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ARQULE INC
Form 10-K/A
May 01, 2001

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SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-K/A

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

FOR THE FISCAL YEAR ENDED DECEMBER 31, 2000 COMMISSION FILE NUMBER: 000-21429

ARQULE, INC.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE	04-3221586
(STATE OR OTHER JURISDICTION OF INCORPORATION OR ORGANIZATION)	(I.R.S. EMPLOYER IDENTIFICATION NO.)

19 PRESIDENTIAL WAY, WOBURN, MASSACHUSETTS 01801
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES INCLUDING ZIP CODE)

REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE:
(781) 994-0300

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

(TITLE OF EACH CLASS) -----	NAME OF EACH EXCHANGE ON WHICH REGISTERED -----
None	None

SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT:

COMMON STOCK, \$.01 PAR VALUE

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 Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

The aggregate market value of voting stock held by non-affiliates of the registrant as of March 9, 2001 was: \$333,515,737.

There were 20,197,924 shares of the registrant's Common Stock outstanding as of March 9, 2001.

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EXPLANATORY NOTE

The sole purpose of this amendment (The "Amendment") to the Company's Annual Report on Form 10-K, for the year ended December 31, 2000 and filed with the Commission on March 22, 2001 (the "Annual Report") is to re-file Exhibits 10.36 and 10.37 without certain language redacted pursuant to a request by the Securities Exchange Commission to reincorporate such language.

PART IV

ITEM 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULE AND REPORTS ON FORM 8-K

(a) 1. FINANCIAL STATEMENTS

The financial statements are listed under Item 8 of the Annual Report.

2. FINANCIAL STATEMENT SCHEDULES

The financial statement schedules listed under Item 8 of the Annual Report are omitted because they are not applicable or required information and are shown in the financial statements of the footnotes thereto.

(b) REPORTS ON FORM 8-K DURING FOURTH QUARTER OF 2000

On October 17, 2000, we filed on Form 8-K to file an Amendment No. 1 to a Compound Supply and License Agreement by and between ArQule, Inc. and R.W. Johnson Pharmaceuticals Research Institute.

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(c) EXHIBITS

EXHIBIT
NO.

DESCRIPTION

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2.1	Agreement and Plan of Merger among the Company, Camitro Acquisition Corporation, Camitro Corporation, and certain stockholders of Camitro Corporation dated as of January 16, 2001. Previously filed as Exhibit 2.1 to the Company's Current Report on Form 8-K (File No. 000-21429). Filed with the Commission on February 1, 2001 and incorporated herein by reference.
3.1	Amended and Restated Certificate of Incorporation of the Company. Filed as Exhibit 3.1 to the Company's Registration Statement on Form S-1 (File No. 333-22945) and incorporated herein by reference.
3.2	Amended and Restated By-laws of the Company. Filed as Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 1999 (File No. 000-21429) and incorporated herein by reference.
4.1	Specimen Common Stock Certificate. Filed as Exhibit 4.1 to the Company's Registration Statement on Form S-1 (File No. 333-11105) and incorporated herein by reference.
10.1*	Amended and Restated 1994 Equity Incentive Plan, as ended through April 8, 1998. Filed as Exhibit 10.1 to the

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- Company's Quarterly Report on Form 10-Q for the quarter amended June 30, 1998 (File No. 000-21429) and incorporated herein by reference.
- 10.2* Amended and Restated 1996 Employee Stock Purchase Plan. Filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 1999 (File No. 000-21429) and incorporated herein by reference.
- 10.3* Amended and Restated 1996 Director Stock Option Plan. Filed As Exhibit 10.3 to the Company's Annual Report on Form 10-K For the fiscal year ended December 31, 1997 filed with the Commission on March 17, 1998 (File No. 000-21429) and incorporated herein by reference.
- 10.4 Form of Indemnification Agreement between the Company and its directors. Such agreements are materially different only as to the signing directors and the dates of execution. Filed as Exhibit 10.4 to the Company's Registration Statement on Form S-1 (File No. 333-11105) and incorporated herein by reference.
- 10.5 Lease Agreement, dated July 27, 1995, between the Company and Cummings Properties Management, Inc. as amended. Filed as Exhibit 10.7 to the Company's Registration Statement on Form S-1 (File No. 333-11105) and incorporated herein by reference.
- 10.6+ Research, Development and License Agreement between the Company and Solvay Duphar B.V. dated November 2, 1995. Filed as Exhibit 10.14 to the Company's Registration Statement on Form S-1 (File No. 333-11105) and incorporated herein by reference.
- 10.7+ Research & Development and License Agreement between the Company and Abbott Laboratories dated June 15, 1995, as amended. Filed as Exhibit 10.15 to the Company's Registration Statement on Form S-1 (File No. 333-11105) and incorporated herein by reference.
- 10.8* Adoption Agreement for Fidelity Management and Research Company (the Company's 401(k) plan). Filed as Exhibit 10.18 to the Company's Registration Statement on Form S-1 (File No. 333-11105) and incorporated herein by reference.
- 10.9+ Research and License Agreement between the Company and Roche Bioscience dated September 13, 1996. Filed as Exhibit 10.19 to the Company's Registration Statement on Form S-1 (File No. 333-11105) and incorporated herein by reference.

