UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 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, 2024

OR

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

For the transition period from _____ to

Commission File Number: 001-38276

APELLIS PHARMACEUTICALS, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware	**27-1537290**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
100 Fifth Avenue, Waltham, MA	**02451**
(Address of principal executive offices)	**(Zip Code)**

Registrant's telephone number, including area code: (617) 977-5700

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, $0.0001 par value per share	APLS	Nasdaq Global Select Market

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 every Interactive Data File required to be submitted 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 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	☐	Small reporting company	☐
		Emerging growth company	☐

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

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

As of May 1, 2024, the registrant had 121,365,555 shares of common stock, $0.0001 par value per share, outstanding.

APELLIS PHARMACEUTICALS, INC.
FORM 10-Q
FOR THE QUARTER ENDED MARCH 31, 2023

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Special Note Regarding Forward-Looking Statements and Industry Data

This Quarterly Report on Form 10-Q contains forward-looking statements that involve substantial risks and uncertainties. All statements, other than statements of historical facts, contained in this Quarterly Report on Form 10-Q, including statements regarding our strategy, future operations, future financial position, future revenue, projected costs, prospects, plans and objectives of management and expected market growth are forward-looking statements. The words "anticipate," "believe," "continue," "could," "estimate," "expect," "intend," "may," "plan," "potential," "predict," "project," "should," "target," "would" and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words.

These forward-looking statements include, among other things, statements about:

- the ongoing commercialization of EMPAVELI and SYFOVRE;
- our plans with respect to our ongoing and planned clinical trials for our product candidates, whether conducted by us or Swedish Orphan Biovitrum AB (Publ), or Sobi, or by any future collaborators, including the timing of initiation, dosing of patients, enrollment and completion of these trials and of the anticipated results from these trials;
- our sales, marketing and distribution capabilities and strategies, including for the commercialization and manufacturing of EMPAVELI, SYFOVRE and any future products;
- the rate and degree of market acceptance and clinical utility of EMPAVELI, SYFOVRE and any future products;
- our plans to develop our current and future product candidates for any additional indications;
- the timing of and our ability to obtain and maintain regulatory approvals for our product candidates;
- the potential clinical benefits and attributes of our current and future product candidates we may develop and the inhibition of C3;
- our current and any future collaborations for the development and commercialization of our current and future product candidates;
- the potential benefits of any current or future collaboration, including our collaborations with Sobi and Beam Therapeutics, Inc.;
- the rate and degree of market acceptance and clinical utility of EMPAVELI, SYFOVRE and any other products for which we receive marketing approval;
- our commercialization, marketing and manufacturing capabilities and strategy;
- our intellectual property position and strategy;
- our ability to identify additional products or product candidates with significant commercial potential;
- our estimates regarding expenses, future revenue, capital requirements and needs for additional financing;
- developments relating to our competitors and our industry; and
- the impact of new government laws and regulations (including tax).

We may not actually achieve the plans, intentions or expectations disclosed in our forward-looking statements, and you should not place undue reliance on our forward-looking statements. Actual results or events could differ materially from the plans, intentions and expectations disclosed in the forward-looking statements we make. We have included important factors in the cautionary statements included in this Quarterly Report on Form 10-Q and in our Annual Report on Form 10-K for the fiscal year ended December 31, 2023, particularly in the "Risk Factors" section, that could cause actual results or events to differ materially from the forward-looking statements that we make. Our forward-looking statements do not reflect the potential impact of any future acquisitions, mergers, dispositions, collaborations, joint ventures or investments that we may make or enter into.

You should read this Quarterly Report on Form 10-Q and the documents that we have filed or incorporated by reference as exhibits to this Quarterly Report on Form 10-Q completely and with the understanding that our actual future results may be materially different from what we expect. We do not assume any obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by applicable law.

This Quarterly Report on Form 10-Q includes statistical and other industry and market data that we obtained from industry publications and research, surveys and studies conducted by third parties. All of the market data used in this Quarterly Report on Form 10-Q involves a number of assumptions and limitations, and you are cautioned not to give undue weight to such data. We believe that the information from these industry publications, surveys and studies is reliable. The industry in which we operate is subject to a high degree of uncertainty and risk due to a variety of important factors, including those described in the section titled "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2023. These and other factors could cause results to differ materially from those expressed in the estimates made by the independent parties and by us. The Apellis, EMPAVELI, SYFOVRE and Apellis Assist names and logos are our trademarks, trade names and service marks. The other trademarks, trade names and service marks appearing in this Quarterly Report on Form 10-Q are the property of their respective owners.

Note regarding certain references in this Quarterly Report on Form 10-Q

Unless otherwise stated or the context indicates otherwise, all references herein to "Apellis," "Apellis Pharmaceuticals, Inc.," "we," "us," "our," "our company," "the Company" and similar references refer to Apellis Pharmaceuticals, Inc. and its wholly owned subsidiaries.

In addition, unless otherwise stated or the context indicates otherwise, all references in this Quarterly Report on Form 10-Q to "EMPAVELI (pegcetacoplan)" and "EMPAVELI" refer to systemic pegcetacoplan in the context of the commercially available product in the United States for the treatment of adults with paroxysmal nocturnal hemoglobinuria, or PNH, and references to Aspaveli refer to pegcetacoplan in the context of the commercially available product in the European Union for the treatment of adults with PNH who are anemic after treatment with a C5 inhibitor for at least three months, in each case, as more fully described herein. Unless otherwise stated or the context indicates otherwise, all references in this Quarterly Report on Form 10-Q to "SYFOVRE (pegcetacoplan injection)" and "SYFOVRE" refer to intravitreal pegcetacoplan in the context of the commercially available product for which we received approval from the United States Food and Drug Administration in February 2023 for the treatment of geographic atrophy secondary to age-related macular degeneration. Unless otherwise stated or the context indicates otherwise, all references herein to "pegcetacoplan" refer to pegcetacoplan in the context of the product candidate for which we are exploring further applications and indications, as more fully described herein. The other trademarks, trade names and service marks appearing in this Quarterly Report on Form 10-Q are the property of their respective owners.

PART I—FINANCIAL INFORMATION

Item 1. Financial Statements.

APELLIS PHARMACEUTICALS, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)
(Amounts in thousands, except per share amounts)

	March 31, 2024	December 31, 2023
Assets		
Current assets:		
Cash and cash equivalents	$ 325,923	$ 351,185
Accounts receivable, net	267,837	206,442
Inventory	161,283	146,362
Prepaid assets	43,163	38,820
Restricted cash	1,103	1,114
Other current assets	12,119	22,408
Total current assets	811,428	766,331
Non-current assets:		
Right-of-use assets	14,994	16,745
Property and equipment, net	4,195	4,345
Other assets	1,313	1,309
Total assets	$ 831,930	$ 788,730
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	$ 26,788	$ 37,516
Accrued expenses	101,399	127,806
Current portion of development liability	77,287	75,830
Current portion of lease liabilities	6,257	6,441
Deferred Revenue	3,560	—
Total current liabilities	215,291	247,593
Long-term liabilities:		
Long-term development liability	244,426	239,817
Convertible senior notes	93,109	93,033
Lease liabilities	9,770	11,454
Other liabilities	2,658	2,312
Total liabilities	565,254	594,209
Stockholders' equity:		
Preferred stock, $0.0001 par value; 10,000 shares authorized, and zero shares issued and outstanding at March 31, 2024 and December 31, 2023	—	—
Common stock, $0.0001 par value; 200,000 shares authorized at March 31, 2024 and December 31, 2023; 121,267 shares issued and outstanding at March 31, 2024, and 119,556 shares issued and outstanding at December 31, 2023	12	12
Additional paid-in capital	3,174,100	3,035,539
Accumulated other comprehensive loss	(3,525)	(3,542)
Accumulated deficit	(2,903,911)	(2,837,488)
Total stockholders' equity	266,676	194,521
Total liabilities and stockholders' equity	$ 831,930	$ 788,730

See accompanying notes to unaudited condensed consolidated financial statements

APELLIS PHARMACEUTICALS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS
(Unaudited)
(Amounts in thousands, except per share amounts)

	For the Three Months Ended March 31,	
	2024	2023
Revenue:		
Product revenue, net	$ 163,075	$ 38,800
Licensing and other revenue	9,250	6,046
Total revenue:	172,325	44,846
Operating expenses:		
Cost of sales	20,209	7,809
Research and development	84,701	110,027
Selling, general and administrative	129,505	102,093
Total operating expenses:	234,415	219,929
Net operating loss	(62,090)	(175,083)
Interest income	3,303	5,393
Interest expense	(6,967)	(7,529)
Other (expense)/ income, net	(499)	(277)
Net loss before taxes	(66,253)	(177,496)
Income tax expense	170	282
Net loss	$ (66,423)	$ (177,778)
Other comprehensive gain/(loss):		
Foreign currency translation	17	100
Total other comprehensive income	17	100
Comprehensive loss, net of tax	$ (66,406)	$ (177,678)
Net loss per common share, basic and diluted	$ (0.54)	$ (1.56)
Weighted-average number of common shares used in net loss per common share, basic and diluted	122,957	113,872

See accompanying notes to unaudited condensed consolidated financial statements

APELLIS PHARMACEUTICALS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
(Unaudited)
(Amounts in thousands)

	Common Stock		Additional Paid-In Capital	Accumulated Other Comprehensive Income/(Loss)	Accumulated Deficit	Total Stockholders' Equity
	Outstanding Shares	Amount				
Balance at January 1, 2024	119,556	$ 12	$ 3,035,539	$ (3,542)	$ (2,837,488)	$ 194,521
Proceeds from settlement of capped call	—	—	98,763	—	—	98,763
Issuance of common stock upon exercise of stock options	714	—	9,477	—	—	9,477
Vesting of restricted stock units, net of shares withheld for taxes	997	—	(28)	—	—	(28)
Share-based compensation expense	—	—	30,349	—	—	30,349
Unrealized gain on available-for-sale investments	—	—	—	—	—	—
Net loss	—	—	—	—	(66,423)	(66,423)
Foreign currency translation	—	—	—	17	—	17
Balance at March 31, 2024	121,267	12	3,174,100	(3,525)	(2,903,911)	266,676

See accompanying notes to unaudited condensed consolidated financial statements

APELLIS PHARMACEUTICALS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
(Unaudited)
(Amounts in thousands)

	Common Stock		Additional Paid-In Capital	Accumulated Other Comprehensive Loss	Accumulated Deficit	Total Stockholders' Equity (Deficit)
	Outstanding Shares	Amount				
Balance at January 1, 2023	110,772	$ 11	$ 2,479,596	$ (875)	$ (2,308,860)	$ 169,872
Issuance of common stock and pre-funded warrants in common stock offering	4,008	1	384,386	—	—	384,387
Issuance of common stock upon exercise of stock options	951	—	17,718	—	—	17,718
Vesting of restricted stock units, net of shares withheld for taxes	448	—	(10,999)	—	—	(10,999)
Share-based compensation expense	—	—	28,823	—	—	28,823
Unrealized gain on available-for-sale investments	—	—	—	—	—	—
Net loss	—	—	—	—	(177,778)	(177,778)
Foreign currency translation	—	—	—	100	—	100
Balance at March 31, 2023	116,179	12	2,899,524	(775)	(2,486,638)	412,123

See accompanying notes to unaudited condensed consolidated financial statements

APELLIS PHARMACEUTICALS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)
(Amounts in thousands)

	For the Three Months Ended March 31,	
	2024	2023
Operating Activities		
Net loss	$ (66,423)	$ (177,778)
Adjustments to reconcile net loss to net cash used in operating activities:		
Share-based compensation expense	30,349	28,823
Loss on disposal of fixed assets	—	19
Depreciation expense	444	421
Amortization of discounts for convertible notes	76	73
Accretion of discount to development liability	6,066	6,633
Changes in operating assets and liabilities:		
Accounts receivable	(61,415)	(23,778)
Inventory	(14,921)	144
Prepaid assets	(4,338)	(107)
Other current assets	10,697	2,308
Other assets	98	14,969
Right-of-use assets and lease liabilities	(116)	(22)
Accounts payable	(10,730)	(5,854)
Accrued expenses	(26,330)	(23,471)
Deferred revenue	3,560	—
Net cash used in operating activities	(132,983)	(177,620)
Investing Activities		
Purchase of property and equipment	(293)	(259)
Net cash used in investing activities	(293)	(259)
Financing Activities		
Proceeds from settlement of capped call	98,763	—
Proceeds from issuance of common stock and pre-funded warrant offering, net of issuance costs	—	384,387
Proceeds from exercise of stock options	9,477	17,718
Payments of employee tax withholding related to equity-based compensation	(28)	(10,999)
Net cash provided by financing activities	108,212	391,106
Effect of exchange rate changes on cash, cash equivalents and restricted cash	(209)	56
Net (decrease) increase in cash, cash equivalents and restricted cash	(25,273)	213,283
Cash, cash equivalents and restricted cash at beginning of period	352,299	553,075
Cash, cash equivalents and restricted cash at end of period	$ 327,026	$ 766,358
Reconciliation of cash, cash equivalents and restricted cash to the consolidated balance sheets:		
Cash and cash equivalents	$ 325,923	$ 765,083
Restricted cash	1,103	1,275
Total cash, cash equivalents, and restricted cash	$ 327,026	$ 766,358
Supplemental Disclosures		
Cash paid for interest	$ 1,643	$ 1,643
Cash paid for income taxes	—	$ 250
Proceeds from income tax refunds net of income taxes paid	257	—

See accompanying notes to unaudited condensed consolidated financial statements

APELLIS PHARMACEUTICALS, INC.
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

1. Nature of Organization and Operations

Apellis Pharmaceuticals, Inc. (the "Company") is a commercial-stage biopharmaceutical company focused on the discovery, development and commercialization of novel therapeutic compounds to treat diseases with high unmet needs through the inhibition of the complement system, which is an integral component of the immune system, at the level of C3, the central protein in the complement cascade.

