GERON CORP Form 10-Q August 08, 2013 Table of Contents

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 June 30, 2013

OR

o 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: 0-20859

GERON CORPORATION

(Exact name of registrant as specified in its charter)

DELAWARE

(State or other jurisdiction of incorporation or organization)

75-2287752 (I.R.S. Employer Identification No.)

149 COMMONWEALTH DRIVE, SUITE 2070, MENLO PARK, CA (Address of principal executive offices) **94025** (Zip Code)

(650) 473-7700

(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 o

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 (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No o

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.

Large accelerated filer o

Non-accelerated filer o (Do not check if a smaller reporting company) Accelerated filer x

Smaller reporting company o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No x

Indicate the number of shares outstanding of each of the issuer s classes of common stock, as of the latest practicable date.

Class: Common Stock, \$0.001 par value Outstanding at August 1, 2013: 128,649,378 shares

QUARTERLY REPORT ON FORM 10-Q

FOR THE QUARTER ENDED JUNE 30, 2013

TABLE OF CONTENTS

PART I. FINANCIAL INFORMATION

<u>Item 1:</u>	Condensed Consolidated Financial Statements	1
	Condensed Consolidated Balance Sheets as of June 30, 2013 and December 31,	
	2012	1
	Condensed Consolidated Statements of Operations for the three and six months	
	ended June 30, 2013 and 2012	2
	Condensed Consolidated Statements of Comprehensive Loss for the three and	
	six months ended June 30, 2013 and 2012	3
	Condensed Consolidated Statements of Cash Flows for the six months ended	
	June 30, 2013 and 2012	4
	Notes to Condensed Consolidated Financial Statements	5
<u>Item 2:</u>	Management s Discussion and Analysis of Financial Condition and Results of	
	Operations	15
<u>Item 3:</u>	Quantitative and Qualitative Disclosures About Market Risk	22
Item 4:	Controls and Procedures	22
	PART II. OTHER INFORMATION	
Item 1:	Legal Proceedings	23
Item 1A:	Risk Factors	23
Item 2:	Unregistered Sales of Equity Securities and Use of Proceeds	45
Item 3:	Defaults Upon Senior Securities	45
Item 4:	Mine Safety Disclosures	45
Item 5:	Other Information	45
Item 6:	Exhibits	45
	SIGNATURE	46

Page

Table of Contents

PART I. FINANCIAL INFORMATION

ITEM 1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

GERON CORPORATION

CONDENSED CONSOLIDATED BALANCE SHEETS

(IN THOUSANDS)

	JUNE 30, 2013 (UNAUDITED)	DECEMBER 31, 2012
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 8,834	\$ 22,063
Restricted cash	795	794
Marketable securities	61,966	73,472
Interest and other receivables	480	752
Prepaid assets	356	1,336
Total current assets	72,431	98,417
Property and equipment, net	566	974
Deposits and other assets	414	410
	\$ 73,411	\$ 99,801
LIABILITIES AND STOCKHOLDERS EQUITY		
Current liabilities:		
1 5	\$ 1,176	\$ 3,429
Accrued compensation and benefits	2,046	5,216
Accrued restructuring charges	374	1,972
Accrued liabilities	1,358	3,480
Fair value of derivatives	50	51
Total current liabilities	5,004	14,148
Commitments and contingencies		
Stockholders equity:		
Common stock	130	130
Additional paid-in capital	943,518	939,867
Accumulated deficit	(875,228)	
Accumulated other comprehensive (loss) income	(13)	
Total stockholders equity	68,407	85,653
	\$ 73,411	\$ 99,801

See accompanying notes.

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(IN THOUSANDS, EXCEPT SHARE AND PER SHARE DATA)

(UNAUDITED)

