Sorrento Therapeutics, Inc. Form SC 13D/A June 02, 2016

SECURITIES AND EXCHANGE COMMISSION WASHINGTON, DC 20549

SCHEDULE 13D (Rule 13d-101)

(Amendment No. 5)

# INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO 240.13d-2(a)

Sorrento Therapeutics, Inc. (Name of Issuer)

Common Stock, par value \$0.0001 per share (Title of Class of Securities)

83587F202 (CUSIP Number)

Leonard A. Potter

President and Managing Member

Wildcat Capital Management, LLC

888 Seventh Avenue

New York, NY 10106

(212) 468-5100

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

June 1, 2016

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

*Note.* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

(Page 1 of 14 Pages)

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the *Notes*).

\_\_\_\_\_

<sup>\*</sup> The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

# **CUSIP No. 83587F202 13D Page 2 of 14 Pages**

```
NAMES OF REPORTING
      PERSONS
1
      Wildcat Capital Management,
      LLC
      CHECK THE
      APPROPRIATE BOX
      IF A MEMBER OF A
      GROUP
2
      (see instructions)
      (a) o
      (b) o
3
      SEC USE ONLY
      SOURCE OF FUNDS (see
      instructions)
4
      OO (See Item 3)
      CHECK IF
      DISCLOSURE OF
      LEGAL
      PROCEEDINGS IS
5
      REQUIRED
      PURSUANT TO
      ITEM 2(d) or 2(e)
      CITIZENSHIP OR PLACE OF
      ORGANIZATION
6
      Delaware
                     SOLE
                     VOTING
                 7
                    POWER
                     -0-
                     SHARED
                     VOTING
                    POWER
                 8
NUMBER OF
SHARES
                     2,676,193 (See
                    Items 3, 4 and
BENEFICIALLY
                     5)
OWNED BY
                 9
                    SOLE
EACH REPORTING
                    DISPOSITIVE
                     POWER
PERSON WITH
```

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Edgar Filing: Sorrento Therapeutics, Inc. - Form SC 13D/A
                      -0-
                      SHARED
                      DISPOSITIVE
                      POWER
                  10
                      2,676,193 (See
                      Items 3, 4 and
                      5)
           AGGREGATE AMOUNT
           BENEFICIALLY OWNED
           BY EACH REPORTING
11
           PERSON
           2,676,193 (See Items 3, 4
           and 5)
           CHECK BOX IF
           THE
           AGGREGATE
           AMOUNT IN
12
           ROW (11)
                            \mathbf{o}
           EXCLUDES
           CERTAIN
           SHARES (see
           instructions)
           PERCENT OF CLASS
           REPRESENTED BY
13
           AMOUNT IN ROW 11
           6.7% (See Item 5)*
           TYPE OF REPORTING
           PERSON
14
```

OO

The calculation assumes that there are a total of 40,213,733 shares of Common Stock (as defined herein) outstanding \*as of May 12, 2016, as set forth in the Issuer's Definitive Proxy Statement on Schedule 14A, filed with the Securities and Exchange Commission (the "SEC") on May 13, 2016.

# **CUSIP No. 83587F202 13DPage 3 of 14 Pages**

