

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington D.C. 20549

**FORM 10-Q**

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**  
FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2012

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 033-80623

**OncoGenex Pharmaceuticals, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**95-4343413**  
(I.R.S. Employer  
Identification Number)

**1522 217<sup>th</sup> Place SE, Suite 100, Bothell, Washington 98021**  
(Address of Principal Executive Offices)

**(425) 686-1500**  
(Registrant's telephone number, including area code)

Indicate by check 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  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, 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  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 definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>

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

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

<u>Class</u>	<u>Outstanding at July 30, 2012</u>
Common Stock, \$0.001 par value	14,573,507

---

[Table of Contents](#)

**OncoGenex Pharmaceuticals, Inc.**  
**Index to Form 10-Q**

	Page Number
<b><a href="#">Part I. Financial Information</a></b>	
<a href="#">Item 1. Financial Statements (unaudited)</a>	3
<a href="#">Consolidated Balance Sheets as of June 30, 2012 (unaudited) and December 31, 2011</a>	3
<a href="#">Consolidated Statements of Comprehensive Loss (unaudited) for the three and six months ended June 30, 2012 and June 30, 2011</a>	4
<a href="#">Consolidated Statements of Cash Flows (unaudited) for the six months ended June 30, 2012 and June 30, 2011</a>	5
<a href="#">Notes to Consolidated Financial Statements (unaudited)</a>	6
<a href="#">Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations</a>	19
<a href="#">Item 3. Quantitative and Qualitative Disclosures About Market Risk</a>	33
<a href="#">Item 4. Controls and Procedures</a>	33
<b><a href="#">Part II. Other Information</a></b>	
<a href="#">Item 1A. Risk Factors</a>	35
<a href="#">Item 5. Other Information</a>	54
<a href="#">Item 6. Exhibits</a>	56
Items 1, 2, 3 and 4 are not applicable and therefore have been omitted	
<a href="#">Signatures</a>	57
<a href="#">Exhibit Index</a>	58

[Table of Contents](#)

**PART I. FINANCIAL INFORMATION**

**Item 1. Consolidated Financial Statements**

**OncoGenex Pharmaceuticals, Inc.**  
**Consolidated Balance Sheets**  
(In thousands of U.S. dollars, except per share and share amounts)

	June 30, 2012 (Unaudited) \$	December 31, 2011 \$
<b>ASSETS</b>		
<b>Current</b>		
Cash and cash equivalents <i>[note 4]</i>	13,842	28,517
Restricted cash	314	377
Short-term investments <i>[note 4]</i>	83,806	36,410
Amounts receivable	956	812
Prepaid expenses	5,970	1,210
<b>Total current assets</b>	<b>104,888</b>	<b>67,326</b>
Property and equipment, net	226	180
Other assets	2,903	509
<b>Total assets</b>	<b>108,017</b>	<b>68,015</b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
<b>Current</b>		
Accounts payable and accrued liabilities	2,883	3,217
Deferred collaboration revenue <i>[note 3]</i>	15,372	18,271
Current portion of long-term obligations <i>[note 6]</i>	1,440	1,417
Warrant liability <i>[notes 4 and 5]</i>	7,667	7,881
<b>Total current liabilities</b>	<b>27,362</b>	<b>30,786</b>
Long-term obligation, less current portion <i>[note 6]</i>	5,940	6,339
<b>Total liabilities</b>	<b>33,302</b>	<b>37,125</b>
Commitments and contingencies <i>[note 7]</i>		
<b>Shareholders' equity:</b>		
Common shares <i>[note 5]</i> :		
\$0.001 par value 25,000,000 shares authorized and 14,573,507 issued and outstanding at June 30, 2012 and 9,749,819 issued and outstanding at December 31, 2011		
	14	10
Additional paid-in capital	163,901	108,986
Accumulated deficit	(91,817)	(80,742)
Accumulated other comprehensive income	2,617	2,636
<b>Total shareholders' equity</b>	<b>74,715</b>	<b>30,890</b>
<b>Total liabilities and shareholders' equity</b>	<b>108,017</b>	<b>68,015</b>
<i>Subsequent events [note 8]</i>		

See accompanying notes.

[Table of Contents](#)

**OncoGenex Pharmaceuticals, Inc.**  
**Consolidated Statements of Loss and Comprehensive Loss**  
**(Unaudited)**  
(In thousands of U.S. dollars, except per share and share amounts)

	Three months Ended June 30,		Six months Ended June 30,	
	2012 \$	2011 \$	2012 \$	2011 \$
<b>COLLABORATION REVENUE</b> [note 3]	2,429	1,887	3,745	3,086
<b>EXPENSES</b>				
Research and development	6,326	5,409	11,408	10,262
General and administrative	2,047	1,471	3,784	3,042
Total expenses	<u>8,373</u>	<u>6,880</u>	<u>15,192</u>	<u>13,304</u>
<b>LOSS FROM OPERATIONS</b>	5,944	4,993	11,447	10,218
<b>OTHER INCOME (EXPENSE)</b>				
Interest income	91	63	141	119
Other	(6)	87	17	83
(Loss) gain on warrants [notes 4 and 5]	1,644	(1,687)	214	441
Total other income (expense)	<u>1,729</u>	<u>(1,573)</u>	<u>372</u>	<u>643</u>
<b>Loss for the period before income taxes</b>	4,215	6,530	11,075	9,575
Income taxes	—	—	—	—
<b>Net loss</b>	<u>4,215</u>	<u>6,530</u>	<u>11,075</u>	<u>9,575</u>
<b>OTHER COMPREHENSIVE INCOME (LOSS)</b>				
Net unrealized loss on securities	(19)	(54)	(19)	(3)
Total other comprehensive (loss) income	<u>(19)</u>	<u>(54)</u>	<u>(19)</u>	<u>(3)</u>
<b>Total comprehensive loss</b>	<u>4,234</u>	<u>6,584</u>	<u>11,094</u>	<u>9,578</u>
Basic and diluted loss per common share [note 5(c)]	0.29	0.67	0.89	0.99
Weighted average number of common shares [note 5(c)]				
Basic and diluted	14,554,502	9,718,251	12,394,869	9,715,846

See accompanying notes.

[Table of Contents](#)

**OncoGenex Pharmaceuticals, Inc.**  
**Consolidated Statements of Cash Flows**  
**(Unaudited)**  
(In thousands of U.S. dollars)

	Six months ended	
	June 30,	
	2012	2011
	\$	\$
<b>OPERATING ACTIVITIES</b>		
Loss for the period	11,075	9,575
Add items not involving cash		
Depreciation and amortization	43	37
Stock-based compensation [note 5(c)]	1,029	554
Gain on warrants [notes 4 and 5]	(214)	(440)
Changes in non-cash items		
Amounts receivable	(144)	(274)
Prepaid expenses	(7,154)	1,091
Accounts payable and accrued liabilities	(334)	750
Restricted Cash	63	—
Lease obligation	(376)	(19)
Deferred collaboration revenue	(2,899)	(1,755)
Cash used in operating activities	<b>(21,061)</b>	<b>(9,631)</b>
<b>FINANCING ACTIVITIES</b>		
Proceeds from exercise of stock options	114	91
Proceeds from issuance of common shares, net of issuance costs	53,777	—
Cash provided by financing activities	<b>53,891</b>	<b>91</b>
<b>INVESTING ACTIVITIES</b>		
Proceeds from sale of investments	26,905	51,259
Purchase of investments	(74,302)	(44,222)
Purchase of property and equipment	(89)	(68)
Cash provided by (used in) investing activities	<b>(47,486)</b>	<b>6,969</b>
Effect of exchange rate changes on cash and cash equivalents	(19)	(86)
Decrease in cash and cash equivalents during the period	(14,675)	(2,657)
Cash and cash equivalents, beginning of the period	<u>28,517</u>	<u>23,533</u>
<b>Cash and cash equivalents, end of the period</b>	<b>13,842</b>	<b>20,876</b>
<b>Supplemental cash flow information</b>		
Property and equipment acquired under lease obligation	—	90

See accompanying notes.

