 31, 2018 and December 31, 2017 were as follows:

(in thousands)	March 31, 2018			December 31, 2017		
	Cost	Accumulated Amortization	Net	Cost	Accumulated Amortization	Net
Finite-lived intangible assets:						
Acquired products rights ⁽¹⁾	\$216,690	\$ (37,921)	) \$178,769	\$216,690	\$ (32,503)	) \$184,187
Customer relationships ^{(1) (2)}	27,925	(4,423)	) 23,502	26,080	(3,729)	) 22,351
Acquired technology ^{(2) (3)}	11,011	(561)	) 10,450	9,200	(409)	) 8,791
Acquired trademarks ⁽²⁾	570	(105)	) 465	570	(76)	) 494
	\$256,196	\$ (43,010)	) \$213,186	\$252,540	\$ (36,717)	) \$215,823

(1) The Company acquired certain intangible assets as part of the Noden Transaction. They are amortized on a straight-line basis over a weighted average period of 10.0 years.

(2) The Company acquired certain intangible assets as part of the LENSAR transaction, as described further in Note 19. They are amortized over a weighted average period of 10.0 years. The intangible assets for acquired technology and trademarks are being amortized over their estimated useful lives using the straight-line method of amortization. The intangible assets for customer relationships are being amortized using a double-declining method of amortization as such method better represents the economic benefits to be obtained.

The Company acquired certain intangible assets as part of the foreclosure on certain of Direct Flow Medical assets, as described further in Note 7. They are amortized over a weighted average period of 10.0 years. The intangible assets for acquired technology are being amortized over their estimated useful lives using the straight-line method of amortization.

Amortization expense for the three months ended March 31, 2018 and 2017 was \$6.3 million and \$6.0 million, respectively.

Based on the intangible assets recorded at March 31, 2018, and assuming no subsequent additions to or impairment of the underlying assets, the remaining estimated amortization expense is expected to be as follows (in thousands):

Fiscal Year	Amount
2018 (Remaining nine months)	\$19,058
2019	25,316
2020	25,281
2021	25,250
2022	25,145
2023	25,081
Thereafter	68,055
Total remaining estimated amortization expense	\$213,186

11. Accrued Liabilities

Accrued liabilities consist of the following:

(in thousands)	March 31, 2018	December 31, 2017
Compensation	\$ 5,178	\$ 6,043
Interest	1,375	2,451
Deferred revenue	6,971	9,741
Dividend payable	79	79
Legal	646	595
Accrued rebates, chargebacks and other revenue reserves	17,863	19,613
Refund to manufacturer	268	647
Customer advances	415	3,198
Other	7,343	3,514
Total	\$ 40,138	\$ 45,881

The following table provides a summary of activity with respect to the Company's sales allowances and accruals for the three months ended March 31, 2018:

(in thousands)	Discount and Distribution Fees	Government Rebates and Chargebacks	Assistance and Other Discounts	Product Return	Total
Balance at December 31, 2017:	\$ 3,422	\$ 8,709	\$ 4,178	\$3,304	\$19,613
Allowances for current period sales	2,323	3,669	2,064	572	8,628
Allowances for prior period sales	—	—	—	—	—
Credits/payments for current period sales	(329)	(347)	(154)	—	(830)
Credits/payments for prior period sales	(2,344)	(5,194)	(2,010)	—	(9,548)
Balance at March 31, 2018:	\$ 3,072	\$ 6,837	\$ 4,078	\$3,876	\$17,863

12. Commitments and Contingencies

Wellstat Litigation

On September 4, 2015, the Company filed in the Supreme Court of New York a motion for summary judgment in lieu of complaint which requested that the court enter judgment against Wellstat Diagnostics Guarantors for the total amount due on the Wellstat Diagnostics debt, plus all costs and expenses including lawyers' fees incurred by the Company in enforcement of the related guarantees. On July 29, 2016, the court issued its Memorandum of Decision

granting the Company's motion for summary judgment and denying the Wellstat Diagnostics Guarantors' cross-motion for summary judgment seeking a determination that they were no longer liable under the guarantees. The Supreme Court of New York held that the Wellstat Diagnostics Guarantors are liable for all "Obligations" owed by Wellstat Diagnostics to the Company. It did not set a specific dollar amount due, but ordered that a judicial hearing officer or special referee be designated to determine the amount of the

Obligations owing, and awarded the Company its attorneys' fees and costs in an amount to be determined. On July 29, 2016, the Wellstat Diagnostics Guarantors filed a notice of appeal from the Memorandum of Decision to the Appellate Division of the Supreme Court of New York. On February 14, 2017, the Appellate Division reversed the summary judgment decision of the Supreme Court in the Company's favor, but affirmed the denial of the Wellstat Guarantors' cross-motion for summary judgment. The Appellate Division determined that the action was inappropriate for summary judgment pursuant to New York Civil Practice Law & Rules section 3213 on procedural grounds, but specifically made no determination regarding whether the Company was entitled to a judgment on the merits. Pursuant to this decision, the action has been remanded to the Supreme Court for further proceedings on the merits. The proceeding is being conducted as a plenary proceeding, with both parties having the opportunity to take discovery and file dispositive motions in accordance with New York civil procedure.

Noden Pharma DAC v Anchen Pharmaceuticals, Inc. et al

On June 12, 2017, Noden Pharma DAC filed a complaint against Anchen Pharmaceuticals, Inc. ("Anchen") and Par Pharmaceutical ("Par") for infringement of U.S. Patent No. 8,617,595 based on their submission of an Abbreviated New Drug Application ("ANDA") seeking authorization from the FDA to market a generic version of Tekturna[®] aliskiren hemifumarate tablets, 150 mg and 300 mg, in the United States. Noden Pharma DAC's suit triggered a 30-month stay of FDA approval of that application under the Hatch Waxman Act. Par filed a counterclaim seeking a declaratory judgment that their proposed generic version of Tekturna HCT[®] aliskiren hemifumarate hydrochlorothiazide tablets (150 mg eq. base/12.5 mg HCT, 150 mg eq. base/25 mg HCT, 300 mg eq. base/12.5 mg HCT, and 300 mg eq. base/25 mg HCT), described in a separate ANDA submitted by Par to FDA, alleging noninfringement of U.S. Patent No. 8,618,172 (the "'172 Patent'"), also owned by Noden Pharma DAC. This case is proceeding in the United States District Court for the District of Delaware. In March 2018, each of the parties to the proceeding filed a joint stipulation of dismissal of the defendants' counterclaim seeking a declaratory judgment of non-infringement of the '172 Patent. In the stipulation, Anchen and Par agreed that they will not seek, or otherwise join or assist in, any post-grant review, including inter partes review, of the '172 Patent or U.S. Patent No. 9,023,893 (the "'893 Patent'"). The defendants further stipulated that they will not seek approval of Par's ANDA or submit any other ANDA seeking approval to market aliskiren hemifumarate hydrochlorothiazide prior to the expiration of the '172 Patent in July of 2028. Both the '172 Patent and the '893 Patent are listed in the Orange Book for Tekturna HCT. Noden Pharma DAC intends to continue to take appropriate legal action to protect its intellectual property in Tekturna[®] and Tekturna HCT[®].

Noden Pharma DAC is aware that Novartis Pharma AG ("Novartis") received Paragraph IV certifications from Par for Tekturna HCT and Anchen on December 31, 2013. Novartis did not file a responsive patent infringement suit related to these certifications. However, to Noden Pharma DAC's knowledge, neither Par nor Anchen have in the meantime commercialized generic aliskiren products.

Other Legal Proceedings

From time to time, the Company is involved in lawsuits, arbitrations, claims, investigations and proceedings, consisting of intellectual property, commercial, employment and other matters, which arise in the ordinary course of business. The Company makes provisions for liabilities when it is both probable that a liability has been incurred and the amount of the loss can be reasonably estimated. Such provisions are reviewed at least quarterly and adjusted to reflect the impact of settlement negotiations, judicial and administrative rulings, advice of legal counsel, and other information and events pertaining to a particular case. Litigation is inherently unpredictable. If any unfavorable ruling were to occur in any specific period, there exists the possibility of a material adverse impact on the results of the Company's operations of that period and on its cash flows and liquidity.

Lease Guarantee

In connection with the spin-off (the “Spin-Off”) by the Company of Facet Biotech Corporation (“Facet”), the Company entered into amendments to the leases for the Company’s former facilities in Redwood City, California, under which Facet was added as a co-tenant, and a Co-Tenancy Agreement, under which Facet agreed to indemnify us for all matters related to the leases attributable to the period after the Spin-Off date. As of March 31, 2018, the total lease payments for the duration of the guarantee, which runs through December 2021, are approximately \$42.3 million. In April 2010, Abbott Laboratories acquired Facet and later renamed the entity AbbVie Biotherapeutics, Inc. (“AbbVie”). If AbbVie were to default under its lease obligations, the Company could be held liable by the landlord as a co-tenant and, thus, the Company has in substance guaranteed the payments under the lease agreements for the Redwood City facilities.

The Company prepared a discounted, probability weighted cash flow analysis to calculate the estimated fair value of the lease guarantee as of the Spin-Off. The Company was required to make assumptions regarding the probability of Facet’s default on the lease payment, the likelihood of a sublease being executed and the times at which these events could occur. These

assumptions are based on information that the Company received from real estate brokers and the then-current economic conditions, as well as expectations of future economic conditions. The fair value of this lease guarantee was charged to additional paid-in capital upon the Spin-Off and any future adjustments to the carrying value of the obligation will also be recorded in additional paid-in capital.