```
NAMES OF REPORTING
      PERSONS
1
      Wildcat - Liquid Alpha, LLC
      CHECK THE
      APPROPRIATE BOX
      IF A MEMBER OF A
      GROUP
2
      (see instructions)
      (a) o
      (b) o
      SEC USE ONLY
3
      SOURCE OF FUNDS (see
      instructions)
4
      WC (See Item 3)
      CHECK IF
      DISCLOSURE OF
      LEGAL
5
      PROCEEDINGS IS
                           o
      REQUIRED
      PURSUANT TO
      ITEM 2(d) or 2(e)
      CITIZENSHIP OR PLACE OF
      ORGANIZATION
6
      Delaware
                     SOLE
                     VOTING
                 7
                     POWER
                     -0-
                     SHARED
                     VOTING
                     POWER
                 8
                     184,000 (See
NUMBER OF
                     Items 3, 4 and
SHARES
                     5)
                     SOLE
BENEFICIALLY
                     DISPOSITIVE
OWNED BY
                     POWER
EACH REPORTING
                     -0-
PERSON WITH
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Edgar Filing: Sorrento Therapeutics, Inc. - Form SC 13D/A
                     SHARED
                     DISPOSITIVE
                     POWER
                 10
                     184,000 (See
                     Items 3, 4 and
                     5)
           AGGREGATE AMOUNT
           BENEFICIALLY OWNED
           BY EACH REPORTING
11
           PERSON
           184,000 (See Items 3, 4 and
           5)
           CHECK BOX IF
           THE
           AGGREGATE
           AMOUNT IN
12
           ROW (11)
                            o
           EXCLUDES
           CERTAIN
           SHARES (see
           instructions)
           PERCENT OF CLASS
           REPRESENTED BY
13
           AMOUNT IN ROW 11
           0.5% (See Item 5)*
           TYPE OF REPORTING
           PERSON
14
           OO
```

<sup>\*</sup>The calculation assumes that there are a total of 40,213,733 shares of Common Stock outstanding as of May 12, 2016, as set forth in the Issuer's Definitive Proxy Statement on Schedule 14A, filed with the SEC on May 13, 2016.

# **CUSIP No. 83587F202 13D Page 4 of 14 Pages**

```
NAMES OF REPORTING
      PERSONS
1
      Infinity Q Capital Management,
      LLC
      CHECK THE
      APPROPRIATE BOX
      IF A MEMBER OF A
      GROUP
2
      (see instructions)
      (a) o
      (b) o
      SEC USE ONLY
3
      SOURCE OF FUNDS (see
      instructions)
4
      OO (See Item 3)
      CHECK IF
      DISCLOSURE OF
      LEGAL
      PROCEEDINGS IS
5
                           o
      REQUIRED
      PURSUANT TO
      ITEM 2(d) or 2(e)
      CITIZENSHIP OR PLACE OF
      ORGANIZATION
6
      Delaware
                     SOLE
                     VOTING
                 7
                     POWER
                     -0-
                     SHARED
                     VOTING
NUMBER OF
SHARES
                     POWER
                 8
BENEFICIALLY
                     123,597 (See
OWNED BY
                     Items 3, 4 and
EACH REPORTING
                     5)
                     SOLE
PERSON WITH
                     DISPOSITIVE
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                     POWER
                     -0-
                  10 SHARED
                     DISPOSITIVE
                     POWER
                     123,597 (See
                     Items 3, 4 and
                     5)
           AGGREGATE AMOUNT
           BENEFICIALLY OWNED
           BY EACH REPORTING
11
           PERSON
           123,597 (See Items 3, 4 and
           CHECK BOX IF
```

14 PERSON
OO

 $\mathbf{o}$ 

THE

12

13

AGGREGATE AMOUNT IN

ROW (11)

EXCLUDES CERTAIN SHARES (see instructions)

PERCENT OF CLASS REPRESENTED BY

**AMOUNT IN ROW 11** 

0.3% (See Item 5)\*
TYPE OF REPORTING

<sup>\*</sup>The calculation assumes that there are a total of 40,213,733 shares of Common Stock outstanding as of May 12, 2016, as set forth in the Issuer's Definitive Proxy Statement on Schedule 14A, filed with the SEC on May 13, 2016.

# **CUSIP No. 83587F202 13D Page 5 of 14 Pages**

