PORTOLA PHARMACEUTICALS INC
Form S-1
October 07, 2013
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As filed with the Securities and Exchange Commission on October 7, 2013

Registration No. 333-

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-1

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

Portola Pharmaceuticals, Inc.

(Exact name of registrant as specified in its charter)

Delaware	**2834**	**20-0216859**
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification Number)

270 E. Grand Avenue, Suite 22

South San Francisco CA 94080

(650) 246-7300

(Address, including zip code, and telephone number, including area code, of registrant s principal executive offices)

William Lis

Chief Executive Officer

Portola Pharmaceuticals, Inc.

270 E. Grand Avenue, Suite 22

South San Francisco CA 94080 (650) 246-7300

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Kenneth L. Guernsey

Sally A. Kay

Cooley LLP

101 California Street, 5th Floor

San Francisco, California 94111

(415) 693-2000

Bruce K. Dallas

Davis Polk & Wardwell LLP

1600 El Camino Real

Menlo Park, CA 94025

(650) 752-2000

Approximate date of commencement of proposed sale to the public**:** As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. ¨

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ¨

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ¨

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ¨

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 and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ¨ Accelerated filer ¨

Non-accelerated filer x (Do not check if a smaller reporting company) Smaller reporting company ¨

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Proposed Maximum Aggregate Offering Price[1][2]	Amount of Registration Fee[3]
Common Stock, $0.001 par value per share	$115,000,000.00	$14,812.00

(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o) under the Securities Act of 1933, as amended.
(2) Includes offering price of any additional shares that the underwriters have the option to purchase.
(3) Calculated pursuant to Rule 457(o) under the Securities Act of 1933, as amended, based on an estimate of the proposed maximum aggregate offering price.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until this Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

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The information in this preliminary prospectus is not complete and may be changed. Neither we nor the selling stockholders may sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This preliminary prospectus is not an offer to sell these securities, and neither we nor the selling stockholders are soliciting offers to buy these securities in any jurisdiction where the offer or sale is not permitted.

Subject to completion, dated October 7, 2013

$100,000,000

Portola Pharmaceuticals, Inc.

Common Stock

We are offering shares of our common stock with an aggregate public offering price of approximately $100,000,000 and the selling stockholders are offering shares of our common stock with an aggregate public offering price of approximately $. We will not receive any proceeds from the sale of shares by the selling stockholders. Our common stock is listed on The NASDAQ Global Market under the trading symbol PTLA. On October 4, 2013, the last reported sale price of our common stock on The NASDAQ Global Market was $27.58 per share.

We are an emerging growth company under the federal securities laws and are subject to reduced public company reporting requirements.

Investing in our common stock involves a high degree of risk. See Risk factors beginning on page 12.

	Per Share	Total
Public offering price	$	$
Underwriting discounts and commissions[1]	$	$
Proceeds, before expenses, to us	$	$
Proceeds, before expenses, to selling stockholders	$	$

(1) See Underwriting for additional disclosure regarding underwriting discounts, commissions and expenses.

To the extent that the underwriters sell more than that number of shares of common stock with an aggregate public offering price of approximately $100,000,000, the underwriters have an option to purchase additional shares with up to an aggregate public offering price of $ from at the public offering price, after deducting underwriting discounts and commissions.

The underwriters expect to deliver the shares against payment in New York, New York on , 2013.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.

Morgan Stanley **Credit Suisse**

, 2013

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Neither we, the selling stockholders nor the underwriters have authorized anyone to provide any information or to make any representations other than those contained in this prospectus or in any free writing prospectuses prepared by or on behalf of us or to which we have referred you. We and the selling stockholders take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. This prospectus is an offer to sell only the shares offered hereby, but only under circumstances and in jurisdictions where it is lawful to do so. The information contained in this prospectus is accurate only as of its date regardless of the time of delivery of this prospectus or of any sale of common stock.

Neither we, the selling stockholders nor the underwriters have done anything that would permit this offering or possession or distribution of this prospectus in any jurisdiction where action for that purpose is required, other than in the United States. Persons who come into possession of this prospectus and any free writing prospectus related to this offering in jurisdictions outside the United States are required to inform themselves about and to observe any restrictions as to this offering and the distribution of this prospectus and any such free writing prospectus applicable to that jurisdiction.

This document has been prepared on the basis that any offer of shares in any relevant European Economic Area member state will be made pursuant to an exemption under European prospectus law from the requirement to publish a prospectus for offers of shares and does not constitute an offer to or solicitation of anyone to purchase shares in any jurisdiction in which such offer or solicitation is not authorized, nor to any person to whom it is unlawful to make such an offer or solicitation.