**OncoGenex Pharmaceuticals, Inc.**  
**Notes to Consolidated Financial Statements**  
**(Unaudited)**

**1. NATURE OF BUSINESS AND BASIS OF PRESENTATION**

OncoGenex Pharmaceuticals, Inc. (the “Company” or “OncoGenex”) is committed to the development and commercialization of new therapies that address treatment resistance in cancer patients. The Company was incorporated in the state of Delaware and, together with its subsidiaries, has a facility in Bothell, Washington and an office in Vancouver, British Columbia (Canada).

The unaudited financial statements have been prepared in accordance with generally accepted accounting principles in the United States for interim financial information and with the instructions to Form 10-Q. Accordingly, they do not include all of the information and footnotes required to be presented for complete financial statements. The accompanying unaudited consolidated financial statements reflect all adjustments (consisting only of normal recurring items) which are, in the opinion of management, necessary for a fair presentation of the results for the interim periods presented. The accompanying consolidated Balance Sheet at December 31, 2011 has been derived from the audited consolidated financial statements included in the Company’s Annual Report on Form 10-K for the year then ended. The unaudited consolidated financial statements and related disclosures have been prepared with the assumption that users of the interim financial information have read or have access to the audited consolidated financial statements for the preceding fiscal year. Accordingly, these financial statements should be read in conjunction with the audited consolidated financial statements and the related notes thereto included in the Annual Report on Form 10-K for the year ended December 31, 2011 and filed with the United States Securities and Exchange Commission (“SEC”) on March 8, 2012.

The consolidated financial statements include the accounts of OncoGenex and the Company’s wholly owned subsidiary, OncoGenex Technologies Inc., or OncoGenex Technologies. All intercompany balances and transactions have been eliminated.

**2. ACCOUNTING POLICIES**

**Accounting for Restricted Stock Awards**

The Company grants restricted stock awards that generally vest and are expensed over a four-year period. In 2012, the Company also granted restricted stock awards that vest in conjunction with certain performance conditions to certain executive officers and key employees. At each reporting date, the Company evaluates whether achievement of the performance conditions is probable. Compensation expense is recorded over the appropriate service period based upon the Company’s assessment of accomplishing each performance provision or the occurrence of other events which may have caused the awards to accelerate and vest.

**Recently Adopted Accounting Policies**

In December 2011, the FASB issued ASU No. 2011-12, “Comprehensive Income.” This ASU defers the effective date for amendments to the presentation of reclassification of items out of accumulated other comprehensive income in ASU No. 2011-05. The amendments are being made to allow the FASB time to redeliberate whether to present on the face of the financial statements the effects of reclassifications out of accumulated other comprehensive income on the components of net income and other comprehensive income for all periods presented. While the FASB is considering the operational concerns about the presentation requirements for reclassification adjustments and the needs of financial statement users for additional information about reclassification adjustments, entities should continue to report reclassifications out of accumulated other comprehensive income consistent with the presentation requirements in effect before Update 2011-05.

---

## Table of Contents

All other requirements in ASU 2011-05 are not affected by this ASU, including the requirement to report comprehensive income either in a single continuous financial statement or in two separate but consecutive financial statements. Public entities are required to apply these requirements for fiscal years, and interim periods within those years, beginning after December 15, 2011. The Company adopted this standard on a prospective basis beginning in the quarter ended March 31, 2012. The adoption of this standard did not have a significant impact on the Company's financial position or results of operations.

In May 2011, the FASB issued ASU No. 2011-04, "Fair Value Measurement." This ASU clarifies the concepts related to highest and best use and valuation premise, blockage factors and other premiums and discounts, the fair value measurement of financial instruments held in a portfolio and of those instruments classified as a component of shareowners' equity. The guidance includes enhanced disclosure requirements about recurring Level 3 fair value measurements, the use of nonfinancial assets, and the level in the fair value hierarchy of assets and liabilities not recorded at fair value. The provisions of this ASU are effective prospectively for interim and annual periods beginning on or after December 15, 2011. The Company adopted this standard on a prospective basis beginning in the quarter ended March 31, 2012. The adoption of this standard did not have a significant impact on the Company's financial position or results of operations.

### **3. COLLABORATION AGREEMENT**

On December 20, 2009, the Company, through its wholly-owned subsidiary, OncoGenex Technologies, entered into a Collaboration Agreement with Teva Pharmaceutical Industries Ltd., or Teva, for the development and global commercialization of custirsen (and related compounds), a pharmaceutical compound designed to inhibit the production of clusterin, a protein the Company believes is associated with cancer treatment resistance, or the Licensed Product. Under the Collaboration Agreement, Teva paid the Company upfront payments in the aggregate amount of \$50 million, acquired \$10 million of the Company's common stock at a premium under a separate Stock Purchase Agreement and has agreed to pay up to \$370 million upon the achievement of developmental and commercial milestones and royalties at percentage rates ranging from the mid-teens to mid-twenties on net sales, depending on aggregate annual net sales of the Licensed Product.

Under the Stock Purchase Agreement, Teva's \$10 million equity investment in the Company was made at a 20% premium to a thirty-day average closing price, resulting in the issuance of 267,531 of the Company's common shares purchased at a price of \$37.38 per share. The 20% share premium was included as consideration for the custirsen license and was included in Collaboration Revenue.

In connection with the Collaboration Agreement and pursuant to the terms of agreements between the Company and Isis Pharmaceuticals, Inc., or Isis, relating to custirsen, the Company paid Isis \$10 million which was recorded as research and development expense in 2009. The Company also paid approximately \$0.3 million to the University of British Columbia, or UBC, pursuant to the terms of their license agreement relating to custirsen, which has been recorded as research and development expense in 2009. Pursuant to the terms of the agreements, the Company anticipates that it would be required to pay third parties 31% of any milestone payments that are not based on a percentage of net sales of the Licensed Product. Pursuant to the terms of these agreements, the Company anticipates it will pay royalties to third-parties of 4.88% to 8.00% of net sales, unless the Company's royalties are adjusted for competition from generic compounds, in which case royalties to third parties will also be subject to adjustment on a country-by-country basis. Certain third-party royalties are tiered based on the royalty rate received by the Company. Minimum royalty rates payable by the Company assume certain third-party royalties are not paid at the time that the Licensed Product is marketed due to the expiration of patents held by such third parties. Maximum royalty rates assume all third-party royalty rates currently in effect continue in effect at the time the Licensed Product is marketed. No milestones were due in 2011 and the Company does not anticipate making any royalty payments to Isis in 2012.

---

## Table of Contents

Teva has the exclusive worldwide right and license to develop and commercialize products containing custirsen and related compounds. The Company has an option to co-promote any Licensed Product in the United States and Canada.

Teva is responsible for all costs relating to product commercialization including costs incurred in relation to the Company's co-promotion option, except for start-up costs in advance of commercialization.

On March 6, 2012, OncoGenex Technologies and Teva entered into an amendment to the Collaboration Agreement, or the Collaboration Agreement Amendment. Under the Collaboration Agreement Amendment, OncoGenex Technologies and Teva revised the clinical development plan, or Amended Clinical Development Plan, under which the following three phase 3 clinical trials have been or are expected to be initiated:

- The ongoing phase 3 clinical trial, referred to as the SYNERGY trial, or SYNERGY, to evaluate a survival benefit for custirsen in combination with first-line docetaxel treatment in patients with castrate resistant prostate cancer, or CRPC.
- A phase 3 clinical trial, referred to as the AFFINITY trial, or AFFINITY, to evaluate a survival benefit for custirsen in combination with cabazitaxel treatment as second-line chemotherapy in patients with CRPC. This trial will be conducted in lieu of the phase 3 clinical trial, referred to as SATURN, which was designed to evaluate a durable pain palliation benefit for custirsen in combination with cabazitaxel or docetaxel as second-line chemotherapy in patients with CRPC. The Company started closing down the SATURN trial in the first quarter of 2012.
- A phase 3 clinical trial, referred to as the ENSPIRIT trial, or ENSPIRIT, to evaluate a survival benefit for custirsen in combination with docetaxel as second-line chemotherapy in patients with non-small cell lung cancer, or NSCLC.

