

Apr 27, 2016

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## Alliance Summary

*Bristol-Myers Squibb acquires Cardioxyl Pharmaceuticals*

**Licensor/Seller:** Cardioxyl Pharmaceuticals  
**Licensee/Buyer:** Bristol-Myers Squibb

**Licensor/Seller Parent:** Bristol-Myers Squibb  
**Licensee/Buyer Parent:**

**Date:** 11/2015  
**Parties:** Pharma / Biotech  
**Type:** Acquisition  
**Stage (at signing):** Phase II  
**Therapeutic Area:** Cardiovascular

### Press Releases

12/01/2015 Bristol-Myers Squibb Completes Previously Announce

11/01/2015 Bristol-Myers Squibb to Acquire Cardioxyl Pharmace

**Indication:** Other Cardiovascular

**Technology:** Drug Delivery - Other, Synthetics

### Smart Summary:

**SMART SUMMARY**

- Bristol-Myers Squibb (BMS) and Cardioxyl Pharmaceuticals (CPH) entered a worldwide exclusive license agreement for K147 and K170 and a discovery collaboration for phosphodiesterase 3 (PDE3) inhibitors and kinase inhibitors for cancer.
- All the compounds under the deal are PDE3 kinase inhibitors.
- K147 and K170 are currently in phase I and phase II studies.
- Bristol-Myers Squibb will have sole responsibility for all subsequent clinical, regulatory, commercial and manufacturing activities, through Cardioxyl will participate in some clinical and manufacturing activities.
- The parties will jointly evaluate and conduct preclinical PKC programs.
- Bristol-Myers Squibb will have sole responsibility for all subsequent clinical, regulatory, commercial and manufacturing activities of any resulting products, through Cardioxyl may conduct certain clinical trials.
- Bristol-Myers Squibb will pay to CPH a significant upfront cash payment, CPH is guaranteed research funding over a three-year research term, up to \$10M in development, regulatory and sales milestones, and royalties on any product sales.
- On December 12, 2015, the parties terminated the research collaboration for PDE3 kinase inhibitors, following Bristol-Myers Squibb's decision to refocus on other efforts. Bristol-Myers Squibb (BMS) and Cardioxyl Pharmaceuticals (CPH) continue to collaborate (Source: Cardioxyl on December 12, 2015).
- Cardioxyl received a \$10.5M termination payment.
- Any PDE3 inhibitors developed under the agreement and provided to one of the parties shall be subject to royalties to the other party, and Bristol-Myers Squibb will make a one-time milestone payment to Cardioxyl on the first approval for the first PDE3 kinase inhibitor.
- Separately, Bristol-Myers Squibb granted Bristol-Myers Squibb exclusive, worldwide rights to its preclinical PKC data program, including K147A on December 12, 2015 (see separate transaction).

### FINANCIAL PAYMENTS

Payment Type

Amount

Notes

Deal Size		\$ 2100 M	
Upfront Cash		\$ 200 M	\$200 million in upfront
Upfront Equity			
R&D Support			
Contingent Equity			
Loan			
Total Milestones		\$ 1900 M	up to \$1.9 billion upon the achievement of certain development, regulatory and sales milestones.
Dev/Reg Milestones		CON	
Sales Milestones		CON	
Royalty			
Profit Split			
Transfer Price			

POST-COMMERCIALIZATION			
Payment Type:		None	Royalty:
Profit Split:			Transfer Price:
Marketing Fee:			
Effective Royalty Rates			
Sales	Rate		
\$ 200 M	%		
\$ 500 M	%		
\$ 1 B	%		

LICENSE			
Exclusivity:		Not Applicable	Licensed Territory:
Licensed Use:			Licensed Country:
Notes:			

SMART SUMMARY			
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- In November 2015, Bristol-Myers Squibb signed an agreement to acquire Cardioxyl Pharmaceuticals.
- Cardioxyl Pharmaceuticals focusing on the discovery, development and commercialization of novel technologies for cardiovascular disease.
- CXL-1427 releases nitroxyl, a molecule that has beneficial effects on heart muscle and vascular function.
- Cardioxyl would receive an upfront payment of \$200 million and contingent development, regulatory and sales-based milestone payments of up to \$1.9 billion.
- The transaction closing was subject to customary closing conditions, under the Hart-Scott-Rodino Antitrust Improvements Act.
- On December 8, 2015, BMS completed the acquisition of Cardioxyl.