```
NAMES OF REPORTING
      PERSONS
1
      Infinity Q Management Equity,
      LLC
      CHECK THE
      APPROPRIATE BOX
      IF A MEMBER OF A
      GROUP
2
      (see instructions)
      (a) o
      (b) o
      SEC USE ONLY
3
      SOURCE OF FUNDS (see
      instructions)
4
      OO (See Item 3)
      CHECK IF
      DISCLOSURE OF
      LEGAL
      PROCEEDINGS IS
5
                           o
      REQUIRED
      PURSUANT TO
      ITEM 2(d) or 2(e)
      CITIZENSHIP OR PLACE OF
      ORGANIZATION
6
      Delaware
                     SOLE
                     VOTING
                 7
                     POWER
                     -0-
                     SHARED
                     VOTING
NUMBER OF
SHARES
                     POWER
                 8
BENEFICIALLY
                     123,597 (See
OWNED BY
                     Items 3, 4 and
EACH REPORTING
                     5)
                     SOLE
PERSON WITH
                     DISPOSITIVE
```

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                     POWER
                      -0-
                  10 SHARED
                      DISPOSITIVE
                      POWER
                      123,597 (See
                      Items 3, 4 and
                      5)
           AGGREGATE AMOUNT
           BENEFICIALLY OWNED
           BY EACH REPORTING
11
           PERSON
           123,597 (See Items 3, 4 and
           CHECK BOX IF
           THE
           AGGREGATE
           AMOUNT IN
12
           ROW (11)
                            \mathbf{o}
           EXCLUDES
           CERTAIN
           SHARES (see
           instructions)
           PERCENT OF CLASS
           REPRESENTED BY
13
           AMOUNT IN ROW 11
           0.3% (See Item 5)*
```

TYPE OF REPORTING

**PERSON** 

OO

14

<sup>\*</sup>The calculation assumes that there are a total of 40,213,733 shares of Common Stock outstanding as of May 12, 2016, as set forth in the Issuer's Definitive Proxy Statement on Schedule 14A, filed with the SEC on May 13, 2016.

# CUSIP No. 83587F202 13DPage 6 of 14 Pages

1	NAMES OF I PERSONS	ORTING			
	Infinity Q Div CHECK THE APPROPRIA IF A MEMBE GROUP	; TE B	_		
2	(see instruction	ons)			
	(a) o				
3	(b) o SEC USE ON SOURCE OF instructions)		NDS (see		
4	,				
5	WC (See Item CHECK IF DISCLOSUR LEGAL PROCEEDIN	E OF			
6	REQUIRED PURSUANT TO ITEM 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION				
O	D 1				
	Delaware	7	SOLE VOTING POWER		
			-0- SHARED		
NUMBER OF			VOTING		
SHARES		0	POWER		
BENEFICIALLY		8	123,597 (See		
OWNED BY			Items 3, 4 and		
EACH REPORTING			5)		
PERSON WITH		9	SOLE DISPOSITIVE		

**POWER** 

-0-10 SHARED **DISPOSITIVE POWER** 123,597 (See Items 3, 4 and 5) AGGREGATE AMOUNT **BENEFICIALLY OWNED** BY EACH REPORTING 11 **PERSON** 123,597 (See Items 3, 4 and CHECK BOX IF THE **AGGREGATE** AMOUNT IN 12 ROW (11)  $\mathbf{o}$ **EXCLUDES CERTAIN** SHARES (see instructions) PERCENT OF CLASS REPRESENTED BY 13 **AMOUNT IN ROW 11** 0.3% (See Item 5)\*

TYPE OF REPORTING

**PERSON** 

OO

14

<sup>\*</sup>The calculation assumes that there are a total of 40,213,733 shares of Common Stock outstanding as of May 12, 2016, as set forth in the Issuer's Definitive Proxy Statement on Schedule 14A, filed with the SEC on May 13, 2016.