Teva will be responsible for conducting any other studies and development work necessary to obtain required regulatory approvals. The Company may assume some of these activities if assigned by the joint steering committee. Teva will be responsible for all such costs. The joint steering committee will oversee the development and regulatory approval of any Licensed Product. The Company may terminate its participation in the joint steering committee at any time.

Funding responsibilities for the Clinical Development Plan will be allocated as follows:

- The Company will be required to spend \$30 million in direct and indirect development costs, and
- Teva will fund all other expenses under the Clinical Development Plan.

The Collaboration Agreement will remain in effect, on a country-by-country basis, until the expiration of the obligation of Teva to pay royalties on sales of the Licensed Product in such country (or earlier termination under its terms). After the completion of all three phase 3 clinical trials set forth in the Clinical Development Plan, or upon early termination due to a material adverse change in the Company's patent rights related to custirsen or safety issues or "futility" as defined in the Collaboration Agreement, Teva may terminate the Collaboration Agreement at its sole discretion upon three months' notice if notice is given prior to regulatory approval of a Licensed Product and upon six months' notice if notice is given after such regulatory approval. If Teva terminates the Collaboration Agreement for any reasons other than an adverse change in custirsen patent rights, safety issues or "futility" determination as previously described, it will remain responsible for paying for any remaining costs of all three phase 3 clinical trials, except for specified development expenses that are the responsibility of the Company. Either party may terminate the



---

## Table of Contents

Collaboration Agreement for an uncured material breach by the other party, unless such breach is not curable, in which case the agreement may not be terminated unless the other party fails to use commercially reasonable efforts to prevent a similar subsequent breach. Either party also may terminate the Collaboration Agreement upon the bankruptcy of either party. If the Collaboration Agreement is terminated by the Company for other than an uncured material breach by Teva, the Company will pay Teva a royalty on sales of Licensed Products. The percentage rates of such royalties (which are in the single digits) vary depending on whether termination occurs prior to the first regulatory approval in the United States or a primary European Market or after one of these approvals. These royalties would expire on a country-by-country basis on the earlier of ten years after the first commercial sale of a Licensed Product or certain thresholds related to generic competition.

In the event of a change of control of the Company, within 90 days of the change of control, Teva may terminate the joint steering committee at its sole discretion, terminate the co-promotion option at its sole discretion if the option has not been exercised by the Company or, if exercised, but not yet executed by the Company, or terminate the co-promotion option if in its commercially reasonable opinion co-promotion with the Company's successor would be materially detrimental to Teva's interests.

Revenue for the three and six months ended June 30, 2012 was \$2.4 million and \$3.7 million, respectively, which consists of partial recognition of deferred Collaboration Revenue representing OncoGenex's contribution to the custirsen phase 3 development plan under the Collaboration Agreement with Teva and custirsen manufacturing costs and certain other preclinical and clinical trial costs incurred by OncoGenex in the three and six months ended June 30, 2012. As of June 30, 2012, a remaining balance of \$15.4 million of the up-front payment was recorded in deferred Collaboration Revenue, and \$0.5 million included in Amounts Receivable related to reimbursable costs. Revenue for the three and six months ended June 30, 2011 was \$1.9 million and \$3.1 million, respectively, as a result of the Collaboration Agreement with Teva. Management currently expects that all remaining Current Deferred Collaboration Revenue will be recognized as Collaboration Revenue by the fourth quarter of 2012.

#### **4. FAIR VALUE MEASUREMENTS**

With the adoption of ASC 820 "Fair Value Measurements and Disclosures", beginning January 1, 2008, assets and liabilities recorded at fair value in the balance sheets are categorized based upon the level of judgment associated with the inputs used to measure their fair value. For certain of the Company's financial instruments including amounts receivable and accounts payable the carrying values approximate fair value due to their short-term nature.

ASC 820 specifies a hierarchy of valuation techniques based on whether the inputs to those valuation techniques are observable or unobservable. In accordance with ASC 820, these inputs are summarized in the three broad level listed below:

- Level 1 – Quoted prices in active markets for identical securities.
- Level 2 – Other significant inputs that are observable through corroboration with market data (including quoted prices in active markets for similar securities).
- Level 3 – Significant unobservable inputs that reflect management's best estimate of what market participants would use in pricing the asset or liability.

As quoted prices in active markets are not readily available for certain financial instruments, the Company obtains estimates for the fair value of financial instruments through independent pricing service providers.

In determining the appropriate levels, the Company performed a detailed analysis of the assets and liabilities that are subject to ASC 820.

The Company invests its excess cash in accordance with investment guidelines that limit the credit exposure to any one financial institution other than securities issued by the U.S. Government. These securities are not collateralized and mature within one year.

## Table of Contents

A description of the valuation techniques applied to the Company's financial instruments measured at fair value on a recurring basis follows.

### *Financial Instruments*

#### *Cash*

Significant amounts of cash are held on deposit with large well established Canadian and U.S. financial institutions.

#### *U.S. Government and Agency Securities*

**U.S. Government Securities** U.S. government securities are valued using quoted market prices. Valuation adjustments are not applied. Accordingly, U.S. government securities are categorized in Level 1 of the fair value hierarchy.

**U.S. Agency Securities** U.S. agency securities are comprised of two main categories consisting of callable and non-callable agency issued debt securities. Non-callable agency issued debt securities are generally valued using quoted market prices. Callable agency issued debt securities are valued by benchmarking model-derived prices to quoted market prices and trade data for identical or comparable securities. Actively traded non-callable agency issued debt securities are categorized in Level 1 of the fair value hierarchy. Callable agency issued debt securities are categorized in Level 2 of the fair value hierarchy.

#### *Corporate and Other Debt*

**Corporate Bonds and Commercial Paper** The fair value of corporate bonds and commercial paper is estimated using recently executed transactions, market price quotations (where observable), bond spreads or credit default swap spreads adjusted for any basis difference between cash and derivative instruments. The spread data used are for the same maturity as the bond. If the spread data does not reference the issuer, then data that reference a comparable issuer are used. When observable price quotations are not available, fair value is determined based on cash flow models with yield curves, bond or single name credit default swap spreads and recovery rates based on collateral values as significant inputs. Corporate bonds and commercial paper are generally categorized in Level 2 of the fair value hierarchy; in instances where prices, spreads or any of the other aforementioned key inputs are unobservable, they are categorized in Level 3 of the hierarchy.

The following table presents information about the Company's assets and liabilities that are measured at fair value on a recurring basis, and indicates the fair value hierarchy of the valuation techniques the Company utilized to determine such fair value:

(in thousands)	Level 1	Level 2	Level 3	2012
<b>Assets</b>				
Cash	\$ 3,690	\$ —	\$ —	\$ 3,690
Money market securities	\$10,466	\$ —	\$ —	\$10,466
Government securities	\$ —	\$ —	\$ —	\$ —
Corporate bonds and commercial paper	\$ —	\$83,806	\$ —	\$83,806
	<b>\$14,156</b>	<b>\$83,806</b>	<b>\$ —</b>	<b>\$97,962</b>
<b>Liabilities</b>				
Warrants	\$ —	\$ —	\$7,667	\$ 7,667

## Table of Contents

Securities available-for-sale at cost or amortized cost and fair market value by contractual maturity were as follows:

	Cost or Amortized Cost	Fair Market Value
	(In thousands)	
<b>June 30, 2012</b>		
Due in one year or less	\$ 94,295	\$ 94,272
Due after one year through three years	—	—
	<u>\$ 94,295</u>	<u>\$ 94,272</u>
<b>June 30, 2011</b>		
Due in one year or less	\$ 74,122	\$ 74,090
Due after one year through three years	—	—
	<u>\$ 74,122</u>	<u>\$ 74,090</u>

Marketable securities consist of the following:

(in thousands)	Amortized Cost	Gross Unrealized Gain	Gross Unrealized Loss	Estimated Fair Value
<b>2012</b>				
Cash	\$ 3,690	\$ —	\$ —	\$ 3,690
Money market securities	<u>\$ 10,152</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 10,152</u>
<b>Cash and cash equivalents</b>	<b>\$ 13,842</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 13,842</b>
Money market securities	<u>\$ 314</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 314</u>
<b>Restricted cash</b>	<b>\$ 314</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 314</b>
Corporate bonds and commercial paper	<u>\$ 83,829</u>	<u>\$ 3</u>	<u>\$ (26)</u>	<u>\$ 83,806</u>
<b>Short-term investments</b>	<b>\$ 83,829</b>	<b>\$ 3</b>	<b>\$ (26)</b>	<b>\$ 83,806</b>

The Company's gross realized gains and losses on sales of available-for-sale securities were not material for the three and six months ended June 30, 2012 and 2011.