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We obtained the industry, market and similar data set forth in this prospectus from our own internal estimates and research, and from industry publications and research, surveys and studies conducted by third parties. These data involve a number of assumptions and limitations, and you are cautioned not to give undue weight to such estimates. See the section titled Market, industry and other data for further information.

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Prospectus summary

This summary highlights information contained elsewhere in this prospectus and does not contain all of the information that you should consider in making your investment decision. Before deciding to invest in our common stock, you should read this entire prospectus carefully, including the sections of this prospectus entitled Risk factors and Management s discussion and analysis of financial condition and results of operations and our financial statements and related notes. Unless the context otherwise requires, references in this prospectus to the company, Portola, we, us and our refer to Portola Pharmaceuticals, Inc.

Portola Pharmaceuticals, Inc.

We are a biopharmaceutical company focused on the development and commercialization of novel therapeutics in the areas of thrombosis, other hematologic disorders and inflammation for patients who currently have limited or no approved treatment options. Our current development-stage portfolio consists of three compounds discovered through our internal research efforts and one discovered by Portola scientists during their time at a prior company.

Our two lead programs address significant unmet medical needs in the area of thrombosis, or blood clots. Our lead compound Betrixaban is a novel oral once-daily inhibitor of Factor Xa in Phase 3 development for extended duration prophylaxis, or preventive treatment, of a form of thrombosis known as venous thromboembolism, or VTE, in acute medically ill patients. Currently, there is no anticoagulant approved for extended duration VTE prophylaxis in this population. Our second lead development candidate (pINN) Andexanet alfa, formerly PRT4445, which has completed the first of a series of Phase 2 proof-of-concept studies, is a recombinant protein designed to reverse the anticoagulant activity in patients treated with a Factor Xa inhibitor who suffer an uncontrolled bleeding episode or undergo emergency surgery. Our third product candidate, PRT2070, is an orally available kinase inhibitor that inhibits spleen tyrosine kinase, or Syk, and janus kinases, or JAK, enzymes that regulate important signaling pathways and is being developed for hematologic, or blood, cancers and inflammatory disorders. In October 2013, we expect to start a Phase 1/2 proof-of-concept study for PRT2070 in patients with non-Hodgkin s lymphoma, or NHL, or chronic lymphocytic leukemia, or CLL, who have failed or relapsed on existing marketed therapies or products in development, including patients with identified mutations. Our fourth program, PRT2607 and other highly selective Syk inhibitors, is partnered with Biogen Idec Inc., or Biogen Idec.

Members of our management team, working together or individually, have played central roles at prior companies in discovering, developing and commercializing a number of successful therapeutics in the area of thrombosis, including Integrilin® and Xarelto®. Our approach has been to identify key enzymes and cellular signaling pathways and to apply our translational expertise to discover compounds with unique properties that have potential for clear clinical and pharmacoeconomic value. To increase the likelihood that our programs will succeed, we enhance our internal discovery and development expertise by collaborating with academic leaders at major universities, including Cornell University, Duke University, Harvard University, King s College, McMaster University, Stanford University and The University of Texas MD Anderson Cancer Center, and by proactively engaging regulatory authorities early in the development process.

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We have full worldwide commercial rights to Betrixaban and Andexanet alfa, and to PRT2070 for systemic indications. We believe we can maximize the value of our company by retaining substantial global commercialization rights to these three product candidates and, where appropriate, entering into partnerships to develop and commercialize our other product candidates. We plan on building a successful commercial enterprise to commercialize Betrixaban and Andexanet alfa globally, using a hospital-based sales team in the United States and possibly other major markets and with partners in other territories.

We currently have the following product candidates in development:

Development Pipeline				
Product	**Description**	**Stage**	**Indication**	**Worldwide commercial rights**
Betrixaban	Oral Factor Xa inhibitor	Phase 3	Extended duration VTE prophylaxis in acute medically ill patients for up to 35 days	Portola
Andexanet alfa	Antidote for Factor Xa inhibitors	Phase 2	Reversal of Factor Xa inhibitor anticoagulation	Portola
PRT2070	Oral Dual Syk and JAK inhibitor	Phase 1/2	B-cell hematologic cancers	Hematologic cancer and other systemic indications: Portola Certain nonsystemic indications: 50/50 rights with Aciex
PRT2607	Syk inhibitor	Pre-clinical	Allergic asthma and other inflammatory disorders	Biogen Idec