# **CUSIP No. 83587F202 13DPage 7 of 14 Pages**

```
NAMES OF REPORTING
      PERSONS
1
      Bonderman Family Limited
      Partnership
      CHECK THE
      APPROPRIATE BOX
      IF A MEMBER OF A
      GROUP
2
      (see instructions)
      (a) o
      (b) o
3
      SEC USE ONLY
      SOURCE OF FUNDS (see
      instructions)
4
      WC (See Item 3)
      CHECK IF
      DISCLOSURE OF
      LEGAL
5
      PROCEEDINGS IS
      REQUIRED
      PURSUANT TO
      ITEM 2(d) or 2(e)
      CITIZENSHIP OR PLACE OF
      ORGANIZATION
6
      Texas
                     SOLE
                     VOTING
                 7
                     POWER
                     -0-
                     SHARED
                     VOTING
                     POWER
                 8
NUMBER OF
SHARES
                     2,799,790 (See
                     Items 3, 4 and
BENEFICIALLY
                     5)
OWNED BY
                 9
                     SOLE
EACH REPORTING
                     DISPOSITIVE
                     POWER
```

PERSON WITH

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Edgar Filing: Sorrento Therapeutics, Inc. - Form SC 13D/A
                      -0-
                      SHARED
                      DISPOSITIVE
                      POWER
                  10
                      2,799,790 (See
                      Items 3, 4 and
                      5)
           AGGREGATE AMOUNT
           BENEFICIALLY OWNED
           BY EACH REPORTING
11
           PERSON
           2,799,790 (See Items 3, 4
           and 5)
           CHECK BOX IF
           THE
           AGGREGATE
           AMOUNT IN
12
           ROW (11)
                            \mathbf{o}
           EXCLUDES
           CERTAIN
           SHARES (see
           instructions)
           PERCENT OF CLASS
           REPRESENTED BY
13
           AMOUNT IN ROW 11
           7.0% (See Item 5)*
           TYPE OF REPORTING
           PERSON
14
           PN
```

<sup>\*</sup>The calculation assumes that there are a total of 40,213,733 shares of Common Stock outstanding as of May 12, 2016, as set forth in the Issuer's Definitive Proxy Statement on Schedule 14A, filed with the SEC on May 13, 2016.

# **CUSIP No. 83587F202 13D Page 8 of 14 Pages**

```
NAMES OF REPORTING
      PERSONS
1
      Leonard A. Potter
      CHECK THE
      APPROPRIATE BOX
      IF A MEMBER OF A
      GROUP
2
      (see instructions)
      (a) o
      (b) o
      SEC USE ONLY
3
      SOURCE OF FUNDS (see
      instructions)
4
      OO (See Item 3)
      CHECK IF
      DISCLOSURE OF
      LEGAL
5
      PROCEEDINGS IS
      REQUIRED
      PURSUANT TO
      ITEM 2(d) or 2(e)
      CITIZENSHIP OR PLACE OF
      ORGANIZATION
6
      United States
                     SOLE
                     VOTING
                 7
                     POWER
                     -0-
                     SHARED
                     VOTING
                     POWER
                 8
                     2,799,790 (See
NUMBER OF
                     Items 3, 4 and
SHARES
                     5)
                     SOLE
BENEFICIALLY
                     DISPOSITIVE
OWNED BY
                     POWER
EACH REPORTING
                     -0-
PERSON WITH
```

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Edgar Filing: Sorrento Therapeutics, Inc. - Form SC 13D/A
                     SHARED
                     DISPOSITIVE
                     POWER
                 10
                     2,799,790 (See
                     Items 3, 4 and
                     5)
           AGGREGATE AMOUNT
           BENEFICIALLY OWNED
           BY EACH REPORTING
11
           PERSON
           2,799,790 (See Items 3, 4
           and 5)
           CHECK BOX IF
           THE
           AGGREGATE
           AMOUNT IN
12
           ROW (11)
                            o
           EXCLUDES
           CERTAIN
           SHARES (see
           instructions)
           PERCENT OF CLASS
           REPRESENTED BY
13
           AMOUNT IN ROW 11
           7.0% (See Item 5)*
           TYPE OF REPORTING
           PERSON
14
           IN
```

<sup>\*</sup>The calculation assumes that there are a total of 40,213,733 shares of Common Stock outstanding as of May 12, 2016, as set forth in the Issuer's Definitive Proxy Statement on Schedule 14A, filed with the SEC on May 13, 2016.