All securities included in cash and cash equivalents had maturities of 90 days or less at the time of purchase. All securities included in short-term investments have maturities of within one year of the balance sheet date. The cost of securities sold is based on the specific identification method.

The Company only invests in A (or equivalent) rated securities. The Company does not believe that there are any other than temporary impairments related to its investment in marketable securities at June 30, 2012, given the quality of the investment portfolio and subsequent proceeds collected on sale of securities that reached maturity.

As of June 30, 2012, the Company recorded a \$7.7 million warrant liability. The Company reassesses the fair value of the common stock warrants at each reporting date utilizing a Black-Scholes pricing model. Inputs used in the pricing model include estimates of stock price volatility, expected warrant life and risk-free interest rate. Previously, the computation of expected volatility was based on the historical volatility of comparable companies from a representative peer group selected based on industry and market

## Table of Contents

capitalization as the Company did not have sufficient historical share price data subsequent to the reverse takeover of Sonus Pharmaceuticals, Inc., or Sonus, in 2008. As the Company has concluded that it now has sufficient historical share price data to estimate the volatility of the warrants, the expected volatility at June 30, 2012 was calculated based on the historical market volatility of the Company's shares. A small change in the estimates used may have a relatively large change in the estimated valuation.

The following table presents the changes in fair value of the Company's total Level 3 financial liabilities for the six months ended June 30, 2012:

(In thousands)	Liability at December 31, 2011	Gain (loss) on warrants	Remaining Liability at June 30, 2012
Warrant liability	\$ 7,881	\$ 214	\$ 7,667

## 5. COMMON STOCK

### [a] Authorized

25,000,000 authorized common shares, par value of \$0.001, and 5,000,000 preferred shares, par value of \$0.001.

### [b] Issued and Outstanding Shares

#### *March 2012 Public Offering*

On March 21, 2012, the Company completed a public offering of 4,165,000 shares of its common stock at a purchase price of \$12.00 per share. Pursuant to an overallotment option exercised on March 27, 2012 by the underwriters in the offering, an additional offering of 624,750 shares of its common stock were issued at a price of \$12.00 per share. The total gross offering amount from the public offering and exercise of the overallotment option was approximately \$57.5 million. The total net proceeds to the Company from the public offering and exercise of the overallotment option, after deducting underwriting discounts and commissions and other offering expenses from the sale of the shares were approximately \$53.8 million.

During the six month period ended June 30, 2012 the Company issued 33,938 common shares to satisfy stock option exercises, compared to the issuance of 24,660 common shares to satisfy stock option exercises during the six month period ended June 30, 2011.

### [c] Stock options

#### *2010 Performance Incentive Plan*

As of June 30, 2012 the Company has reserved, pursuant to various plans, 1,373,677 common shares for issuance upon exercise of stock options by employees, directors, officers and consultants of the Company, of which 874,231 are reserved for options currently outstanding, and 499,446 are available for future option grants.

#### *Stock Option Summary*

Options vest in accordance with terms as determined by the Board of Directors of the Company, or the Board, which terms are typically four years for employee grants and one to three years for Board option grants. The expiry date for each option is set by the Board, which is typically seven to ten years. The exercise price of the options is determined by the Board, but generally will be at least equal to the fair value of the share at the grant date.

[Table of Contents](#)

Stock option transactions and the number of stock options outstanding are summarized below:

	Number of Optioned Common Shares #	Weighted Average Exercise Price \$
<b>Balance, December 31, 2011</b>	<b>766,328</b>	<b>9.82</b>
Option grants	147,250	12.96
Option expirations	(868)	3.89
Option exercises	(33,938)	3.36
Option forfeitures	(4,541)	15.26
<b>Balance, June 30, 2012</b>	<b>874,231</b>	<b>10.58</b>

The fair value of each stock award is estimated on the grant date using the Black-Scholes option-pricing model based on the weighted-average assumptions noted in the following table:

	Six months ended June 30,	
	2012	2011
Risk-free interest rates	0.97%	2.39%
Expected dividend yield	0%	0%
Expected life	6 years	6 years
Expected volatility	95.82%	75.00%

The expected life was calculated based on the simplified method as permitted by the SEC's Staff Accounting Bulletin 110, Share-Based Payment. Previously, the computation of expected volatility was based on the historical volatility of comparable companies from a representative peer group selected based on industry and market capitalization because of the lack of sufficient historical share price data following the reverse takeover of Sonus in 2008. As the Company has concluded that it now has sufficient historical share price data to estimate the volatility of the Company's stock options, the expected volatility for stock options granted during 2012 was calculated based on the historical market volatility of the Company's shares. The risk-free interest rate was based on a U.S. Treasury instrument whose term is consistent with the expected life of the stock options. In addition to the assumptions above, as required under ASC 718, management made an estimate of expected forfeitures and is recognizing compensation costs only for those equity awards expected to vest.

The results for the periods set forth below included share-based compensation expense in the following expense categories of the consolidated statements of loss:

(In thousands)	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
	\$	\$	\$	\$
Research and development	293	122	428	243
General and administrative	416	161	601	311
<b>Total share-based compensation</b>	<b>709</b>	<b>283</b>	<b>1,029</b>	<b>554</b>

## Table of Contents

As of June 30, 2012 and December 31, 2011 the total unrecognized compensation expense related to stock options granted was \$3.3 million and \$2.7 million respectively, which is expected to be recognized as expense over a period of approximately four years.

As of June 30, 2012 and December 31, 2011 a total of 2,461,532 and 2,353,629 options and warrants, respectively, have not been included in the calculation of potential common shares as their effect on diluted per share amounts would have been anti-dilutive.

### **[d] Restricted Stock Awards**

The Company grants restricted stock awards that generally vest and are expensed over a four year period. In 2012 the Company also granted restricted stock awards that vest in conjunction with certain performance conditions to certain executive officers and key employees. At each reporting date, the Company is required to evaluate whether achievement of the performance conditions is probable. Compensation expense is recorded over the appropriate service period based upon the Company's assessment of accomplishing each performance provision. For the three and six months ended June 30, 2012, \$0.2 million and \$0.2 million, respectively, was recognized related to these awards. No restricted stock awards were granted during 2011.

The following table summarizes the Company's restricted stock award activity during the six months ended June 30, 2012 and 2011:

	2012		2011	
	Stock Awards #	Weighted-Average Grant Date Fair Value \$	Stock Awards #	Weighted-Average Grant Date Fair Value \$
<b>Outstanding January 1</b>	—	—	—	—
Granted	164,948	12.99	—	—
Vested	—	—	—	—
Forfeited and expired	(8,000)	13.00	—	—
<b>Outstanding June 30</b>	<b>156,948</b>	<b>12.99</b>	—	—

As of June 30, 2012 the Company had approximately \$0.8 million in total unrecognized compensation expense related to the Company's restricted stock awards that is to be recognized over a weighted-average period of approximately 3.15 years.

## Table of Contents

### [e] Stock Warrants

As of June 30, 2012, there were exercisable warrants outstanding to purchase 1,587,301 shares of common stock at an exercise price of \$20 per share, expiring in October 2015. No warrants were exercised during the six months ended June 30, 2012 or six months ended June 30, 2011.