THREE MONTHS ENDED JUNE 30,					DED	
2013		2012		2013		2012
\$ 112	\$	130	\$	877	\$	1,384
4,807		12,777		12,728		27,884
838				916		
3,432		5,832		8,183		10,897
9,077		18,609		21,827		38,781
(8,965)		(18,479)		(20,950)		(37,397)
(24)		8		1		34
56		165		137		341
(14)		(20)		(32)		(43)
\$ (8,947)	\$	(18,326)	\$	(20,844)	\$	(37,065)
\$ (0.07)	\$	(0.14)	\$	(0.16)	\$	(0.29)
128,162,993		126,891,909		128,072,962		126,632,377
\$	JUN 2013 \$ 112 \$ 112 4,807 838 3,432 9,077 (8,965) (24) 56 (14) \$ (8,947) \$ (0.07)	JUNE 30, 2013 \$ 112 \$ 4,807 \$ 838 3 3,432 9,077 (8,965) ((24) (56 ((14) \$ \$ (8,947) \$ \$ (0.07) \$	JUNE 30, 2012 2013 2012 \$ 112 \$ 130 \$ 112 \$ 130 \$ 112 \$ 130 \$ 112 \$ 130 \$ 4,807 12,777 \$ 838 - \$ 9,077 18,609 \$ 9,077 18,609 \$ (18,479) \$ \$ 165 165 \$ 164 (20) \$ (8,947) \$ (18,326) \$ (0.07) \$ (0.14)	JUNE 30, 2012 \$ 112 \$ 130 \$ \$ 112 \$ 130 \$ \$ 112 \$ 130 \$ \$ 112 \$ 130 \$ \$ 12,777 \$ \$ \$ 3,432 \$,832 \$ \$ 9,077 18,609 \$ \$ (24) \$ \$ \$ 165 165 \$ \$ (8,965) \$ \$ \$ (8,947) \$ \$ \$ (0.07) \$ \$	JUNE 30, 2012 2013 \$ 112 \$ 130 \$ 877 \$ 112 \$ 130 \$ 877 \$ 112 \$ 130 \$ 877 \$ 112 \$ 130 \$ 877 \$ 12,777 12,728 838 916 \$ 3,432 5,832 8,183 9,077 18,609 21,827 (8,965) (18,479) (20,950) (24) 8 1 56 165 137 (14) (20) (32) \$ (8,947) \$ (18,326) \$ \$ (0.07) \$ (0.14) \$ (0.16)	JUNE 30, 2013 JUNE 30, 2012 JUNE 30, 2013 \$ 112 \$ 130 \$ 877 \$ \$ 112 \$ 130 \$ 877 \$ 4,807 12,777 12,728 916 - - - 3,432 5,832 8,183 916 -

See accompanying notes.

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS

(IN THOUSANDS)

(UNAUDITED)

	THREE MON JUN	ENDED	SIX MONT JUN	DED		
	2013		2012	2013		2012
Net loss	\$ (8,947)	\$	(18,326) \$	(20,844)	\$	(37,065)
Other comprehensive (loss) income:						
Net unrealized loss on available-for-sale						
securities	(31)		(35)	(53)		(6)
Foreign currency translation adjustments						16
Other comprehensive (loss) income	(31)		(35)	(53)		10
Comprehensive loss	\$ (8,978)	\$	(18,361) \$	(20,897)	\$	(37,055)

See accompanying notes.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

CHANGE IN CASH AND CASH EQUIVALENTS

(IN THOUSANDS)

(UNAUDITED)

	SIX MONTHS ENDED					
		JUNE 30,				
		2013		2012		
Cash flows from operating activities:						
Net loss	\$	(20,844)	\$	(37,065)		
Adjustments to reconcile net loss to net cash used in operating activities:						
Depreciation and amortization		264		465		
Accretion and amortization on investments, net		647		1,264		
Gain on sales of property and equipment		(116)		(14)		
Loss on write-downs of property and equipment		200				
Stock-based compensation for services by non-employees		53		110		
Stock-based compensation for employees and directors		2,234		2,753		
Amortization related to 401(k) contributions		465		281		
Unrealized gain on derivatives		(1)		(34)		
Changes in assets and liabilities:						
Other current and noncurrent assets		1,248		1,864		
Other current liabilities		(8,304)		12		
Translation adjustment				16		
Net cash used in operating activities		(24,154)		(30,348)		
Cash flows from investing activities:						
Restricted cash transfer		(1)		(1)		
Purchases of property and equipment		(56)		(470)		
Proceeds from sales of property and equipment		116		20		
Purchases of marketable securities		(40,110)		(35,386)		
Proceeds from maturities of marketable securities		50,916		64,124		
Net cash provided by investing activities		10,865		28,287		
Cash flows from financing activities:						
Proceeds from issuance of common stock, net of issuance costs		60		79		
Net cash provided by financing activities		60		79		
Net decrease in cash and cash equivalents		(13,229)		(1,982)		
Cash and cash equivalents at the beginning of the period		22,063		16,105		
Cash and cash equivalents at the end of the period	\$	8,834	\$	14,123		

See accompanying notes.