The Company has recorded a liability of \$10.7 million on its Condensed Consolidated Balance Sheets as of March 31, 2018 and December 31, 2017, related to this guarantee. In future periods, the Company may adjust this liability for any changes in the ultimate outcome of this matter that are both probable and estimable.

Irrevocable Letters of Credit

On June 30, 2016, the Company purchased a \$75.0 million certificate of deposit, which is designated as cash collateral for the \$75.0 million letter of credit issued on July 1, 2016 with respect to the first anniversary payment under the Noden Purchase Agreement (as defined in Note 19 below). In addition, the Company provided an irrevocable and unconditional guarantee to Novartis, to pay up to \$14.0 million of the remaining amount of the first anniversary payment not covered by the letter of credit. The Company concluded that both guarantees are contingent obligations and shall be accounted for in accordance with ASC 450, Contingencies. Further, it was concluded that both guarantees do not meet the conditions to be accrued at March 31, 2018. On July 3, 2017, the first anniversary payment of \$89.0 million was paid pursuant to the Noden Purchase Agreement and the \$14.0 million guarantee expired.

Purchase Obligations

In connection with the Noden Transaction, Noden entered into an unconditional purchase obligation with Novartis to acquire all local finished goods inventory in certain countries upon transfer of the applicable marketing authorization rights in such country. The purchase is payable within 60 days after the transfer of the marketing authorization rights. The agreement does not specify minimum quantities but details pricing terms.

In addition, Noden and Novartis entered into a supply agreement pursuant to which Novartis will manufacture and supply to Noden a finished form of the Noden Products and bulk drug form of the Noden Products for specified periods of time prior to the transfer of manufacturing responsibilities for the Noden Products to another manufacturer. The supply agreement may be terminated by either party for material breach that remains uncured for a specified time period. The supply agreement commits the Company to a minimum purchase obligation of approximately \$75.4 million and \$105.8 million over the next twelve and thirty-six months, respectively. The Company expects that Noden will meet this requirement.

LENSAR and Coherent, Inc. entered into an Original Equipment Manufacturer agreement pursuant to which Coherent, Inc. will manufacture and supply to LENSAR Staccato Lasers by March 31, 2019. The supply agreement commits LENSAR to a minimum purchase obligation of approximately \$1.1 million over the next twelve months. The Company expects that LENSAR will meet this requirement. For more information about the LENSAR transaction, see Note 19.

Escrow Receivable

On September 21, 2017, the Company entered into the kaléo Note Sale Agreement, pursuant to which the Company sold its entire interest in the kaléo Note.

Pursuant to the kaléo Note Sale Agreement, the purchaser paid to the Company an amount equal to 100% of the then outstanding principal, a premium of 1% of such amount and accrued interest under the kaléo Notes, for an aggregate cash purchase price of \$141.7 million.

Pursuant to the terms of the kaléo Note Sale Agreement, \$1.4 million of the aggregate purchase price was deposited into an escrow account as a potential payment against certain contingencies, which expires on the 18th month anniversary of the closing date. Upon the expiration of escrow period, the escrow agent is required to release remaining funds to the Company.

The Company does not expect there to be any claims by the purchaser under the escrow agreement. However, in the event that such a claim is made, and if successful, the amount of such a claim up to \$1.4 million would be released from the escrow account to the purchaser, which amount would be reduced from the amount released to the Company at the end of the 18-month escrow period. As of March 31, 2018, the Company is not aware of any claims by the purchaser that would reduce the escrow receivable.

13. Convertible Notes

		Principal Balance Outstanding	Carrying Value	
Description (In thousands)	Maturity Date	March 31, 2018	March 31, 2018	December 31, 2017
Convertible Notes				
February 2018 Notes	February 1, 2018	\$ —	\$—	\$126,066
December 2021 Notes	December 1, 2021	\$ 150,000	119,166	117,415
Total			\$119,166	\$243,481

February 2018 Notes

On February 12, 2014, the Company issued \$300.0 million in aggregate principal amount, at par, of the February 2018 Notes in an underwritten public offering, for net proceeds of \$290.2 million. The February 2018 Notes were due February 1, 2018, and the Company paid interest at 4.0% on the February 2018 Notes semiannually in arrears on February 1 and August 1 of each year, beginning August 1, 2014. A portion of the proceeds from the February 2018 Notes, net of amounts used for purchased call option transactions and provided by the warrant transactions described below, were used to redeem \$131.7 million of the Company's 2.975% Convertible Senior Notes due February 17, 2016.

On November 20, 2015, the Company's agent initiated the repurchase of \$53.6 million in aggregate principal amount of its February 2018 Notes for \$43.7 million in cash in four open market transactions. The closing of these transactions occurred on November 30, 2015. It was determined that the repurchase of the principal amount shall be accounted for as a partial extinguishment of the February 2018 Notes. As a result, a gain on extinguishment of \$6.5 million was recorded at closing of the transaction. The \$6.5 million gain on extinguishment included the de-recognition of the original issuance discount of \$3.1 million, outstanding deferred issuance costs of \$0.9 million and agent fees of \$0.1 million. In connection with this repurchase of the February 2018 Notes, the Company unwound a portion of the purchased call options related to the notes. As a result of this unwinding, the Company received \$0.3 million in cash. The payments received have been recorded as an increase to additional paid-in-capital. In addition, the Company unwound a portion of the warrants for \$0.2 million in cash, payable by the Company. The payments have been recorded as a decrease to additional paid-in-capital.

On November 22, 2016, the Company repurchased \$120.0 million in aggregate principal amount of its February 2018 Notes for approximately \$121.5 million in cash (including \$1.5 million of accrued interest) in open market transactions. It was determined that the repurchase of the principal amount shall be accounted for as an extinguishment. The extinguishment included the de-recognition of the original issuance discount of \$4.3 million and outstanding deferred issuance costs of \$1.3 million. In connection with the repurchase of the February 2018 Notes, the Company unwound a portion of the purchased call options. The unwind transaction of the purchased call option did not result in any cash payments between the parties. In addition, the Company and the counterparties agreed to unwind a portion of the warrants, which also did not result in any cash payments between the parties.

The February 2018 Notes were convertible under any of the following circumstances:

During any fiscal quarter ending after the quarter ended June 30, 2014, if the last reported sale price of the Company's common stock for at least 20 trading days in a period of 30 consecutive trading days ending on the last trading day of

the immediately preceding fiscal quarter exceeds 130% of the conversion price for the notes on the last day of such preceding fiscal quarter;

During the five business-day period immediately after any five-consecutive trading-day period in which the trading price per \$1,000 principal amount of notes for each trading day of that measurement period was less than 98% of the product of the last reported sale price of the Company's common stock and the conversion rate for the notes for each such day;

Upon the occurrence of specified corporate events as described further in the indenture; or

At any time on or after August 1, 2017.

In accordance with the accounting guidance for convertible debt instruments that may be settled in cash or other assets on conversion, the Company was required to separately account for the liability component of the instrument in a manner that reflects the market interest rate for a similar nonconvertible instrument at the date of issuance. As a result, the Company separated the principal balance of the February 2018 Notes between the fair value of the debt component and the fair value of the common stock conversion feature. Using an assumed borrowing rate of 7.0%, which represents the estimated market interest rate for a similar nonconvertible instrument available to the Company on the date of issuance, the Company recorded a total debt discount of \$29.7 million, allocated \$19.3 million to additional paid-in capital and allocated \$10.4 million to deferred tax liability. The discount was being amortized to interest expense over the term of the February 2018 Notes and increases interest expense during the term of the February 2018 Notes from the 4.0% cash coupon interest rate to an effective interest rate of 6.9%.

On February 1, 2018, upon maturity of the February 2018 Notes, the Company repaid a total cash amount of \$129.0 million to the custodian, The Bank of New York Mellon Trust Company, N.A., which was comprised of \$126.4 million in principal amount and \$2.6 million in accrued interest, to retire the February 2018 Notes.

The carrying value and unamortized discount of the February 2018 Notes were as follows:

(In thousands)	March 31, December 31,	
	2018	2017
Principal amount of the February 2018 Notes	\$	—\$ 126,447
Unamortized discount of liability component	—	(381)
Net carrying value of the February 2018 Notes	\$	—\$ 126,066

Interest expense for the February 2018 Notes on the Company's Condensed Consolidated Statements of Income was as follows:

(In thousands)	Three Months Ended March 31,	
	2018	2017
Contractual coupon interest	\$421	\$1,265
Amortization of debt issuance costs	88	249
Amortization of debt discount	293	848
Total	\$802	\$2,362

Purchased Call Options and Warrants

In connection with the issuance of the February 2018 Notes, the Company entered into purchased call option transactions with two hedge counterparties. The Company paid an aggregate amount of \$31.0 million for the purchased call options with terms substantially similar to the embedded conversion options in the February 2018 Notes. The purchased call options covered, subject to anti-dilution and certain other customary adjustments substantially similar to those in the February 2018 Notes, approximately 13.8 million shares of the Company's common stock. The purchased call options expired on February 1, 2018.

In addition, the Company sold to the hedge counterparties warrants exercisable, on a cashless basis, for the sale of rights to receive shares of common stock that will initially underlie the February 2018 Notes at a strike price of \$10.3610 per share, which represents a premium of approximately 30% over the last reported sale price of the Company's common stock of \$7.97 on February 6, 2014. The Company received an aggregate amount of \$11.4 million for the sale from the two counterparties. The warrant counterparties may exercise the warrants on their specified expiration dates that occur over a period of time. If the VWAP of the Company's common stock, as defined in the

warrants, exceeds the strike price of the warrants, the Company will deliver to the warrant counterparties shares equal to the spread between the VWAP on the date of exercise or expiration and the strike price. If the VWAP is less than the strike price, neither party is obligated to deliver anything to the other.