Betrixaban. Betrixaban is a novel oral once-daily inhibitor of Factor Xa in development for extended duration VTE prophylaxis in acute medically ill patients for up to 35 days. Acute medically ill patients are those who are hospitalized for serious non-surgical conditions, such as heart failure, stroke, infection, rheumatic disorders and pulmonary disorders. We estimate that in the G7 countries in 2012 there were 22.3 million acute medically ill patients for whom VTE prophylaxis was recommended by medical treatment guidelines. The current standard of care for VTE prophylaxis in this population is enoxaparin, an injectable drug that is approved for a usual administration period of 6 to 11 days and up to 14 days and is generally not prescribed for use outside of the hospital. According to IMS Health Incorporated, a healthcare industry information provider, worldwide sales of enoxaparin for the 12 months through June 2012 were in excess of $4.8 billion. We believe that the use of enoxaparin in acute medically ill patients accounted for at least $2 billion of these sales.

Multiple large, global trials have demonstrated that there is substantial risk of VTE in acute medically ill patients with restricted mobility and other risk factors beyond the standard course of enoxaparin. For example, the MAGELLAN trial demonstrated that the incidence of VTE-related death rose four-fold over several weeks after hospital discharge and the discontinuation of treatment. However, there are no therapies approved for use beyond a typical hospitalization period of 6 to 14 days despite the ongoing risk of VTE faced by these patients for 35 days or more following hospital admission. We are developing Betrixaban to be the first oral Factor Xa inhibitor approved for use in acute medically ill patients and the first anticoagulant approved for extended duration VTE prophylaxis in these patients.

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In 2012, we initiated our pivotal Phase 3 APEX study, a randomized, double-blind, active-controlled, multicenter, multinational study comparing a once-daily dose of Betrixaban for a total of 35 days with in-hospital administration of enoxaparin once daily for 6 to 14 days followed by placebo. We believe that Betrixaban has several clinically important pharmacological properties that differentiate it from injectable enoxaparin and other oral Factor Xa inhibitors, including a long half-life, low renal clearance and a metabolic profile that limits drug-drug interaction.

We believe that for an anticoagulant to demonstrate efficacy and safety for extended duration VTE prophylaxis in acute medically ill patients, it must have the right drug properties, be dosed at appropriate levels and target the right patient population. Leveraging the data from our extensive clinical and preclinical studies of Betrixaban and learnings from previous trials of other Factor Xa inhibitors, we believe that we have designed APEX with a dosing regimen and for a study population that significantly increase the probability that it will demonstrate both safety and efficacy in extended duration VTE prophylaxis in acute medically ill patients both in the hospital and after discharge. We can provide no assurance that APEX will be successful and, if APEX is unsuccessful, our ability to commercialize Betrixaban would be materially adversely affected.

In July 2009, we entered into an exclusive worldwide license and collaboration agreement with Merck & Co., Inc., or Merck, to develop and commercialize Betrixaban for a different indication than the one we are currently pursuing. In March 2011, Merck exercised its right to terminate the agreement for convenience, and we and Merck agreed to a plan for Merck to return all rights to Betrixaban to us and to terminate the agreement, effective September 30, 2011.

In January 2013, we entered into a clinical collaboration agreement with Lee s Pharmaceutical (HK) Ltd, or Lee s, to jointly expand our Phase 3 APEX study of Betrixaban into China, with an exclusive option for Lee s to negotiate for the exclusive commercial rights to Betrixaban in China.

As of September 30, 2013, our Betrixaban patent portfolio included 14 issued U.S. patents and 10 U.S. patent applications covering the composition of and methods of making and using Betrixaban or its analogs, including those owned by us and those licensed in from Millennium Pharmaceuticals, Inc. The U.S. patents relating to the composition of matter of Betrixaban are not due to expire before September 2020 and may be extended until up to September 2025 pursuant to the Drug Price Competition and Patent Term Restoration Act of 1984, commonly referred to as the Hatch-Waxman Act, and Betrixaban may also be eligible for an additional 6 months of pediatric exclusivity under the Best Pharmaceuticals for Children Act.

