CLEVELAND BIOLABS INC
Form 10-Q
May 15, 2017
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)
x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended March 31, 2017
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 001-32954

CLEVELAND BIOLABS, INC.
(Exact name of registrant as specified in its charter)

DELAWARE	20-0077155
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
73 High Street, Buffalo, New York	14203
(Address of principal executive offices)	(Zip Code)

(716) 849-6810
(Registrant’s telephone number, including area code)
N/A
(Former name, former address and former fiscal year, if changed since last report)

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 x No ¨
Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No ¨
Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	¨	Accelerated filer	¨
Non-accelerated filer	¨	Smaller reporting company	x
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 x

As of May 5, 2017, there were 11,279,834 shares outstanding of the registrant’s common stock, par value $0.005 per share.

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In this Quarterly Report on Form 10-Q, unless otherwise stated or the context otherwise requires, the terms "Cleveland BioLabs," the "Company," "CBLI," "we," "us" and "our" refer to Cleveland BioLabs, Inc. and its consolidated subsidiaries, BioLab 612, LLC and Panacela Labs, Inc. Our common stock, par value $0.005 per share, is referred to as “common stock.”

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CLEVELAND BIOLABS, INC. AND SUBSIDIARIES
CONSOLIDATED CONDENDSED BALANCE SHEETS

	March 31, 2017 (Unaudited)	December 31, 2016
ASSETS		
Current assets:		
Cash and cash equivalents	$3,820,504	$6,901,816
Short-term investments	9,253,471	8,343,657
Accounts receivable	516,432	352,700
Other current assets	231,026	289,768
Total current assets	13,821,433	15,887,941
Equipment, net	29,597	37,376
Other long-term assets	30,740	30,553
Total assets	$13,881,770	$15,955,870
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$379,213	$336,435
Accrued expenses	1,185,329	1,823,235
Accrued warrant liability	1,071,117	949,419
Total current liabilities	2,635,659	3,109,089
Commitments and contingencies	—	—
Total liabilities	2,635,659	3,109,089
Stockholders' equity:		
Preferred stock, $.005 par value; 10,000,000 shares authorized, 0 shares issued and outstanding as of March 31, 2017 and December 31, 2016	—	—
Common stock, $.005 par value; 160,000,000 shares authorized, 10,987,166 shares issued and outstanding as of March 31, 2017 and December 31, 2016	54,932	54,932
Additional paid-in capital	158,773,753	158,773,753
Other comprehensive loss	(497,581)	(564,559)
Accumulated deficit	(152,403,850)	(150,740,156)
Total Cleveland BioLabs, Inc. stockholders' equity	5,927,254	7,523,970
Noncontrolling interest in stockholders' equity	5,318,857	5,322,811
Total stockholders' equity	11,246,111	12,846,781
Total liabilities and stockholders' equity	$13,881,770	$15,955,870

See Notes to Consolidated Financial Statements

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CLEVELAND BIOLABS, INC. AND SUBSIDIARIES
CONSOLIDATED CONDENSED STATEMENTS OF OPERATIONS
(UNAUDITED)

	For the Three Months Ended March 31, 2017	2016
Revenues:		
Grants and contracts	$574,974	$812,500
Operating expenses:		
Research and development	1,416,998	1,941,240
General and administrative	777,424	1,183,566
Total operating expenses	2,194,422	3,124,806
Loss from operations	(1,619,448)	(2,312,306)
Other income (expense):		
Interest and other income	49,289	181,765
Foreign exchange gain (loss)	(8,230)	47,086
Change in value of warrant liability	(121,698)	1,412,713
Total other income (expense)	(80,639)	1,641,564
Net loss	(1,700,087)	(670,742)
Net loss attributable to noncontrolling interests	36,393	2,806
Net loss attributable to Cleveland BioLabs, Inc.	$(1,663,694)	$(667,936)
Net loss attributable to common stockholders per share of common stock, basic and diluted	$(0.15)	$(0.06)
Weighted average number of shares used in calculating net loss per share, basic and diluted	10,987,166	10,987,166

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CLEVELAND BIOLABS, INC. AND SUBSIDIARIES
CONSOLIDATED CONDENSED STATEMENTS OF COMPREHENSIVE LOSS
(UNAUDITED)