The Company was incorporated in September 2009 under the laws of the State of Delaware. The Company's principal executive offices are located in Waltham, Massachusetts.

The Company's operations since inception have been limited to organizing and staffing the Company, acquiring rights to product candidates, business planning, raising capital, developing its product candidates, commercializing EMPAVELI (pegcetacoplan) for the treatment of paroxysmal nocturnal hemoglobinuria ("PNH") and the commercialization of SYFOVRE (pegcetacoplan injection) for the treatment of geographic atrophy secondary to age-related macular degeneration ("GA").

The Company is subject to risks common in the biotechnology industry including, but not limited to, raising additional capital, development by its competitors of new technological innovations, its ability to successfully complete preclinical and clinical development of product candidates and receive timely regulatory approval of products, market acceptance of the Company's products, protection of proprietary technology, healthcare cost containment initiatives, and compliance with governmental regulations, including those of the U.S. Food and Drug Administration ("FDA").

Liquidity and Going Concern

The accompanying unaudited condensed consolidated financial statements have been prepared on the basis of the realization of assets and the satisfaction of liabilities and commitments in the normal course of business. From inception to March 31, 2024, the Company has incurred cash outflows from operations, losses from operations and had an accumulated deficit of $2.9 billion primarily as a result of expenses incurred through a combination of research and development activities related to the Company's various product candidates and expenses supporting those activities. The Company has primarily financed its operations through public offerings of its common stock, convertible debt, private placements of preferred stock prior to its initial public offering, the development funding agreement with SFJ Pharmaceuticals Group ("SFJ"), and the collaboration agreement with Sobi. The Company has financed a portion of its operations through product sales but has not yet achieved profitability.

As of May 7, 2024, the date of issuance of these unaudited condensed consolidated financial statements, the Company believes that its cash and cash equivalents of $325.9 million as of March 31, 2024 together with cash anticipated to be generated from sales of EMPAVELI and from SYFOVRE will be sufficient to fund its operations and capital expenditure requirements for at least the next twelve months.

2. Basis of Presentation and Summary of Significant Accounting Policies

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All intercompany balances and transactions have been eliminated in consolidation. The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles ("U.S. GAAP") and following the requirements of the Securities and Exchange Commission (the "SEC"), for interim reporting. As permitted under those rules, certain footnotes or other financial information that are normally required by U.S. GAAP have been condensed or omitted and, accordingly, the condensed consolidated balance sheet as of December 31, 2023 has been derived from audited consolidated financial statements at that date but does not include all of the information required by U.S. GAAP for complete financial statements. These financial statements have been prepared on the same basis as the Company's annual financial statements and, in the opinion of management, reflect all adjustments (consisting only of normal recurring adjustments) that are necessary for a fair presentation of the Company's financial information. The results of operations for the three months ended March 31, 2024 are not

necessarily indicative of the results to be expected for the year ending December 31, 2024 or for any other interim period or for any other future year.

The accompanying unaudited condensed consolidated financial statements and related financial information should be read in conjunction with the audited consolidated financial statements and the related notes thereto for the year ended December 31, 2023 included in the Company's Annual Report on Form 10-K filed with the SEC on February 27, 2024, as amended by Amendment No. 1 thereto filed with the SEC on February 29, 2024 (the "2023 Form 10-K").

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from those estimates. Management considers many factors in selecting appropriate financial accounting policies and controls, and in developing the estimates and assumptions that are used in the preparation of these financial statements. Management must apply significant judgment in this process. In addition, other factors may affect estimates, including expected business and operational changes, sensitivity and volatility associated with the assumptions used in developing estimates, and whether historical trends are expected to be representative of future trends. The estimation process often may yield a range of potentially reasonable estimates of the ultimate future outcomes, and management must select an amount that falls within that range of reasonable estimates. Estimates are used in the following areas, among others: development liability, accrued expenses, prepaid expenses, convertible debt, reserves for variable consideration, reserves for excess or obsolete inventories, and income taxes.

Summary of Significant Accounting Policies

Reference is made to Note 2 Summary of Significant Accounting Policies in our 2023 Form 10-K for a detailed description of significant accounting policies. There have been no significant changes to our accounting policies as disclosed in our 2023 Form 10-K.

Recently Issued Accounting Standards

In December 2023, the Financial Accounting Standards Board ("FASB") issued an amendment to the accounting guidance on income taxes which requires entities to provide additional information in the rate reconciliation and additional disaggregated disclosures about income taxes paid. This guidance requires public entities to disclose in their rate reconciliation table additional categories of information about federal, state, and foreign income taxes and to provide more details about the reconciling items in some categories if the items meet a quantitative threshold. The guidance is effective for annual periods beginning after December 15, 2024. The Company is currently evaluating this guidance to determine the impact it may have on its consolidated financial statements and disclosures.

In November 2023, the FASB issued an amendment to the accounting guidance on segment reporting. The amendments require disclosure of significant segment expenses and other segment items and requires entities to provide in interim periods all disclosures about a reportable segment's profit or loss and assets that are currently required annually. The amendment also requires disclosure of the title and position of the chief operating decision maker ("CODM") and an explanation of how the CODM uses the reported measure(s) of segment profit or loss in assessing segment performance and deciding how to allocate resources. The guidance is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15,
2024. Retrospective application is required, and early adoption is permitted. The Company is currently evaluating the impact the guidance will have on its consolidated financial statements.

3. Product Revenues, Accounts Receivable, and Reserves for Product Sales

The Company received FDA approval for the sale of EMPAVELI in the United States in May 2021 and approval for the sale of SYFOVRE in the United States in February 2023. The Company's product revenues, net of sales discounts, allowances and reserves, for the three months ended March 31, 2024 and 2023 were $163.1 million and $38.8 million, respectively. The Company's product revenues consist of sales of EMPAVELI and SYFOVRE to specialty pharmacies and specialty distributors.

The table reflects product revenue by major source for the following periods (in thousands):

	Three Months Ended March31,	
	2024	2023
Products:		
EMPAVELI	$ 25,610	$ 20,440
SYFOVRE	137,465	18,360
Total Product revenue, net	$ 163,075	$ 38,800

The Company's accounts receivable balance of $267.8 million as of March 31, 2024 and $206.4 million as of December 31, 2023, consisted of EMPAVELI and SYFOVRE product sales receivable and licensing and other revenue receivables from our collaboration with Swedish Orphan Biovitrum AB (Publ) ("Sobi"). The Company does not have a reserve related to expected credit losses against its accounts receivable balance and expects to collect its accounts receivable in the ordinary course of business.

The Company's product sales reserves totaled $19.2 million and $16.6 million as of March 31, 2024 and December 31, 2023, respectively. These amounts are included in accrued expenses on the Company's unaudited condensed consolidated balance sheets.
The following table summarizes activity in each of the product revenue allowance and reserve categories for the three months ended March 31, 2024 and 2023 (in thousands):

	Chargebacks, Discounts, and Fees	Government and other rebates	Returns	Total
Ending balance at December 31, 2023	$ 5,674	$ 8,898	$ 2,053	16,625
Provision related to sales in the current year	9,575	13,125	1,355	24,055
Adjustments related to prior period sales	146	(19)	(96)	31
Credits and payments made	(9,724)	(9,906)	(1,859)	(21,489)
Ending balance at March 31, 2024	$ 5,671	$ 12,098	$ 1,453	$ 19,222

	Chargebacks, Discounts, and Fees	Government and other rebates	Returns	Total
Ending balance at December 31, 2022	$ 164	$ 1,936	$ 251	2,351
Provision related to sales in the current year	1,466	2,566	651	4,683
Adjustments related to prior period sales	—	(2)	(249)	(251)
Credits and payments made	(184)	(1,639)	—	(1,823)
Ending balance at March 31, 2023	$ 1,446	$ 2,861	$ 653	$ 4,960

Significant customers - Gross product revenues and product sales receivable from the Company's customers who individually accounted for 10% of more of total gross product revenues and/or 10% or more of total product sales receivable consisted of the following:

	Percent of Total Gross Product Revenues	
	Three Months Ended March31,	
	2024	2023
Customer A	15%	52%
Customer C	19%	9%
Customer D	59%	33%

	Percent of Product Sales Receivable	
	As of March 31,	
	2024	2023
Customer A	3%	25%
Customer C	21%	15%
Customer D	67%	52%

4. Inventory

The Company's inventory consisted of the following as of March 31, 2024 and December 31, 2023 (in thousands):

	March 31, 2024	December 31, 2023
Raw materials	$ 42,089	$ 32,724
Semi-finished goods	106,161	82,924
Finished goods	13,033	30,714
Total Inventory	$ 161,283	$ 146,362

Inventory amounts written down as a result of excess, obsolete, unmarketability or other reasons are charged to cost of sales. The Company's reserve for excess and obsolete inventory was $7.9 million and $9.3 million as of March 31, 2024 and December 31, 2023, respectively.

5. Prepaid and Other Current Assets

Prepaid and other current assets consisted of the following as of March 31, 2024 and December 31, 2023 (in thousands):

	March 31, 2024	December 31, 2023
Down payments for inventory	13,828	16,296
Prepaid research and development	12,626	13,931
Other prepaid expenses	16,709	8,593
Total prepaid expenses	$ 43,163	$ 38,820

	March 31, 2024	December 31, 2023
Royalties receivable	$ 4,499	$ 3,054
Receivable from collaboration agreement(1)	—	15,000
Deposits and other current assets	7,620	4,354
Total other current assets	$ 12,119	$ 22,408

(1) In January 2024 the Company waived the remaining reimbursement payment of $15.0 million from Sobi in connection with the decision to discontinue the cold agglutinin disease (CAD) program.

6. Development Liability

On February 28, 2019, the Company entered into a development funding agreement with SFJ (the "SFJ agreement"), under which SFJ agreed to provide funding to the Company to support the development of pegcetacoplan for the treatment of patients with PNH. Pursuant to the SFJ agreement, SFJ paid the Company $60.0 million following the signing of the agreement and agreed to pay the Company up to an additional $60.0 million in the aggregate in three equal installments upon the achievement of specified development milestones with respect to the Company's Phase 3 program for pegcetacoplan in PNH and subject to the Company having cash resources at the time sufficient to fund at least 10 months of the Company's operations.

In June 2019 the Company amended the SFJ agreement to include an additional $20.0 million funding payment. SFJ paid the Company $80.0 million under the amended SFJ agreement between June 2019 and January 2020.

Under the SFJ agreement, following regulatory approval by the FDA in May 2021 for the use of systemic pegcetacoplan as a treatment for PNH, the Company became obligated to pay SFJ an initial payment of $4.0 million and then an additional $226.0 million in the aggregate in six additional annual payments with the majority of the payments being made from the third anniversary to the sixth anniversary of regulatory approval. The Company paid SFJ the initial payment of $4.0 million in June 2021, its first annual payment of $11.5 million in May 2022 and its second annual payment of $24.5 million in May 2023. The subsequent annual payments remaining are due and payable in May of each year from 2024 through 2027.