Andexanet alfa. Andexanet alfa is a recombinant protein designed to reverse the anticoagulant activity in patients treated with a Factor Xa inhibitor who suffer an uncontrolled bleeding episode or undergo emergency surgery. Currently, there is no antidote or reversal agent approved for use against Factor Xa inhibitors. Based on industry data, we estimate that in 2020 between 23 million and 36 million patients will be treated with Factor Xa inhibitors, including low molecular weight heparins, for short-term use or chronic conditions. Clinical trial results suggest that, depending on their underlying medical condition, annually between 1% and 4% of these patients will experience uncontrolled bleeding and an additional 1% will require emergency surgery. We believe that Andexanet alfa, if approved, has the long-term potential to address a total worldwide market in excess of $2 billion.

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Leading clinicians have identified, and the United States Food and Drug Administration, or FDA, has recognized, the lack of an effective reversal agent for Factor Xa inhibitors as a significant unmet clinical need. Preclinical and Phase 1 studies suggest, but do not prove, that Andexanet alfa has the potential to be a universal reversal agent for all Factor Xa inhibitors, including enoxaparin, a low molecular weight heparin. We recently completed the first of a series of Phase 2 proof-of-concept studies evaluating the safety and activity of Andexanet alfa in healthy volunteers who are administered one of several Factor Xa inhibitors. Analysis of anticoagulation markers in blood samples taken from the subjects in this first study demonstrates that Andexanet alfa produces a rapid, sustained and dose-related reversal of anticoagulant activity of the Factor Xa inhibitor apixaban. We are currently conducting two additional Phase 2 proof-of-concept studies evaluating Andexanet alfa for reversal of the anticoagulant activity of the Factor Xa inhibitors rivaroxaban and enoxaparin. We expect results from the study involving rivaroxaban in the second half of 2013 and results from the study involving enoxaparin in the first half of 2014. We plan to initiate similar Phase 2 proof-of-concept studies evaluating the reversal of edoxaban and Betrixaban in the first half of 2014.

We have entered into a collaboration agreement with Bristol-Myers Squibb Company, or BMS, and Pfizer Inc., or Pfizer, a collaboration agreement with Bayer Pharma AG, or Bayer, and Janssen Pharmaceuticals, Inc., or Janssen, and an agreement with Daiichi Sankyo, Inc., or Daiichi Sankyo, pursuant to which agreements, BMS and Pfizer, Bayer and Janssen and Daiichi Sankyo, respectively made payments to us to collaborate with us on a portion of the Phase 2 Andexanet alfa studies, but we retain full commercial rights with respect to Andexanet alfa. Based on the results of our initial Phase 2 study, we held an End of Phase 2 meeting with the FDA in August 2013 to discuss the remaining clinical studies needed for approval of Andexanet alfa. Based on our discussions with the FDA, we believe that the FDA supports our pursuit of an expedited approval process. Subject to further discussions with and approval by the FDA on the protocol, we plan to initiate a Phase 3 registration study for Andexanet alfa in the first half of 2014 followed by a Phase 4 confirmatory study. Additionally, we plan to request a formal scientific advice meeting with the European Medicines Authority in 2014 to discuss the process for approval in Europe.

As of September 30, 2013, our Factor Xa inhibitor antidote patent portfolio was wholly owned by us and included four issued U.S. patents and 11 U.S. patent applications covering the composition of and methods of making and using Andexanet alfa or its analogs. The U.S. patents are not due to expire before February 2029. A related international patent application has issued in New Zealand, another related international patent application has issued in New Zealand and Mexico and international patent applications are pending in Europe and a number of other countries. These international patents and patent applications, if issued, would not be due to expire before September 2028.

PRT2070. PRT2070 is an orally available, potent inhibitor of Syk and JAK. Scientists have demonstrated that both Syk and JAK play key roles in various hematologic cancers and inflammatory diseases. We are developing PRT2070 for treatment of certain B-cell hematologic cancers, with a particular focus on patients who have NFkB activating mutations or acquired mutations to other novel B-cell targeted therapies that cause treatment failure or disease relapse. PRT2070 has completed preclinical testing and has demonstrated in-vitro activity in cancer cell lines with NFkB activating mutations and in patient tumor samples with acquired mutations to novel B-cell targeted drug candidates. We expect to start a Phase 1/2 proof-of-concept study for PRT2070 in non-Hodgkin s lymphoma and chronic lymphocytic leukemia patients in October 2013. In February 2013, we entered into a license and collaboration agreement with Aciex Therapeutics, Inc., or Aciex, pursuant to which

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we granted Aciex an exclusive license to co-develop and co-commercialize PRT2070 and certain related compounds for nonsystemic indications, such as the treatment and prevention of ophthalmological diseases by topical administration and allergic rhinitis by intranasal administration. We retain rights to other non-systemic indications, including dermatologic disorders.