	For the Three Months Ended March 31,	
	2017	2016
Net loss including noncontrolling interests	$(1,700,087)	$(670,742)
Other comprehensive loss:		
Unrealized gain (loss) on short-term investments	(3,118)	6,722
Foreign currency translation adjustment	102,535	23,321
Comprehensive loss including noncontrolling interests	(1,600,670)	(640,699)
Comprehensive loss (gain) attributable to noncontrolling interests	3,954	(27,082)
Comprehensive loss attributable to Cleveland BioLabs, Inc.	$(1,596,716)	$(667,781)

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CLEVELAND BIOLABS, INC. AND SUBSIDIARIES
CONSOLIDATED CONDENSED STATEMENT OF STOCKHOLDERS' EQUITY
(UNAUDITED)

	Common Stock		Treasury Stock		Additional Paid-In Capital
	Shares	Amount	Shares	Amount	
Balance at December 31, 2016	10,987,166	$54,932	—	$ —	$158,773,753
Net loss	—	—	—	—	—
Unrealized loss on short-term investments	—	—	—	—	—
Foreign currency translation	—	—	—	—	—
Balance at March 31, 2017	10,987,166	$54,932	—	$ —	$158,773,753

	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Noncontrolling Interests	Total
Balance at December 31, 2016	$ (564,559)	$(150,740,156)	$ 5,322,811	$12,846,781
Net loss	—	(1,663,694)	(36,393)	(1,700,087)
Unrealized loss on short-term investments	(3,118)	—	—	(3,118)
Foreign currency translation	70,096	—	32,439	102,535
Balance at March 31, 2017	$ (497,581)	$(152,403,850)	$ 5,318,857	$11,246,111

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CLEVELAND BIOLABS, INC. AND SUBSIDIARIES
CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS
(UNAUDITED)

	For the Three Months Ended March 31,	
	2017	2016
Cash flows from operating activities:		
Net loss	$(1,700,087)	$(670,742)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	5,716	26,617
Non-cash investment income	(14,993)	(9,410)
Gain on equipment disposal	(6,727)	—
Non-cash compensation	—	11,457
Change in value of warrant liability	121,698	(1,412,713)
Changes in operating assets and liabilities:		
Accounts receivable and other current assets	(102,543)	(554,013)
Accounts payable and accrued expenses	(621,218)	268,358
Deferred revenue	—	83,703
Net cash used in operating activities	(2,318,154)	(2,256,743)
Cash flows from investing activities:		
Purchase of short-term investments	(3,919,575)	—
Sale of short-term investments	3,100,013	6,335,062
Proceeds from sale of equipment	8,938	15,327
Net cash provided by (used in) investing activities	(810,624)	6,350,389
Cash flows from financing activities:		
Net proceeds from sale of treasury stock	—	539,998
Net cash provided by financing activities	—	539,998
Effect of exchange rate change on cash and equivalents	47,466	42,760
Increase (decrease) in cash and cash equivalents	(3,081,312)	4,676,404
Cash and cash equivalents at beginning of period	6,901,816	5,918,424
Cash and cash equivalents at end of period	$3,820,504	$10,594,828
Supplemental disclosure of cash flow information:		
Cash paid during the period for interest	$—	$—

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CLEVELAND BIOLABS, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS
(UNAUDITED)

1. Description of Business

Cleveland BioLabs, Inc. ("CBLI" or the " Company") is an innovative biopharmaceutical company developing novel approaches to activate the immune system and address serious medical needs. Our proprietary platform of Toll-like immune receptor activators has applications in radiation mitigation and immuno-oncology. We combine our proven scientific expertise and our depth of knowledge about our products' mechanisms of action into a passion for developing drugs to save lives. Our most advanced product candidate is entolimod, an immune-stimulatory agent, which we are developing as a radiation countermeasure and an immunotherapy for oncology and other indications.

