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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K/A**  
**Amendment No. 1**

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

Date of Report (Date of earliest event reported): August 31, 2023

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

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

**001-36257**  
(Commission File Number)

**27-4842691**  
(I.R.S. Employer Identification No.)

**3611 Valley Centre Drive, Suite 300**  
**San Diego, CA 92130**  
(Address of Principal Executive Offices, including Zip Code)

**(888) 969-7879**  
(Registrant's Telephone Number, including Area Code)

**Not Applicable**  
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
<b>Common Stock, par value \$0.0001 per share</b>	<b>TVTX</b>	<b>The Nasdaq Global Market</b>

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.

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## Explanatory Note

This Amendment No. 1 on Form 8-K/A is being filed by Travers Therapeutics, Inc. (the "Company") to amend the Company's Current Report on Form 8-K filed on September 5, 2023 (the "Original Report"), solely to provide the pro forma financial information required by Item 9.01 of Form 8-K that was not filed with the Original Report.

In accordance with Rule 12b-15 of the Securities Exchange Act of 1934, as amended, the complete text of Item 9.01 of the Original Report, as amended hereby, is set forth below.

### Item 9.01 Financial Statements and Exhibits.

#### (b) Pro Forma Financial Information

The unaudited pro forma consolidated financial information of the Company as of and for the six months ended June 30, 2023 and for each of the years ended December 31, 2022, December 31, 2021 and December 31, 2020, is filed as Exhibit 99.1 hereto and is incorporated herein by reference.

#### (d) Exhibits

Exhibit No.	Description
2.1*‡	<a href="#">Asset Purchase Agreement, dated July 16, 2023, by and between Mirum Pharmaceuticals, Inc., and Travers Therapeutics, Inc. (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, filed with the SEC on July 17, 2023).</a>
99.1	<a href="#">Unaudited Pro Forma Consolidated Financial Statements of the Company.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

\* Certain confidential information contained in this Exhibit, marked in brackets, has been omitted, because it is both not material and of the type of information that the registrant treats as private or confidential.

‡ Schedules have been omitted pursuant to Item 601(a)(5) of Regulation S-K. The Company undertakes to furnish supplemental copies of any of the omitted schedules upon request by the SEC.

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 hereunto duly authorized.

**TRAVERE THERAPEUTICS, INC.**

Dated: September 7, 2023

By: /s/ Eric Dube

Name: Eric Dube

Title: Chief Executive Officer

**TRAVERE THERAPEUTICS, INC. AND SUBSIDIARIES**  
**UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS**

On August 31, 2023 (the "Closing Date"), Traverre Therapeutics, Inc., ("Traverre" or the "Company") completed the sale of substantially all of the assets that are primarily related to the Company's business of development, manufacture (including synthesis, formulation, finishing or packaging) and commercialization of Chenodal and Cholbam (the "Disposal Transaction") to Mirum Pharmaceuticals, Inc. ("Mirum"). The transaction was pursuant to the Asset Purchase Agreement (the "Purchase Agreement") previously announced by the Company in a Current Report on Form 8-K filed on July 17, 2023. Mirum agreed to pay an aggregate purchase price, subject to certain adjustments pursuant to the terms of the Asset Purchase Agreement, of up to \$445.0 million in cash, with \$210.0 million in cash paid at closing and up to \$235.0 million after closing, upon the achievement of certain milestones based on specified amounts of annual net sales (tiered from \$125.0 million to \$500.0 million) (the "Milestone Events").

The following unaudited pro forma consolidated financial statements were derived from the historical consolidated financial statements of Traverre, which were prepared in accordance with generally accepted accounting principles in the United States of America ("GAAP"). The unaudited pro forma consolidated financial statements were prepared in accordance with Article 11 of Regulation S-X. The unaudited pro forma consolidated financial statements were prepared for illustrative and informational purposes only and are not intended to represent what our results of operations or financial position would have been had the transaction occurred on the dates indicated. The unaudited pro forma consolidated financial statements also should not be considered indicative of our future results of operations or financial position. The actual financial position and results of operations may differ significantly from the pro forma amounts reflected herein due to a variety of factors.