Table of Contents

GERON CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

JUNE 30, 2013

(UNAUDITED)

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The terms Geron , the Company , we and us as used in this report refer to Geron Corporation. The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by U.S. generally accepted accounting principles for complete financial statements. In the opinion of management of Geron, all adjustments (consisting only of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three and six month periods ended June 30, 2013 are not necessarily indicative of the results that may be expected for the year ending December 31, 2013 or any other period. These financial statements and notes should be read in conjunction with the financial statements for each of the three years ended December 31, 2012, included in the Company s Annual Report on Form 10-K. The accompanying condensed consolidated balance sheet as of December 31, 2012 has been derived from audited financial statements at that date.

Principles of Consolidation

The 2012 condensed consolidated financial statements include the accounts of Geron and our former wholly-owned subsidiary, Geron Bio-Med Ltd. (Geron Bio-Med), a United Kingdom company. In March 2012, the board of directors and shareholders of Geron Bio-Med approved actions to commence a voluntary winding up of the company. The full wind up of Geron Bio-Med was completed in August 2012. Prior to 2013, we eliminated intercompany accounts and transactions and prepared the financial statements of Geron Bio-Med using the local currency as the functional currency. We translated the assets and liabilities of Geron Bio-Med at rates of exchange at the balance sheet date and translated income and expense items at average monthly rates of exchange. The resultant translation adjustments were included in accumulated other comprehensive income (loss), a separate component of stockholders equity.

Net Loss Per Share

Basic earnings (loss) per share is calculated based on the weighted average number of shares of common stock outstanding during the period. Diluted earnings (loss) per share is calculated based on the weighted average number of shares of common stock and potential dilutive securities outstanding during the period. Potential dilutive securities primarily consist of outstanding stock options, restricted stock and warrants to purchase common stock and are determined using the treasury stock method at an average market price during the period.

Because we are in a net loss position, diluted loss per share excludes the effects of potential dilutive securities. Had we been in a net income position, diluted earnings per share would have included the shares used in the computation of basic net loss per share as well as an additional 6,533 and 23,391 shares for the 2013 and 2012 periods, respectively, related to outstanding stock options, restricted stock and warrants (as determined using the treasury stock method at the estimated average market value).

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires us to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. On a regular basis, management evaluates these estimates and assumptions. Actual results could differ from those estimates.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

JUNE 30, 2013

(UNAUDITED)

Fair Value of Financial Instruments

Cash Equivalents and Marketable Securities

We consider all highly liquid investments with an original maturity of three months or less to be cash equivalents. We are subject to credit risk related to our cash equivalents and marketable securities. We place our cash and cash equivalents in money market funds and cash operating accounts. Our marketable securities include U.S. government-sponsored enterprise securities, commercial paper and corporate notes with original maturities ranging from three to 22 months.

We classify our marketable securities as available-for-sale. We record available-for-sale securities at fair value with unrealized gains and losses reported in accumulated other comprehensive income (loss) in stockholders equity. Realized gains and losses are included in interest and other income and are derived using the specific identification method for determining the cost of securities sold and have been insignificant to date. Dividend and interest income are recognized when earned and included in interest and other income in our condensed consolidated statements of operations. We recognize a charge when the declines in the fair values below the amortized cost basis of our available-for-sale securities are judged to be other-than-temporary. We consider various factors in determining whether to recognize an other-than-temporary charge, including whether we intend to sell the security or whether it is more likely than not that we would be required to sell the security. Declines in market value associated with credit losses judged as other-than-temporary result in a charge to interest and other income. Other-than-temporary charges not related to credit losses are included in accumulated other comprehensive income (loss) in stockholders equity. No other-than-temporary impairment charges were recorded for our available-for-sale securities for the three and six months ended June 30, 2013 and 2012. See Note 2 on Fair Value Measurements.