CBLI was incorporated in Delaware in June 2003 and is headquartered in Buffalo, New York. CBLI conducts business in the United States ("U.S.") and in the Russian Federation ("Russia"), through several subsidiaries including: one wholly-owned subsidiary, BioLab 612, LLC ("BioLab 612"), which began operations in 2012; Panacela Labs, Inc. ("Panacela"), which was formed by us and Joint Stock Company "RUSNANO" ("RUSNANO"), our financial partner in the venture, in 2011; and, Incuron LLC ("Incuron"), which was formed by us and Bioprocess Capital Ventures ("BCV") our financial partner in the venture, in 2010. As more fully described in Note 5, "Noncontrolling Interests" of our most recent Annual Report on Form 10-K, our ownership in Incuron had decreased from being the majority shareholder until November 25, 2014, to longer being a shareholder as of June 30, 2015. Unless otherwise noted, references to the "Company," "we," "us," and "our" refer to Cleveland BioLabs, Inc. together with its subsidiaries.

2. Summary of Significant Accounting Policies

Basis of Presentation and Consolidation

The accompanying unaudited consolidated condensed financial statements include the accounts of CBLI, BioLab 612, and Panacela. All significant intercompany balances and transactions have been eliminated in consolidation.

The consolidated condensed balance sheet as of December 31, 2016, which has been derived from audited financial statements, and the unaudited interim consolidated condensed financial statements have been prepared in accordance with accounting principles generally accepted in the United States ("GAAP") for interim consolidated financial information and in accordance with the instructions to Form 10-Q and Article 8 of Regulation S-X of the Securities and Exchange Commission ("SEC"). Certain information and footnote disclosures normally included in consolidated financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to such rules and regulations. These consolidated condensed financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto contained in the Company's Annual Report on Form 10-K for the year ended December 31, 2016, as filed with the SEC (the "2016 Form 10-K").

In the opinion of the Company's management, any adjustments contained in the accompanying unaudited consolidated financial statements are of a normal recurring nature, and are necessary to fairly present the financial position of the Company as of March 31, 2017, along with its results of operations for the three month periods ended March 31, 2017 and 2016 and cash flows for the three month periods ended March 31, 2017 and 2016. Interim results are not necessarily indicative of results that may be expected for any other interim period or for an entire year.

On January 28, 2015, the Company, after receiving approval from the Company's stockholders and board of directors, executed a reverse stock split of the Company's common stock at the ratio of 1:20. Unless otherwise indicated, all of the Company's historical share balances and share price-related data have been adjusted, on a retroactive basis, to reflect this ratio.

At March 31, 2017, we had cash, cash equivalents and short-term investments of $13.1 million in the aggregate. Management believes this capital will fund the Company's operations and cash requirements for at least 12 months beyond the filing date of this Quarterly Report on Form 10-Q.

Recent Accounting Pronouncements

From time to time, new accounting pronouncements are issued by the Financial Accounting Standards Board ("FASB") or other standard-setting bodies that are adopted by us as of the specified effective date. Unless otherwise discussed, we believe that the impact of recently issued standards that are not yet effective will not have a material impact on our financial position or results of operations upon adoption.

In November 2016, the FASB issued ASU 2016-18, “Statement of Cash Flows (Topic 230): Restricted Cash” (“ASU 2016-18”). ASU 2016-18 requires that a statement of cash flows explain the change during the period in the total of cash, cash equivalents, and amounts generally described as restricted cash or restricted cash equivalents. Therefore, amounts generally described as restricted cash and restricted cash equivalents should be included with cash and cash equivalents when reconciling the beginning-of-period and end-of-period total amounts shown on the statement of cash flows. ASU 2016-18 is effective for fiscal years beginning after December 15, 2017. Early adoption is permitted. The Company is currently evaluating the impact of ASU 2016-18 on its consolidated financial statements.

In May 2016, the FASB issued ASU 2016-12, “Revenue from Contracts with Customers (Topic 606): Narrow Scope Improvements and Practical Expedients” (“ASU 2016-12”). The amendments in ASU 2016-12 affect the guidance in ASU 2014-09 by clarifying certain specific aspects of the guidance, including assessment of collectability, treatment of sales taxes and contract modifications, and providing certain technical corrections. The pronouncement has the same effective date as ASU 2014-09, which is effective for fiscal years, and for interim periods within those fiscal years, beginning after December 15, 2017. The Company is currently evaluating the impact of ASU 2016-12 on its consolidated financial statements. In April 2016, the FASB issued ASU 2016-10, “Revenue from Contracts with Customers (Topic 606): Identifying Performance Obligations and Licensing” (“ASU 2016-10”) related to identifying performance obligations and licensing. ASU 2016-10 is meant to clarify the guidance in FASB ASU 2014-09, “Revenue from Contracts with Customers.” Specifically, ASU 2016-10 addresses an entity’s identification of its performance obligations in a contract, as well as an entity’s evaluation of the nature of its promise to grant a license of intellectual property and whether or not that revenue is recognized over time or at a point in time. The pronouncement has the same effective date as ASU 2014-09, which is effective for fiscal years, and for interim periods within those fiscal years, beginning after December 15, 2017. The Company is currently evaluating the impact of ASU 2016-10 on its consolidated financial statements.