The purchased call options and warrants are considered indexed to the Company stock, require net-share settlement, and met all criteria for equity classification at inception and in subsequent periods. The purchased call options cost of \$31.0 million, less deferred taxes of \$10.8 million, and the \$11.4 million received for the warrants, was recorded as adjustments to additional paid-in capital.

December 2021 Notes

On November 22, 2016, the Company issued \$150.0 million in aggregate principal amount, at par, of the December 2021 Notes in an underwritten public offering, for net proceeds of \$145.7 million. The December 2021 Notes are due December 1, 2021, and the Company pays interest at 2.75% on the December 2021 Notes semiannually in arrears on June 1 and December 1 of each year, beginning June 1, 2017. A portion of the proceeds from the December 2021 Notes, net of amounts used for capped call transaction described below, was used to extinguish \$120.0 million of the February 2018 Notes.

Upon the occurrence of a fundamental change, as defined in the indenture, holders have the option to require the Company to repurchase their December 2021 Notes at a purchase price equal to 100% of the principal, plus accrued interest.

The December 2021 Notes are convertible under any of the following circumstances:

During any fiscal quarter (and only during such fiscal quarter) commencing after the fiscal quarter ended June 30, 2017, if the last reported sale price of Company common stock for at least 20 trading days (whether or not consecutive), in the period of 30 consecutive trading days, ending on, and including, the last trading day of the immediately preceding fiscal quarter, exceeds 130% of the conversion price for the notes on each applicable trading day;

During the five business-day period immediately after any five consecutive trading-day period, which the Company refers to as the measurement period, in which the trading price per \$1,000 principal amount of notes for each trading day of that measurement period was less than 98% of the product of the last reported sale price of Company common stock and the conversion rate for the notes for each such trading day; or

Upon the occurrence of specified corporate events as described in the indenture.

The initial conversion rate for the December 2021 Notes is 262.2951 shares of the Company's common stock per \$1,000 principal amount of December 2021 Notes, which is equivalent to an initial conversion price of approximately \$3.81 per share of common stock, subject to adjustments upon the occurrence of certain specified events as set forth in the indenture.

In accordance with the accounting guidance for convertible debt instruments that may be settled in cash or other assets on conversion, the Company was required to separately account for the liability component of the instrument in a manner that reflects the market interest rate for a similar nonconvertible instrument at the date of issuance. As a result, the Company separated the principal balance of the December 2021 Notes between the fair value of the debt component and the fair value of the common stock conversion feature. Using an assumed borrowing rate of 9.5%, which represents the estimated market interest rate for a similar nonconvertible instrument available to us on the date of issuance, the Company recorded a total debt discount of \$4.3 million, allocated \$23.8 million to additional paid-in capital and allocated \$12.8 million to deferred tax liability. The discount is being amortized to interest expense over the term of the December 2021 Notes and increases interest expense during the term of the December 2021 Notes from the 2.75% cash coupon interest rate to an effective interest rate of 3.4%. As of March 31, 2018, the remaining discount amortization period is 3.7 years.

The carrying value and unamortized discount of the December 2021 Notes were as follows:

(In thousands)	March 31, December 31,	
	2018	2017
Principal amount of the December 2021 Notes	\$150,000	\$ 150,000
Unamortized discount of liability component	(30,834)	(32,585)
Net carrying value of the December 2021 Notes	\$119,166	\$ 117,415

Interest expense for the December 2021 Notes on the Company's Condensed Consolidated Statements of Income was as follows:

	Three Months Ended March 31,	
(In thousands)	2018	2017
Contractual coupon interest	\$1,031	\$1,031
Amortization of debt issuance costs	19	18
Amortization of debt discount	134	130
Amortization of conversion feature	1,598	1,430
Total	\$2,782	\$2,609

As of March 31, 2018, the December 2021 Notes are not convertible. At March 31, 2018, the if-converted value of the December 2021 Notes did not exceed the principal amount.

Capped Call Transaction

In connection with the offering of the December 2021 Notes, the Company entered into a privately-negotiated capped call transaction with an affiliate of the underwriter of such issuance. The aggregate cost of the capped call transaction was \$14.4 million. The capped call transaction is generally expected to reduce the potential dilution upon conversion of the December 2021 Notes and/or partially offset any cash payments the Company is required to make in excess of the principal amount of converted December 2021 Notes in the event that the market price per share of the Company's common stock, as measured under the terms of the capped call transaction, is greater than the strike price of the capped call transaction. This initially corresponds to the approximate \$3.81 per share conversion price of the December 2021 Notes and is subject to anti-dilution adjustments substantially similar to those applicable to the conversion rate of the December 2021 Notes. The cap price of the capped call transaction was initially \$4.88 per share, and is subject to certain adjustments under the terms of the capped call transaction. The Company will not be required to make any cash payments to the option counterparty upon the exercise of the options that are a part of the capped call transaction, but the Company will be entitled to receive from it an aggregate amount of cash and/or number of shares of the Company's common stock, based on the settlement method election chosen for the related convertible notes, with a value equal to the amount by which the market price per share of the Company's common stock, as measured under the terms of the capped call transaction, is greater than the strike price of the capped call transaction during the relevant valuation period under the capped call transaction, with such number of shares of the Company's common stock and/or amount of cash subject to the cap price.

The Company evaluated the capped call transaction under authoritative accounting guidance and determined that they should be accounted for as separate transactions and classified as a net reduction to additional paid-in capital within stockholders' equity with no recurring fair value measurement recorded.

14. Other Long-Term Liabilities

Other long-term liabilities consist of the following:

	March 31, 2018	December 31, 2017
(In thousands)		
Accrued lease liability	\$10,700	\$10,700
Long-term incentive accrual	1,864	1,729

Edgar Filing: PDL BIOPHARMA, INC. - Form 10-Q

Uncertain tax positions	30,948	30,682
Long-term deferred tax liabilities	1,842	1,208
Dividend payable	47	47
Other	362	343
Total	\$45,763	\$ 44,709

In connection with the Spin-Off, the Company entered into amendments to the leases for the Company's former facilities in Redwood City, California, under which Facet was added as a co-tenant, and a Co-Tenancy Agreement, under which Facet agreed to indemnify the Company for all matters related to the leases attributable to the period after the Spin-Off date. As of March 31, 2018, the total lease payments for the duration of the guarantee, which runs through December 2021, are approximately \$42.3 million. If Facet were to default, the Company could also be responsible for lease-related costs including utilities, property taxes and common area maintenance that may be as much as the actual lease payments. The Company has recorded a liability of \$10.7 million on the Company's Condensed Consolidated Balance Sheets as of March 31, 2018, and December 31, 2017, related to this guarantee.

15. Stock-Based Compensation

The Company grants restricted stock awards pursuant to a stockholder approved stock-based incentive plan. This incentive plan is described in further detail in Note 16, Stock-Based Compensation, of Notes to the Condensed Consolidated Financial Statements in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2017.

On September 12, 2017, the Company granted 961,000 shares of common stock in the form of a nonstatutory inducement stock option grant pursuant to a nonstatutory inducement stock option agreement and granted 240,200 shares of our common stock in the form of an inducement restricted stock grant pursuant to an inducement restricted stock agreement. These inducement awards were not granted under the Company's 2005 Equity Incentive Plan.

The following table summarizes the Company's stock option and restricted stock award activity during the three months ended March 31, 2018:

	Stock Options		Restricted Stock Awards	
	Number of Shares Outstanding	Weighted Average Exercise Price	Number of Shares Outstanding	Weighted Average Grant-date Fair Value Per Share
(In thousands except per share amounts)				
Balance at December 31, 2017	961	\$ 3.21	2,305	\$ 2.68
Granted	—	\$ —	38	\$ 2.74
Vested or released	—	\$ —	(38)	\$ 2.74
Balance at March 31, 2018	961	\$ 3.21	2,305	\$ 2.68

16. Income Taxes

Income tax expense for the three months ended March 31, 2018 and 2017, was \$1.0 million and \$6.6 million, respectively, which resulted primarily from applying the federal statutory income tax rate to income before income taxes. Our effective tax rate for the current period differs from the U.S. federal statutory rate of 21% due primarily to the effect of state income taxes and the foreign rate differential related to Noden Pharma DAC in Ireland.

The uncertain tax positions increased during the three months ended March 31, 2018 and 2017, by zero and \$0.8 million, respectively, resulting from an increase in tax uncertainties and estimated tax liabilities.

On December 22, 2017, the SEC issued Staff Accounting Bulletin No. 118 to address the application of U.S. GAAP in situations when a registrant does not have the necessary information available, prepared, or analyzed (including computations) in reasonable detail to complete the accounting for certain income tax effects of the 2017 Tax Cuts and Job Act. The accounting for all items is expected to be complete during 2018 as additional guidance related to GILTI

is released. Any differences between what was previously recorded and the final amounts or estimates done for subsequent quarters are not expected to be material.

The Company's income tax returns are subject to examination by U.S. federal, state and local tax authorities for tax years 2000 forward. The Company is currently under income tax examination in the state of California for the tax years 2009 through 2015. Although the timing of the resolution of income tax examinations is highly uncertain, and the amounts ultimately paid, if any, upon resolution of the issues raised by the taxing authorities may differ materially from the amounts accrued for each year, the Company does not anticipate any material change to the amount of its unrecognized tax benefit over the next 12 months.