Fair Value of Derivatives

For non-employee options classified as assets or liabilities, the fair value of these instruments is recorded on the condensed consolidated balance sheet at inception and adjusted to fair value at each financial reporting date. The change in fair value of the non-employee options is recorded in the condensed consolidated statements of operations as unrealized gain (loss) on derivatives. Fair value of non-employee options is estimated using the Black Scholes option-pricing model. The non-employee options continue to be reported as an asset or liability until such time as the instruments are exercised or expire or are otherwise modified to remove the provisions which require this treatment, at which time these instruments are marked to fair value and reclassified from assets or liabilities to stockholders equity. For non-employee options classified as permanent equity, the fair value of the non-employee options is recorded in stockholders equity as of their respective vesting dates and no further adjustments are made. See Note 2 on Fair Value Measurements.

Revenue Recognition

We have entered into several license agreements with various oncology, diagnostics, research tools, agriculture and biologics production companies. With certain of these agreements, we receive nonrefundable license payments in cash or equity securities, option payments in cash or equity securities, cost reimbursements, milestone payments, royalties on future sales of products, or any combination of these items. Upfront non-refundable signing, license or non-exclusive option fees are recognized as revenue when rights to use the intellectual property related to the license have been delivered and over the term of the agreement if we have continuing performance obligations. Milestone payments, which are subject to substantive contingencies, are recognized upon completion of specified milestones, representing the culmination of the earnings process, according to contract terms. Royalties are generally recognized upon receipt of the related royalty payment. Deferred revenue represents the portion of research and license payments received which has not been earned. When payments are received in equity securities, we do not recognize any revenue unless such securities are determined to be realizable in cash. We recognize revenue under collaborative agreements as the related research and development services are rendered.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

JUNE 30, 2013

(UNAUDITED)

Restricted Cash

Restricted cash consists of funds maintained in separate certificate of deposit accounts for specified purposes. The components of restricted cash were as follows:

(In thousands)	June 3 2013	-)	December 31, 2012
Certificate of deposit for unused equipment line of credit	\$	530 \$	530
Certificate of deposit for credit card purchases		265	264
	\$	795 \$	794

Research and Development Expenses

Research and development expenses consist of expenses incurred in identifying, developing and testing product candidates resulting from our independent efforts as well as efforts associated with collaborations. These expenses include, but are not limited to, acquired in-process research and development deemed to have no alternative future use, payroll and personnel expense, lab supplies, preclinical studies, clinical trials, including support for investigator-sponsored clinical trials, raw materials to manufacture clinical trial drugs, manufacturing costs for research and clinical trial materials, sponsored research at other labs, consulting, costs to maintain technology licenses and research-related overhead. Research and development costs are expensed as incurred, including payments made under our license agreements.

Clinical Trial Costs

A significant component of our research and development expenses is clinical trial costs. Substantial portions of our preclinical studies and all of our clinical trials have been performed by third-party contract research organizations, or CROs, and other vendors. We accrue expenses for preclinical studies performed by our vendors based on certain estimates over the term of the service period and adjust our estimates as required. We accrue expenses for clinical trial activities performed by CROs based upon the estimated amount of work completed on each study. For clinical trial expenses, the significant factors used in estimating accruals include the number of patients enrolled, the number of active clinical sites and the duration for which the patients have been enrolled in the study. Pass through costs from CROs include, but are not limited to, regulatory expenses, investigator fees, lab fees, travel costs and other miscellaneous costs, including shipping and printing fees. We accrue pass through costs based on estimates of the amount of work completed for the clinical trial. We monitor patient enrollment levels and related activities to the extent possible through internal reviews, review of contractual terms and correspondence with CROs. We base our estimates on the best information available at the time. However, additional information may become available to us which would allow us to make a more

accurate estimate in future periods. In this event, we may be required to record adjustments to research and development expenses in future periods when the actual level of activity becomes more certain.

Depreciation and Amortization

We record property and equipment at cost and calculate depreciation using the straight-line method over the estimated useful lives of the assets, generally four years. Leasehold improvements are amortized over the shorter of the estimated useful life or remaining term of the lease.