In March 2016, the FASB issued ASU 2016-09, “Improvements to Employee Share-Based Payment Accounting” (“ASU 2016-09”). ASU 2016-09 affects entities that issue share-based payment awards to their employees. ASU 2016-09 is designed to simplify several aspects of accounting for share-based payment award transactions which include – the income tax consequences, classification of awards as either equity or liabilities, classification on the statement of cash flows and forfeiture rate calculations. ASU 2016-09 is effective for annual periods beginning after December 15, 2016 and for interim periods thereafter. The Company adopted this pronouncement for the year ended December 31, 2016 and it is not expected to have a significant impact on the Company’s financial statements.

In February 2016, the FASB issued ASU 2016-02, "Leases (Topic 842)" (ASU 2016-02). ASU 2016-02 will require organizations that lease assets with lease terms of more than 12 months to recognize assets and liabilities for the rights and obligations created by those leases on their balance sheets. The ASU will also require new qualitative and quantitative disclosures to help investors and other financial statement users better understand the amount, timing, and uncertainty of cash flows arising from leases. ASU 2016-02 will be effective for public companies for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018, with early adoption permitted. The Company expects to adopt this guidance when effective and is currently evaluating the effect that the updated standard will have on its consolidated balance sheets and related disclosures. In January 2016, the FASB issued ASU 2016-01, "Financial Instruments - Overall: Recognition and Measurement of Financial Assets and Financial Liabilities." The pronouncement requires equity investments (except those accounted for under the equity method of accounting, or those that result in consolidation of the investee) to be measured at fair value with changes in fair value recognized in net income, requires public business entities to use the exit price notion when measuring the fair value of financial instruments for disclosure purposes, requires separate presentation of financial assets and financial liabilities by measurement category and form of financial asset, and eliminates the requirement for public business entities to disclose the method(s) and significant assumptions used to estimate the fair value that is required to be disclosed for financial instruments measured at amortized cost. These changes become effective for the Company's fiscal year beginning January 1, 2018. The expected adoption method of ASU 2016-01 is being evaluated by the Company and the adoption is not expected to have a significant impact on the Company’s consolidated financial position or results of operations.

In May 2015, the FASB issued ASU 2015-08, Business Combinations - Pushdown Accounting - Amendment to SEC Paragraphs Pursuant to Staff Accounting Bulletin No. 115. This Update was issued to amend various SEC paragraphs pursuant to the issuance of Staff Accounting Bulletin No. 115. This ASU is not expected to have a significant impact on the Company’s financial statements.

In May 2014, the Financial Accounting Standards Board ("FASB"), issued Accounting Standards Update ("ASU, 2014-9"), Revenue from Contracts with Customers, which updates the principles for recognizing revenue. ASU 2014-9 also amends the required disclosures of the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. ASU 2014-9 was scheduled to be effective for annual reporting periods beginning after December 15, 2016,

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including interim periods within that reporting period. Early application is not permitted. In August 2015, the FASB issued ASU 2015-14, “Revenue from Contracts with Customers (Topic 606): Deferral of Effective Date” (“ASU 2015-14”) which defers the effective date of ASU 2014-09 by one year. ASU 2014-9 is now effective for annual reporting periods after December 15, 2017 including interim periods within that reporting period. Earlier application is permitted only as of annual reporting periods beginning after December 15, 2016, including interim reporting periods within that reporting period. The Company is evaluating the potential impacts of the new standard on its existing revenue recognition policies and procedures.