17. Stockholders' Equity

Stock Repurchase Program

On March 1, 2017, the Company's board of directors authorized the repurchase through March 2018 of issued and outstanding shares of the Company's common stock having an aggregate value of up to \$30.0 million pursuant to a share repurchase program. The repurchases under the share repurchase program were made from time to time in the open market or in privately negotiated transactions and were funded from the Company's working capital. All shares of common stock repurchased under the Company's share repurchase program were retired and restored to authorized but unissued shares of common stock at June 30, 2017. The Company repurchased 13.3 million shares of its common stock under the share repurchase program during the fiscal year ended December 31, 2017, for an aggregate purchase price of \$30.0 million, or an average cost of \$2.25 per share, including trading commission.

On September 25, 2017, the Company's board of directors authorized the repurchase of issued and outstanding shares of the Company's common stock having an aggregate value of up to \$25.0 million pursuant to a new share repurchase program. The repurchases under the new share repurchase program are made from time to time in the open market or in privately negotiated transactions and are funded from the Company's working capital. The amount and timing of such repurchases are dependent upon the price and availability of shares, general market conditions and the availability of cash. Repurchases may also be made under a trading plan under Rule 10b5-1, which would permit shares to be repurchased when the Company might otherwise be precluded from doing so because of self-imposed trading blackout periods or other regulatory restrictions. All shares of common stock repurchased under the Company's new share repurchase program are expected to be retired and restored to authorized but unissued shares of common stock. The Company repurchased 1.4 million shares of its common stock under the share repurchase program during the three months ended March 31, 2018, for an aggregate purchase price of \$4.2 million, or an average cost of \$2.97 per share, including trading commission. As of March 31, 2018, the Company had 400,000 shares held in treasury stock at a total cost of \$1.2 million. Those shares were settled and retired on April 6, 2018. The new shares repurchase program may be suspended at any time without notice.

18. Accumulated Other Comprehensive Income

Comprehensive income is comprised of net income and other comprehensive income (loss). The Company includes unrealized net gains (losses) on investments held in its available-for-sale securities in other comprehensive income (loss), and present the amounts net of tax. The Company's other comprehensive income (loss) is included in the Company's Condensed Consolidated Statements of Comprehensive Income.

The balance of accumulated other comprehensive income, net of tax, was as follows:

	Unrealized gains (losses) on available-for-sale securities	Total Accumulated Other Comprehensive Income
(In thousands)		
Beginning Balance at December 31, 2017	\$ 1,181	\$ 1,181
Activity for the three months ended March 31, 2018	(1,181)	(1,181)
Ending Balance at March 31, 2018	\$ —	\$ —

19. Business Combinations

LENSAR TRANSACTION

Description of the LENSAR Transaction

In December 2016, LENSAR filed the Chapter 11 case with the support of the Company, as its largest senior secured creditor under a credit agreement, as amended, that the Company and LENSAR had entered into in 2013. For more information regarding the credit agreement between the Company and LENSAR, please see Note 7. In January 2017, the Company agreed to provide debtor-in-possession financing of up to \$2.8 million in new advances to LENSAR so that it could continue to operate its business during the remainder of the Chapter 11 case. As part of the Chapter 11 case, LENSAR filed a Chapter 11 plan of reorganization, with the Company's support, under which LENSAR would issue 100% of its equity securities to the

Company in exchange for the cancellation of the Company's claims as a secured creditor in the Chapter 11 case. Following consummation of the Plan, LENSAR would become an operating subsidiary of the Company and the Company provided LENSAR a new, senior-secured, first-priority term loan facility (the "Exit Facility").

On April 26, 2017, the bankruptcy court approved the plan of reorganization. On May 11, 2017, LENSAR and the Company consummated the plan of reorganization and LENSAR emerged from bankruptcy. Pursuant to the plan of reorganization, the Company obtained control of 100% of the outstanding voting shares of LENSAR. All assets of the LENSAR bankruptcy estate re-vested in reorganized LENSAR free and clear of all liens, claims or charges. The consummation of the plan of reorganization related transactions effect binding and valid transfers to reorganized LENSAR with all rights, title and interest in the acquired assets. Upon consummation of the plan of reorganization, all debt owed to the Company was eliminated other than the Exit Facility. Liabilities to other creditors, including general unsecured creditors, were satisfied through the plan of reorganization.

The Company concluded that the LENSAR transaction shall be accounted in accordance with ASC 805, Business Combinations, that do not involve a transfer of consideration ("combinations by contract") by applying the acquisition method.

Fair Value of Consideration Transferred

Contemporaneously with the cancellation of the Company's notes receivable with a carrying value of \$43.9 million, the Company acquired 100% equity interests in LENSAR, at fair value, for \$31.7 million, resulting in a loss on extinguishment of notes receivable of \$10.6 million. The fair value of the equity interest in LENSAR was determined primarily using the "income method," which starts with a forecast of all expected future cash flows of the acquired business. The acquisition resulted in a gain on bargain purchase because the fair value of assets acquired and liabilities assumed exceeded the total of the fair value of the equity interest in LENSAR by approximately \$9.3 million, which was recorded in the Consolidated Statement of Income for the year ended December 31, 2017.

Assets Acquired and Liabilities Assumed

The following table summarizes the fair values of the identifiable intangible assets acquired and liabilities assumed at the acquisition date (in thousands):

Cash	\$1,983
Tangible assets	18,647
Intangible assets ⁽¹⁾	11,970
Net deferred tax assets	25,723
Total identifiable assets	58,323
Current liabilities	(6,673)
Total liabilities assumed	(6,673)
Net loss on derecognition of notes receivables	(10,615)
Gain on bargain purchase, net of loss on extinguishment of notes receivable	(9,309)
Total fair value of consideration	\$31,726

⁽¹⁾ As of the effective date of the transaction, identifiable intangible assets are required to be measured at fair value. The fair value measurement is based on significant inputs that are unobservable in the market and thus represents a Level 3 measurement. The Company used an income approach to estimate the preliminary fair value of the intangibles which includes technology, trademarks and customer relationships. The assumptions used to estimate the cash flows

of the business included a discount rate of 16%, estimated gross margins ranging from 37-72%, income tax rate of 35%, and operating expenses consisting of direct costs based on the anticipated level of revenues. The intangible assets have a weighted-average useful life of approximately 15.0 years. The intangible assets for acquired technology and trademarks are being amortized over their estimated useful lives using the straight-line method of amortization. The intangible assets for customer relationship are being amortized using a double-declining method of amortization as such method better represents the economic benefits to be obtained.

Pro Forma Impact of Business Combination

The following table represents the unaudited consolidated financial information for the Company on a pro forma basis for the three and three months ended March 31, 2018 and 2017, assuming that the the LENSAR transaction had closed on January 1, 2016. The historical financial information has been adjusted to give effect to pro forma items that are directly attributable to the acquisitions and are expected to have a continuing impact on the consolidated results. Additionally, the following table sets forth unaudited financial information and has been compiled from historical financial statements and other information, but is not necessarily indicative of the results that actually would have been achieved had the transactions occurred on the dates indicated or that may be achieved in the future.

	Three Months Ended March 31, 2018 2017	
(in thousands)		
Pro forma revenues	\$38,518	\$106,950
Pro forma net income	\$1,522	\$53,466
Pro forma net income per share - basic	\$0.01	\$0.33
Pro forma net income per share - diluted	\$0.01	\$0.33

The unaudited pro forma consolidated results include historical revenues and expenses of assets acquired in the LENSAR Transaction with the following adjustments:

- Adjustment to recognize incremental amortization expense based on the fair value of intangibles acquired;
- Elimination of non-recurring charges directly related to the acquisition that were included in the historical results of operations for the Company; and
- Adjustment to recognize pro forma income tax based on income tax benefit on the amortization of intangible asset at the statutory tax rate of the United States [at such time] (35.0%), and the income tax benefit on the interest expense at the statutory tax rate of the United States [at such time] (35.0%).

20. Segment Information

In connection with acquiring 100% of the equity interests of LENSAR in May 2017, the Company added a third reportable segment, “medical devices” and renamed the previous product sales segment “pharmaceutical”.

Information regarding the Company’s segments for the three and three months ended March 31, 2018 and 2017 is as follows:

Revenues by segment	Three Months Ended March 31, 2018 2017	
(in thousands)		
Pharmaceutical	\$18,342	\$12,581
Medical devices	4,982	—
Income generating assets	15,194	32,859
Total revenues	\$38,518	\$45,440

Income (loss) by segment	Three Months Ended March 31, 2018 2017	
(in thousands)		
Pharmaceutical	\$(1,716)	\$(3,733)

Medical devices	(584) —
Income generating assets	3,902	10,974
Total net income	\$1,602	\$7,241

Long-lived assets by segment

(in thousands)	March 31, 2018	December 31, 2017
Pharmaceutical	\$ 1,164	\$ 822
Medical devices	6,267	6,263
Income generating assets	126	137
Total long-lived assets	\$ 7,557	\$ 7,222

The operations for the Company's Pharmaceutical and Medical Devices segments are primarily located in Ireland and the United States, respectively.