Stock-Based Compensation

We recognize stock-based compensation expense on a straight-line basis over the requisite service period, which is generally the vesting period. The following table summarizes the stock-based compensation expense related to stock options, restricted stock awards and employee stock purchases for the three and six months ended June 30, 2013 and 2012 which was allocated as follows:

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

JUNE 30, 2013

(UNAUDITED)

	Three Months Ended June 30,			Six Months Ended June 30,			
(In thousands)		2013		2012	2013		2012
Research and development	\$	231	\$	626	\$ 911	\$	1,267
Restructuring charges		28			28		
General and administrative		627		736	1,295		1,486
Stock-based compensation expense included in							
operating expenses	\$	886	\$	1,362	\$ 2,234	\$	2,753

As stock-based compensation expense recognized in the condensed consolidated statements of operations for the three and six months ended June 30, 2013 and 2012 is based on awards ultimately expected to vest, it has been reduced for estimated forfeitures, but at a minimum, reflects the grant-date fair value of those awards that actually vested in the period. Forfeitures have been estimated at the time of grant based on historical data and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. In connection with the April 2013 restructuring, the post-termination exercise period for certain stock options previously granted to terminated employees was extended through the end of December 2013 resulting in the recognition of \$28,000 of non-cash stock-based compensation expense for the stock option modification. See Note 3 on Restructurings for a further discussion of the April 2013 restructuring.

Stock Options

We grant options with service-based vesting under our equity plans to employees, non-employee directors and consultants. The vesting period for employee options is generally four years. The fair value of options granted during the six months ended June 30, 2013 and 2012 has been estimated at the date of grant using the Black Scholes option-pricing model with the following assumptions:

	Six Months Ende	d June 30,
	2013	2012
Dividend yield	None	None
Expected volatility range	0.742 to 0.745	0.631 to 0.636
Risk-free interest rate range	0.80% to 1.26%	0.91% to 1.25%
Expected term	6 yrs	6 yrs

Employee Stock Purchase Plan

The fair value of employees purchase rights during the six months ended June 30, 2013 and 2012 has been estimated using the Black Scholes option-pricing model with the following assumptions:

	Six Months Ende	d June 30,
	2013	2012
Dividend yield	None	None
Expected volatility range	0.674 to 1.391	0.458 to 0.774
Risk-free interest rate range	0.12% to 0.21%	0.06% to 0.20%
Expected term range	6 - 12 mos	6 - 12 mos

Dividend yield is based on historical cash dividend payments. The expected volatility range is based on historical volatilities of our stock since traded options on Geron stock do not correspond to option terms and the trading volume of options is limited. The risk-free interest rate range is based on the U.S. Zero Coupon Treasury Strip Yields for the expected term in effect on the date of grant for an award. The expected term of options is derived from actual historical exercise and post-vesting cancellation data and represents the period of time that options granted are expected to be outstanding. The expected term of employees purchase rights is equal to the purchase period.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

JUNE 30, 2013

(UNAUDITED)

Restricted Stock Awards

We grant restricted stock awards to employees and non-employee directors with three types of vesting schedules: (i) service-based, (ii) performance-based or (iii) market-based. Service-based awards generally vest annually over four years. Performance-based awards vest upon achievement of discrete strategic corporate goals within a specified performance period, generally three years. Market-based awards vest upon achievement of certain market price thresholds of our common stock within a specified performance period, generally three years.

The fair value for service-based restricted stock awards is determined using the fair value of our common stock on the date of grant. The fair value is amortized as stock-based compensation expense over the requisite service period of the award, which is generally the vesting period, on a straight-line basis and is reduced for estimated forfeitures, as applicable.

The fair value for performance-based restricted stock awards is determined using the fair value of our common stock on the date of grant. Stock-based compensation expense for awards with vesting based on performance conditions is recognized over the period from the date the performance condition is determined to be probable of occurring through the date the applicable condition is expected to be met and is reduced for estimated forfeitures, as applicable. If the performance condition is not considered probable of being achieved, no stock-based compensation expense is recognized until such time as the performance condition is considered probable of being met, if at all. If that assessment of the probability of the performance condition being met changes, the impact of the change in estimate would be recognized in the period of the change. If the requisite service period has been met prior to the change in estimate, the effect of the change in estimate would be immediately recognized. We have not recognized any stock-based compensation expense for performance-based restricted stock awards in our condensed consolidated statements of operations for the three and six months ended June 30, 2013 and 2012 as the achievement of the specified performance criteria was not considered probable during that time.