# **CUSIP No. 83587F202 13D Page 9 of 14 Pages**

1	NAMES OF I PERSONS	REPO	ORTING
	James Velissa	ris	
	CHECK THE		
	APPROPRIA	TE E	BOX
	IF A MEMBE	ER O	FΑ
	GROUP		
2	(see instruction	ons)	
	(a) o		
	(b) o		
3	SEC USE ON	NLY	
	SOURCE OF	FUN	NDS (see
4	instructions)		
•	00/0 1	2)	
	OO (See Item CHECK IF	. 3)	
	DISCLOSUR	EOI	7
	LEGAL	E OI	7
5	PROCEEDIN	GS I	S o
J	REQUIRED	051	.5 0
	PURSUANT	TO	
	ITEM 2(d) or		
	CITIZENSHI		R PLACE OF
6	ORGANIZAT		
O			
	United States		
			SOLE
		7	VOTING
		7	POWER
			-0-
			SHARED
NUMBER OF			VOTING
SHARES			POWER
		8	
BENEFICIALLY			123,597 (See
OWNED BY			Items 3, 4 and
EACH REPORTING			5)
		9	SOLE
PERSON WITH			DISPOSITIVE

**POWER** 

-0-10 SHARED **DISPOSITIVE POWER** 123,597 (See Items 3, 4 and 5) AGGREGATE AMOUNT **BENEFICIALLY OWNED** BY EACH REPORTING 11 **PERSON** 123,597 (See Items 3, 4 and CHECK BOX IF THE **AGGREGATE** AMOUNT IN 12 ROW (11)  $\mathbf{o}$ **EXCLUDES CERTAIN** SHARES (see instructions) PERCENT OF CLASS REPRESENTED BY 13 **AMOUNT IN ROW 11** 0.3% (See Item 5)\*

TYPE OF REPORTING

**PERSON** 

IN

14

<sup>\*</sup>The calculation assumes that there are a total of 40,213,733 shares of Common Stock outstanding as of May 12, 2016, as set forth in the Issuer's Definitive Proxy Statement on Schedule 14A, filed with the SEC on May 13, 2016.

This Amendment No. 5 (the "Amendment") amends and supplements the Schedule 13D filed on April 18, 2016, as amended and supplemented by Amendment No. 1 filed on April 26, 2016, Amendment No. 2 filed on May 6, 2016, Amendment No. 3 filed on May 11, 2016 and Amendment No. 4 filed on May 16, 2016 (as so amended, the "Original Schedule 13D" and, as further amended and supplemented by this Amendment, the "Schedule 13D") by Wildcat Capital Management, LLC, Wildcat – Liquid Alpha, LLC, Infinity Q Capital Management, LLC, Infinity Q Management Equity, LLC, Infinity Q Diversified Alpha Fund, Bonderman Family Limited Partnership, Leonard A. Potter and James Velissaris with respect to the Common Stock of the Issuer. Capitalized terms used in this Amendment and not otherwise defined shall have the same meanings ascribed to them in the Original Schedule 13D.

### Item 4. Purpose of Transaction

This Amendment amends and supplements Item 4 of the Original Schedule 13D by inserting the following after the seventh paragraph:

"On June 1, 2016, WLA and BFLP submitted a letter (the "June 1 Letter") to the Board reiterating their concerns regarding the Transactions and management of the Issuer and reiterating certain demands, in each case as set forth in the May 5 Letter and the May 10 Letter, including (i) termination of the unclosed portion of the pending Transactions, (ii) termination of Dr. Ji as the CEO and (iii) appointment of three directors to be nominated by WLA and BFLP to lead the Special Committee. The June 1 Letter highlighted WLA's and BFLP's concerns that, despite the serious issued raised in the May 5 Letter and May 10 Letter and as further described in the June 1 Letter, the Board has not taken action to address such issues or provided WLA or BFLP with a formal response. WLA and BFLP further urged the Board to take such actions as are required to protect and maximize shareholder value and again requested an in-person meeting with the non-employee members of the Board at the earliest possible date. The June 1 Letter provided that WLA intends to litigate the shareholder derivative action filed on May 13, 2016 in the Court of Chancery of the State of Delaware (as described in the preceding paragraph) to successful completion and restated WLA's and BFLP's intent to pursue their available remedies to ensure that the interests of the Issuer and its shareholders are protected. A copy of the June 1 Letter is attached as Exhibit 9."