21. Subsequent Events

Share Repurchase Program

From April 1, 2018 to May 8, 2018, the Company repurchased approximately 2.8 million shares of its common stock under the share repurchase program at a weighted average price of \$3.04 per share for a total of \$8.4 million. Since the inception of the share repurchase program in March 2018, the Company has repurchased approximately 4.2 million shares of its common stock for a total of \$12.6 million. Approximately \$12.4 million remains available under the current share repurchase program.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This Quarterly Report on Form 10-Q contains “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements other than statements of historical facts are “forward-looking statements” for purposes of these provisions, including any projections of earnings, revenues or other financial items, any statements of the plans and objectives of management for future operations, including any statements concerning new licensing, any statements regarding future economic conditions or performance, and any statement of assumptions underlying any of the foregoing. These statements involve known and unknown risks, uncertainties and other important factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. In some cases, forward-looking statements can be identified by the use of terminology such as “may,” “will,” “intends,” “plans,” “believes,” “anticipates,” “expects,” “estimates,” “predicts,” “potential,” “continue” or “opportunity,” or the negative thereof or other comparable terminology. The forward-looking statements in this quarterly report are only predictions. Although we believe that the expectations presented in the forward-looking statements contained herein are reasonable at the time they were made, there can be no assurance that such expectations or any of the forward-looking statements will prove to be correct. These forward-looking statements, including with regards to our future financial condition and results of operations, are subject to inherent risks and uncertainties, including but not limited to the risk factors set forth below or incorporated by reference herein, and for the reasons described elsewhere in this Quarterly Report on Form 10-Q. All forward-looking statements and reasons why results may differ included in this Quarterly Report on Form 10-Q are made as of the date hereof. New risk factors and uncertainties may emerge from time to time, and it is not possible for management to predict all risk factors and uncertainties. Except as required by applicable law, we do not plan to publicly update or revise any forward-looking statements contained herein, whether as a result of any new information, future events, changed circumstances or otherwise.

OVERVIEW

We seek to provide a significant return for our stockholders by acquiring and managing a portfolio of companies, products, royalty agreements and debt facilities in the biotechnology, pharmaceutical and medical device industries. In 2012, we began providing alternative sources of capital through royalty monetizations and debt facilities, and in 2016, we began acquiring commercial-stage products and launching specialized companies dedicated to the commercialization of these products. To date, we have consummated seventeen of such transactions, of which nine are active and outstanding. We have one debt transaction outstanding, representing deployed and committed capital of \$20.0 million: CareView; we have one hybrid royalty/debt transaction outstanding, representing deployed and committed capital of \$44.0 million: Wellstat Diagnostics; and we have five royalty transactions outstanding, representing deployed and committed capital of \$396.1 million and \$397.1 million, respectively: KYBELLA®, AcelRx, University of Michigan, Viscogliosi Brothers and Depomed. Our equity and loan investments in Noden represent deployed and committed capital of \$179.0 million and \$202.0 million, respectively, and our converted equity and loan investment in LENSAR represents deployed capital of \$40.0 million.

We operate in three segments designated as Pharmaceutical, Medical Devices and Income Generating Assets.

Our Pharmaceutical segment consists of revenue derived from Tekturna®, Tekturna HCT®, Rasilez® and Rasilez HCT® (collectively, the “Noden Products” or “Tekturna”) sales. Our Medical Devices segment consists of revenue derived from the LENSAR® Laser System sales. Our Income Generating Assets segment consists of revenue derived from (i) notes and other long-term receivables, (ii) royalty rights - at fair value, (iii) equity investments and (iv) royalties from issued patents in the United States and elsewhere, covering the humanization of antibodies, which we refer to as the Queen et al. patents. Prospectively, we expect to focus on the acquisition of additional products and devices and

expect to transact fewer royalty transactions and still fewer debt transactions. We anticipate that over time more of our revenues will come from our Pharmaceutical and Medical Devices segments and less of our revenues will come from our Income Generating Assets segment.

Pharmaceutical

In 2016 we began acquiring, and plan to continue to acquire, commercial-stage products and companies who own or are acquiring pharmaceutical products. Our objective with respect to these transactions is to maximize our portfolio's total return by generating current income from product sales. We consummated our first transaction of this type with the acquisition of the Noden Products in July 2016.

Noden/Tekturna

On July 1, 2016, our subsidiary, Noden Pharma DAC, entered into an asset purchase agreement (“Noden Purchase Agreement”) whereby it purchased from Novartis Pharma AG (“Novartis”) the exclusive worldwide rights to manufacture, market, and sell the Noden Products and certain related assets and assumed certain related liabilities (the “Noden Transaction”). Upon the consummation of the Noden Transaction, a noncontrolling interest holder acquired 6% equity interests in Noden. We purchased the equity interest of the noncontrolling interest holder in May 2017.

Tekturna (or Rasilez outside the United States) contains aliskiren, a direct renin inhibitor, for the treatment of hypertension. While indicated as a first line treatment, it is more commonly used as a third line treatment in those patients who are intolerant of angiotensin converting enzyme inhibitors (“ACEIs”) and angiotensin II receptor blockers (“ARBs”). It is not indicated for use with ACEIs and ARBs in patients with diabetes or renal impairment. Tekturna HCT (or Rasilez HCT outside the United States) is a combination of aliskiren and hydrochlorothiazide, a diuretic, for the treatment of hypertension in patients not adequately controlled by monotherapy and as an initial therapy in patients likely to need multiple drugs to achieve their blood pressure goals. It is not indicated for use with ACEIs and ARBs in patient with diabetes or renal impairment and not for use in patients with known anuria or hypersensitivity to sulfonamide derived drugs. Studies indicate that approximately 12% of hypertension patients are ACEI/ARB inhibitor-intolerant. Tekturna/Rasilez and Tekturna/Rasilez HCT are contraindicated for use by pregnant women.

The agreement between Novartis and Noden provides for various transition periods for development and commercialization activities relating to the Noden Products. Initially, Novartis distributed the Noden Products on behalf of Noden worldwide and Noden received a profit transfer on such sales. In the United States, the duration of the profit transfer ran from July 1, 2016 through October 4, 2016. Outside the United States, the profit transfer ended in the first quarter of 2018. On the transfer of the marketing authorization from Novartis to Noden in each country the profit transfer arrangement terminates. Generally, the profit transfer to Noden is defined as gross revenues less product cost and a low single digit percentage fee to Novartis. Prior to the transfer of the marketing authorization, revenue will be presented on a “net” basis; after the transfer of the marketing authorization, revenue will be presented on a “gross” basis, meaning product costs will be reported separately and there will be no fee to Novartis.

Because Novartis has not actively commercialized the Noden Products for many years, and sales of the Noden Products have been declining annually since that time, the ability of Noden to promote these Noden Products successfully and efficiently will determine whether revenues can be stabilized.

Medical Devices

LENSAR

In December 2016, LENSAR filed a voluntary petition under Chapter 11 of the U.S. Bankruptcy Code (the “Chapter 11 case”). With our support, LENSAR filed a Chapter 11 plan of reorganization under which LENSAR would issue 100% of its equity interests to us in exchange for the cancellation of our claims as a secured creditor in the Chapter 11 case. On May 11, 2017, pursuant to the plan of reorganization and the Chapter 11 plan of reorganization, most of LENSAR’s outstanding debt owed to us was converted to equity and LENSAR became our wholly-owned operating subsidiary.

LENSAR is a medical device company focused on the next generation femtosecond cataract laser technology for refractive cataract surgery. Cataract surgery is the highest volume surgical procedure performed worldwide with over 26.2 million surgeries performed in 2017. The LENSAR® Laser System offers cataract surgeons automation and customization for their astigmatism treatment planning and other essential steps of the refractive cataract surgery

procedure with the highest levels of precision, accuracy, and efficiency. These features assist surgeons in managing their astigmatism treatment plans for optimal overall visual outcomes.

The LENSAR® Laser System has been approved by the FDA for anterior capsulotomy, lens fragmentation, corneal and arcuate incisions. The LENSAR Laser with Augmented Reality™ provides an accurate 3-D model of the relevant anatomical features of each patient's anterior segment, allowing precise laser delivery and to enhance the surgical confidence in performing accurate corneal incisions, precise size, shape and location of free-floating capsulotomies, and efficient lens fragmentation for all grades. The LENSAR® Laser System - fs 3D (LLS-fs 3D) with Streamline™ includes the integration with various pre-op diagnostic devices, automated Iris Registration with automatic cyclorotation adjustment, IntelliAxis-C™ (corneal) and IntelliAxis-L™ (Lens) markers for simple alignment without errors associated with manually marking the eye, of Toric IOLs as well as treatment planning tools for precision guided laser treatments. The corneal incision-only mode, expanded

remote diagnostics capabilities, additional pre-programmable preferences, thoughtful ergonomics, and up to 20 seconds faster laser treatment times with Streamline allow for seamless integration and maximum surgical efficiency.

For details regarding LENSAR, the LENSAR transaction and Chapter 11 case, see Note 19 to the Condensed Consolidated Financial Statements included in Item 1.

Income Generating Assets

We acquire income generating assets when such assets can be acquired on terms that we believe allow us to increase return to our stockholders. The income generating assets typically consist of (i) notes and other long-term receivables, (ii) royalty rights and hybrid notes/royalty receivables, (iii) equity investments acquired in connection with note receivable transactions and (iv) royalties from issued patents in the United States and elsewhere. We primarily focus our income generating asset acquisition strategy on commercial-stage therapies and medical devices having strong economic fundamentals. However, our acquired income generating assets will not, in the near term, replace completely the revenues we generated from our license agreements related to our Queen et al. patents. In the second quarter of 2016, our revenues materially decreased after we stopped receiving payments from certain Queen et al. patent licenses and legal settlements, which accounted for 11%, 68% and 82% of our 2017, 2016 and 2015 revenues.

Royalty Rights - At Fair Value

We have entered into various royalty purchase agreements with counterparties, whereby the counterparty conveys to us the right to receive royalties that are typically payable on sales revenue generated by the sale, distribution or other use of the counterparties' products. Certain of our royalty agreements provide the counterparty with the right to repurchase the royalty rights at any time for a specified amount.

We record the royalty rights at fair value using discounted cash flows related to the expected future cash flows to be received. We use significant judgment in determining our valuation inputs, including estimates as to the probability and timing of future sales of the licensed product. A third-party expert is generally engaged to assist us with the development of our estimate of the expected future cash flows. The estimated fair value of the asset is subject to variation should those cash flows vary significantly from our estimates. At each reporting period, an evaluation is performed to assess those estimates, discount rates utilized and general market conditions affecting fair market value.