The estimated fair value of warrants issued is reassessed at each balance sheet date using the Black-Scholes option pricing model. The following assumptions were used to value the warrants on the following balance sheet dates:

	Six Months Ended June 30,	
	2012	2011
Risk-free interest rates	0.46%	1.43%
Expected dividend yield	0%	0%
Expected life	3.3 years	4.3 years
Expected volatility	67.57%	76.00%

### 6. EXCESS LEASE LIABILITY

On August 21, 2008, Sonus Pharmaceuticals, Inc. (“Sonus”) completed a transaction (“the Arrangement”) with OncoGenex Technologies Inc., (“OncoGenex Technologies”) whereby Sonus acquired all of the outstanding preferred shares, common shares and convertible debentures of OncoGenex Technologies. Sonus then changed its name to OncoGenex Pharmaceuticals, Inc. Prior to the Arrangement, Sonus entered into a non-cancellable lease arrangement for office space located in Bothell, Washington, which is considered to be in excess of the Company’s current requirements. The Company is currently in the process of evaluating opportunities to exit or sublet portions of the leased space. The estimated value of the liability remaining with respect to excess facilities was \$7.0 million as of December 31, 2011. In the six months ended June 30, 2012, with respect to excess facilities, \$0.3 million was amortized into income resulting in a remaining liability of \$6.7 million at June 30, 2012. The liability is computed as the present value of the difference between the remaining lease payments due less the estimate of net sublease income and expenses and has been accounted for in accordance with the then effective EITF No. 95-3, “Recognition of Liabilities in Connection with a Purchase Business Combination.” This represents the Company’s best estimate of the liability. Subsequent changes in the liability due to changes in estimates of sublease assumptions are recognized as adjustments to excess lease charges in future periods.

(In thousands)	Remaining Liability at December 31, 2011	Amortization of excess lease facility	Additional Liability Recorded	Remaining Liability at June 30, 2012
Current portion of excess lease facility	1,388	(20)	—	1,408
Long-term portion of excess lease facility	5,651	408	—	5,243
<b>Total</b>	<b>7,039</b>	<b>388</b>	<b>—</b>	<b>6,651</b>

## 7. COMMITMENTS AND CONTINGENCIES

### *Teva Pharmaceutical Industries Ltd.*

In December 2009, OncoGenex Pharmaceuticals, Inc., through its wholly-owned subsidiary, OncoGenex Technologies, entered into a Collaboration Agreement with Teva for the development and global commercialization of custirsen (and related compounds). Under the Collaboration Agreement, Teva made upfront payments in the aggregate amount of \$50 million, and may make additional payments up to \$370 million upon the achievement of developmental and commercial milestones and royalties at percentage rates ranging from the mid-teens to mid-twenties on net sales. Teva also acquired \$10 million of the Company's common stock at a premium under a separate Stock Purchase Agreement. The Company is required to contribute \$30 million in direct and indirect costs towards the Clinical Development Plan. As of June 30, 2012, \$14.6 million of these costs have been incurred by OncoGenex, resulting in a remaining funding responsibility of \$15.4 million which has been recorded under Current Deferred Collaboration Revenue. Management currently expects that all remaining Current Deferred Collaboration Revenue will be recognized as Collaboration Revenue by the fourth quarter of 2012. Teva will fund all other expenses under the Clinical Development Plan.

Pursuant to the Collaboration Agreement, the Company agreed to collaborate with Teva in the development and global commercialization of custirsen. Teva received the exclusive worldwide right and license to develop and commercialize products containing custirsen and related compounds (the "Licensed Products"). The Company has an option to co-promote custirsen in the United States and Canada.

In addition to the development costs noted above, Teva is also responsible for all costs relating to product commercialization including costs incurred in relation to the Company's co-promotion option, except for start-up costs in advance of commercialization.

### *Isis Pharmaceuticals Inc. and University of British Columbia*

Pursuant to license agreements the Company has with the UBC and Isis, the Company is obligated to pay milestone payments of up to CAD \$1.6 million and \$7.75 million, respectively, upon the achievement of specified product development milestones related to OGX-427 and OGX-225 and low to mid-single digit royalties on future product sales.

In addition, the Company is required to pay to Isis 30% of all non-royalty revenue (defined to mean revenue not based on net sales of products) it receives. Isis has disclosed in its SEC filings that it is entitled to receive 30% of the up to \$370 million in milestone payments the Company may receive from Teva as part of the Collaboration Agreement; however, the Company believes that certain of the milestone payments related to sales targets may qualify as royalty revenue (defined to mean revenue based on net sales of products), and therefore be subject to the lesser payment obligations. No assurance can be provided that the Company will be entitled to receive these milestone payments or, if it is, that the applicable amount payable to Isis will be less than 30%. The Company is also obligated to pay to UBC certain patent costs and annual license maintenance fees for the extent of the patent life of CAD \$8,000 per year. The Company paid Isis and UBC USD \$0.8 million and CAD \$0.1 million, respectively, in 2010 upon the initiation of a phase 2 clinical trial of OGX-427 in patients with CRPC. The Company does not anticipate making any royalty payments to Isis in 2012.

The UBC agreements have effective dates ranging from November 1, 2001 to April 5, 2005 and each agreement expires upon the later of 20 years from its effective date or the expiry of the last patent licensed thereunder, unless otherwise terminated.



---

## Table of Contents

Unless otherwise terminated, the Isis agreements for custirsen and OGX-427 will continue for each product until the later of 10 years after the date of the first commercial product sale, or the expiration of the last to expire of any patents required to be licensed in order to use or sell the product, unless OncoGenex Technologies abandons either custirsen or OGX-427 and Isis does not elect to unilaterally continue development. The Isis agreement for OGX-225 will continue into perpetuity unless OncoGenex Technologies abandons the product and Isis does not elect to unilaterally continue development.

To facilitate the execution and performance of the Collaboration Agreement with Teva, OncoGenex and Isis agreed to amend the Isis License Agreement and OncoGenex and UBC agreed to make a corresponding amendment to the UBC License Agreement, in each case, effective December 19, 2009 and December 20, 2009, respectively.

The amendment to the Isis License Agreement provides, among other things, that if the Company is subject to change of control with a third party, where the surviving company immediately following such change of control has the right to develop and sell the product, then (i) a milestone payment of \$20 million will be due and payable to Isis 21 days following the first commercial sale of the product in the United States; and (ii) unless such surviving entity had previously sublicensed the product and a royalty rate payable to Isis by the Company has been established, the applicable royalty rate payable to Isis will thereafter be the maximum amount payable under the Isis License Agreement. Any non-royalty milestone amounts previously paid will be credited toward the \$20 million milestone if not already paid. As a result of the \$10 million milestone payment payable to Isis in relation to the Collaboration Agreement, the remaining amount owing in the event of change of control discussed above is a maximum of \$10 million. Because the Company has now licensed the product to Teva and established a royalty rate payable to Isis, no royalty rate adjustments would apply if Teva were to acquire the Company and become the surviving company. If the \$30 million in advanced reimbursement of development activities has not been spent by OncoGenex prior to December 20, 2012, the third anniversary of the Collaboration Agreement between OncoGenex and Teva, OncoGenex will pay Isis an amount equal to 30% of any un-spent portion less \$3.5 million.

### *Bayer HealthCare LLC*

On June 27, 2008, Sonus completed an exclusive in-licensing agreement with Bayer HealthCare LLC for the right to develop, commercialize or sublicense a family of compounds known as caspase activators presently in preclinical research. Under terms of the agreement, Sonus was granted exclusive rights to develop two core compounds for all prophylactic and therapeutic uses in humans. Additionally, Sonus was granted rights to all other non-core compounds covered under the patents for use in oncology.

Under the terms of the agreement, Bayer received an upfront license fee of \$0.5 million. The Company was obligated make annual payments to Bayer on the anniversary dates, which are referred to as Anniversary Payments, with an initial payment of \$0.1 million paid in 2008. The payments increase by \$25,000 each year until the initiation of the first phase 3 clinical trial, at which point the Anniversary Payments reset to \$0.1 million each year and increase by \$25,000 until the Company achieves either the first New Drug Application, or NDA, filing in the United States or the European Union. The Company was also obligated to pay royalties on net future product sales in addition to aggregate milestone payments of up to \$14.0 million for clinical development and regulatory milestones.