Following regulatory approval of systemic pegcetacoplan for the treatment of PNH by the European Medicines Agency ("EMA") in December 2021, the Company became obligated to pay SFJ an initial payment of $5.0 million and then an additional $225.0 million in the aggregate in six additional annual payments with the majority of the payments being made from the third anniversary to the sixth anniversary of regulatory approval. The Company paid SFJ the initial payment of $5.0 million in January 2022 its first annual payment of $18.0 million in December 2022 and its second annual payment of $31.0 million in December 2023. The subsequent annual payments are due and payable in December of each year from 2024 through 2027.

The Company has paid SFJ a total of $94.0 million as of March 31, 2024. The Company is obligated to pay SFJ $37.5 million in May 2024 and $61.3 million in December 2024.

Additionally, the Company granted a security interest to SFJ in all of its assets, excluding intellectual property and license agreements to which it is a party. In connection with the grant of the security interest, the Company agreed to certain affirmative and negative covenants, including restrictions on its ability to pay dividends, incur additional debt or enter into licensing transactions with respect to its intellectual property, other than specified types of licenses.

From December 15, 2021 to the final annual payment due in December 2027, the development liability will be accreted from its initial carrying amount to the total payment amount using the effective interest rate method over the remaining life of the SFJ agreement. The difference between the carrying amount and the total payment amount is presented as a discount to the development liability. The accretion is recorded as interest expense in the unaudited condensed consolidated statement of operations.

The following table summarizes the development liability (in thousands):

	March 31, 2024	December 31, 2023	Effective Interest Rate
Development liability	$ 366,000	$ 366,000	7.91 %
Less: Unamortized discount to development liability	(44,287)	(50,353)	
Less: Current portion of development liability, net of discount	(77,287)	(75,830)	
Total long-term development liability	$ 244,426	$ 239,817	

For the three months ended March 31, 2024 and 2023 interest expense of $6.1 million and $6.6 million were recorded for the accretion of the development liability.

Future minimum SFJ payments as of March 31, 2024 is as follows (in thousands):

2024	$ 98,750
2025	103,000
2026	109,000
2027	55,250
Total future minimum payments	366,000

7. Accrued Expenses

Accrued expenses consisted of the following as of March 31, 2024 and December 31, 2023 (in thousands):

	March 31, 2024	December 31, 2023
Accrued research and development	$ 22,912	$ 28,318
Accrued royalties	6,224	10,197
Accrued payroll liabilities	20,789	51,781
Accrued goods received not invoiced	15,829	5,902
Product revenue reserves	19,222	16,625
Other	16,423	14,983
Total	$ 101,399	$ 127,806

8. Long-term Debt

Convertible Senior Notes

On September 16, 2019, the Company completed a private offering of convertible notes (the "2019 Convertible Notes") with an aggregate principal amount of $220.0 million issued pursuant to an indenture (the "Indenture") with U.S. Bank National Association, as trustee.

The net proceeds from the sale of the 2019 Convertible Notes were approximately $212.9 million after deducting the initial purchasers' discounts and commissions of $6.6 million and offering expenses of $0.5 million paid by the Company. The Company used $28.4 million of the net proceeds from the sale of the 2019 Convertible Notes to pay the cost of the capped call transactions in September 2019 described below.

On May 12, 2020, the Company issued convertible notes (the "2020 Convertible Notes") with an aggregate principal amount of $300.0 million. The net proceeds from the sale of the 2020 Convertible Notes were approximately $322.9 million after deducting the purchasers' discounts and commission of $5.7 million and offering expenses of $0.3 million. The Company used $43.1 million of the net proceeds from the sale of the 2020 Convertible Notes to pay the cost of the additional capped call transactions in May 2020 described below.

The 2019 Convertible Notes and the 2020 Convertible Notes are referred to together as the Convertible Notes. The Convertible Notes are senior unsecured obligations of the Company and bear interest at a rate of 3.5% per year payable semiannually in arrears on March 15 and September 15 of each year, beginning on March 15, 2020. The Convertible Notes will mature on September 15, 2026, unless converted earlier, redeemed or repurchased in accordance with their terms.

The Convertible Notes are convertible into shares of the Company's common stock at an initial conversion rate of 25.3405 shares per $1,000 principal amount of Convertible Notes (equivalent to an initial conversion price of approximately $39.4625 per share of common stock). The conversion rate is subject to customary anti-dilution adjustments. In addition, following certain events that occur prior to the maturity date or if the Company delivers a notice of redemption, the Company will increase the conversion rate for a holder who elects to convert its Convertible Notes in connection with such corporate event or a notice of redemption, as the case may be, in certain circumstances as provided in the Indenture.

Prior to March 15, 2026, the Convertible Notes are convertible only under the following circumstances:

- during any calendar quarter, if the last reported sale price of the Company's common stock for at least 20 trading days (whether or not consecutive) during a period of 30 consecutive trading days ending on, and including, the last trading day of the immediately preceding calendar quarter is greater than or equal to 130% of the conversion price on each applicable trading day;
- during the five business day period after any five consecutive trading day period in which the trading price per $1,000 principal amount of the Convertible Notes for each such trading day was less than 98% of the product of the last reported sale price of the Company's common stock and the conversion rate on each such trading day;
- if the Company calls any or all of the Convertible Notes for redemption, at any time prior to the close of business on the second scheduled trading day immediately preceding the redemption date; or
- upon the occurrence of corporate events specified in the Indenture.

On or after March 15, 2026 until the close of business on the second scheduled trading day immediately preceding the maturity date of the Convertible Notes, holders may convert the Convertible Notes at any time. Upon conversion of the Convertible Notes, the Company will pay or deliver, as the case may be, cash, shares of the Company's common stock or a combination of cash and shares of common stock, at the Company's election.

Prior to September 20, 2023, the Company could not redeem the Convertible Notes. From and after September 20, 2023, the Company may redeem for cash all or a portion of the Convertible Notes, at its option, if the last reported sale price of the Company's common stock has been at least 130% of the conversion price then in effect for at least 20 trading days (whether or not consecutive), including the trading day immediately preceding the date on which the Company provides a notice of redemption, during any 30 consecutive trading day period ending on, and including, the trading day immediately preceding the date on which the Company provides notice of redemption. The redemption price will be equal to 100% of the principal amount of the Convertible Notes to be redeemed, plus accrued and unpaid interest to, but excluding, the redemption date. If the Company calls any Convertible Notes for redemption, it will constitute a "make-whole fundamental change" with respect to such Convertible Notes, in which case the conversion rate applicable to

the conversion of such Notes, if converted in connection with the redemption, will be increased in certain circumstances. The Company has not called for redemption or redeemed any of the Convertible Notes as of March 31, 2024.

If the Company undergoes a "fundamental change," as defined in the Indenture, prior to maturity, subject to certain conditions, holders may require the Company to repurchase for cash all or any portion of their Convertible Notes at a fundamental change repurchase price equal to 100% of the principal amount of the notes to be repurchased, plus any accrued and unpaid interest to, but excluding, the fundamental change repurchase date.

In January 2021, July 2021 and July 2022, the Company entered into separate, privately negotiated exchange agreements to modify the conversion terms with certain holders of its 2019 Convertible Notes and 2020 Convertible Notes. Under the terms of these exchange agreements, in January 2021, July 2021 and July 2022, the holders exchanged approximately $126.1 million of 2019 Convertible Notes, $201.1 million of 2019 Convertible Notes and 2020 Convertible Notes, and $98.1 million of 2020 Convertible Notes, respectively, in aggregate principal amount held by them for an aggregate of 3,906,869 shares, 5,992,217 shares and 3,027,018 shares, respectively, of common stock issued by the Company. In accordance with ASC Topic 470-20, "Debt – Debt with Conversion and Other Options," ("ASC 470-20") the Company accounted for the exchange as an induced conversion based on the short period of time the conversion offer was open and the substantive conversion feature offer. The Company accounted for the conversion of the debt as an inducement by expensing the fair value of the shares that were issued in excess of the original terms of the Convertible Notes.

The conditional conversion feature of the Convertible Notes was triggered as of December 31, 2023, and as a result the Convertible Notes were convertible at the option of the holders until March 31, 2024. No Convertible Notes were converted during this period.

The conditional conversion feature of the Convertible Notes was triggered as of March 31, 2024, and as a result the Convertible Notes are convertible at the option of the holders until June 30, 2024.

As of March 31, 2024, the Company held in treasury Convertible Notes in principal amount of $425.4 million which have not been cancelled.

The outstanding balance of the Convertible Notes as of March 31, 2024 and December 31, 2023 consisted of the following (in thousands):

	March 31, 2024	December 31, 2023
Liability		
Principal	93,897	93,897
Less: debt discount and issuance costs, net	(788)	(864)
Net carrying amount	$ 93,109	$ 93,033

The following table sets forth total interest expense recognized related to the Convertible Notes during the three months ended March 31, 2024 and 2023 (in thousands):

	Three Months Ended March 31,	
	2024	2023
Amortization of debt issuance costs	76	73
Contractual interest expense	822	822
Total interest expense	$ 898	$ 895

Future minimum payments on Convertible Notes payable as of March 31, 2024 are as follows (in thousands):

2024	$ 2,465
2025	3,286
2026	96,225
Total future minimum payments	101,976
Less: interest	(8,079)
Less: debt discount and issuance costs, net	(788)
Less: current portion	—
Convertible senior notes	93,109

Capped Call Transactions

On September 11, 2019 and May 6, 2020, concurrently with the pricing of the 2019 Convertible Notes and the 2020 Convertible Notes, respectively, the Company entered into capped call transactions with two counterparties. The capped call transactions are expected generally to reduce the potential dilution to the Company's common stock upon any conversion of Convertible Notes and/or offset any cash payments the Company is required to make in excess of the principal amount of converted Convertible Notes, as the case may be, in the event that the market price per share of the Company's common stock, as measured under the terms of the capped call transactions, is greater than the strike price of the capped call transactions, which is initially $39.4625 (the conversion price of the Convertible Notes) and is subject to anti-dilution adjustments substantially similar to those applicable to the conversion rate of such Convertible Notes. If, however, the market price per share of the Company's common stock, as measured under the terms of the capped call transactions, exceeds the cap price of the capped call transactions, which is initially $63.14 per share, there would nevertheless be dilution and/or there would not be an offset of such potential cash payments, in each case, to the extent that such market price exceeds the cap price of the capped call transactions.

On February 27, 2024, the Company entered into agreements with the capped call counterparties to unwind a portion of the capped call transactions. The unwind transactions were settled based on the volume-weighted average price of the Company's common stock over a 7-day averaging period beginning on and including February 27, 2024. The settlement of the unwind transactions was completed on March 8, 2024 at volume-weighted average price per share of $64.11, which resulted in cash proceeds to the Company of $98.8 million. As of March 31, 2024, the capped call transactions remaining is a notional amount corresponding to $93.9 million principal amount of Convertible Notes.

9. Leases

The underlying assets of the Company's leases primarily relate to office space leases, but also include some equipment leases. The Company determines if an arrangement qualifies as a lease at its inception.

As of March 31, 2024 and December 31, 2023, all leases were classified as operating leases. Additional information related to the operating lease assets and liabilities is as follows (in thousands):

	March 31, 2024	December 31, 2023
Right-of-use assets	$ 14,994	$ 16,745
Operating Lease Liabilities	$ 16,027	$ 17,895
Weighted Average Remaining Term in years	2.64	2.83
Weighted Average discount rate used to measure outstanding lease liabilities	7.25%	7.20%

For the three months ended March 31, 2024 and 2023, the lease cost for operating lease expense was $1.5 million and $1.7 million, respectively.

Supplemental cash flow information related to operating leases for the three months ended March 31, 2024 and 2023 is as follows (in thousands):

	2024	2023
Operating cash flows from operating leases	$ 2,311	$ 2,022

The maturities of the Company's operating lease liabilities as of March 31, 2024 are as follows (in thousands):

2024	5,352
2025	6,188
2026	5,278
2027	858
Total future minimum lease payments	17,676
Less Imputed interest	(1,649)
Total operating lease liabilities	$ 16,027

10. Fair Value Measurements

The Company is required to disclose information on the fair value of financial instruments and inputs that enable an assessment of the fair value. The three levels of the fair value hierarchy prioritize valuation inputs based upon the observable nature of those inputs as follows:

Level 1 – Quoted prices in active markets for identical assets or liabilities;

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly;

Level 3 – Unobservable inputs that reflect the Company's own assumptions about the assumptions market participants would use in pricing the asset or liability.