The unaudited pro forma consolidated financial statements as of and for the six months ended June 30, 2023 have been derived from the historical unaudited consolidated financial statements of Traverre, included in Traverre's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2023 filed with the Securities and Exchange Commission ("SEC") on August 3, 2023. The unaudited pro forma consolidated financial statements for the years ended December 31, 2022, 2021, and 2020 have been derived from the historical audited consolidated financial statements of Traverre, included in Traverre's Annual Report on Form 10-K for the year ended December 31, 2022 filed with the SEC on February 23, 2023. The unaudited pro forma consolidated financial statements and accompanying notes should be read in conjunction with Traverre's historical consolidated financial statements and accompanying notes.

The unaudited pro forma consolidated statements of operations for the six months ended June 30, 2023 and for the years ended December 31, 2022, 2021 and 2020 reflect pro forma results of Traverre's operations as if the Disposal Transaction had occurred on January 1, 2020. The unaudited pro forma consolidated balance sheet as of June 30, 2023 gives effect to the Disposal Transaction as if it had occurred on that date. The adjustments in the "Other Separation Adjustments" column in the unaudited pro forma consolidated statements of operations give effect to the Disposal Transaction as if it occurred as of January 1, 2022.

On July 16, 2023, Traverre entered into an agreement to sell substantially all of the assets related to the Disposal Transactions to Mirum. Beginning in the third quarter of 2023, the ASC 205-20 criteria for discontinued operations was met, and the Company will present the Disposal Transaction as a discontinued operation in its future Quarterly Report on Form 10-Q and in its Annual Report on Form 10-K. The Company believes that the adjustments included within the Discontinued Operations column of the unaudited pro forma consolidated financial statements are consistent with the guidance for discontinued operations under GAAP. Traverre's current estimates on a discontinued operations basis are subject to change as the Company finalizes discontinued operations accounting to be reported in the Quarterly Report on Form 10-Q for the three and nine months ending September 30, 2023 and the Annual Report on Form 10-K for the year ending December 31, 2023.

Article 11 of Regulation S-X requires that pro forma financial information include the following pro forma adjustments to the historical financial statements of the registrant as follows:

- Transaction Accounting Adjustments:
  - Adjustments that reflect only the application of required accounting to the acquisition, disposition, or other transaction.
- Autonomous Entity Adjustments:
  - Adjustments that are necessary to reflect the operations and financial position of the registrant as an autonomous entity when the registrant was previously part of another entity.

In addition, Regulation S-X permits registrants to reflect adjustments that depict synergies or dis-synergies of the acquisitions and dispositions for which pro forma effect is being given in the disclosures as management adjustments.

The following unaudited pro forma consolidated statements of operations and unaudited pro forma consolidated balance sheet give rise to the following transactions:

- Discontinued Operations:
  - The historical financial results directly attributable to the transaction in accordance with Financial Accounting Standards Board Accounting Standards Codification 205, "Presentation of Financial Statements" ("ASC 205").
- Other Separation Adjustments:
  - The receipt of cash consideration for the Disposal Transaction of approximately \$210.0 million in cash paid at closing and up to \$235.0 million after closing, upon the achievement of certain milestones based on specified amounts of annual net sales (tiered from \$125.0 million to \$500.0 million).

- Contractual arrangements including a transition services agreement (“TSA Agreement” or the “TSA”) for a time period not expected to exceed 12 months.

The unaudited pro forma financial statements do not contain any autonomous entity adjustments or potential synergies or dis-synergies that may occur in connection with the divestiture.

**TRAVERE THERAPEUTICS, INC. AND SUBSIDIARIES**  
**UNAUDITED PRO FORMA CONSOLIDATED BALANCE SHEET**

As of June 30, 2023

(in thousands, except par value and share amounts)