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EXHIBIT NO. -----	DESCRIPTION -----
10.10+	Array Delivery and Testing Agreement between the Company and Monsanto Company dated as of December 23, 1996. Filed as Exhibit 10.20 to the Company's Registration Statement on Form S-1 (File No. 333-22945) and incorporated herein by reference.
10.11+	Amendment No. 2 to Research & Development License Agreement between the Company and Abbott Laboratories dated as of December 24, 1996. Filed as Exhibit 10.21 to the Company's incorporated herein by reference.
10.12	Lease Agreement, dated December 20, 1996 between the Company

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- and Cummings Property Management, Inc. Filed as Exhibit 10.22 to the Company's Registration Statement on Form S-1 (File No. 333-22945) and incorporated herein by reference.
- 10.13+ Research and License Agreement between the Company and American Home Products Corporation acting through its Wyeth-Ayerst Research Division dated July 3, 1997. Filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 1997 (File No. 000-21249) and incorporated herein by reference.
- 10.14+ Second Amendment to Option Agreement and Research and Development Agreement between the Company and Amersham Pharmacia Biotech AB dated September 23, 1996. Filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 1997 (File No. 000-21429) and incorporated herein by reference.
- 10.15+ Third Amendment to Option Agreement and Research and Development Agreement between the Company and Amersham Pharmacia Biotech AB dated June 24, 1997. Filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 1997 (File No. 000-21429) and incorporated herein by reference.
- 10.16+ Research and Development Agreement between the Company and Sankyo Co., Ltd. dated November 1, 1997. Filed as Exhibit 10.29 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1997, filed with the Commission on March 17, 1998 (File No. 000-21429) and incorporated herein by reference.
- 10.17+ Amendment No. 3 to Research & Development and License Agreement between the Company and Abbott Laboratories dated December 23, 1997. Filed as Exhibit 10.30 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1997 filed with the Commission on March 17, 1998 (File No. 000-21249) and incorporated herein by reference.
- 10.18+ Research Collaboration and License Agreement between the Company and Amersham Pharmacia Biotech AB dated August 13, 1998. Filed as Exhibit 10.1 to the Company's Registration Statement on Form S-3 (File No. 333-62203) and incorporated herein by reference.
- 10.19+ Commercialization Agreement between the Company and Amersham Pharmacia Biotech AB dated August 13, 1998. Filed as Exhibit 10.2 to the Company's Registration Statement on Form S-3 (File No. 333-62203) and incorporated herein by reference.
- 10.20+ Amendment No. 1 to Research and License Agreement between the Company and Roche Bioscience, a division of Syntex, Inc., dated as of September 30, 1998. Filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 1998 (File No. 000-21429) and incorporated herein by reference.
- 10.21 Lease by and between MetroNorth Corporate Center LLC and the Company dated as of May 29, 1998. Filed as Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 1998 (File No. 000-21429) and incorporated herein by reference.
- 10.22+ Compound Supply and License Agreement between the Company and R.W. Johnson Pharmaceutical Research Institute, a Division of Ortho-McNeil Pharmaceutical, Inc., dated as of December 15, 1998. Filed as Exhibit 10.36 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1999, filed with the Commissioner on March 29, 1999 (File No. 000-21429) and incorporated herein by reference.

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EXHIBIT NO. -----	DESCRIPTION -----
10.23+	Employment agreement between Dr. Stephen A. Hill and the Company dated as of December 8, 1998, as amended. Filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 1999 (File No. 000-21429) and incorporated herein by reference.
10.24	Term loan agreement between Fleet National Bank and the Company, dated as of March 18, 1999. Filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the Quarter ended March 31, 1999 (File No. 000-21429) and incorporated herein by reference.
10.25*	Technology Acquisition Agreement between Pfizer Inc. and the Company, dated as of July 19, 1999. Filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter Ended September 30, 1999 (File No. 000-21429) and incorporated herein by reference.
10.26+	Sublease between Pfizer Inc. and the Company, dated July 16, 1999. Filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 1999 (File No. 000-21429) and incorporated herein by reference.
10.27+	Research Cooperation Agreement between Bayer AG and the Company, dated October 1, 1999. Filed as Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarter Ended September 30, 1999 (File No. 000-21429) and incorporated herein by reference.
10.28*	Employment Agreement with Philippe Bey, dated July 21, 1999. Filed as Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 1999 (File No. 000-21429) and incorporated herein by reference.
10.29+	Amended and Restated Array Delivery and Testing Agreement between the Company and Monsanto Company dated as of January 11, 2000. Filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Commission on March 15, 2000 (File No. 000-21429) and incorporated herein by reference.
10.30+	Array Delivery and Testing Agreement between the Company and G.D. Searle & Co. dated June 20, 2000. Filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2000 (File No. 000-21429) and incorporated herein by reference.
10.31+	Termination Agreement between the Company and Pharmacia Corporation dated June 30, 2000. Filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2000 (File No. 000-21429) and incorporated herein by reference.
10.32+	Technology Transfer and License Agreement between the Company and Amersham Pharmacia Biotech A.B. dated July 10, 2000. Filed as Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the Quarter ended June 30, 2000 (File No. 000-21429) and incorporated herein by reference.
10.33*	Employment agreement between the Company and Harold E.