The following table presents the fair value of financial instruments recorded originally at amortized cost or fair value and not remeasured on a recurring basis (in thousands):

		March 31, 2024			
Balance Sheet Classification	Type of Instrument	Level 1	Level 2	Level 3	Total
Financial Assets:					
Cash and cash equivalents:	Money market funds	$ 231,740	$ —	$ —	$ 231,740
Total Financial Assets		$ 231,740	$ —	$ —	$ 231,740

		December 31, 2023			
Balance Sheet Classification	Type of Instrument	Level 1	Level 2	Level 3	Total
Financial Assets:					
Cash and cash equivalents	Money market funds	$ 276,391	$ —	$ —	$ 276,391
Total Financial Assets		$ 276,391	$ —	$ —	$ 276,391

The Company's Convertible Notes and development liability are financial instruments that are reported in the consolidated financial statements at historical cost. The Convertible Notes are Level 1 within the fair value level hierarchy as of March 31, 2024 and December 31, 2023. The fair value of the Convertible Notes was $151.7 million as of March 31, 2024 and $140.8 million as of December 31, 2023. The Convertible Notes accrue a semi-annual coupon at an annual rate of 3.5%, which was included in accrued expenses in the condensed consolidated balance sheets as of March 31, 2024 and December 31, 2023.

The fair value of the development liability was $316.9 million and $306.9 million as of March 31, 2024 and December 31, 2023, respectively. The development liability is Level 2 within the fair value hierarchy based on the discounting of fixed cash flows using an observed bond yield for borrowers with similar credit rating.

11. Income Taxes

For the three months ended March 31, 2024 and 2023, the Company recorded $0.2 million and $0.3 million of income tax expense, respectively, primarily pertaining to state and foreign income taxes.

The income tax provision during interim periods is computed by applying an estimated annual effective tax rate to year-to-date pre-tax income, plus adjustments for significant unusual or infrequently occurring items, in accordance with FASB ASC Topic 740-270, Income Taxes – Interim Reporting. The income tax provision differs from the U.S. federal statutory rate of 21% primarily due to the effect of valuation allowance against the Company's net deferred tax assets, which reduces the Company's net tax benefit.

Deferred tax assets and deferred tax liabilities are determined based on temporary differences between the financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. A valuation allowance is recorded against deferred tax assets if it is more likely than not that some portion or all of the deferred tax assets will not be realized. The Company has recorded a full valuation allowance against its net deferred tax assets for the period ended March 31, 2024.

The Company does not recognize a tax benefit for uncertain tax positions unless it is more likely than not that the position will be sustained upon examination by tax authorities, including resolution of any related appeals or litigation processes, based on the technical merits of the position. The tax benefit that is recorded for these positions is measured at the largest amount of cumulative benefit that has greater than a 50 percent likelihood of being realized upon ultimate settlement. Deferred tax assets that do not meet these recognition criteria are not recorded and the Company recognizes a liability for uncertain tax positions that may result in tax payments. The Company has not recorded any amounts for unrecognized tax positions for the period ended March 31, 2024. If such unrecognized tax benefits were realized, the entire amount would impact the tax provision. Our policy is to review and update unrecognized tax positions as facts and circumstances change.

12. License and Collaboration Agreements

Sobi License and Collaboration Agreement

In October 2020, the Company and its subsidiaries, Apellis International GmbH (f/k/a Apellis Switzerland GmbH) and APL DEL Holdings, LLC, entered into a Collaboration and License Agreement (the "Sobi collaboration agreement") with Sobi, concerning the development and commercialization of pegcetacoplan and specified other structurally and functionally similar compstatin analogues or derivatives for use systemically or for local non-ophthalmological administration (collectively referred to as the "Licensed Products").

Under the Sobi collaboration agreement, the Company granted Sobi an exclusive (subject to certain retained rights of the Company), sublicensable license of certain patent rights and know-how to develop and commercialize Licensed Products in all countries outside of the United States.

The Company retains the right to commercialize Licensed Products in the United States, and, subject to specified limitations, to develop Licensed Products worldwide for commercialization in the United States.

Under the Sobi collaboration agreement, the Company and Sobi have agreed to collaborate to develop Licensed Products for the treatment of PNH, CAD, HSCT-TMA, C3G, IC-MPGN and ALS (collectively the "Initial Indications"), and any other indications subsequently agreed upon by the parties, for commercialization by or on behalf of the Company in the United States and by or on behalf of Sobi outside of the United States. If the parties do not agree to jointly pursue any development activities for the Licensed Products (whether for an Initial Indication or otherwise), the party proposing to pursue such activities may conduct such activities at its sole expense (with the non-proposing party having the right to obtain rights to the data generated by such development activities by paying a specified percentage of that expense), subject to agreed-upon exceptions that limit each party's unilateral development rights.

The initial development plan sets forth the initial development activities to be conducted by each of the Company and Sobi, with the Company bearing all costs incurred in conducting the activities set forth in such initial development plan, as well as certain specified additional costs that are not included in the initial development plan that may be incurred by the parties in developing Licensed Products for PNH in the European Union and the United Kingdom. The Company and Sobi have formed several governance committees to oversee the development and manufacture, and to review and discuss the commercialization, of Licensed Products. The Company and SOBI discontinued the development programs in ALS and CAD.

The Company shall supply Licensed Products to Sobi for development and for commercialization outside of the United States in accordance with a supply agreement between the parties. The Sobi collaboration agreement grants Sobi the right to perform or have

performed drug product manufacturing of Licensed Products for development and for commercialization outside the United States and to manufacture or have manufactured drug substance under certain circumstances.

Sobi paid the Company an upfront payment of $250.0 million in November 2020 and has agreed to pay up to an aggregate of $915.0 million upon the achievement of specified one-time regulatory and commercial milestone events, of which the Company received $50.0 million in April 2022 for the achievement of a regulatory development milestone in Europe. Sobi also agreed to reimburse the Company for up to $80.0 million in development costs, of which the Company received $65.0 million and waived payment of $15.0 million. The Company will also be entitled to receive tiered, double-digit royalties (ranging from high teens to high twenties) on sales of Licensed Products outside of the United States, subject to customary deductions and third-party payment obligations, until the latest to occur of: (i) expiration of the last-to-expire of specified licensed patent rights; (ii) expiration of regulatory exclusivity; and (iii) ten (10) years after the first commercial sale of the applicable Licensed Product, in each case on a Licensed Product-by-Licensed Product and country-by-country basis. Under the Sobi collaboration agreement, the Company remains responsible for its license fee obligations (including royalty obligations) to the Trustees of the University of Pennsylvania ("Penn"), as a licensor of the Company and for its payment obligations to SFJ.

Under the Sobi collaboration agreement, for the three months ended March 31, 2024 and 2023, the Company recognized $4.5 million and $1.6 million of royalty revenue, respectively. The Company did not recognize any contra-research and development expense for the three months ended March 31, 2024 and 2023. Since contract inception, the Company has recognized $65.0 million in contra-research and development expenses.

As of December 31, 2023, the Company recorded $15.0 million in current assets, which represented the receivable for contra-research and development expenses incurred but not yet reimbursed from Sobi. In January 2024, the Company waived the remaining reimbursement payment of $15.0 million in connection with the decision to discontinue the CAD program.

University of Pennsylvania License Agreement

The Company is a party to a license agreement with Penn for an exclusive, worldwide license to specified patent rights. The Company is required to make milestone payments aggregating up to $3.2 million based upon the achievement of specified development and regulatory milestones and up to $5.0 million based upon the achievement of specified annual sales milestones with respect to each licensed product, and to pay low single-digit royalties based on net sales of each licensed product and with minimum quarterly royalty thresholds. In addition, the Company is obligated to pay a specified portion of income it receives from sublicensees.

In April 2023, the Company paid $2.3 million for the achievement of a regulatory milestone as a result of the FDA approval of SYFOVRE in February 2023. In 2023, the Company incurred $5.0 million as a result of the achievement of sales milestones for SYFOVRE of which the Company paid $2.0 million in October 2023 and the remaining $3.0 million in January 2024.

As of March 31, 2024, the Company has incurred an aggregate royalty expense of $13.4 million on sales of SYFOVRE.

In addition, the Company is also party to a license agreement with Penn for an exclusive, worldwide license to specified patent rights for the development and commercialization of products in fields of use, as defined therein. The Company is required to make milestone payments aggregating up to $1.7 million, based upon the achievement of development and regulatory approval milestones, and up to $2.5 million, based upon the achievement of annual sales milestones with respect to each of the first two licensed products. The license agreement also requires the Company to pay low single digit royalties based on net sales of each licensed product, subject to minimum quarterly royalty thresholds. In addition, the Company is obligated to pay a specified portion of income it receives from sublicensees.

In January 2021, the Company paid $25.0 million for a sublicense fee owed to Penn related to the Sobi collaboration agreement and another licensing transaction. In August 2021, the Company paid $1.0 million to Penn upon the achievement of a development milestone, net of a credit for the annual license maintenance payment. In June 2022, the Company paid an additional $5.0 million to Penn upon the achievement of a development milestone. In January 2023, the Company paid $1.0 million to Penn upon the achievement of a sales milestone for EMPAVELI in 2022. In January 2024, the Company paid $0.5 million for a sublicense fee owed to Penn related to Sobi obtaining regulatory approval in Japan. Additionally, in January 2024, the Company paid $1.5 million as a result of the achievement of a sales milestone for EMPAVELI and Aspaveli.

As of March 31, 2024, the Company has incurred an aggregate royalty expense of $9.5 million on sales of EMPAVELI and Aspaveli.

Beam Research Collaboration

In June 2021, the Company entered into an exclusive five-year research collaboration (the "Beam collaboration agreement") with Beam Therapeutics, Inc. ("Beam") focused on the use of Beam's proprietary base editing technology to discover new treatments for complement-driven diseases. The Company and Beam agreed to collaborate on up to six research programs focused on C3 and other complement targets in the eye, liver and brain. Under the terms of the Beam collaboration agreement, the Company is responsible for selecting specific genes within the complement system in various organs including the eye, liver and brain (the "Target List") and providing analytical support while Beam will apply its base editing technology and conduct preclinical research on up to six base editing programs for the Target List. During the first five years of the Beam collaboration agreement, Beam is prohibited from developing on its own or with a third party any base editing therapies associated with the items on the Target List but does not prevent Beam from licensing its intellectual property to a third-party for another purpose outside of the Target List. The Company will have exclusive rights to license each of the six programs and will assume responsibility for subsequent development and commercialization. Beam may elect to enter a 50-50 co-development and U.S. co-commercialization agreement with the Company with respect to any one program licensed under the Beam collaboration agreement and upon such election any license agreement in place at that time, would be terminated.

As part of the Beam collaboration agreement, the Company agreed to pay a $50.0 million up-front, non-refundable payment to Beam, which the Company paid in July 2021. The Company paid an additional $25.0 million on the first anniversary of the Beam collaboration agreement in June 2022. The Company and Beam are each responsible for their own costs during the research collaboration. If and after the opt-in license rights are exercised for each of the up to six programs, Beam will be eligible to receive development, regulatory and sales milestones from the Company, as well as royalty payments on sales. The Beam collaboration agreement has an initial term of five years and may be extended up to two years on a per year program-by-program basis.

The Company analyzed the Beam collaboration agreement pursuant to ASC 808 to assess whether the agreement involved joint operating activities performed by parties that are both active participants in the activities and exposed to significant risks and rewards dependent on the commercial success of such activities. Since each party is actively participating in this activity and exposed to significant risks and rewards related to the activity through each party's costs will be accounted for under ASC 808.

Since ASC 808 does not provide recognition guidance, the Company referred to the guidance under FASB ASC Topic 730, *Research and Development* ("ASC 730"), to arrangements involving payments by the Company. ASC 730 requires the Company to recognize research and developments costs as expense as incurred since the payment was made for the use of Beam's intellectual property and research and development services and there is no alternative use.

13. Commitments and Contingencies

The Company has certain non-cancelable purchase obligations related to the manufacturing of drug substance and drug product, with Bachem Americas, Inc., under which the Company has agreed to purchase a significant portion of its requirements for the pegcetacoplan drug substance over the initial term of the agreement, which continues until December 31, 2025, and a commercial supply agreement with NOF Corporation, under which the Company has agreed to purchase activated polyethylene glycol derivative, or PEG, which is a component of pegcetacoplan. Under these agreements, as of March 31, 2024, the Company is obligated to pay up to $70.7 million to these vendors. In addition, the Company has other non-cancelable purchase agreements as of March 31, 2024, under which it is obligated to pay up to $19.7 million to vendors.

The Company is a party to a master lease agreement under which the Company leases vehicles with initial terms of 36 months from the date of delivery. If the Company were unable to take delivery of a previously ordered vehicle, the Company may incur nominal fees.