	Pro Forma Transaction Accounting Adjustments						Pro Forma Traverse Continuing Operations
	Historical Traverse	Less: Discontinued Operations (a)	Notes	Traverse Continuing Operations	Add: Other Separation Adjustments	Notes	
<b>Assets</b>							
Current assets:							
Cash and cash equivalents	\$ 70,874	\$ —		\$ 70,874	\$ 206,174 (b)		\$ 277,048
Marketable debt securities, at fair value	420,463	—		420,463	—		420,463
Accounts receivable, net	20,397	—		20,397	—		20,397
Inventory, net	18,765	(2,552)		16,213	—		16,213
Prepaid expenses and other current assets	11,556	(197)		11,359	—		11,359
Total current assets	542,055	(2,749)		539,306	206,174		745,480
Property and equipment, net	8,570	—		8,570	—		8,570
Operating lease right of use assets	19,559	—		19,559	—		19,559
Intangible assets, net	154,456	(42,070)		112,386	—		112,386
Other assets	11,789	(308)		11,481	—		11,481
Total assets	\$ 736,429	\$ (45,127)		\$ 691,302	\$ 206,174		\$ 897,476
<b>Liabilities and Stockholders' Equity</b>							
Current liabilities:							
Accounts payable	\$ 19,915	\$ —		\$ 19,915	\$ —		\$ 19,915
Accrued expenses	88,749	—		88,749	2,470 (c)		91,219
Deferred revenue, current portion	10,244	—		10,244	—		10,244
Business combination-related contingent consideration, current portion	6,900	(6,900)		—	—		—
Operating lease liabilities, current portion	4,663	—		4,663	—		4,663
Other current liabilities	5,240	—		5,240	1,098 (d)		6,338
Total current liabilities	135,711	(6,900)		128,811	3,568		132,379
Convertible debt	376,403	—		376,403	—		376,403
Deferred revenue, less current portion	6,788	—		6,788	—		6,788
Business combination-related contingent consideration, less current portion	67,200	(67,200)		—	—		—
Operating lease liabilities, less current portion	25,106	—		25,106	—		25,106
Other non-current liabilities	8,736	—		8,736	—		8,736
Total liabilities	619,944	(74,100)		545,844	3,568		549,412
Commitments and Contingencies							
<b>Stockholders' Equity:</b>							
Preferred stock \$0.0001 par value; 20,000,000 shares authorized; no shares issued and outstanding as of June 30, 2023	—	—		—	—		—
Common stock \$0.0001 par value; 200,000,000 shares authorized; 74,971,807 issued and outstanding as of June 30, 2023	7	—		7	—		7
Additional paid-in capital	1,306,517	—		1,306,517	—		1,306,517
Accumulated deficit	(1,186,184)	28,973 (e)		(1,157,211)	202,606 (h)		(954,605)
Accumulated other comprehensive loss	(3,855)	—		(3,855)	—		(3,855)
Total stockholders' equity	116,485	28,973		145,458	202,606		348,064
Total liabilities and stockholders' equity	\$ 736,429	\$ (45,127)		\$ 691,302	\$ 206,174		\$ 897,476

See accompanying notes to unaudited pro forma consolidated financial statements.

**TRAVERE THERAPEUTICS, INC. AND SUBSIDIARIES**  
**UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF OPERATIONS**  
**Six Months Ended June 30, 2023**  
*(in thousands, except share and per share amounts)*

	<b>Pro Forma Transaction Accounting Adjustments</b>						<b>Pro Forma Travere Continuing Operations</b>
	<b>Historical Travere</b>	<i>Less:</i> <b>Discontinued Operations (a)</b>	<b>Notes</b>	<b>Travere Continuing Operations</b>	<i>Add: Other Separation Adjustments</i>	<b>Notes</b>	
Net product sales	\$ 107,295	\$ (53,606)		\$ 53,689	\$ —		\$ 53,689
License and collaboration revenue	9,395	—		9,395	—		9,395
<b>Total revenue</b>	<b>116,690</b>	<b>(53,606)</b>		<b>63,084</b>	<b>—</b>		<b>63,084</b>
Operating expenses:							
Cost of goods sold	7,115	(1,518)		5,597	—		5,597
Research and development	129,324	(4,649)		124,675	—		124,675
Selling, general and administrative	146,282	(12,043)		134,239	—		134,239
Change in fair value of contingent consideration	8,596	(8,596)		—	—		—
<b>Total operating expenses</b>	<b>291,317</b>	<b>(26,806)</b>		<b>264,511</b>	<b>—</b>		<b>264,511</b>
Operating loss	(174,627)	(26,800)		(201,427)	—		(201,427)
Other income (expenses), net:							
Interest income	8,774	—		8,774	—		8,774
Interest expense	(5,851)	159		(5,692)	—		(5,692)
Other expense, net	(114)	—		(114)	—		(114)
<b>Total other income, net</b>	<b>2,809</b>	<b>159</b>		<b>2,968</b>	<b>—</b>		<b>2,968</b>
Loss before income tax provision	(171,818)	(26,641)		(198,459)	—		(198,459)
Income tax provision	(143)	— (g)		(143)	— (g)		(143)
Net loss from continuing operations	<u>\$ (171,961)</u>	<u>\$ (26,641)</u>		<u>\$ (198,602)</u>	<u>\$ —</u>		<u>\$ (198,602)</u>
Basic and diluted net loss from continuing operations per common share	\$ (2.38)			\$ (2.75)			\$ (2.75)
Basic and diluted weighted average common shares outstanding	72,109,573			72,109,573			72,109,573