#### Item 7. Material to Be Filed as Exhibits

This Amendment amends and restates Item 7 of the Original Schedule 13D in its entirety as set forth below:

- 1. Agreement of Joint Filing as required by Rule 13d-1(k)(1) under the Act.
- 2. Demand for Inspection of Books and Records, dated April 11, 2016.
- 3. Verified Complaint for Inspection of Books and Records filed in the Court of Chancery of the State of Delaware on April 25, 2016.
  - 4. Letter to the Board of Directors of the Issuer, dated May 5, 2016.
  - 5. Letter to the Board of Directors of the Issuer, dated May 10, 2016.
- 6. Verified Derivative Complaint filed in the Court of Chancery of the State of Delaware on May 13, 2016.

  7. Plaintiff's Motion for Temporary Restraining Order filed in the Court of Chancery of the State of Delaware on May 13, 2016.

8.

Plaintiff's Brief in Support of Motion for Temporary Restraining Order, to Expedite the Proceedings, and to Schedule a Preliminary Injunction Hearing, filed in the Court of Chancery of the State of Delaware on May 13, 2016.

9. Letter to the Board of Directors of the Issuer, dated June 1, 2016.

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#### **SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: June 2, 2016

Wildcat Capital Management, LLC

By: <u>/s/ Leonard A. Potter</u> Name: Leonard A. Potter

Title: President

Wildcat - Liquid Alpha, LLC

By: /s/ Clive Bode

Name: Clive Bode Title: President

Infinity Q Capital Management, LLC

By: /s/ Leonard A. Potter
Name: Leonard A. Potter
Title: Chief Executive Officer

Infinity Q Management Equity, LLC

By: /s/ James Velissaris

Name: James Velissaris Title: Sole Manager

Infinity Q Diversified Alpha Fund

By: Infinity Q Capital Management, LLC

By: <u>/s/ Leonard A. Potter</u>
Name: Leonard A. Potter
Title: Chief Executive Officer

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Bonderman Family Limited Partnership

By: /s/ Clive Bode
Name: Clive Bode
Title: President

Leonard A. Potter

By: <u>/s/ Leonard A. Potter</u> Name: Leonard A. Potter

James Velissaris

By: <u>/s/ James Velissaris</u> Name: James Velissaris

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#### **INDEX TO EXHIBITS**

- 1. Agreement of Joint Filing as required by Rule 13d-1(k)(1) under the Act. (1)
- Demand for Inspection of Books and Records, dated April 11, 2016. (2) 2.
- Verified Complaint for Inspection of Books and Records filed in the Court of Chancery of the State of Delaware on 3. April 25, 2016 (2) April 25, 2016.(3)
  - 4. Letter to the Board of Directors of the Issuer, dated May 5, 2016.<sup>(4)</sup>
  - 5. Letter to the Board of Directors of the Issuer, dated May 10, 2016. (5)
- 6. Verified Derivative Complaint filed in the Court of Chancery of the State of Delaware on May 13, 2016.<sup>(6)</sup> Plaintiff's Motion for Temporary Restraining Order filed in the Court of Chancery of the State of Delaware on May 13, 2016.(7)
- Plaintiff's Brief in Support of Motion for Temporary Restraining Order, to Expedite the Proceedings, and to 8. Schedule a Preliminary Injunction Hearing, filed in the Court of Chancery of the State of Delaware on May 13,  $2016.^{(8)}$ 
  - 9. Letter to the Board of Directors of the Issuer, dated June 1, 2016.