While we currently maintain this portfolio of royalty rights, our intention is to pursue fewer of these transactions while we focus on acquiring additional specialty pharmaceutical products or companies. At March 31, 2018, we had a total of five royalty rights transactions outstanding.

Notes and Other Long-Term Receivables

We have entered, and may continue to enter, into credit agreements with borrowers across the healthcare industry, under which we make available cash loans to be used by the borrower. Obligations under these credit agreements are typically secured by a pledge of substantially all the assets of the borrower and any of its subsidiaries. While we currently maintain this portfolio of notes receivable, our intention is to pursue fewer debt transactions, and focus on acquiring additional specialty pharmaceutical products or companies. At March 31, 2018, we had a total of two notes receivable transaction outstanding.

Equity Investments

In connection with credit and royalty agreements, from time to time we may make equity investments in healthcare companies. Our investment objective with respect to potential equity investments is to maximize our portfolio total

return by generating current income from capital appreciation, and our primary business objectives are to increase our net income, net operating income and asset value by investing in companies with the potential for equity appreciation and realized gains.

Royalties from Queen et al. patents

While the Queen et al. patents have expired and the resulting royalty revenue has dropped substantially since the first quarter of 2016, we continue to receive royalty revenue from one product under the Queen et al. patent licenses, Tysabri®, as a result of sales of licensed product that was manufactured prior to patent expiry. In November 2017, we were notified by Biogen Inc. (“Biogen”) that product supply for Tysabri® that was manufactured prior to patent expiry, and for which we would receive royalties on, had been extinguished in the United States and was rapidly being reduced in other countries. As a result, we

anticipate royalties from product sales of Tysabri to be substantially lower in 2018 and are expected to cease after the first quarter of 2019.

Intellectual Property

Patents

Tekturna is protected by multiple patents worldwide, which specifically cover the composition of matter, the pharmaceutical formulations and methods of production. In the United States, the FDA Orange Book lists one patent, U.S. patent No. 5,559,111 (the “111 Patent”), which covers compositions of matter comprising aliskiren. The ‘111 Patent expires on January 21, 2019, which was previously extended through a pediatric extension. In addition, the FDA Orange Book for Tekturna lists U.S. Patent No. 8,617,595, which covers certain compositions comprising aliskiren, together with other formulation components, and will expire on February 19, 2026. The FDA Orange Book for Tekturna HCT lists U.S. patent No. 8,618,172, which covers certain compositions comprising aliskiren, together with other formulation components, and will expire on July 13, 2028. In Europe, European patent No. 678 503B (the “503B Patent”) expired in 2015. However, numerous SPCs have been granted which are based on the ‘503B Patent and which will provide for extended protection. These SPCs generally expire in April of 2020.

LENSAR has developed the LENSAR® Laser System (the “LENSAR Technology”). The LENSAR Technology is the only femtosecond cataract laser built specifically for refractive cataract surgery. The LENSAR Technology is protected by over 60 patents in the United States and rest of the world and over 45 pending patents in the United States and rest of the world.

We have been issued patents in the United States and elsewhere, covering the humanization of antibodies, which we refer to as our Queen et al. patents. Our Queen et al. patents, for which final patent expiry was in December 2014, covered, among other things, humanized antibodies, methods for humanizing antibodies, polynucleotide encoding in humanized antibodies and methods of producing humanized antibodies.

Our U.S. patent No. 5,693,761 (the “761 Patent”), which expired on December 2, 2014, covered methods and materials used in the manufacture of humanized antibodies. In addition to covering methods and materials used in the manufacture of humanized antibodies, coverage under our 761 Patent typically extended to the use or sale of compositions made with those methods and/or materials. Our European patent no. 0 451 216B (the “216B Patent”) expired in Europe in December 2009. We have been granted Supplementary Protection Certificates (“SPCs”) for the Avastin®, Herceptin®, Lucentis®, Xolair® and Tysabri® products in many of the jurisdictions in the European Union in connection with the 216B Patent. The SPCs effectively extended our patent protection with respect to Avastin, Herceptin, Lucentis, Xolair and Tysabri generally until December 2014, except that the SPCs for Herceptin expired in July 2014. Because SPCs are granted on a jurisdiction-by-jurisdiction basis, the duration of the extension varies slightly in certain jurisdictions.

Licensing Agreements

We previously entered into licensing agreements under our Queen et al. patents with numerous entities that are independently developing or have developed humanized antibodies. Although the Queen et al. patents and related rights have expired, we are entitled under our license agreements to continue to receive royalties in certain instances based on net sales of products that were made prior to but sold after patent expiry. In addition, we are entitled to royalties based on know-how provided to a licensee. In general, these agreements cover antibodies targeting antigens specified in the license agreements. Under our licensing agreements, we are entitled to receive a flat-rate royalty based upon our licensees’ net sales of covered antibodies.

Our total revenues from licensees under our Queen et al. patents were \$2.8 million and \$14.2 million, net of rebates and foreign exchange hedge adjustments, for the three months ended March 31, 2018 and 2017, respectively.

Licensing Agreements for Marketed Products

In the three months ended March 31, 2018 and 2017, we received royalties on sales of Tysabri from Biogen.

Biogen

We entered into a patent license agreement, effective April 24, 1998, under which we granted to Elan Corporation, plc (“Elan”) a license under our Queen et al. patents to make, use and sell antibodies that bind to the cellular adhesion molecule 4 in patients with multiple sclerosis. Under the agreement, we are entitled to receive a flat royalty rate in the low, single digits based on Elan’s net sales of the Tysabri product. This license agreement entitles us to royalties following the expiration of our patents with respect to sales of licensed product manufactured prior to patent expiry in jurisdictions providing patent protection. In

April 2013, Biogen, Inc. (“Biogen”) completed its purchase of Elan’s interest in Tysabri, and in connection with such purchase all obligations under our patent license agreement with Elan were assumed by Biogen.

In November 2017, we were notified by Biogen that product supply that was manufactured prior to patent expiry, and for which we would receive royalties on, had been extinguished in the United States and was rapidly being reduced in other countries. This will result in a reduction in royalties from product sales of Tysabri, and we expect royalties to be substantially lower in 2018 and are expected to cease in the first quarter of 2019.

Economic and Industry-wide Factors

Various economic and industry-wide factors are relevant to our business, including changes to laws and interpretation of those laws that protect our intellectual property rights, our licensees’ ability to obtain or retain regulatory approval for products licensed under our patents, fluctuations in foreign currency exchange rates, the ability to attract, retain and integrate qualified personnel, as well as overall global economic conditions. We actively monitor economic, industry and market factors affecting our business; however, we cannot predict the impact such factors may have on our future results of operations, liquidity and cash flows. See also the risk factors included in “Item 1A. Risk Factors” in our Annual Report on Form 10-K for the fiscal year ended December 31, 2017 for additional factors that may impact our business and results of operations.

Critical Accounting Policies and Use of Estimates

Our management’s discussion and analysis of our financial condition and results of operations is based on our financial statements, which we have prepared in accordance with U.S. generally accepted accounting principles. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities and expenses and the disclosure of contingent assets and liabilities in our financial statements. We base our estimates on our limited historical experience, known trends and events and various other factors that we believe are reasonable under the circumstances, which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

During the three months ended March 31, 2018, there have been no significant changes to our critical accounting policies and estimates from those presented in Part II, Item 7 of our Annual Report on Form 10-K for the fiscal year ended December 31, 2017, that are of significance, or potential significance, to us.

Operating Results

Three months ended March 31, 2018, compared to three months ended March 31, 2017

Revenues

	Three Months Ended March 31,		Change from Prior
	2018	2017	Year %
(Dollars in thousands)			
Revenues			
Royalties from Queen et al. patents	\$2,783	\$14,156	(80%)
Royalty rights - change in fair value	11,091	13,146	(16%)
Interest revenue	749	5,457	(86%)

Edgar Filing: PDL BIOPHARMA, INC. - Form 10-Q

Product revenue, net	23,324	12,581	85%
License and other	571	100	(471%)
Total revenues	\$38,518	\$45,440	(15%)

Total revenues were \$38.5 million for the three months ended March 31, 2018, compared with \$45.4 million for the three months ended March 31, 2017. Our total revenues decreased by 15%, or \$6.9 million, for the three months ended March 31, 2018, when compared to the same period of 2017. The decrease was primarily due to decreased sales of Tysabri that was manufactured prior to the patent expiry date and decreased interest revenues due to the sale of the kaléo note receivable asset,

partially offset by an increase in product revenues derived from sales of the LENSAR Laser System, which we did not begin to recognize until May 2017 and revenue from our Pharmaceutical segment related to Noden.

Revenue from our Pharmaceutical segment for the three months ended March 31, 2018 was \$18.3 million, an increase of 46% compared to the same period last year. All pharmaceutical revenues were derived from sales of the Noden Products. While we acquired the exclusive worldwide rights to manufacture, market, and sell the Noden Products from Novartis on July 1, 2016, Novartis was still the primary obligor during the first through third quarters of 2017 for ex-U.S. sales, therefore revenue is presented on a “net” basis for those periods for all ex-U.S. sales. Our revenue recognition policies require estimated product returns, pricing discounts including rebates offered pursuant to mandatory federal and state government programs and chargebacks, prompt pay discounts and distribution fees and co-pay assistance for product sales at each period.