**See accompanying notes to unaudited pro forma consolidated financial statements.**

**TRAVERE THERAPEUTICS, INC. AND SUBSIDIARIES**  
**UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF OPERATIONS**  
**For the Year Ended December 31, 2022**  
*(in thousands, except share and per share amounts)*

	<b>Pro Forma Transaction Accounting Adjustments</b>						<b>Pro Forma Travere Continuing Operations</b>
	<b>Historical Travere</b>	<i>Less:</i> <b>Discontinued Operations (a)</b>	<b>Notes</b>	<b>Travere Continuing Operations</b>	<i>Add: Other Separation Adjustments</i>	<b>Notes</b>	
Net product sales	\$ 200,528	\$ (102,558)		\$ 97,970	\$ —		\$ 97,970
License and collaboration revenue	11,490	—		11,490	—		11,490
Total revenue	212,018	(102,558)		109,460	—		109,460
Operating expenses:							
Cost of goods sold	7,592	(3,172)		4,420	—		4,420
Research and development	235,780	(8,364)		227,416	—		227,416
Selling, general and administrative	220,206	(22,559)		197,647	—		197,647
Change in fair value of contingent consideration	15,006	(15,006)		—	—		—
Total operating expenses	478,584	(49,101)		429,483	—		429,483
Operating loss	(266,566)	(53,457)		(320,023)	—		(320,023)
Other income (expenses), net:							
Interest income	6,276	—		6,276	—		6,276
Interest expense	(11,275)	261		(11,014)	—		(11,014)
Other income, net	974	—		974	1,920 (f)		2,894
Loss on extinguishment of debt	(7,578)	—		(7,578)	—		(7,578)
Total other expense, net	(11,603)	261		(11,342)	1,920		(9,422)
Loss before income tax provision	(278,169)	(53,196)		(331,365)	1,920		(329,445)
Income tax provision	(313)	— (g)		(313)	— (g)		(313)
Net loss from continuing operations	<u>\$ (278,482)</u>	<u>\$ (53,196)</u>		<u>\$ (331,678)</u>	<u>\$ 1,920</u>		<u>\$ (329,758)</u>
Basic and diluted net loss from continuing operations per common share	\$ (4.37)			\$ (5.20)			\$ (5.17)
Basic and diluted weighted average common shares outstanding	63,758,515			63,758,515			63,758,515

**See accompanying notes to unaudited pro forma consolidated financial statements.**



**TRAVERE THERAPEUTICS, INC. AND SUBSIDIARIES**  
**UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF OPERATIONS**  
**For the Year Ended December 31, 2021**  
*(in thousands, except share and per share amounts)*