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- Selick Dated as of January 29, 2001. Filed as Exhibit 10.33 to the Company's Annual Report on Form 10-K for the year ended December 31, 2000 (File No. 000-21429) and incorporated herein by reference.
- 10.34 Lease between Camitro Corporation and WVP Income Plus 3 dated February 4, 1999, as amended. Filed as Exhibit 10.34 to the Company's Annual Report on Form 10-K for the year ended December 31, 2000 (File No. 000-21429) and incorporated herein by reference.
- 10.35+ Compound Discovery Collaboration Agreement between the Company and Genome Therapeutics Corporation dated October 17, 2000. Filed as Exhibit 10.1 to the Company's Registration Statement on Form S-3 filed With the Commission on October 20, 2000 (File No. 333-48358) and incorporated herein by reference.
- 10.36+ Collaboration and License Agreement between the Company and SmithKline Beecham Corporation dated November 27, 2000. Filed herewith.

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EXHIBIT NO. -----	DESCRIPTION -----
10.37+	Compound Discovery Collaboration Agreement between the Company and ACADIA Pharmaceuticals, Inc. dated December 18, 2000. Filed herewith.
10.38+	Amendment No. 1 to the Compound Supply and License Agreement between the Company and R.W. Johnson Pharmaceutical Research Institute, a division of Ortho-McNeil Pharmaceutical, Inc. dated as of August 14, 2000. Filed as Exhibit 99.1 to the Company's Current Report on Form 8-K (File No. 000-21429) filed with the Commission on October 17, 2000 and incorporated herein by reference.
11.1	Statement re computation of per share net income (loss). Filed as Exhibit 11.1 to the Company's Annual Report on Form 10-K for the year ended December 31, 2000 (File No. 000-21429) and incorporated herein by reference.
21.1	Subsidiaries of the Company. Filed as Exhibit 21.1 to the Company's Annual Report on Form 10-K for the year ended December 31, 2000 (File No. 000-21429) and incorporated herein by reference.
23.1	Consent of PricewaterhouseCoopers LLP. Filed as Exhibit 23.1 to the Company's Annual Report on Form 10-K for the year ended December 31, 2000 (file No. 000-21429) and incorporated herein by reference.
99.1	Important Factors Regarding Forward-Looking Statements. Filed as Exhibit 99.1 to the Company's Annual Report on Form 10-K for the year ended December 31, 2000 (File No. 000-21429) and incorporated herein by reference.

* Indicates a management contract or compensatory plan.

+ Certain confidential material contained in the document has been omitted and filed separately, with the Securities and Exchange Commission pursuant to Rule 406 of the Securities Act of 1933, as amended or Rule 24b-2 of the Securities and Exchange Act of 1934, as amended.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Woburn, Commonwealth of Massachusetts, on May 1, 2001.

ARQULE, INC.

By: /s/ STEPHEN A. HILL

Stephen A. Hill
President and Chief Executive
Officer

SIGNATURE -----	TITLE -----	DATE -----
/s/ STEPHEN A. HILL ----- Stephen A. Hill	President, Chief Executive Officer and Director (Principal Executive Officer)	May 1, 2001
/s/ DAVID C. HASTINGS ----- David C. Hastings	Vice President, Chief Financial Officer and Treasurer (Principal Financial Officer and Principal Accounting Officer)	May 1, 2001
/s/ LAURA AVAKIAN ----- Laura Avakian	Director	May 1, 2001
----- Werner Cautreels	Director	May 1, 2001
/s/ ARIEL ELIA ----- Ariel Elia	Director	May 1, 2001
/s/ L. PATRICK GAGE ----- L. Patrick Gage	Director	May 1, 2001
/s/ TUAN HA-NGOC ----- Tuan Ha-Ngoc	Director	May 1, 2001
----- Michael Rosenblatt	Director	May 1, 2001

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* Indicates a management contract or compensatory plan.

+ Certain confidential material contained in the document has been omitted and filed separately, with the Securities and Exchange Commission pursuant to Rule 406 of the Securities Act of 1933, as amended or Rule 24b-2 of the Securities and Exchange Act of 1934, as amended.