Under the terms of the agreement, the Company had the option to terminate this contract upon 60 days written notice to Bayer. On March 30, 2012, the Company exercised its option to terminate the contract in its entirety with written notice to Bayer. As a result, effective 60 days from receipt of the notice of termination by Bayer, the Company has no other obligations associated with CSP-9222.

### *Lease Arrangements*

The Company has an operating lease agreement for office space being used in Vancouver, Canada, which expires in September 2014.

## Table of Contents

Future minimum annual lease payments under the Vancouver lease are as follows (in thousands):

	CAD
2012	\$ 53
2013	\$107
2014	\$ 80
<b>Total</b>	<b>\$240</b>

In November 2006, prior to the Arrangement, Sonus entered into a non-cancellable operating lease agreement for office space in Bothell, Washington, expiring in 2017 (note 6). In connection with the lease, Sonus was required to provide a cash security deposit of approximately \$0.5 million, which is included in Other Long Term Assets. In addition, a standby letter of credit for \$0.3 million is deposited in a restricted money market account as collateral. The Company is currently in the process of evaluating opportunities to exit or sublet portions of the leased space and has recorded a liability in the excess facilities lease charge of \$6.7 million as at June 30, 2012 (note 6).

If the Company is unable to exit or sublet portions of this leased space, the future minimum annual lease payments are as follows (in thousands):

2012	\$ 1,058
2013	\$ 2,180
2014	\$ 2,246
2015	\$ 2,313
Remainder	\$ 4,836
<b>Total</b>	<b>\$12,633</b>

Consolidated rent expense relating to both the Vancouver, Canada and Bothell, Washington offices in use periods ended June 30, 2012 and 2011 was \$1.3 million and \$1.3 million respectively.

### *Guarantees and Indemnifications*

OncoGenex indemnifies its officers and directors for certain events or occurrences, subject to certain limits, while the officer or director is or was serving at the Company's request in such capacity. The term of the indemnification period is equal to the officer's or director's lifetime.

The maximum amount of potential future indemnification is unlimited; however, the Company had obtained director and officer insurance that limits its exposure and may enable it to recover a portion of any future amounts paid. The Company believes that the fair value of these indemnification obligations is minimal. Accordingly, the Company has not recognized any liabilities relating to these obligations as of June 30, 2012.

The Company has certain agreements with certain organizations with which it does business that contain indemnification provisions pursuant to which the Company typically agrees to indemnify the party against certain types of third-party claims. The Company accrues for known indemnification issues when a loss is probable and can be reasonably estimated. There were no accruals for or expenses related to indemnification issues for any period presented.

## **8. SUBSEQUENT EVENTS**

The Company has performed an evaluation of events occurring subsequent to June 30, 2012. Based on this evaluation, no material events have occurred requiring financial statement disclosure.

**Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations**

**INFORMATION REGARDING FORWARD LOOKING STATEMENTS**

This document contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements involve a number of risks and uncertainties. We caution readers that any forward-looking statement is not a guarantee of future performance and that actual results could differ materially from those contained in the forward-looking statement. These statements are based on current expectations of future events. Such statements include, but are not limited to, statements about future financial and operating results, plans, objectives, expectations and intentions, costs and expenses, interest rates, outcome of contingencies, financial condition, results of operations, liquidity, business strategies, cost savings, objectives of management and other statements that are not historical facts. You can find many of these statements by looking for words like “believes,” “expects,” “anticipates,” “estimates,” “may,” “should,” “will,” “could,” “plan,” “intend,” or similar expressions in this document or in documents incorporated by reference into this document. We intend that such forward-looking statements be subject to the safe harbors created thereby.

Examples of these forward-looking statements include, but are not limited to:

- progress and preliminary and future results of clinical trials conducted by us or our collaborators;
- anticipated regulatory filings and requirements and future clinical trials conducted by us or our collaborators;
- timing and amount of future contractual payments, product revenue and operating expenses;
- market acceptance of our products and the estimated potential size of these markets; and
- our anticipated future capital requirements and the terms of any capital financing agreements.

These forward-looking statements are based on the current beliefs and expectations of our management and are subject to significant risks and uncertainties. If underlying assumptions prove inaccurate or unknown risks or uncertainties materialize, actual results may differ materially from current expectations and projections. Factors that might cause such a difference include those discussed in Item 1A “Risk Factors”, as

---

## [Table of Contents](#)

well as those discussed elsewhere in the Quarterly Report on Form 10-Q. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this document or, in the case of documents referred to or incorporated by reference, the date of those documents.

All subsequent written or oral forward-looking statements attributable to us or any person acting on our behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this section. We do not undertake any obligation to release publicly any revisions to these forward-looking statements to reflect events or circumstances after the date of this document or to reflect the occurrence of unanticipated events, except as may be required under applicable U.S. securities law. If we do update one or more forward-looking statements, no inference should be drawn that we will make additional updates with respect to those or other forward-looking statements.

### **Overview**

We are a biopharmaceutical company committed to the development and commercialization of new therapies that address treatment resistance in cancer patients. We have three product candidates in our pipeline, custirsen, OGX-427, and OGX-225, each of which has a distinct mechanism of action and represents a unique opportunity for cancer drug development. Of the product candidates in our pipeline, custirsen and OGX-427 are clinical-stage assets.

Our product candidates custirsen, OGX-427, and OGX-225 focus on mechanisms of treatment resistance in cancer patients and are designed to block the production of specific proteins that we believe promote survival of tumor cells and are over-produced in response to a variety of cancer treatments. Our aim in targeting these particular proteins is to disable the tumor cell's adaptive defenses, thereby rendering the tumor cells more susceptible to attack with a variety of cancer therapies. We believe this approach will increase survival time and improve the quality of life for cancer patients.

### *Product Candidate Custirsen*

Custirsen is our product candidate designed to inhibit the production of clusterin, an antiapoptotic, stress-induced protein we believe promotes survival of cancer cells when overexpressed in a variety of tumors. We and collaborating investigators have conducted five phase 2 clinical trials to evaluate the ability of custirsen to enhance the effects of therapy in prostate, non-small cell lung and breast cancers. Results have been presented for each of these phase 2 trials. Data from these phase 2 studies demonstrate the potential benefit of adding custirsen, a second generation antisense molecule, to existing cancer therapies.

## Table of Contents

In December 2009, we announced that our wholly owned subsidiary, OncoGenex Technologies Inc entered into a Collaboration and License Agreement dated December 20, 2009, or Collaboration Agreement, with Teva Pharmaceutical Industries Ltd. for the development and global commercialization of custirsen (and related compounds targeting clusterin, excluding OGX-427 and OGX-225). On March 6, 2012, OncoGenex Technologies and Teva entered into an amendment to the Collaboration Agreement, or the Collaboration Agreement Amendment. Under the Collaboration Agreement Amendment, OncoGenex Technologies and Teva revised the clinical development plan, or Amended Clinical Development Plan, under which the following three phase 3 clinical trials have been or are expected to be initiated:

- The SYNERGY Trial: The ongoing phase 3 clinical trial to evaluate a survival benefit for custirsen in combination with first-line docetaxel treatment in patients with castrate resistant prostate cancer, or CRPC. During discussions with the U.S. Food and Drug Administration, or FDA, the FDA informed us that an application supported primarily by the results of SYNERGY alone would be acceptable for submission for market approval. We expect to enroll approximately 1,000 patients in order to show a survival benefit with 90% power based on a hazard ratio of 0.75. Our expected timing of results for the survival primary endpoint is based on a pre-specified number of death events that is currently projected to occur in the fourth quarter of 2013. We currently expect to complete patient accrual in the second half of 2012.
- The AFFINITY Trial: The phase 3 clinical trial to evaluate a survival benefit for custirsen in combination with cabazitaxel treatment as second-line chemotherapy in patients with CRPC. We expect to enroll approximately 630 patients to show a survival benefit with 85% power based on a hazard ratio of 0.75, or an approximate 25% increase in survival time. We expect to initiate this phase 3 clinical trial in the second half of 2012.
- The ENSPIRIT Trial: The phase 3 clinical trial to evaluate a survival benefit for custirsen in combination with docetaxel treatment as second-line chemotherapy in patients with NSCLC. We expect to enroll approximately 1,100 patients in order to show a survival benefit with 90% power based on a hazard ratio of 0.80, or an approximate 20% increase in survival time. We expect this trial will be initiated by Teva in the second half of 2012. Two formal interim analyses are planned for stopping the trial early based on inadequate evidence of clinical benefit or futility. We will be evaluating both PFS and OS during the interim analyses. If both endpoints meet the predefined criteria for inadequate PFS clinical benefit and OS futility the trial would be stopped. The trial will not be stopped early in order to claim efficacy.