The following table provides a summary of activity with respect to our sales allowances and accruals for the three months ended March 31, 2018:

(in thousands)	Discount and Distribution Fees	Government Rebates and Chargebacks	Assistance and Other Discounts	Product Return	Total
Balance at December 31, 2017:	\$ 3,422	\$ 8,709	\$ 4,178	\$3,304	\$19,613
Allowances for current period sales	2,323	3,669	2,064	572	8,628
Allowances for prior period sales	—	—	—	—	—
Credits/payments for current period sales	(329)	(347)	(154)	—	(830)
Credits/payments for prior period sales	(2,344)	(5,194)	(2,010)	—	(9,548)
Balance at March 31, 2018	\$ 3,072	\$ 6,837	\$ 4,078	\$3,876	\$17,863

Revenue from our Income Generating Assets segment for the three months ended March 31, 2018 were \$15.2 million, a decrease of 53.8%, or \$17.7 million, compared to the same period last year, primarily due to decreased sales of Tysabri that was manufactured prior to the patent expiry date and decreased interest revenues due to the sale of the kaléo note receivable asset.

Revenue from our Medical Devices segment for the three months ended March 31, 2018 was \$5.0 million. All revenues from our Medical Devices segment were derived from LENSAR laser system revenue, procedures and consumables and service revenue which we began to recognize beginning May 11, 2017.

The following tables provides a summary of activity with respect to our royalty rights - change in fair value for the three months ended March 31, 2018 (in thousands):

	Cash Royalties	Change in Fair Value	Royalty Rights - Change in Fair Value
Depomed	\$ 16,907	\$(9,430)	\$7,477
VB	280	137	417
U-M	996	(187)	809
AcelRx	52	2,237	2,289
Avinger	305	(295)	10
KYBELLA	83	6	89
	\$ 18,623	\$(7,532)	\$11,091

The following table summarizes the percentage of our total revenues that individually accounted for 10% or more of our total revenues for the three months ended March 31, 2018 and 2017:

Licensee	Product Name	Three Months Ended March 31, 2018	2017
Biogen	Tysabri	7 %	31 %
Depomed	Glumetza, Janumet XR, Jentadueto XR and Invokamet XR	19 %	14 %
N/M	Tekturna, Tekturna HCT, Rasilez and Rasilez HCT	48 %	28 %
kaléo	Interest revenues	— %	10 %
LENSAR	LENSAR Laser System	13 %	— %

N/M = Not meaningful

Operating Expenses

	Three Months Ended March 31,		Change from Prior Year %
	2018	2017	
(In thousands)			
Cost of product revenue, (excluding intangible amortization)	\$ 10,566	\$ 2,552	314%
Amortization of intangible assets	6,293	6,015	5%
General and administrative	11,661	12,576	(7)%
Sales and marketing	5,513	2,584	113%
Research and development	793	1,766	(55)%
Change in fair value of acquisition-related contingent consideration	(600)	1,442	(142)%
Total operating expenses	\$ 34,226	\$ 26,935	27%
Percentage of total revenues	89 %	59 %	

The increase in operating expenses for the three months ended March 31, 2018, as compared to the same period in 2017, was a result of the Pharmaceutical and Medical Devices segments contributing additional cost of product revenue of \$5.6 million and \$2.4 million, respectively, and was due to increased revenue in the Pharmaceutical segment and recognition of costs of goods for ex-U.S. revenue and increased revenue from the Medical Devices segment which PDL did not begin to recognize until May 2017. Sales and marketing expense increased an additional \$1.4 million and \$1.5 million, respectively, and research and development increased an additional \$0.6 million due to LENSAR Laser System research and development. These increases were partially offset by an increase of a change in fair value in acquisition-related contingent consideration of \$2.0 million, a decrease in research and development costs for the completion of a pediatric trial for Tekturna and a decrease in general and administration asset management and legal expenses related to the Merck litigation.

Non-operating Expense, Net

Non-operating expense, net, for the three months ended March 31, 2018 decreased, as compared to the same period in 2017, primarily due to the repayment of the February 2018 Notes in February 2018, partially offset by an increase in interest income from investments. The decrease in interest expense for the three months ended March 31, 2018, as compared to the same period in 2017, consisted primarily of non-cash interest expense as we are required to compute interest expense using the interest rate for similar nonconvertible instruments in accordance with the accounting guidance for convertible debt instruments that may be settled in cash or other assets on conversion.

Income Taxes

Income tax expense for the three months ended March 31, 2018 and 2017, was \$1.0 million and \$6.6 million, respectively, which resulted primarily from applying the federal statutory income tax rate to income before income taxes. Our effective tax rates for the current period differs from the U.S. federal statutory rate of 21% due primarily to the effect of state income taxes and the foreign rate differential related to Noden Ireland. We intend to indefinitely reinvest all our undistributed foreign earnings outside the United States.

The uncertain tax positions increased during the three months ended March 31, 2018 and 2017, by zero and \$0.8 million, respectively, resulting from an increase in tax uncertainties and estimated tax liabilities.

On December 22, 2017, the SEC issued Staff Accounting Bulletin No. 118 to address the application of U.S. GAAP in situations when a registrant does not have the necessary information available, prepared, or analyzed (including computations) in reasonable detail to complete the accounting for certain income tax effects of the 2017 Tax Cuts and Job Act. The accounting for all items is expected to be complete during 2018 as additional guidance related to GILTI is released. Any differences between what was previously recorded and the final amounts or estimates done for subsequent quarters are not expected to be material.

Net Income per Share

Net income per share for the three months ended March 31, 2018 and 2017, is presented below:

	Three Months Ended March 31, 2018 2017	
Net income per share - basic	\$0.01	\$0.04
Net income per share - diluted	\$0.01	\$0.04

Liquidity and Capital Resources

We finance our operations primarily through royalty and other license-related revenues, public and private placements of debt and equity securities, interest income on invested capital and revenues from product sales. We currently have 14 full-time employees managing our intellectual property, our asset acquisitions, operations and other corporate activities as well as providing for certain essential reporting and management functions of a public company. In addition, we have 15 full-time employees at our operating subsidiary, Noden, who manage Noden's business and operations, and 58 full time employees at our operating subsidiary, LENSAR, who manage the medical device business and operations.

Our future capital requirements are difficult to forecast and will depend upon many factors, including our ability to identify and acquire specialty pharmaceutical products, the costs and timing of future commercialization activities, including product manufacturing, marketing, sales and distribution, the resources we devote to developing and supporting our products and other factors. Additionally, we will continue to evaluate possible acquisitions of new products, devices, royalty revenues or other income generating assets, which may require the use of cash or additional financing.

The general cash needs of our Pharmaceutical, Medical Device and Income Generating Assets segments can vary significantly. In our Pharmaceutical segment, cash needs tend to be driven primarily by material purchases and

anticipated near-term capital expenditures. In our Medical Device segment, the primary factors determining cash needs tend to be the funding of our operations. The cash needs of our Income Generating Assets segment tend to be driven by legal and professional service fees. On a consolidated basis, cash needs tend to be driven by funding of potential repurchases of our common stock and additional acquisition transactions.

We had cash, cash equivalents and short-term investments in the aggregate of \$405.1 million and \$532.1 million at March 31, 2018, and December 31, 2017, respectively. The decrease was primarily attributable to the repayment of the February 2018 Notes of \$126.4 million, the repurchase of common stock for \$3.6 million, the purchase of fixed assets of \$1.4 million and cash used in operating activities of \$13.5 million, partially offset by proceeds from royalty right payments of \$18.6 million and proceeds from the sale of available for sale securities of \$4.1 million.

On September 25, 2017, we announced that our board of directors authorized the repurchase of issued and outstanding shares of our common stock having an aggregate value of up to \$25.0 million pursuant to a share repurchase program. The repurchases under the share repurchase program are made from time to time in the open market or in privately negotiated transactions and are funded from our working capital. The amount and timing of such repurchases are dependent upon the price and availability of shares, general market conditions and the availability of cash. Repurchases may also be made under a trading plan under Rule 10b5-1, which would permit shares to be repurchased when we might otherwise be precluded from doing so because of self-imposed trading blackout periods or other regulatory restrictions. All shares of common stock repurchased under the share repurchase program are expected to be retired and restored to authorized but unissued shares of common stock. As of March 31, 2018, we repurchased 1.4 million shares of our common stock under the share repurchase program during the three months ended March 31, 2018, for an aggregate purchase price of \$4.2 million, or an average cost of \$2.97 per share, including trading commission. From April 1, 2018 to May 7, 2018, we repurchased approximately 2.8 million shares of our common stock under the share repurchase program at a weighted average price of \$3.03 per share for a total of \$8.4 million. Since the inception of the share repurchase program in March 2018, we have repurchased approximately 4.2 million shares of its common stock for a total of \$12.6 million. The new share repurchase program may be suspended or discontinued at any time without notice.

We believe that cash from future revenues from acquired income generating assets and products, net of operating expenses, debt service and income taxes, plus cash on hand, will be sufficient to fund our operations over the next several years. Our continued success is dependent on our ability to acquire new income generating assets and products, and the timing of these transactions, in order to provide recurring cash flows going forward and to support our business model, and to pay amounts due on our debt as they become due.

We continuously evaluate alternatives to increase return for our stockholders, including, for example, purchasing income generating assets, selling discreet assets, buying back our convertible notes, repurchasing our common stock and selling our company.

We may consider additional debt or equity financings to support the growth of our business if cash flows from existing investments are not sufficient to fund future potential investment opportunities and acquisitions.

Off-Balance Sheet Arrangements

As of March 31, 2018, we did not have any off-balance sheet arrangements, as defined under SEC Regulation S-K Item 303(a)(4)(ii).