	<b>Pro Forma Transaction Accounting Adjustments</b>						<b>Pro Forma Travere Continuing Operations</b>
	<b>Historical Travere</b>	<i>Less:</i> <b>Discontinued Operations (a)</b>	<b>Notes</b>	<b>Travere Continuing Operations</b>	<i>Add: Other Separation Adjustments</i>	<b>Notes</b>	
Net product sales	\$ 210,776	\$ (95,654)		\$ 115,122	\$ —		\$ 115,122
License and collaboration revenue	16,714	—		16,714	—		16,714
<b>Total revenue</b>	<b>227,490</b>	<b>(95,654)</b>		<b>131,836</b>	<b>—</b>		<b>131,836</b>
Operating expenses:							
Cost of goods sold	6,784	(2,966)		3,818	—		3,818
Research and development	210,328	(9,093)		201,235	—		201,235
Selling, general and administrative	149,883	(22,279)		127,604	—		127,604
Change in fair value of contingent consideration	22,260	(22,260)		—	—		—
<b>Total operating expenses</b>	<b>389,255</b>	<b>(56,598)</b>		<b>332,657</b>	<b>—</b>		<b>332,657</b>
Operating loss	(161,765)	(39,056)		(200,821)	—		(200,821)
Other income (expenses), net:							
Interest income	1,993	—		1,993	—		1,993
Interest expense	(20,141)	459		(19,682)	—		(19,682)
Other income, net	231	—		231	—		231
<b>Total other expense, net</b>	<b>(17,917)</b>	<b>459</b>		<b>(17,458)</b>	<b>—</b>		<b>(17,458)</b>
Loss before income tax provision	(179,682)	(38,597)		(218,279)	—		(218,279)
Income tax provision	(409)	— (g)		(409)	— (g)		(409)
Net loss from continuing operations	<u>\$ (180,091)</u>	<u>\$ (38,597)</u>		<u>\$ (218,688)</u>	<u>\$ —</u>		<u>\$ (218,688)</u>
Basic and diluted net loss from continuing operations per common share	\$ (3.01)			\$ (3.66)			\$ (3.66)
Basic and diluted weighted average common shares outstanding	59,832,287			59,832,287			59,832,287

**See accompanying notes to unaudited pro forma consolidated financial statements.**

**TRAVERE THERAPEUTICS, INC. AND SUBSIDIARIES**  
**UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF OPERATIONS**  
**For the Year Ended December 31, 2020**  
*(in thousands, except share and per share amounts)*

	<b>Pro Forma Transaction Accounting Adjustments</b>						<b>Pro Forma Travere Continuing Operations</b>
	<b>Historical Travere</b>	<i>Less:</i> <b>Discontinued Operations (a)</b>	<i>Notes</i>	<b>Travere Continuing Operations</b>	<i>Add: Other Separation Adjustments</i>	<i>Notes</i>	
Net product sales	\$ 198,321	\$ (89,438)		\$ 108,883	\$ —		\$ 108,883
Total revenue	198,321	(89,438)		108,883	—		108,883
<b>Operating expenses:</b>							
Cost of goods sold	6,126	(3,054)		3,072	—		3,072
Research and development	131,773	(7,564)		124,209	—		124,209
Selling, general and administrative	135,799	(22,586)		113,213	—		113,213
Change in fair value of contingent consideration	3,655	(3,655)		—	—		—
Acquired IPR&D expense	97,131	—		97,131	—		97,131
Total operating expenses	374,484	(36,859)		337,625	—		337,625
Operating loss	(176,163)	(52,579)		(228,742)	—		(228,742)
<b>Other income (expenses), net:</b>							
Interest income	5,003	—		5,003	—		5,003
Interest expense	(19,050)	380		(18,670)	—		(18,670)
Other income, net	1,420	—		1,420	—		1,420
Total other expense, net	(12,627)	380		(12,247)	—		(12,247)
Loss before income tax provision	(188,790)	(52,199)		(240,989)	—		(240,989)
Income tax benefit	19,359	— (g)		19,359	— (g)		19,359
Net loss from continuing operations	\$ (169,431)	\$ (52,199)		\$ (221,630)	\$ —		\$ (221,630)
<b>Basic and diluted net loss from continuing operations per common share</b>							
	\$ (3.56)			\$ (4.66)			\$ (4.66)
<b>Basic and diluted weighted average common shares outstanding</b>							
	47,539,631			47,539,631			47,539,631

**See accompanying notes to unaudited pro forma consolidated financial statements.**

**TRAVERE THERAPEUTICS, INC. AND SUBSIDIARIES**  
**NOTES TO UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 1. BASIS OF PRESENTATION**

The historical financial information as of and for the six months ended June 30, 2023 has been derived from and should be read in conjunction with the historical unaudited consolidated financial statements of Traverre, included in Traverre's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2023 and the assumptions outlined in Note 2 below. The historical financial information for the years ended December 31, 2022, 2021, and 2020 has been derived from and should be read in conjunction with the historical audited consolidated financial statements of Traverre, included in Traverre's Annual Report on Form 10-K for the years ended December 31, 2022, 2021, and 2020 and the assumptions outlined in Note 2 below.