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<sup>(1)</sup> Incorporated herein by reference to the Agreement of Joint Filing by and among Wildcat Capital Management, LLC ("Wildcat"), Wildcat - Liquid Alpha, LLC ("WLA"), Infinity Q Capital Management, LLC ("IQCM"), Infinity Q Management Equity, LLC ("IOME"), Infinity Q Diversified Alpha Fund ("IQDA"), Bonderman Family Limited Partnership ("BFLP"), Leonard A. Potter and James Velissaris, dated as of April 18, 2016, which was previously filed with the SEC as Exhibit 1 to Schedule 13G filed by Wildcat Capital Management, LLC, Wildcat – Liquid Alpha, LLC, Infinity O Capital Management, LLC, Infinity O Management Equity, LLC, Infinity O Diversified Alpha Fund, Bonderman Family Limited Partnership, Leonard A. Potter and James Velissaris, on April 18, 2016.

<sup>(2)</sup> Incorporated herein by reference to Demand for Inspection of Books and Records, dated April 11, 2016, which was previously filed with the SEC as Exhibit 2 to Schedule 13D filed by Wildcat, WLA, IQCM, IQME, IQDA, BFLP, Leonard A. Potter and James Velissaris, on April 18, 2016.

<sup>(3)</sup> Incorporated herein by reference to Verified Complaint for Inspection of Books and Records filed in the Court of Chancery of the State of Delaware on April 25, 2016, which was previously filed with the SEC as Exhibit 3 to Amendment No. 1 to Schedule 13D filed by Wildcat, WLA, IQCM, IQME, IQDA, BFLP, Leonard A. Potter and James Velissaris, on April 26, 2016.

- <sup>(4)</sup> Incorporated herein by reference to Letter to the Board of Directors of the Issuer, dated May 5, 2016, which was previously filed with the SEC as Exhibit 4 to Amendment No. 2 to Schedule 13D filed by Wildcat, WLA, IQCM, IQME, IQDA, BFLP, Leonard A. Potter and James Velissaris, on May 6, 2016.
- <sup>(5)</sup> Incorporated herein by reference to Letter to the Board of Directors of the Issuer, dated May 10, 2016, which was previously filed with the SEC as Exhibit 5 to Amendment No. 3 to Schedule 13D filed by Wildcat, WLA, IQCM, IQME, IQDA, BFLP, Leonard A. Potter and James Velissaris, on May 11, 2016.
- <sup>(6)</sup> Incorporated herein by reference to Verified Derivative Complaint filed in the Court of Chancery of the State of Delaware on May 13, 2016, which was previously filed with the SEC as Exhibit 6 to Amendment No. 4 to Schedule 13D filed by Wildcat, WLA, IQCM, IQME, IQDA, BFLP, Leonard A. Potter and James Velissaris, on May 16, 2016.
- <sup>(7)</sup> Incorporated herein by reference to Plaintiff's Motion for Temporary Restraining Order filed in the Court of Chancery of the State of Delaware on May 13, 2016, which was previously filed with the SEC as Exhibit 7 to Amendment No. 4 to Schedule 13D filed by Wildcat, WLA, IQCM, IQME, IQDA, BFLP, Leonard A. Potter and James Velissaris, on May 16, 2016.
- <sup>(8)</sup> Incorporated herein by reference to Plaintiff's Brief in Support of Motion for Temporary Restraining Order, to Expedite the Proceedings, and to Schedule a Preliminary Injunction Hearing, filed in the Court of Chancery of the State of Delaware on May 13, 2016, which was previously filed with the SEC as Exhibit 8 to Amendment No. 4 to Schedule 13D filed by Wildcat, WLA, IQCM, IQME, IQDA, BFLP, Leonard A. Potter and James Velissaris, on May 16, 2016.

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