PRT2607. PRT2607 is an orally available, potent and selective inhibitor of Syk. We partnered PRT2607 and other highly selective Syk inhibitors on a worldwide basis with Biogen Idec in October 2011. Pursuant to our agreement, Biogen Idec made an upfront cash payment to us of $36.0 million and we are entitled to additional payments of up to approximately $370 million based on the occurrence of certain development and regulatory events. We are also entitled to receive royalties from any eventual sales of these product candidates by Biogen Idec. PRT2607 has been evaluated in 131 subjects in several Phase 1 clinical studies. Biogen Idec is leading the pre-clinical study of PRT2607 and other highly selective Syk inhibitors for allergic asthma and other inflammatory disorders and is responsible for all development-related expenses.

Our strategy

Our goal is to build an enduring biopharmaceutical company with a foundation of products and product candidates that significantly advance patient care in the areas of thrombosis, other hematologic disorders and inflammation. Key elements of our strategy are as follows:

- Successfully complete the clinical development of Betrixaban;
- Seek regulatory approval for Andexanet alfa through an expedited development and approval process;
- Commercialize Betrixaban and Andexanet alfa, if approved, using a hospital-focused sales force;
- Independently advance PRT2070 for treatment of hematologic cancers; and
- Deploy capital strategically to develop our portfolio of product candidates and create value.

Financial overview

Our revenue to date has been generated primarily from collaboration and license revenue pursuant to our collaboration agreements with Biogen Idec, Merck and Novartis Pharma A.G., and our agreements with BMS and Pfizer and Daiichi Sankyo. We have not generated any commercial product revenue. As of June 30, 2013, we had $235.2 million of cash, cash equivalents and investments and an accumulated deficit of $242.1 million.

Risks associated with our business

Our business is subject to numerous risks and uncertainties related to our financial condition and need for additional capital, the development and commercialization of our product candidates, our reliance on third parties, the operation of our business, our intellectual property, government regulation and this offering and ownership of our common stock. These risks include those highlighted in the section entitled Risk factors immediately following this prospectus summary, including the following:

- We do not have any products approved for sale and expect to incur substantial and increasing losses for the foreseeable future;

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Our operating results may fluctuate significantly, are difficult to predict and could fall below expectations;

We will need additional funds to support our operations, and such funding may not be available on acceptable terms or at all;

Our success depends heavily on the approval and successful commercialization of our lead product candidates, Betrixaban and Andexanet alfa;

Clinical studies of our product candidates will be costly and time consuming, and if they fail to demonstrate safety and efficacy to the satisfaction of the FDA or similar regulatory authorities, we may be unable to commercialize our product candidates;

If serious adverse side effects are identified during the development or commercialization of any of our product candidates, we may need to abandon our development or commercialization of that product candidate;

Our APEX study of Betrixaban may fail due to a potential risk of increased bleeding or lack of efficacy, as experienced in two of our competitors clinical trials evaluating Factor Xa inhibitors for VTE prophylaxis in acute medically ill patients;

If Betrixaban or any of our other product candidates is approved for sale, we will be allowed to market it only for the specific indication for which it receives approval, which may be more limited than we currently anticipate;

If the FDA does not determine that an expedited approval process is available for Andexanet alfa, then the development or commercialization of Andexanet alfa could be delayed or abandoned;

We face substantial competition from major pharmaceutical companies, specialty pharmaceutical companies and biotechnology companies;

Our product candidates have never been manufactured on a commercial scale, and there are risks associated with scaling up manufacturing to commercial scale;

Our business may be adversely affected if we are unable to obtain and maintain effective intellectual property rights or fail to comply with our obligations in our intellectual property licenses with third parties; and

Our stock price may be volatile, and purchasers of our common stock could incur substantial losses.

Corporate information

We were incorporated in Delaware in September 2003. Our principal executive offices are located at 270 E. Grand Avenue, South San Francisco, California 94080, and our telephone number is (650) 246-7300. Our website address is *www.portola.com*. The information contained on our website is not incorporated by reference into this prospectus, and you should not consider any information contained on, or that can be accessed through, our website as part of this prospectus or in deciding whether to purchase our common stock.