For detailed information regarding our relationship with Teva and the Collaboration Agreement, refer to the discussion under the heading “Business – License and Collaboration Agreements – Teva Pharmaceutical Industries Ltd.” included in our 2011 Annual Report on Form 10-K filed on March 8, 2012.

Custirsen received Fast Track designation from the FDA for the treatment of progressive metastatic prostate cancer in combination with docetaxel. The FDA has also agreed on the design of the SYNERGY trial through the special protocol assessment process.

We have also received written, scientific advice from the European Medicines Agency, or EMA, on our development plan for custirsen for treating patients with CRPC in combination with docetaxel, which advice aligned with our development plan regarding the proposed preclinical studies and both the study design and analyses for the phase 3 SYNERGY trial. In addition, the Committee for Medicinal Products for Human Use agreed that the intended safety database would enable a sufficient qualified risk-benefit assessment for market approval.

Our phase 3 registration trials have been designed based on our phase 2 clinical results, including:

- A randomized phase 2 trial evaluating the benefit of combining custirsen with first-line docetaxel, the final results of which were published in the September 20, 2010 issue of the Journal of Clinical Oncology. Analyses indicated a survival benefit in patients treated with custirsen in combination with first-line docetaxel compared to docetaxel alone, the latter being the current standard of care for patients with advanced, progressive metastatic prostate cancer requiring initial chemotherapy.

## Table of Contents

In summary, the median survival was 23.8 months for patients treated with custirsen in combination with first-line docetaxel and 16.9 months for patients treated with first-line docetaxel alone, with an unadjusted hazard ratio of 0.61. These results are described in our 2011 10-K filed on March 8, 2012 under the heading “Business – Our Product Candidates – Custirsen – Summary of Results of Custirsen Phase 2 Clinical Trials”. Due to the results of the phase 2 trial, the SYNERGY trial will evaluate the survival benefit of custirsen in patients treated with first-line chemotherapy.

- A phase 2 trial evaluating patients with metastatic CRPC who progressed while receiving, or within six months of completing, first-line docetaxel treatment. The median overall survival duration for the custirsen plus mitoxantrone arm was 11.5 months and for the custirsen plus docetaxel re-treatment arm was 15.8 months. Upon completion of the randomized study, an amendment allowed 25 additional patients to be treated with custirsen plus docetaxel re-treatment. The additional 25 patients had higher serum clusterin levels at enrollment than the randomized patients and the median overall survival duration for all 45 patients (20 randomized plus 25 additional patients) treated with custirsen plus docetaxel re-treatment was 12.8 months. Of the patients on this trial who had pain or were on opioids for pain control and were retreated with docetaxel as second-line treatment in combination with custirsen, approximately 50% had durable pain palliation. Pain responses in patients receiving custirsen in addition to docetaxel treatment as second-line therapy were favorable when compared to the pain responses reported for patients in the phase 3 TROPIC trial that led to the 2010 approval of cabazitaxel in the United States for patients who had previously received treatment with chemotherapy, and the abiraterone acetate phase 3 trial that led its 2011 approval in the United States for patients who had previously received treatment with chemotherapy. In the TROPIC trial, which evaluated a similar patient population for second-line chemotherapy as was evaluated in our phase 2 trial (i.e., patients who had progressed while on or soon after first-line docetaxel therapy), the pain response for cabazitaxel was 9.2% and for mitoxantrone was 7.7%. In the abiraterone acetate phase 3 trial, the proportion of patients with pain palliation among patients with a baseline pain score of four or more and at least one post-baseline pain score was 44% for patients receiving abiraterone and prednisone as compared with 27% for patients receiving prednisone and placebo. In the second half of 2012 we plan to initiate a phase 3 trial referred to as the AFFINITY trial, evaluating the survival benefit of custirsen in combination with cabazitaxel as second-line chemotherapy. We expect this trial to enroll patients who have previously received first-line docetaxel therapy.
- A phase 2 trial evaluating 81 patients with advanced NSCLC who received custirsen in combination with gemcitabine and a platinum chemotherapy (cisplatin or carboplatin) as first-line chemotherapy. The median overall survival was 14.1 months and 54% of patients survived at least one year. Thirty percent of patients who received custirsen with first-line chemotherapy survived at least two years. For comparison, published studies using a platinum-based regimen plus gemcitabine as first-line chemotherapy for advanced NSCLC reported median survivals of 8 to 11 months and one-year survival rates of 33% to 43%. Market approval for Roche’s Avastin plus paclitaxel and carboplatin chemotherapy for NSCLC was based on results showing a median survival of 12.3 months compared to 10.3 months for patients treated with chemotherapy alone. Survival rates for Avastin plus chemotherapy versus chemotherapy alone were reported as 51% versus 44% at one year and 23% versus 15% at two years, respectively. In a phase 3 trial evaluating first-line treatment of NSCLC patients with either cisplatin plus pemetrexed or cisplatin plus gemcitabine, overall survival was 10.3 months for both treatment groups, however overall survival for patients treated with cisplatin and pemetrexed who had adenocarcinoma or large-cell carcinoma histology was 12.6 months and 10.4 months, respectively. Recently, we updated our clinical development program for custirsen to initiate a Phase 3 clinical trial in NSCLC. The trial, planned to begin enrollment later this year, will evaluate the potential survival benefit of custirsen in combination with docetaxel as second-line chemotherapy. Several factors contributed to the decision to conduct this trial in second-line treatment in combination with docetaxel: The NSCLC landscape is rapidly changing and gemcitabine plus cisplatin/carboplatin is not the standard or preferred first-line treatment. First-line treatment now primarily includes pemetrexed. While there is promising preclinical data for custirsen in combination with pemetrexed, an excellent safety profile and clear synergy for combining custirsen with docetaxel has been demonstrated in numerous studies in prostate and breast cancer. Docetaxel is globally recognized as a standard of care in second-line NSCLC.

---

## Table of Contents

### *Product Candidate OGX-427*

OGX-427 is our product candidate that is designed to inhibit production of heat shock protein 27, or Hsp27, a cell-survival protein expressed in many types of cancers including prostate, bladder, breast and non-small cell lung cancer. Hsp27 expression is stress-induced, including by many anti-cancer therapies. For example, Hsp27 levels increased four-fold in prostate cancer patients after treatment with chemotherapy or hormone therapy. Overexpression of Hsp27 is thought to be an important factor leading to the development of treatment resistance and is associated with metastasis and negative clinical outcomes in patients with various tumor types.

Our current OGX-427 development activities include the following clinical trials that have been or are expected to be initiated:

- An investigator-sponsored phase 2 clinical trial evaluating OGX-427 when administered with prednisone to patients with CRPC is ongoing. This randomized, controlled phase 2 clinical trial has recently completed enrollment at 74 patients who have minimally symptomatic or asymptomatic advanced prostate cancer and who have not yet received chemotherapy. This trial will also measure the direct effect of OGX-427 on prostate-specific antigen, or PSA, levels, time to progression by PSA or measurable disease, numbers of circulating tumor cells, or CTCs, and other relevant secondary endpoints. Preliminary data were presented at the American Society of Clinical Oncology, or ASCO, Genitourinary, or GU Symposium in February 2012 and at the ASCO Annual General Meeting in June 2012.
- An investigator-sponsored, controlled phase 2 study evaluating OGX-427 in combination with abiraterone acetate for the treatment of CRPC, is expected to begin enrollment in the second half of 2012. This trial will be supported in part by investigator grant funding.