Contractual Obligations

Convertible Notes

As of March 31, 2018, our convertible note obligation consisted of our December 2021 Notes, which in the aggregate totaled \$150.0 million in principal.

We expect that our debt service obligations over the next several years will consist of interest payments and repayment of our December 2021 Notes. We may further seek to exchange, repurchase or otherwise acquire the convertible notes in the open market in the future, which could adversely affect the amount or timing of any distributions to our stockholders. We would make such exchanges or repurchases only if we deemed it to be in our stockholders' best interest. We may finance such repurchases with cash on hand and/or with public or private equity or debt financings if we deem such financings to be available on favorable terms.

Noden Purchase Agreement

Pursuant to the Noden Purchase Agreement, Noden is required to pay up to \$95.0 million in milestone payments, subject to the occurrence of such milestones. If the milestones are achieved, we expect to fund at least \$38.0 million in the form of additional equity contributions to Noden.

Kybella Royalty Agreement

On July 8, 2016, we entered into a royalty purchase and sales agreement with an individual, whereby we acquired that individual's rights to receive certain royalties on sales of KYBELLA by Allergan plc, in exchange for a \$9.5 million cash payment and up to \$1.0 million in future milestone payments based upon product sales targets.

Guarantees

Redwood City Lease Guarantee

In connection with the Spin-Off of Facet, we entered into amendments to the leases for our former facilities in Redwood City, California, under which Facet was added as a co-tenant, and a Co-Tenancy Agreement, under which Facet agreed to indemnify us for all matters related to the leases attributable to the period after the Spin-Off date.

Purchase Obligation

In connection with the Noden Transaction, Noden entered into an unconditional purchase obligation with Novartis to acquire all local finished goods inventory in certain countries upon transfer of the applicable marketing authorization rights in such country. The purchase is payable within 60 days after the transfer of the marketing authorization rights. The agreement does not specify quantities but details pricing terms.

In addition, Noden and Novartis entered into a supply agreement pursuant to which Novartis will manufacture and supply to Noden a finished form of the Noden Products and bulk drug form of the Noden Products for specified periods of time prior to the transfer of manufacturing responsibilities for the Noden Products to another manufacturer. The supply agreement commits Noden to a minimum purchase obligation of approximately \$75.4 million and \$105.8 million over the next twelve and twenty-four months, respectively. We expect Noden to meet this requirement.

LENSAR and Coherent, Inc. entered into an Original Equipment Manufacturer agreement pursuant to which Coherent, Inc. will manufacture and supply to LENSAR Staccato Lasers by December 31, 2018. The supply agreement commits LENSAR to a minimum purchase obligation of approximately \$1.1 million over the next twelve months. We expect LENSAR to meet this requirement.

Escrow Receivable

On September 21, 2017, we entered into an agreement (the “kaléo Note Sale Agreement”) with MAM-Kangaroo Lender, LLC, a Delaware limited liability company (the “Purchaser”), pursuant to which we sold our entire interest in the notes issued by Accel 300, LLC (“Accel 300”) pursuant to that certain Indenture, dated as of April 1, 2014, by and between Accel 300 and U.S. Bank National Association, as the current trustee of the notes described therein (the “kaléo Note”).

Pursuant to the kaléo Note Sale Agreement, the Purchaser paid to us an amount equal to 100% of the then outstanding principal, a premium of 1% of such amount and accrued interest under the kaléo Notes, for an aggregate cash purchase price of \$141.7 million.

Pursuant to the terms of the kaléo Note Sale Agreement, \$1.4 million of the aggregate purchase price was deposited into an escrow account as a potential payment against certain contingencies, which expires on the 18th month anniversary of the closing date. Upon the expiration of the escrow period, the escrow agent is required to release remaining funds to us.

We do not expect there to be any claims by the Purchaser under the escrow agreement. However, in the event that such a claim is made, and if successful, the amount of such a claim up to \$1.4 million would be released from the escrow to the Purchaser, which amount would be reduced from the amount released to us at the end of the 18 month escrow period. As of March 31, 2018, we are not aware of any claims by the Purchaser that would reduce the escrow receivable.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

As of March 31, 2018, there have been no material changes in our market risk from that described in “Item 7A. Quantitative and Qualitative Disclosures About Market Risk” in our Annual Report on Form 10-K for the fiscal year ended December 31, 2017.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, we evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended) as of March 31, 2018. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that, as of March 31, 2018, our disclosure controls and procedures were effective.

Changes in Internal Control Over Financial Reporting

There have been no changes in our internal control over financial reporting that occurred during the quarter ended March 31, 2018, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. However, on May 11, 2017, we acquired LENSAR. In accordance with the SEC's published guidance, our Annual Report on Form 10-K for the year ending December 31, 2017 did not include consideration of the internal controls of LENSAR within management's assessment of the effectiveness of internal control over financial reporting as of December 31, 2017. We are in the process of integrating LENSAR into our overall internal control over financial reporting process and will incorporate LENSAR into our annual assessment of internal control over financial reporting as of December 31, 2018.

Beginning January 1, 2018, we implemented ASC 606, Revenue from Contracts with Customers. Although the new revenue standard is expected to have an immaterial impact on our ongoing net income, we did implement changes to our processes related to revenue recognition and the control activities with them. These included the development of new policies based on the five-step model provided in the new revenue standard, new training, ongoing contract review requirements, and gathering of information provided for disclosures.

Limitations on the Effectiveness of Controls

A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Because of inherent limitations in all control systems, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis, and no evaluation of controls can provide absolute assurance that all control issues, if any, within an organization have been detected. We continue to improve and refine our internal controls and our compliance with existing controls is an ongoing process.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

The information set forth in Note 12 “Commitments and Contingencies” to our Notes to Condensed Consolidated Financial Statements included in Part I, Item 1, of this Quarterly Report on Form 10-Q is incorporated by reference herein.

ITEM 1A. RISK FACTORS

There have been no material changes to the risk factors included in “Item 1A. Risk Factors” in our Annual Report on Form 10-K for the fiscal year ended December 31, 2017.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

There were no unregistered sales of equity securities during the period covered by this report.

Issuer Purchases of Equity Securities

The following table contains information relating to the repurchases of our common stock made by us in the quarter ended March 31, 2018 (in thousands):

Fiscal Period	Total Number of Shares Repurchased	Average Price Paid Per Share	Total Number of Shares Purchased As Part of a Publicly Announced Program	Approximate Dollar Amount of Shares That May Yet be Purchased Under the Program ⁽¹⁾
January 1, 2018 to January 31, 2018	—	\$ —	—	\$ 25,000
February 1, 2018 to February 28, 2018	—	—	—	25,000
March 1, 2018 to March 31, 2018	1,400	2.97	1,400	20,841
Total during quarter ended March 31, 2018	1,400	\$ 2.97	1,400	\$ 20,841

⁽¹⁾ On September 25, 2017, our board of directors authorized the repurchase of issued and outstanding shares of the Company’s common stock having an aggregate value of up to \$25.0 million pursuant to a new share repurchase program. The repurchase program may be suspended or discontinued at any time without notice.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

None.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

The exhibits listed in the exhibit index preceding the signature page are filed or furnished as part of this report.

52

EXHIBIT INDEX

Exhibit Number	Exhibit Title
3.1	Restated Certificate of Incorporation effective March 23, 1993 (incorporated by reference to Exhibit 3.1 to Annual Report on Form 10-K filed March 31, 1993)
3.2	<u>Certificate of Amendment of Certificate of Incorporation effective August 21, 2001 (incorporated by reference to Exhibit 3.3 to Annual Report on Form 10-K filed March 14, 2002)</u>
3.3	<u>Certificate of Amendment of Certificate of Incorporation effective January 9, 2006 (incorporated by reference to Exhibit 99.1 to Current Report on Form 8-K filed January 10, 2006)</u>
3.4	<u>Certificate of Designation, Preferences and Rights of the Terms effective August 25, 2006 (incorporated by reference to Exhibit 3.4 to Registration Statement on Form 8-A filed September 6, 2006)</u>
3.5	<u>Third Amended and Restated Bylaws effective December 4, 2014 (incorporated by reference to Exhibit 99.1 to Current Report on Form 8-K filed December 9, 2014)</u>
3.6	<u>Certificate of Amendment of Restated Certificate of Incorporation effective May 22, 2013 (incorporated by reference to Exhibit 4.4 to Registration Statement on Form S-3 filed June 21, 2013)</u>
12.1#	<u>Ratio of Earnings to Fixed Charges</u>
31.1#	<u>Certification of Principal Executive Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as amended</u>
31.2#	<u>Certification of Principal Financial Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as amended</u>
32.1***	<u>Certifications of Principal Executive Officer and Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u>
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema
101.CAL	XBRL Taxonomy Extension Calculation Linkbase
101.DEF	XBRL Taxonomy Extension Definition Linkbase
101.LAB	XBRL Taxonomy Extension Label Linkbase
101.PRE	XBRL Taxonomy Extension Presentation Linkbase

#Filed herewith.

This certification accompanies the Quarterly Report on Form 10-Q to which it relates, is not deemed filed with the Securities and Exchange Commission and is not to be incorporated by reference into any filing of the registrant

**under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended (whether made before or after the date of the Quarterly Report on Form 10-Q), irrespective of any general incorporation language contained in such filing.

SIGNATURES

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

Dated: May 9, 2018

PDL
BIOPHARMA,
INC.
(REGISTRANT)

/s/ John P.
McLaughlin
John P.
McLaughlin
Chief Executive
Officer
(Principal
Executive Officer)

/s/ Peter
S.
Garcia
Peter
S.
Garcia
Vice
President
and
Chief
Financial
Officer
(Principal
Financial
Officer
and
Principal
Accounting
Officer)