Indemnifications—In the ordinary course of business, the Company enters into agreements that may include indemnification provisions. Pursuant to such agreements, the Company may indemnify, hold harmless and defend indemnified parties for losses suffered or incurred by the indemnified party. Some of the provisions will limit losses to those arising from third-party actions. In some cases, the indemnification will continue after the termination of the agreement. The maximum potential amount of future payments the Company could be required to make under these provisions is not determinable. The Company has not incurred any cost to defend lawsuits or settle claims related to these indemnification provisions.

Legal—During the normal course of business, the Company may be a party to legal claims that may not be covered by insurance.
On August 2, 2023, Judith M. Soderberg filed a putative class action in the United States District Court for the District of Delaware against the Company and certain current and former executive officers of the Company (the "Complaint"). The Complaint alleges, among other things, that the defendants violated Sections 10(b) and/or 20(a) of the Exchange Act and Rule 10b-5 promulgated thereunder by misrepresenting and/or omitting certain material facts related to the design of SYFOVRE's clinical trials and the risks

associated with SYFOVRE's commercial adoption. The Complaint seeks, among other relief, compensatory damages and equitable relief in favor of the alleged class against all defendants, including interest, and reasonable costs and expenses incurred by plaintiffs, including attorneys' and expert fees.

On October 23, 2023, the Court appointed Ray Peleckas and Michigan Laborers' Pension Fund together as Co-Lead Plaintiffs and assigned the action the caption In Apellis Pharmaceuticals, Inc. Securities Litigation, Case 1:23-cv-00834-MN. The Co-Lead Plaintiffs filed an amended complaint on February 8, 2024 (the "Amended Complaint"). The Amended Complaint is brought on behalf of a class of all persons and entities who purchased or otherwise acquired Apellis common stock between January 28, 2021 and July 28, 2023, inclusive, names the Company and Cedric Francois, our chief executive officer, as defendants, and makes similar allegations, asserts the same claims and seeks the same relief as the Complaint.

On October 2, 2023, the defendants moved to transfer the action to the United States District Court for the District of Massachusetts. The Court has not yet ruled on this motion.

The outcome of the matter described above cannot be predicted with certainty and therefore any loss is neither probable nor reasonably estimable. However, the Company intends to vigorously defend against the litigation.

14. Net Loss per Share

Basic and diluted net loss per share is calculated based upon the weighted average number of shares of common stock outstanding during the period. Shares of the Company's common stock underlying pre-funded warrants are included in the calculation of basic and diluted earnings per share. Since the Company was in a loss position for all periods presented, basic net loss per common share is the same as diluted net loss per common share for all periods presented as the inclusion of all potential common shares outstanding would have been anti-dilutive. Convertible notes and shares outstanding presented below were excluded from the calculation of diluted net loss per share, prior to the use of the treasury stock method, as their effect is anti-dilutive (in thousands):

	As of March 31,	
	2024	2023
Convertible notes	2,379	2,379
Common stock options	8,576	12,002
Restricted stock units	4,587	4,764
Total	15,542	19,145

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

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our unaudited condensed financial statements and related notes appearing elsewhere in this Quarterly Report on Form 10-Q and our audited financial statements and related notes for the year ended December 31, 2023 included in our Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 27, 2024, [, as amended by Amendment No. 1 thereto filed with the Securities and Exchange Commission on February 29, 2024,] which we refer to as the 2023 Annual Report on Form 10-K

This Quarterly Report on Form 10-Q contains forward-looking statements that involve substantial risks and uncertainties. All statements, other than statements of historical facts, contained in this Quarterly Report on Form 10-Q, including statements regarding our strategy, future operations, future financial position, future revenue, projected costs, prospects, plans and objectives of management and expected market growth are forward-looking statements. The words "anticipate," "believe," "continue," "could," "estimate," "expect," "intend," "may," "plan," "potential," "predict," "project," "should," "target," "would" and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words.

We may not actually achieve the plans, intentions or expectations disclosed in our forward-looking statements, and you should not place undue reliance on our forward-looking statements. Actual results or events could differ materially from the plans, intentions and expectations disclosed in the forward-looking statements we make. Please also refer to those factors described in "Part I, Item 1A. Risk Factors" of our 2023 Annual Report on Form 10-K for important factors that we believe could cause actual results to differ materially from those in our forward-looking statements.

Overview

We are a commercial-stage biopharmaceutical company focused on the discovery, development and commercialization of novel therapeutic compounds to treat diseases with high unmet needs through the inhibition of the complement system, which is an integral component of the immune system, at the level of C3, the central protein in the complement cascade. We believe that this approach can result in broad inhibition of the principal pathways of the complement system and has the potential to effectively control diseases with high unmet need and that are driven by excessive complement activation.

In February 2023, the U.S. Food and Drug Administration, or the FDA, approved SYFOVRE® (pegcetacoplan injection), the first approved treatment for geographic atrophy secondary to age-related macular degeneration, or GA. We believe SYFOVRE has the potential to be a best-in-class treatment for patients with GA, a disease that affects more than one million people in the United States and five million people worldwide. We launched SYFOVRE in the United States in March 2023. For the three months ended March 31, 2024 and 2023 we generated $137.5 million and $18.4 million, respectively, in U.S. net product revenue from sales of SYFOVRE.

Our marketing authorization application, or MAA, to the European Medicines Agency, or EMA, for intravitreal pegcetacoplan for the treatment of GA is under review. In April 2024, the EMA reset the MAA review to day 180, the last phase of the initial assessment, and we now anticipate an opinion from the Committee for Medicinal Products for Human Use, or CHMP, no later than July 2024. The EMA's decision was strictly procedural and in response to a judgment by the Court of Justice of the European Union regarding the organization of the EMA's expert groups, and was not related to the pegcetacoplan data package. We have submitted marketing applications to regulatory authorities in Canada, Australia, the United Kingdom, and Switzerland for SYFOVRE for the treatment of GA, which are each under review by the applicable regulatory authorities. We have exclusive, worldwide commercialization rights for intravitreal pegcetacoplan.

As of March 31, 2024, we estimate that the rate of incidence of retinal vasculitis following SYFOVRE treatment remains rare at approximately 0.01% per injection. We believe that the events of retinal vasculitis predominantly occur in the first injection of SYFOVRE, with an estimated rate at first injection at approximately 1 in 4,000.

On October 1, 2023, the U.S. Centers for Medicare & Medicaid Services assigned a permanent and product-specific J-code for SYFOVRE, which became effective on the same day. J-codes are permanent reimbursement codes used by government payers and commercial insurers to facilitate billing of Medicare Part B treatments, which must be administered by a healthcare professional.

In May 2021, the FDA approved EMPAVELI (systemic pegcetacoplan), the first targeted C3 therapy, for the treatment of paroxysmal nocturnal hemoglobinuria, or PNH, for use in adults who are either treatment-naïve or who are switching from C5 inhibitors eculizumab or ravulizumab. For the three months ended March 31, 2024 and 2023, we generated $25.6 million and $20.4 million, respectively, in U.S. net product revenue from sales of EMPAVELI.

Systemic pegcetacoplan has been approved for the treatment of adults with PNH in the European Union, Japan, Saudi Arabia, Australia, the United Kingdom and other jurisdictions. It is currently marketed under the trade name EMPAVELI in Saudi Arabia and Australia and Aspaveli in the European Union, Japan and United Kingdom. Under our collaboration and license agreement, or the Sobi collaboration agreement, with Swedish Orphan Biovitrum AB (Publ), or Sobi, Sobi has global co-development and exclusive ex-U.S. commercialization rights for systemic pegcetacoplan outside of the United States, and we have commercialization rights for systemic pegcetacoplan in the United States.

We are leading the development of systemic pegcetacoplan in C3 glomerulopathy, or C3G, and primary immune complex membranoproliferative glomerulonephritis, or primary IC-MPGN, in nephrology under our collaboration with Sobi. We plan to report top-line data from the ongoing Phase 3 VALIANT trial investigating systemic pegcetacoplan in adolescent and adult patients with native and post-transplant recurrence IC-MPGN and C3G in mid-2024. Under our collaboration with Sobi, Sobi is leading the development of systemic pegcetacoplan for hematopoietic stem cell transplantation-associated thrombotic microangiopathy, or HSCT-TMA, in hematology. We are also evaluating the administration of systemic pegcetacoplan as a novel approach to enabling xenotransplantation procedures and adeno associated virus, or AAV, vector administration for gene therapies.

In January 2024, together with Sobi, we discontinued the CASCADE Phase 3 trial evaluating systemic pegcetacoplan in patients with cold agglutinin disease, or CAD, due to the decreased medical need in CAD and the limited number of patients eligible for the CASCADE trial.

We are developing additional product candidates with other routes of administration. These candidates include APL-3007, a small interfering RNA, or siRNA, which is in a Phase 1 clinical trial in healthy volunteers, for which we expect to report topline data later this year, as well as an oral complement inhibitor in preclinical development. Furthermore, we are collaborating with Beam Therapeutics, Inc., or Beam, on up to six research programs focused on C3 and other complement targets in the eye, liver and brain, using Beam's proprietary base editing technology to discover new treatments for complement-driven diseases.

Since our commencement of operations in May 2010, we have devoted substantially all of our resources to developing our proprietary technology, developing product candidates, undertaking preclinical studies and conducting clinical trials for pegcetacoplan, building our intellectual property portfolio, organizing and staffing our company, business planning, raising capital, preparing for and executing the commercial launch of our products and providing general and administrative support for these operations.

To date, we have financed our operations primarily through $1.9 billion in net proceeds from public offerings of our common stock and pre-funded warrants to purchase common stock, $535.8 million in net proceeds from offerings of Convertible Notes, a $250.0 million up-front payment and $65.0 million development reimbursement payments from Sobi pursuant to the Sobi collaboration agreement, $112.6 million in proceeds from the private placement of shares of our convertible preferred stock prior to our initial public offering, or IPO, $140.0 million under the SFJ agreement, $20.0 million in proceeds from borrowings under a term loan facility with Silicon Valley Bank, and $7.0 million in proceeds from our issuance and sale of a promissory note. We have repaid the term loan facility and the promissory note in full, and we exchanged $425.4 million and converted $0.7 million of aggregate principal amount of our Convertible Notes for shares of our common stock.

We have incurred significant annual net operating losses in every year since our inception and we expect to continue to incur net operating losses for at least this year. Our net losses were $66.4 million and $177.8 million for the three months ended March 31, 2024 and 2023, respectively. As of March 31, 2024, we had an accumulated deficit of $2.9 billion.

Our operating results may fluctuate significantly from quarter to quarter and year to year. We anticipate that we will continue to incur significant commercialization expenses related to sales, marketing, medical affairs, manufacturing, distribution and other commercial infrastructure associated with the commercialization of EMPAVELI for the treatment of PNH and the commercialization of SYFOVRE for the treatment of GA. In addition, we expect to continue to incur these expenses if and as we continue to develop and conduct our ongoing and planned clinical trials of pegcetacoplan and our other product candidates; initiate and continue research and preclinical and clinical development efforts for any future product candidates; seek to identify and develop additional product candidates for complement-dependent diseases; seek regulatory and marketing approvals for our product candidates that successfully complete clinical trials, if any; establish sales, marketing, distribution and other commercial infrastructure to commercialize any additional products for which we may obtain marketing approval; require the manufacture of larger quantities of product candidates for clinical development and, potentially, commercialization; maintain, expand and protect our intellectual property portfolio; hire and retain additional personnel, such as clinical, quality control, regulatory and scientific personnel; add operational, financial and management information systems and personnel, including personnel to support our product development and add equipment and physical infrastructure to support our research and development programs and commercialization.

SFJ Agreement

On February 28, 2019, we entered into a development funding agreement, which we refer to as the SFJ agreement, with SFJ Pharmaceuticals Group, or SFJ, under which SFJ agreed to provide funding to us to support the development of systemic pegcetacoplan for the treatment of patients with PNH. Pursuant to the agreement, SFJ paid us $60.0 million following the signing of the agreement and agreed to pay us up to an additional $60.0 million in the aggregate in three equal installments upon the achievement of specified development milestones with respect to our Phase 3 program for pegcetacoplan in PNH and subject to our having cash resources at the time sufficient to fund at least 10 months of our operations.

In June 2019 we amended the SFJ agreement to include an additional $20 million funding payment. SFJ paid us $80.0 million under the amended SFJ agreement between June 2019 and January 2020.