In August 2014, the FASB issued ASU 2014-15, Disclosure of Uncertainties about an Entity’s Ability to Continue as a Going Concern ("ASU 2014-15") requires that an entity’s management evaluate whether there are conditions or events that raise substantial doubt about the entity’s ability to continue as a going concern within one year after the date that the financial statements are issued. ASU 2014-15 is effective for annual periods beginning after December 15, 2016 and for interim periods thereafter. The Company adopted this pronouncement effective the year ended December 31, 2016.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Short-Term Investments

The Company’s short-term investments are classified as available for sale and held to maturity. Accordingly, these investments are carried at fair market value. Short-term investments consisted of United States Treasury securities in the amount of $8.0 million which were owned by CBLI and had maturities of less than 12 months. In addition, $1.2 million in certificates of deposit with maturity dates beyond three months and less than one year, and owned by Panacela, are also included. These investments are classified as held to maturity given the intent and ability to hold the investments to maturity. Unrealized gains and losses on available for-sale investments are reported as Other Comprehensive Loss, a separate component of stockholders’ equity. Realized gains and losses, and interest and dividends on available-for-sale securities are recorded in our Consolidated Statement of Operations as Interest and Other Expense. The cost of securities sold is based on the specific identification method.

Significant Customers and Accounts Receivable

The following table presents our revenue by customer, on a proportional basis, for the three months ended March 31, 2017 and 2016.

	Three Months Ended March 31,		
Customer	2017	2016	Variance
Department of Defense	72.8 %	30.4 %	42.4 %
Russian Government Agencies	— %	41.0 %	(41.0)%
Incuron, LLC	27.2 %	28.6 %	(1.4)%
Total	100.0%	100.0%	— %

Our current Department of Defense ("DoD") revenues come from development contracts that expire in 2017 and 2018, although each contract may be extended. Our Russian Government Agencies revenues came from development contracts which expired in 2016. Our Incuron, LLC revenues come from a service agreement that is renegotiated annually.

Accounts receivable consist of amounts due under reimbursement contracts with these customers. The Company extends unsecured credit to customers under normal trade agreements, which generally require payment within 30 days.

Restricted Cash

Restricted cash included certificates of deposit denominated in Russian rubles and posted by Panacela and BioLab 612 as collateral for performance guarantees for their contracts with the Ministry of Industry and Trade of the Russian Federation. The

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guarantees require Panacela and BioLab 612 to satisfactorily perform their statements of work under the contracts, after which the deposits will be released. Both Panacela and BioLab 612 satisfactorily performed their contracts in 2016 and have no further obligations to withhold restricted cash. As a consequence, the Company had no restricted cash at December 31, 2016.

We previously disclosed that the Bank of Russia appointed temporary management of NOTA-Bank and that we had written off the full value of our restricted cash deposits with NOTA-Bank, as of the year ended December 31, 2015. During 2016 we adjusted the estimated loss on our restricted cash as more facts have become known which has resulted in a net gain of $40,517
which was recorded as Gain (loss) on Investments in the Statement of Operations for the twelve months ended December 31, 2016. If and when we recover additional deposits, we will record a gain at that time.

Other Comprehensive Income (Loss)

The Company applies the Codification on comprehensive income (loss) that requires disclosure of all components of comprehensive income (loss) on an annual and interim basis. Comprehensive income (loss) is defined as the change in equity of a business enterprise during a period from transactions and other events and circumstances from non-owner sources. The following table presents the changes in accumulated other comprehensive loss for the three months ended March 31, 2017.

	Unrealized loss on available-for-sale securities	Gains and losses on foreign exchange translations	Total
Beginning balance	$ (2,286)	$ (562,273)	$ (564,559)
Other comprehensive income/(loss) before reclassifications	(3,118)	102,535	99,417
Amounts reclassified from accumulated other comprehensive loss	—	(32,439)	(32,439)
Ending balance	$ (5,404)	$ (492,177)	$ (497,581)

Accounting for Stock-Based Compensation

The 2006 Equity Incentive Plan, as amended, or the Plan, authorizes CBLI to grant (i) options to purchase common stock, (ii) restricted or unrestricted stock units, and (iii) stock appreciation rights, so long as the exercise or grant price of each are at least equal to the fair market value of the stock on the date of grant. As of March 31, 2017, an aggregate of 650,000 shares of common stock were authorized for issuance under the Plan, of which a total of 294,535 shares of common stock remained available for future awards and 226,921 shares of common stock have been reserved for issuance upon exercise of currently outstanding stock options. A single participant cannot be awarded more than 100,000 shares annually. Awards granted under the Plan have a contractual life of no more than 10 years. The terms and conditions of equity awards (such as price, vesting schedule, term and number of shares) under the Plan are specified in an award document, and approved by the Company’s board of directors or its management delegates.