The fair value for market-based restricted stock awards is determined using a lattice valuation model with a Monte Carlo simulation. The model takes into consideration the historical volatility of our stock and the risk-free interest rate at the date of grant. In addition, the model is used to estimate the derived service period for the awards. The derived service period is the estimated period of time that would be required to satisfy the market condition, assuming the market condition will be satisfied. Stock-based compensation expense is recognized over the derived service period for the awards using the straight-line method and is reduced for estimated forfeitures, as applicable, but is accelerated if the market condition is achieved earlier than estimated. The market conditions for the market-based restricted stock awards had not been achieved as of June 30, 2013.

Non-Employee Stock-Based Awards

For our non-employee stock-based awards, the measurement date on which the fair value of the stock-based award is calculated is equal to the earlier of (i) the date at which a commitment for performance by the counterparty to earn the equity instrument is reached or (ii) the date at which the counterparty s performance is complete. We recognize stock-based compensation expense for the fair value of the vested portion of non-employee awards in our condensed consolidated statements of operations.

Reclassification

Certain reclassifications of prior quarter amounts have been made to conform to current quarter presentation. Restructuring costs included in research and development expenses have been reclassified to restructuring charges in the condensed consolidated statements of operations.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

JUNE 30, 2013

(UNAUDITED)

2. FAIR VALUE MEASUREMENTS

We categorize financial instruments recorded at fair value on our condensed consolidated balance sheets based upon the level of judgment associated with inputs used to measure their fair value. The categories are as follows:

Level 1	Inputs are unadjusted, quoted prices in active markets for identical assets or liabilities at the measurement date. An active market for an asset or liability is a market in which transactions for the asset or liability occur with sufficient frequency and volume to provide pricing information on an ongoing basis.
Level 2	Inputs (other than quoted market prices included in Level 1) are either directly or indirectly observable for the asset or liability through correlation with market data at the measurement date and for the duration of the instrument s anticipated life.
Level 3	Inputs reflect management s best estimate of what market participants would use in pricing the asset or liability at the measurement date. Consideration is given to the risk inherent in the valuation technique and the risk inherent in the inputs to the model.

A financial instrument s categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement. Below is a description of the valuation methodologies used for financial instruments measured at fair value on our condensed consolidated balance sheets, including the category for such financial instruments.

Cash Equivalents and Marketable Securities Available-for-Sale

Certificates of deposit and money market funds are categorized as Level 1 within the fair value hierarchy as their fair values are based on quoted prices available in active markets. U.S. Treasury securities, U.S. government-sponsored enterprise securities, municipal securities, corporate notes and commercial paper are categorized as Level 2 within the fair value hierarchy as their fair values are estimated by using pricing models, quoted prices of securities with similar characteristics or discounted cash flows.

Cash equivalents, restricted cash and marketable securities by security type at June 30, 2013 were as follows:

	Amortized Cost	Gross Unrealized Gains (In th	U ousands)	Gross Inrealized Losses	Estimated Fair Value
Included in cash and cash equivalents:					
Money market funds	\$ 5,542	\$	\$		\$ 5,542
Restricted cash:					
Certificates of deposit	\$ 795	\$	\$		\$ 795
Marketable securities:					
Government-sponsored enterprise securities (due					
in less than 1 year)	\$ 6,440	\$ 1	\$		\$ 6,441
Commercial paper (due in less than 1 year)	20,236	11			20,247
Corporate notes (due in less than 1 year)	35,303	5		(30)	35,278
-	\$ 61,979	\$ 17	\$	(30)	\$ 61,966

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

JUNE 30, 2013

(UNAUDITED)

Cash equivalents, restricted cash and marketable securities by security type at December 31, 2012 were as follows:

	Amortized Cost	Gross Unrealized Gains (In th	Uni	Gross realized Josses	Estimated Fair Value
Included in cash and cash equivalents:					
Money market funds	\$ 15,660	\$	\$		\$ 15,660
Corporate notes	3,136			(1)	3,135
	\$ 18,796	\$	\$	(1)	\$ 18,795
Restricted cash:					
Certificates of deposit	\$ 794	\$	\$		\$ 794
Marketable securities:					
Government-sponsored enterprise securities (due					
in less than 1 year)	\$ 8,618	\$ 5	\$		\$ 8,623
Commercial paper (due in less than 1 year)	20,623				