Under the SFJ agreement, following regulatory approvals by the FDA and the European Commission, or the EC, for the use of systemic pegcetacoplan as a treatment for PNH, we paid SFJ $4.0 million in 2021 in connection with the FDA approval in May 2021 and $5.0 million in January 2022 in connection with the EC approval in December 2021. In addition, we paid $11.5 million in connection with the one-year anniversary of the FDA approval in May 2022 and $18.0 million in connection with the one-year anniversary of the EC approval in December 2022 and $24.5 million in connection with the two-year anniversary of FDA approval in May 2023 and $31.0 million in connection with the two-year anniversary of EC approval in December 2023. We are obligated to pay SFJ $366.0 million in additional payments due on each anniversary of FDA and EC regulatory approval through 2027 with $37.5 million due in May 2024 and $61.3 million due in December 2024.

Convertible Notes

On September 16, 2019, we completed a private offering of convertible notes, or the 2019 Convertible Notes, with an aggregate principal amount of $220.0 million issued pursuant to an indenture, or the Indenture, with U.S. Bank National Association, as trustee.
The net proceeds from the sale of the 2019 Convertible Notes were approximately $212.9 million after deducting the initial purchasers' discounts and commissions of $6.6 million and offering expenses of $0.5 million. We used $28.4 million of the net proceeds from the sale of the 2019 Convertible Notes to pay the cost of the capped call transactions in September 2019 described below.

On May 12, 2020, we issued convertible notes, or the 2020 Convertible Notes, with an aggregate principal amount of $300.0 million. The net proceeds from the sale of the 2020 Convertible Notes were approximately $322.9 million after deducting the purchasers' discounts and commission of $5.7 million and offering expenses of $0.3 million. We used $43.1 million of the net proceeds from the sale to pay the cost of the additional capped call transactions in May 2020 described below.

The 2019 Convertible Notes and the 2020 Convertible Notes are referred to together as the Convertible Notes. The Convertible Notes are our senior unsecured obligations and bear interest at a rate of 3.5% per year payable semiannually in arrears on March 15 and September 15 of each year, beginning on March 15, 2020. The Convertible Notes will mature on September 15, 2026, unless converted earlier, redeemed or repurchased in accordance with their terms.

The Convertible Notes are convertible into shares of our common stock at an initial conversion rate of 25.3405 shares per $1,000 principal amount of notes (equivalent to an initial conversion price of approximately $39.4625 per share of common stock). The conversion rate is subject to customary anti-dilution adjustments. In addition, following certain events that occur prior to the maturity date or if we deliver a notice of redemption, we will increase the conversion rate for a holder who elects to convert its Convertible Notes in connection with such corporate event or a notice of redemption, as the case may be, in certain circumstances as provided in the Indenture.

Prior to March 15, 2026, the Convertible Notes are convertible only under the following circumstances:

- during any calendar quarter, if the last reported sale price of our common stock for at least 20 trading days (whether or not consecutive) during a period of 30 consecutive trading days ending on, and including, the last trading day of the immediately preceding calendar quarter is greater than or equal to 130% of the conversion price on each applicable trading day;
- during the five business day period after any five consecutive trading day period in which the trading price per $1,000 principal amount of the Convertible Notes for each such trading day was less than 98% of the product of the last reported sale price of our common stock and the conversion rate on each such trading day;

- if we call any or all of the Convertible Notes for redemption, at any time prior to the close of business on the second scheduled trading day immediately preceding the redemption date; or upon the occurrence of corporate events specified in the Indenture.

On or after March 15, 2026 until the close of business on the second scheduled trading day immediately preceding the maturity date of the Convertible Notes, holders may convert the Convertible Notes at any time regardless of the foregoing circumstances. Upon conversion of the Convertible Notes, we will pay or deliver, as the case may be, cash, shares of our common stock or a combination of cash and shares of common stock, at our election.

As of September 20, 2023, we may redeem for cash all or a portion of the Convertible Notes, at our option, if the last reported sale price of our common stock has been at least 130% of the conversion price then in effect for at least 20 trading days (whether or not consecutive), including the trading day immediately preceding the date on which we provide a notice of redemption, during any 30 consecutive trading day period ending on, and including, the trading day immediately preceding the date on which we provide notice of redemption. The redemption price will be equal to 100% of the principal amount of the Convertible Notes to be redeemed, plus accrued and unpaid interest to, but excluding, the redemption date. If we call any Convertible Notes for redemption, it will constitute a "make-whole fundamental change" with respect to such Convertible Notes, in which case the conversion rate applicable to the conversion of such Notes, if converted in connection with the redemption, will be increased in certain circumstances. We have not called for redemption any of the Convertible Notes as of March 31, 2024.

If we undergo a "fundamental change," as defined in the Indenture, prior to maturity, subject to certain conditions, holders may require us to repurchase for cash all or any portion of their Convertible Notes at a fundamental change repurchase price equal to 100 % of the principal amount of the notes to be repurchased, plus any accrued and unpaid interest to, but excluding, the fundamental change repurchase date.

In January 2021, July 2021 and July 2022, we entered into separate, privately negotiated exchange agreements to modify the conversion terms with certain holders of the 2019 Convertible Notes and 2020 Convertible Notes. Under the terms of these exchange agreements, in January 2021, July 2021 and July 2022, the holders exchanged approximately $126.1 million of 2019 Convertible Notes, $201.1 million of 2019 Convertible Notes and 2020 Convertible Notes, and $98.1 million of 2020 Convertible Notes, respectively, in aggregate principal amount held by them for an aggregate of 3,906,869 shares, 5,992,217 shares and 3,027,018 shares, respectively, of common stock we issued. In accordance with FASB ASC Topic 470-20, "Debt – Debt with Conversion and Other Options," or ASC 470-20, we accounted for the exchange as an induced conversion based on the short period of time the conversion offer was open and the substantive conversion feature offer. We accounted for the conversion of the debt as an inducement by expensing the fair value of the shares that were issued in excess of the original terms of the Convertible Notes.

The conditional conversion feature of the Convertible Notes was triggered as of December 31, 2023, and as a result the Convertible Notes are convertible at the option of the holders until March 31, 2024. No Convertible Notes were converted during this period.

The conditional conversion feature of the Convertible Notes was triggered as of March 31, 2024, and as a result the Convertible Notes are convertible at the option of the holders until June 30, 2024.

As of March 31, 2024, we held in treasury Convertible Notes in principal amount of $425.4 million which notes had not been cancelled.

Collaboration Agreement with Sobi

On October 27, 2020, we entered into the Sobi collaboration agreement, concerning the development and commercialization of pegcetacoplan and specified other structurally and functionally similar compstatin analogues or derivatives for use systemically or for local non-ophthalmological administration, collectively referred to as the licensed products. We granted Sobi an exclusive (subject to certain rights retained by us), sublicensable license of certain patent rights and know-how to develop and commercialize licensed products in all countries outside of the United States. We retained the right to commercialize licensed products in the United States, and, subject to specified limitations, to develop licensed products worldwide for commercialization in the United States. Under the Sobi collaboration agreement, Sobi made an upfront payment of $250.0 million in November 2020, and agreed to pay up to an aggregate of $915.0 million upon the achievement of specified one-time regulatory and commercial milestone events, including a $50.0 million milestone which would be payable following the first regulatory and reimbursement approval of systemic pegcetacoplan in any major European country, and to reimburse us for up to $80.0 million in development costs. In January 2021 we received a $25.0 million development reimbursement payment from Sobi and in January 2022 and 2023, we received a $20.0 million development reimbursement payment from Sobi. In January 2024, we waived the remaining reimbursement payment of $15.0 million in connection with the decision to discontinue the CAD program.

In May 2023, we and Sobi announced that the Phase 2 MERIDIAN study evaluating systemic pegcetacoplan for amyotrophic lateral sclerosis, or ALS, did not meet its primary or key secondary endpoints. Based on this lack of efficacy, we and Sobi discontinued development of systemic pegcetacoplan for ALS.

The EC approved systemic Aspaveli (pegcetacoplan) for the treatment of adults with PNH in December 2021. In March 2022, we earned a $50.0 million payment from Sobi related to the first regulatory and reimbursement milestone in Europe, which we received in April 2022. We are also entitled to receive tiered, double-digit royalties (ranging from high teens to high twenties) on sales of licensed products outside of the United States, subject to customary deductions and third-party payment obligations, until the latest to occur of: (i) expiration of the last-to-expire of specified licensed patent rights; (ii) expiration of regulatory exclusivity; and (iii) ten (10) years after the first commercial sale of the applicable licensed product, in each case on a licensed product-by-licensed product and country-by-country basis. We remain responsible for our license fee obligations (including royalty obligations) to the University of Pennsylvania and for our payment obligations to SFJ.

Financial Operations Overview

Revenue

Our revenues consist of product sales of EMPAVELI and SYFOVRE, and revenues derived from our collaboration agreement with Sobi.

Revenue is recognized when, or as, we satisfy a performance obligation by transferring a promised good or service to a customer. An asset is transferred when, or as, the customer obtains control of that asset. For performance obligations that are satisfied over time, we recognize revenue using an input or output measure of progress that best depicts the satisfaction of the relevant performance obligation.

Product Revenues

Product revenue is derived from our sales of our commercial products, EMPAVELI and SYFOVRE, in the United States.

Licensing and Other Revenue

Licensing and other revenue is derived from our collaboration agreement with Sobi concerning the development and commercialization of pegcetacoplan and specified other compstatin analogues or derivatives for use systemically or for local non-ophthalmic administration.

Cost of Sales

Cost of sales consists primarily of costs associated with the manufacturing of EMPAVELI and SYFOVRE, costs associated with revenue from our collaboration agreement with Sobi, royalties owed to our licensor for such sales, and certain period costs.

Research and Development Expenses

Research and development expenses consist primarily of costs incurred for our research activities, including our drug discovery efforts, and the development of our product candidates, which include:

- employee-related expenses including salaries, bonuses, benefits and share-based compensation expense related to individuals performing research and development activities;
- expenses incurred under agreements with third parties, including contract research organizations, or CROs, that conduct clinical trials and research and development activities on our behalf, and contract manufacturing organizations that manufacture quantities of drug supplies for both our preclinical studies and clinical trials;
- the cost of consultants, including share-based compensation expense; and
- various other expenses incident to the management of our preclinical studies and clinical trials.

Research and development costs are expensed as incurred. Nonrefundable advance payments for goods or services to be received in the future for use in research and development activities are deferred and capitalized. The capitalized amounts are expensed as the

related goods are delivered or the services are performed. We have not provided program costs since inception because historically we have not tracked or recorded our research and development expenses on a program-by-program basis from inception

The successful development of our product candidates in clinical development is highly uncertain. Accordingly, at this time, we cannot reasonably estimate the nature, timing and costs of the efforts that will be necessary to complete the remainder of the clinical development of these product candidates. We are also unable to predict when, if ever, material net cash inflows will commence from pegcetacoplan in other jurisdictions and indications or any other potential product candidates. This is due to the numerous risks and uncertainties associated with developing therapeutics, including the uncertainties of:

- establishing an appropriate safety profile in preclinical studies;
- successful enrollment in, and completion of clinical trials;
- receipt of marketing approvals from applicable regulatory authorities;
- establishing commercial manufacturing capabilities or making arrangements with third-party manufacturers;
- obtaining and maintaining patent and trade secret protection and regulatory exclusivity for our product candidates;
- launching commercial sales of the products, if and when approved, whether alone or in collaboration with others; and
- an acceptable safety profile of the products following approval.

A change in the outcome of any of these variables with respect to the development of any of our product candidates would significantly change the costs and timing associated with the development of that product candidate.

Research and development activities are central to our business model. Product candidates in later stages of clinical development generally have higher development costs than those in earlier stages of clinical development, primarily due to the increased size and duration of later-stage clinical trials. We expect research and development costs to increase for the foreseeable future as our product candidate development programs progress. However, we do not believe that it is possible at this time to accurately project total program-specific expenses through commercialization. There are numerous factors associated with the successful commercialization of any of our product candidates, including future trial design and various regulatory requirements, many of which cannot be determined with accuracy at this time based on our stage of development. Additionally, future commercial and regulatory factors beyond our control will impact our clinical development programs and plans.

Selling, General and Administrative Expenses

Selling, general and administrative expenses consist primarily of costs associated with the commercialization of approved products and general and administrative costs to support operations, including salaries, bonuses, benefits and share-based compensation. Selling expenses include product marketing, sales operations costs, and other costs incurred to support our sales efforts. General and administrative expenses include corporate support functions such as executive management, finance and accounting, business development, legal, human resources, information technology, and associated external costs to support those functions. Other significant costs include facility costs not otherwise included in research and development expenses, legal fees relating to patent and corporate matters, and fees for accounting and consulting services.