The 2013 Employee Stock Purchase Plan, or ESPP, provides a means by which eligible employees of the Company and certain designated related corporations may be given an opportunity to purchase shares of common stock. As of March 31, 2017, there are 425,000 shares of common stock reserved for purchase under the ESPP. The number of shares reserved for purchase under the ESPP increases on January 1 of each calendar year by the lesser of: (i) 10% of the total number of shares of common stock outstanding on December 31st of the preceding year, or (ii) 100,000 shares of common stock. The ESPP allows employees to use up to 15% of their compensation to purchase shares of common stock at an amount equal to 85% of the fair market value of the Company’s common stock on the offering date or the purchase date, whichever is less.

The Company utilizes the Black-Scholes valuation model for estimating the fair value of all stock options granted where the vesting period is based on length of service or performance, while a Monte Carlo simulation model is used for estimating the fair value of stock options with market-based vesting conditions. No options were granted during the three months ended March 31, 2017 and March 31, 2016.

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"Risk-free interest rate" means the range of U.S. Treasury rates with a term that most closely resembles the expected life of the option as of the date the option is granted.
"Expected dividend yield" means the Company does not pay regular dividends on its common stock and does not anticipate paying any dividends in the foreseeable future.
"Expected life" means the period of time that options granted are expected to remain outstanding, based wholly on the use of the simplified (safe harbor) method. The simplified method is used because the Company does not yet have adequate historical exercise information to estimate the expected life the options granted.
"Expected volatility" means a measure of the amount by which a financial variable, such as share price, has fluctuated (historical volatility) or is expected to fluctuate (implied volatility) during a period. Expected volatility is based on the Company's historical volatility and incorporates the volatility of the common stock of comparable companies when the expected life of the option exceeds the Company's trading history.

Income Taxes

No income tax expense was recorded for the three months ended March 31, 2017 and 2016, as the Company does not expect to have taxable income for 2017 and did not have taxable income in 2016. A full valuation allowance has been recorded against the Company's deferred tax asset.

Additionally, as disclosed in Note 9, Income Taxes, to the Company's consolidated financial statements included in the 2016 Form 10-K, the Company had U.S. federal net operating loss carryforwards of approximately $134,774,000, which begin to expire if not utilized by 2023, and approximately $3,905,000 of federal tax credit carryforwards which begin to expire if not utilized by 2024. The Company also has U.S. state net operating loss carryforwards of approximately $80,714,000, which begin to expire if not utilized by 2027 and state tax credit carryforwards of approximately $324,000, which begin to expire if not utilized by 2022. The purchase of 6,459,948 shares of common stock by Mr. Davidovich on July 9, 2015 resulted in Mr. Davidovich owning 60.2% of the Company. We therefore believe it highly likely that this transaction, more fully described in Note 7 Stockholders' Equity, to the Company's consolidated financial statements included in the 2016 Form 10-K will be viewed by the U.S. Internal Revenue Service as a change of ownership as defined by Section 382 of the Internal Revenue Code, or Section 382. Consequently, the utilization of these net operating loss and tax credit carryforwards, as well as any additional net operating loss and tax credit carryforwards generated in 2015 through the issuance date, will be limited according to the provisions of Section 382, which will significantly limit the Company's ability to use these carryforwards to offset taxable income on an annual basis in future periods. As such, a significant portion of these carryforwards will likely expire before they can be utilized, even if the Company is able to generate taxable income that, except for this transaction, would have been sufficient to fully utilize these carryforwards.

Earnings (Loss) per Share

Basic net loss per share of common stock excludes dilution for potential common stock issuances and is computed by dividing net loss by the weighted average number of shares outstanding for the period. Diluted net loss per share reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock. Diluted net loss per share is identical to basic net loss per share as potentially dilutive securities have been excluded from the calculation of diluted net loss per common share because the inclusion of such securities would be antidilutive.