We are an emerging growth company, as defined in the Jumpstart Our Business Startups Act of 2012. As such, we are eligible for exemptions from various reporting requirements applicable to other

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public companies that are not emerging growth companies, including, but not limited to, not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act of 2002 and reduced disclosure obligations regarding executive compensation. We will remain an emerging growth company until the earlier of (1) December 31, 2018, (2) the last day of the fiscal year (a) in which we have total annual gross revenue of at least $1.0 billion or (b) in which we are deemed to be a large accelerated filer, which means the market value of our common stock that is held by non-affiliates exceeds $700 million as of the prior June 30th, and (3) the date on which we have issued more than $1.0 billion in non-convertible debt securities during the prior three-year period.

Portola Pharmaceuticals, our logo and other trade names, trademarks and service marks of Portola appearing in this prospectus are the property of Portola. Other trade names, trademarks and service marks appearing in this prospectus are the property of their respective holders.

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The offering

Common stock offered	
By us	Approximately $100,000,000 of shares of our common stock
By the selling stockholders	Approximately $ of shares of our common stock
Total	shares
Common stock to be outstanding immediately after this offering	shares
Underwriters option	The underwriters have an option to purchase up to approximately $15,000,000 of additional shares of common stock as described in Underwriting.
Use of proceeds	The net proceeds from the issuance of our common stock in this offering will be approximately $ million or approximately $ million if the underwriters exercise their option in full, after deducting underwriting discounts and commissions and estimated offering expenses payable by us. We intend to use all of the net proceeds from this offering, along with our other capital resources, to fund our ongoing Phase 3 study of Betrixaban, our Phase 3/4 Biologics License Application enabling studies and related manufacturing of Andexanet alfa and our Phase 1/2 proof-of-concept studies of PRT2070 in hematologic cancers, and for working capital, capital expenditures and other general corporate purposes, which may include the acquisition or licensing of other products, businesses or technologies. We will not receive any of the proceeds from the sale of shares of common stock by the selling stockholders. See Use of proceeds for additional information.
Risk factors	See Risk factors beginning on page 12 and the other information included in this prospectus for a discussion of factors you should carefully consider before deciding to invest in our common stock.
NASDAQ Global Market symbol	PTLA

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The number of shares of our common stock to be outstanding after this offering is , based on 35,171,769 shares of our common stock outstanding as of June 30, 2013, and assumes the issuance and sale of approximately $100.0 million of shares of our common stock at an assumed public offering price of $, which is the last reported sale price of our common stock on October , 2013 and excludes the following:

- 3,787,915 shares of our common stock issuable upon the exercise of stock options outstanding as of June 30, 2013 at a weighted-average exercise price of $7.50 per share;
- 334,070 shares of common stock reserved for future issuance under our 2013 Equity Incentive Plan, or 2013 Plan;
- 1,000,000 shares of our common stock reserved for future issuance under our 2013 Employee Stock Purchase Plan; and
- 82,575 shares of our common stock issuable upon the exercise of common stock warrants outstanding at a weighted-average exercise price of $12.92 per share.

Unless otherwise indicated, all information in this prospectus reflects and assumes no exercise of the underwriters option to purchase additional shares of our common stock.

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Summary financial data

The following tables summarize our financial data and should be read together with the sections in this prospectus entitled Selected financial data and Management s discussion and analysis of financial condition and results of operations and our financial statements and related notes included elsewhere in this prospectus.

We have derived the statement of operations data for the years ended December 31, 2010, 2011 and 2012 from our audited financial statements included elsewhere in this prospectus. We have derived the statement of operations data for the six months ended June 30, 2012 and 2013 and the balance sheet data as of June 30, 2013 from our unaudited interim condensed financial statements included elsewhere in this prospectus. We have prepared the unaudited financial statements on the same basis as the audited financial statements and have included, in our opinion, all adjustments, consisting only of normal recurring adjustments, that we consider necessary for a fair presentation of the financial information set forth in those statements. Our historical results are not necessarily indicative of the results that should be expected in the future, and our unaudited interim results are not necessarily indicative of the results that should be expected for the full year or any other period.

	Year ended December 31,			Six months ended June 30,	
	2010	2011	2012	2012	2013
	(in thousands, except share and per share data)			(unaudited)	
Statement of operations data:					
Collaboration and license revenue[1]	$ 35,268	$ 78,029	$ 72,042	$ 69,346	$ 5,709
Operating expenses:					
Research and development	43,260	46,089	49,717	26,049	38,556
General and administrative	10,762	12,071	11,469	5,865	6,747
Total operating expenses	54,022	58,160	61,186	31,914	45,303
Income (loss) from operations	(18,754)	19,869	10,856	(37,432)	(39,594)
Interest and other income, net	1,659	136	510		