We anticipate that our selling, general and administrative expenses will increase in the future to support continued commercial activities for our approved products, potential commercialization of our product candidates and costs of operating as a public company.

Critical Accounting Estimates

This 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 assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements, as well as the reported amounts of expenses during the reported periods. On an ongoing basis, we evaluate our estimates and judgments, including those related to product revenue, licensing revenue, costs of research collaboration arrangements, inventory, accrued research and development expenses, convertible notes, capped call transactions and the development derivative and development liability, which we described in our 2023 Annual Report on Form 10-K. We base our estimates on historical experience and on various other factors that we believe are reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

Our significant accounting policies are described in Note 2 of Part I, Item 1 of this Quarterly Report on Form 10-Q and in Part I, Item 7, "Critical Accounting Estimates" in our 2023 Annual Report on Form 10-K. There have been no changes to our critical accounting policies and estimates since our 2023 Annual Report on Form 10-K.

Results of Operations

Three Months Ended March 31, 2024 and 2023 (in thousands, except percentages)

	For the Three Months Ended March 31,		Change	Change
	2024	2023	$	%
Revenue:				
Product revenue, net	$ 163,075	$ 38,800	$ 124,275	320 %
Licensing and other revenue	9,250	6,046	3,204	53 %
Total revenue:	172,325	44,846	127,479	284 %
Operating expenses:				
Cost of sales	20,209	7,809	12,400	159 %
Research and development	84,701	110,027	(25,326)	(23 %)
Selling, general and administrative	129,505	102,093	27,412	27 %
Total operating expenses:	234,415	219,929	14,486	7 %
Net operating loss	(62,090)	(175,083)	112,993	(65 %)
Interest income	3,303	5,393	(2,090)	(39 %)
Interest expense	(6,967)	(7,529)	562	(7 %)
Other (expense)/income, net	(499)	(277)	(222)	80 %
Net loss before taxes	(66,253)	(177,496)	111,243	(63 %)
Income tax expense	170	282	(112)	(40 %)
Net loss	$ (66,423)	$ (177,778)	$ 111,355	(63 %)

Product Revenue, Net

Our product revenue, net is derived from EMPAVELI sales in the United States which was launched in May 2021 and SYFOVRE sales in the United States which was launched in March 2023. We recognized $163.1 million and $38.8 million of net product revenue for the three months ended March 31, 2024 and 2023, respectively. The net product revenue of $163.1 million for the three months ended March 31, 2024, consists of $25.6 million in net product revenue from sales of EMPAVELI and $137.5 million in net product revenue from sales of SYFOVRE. The net product revenue of $38.8 million for the three months ended March 31, 2023, consists of $20.4 million in net product revenue from sales of EMPAVELI and $18.4 million in net product revenue from sales of SYFOVRE.

Licensing and Other Revenue

Licensing and other revenue of $9.3 million for the three months ended March 31, 2024 consisted of $4.8 million in revenue from product supplied to Sobi and $4.5 million in royalty revenue from Sobi. Licensing and other revenue of $6.0 million for the three months ended March 31, 2023 consisted of $4.5 million in revenue from product supplied to Sobi and $1.6 million in royalty revenue from Sobi.

Cost of Sales

Cost of sales was $20.2 million for the three months ended March 31, 2024 and $7.8 million for the three months ended March 31, 2023. The increase in cost of sales was primarily driven by a $1.9 million increase due to higher volume from commercial sales and product provided under our patient assistance programs, a $4.7 million increase in royalty expense, and a $5.4 million increase in expenses incurred related to excess or obsolete inventory.

In addition, prior to receiving FDA approval for EMPAVELI and SYFOVRE, the costs associated with the manufacturing of EMPAVELI and SYFOVRE inventory were expensed as incurred as research and development expense. This did not materially impact cost of sales for the three months ended March 31, 2024 and 2023. We expect this may continue to impact the cost of sales as

the remaining pre-FDA approval inventory is sold to customers. As of March 31, 2024, the remaining pre-FDA approved inventory was $19.4 million, which primarily consisted of raw materials.

Research and Development Expenses

The following table summarizes our research and development expenses incurred during the three months ended March 31, 2024 and 2023 (in thousands, except percentages):

(In thousands)	**For the Three Months Ended March 31,**		**Change**	**Change**
	2024	**2023**	**$**	**%**
Program-specific external costs:				
PNH	$ 4,397	$ 5,086	(689)	(14%)
IC-MPGN & C3G	9,230	8,464	766	9%
ALS	358	6,341	(5,983)	(94%)
CAD	16,228	2,279	13,949	612%
HSCT-TMA	564	1,712	(1,148)	(67%)
GA	9,975	15,559	(5,584)	(36%)
Other development and discovery programs	9,930	16,414	(6,484)	(40%)
Total program-specific costs	50,682	55,855	(5,173)	(9%)
Unallocated external costs				
Non-program specific external costs	312	2,905	(2,593)	(89%)
Total unallocated external costs	312	2,905	(2,593)	(89%)
Unallocated internal costs				
Compensation and related personnel costs	32,546	50,055	(17,509)	(35%)
Other expenses	1,161	1,212	(51)	(4%)
Total unallocated internal costs	33,707	51,267	(17,560)	(34%)
Total research and development costs	$ 84,701	$ 110,027	$ (25,326)	(23%)

Research and development expenses decreased by $25.3 million to $84.7 million for the three months ended March 31, 2024 from $110.0 million for the three months ended March 31, 2023, a decrease of 23%. The decrease in research and development expenses was primarily attributable to a $5.2 million decrease in program specific external costs, a $2.6 million decrease in non-program specific external costs, and a $17.5 million decrease in compensation and related personnel costs.

The decrease in our program-specific external costs of $5.2 million was driven by a $5.6 million decrease in GA costs which largely reflects the impact of the approval of SYFOVRE in February 2023, a $6.0 million decrease in ALS costs due to the discontinuation of the Phase 2 MERIDIAN study, and a $6.5 million decrease in other development and discovery program costs. These decreases were partially offset by a $15.0 million one-time expense related to the discontinuation of the CAD program.

The decrease in compensation and related personnel costs was driven by a $15.8 million decrease in salaries and benefits due to lower headcount compared to the prior year and a $1.7 million decrease in stock compensation expense associated with the grant of stock options and restricted stock units to employees. Lower headcount was driven by the reclassification of certain employee costs to selling, general and administrative expenses.

Selling, General and Administrative Expenses

Selling, general and administrative expenses increased by $27.4 million to $129.5 million for the three months ended March 31, 2024, from $102.1 million for the three months ended March 31, 2023, an increase of 27%. The increase was primarily attributable to an increase in personnel related costs of $7.4 million, an increase in professional and consulting fees and general commercial preparation activities of $17.7 million and higher office costs of $2.7 million, which were partially offset by a decrease of $0.2 million in travel expenses and a decrease of $0.2 million in insurance expenses. The increase in personnel related costs of $7.4 million consisted of a $4.4 million increase in salaries and benefits and an increase of $3.3 million related to stock compensation expense associated with the grant of stock options and restricted stock units to employees, partially offset by a decrease of $0.3 million in recruiting expenses. The increase in other professional and consulting fees and general commercial preparation activities of $17.7 million consisted primarily of higher commercialization related activity of $18.0 million primarily due to the commercial launch of SYFOVRE in March 2023, partially offset by a decrease in general professional fees of $0.3 million.

Interest Income

Interest income was $3.3 million for the three months ended March 31, 2024, a decrease of $2.1 million, compared to $5.4 million for the three months ended March 31, 2023. The decrease in interest income was primarily attributable to decreased investments during the three months ended March 31, 2024.

Interest Expense

Interest expense was $7.0 million for the three months ended March 31, 2024 and $7.5 million for the three months ended March 31, 2023. The decrease is primarily due to a decrease in the balance of the development liability.

Other (Expense)/ Income, Net

Other income/(expense), net, was $0.5 million during the three months ended March 31, 2024 and $0.3 million for the three months ended March 31, 2023.

Income Tax Expense

Income tax expense was $0.2 million for the three months ended March 31, 2024, a decrease of $0.1 million, compared to $0.3 million for the three months ended March 31, 2023. The decrease primarily pertained to a decrease in state taxes.

Liquidity and Capital Resources

Sources of Liquidity

To date, we have financed our operations primarily through $1.9 billion in net proceeds from public offerings of our common stock and pre-funded warrants to purchase common stock, $535.8 million in net proceeds from offerings of Convertible Notes, a $250.0 million up-front payment and a $65.0 million development reimbursement payments from Sobi pursuant to the Sobi collaboration agreement, $112.6 million in proceeds from the private placement of shares of our convertible preferred stock prior to our IPO, $140.0 million under the SFJ agreement, $20.0 million in proceeds from borrowings under a term loan facility with Silicon Valley Bank, and $7.0 million in proceeds from our issuance and sale of a promissory note. We have repaid the term loan facility and the promissory note in full, and we exchanged $425.4 million of aggregate principal amount of our Convertible Notes for shares of our common stock.

In November 2023, we entered into a sales agreement, or the sales agreement, with Cowen and Company, LLC, or Cowen, as agent, pursuant to which we may offer and sell shares of our common stock having an aggregate offering from of up to $300.0 million from time to time. Any sales made under the sales agreement will be made at market prices by any method that is deemed to be an “at the market offering” as defined in Rule 415(a)(4) promulgated under the Securities Act of 1933. Any sales under the sales agreement will be made pursuant to our registration statement on Form S-3, which became effective on February 22, 2023. We agreed to pay Cowen compensation of up to 3.0% of the gross proceeds of the sale of shares made under the sales agreement. We did not make any sales under the sales agreement during the three months ended March 31, 2024.

In February 2023, we issued and sold 4,007,936 shares of our common stock and, in lieu of common stock to investors who so chose, pre-funded warrants to purchase 2,380,956 shares of our common stock in a follow-on offering, including 833,333 shares sold pursuant to the underwriters’ exercise in full of their option to purchase additional shares of common stock. The price to the public of the shares of common stock was $63.00 per share and the price to the public of the pre-funded warrants was $62.9999 per pre-funded warrant. The pre-funded warrants have an exercise price equal to $0.0001 per share and do not expire. The pre-funded warrants were accounted for as equity instruments. We received total net proceeds of $384.4 million, after deducting underwriting discounts and commissions of $18.8 million and offering cost of $0.3 million.

We entered into agreements with the capped call counterparties to unwind a portion of the capped call transactions on February 27, 2024. The unwind agreements applied to the portion of the capped call transactions in a notional amount corresponding to the $426.1 million principal amount of Convertible Notes that we held in treasury as of December 31, 2023 or have been previously converted. The unwind transactions was settled based on the volume-weighted average price of our common stock over a 7-day averaging period beginning on and including February 27, 2024. The settlement of the unwind transactions was completed on March 8, 2024 at volume-weighted average price per share of $64.11, which resulted in cash proceeds to us of $98.8 million. As of March 31, 2024, the capped call transactions remaining is a notional amount corresponding to $93.9 million principal amount of Convertible Notes.

Cash Flows

The following table provides information regarding our cash flows for the three months ended March 31, 2024 and 2023 (in thousands):

	For the Three Months Ended March 31,	
	2024	2023
Net cash used in operating activities	$ (132,983)	$ (177,620)
Net cash used in investing activities	(293)	(259)
Net cash provided by financing activities	108,212	391,106
Effect of exchange rate changes on cash, cash equivalents and restricted cash	(209)	56
Net (decrease) increase in cash, cash equivalents and restricted cash	$ (25,273)	$ 213,283

Net Cash Used in Operating Activities

Net cash used in operating activities was $133.0 million for the three months ended March 31, 2024 and consisted primarily of a net loss of $66.4 million adjusted for $36.9 million of non-cash items, including share-based compensation expense of $30.3 million, depreciation expense of $0.4 million and accretion of discount to the development liability of $6.1 million. Further, it included a net increase in operating assets and liabilities of $103.5 million, which was driven by increases in accounts receivable of $61.4 million, an increase in inventory of $14.9 million, an increase in prepaid assets of $4.3 million, a decrease in other current assets of $10.7 million, a decrease in accounts payable and accrued expenses of $37.1 million, and an increase in deferred revenue of $3.6 million.

Net cash used in operating activities was $177.6 million for the three months ended March 31, 2023 and consisted primarily of a net loss of $177.8 million adjusted for $35.9 million of non-cash items, including share-based compensation expense of $28.8 million, depreciation expense of $0.4 million and accretion of discount to the development liability of $6.6 million. Further, it includes a net decrease in operating assets of $6.5 million, a decrease in accounts payable of $5.9 million and accrued expenses of $23.4 million.