**NOTE 2. PRO FORMA ADJUSTMENTS AND ASSUMPTIONS**

The following adjustments have been reflected in the unaudited pro forma consolidated financial statements:

- (a) The Discontinued Operations column in the unaudited pro forma consolidated financial statements represents the historical financial results directly attributable to the Disposal Transaction in accordance with Financial Accounting Standards Board Accounting Standards Codification 205, "Presentation of Financial Statements" ("ASC 205").
- (b) The unaudited pro forma consolidated balance sheet reflects a net cash adjustment equal to \$206.2 million which is comprised of (1) \$210.0 million cash proceeds at close and (2) \$0.4 million cash proceeds for reimbursement from Mirum of prepaid regulatory and research and development fees, less (3) \$4.2 million of investment banker fees owed by the Company upon close. Cash proceeds include up to \$445.0 million in cash, with \$210.0 million paid at closing and up to \$235.0 million after closing, upon the achievement of the Milestone Events. None of the contingent consideration has been recorded in the unaudited pro forma consolidated financial statements. The Company will defer recognition of the contingency under ASC 450-30 Gain Contingencies until the Milestone Events are achieved, when all contingencies are resolved and the gain is realized or realizable.
- (c) Total transaction costs, excluding investment banker fees, were estimated to be \$3.4 million which is comprised of (1) \$0.9 million of costs incurred for the six months ended June 30, 2023 captured in Selling, general, and administrative expenses and (2) \$2.5 million of unaccrued costs recorded as an accrual in the unaudited pro forma consolidated balance sheet. These costs consist of accounting, financial, and legal advisory fees. No transaction costs were incurred for the years ended December 31, 2022, 2021, or 2020.
- (d) The taxes payable adjustment has been made to the unaudited pro forma consolidated balance sheet for the expected income tax payable due as a result of the gain on disposition. The current tax payable on the gain is reduced by losses incurred in the current year, net operating loss carryforwards, and tax credit carryforwards. The Company's deferred tax asset and liability position has not changed because a valuation allowance fully offsets the deferred tax assets both before and after considering the attributes utilized as a result of the gain on disposition. The estimated tax impact is subject to change and the actual impact could differ from the results reflected herein.
- (e) Reflects the estimated gain on disposal of approximately \$235.1 million, which is reflected as the difference between the sales price and the historical carrying value of the disposal group as of June 30, 2023. The actual amount will be based on balances as of closing and may differ from the information presented. The gain is calculated based on the following:

	<b>Amount</b> <i>(in millions)</i>
Cash proceeds received from Mirum upon closing (b)	\$ 210.0
Add: Reimbursement of prepaid fees from Mirum (b)	0.4
Less: Carrying value of net liabilities (a)	28.9
Less: Investment banker fees owed upon closing (b)	(4.2)
Expected net gain on the Disposal Transaction	\$ 235.1

- (f) In connection with the Disposal Transaction, the Company entered into the TSA pursuant to which the Company will provide certain services to Mirum with respect to Mirum's use and operation of the assets purchased for a transitional period. The pro forma adjustment reflects income that can be reasonably estimated as of the filing date and is in the amount of \$1.9 million for the year ended December 31, 2022. TSA services provided by the Company are not anticipated to last beyond 12 months post-close.
- (g) No income tax adjustment has been made to the unaudited pro forma consolidated statement of operations based on the Company's historical losses on which no benefit was recorded.

(h) The adjustment made to Accumulated deficit in the unaudited pro forma consolidated balance sheet consists of the following adjustments:

	<b>Amount</b> <i>(in millions)</i>
Cash proceeds received from Mirum upon closing (b)	\$ 210.0
Add: Reimbursement of prepaid fees from Mirum (b)	0.4
Less: Estimated transaction costs to be incurred (c)	(2.5)
Less: Investment banker fees owed upon closing (b)	(4.2)
Less: Estimated income tax payable (d)	(1.1)
Pro forma adjustment to Accumulated deficit	<u>\$ 202.6</u>