The Company has excluded the following securities from the calculation of diluted net loss per share because all such securities were antidilutive for the periods presented. Additionally, there were no dilutive securities outstanding as of March 31, 2017.

	As of March 31,	
Common Equivalent Securities	2017	2016
Warrants	2,107,047	2,222,155
Options	226,921	336,942
Total	2,333,968	2,559,097

Contingencies

From time to time, the Company may have certain contingent liabilities that arise in the ordinary course of business. The Company accrues for liabilities when it is probable that future expenditures will be made and such expenditures can be

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reasonably estimated. For all periods presented, the Company was not a party to any pending material litigation that was estimable and had a probability of loss.

3. Fair Value of Financial Instruments

The Company measures and records warrant liabilities at fair value in the accompanying financial statements. Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability, an exit price, in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs. The three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value, includes:

- Level 1 – Observable inputs for identical assets or liabilities such as quoted prices in active markets;
- Level 2 – Inputs other than quoted prices in active markets that are either directly or indirectly observable; and
- Level 3 – Unobservable inputs in which little or no market data exists, which are therefore developed by the Company using estimates and assumptions that reflect those that a market participant would use.

Cash equivalents include United States Treasury Notes with original maturities of three months or less, at time of purchase and money market funds. Short-term investments primarily include United States Treasury Notes, along with certificates of deposit at commercial banking institutions, both with maturities of three months or more at time of purchase.

The valuation methodologies used to measure the fair value of the company's assets and instruments classified in stockholders' equity are described as follows: United States Treasury Notes and money market funds included in cash equivalents and short-term investments are valued at the closing price reported by an actively traded exchange and are included as Level 1 measurements in the table below. Certificates of deposit are carried at amortized cost, which approximates fair value and are included within short-term investments as a Level 2 measurement in the table below.

The following tables represent the Company's fair value hierarchy for its financial assets and liabilities measured at fair value on a recurring basis.

	As of March 31, 2017			
	Level 1	Level 2	Level 3	Total
Assets:				
Cash and cash equivalents	$808,075	$—	$—	$808,075
Short-term investments	8,011,850	1,241,621	—	9,253,471
Total assets	$8,819,925	$1,241,621	$—	$10,061,546
Liabilities:				
Accrued warrant liability	$—	$—	$1,071,117	$1,071,117

	As of December 31, 2016			
	Level 1	Level 2	Level 3	Total
Assets:				
Cash and cash equivalents	$2,436,589	$—	$—	$2,436,589
Short-term investments	7,487,365	856,292	—	8,343,657
Total assets	$9,923,954	$856,292	$—	$10,780,246
Liabilities:				
Accrued warrant liability	$—	$—	$949,419	$949,419

The Company uses the Black-Scholes model to measure the accrued warrant liability and its accrual for compensatory stock options not yet issued. The following are the assumptions used to measure the accrued warrant liability which were determined in a manner consistent with that described for grants of options to purchase common stock as set forth in Note 2:

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	March 31, 2017	December 31, 2016
Stock Price	$ 1.60	$ 1.42
Exercise Price	$3.00 - $60.00	$3.00 - $60.00
Term in years	0.57 – 4.35	0.17 - 4.60
Volatility	60.11% - 85.65%	52.88% - 96.36%
Annual rate of quarterly dividends	— %	— %
Discount rate- bond equivalent yield	.58% - 1.79%	.15% - 1.84%

The following table sets forth a summary of changes in the fair value of the Company's Level 3 fair value measurements for the periods indicated:

	Three Months Ended March 31, 2017 Accrued Warrant Liability	Three Months Ended March 31, 2016 Accrued Warrant Liability
Beginning Balance	$949,419	$4,048,900
Total (gains) or losses, realized and unrealized, included in earnings (1)	121,698	(1,412,713)
Issuances	—	—
Settlements	—	—
Ending Balance	$1,071,117	$2,636,187

(1) Unrealized gains or losses related to the accrued warrant liability were included as change in value of accrued warrant liability. There were no realized gains or losses for the three months ended March 31, 2017 and 2016.

As of March 31, 2017 and December 31, 2016, the Company had no assets or liabilities that were measured at fair value on a nonrecurring basis.