Net Cash Used in Investing Activities

Net cash used in investing activities during the three months ended March 31, 2024 was $0.3 million primarily due to purchases of fixed assets.

Net cash provided by investing activities during the three months ended March 31, 2023 was $0.3 million primarily due to purchases of fixed assets.

Net Cash Provided by Financing Activities

Net cash provided by financing activities was $108.2 million during the three months ended March 31, 2024 and consisted primarily of proceeds from the settlement of capped call unwind transactions of $98.8 million and $9.5 million of proceeds from the exercise of stock options.

Net cash provided by financing activities was $391.1 million during the three months ended March 31, 2023 and consisted primarily of proceeds from the follow-on common stock and pre-funded warrant offering in March 2023 of $384.4 million, $17.7 million proceeds from the exercise of stock options offset by the payments of employee tax withholding related to equity-based compensation of $11.0 million.

Funding Requirements

We expect to continue incur expenses to support our ongoing commercial activities related to product manufacturing, marketing, sales and distribution of EMPAVELI for PNH and SYFOVRE for GA. In addition, we expect to continue to incur expenses as we prioritize the ongoing development of systemic pegcetacoplan and focus our research initiatives on high potential opportunities.

We believe that our cash and cash equivalents as of March 31, 2024, together with the cash that we anticipate will be generated from sales of EMPAVELI and SYFOVRE will be sufficient to fund our projected operating expenses and capital expenditure requirements for at least the next 12 months, as well as our anticipated longer-term cash requirements and obligations. Our expectations regarding

our short-term and long-term funding requirements are based on assumptions that may prove to be wrong, and we may need additional capital resources to fund our operating plans and capital expenditure requirements.

We are devoting substantial resources to the commercial infrastructure for SYFOVRE for GA. We are also devoting substantial resources to the development of our product candidates. Because of the numerous risks and uncertainties associated with the commercialization of EMPAVELI and SYFOVRE and development of other product candidates, and because the extent to which we may enter into collaborations with third parties for any of these activities is unknown, we are unable to estimate the amounts of increased capital outlays and operating expenses associated with the research, development and commercialization. Our future funding requirements and long-term capital requirements will depend on many factors, including:

- our ability to continue to successfully commercialize and sell EMPAVELI and SYFOVRE in the United States;
- the cost of and our ability to obtain regulatory approvals of SYFOVRE outside of the United States and continue to build a commercial infrastructure for SYFOVRE for GA in the United States and worldwide;
- the cost of and our ability to effectively establish and maintain, the commercial infrastructure and manufacturing capabilities required to support the continued commercialization of EMPAVELI, systemic pegcetacoplan and SYFOVRE and any other products for which we receive marketing approval including product sales, medical affairs, marketing, manufacturing and distribution;
- the scope, progress, timing, costs and results of clinical trials of, and research and preclinical development efforts for systemic pegcetacoplan, SYFOVRE and our other product candidates;
- our ability to maintain a productive collaborative relationship with Sobi with respect to systemic pegcetacoplan, including our ability to achieve milestone payments under our agreement with Sobi;•our ability to identify additional collaborators for any of our product candidates and the terms and timing of any collaboration agreement that we may establish for the development and any commercialization of such product candidates;
- the number and characteristics of future product candidates that we pursue and their development requirements;
- the outcome, timing and costs of clinical trials and of seeking regulatory approvals of pegcetacoplan in other jurisdictions and indications and other product candidates we may pursue;
- the costs of commercialization activities for any of our product candidates that receive marketing approval to the extent such costs are not the responsibility of any collaborators, including the costs and timing of establishing product sales, marketing, distribution and manufacturing capabilities;
- subject to receipt of marketing approval, revenue, if any, received from commercial sales of pegcetacoplan in other jurisdictions and indications and our other product candidates;
- our headcount growth and associated costs as we expand our research and development and establish a commercial infrastructure;
- the costs of preparing, filing and prosecuting patent applications, maintaining and protecting our intellectual property rights and defending against intellectual property related claims;
- the effect of competing technological and market developments;
- the effect of public health crises, including pandemics and epidemics, on the healthcare system and the economy generally and on our clinical trials and other operations specifically;
- our ability to obtain adequate reimbursement for EMPAVELI and SYFOVRE in the United States or any other product we commercialize; and
- the costs of operating as a public company.

If our cash and cash equivalents, and cash generated from sales of EMPAVELI and SYFOVRE are not sufficient to fund our planned expenditures, we will need to finance our cash needs through external sources of funds, which may include equity offerings, debt financings, collaborations, strategic alliances or licensing arrangements. We currently do not have any committed external source of funds.

If we are unable to generate sufficient funds from sales of EMPAVELI and SYFOVRE, or raise additional funds when needed, we may be required to delay, limit, reduce or terminate our product development or future commercialization efforts or grant rights to develop and market product candidates that we would otherwise prefer to develop and market ourselves.

Contractual Obligations

The disclosure of our contractual obligations and commitments is set forth under the heading "Management's Discussion and Analysis of Financial Condition and Results of Operations—Contractual Obligations" in our 2023 Annual Report on Form 10-K. See Note 13 Commitments and Contingencies in the Notes to Unaudited Condensed Consolidated Financial Statements in Part I, Item I of this Form 10-Q for a discussion of obligations and commitments.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

We are exposed to market risk related to changes in interest rates. As of March 31, 2024, we had cash and cash equivalents of $325.9 million, consisting primarily of money market funds and U.S. Government obligations. Our primary exposure to market risk is interest rate sensitivity, which is affected by changes in the general level of U.S. interest rates. Due to the short-term duration of our investment portfolio and the low risk profile of our investments, an immediate 10% change in interest rates would not have a material effect on the fair market value of our investment portfolio. We have the ability to hold our marketable securities until maturity, and therefore we would not expect our operating results or cash flows to be affected to any significant degree by the effect of a change in market interest rates on our investments.

Item 4. Controls and Procedures.

Limitations on Effectiveness of Controls and Procedures

The term "disclosure controls and procedures," as defined in Rules 13a-15(f) and 15d-15(e) under the Exchange Act of 1934 as amended, or the Exchange Act, refers to controls and procedures that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Our disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to our management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

In designing and evaluating our disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints, and that management is required to apply judgment in evaluating the benefits of possible controls and procedures relative to their costs.

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated, as of the end of the period covered by this Quarterly Report on Form 10-Q, the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act). Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective at the reasonable assurance level as of March 31, 2024.

Changes in Internal Control Over Financial Reporting

No change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) occurred during the three months ended March 31, 2024 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II—OTHER INFORMATION

Item 1. Legal Proceedings

See Note 13 Commitments and Contingencies in the Notes to Unaudited Condensed Consolidated Financial Statements in Part I, Item I of this Form 10-Q.

Item 1A. Risk Factors.

In addition to the other information set forth in this Quarterly Report on Form 10-Q, you should carefully consider the factors discussed in Part I, "Item 1A. Risk Factors" in our Annual Report on Form 10–K for the year ended December 31, 2023, which could materially affect our business, financial condition or future results. The risk factors disclosure in our Annual Report on Form 10-K for the year ended December 31, 2023 is qualified by the information that is described in this Quarterly Report on Form 10-Q. The risks described in our Annual Report on Form 10–K for the year ended December 31, 2023 are not our only risks. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition or future results.

Item 5. Other Information.

The following table describes, for the quarterly period covered by this report, each trading arrangement for the sale or purchase of our securities adopted or terminated by our directors and officers that is either (1) a contract, instruction or written plan intended to satisfy the affirmative defense conditions of Rule 10b5-1(c), or a Rule 10b5-1 trading arrangement, or (2) a "non-Rule 10b5-1 trading arrangement" (as defined in Item 408(c) of Regulation S-K):

Name (Title)	Action Taken (Date of Action)	Type of Trading Arrangement	Nature of Trading Arrangement	Duration of Trading Arrangement	Aggregate Number of Securities
Alec Machiels Director	Adoption 2/29/2024	Rule 10b5-1 trading arrangement	Sale	Until 11/28/2025, or such earlier date upon which all transactions are completed or expire without execution	Up to 18,000 shares
David Watson General Counsel	Adoption 2/29/2024	Rule 10b5-1 trading arrangement	Sale	Until 2/28/2025, or such earlier date upon which all transactions are completed or expire without execution	Up to 23,872 shares
Mark DeLong Chief Business & Strategy Officer	Adoption 3/1/2024	Rule 10b5-1 trading arrangement	Sale	Until 2/28/2025, or such earlier date upon which all transactions are completed or expire without execution	Up to 24,799 shares
A. Sinclair Dunlop (1) Independent Director	Adoption 3/2/2024	non-Rule 10b5-1 trading arrangement	Sale	Until 12/31/2024, or such earlier date upon which all transactions are completed or expire without execution	Up to 174,000 shares
Cedric Francois President and Chief Executive Officer	Adoption 3/8/2024	Rule 10b5-1 trading arrangement	Sale	Until 5/30/2025 or such earlier date upon which all transactions are completed or expire without execution	Up to 592,034 shares
Caroline Baumal Chief Medical Officer	Adoption 3/13/2024	Rule 10b5-1 trading arrangement	Sale	Until 12/31/2024 or such earlier date upon which all transactions are completed or expire without execution	Up to 6,136 shares
Jeffrey R Eisele Chief Development Officer	Adoption 3/15/2024	Rule 10b5-1 trading arrangement	Sale	Until 2/28/2025 or such earlier date upon which all transactions are completed or expire without execution	Up to 207,256 shares
James Chopas Vice President, Corporate Controller and Chief Accounting Officer	Adoption 3/18/2024	Rule 10b5-1 trading arrangement	Sale	Until 8/30/2024 or such earlier date upon which all transactions are completed or expire without execution	Up to 4,000 shares
Karen L Lewis Chief People Officer	Adoption 3/19/2024	Rule 10b5-1 trading arrangement	Sale	Until 3/31/2025, or such earlier date upon which all transactions are completed or expire without execution	Up to 101,422 shares
Nur Nicholson Chief Technical Operations Officer	Adoption 3/30/2024	Rule 10b5-1 trading arrangement	Sale	Until 11/15/2024, or such earlier date upon which all transactions are completed or expire without execution	Up to 28,747 shares

(1) The non-Rule 10b5-1 trading plan relates to Epidarex Capital I LP, an affiliated entity of the named director.

Item 6. Exhibits.

Exhibit Number	Description
31.1*	Certification of Principal Executive Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification of Principal Financial Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1*	Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2*	Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	Inline XBRL Instance Document – the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

* Filed herewith.

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.

Apellis Pharmaceuticals, Inc.

Date: May 7, 2024

By: /s/ Cedric Francois
Cedric Francois
President and Chief Executive Officer
(principal executive officer)

Date: May 7, 2024

By: /s/ Timothy Sullivan
Timothy Sullivan
Chief Financial Officer and Treasurer
(principal financial officer)

Exhibit 31.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER PURSUANT TO EXCHANGE ACT RULES 13a-14(a) AND 15d-14(a), AS ADOPTED PURSUANT TO SECTION 302 OF SARBANES-OXLEY ACT OF 2002

I, Cedric Francois, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Apellis Pharmaceuticals, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 7, 2024

By: /s/ Cedric Francois
Cedric Francois
Chief Executive Officer

Exhibit 31.2

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER PURSUANT TO EXCHANGE ACT RULES 13A-14(A) AND 15D-14(A), AS ADOPTED PURSUANT TO SECTION 302 OF SARBANES-OXLEY ACT OF 2002

I, Timothy Sullivan, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Apellis Pharmaceuticals, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) (Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 7, 2024

By: /s/ Timothy Sullivan
Timothy Sullivan
Chief Financial Officer and Treasurer

Exhibit 32.1

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Apellis Pharmaceuticals, Inc. (the "Company") on Form 10-Q for the period ending March 31, 2024 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, Cedric Francois, President and Chief Executive Officer of the Company, hereby certifies, pursuant to 18 U.S.C. Section 1350, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 7, 2024

By: /s/ Cedric Francois
Cedric Francois
President and Chief Executive Officer

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 32.2

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Apellis Pharmaceuticals, Inc. (the "Company") on Form 10-Q for the period ending March 31, 2024 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, Timothy Sullivan, Chief Financial Officer and Treasurer of the Company, hereby certifies, pursuant to 18 U.S.C. Section 1350, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 7, 2024

By: /s/ Timothy Sullivan
Timothy Sullivan
Chief Financial Officer and Treasurer

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.