The Company considers the accrued warrant liability and compensatory stock options not yet issued to be Level 3 because some of the inputs into the measurements are neither directly or indirectly observable. Both the accrued warrant liability and compensatory stock options not yet issued use management's estimate for the expected term. Additionally, the number of compensatory options awarded involves an estimate of management's performance in relation to the targets set forth in the Company's Executive Compensation Plan. As of March 31, 2017, the Black-Scholes pricing model was used as the valuation technique for the accrued warrant liability and used the unobservable input for the expected term of 0.57 – 4.35 years.

Management believes the value of the accrued warrant liability is more sensitive to a change in the Company's stock price at the end of the respective reporting period as opposed to a change in the unobservable input described above.

The carrying amounts of the Company's short-term financial instruments, which include cash and cash equivalents, accounts receivable and accounts payable, approximate their fair values due to their short maturities.

4. Sale of Incuron

On April 29, 2015, CBLI entered into an agreement to sell its equity stake in Incuron to Dr. Mikhail Mogutov, Chairman of Incuron's Board of Directors and founder of BCV and/or his designee. The Company's equity stake in Incuron was sold for (i) $3 million in cash and (ii) the transfer of 264,318 shares of the Company's common stock to escrow. The escrow agent was instructed to sell the shares and to remit the net proceeds from the sale of those share to CBLI after deducting sales commissions and escrow agent fees. At the time of sale, CBLI had a recorded asset value of $3,906,321 for its interest in Incuron. After recording the $3 million of cash proceeds from the sale, $906,321 remained as a cost basis associated with the transfer of the 264,318 shares of the Company's common stock to escrow and was recorded as treasury stock. As of December 31, 2015, 105,418 shares had been sold and $417,545 in cash had been received from the escrow agent. As of December 31, 2016 , the remaining shares were sold and $391,624 in cash was been received from the escrow agent. In addition, CBLI assigned its remaining intellectual property relating to Curaxin CBL0137 to Incuron in exchange for a 2% royalty on the future commercialization, licensing, or sale of the Curaxin CBL0137 technology.

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5. Stockholders' Equity

The Company has granted options to purchase shares of common stock. The following is a summary of option award activity during the three months ended March 31, 2017:

	Total Stock Options Outstanding	Weighted Average Exercise Price per Share
December 31, 2016	233,367	$ 41.98
Granted	—	—
Vested	—	—
Forfeited, Canceled	(6,446)	64.99
March 31, 2017	226,921	$ 41.32

The following is a summary of outstanding stock options as of March 31, 2017:

	As of March 31, 2017	
	Stock Options Outstanding	Vested Stock Options
Quantity	226,921	226,921
Weighted-average exercise price	$41.32	$ 41.32
Weighted Average Remaining Contractual Term (in Years)	5.83	5.83
Intrinsic value	$—	$ —

For the three months ended March 31, 2017 and 2016, the Company granted no stock options. For the three months ended March 31, 2017 and 2016, the total fair value of options vested was $0 and $32,287, respectively.

As of March 31, 2017, there was no total compensation cost not yet recognized related to unvested stock options.

6. Warrants

In connection with sales of the Company's common stock and the issuance of debt instruments, warrants were issued which presently have exercise prices ranging from $3.00 to $60.00. The warrants expire between one and seven years from the date of grant, and are subject to the terms applicable in each agreement. The following table summarizes the activity in our outstanding warrants since December 31, 2016:

	Number of Warrants	Weighted Average Exercise Price
December 31, 2016	2,148,741	$ 11.04
Granted	—	—
Exercised	—	—
Forfeited, Canceled	(41,694)	3.00
March 31, 2017	2,107,047	$ 11.20

7. Significant Alliances and Related Parties

Roswell Park Cancer Institute

The Company has entered into several agreements with Roswell Park Cancer Institute, or RPCI, including: various sponsored research agreements, an exclusive license agreement and clinical trial agreements for the conduct of the Phase 1 entolimod oncology study and the Phase 1 CBL137 intravenous administration study. Additionally, the Company's Chief Scientific

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Officer, or CSO, Dr. Andrei Gudkov, is the Senior Vice President of Basic Research at RPCI. The Company incurred $26,797 and $207,844 in expense to RPCI related to research grants and agreements for the three months ended March 31, 2017 and 2016, respectively. The Company had $95,163 and $0 included in accounts payable owed to RPCI at