Our current OGX-427 development activities for bladder cancer include the following clinical trials that have been initiated:

- A phase 2 clinical trial of OGX-427 in patients with metastatic bladder cancer is ongoing. The trial is currently enrolling up to 180 patients. The trial design is a three-arm, blinded, randomized phase 2 trial evaluating OGX-427 in combination with gemcitabine and cisplatin in the first-line metastatic setting. Each arm is currently enrolling approximately 60 patients; the trial has been initiated in sites throughout the United States, Canada and Europe. The trial will be conducted as an event-driven trial such that the final analysis will have 80% power to show a critical hazard ratio of approximately 0.66 to 0.71. This type of Phase 2 trial will allow us to better predict the potential size of and success for a phase 3 trial where a survival benefit will be the primary endpoint. We currently expect to complete patient accrual in the second half of 2013.
- An investigator-sponsored phase 1 clinical trial is ongoing to evaluate OGX-427 when administered directly into the bladder in patients with bladder cancer. The trial is currently enrolling up to 36 patients; it is designed to determine the safety and potential benefit of OGX-427 administered into the bladder using a catheter, which is known as intravesical instillation. In addition, the trial will measure the direct effect of OGX-427 on expression of Hsp27 in bladder tumor cells, as well as determine the pharmacokinetics and pharmacodynamics of OGX-427 when delivered by intravesical instillation. This clinical trial is being funded by the National Cancer Institute of Canada. We expect to complete patient accrual in the second half of 2012. Preliminary data were presented at the ASCO GU Symposium in February 2012.

---

## [Table of Contents](#)

Additional phase 2 investigator-sponsored studies evaluating OGX-427 in other malignancies are under development. Further details of these studies will be provided when the trials are initiated. Results of these studies may direct future company-sponsored trials in indications that show promising clinical benefits.

Available preliminary data from our ongoing phase 1 and phase 2 clinical trials as well as a completed phase 1 trial are as follows:

- Preliminary study results in our ongoing investigator-sponsored randomized phase 2 clinical trial (evaluating OGX-427 when administered in combination with prednisone to patients with CRPC) were presented at the ASCO GU Conference in February 2012 and at the ASCO Annual General Meeting in June 2012. The preliminary data showed a higher number of patients without disease progression at 12 weeks, and greater declines in PSA and CTCs with OGX-427 plus prednisone treatment compared to prednisone alone.
- Preliminary study results in our ongoing investigator-sponsored phase 1 clinical trial, evaluating OGX-427 when administered directly into the bladder in patients with superficial or muscle-invasive bladder cancer, demonstrated a trend towards decreased levels of Hsp27 and increased tumor cell death rates after intravesical treatment with OGX-427. Additionally, of the 15 patients treated with OGX-427, 33% had complete responses with no pathologic evidence of disease observed in post-surgical tissue after the four intravesical OGX-427 treatments. Preliminary data from this trial were presented at the ASCO GU Symposium in February 2012.
- OGX-427 has been evaluated in a phase 1 trial in patients with bladder, breast, prostate, ovarian, or NSCLC who have failed potentially curative treatments or for which a curative treatment does not exist. Final results of this phase 1 trial were presented during an oral presentation at the ASCO 2010 annual meeting. The phase 1 trial evaluated 36 patients treated with OGX-427 as a single agent and 12 patients with OGX-427 in combination with docetaxel who had failed up to six prior chemotherapy treatments. OGX-427 as a single agent administered weekly was evaluated at doses from 200 mg up to 1000 mg in five cohorts of approximately six patients in each cohort. Two further cohorts tested OGX-427 at the 800 and 1000 mg doses combined with docetaxel. Patients could receive up to ten 21-day cycles. OGX-427 was well tolerated both as a monotherapy and in combination with docetaxel. Most adverse events were mild (grade 1 or 2) and mainly occurred during the three “loading doses” given over nine days prior to weekly dosing. The most frequently reported adverse events in the OGX-427 monotherapy arms were infusion-related reactions and chills. The most frequently reported adverse events in the OGX-427 plus docetaxel arms were infusion-related reactions, chills, fatigue, diarrhea, pruritus, nausea, and back pain. Despite evaluating OGX-427 at very high doses, a maximum tolerated dose for OGX-427 was not reached in this trial. Thirty-three of 36 patients with prostate cancer had at least one post-baseline PSA evaluation. Three of 21 patients in the monotherapy cohorts had reductions in PSA greater than or equal to 30% as did 6 of 12 patients in the combination therapy cohorts. Six of seven patients with ovarian cancer had both baseline and post-baseline CA-125 measurements. All were treated with monotherapy. Three patients had a reduction of CA-125. Of particular interest was the decrease at all doses and in all diseases evaluated in the trial for both total CTCs and CTCs which were positive for Hsp27, Hsp27(+) CTCs. Recent studies have shown that the presence of CTCs in peripheral blood may be of prognostic significance for patients with solid tumors and patients with values of five CTCs or fewer are generally considered to have a more favorable prognosis.



---

## **Table of Contents**

For detailed information regarding OGX-427, refer to the discussion under headings “Our Product Candidates – OGX-427 – Current OGX-427 Development Activities” and “Our Product Candidates – OGX-427 – Summary of Results of OGX-427 Clinical Trials” included in our 2011 Annual Report on Form 10-K filed on March 8, 2012.

### *Product Candidates OGX-225*

OGX-225, an inhibitor of insulin growth factor binding proteins 2 and 5, is in preclinical development. We are currently evaluating various alternatives, including partnering, which would allow us to further the development of this preclinical asset.

### *Discontinued Program – CSP-9222*

CSP-9222 is the lead compound from a family of caspase activators. These novel, small molecules have been identified as activators of programmed cell death in preclinical models. During the first quarter of 2012, we decided to cease our previously disclosed efforts to develop directly, or through out-license, product candidate CSP-9222, and we do not plan on pursuing any further development efforts for CSP-9222 in the future. On March 30, 2012 we exercised our option to terminate our in-licensing agreement with Bayer HealthCare LLC for the development of this product candidate. As a result, effective 60 days from receipt of the notice of termination by Bayer, we no longer had any further obligations associated with CSP-9222.

### **Collaboration Revenue**

We recorded \$3.7 million of Collaboration Revenue in connection with our Collaboration Agreement with Teva in the six months ended June 30, 2012, as compared to \$3.1 million in the six months ended June 30, 2011. At June 30, 2012, an aggregate of \$15.4 million of the upfront collaboration payment was included in the balance sheet line item Current Deferred Collaboration Revenue, which we are recognizing as we incur direct and indirect development costs under the Collaboration Agreement. As the direct and indirect costs associated with the Clinical Development plan are incurred and the associated revenue is recognized, the Current Deferred Collaboration Revenue balance is reduced. Management currently expects that all remaining Current Deferred Collaboration Revenue will be recognized as Collaboration Revenue by the fourth quarter of 2012. Further, we are eligible to receive payments of up to \$370 million upon the achievement of developmental and commercial milestones set forth in the Collaboration Agreement. At present, we are unable to predict the timing or likelihood of such milestone payments, although we do not expect to receive any milestone payments from Teva in 2012. Moreover, Isis has disclosed in its SEC filings that it believes it is entitled to receive 30% of the up to \$370 million in milestone payments we may receive from Teva as part of the Collaboration Agreement. We disagree with their assessment but believe there may be some lesser payment obligation. See Note 3 of Notes to Consolidated Financial Statements included elsewhere in this Quarterly Report on Form 10-Q for further details on our collaboration with Teva.

### **Research and Development Expenses**

Research and development, or R&D, expenses consist primarily of costs for milestone payments to third parties, clinical trials, personnel, contract manufacturing, facilities, including salaries and benefits, regulatory activities, preclinical studies, and allocations of other R&D-related costs. External R&D expenses include fees paid to universities, hospitals and other entities that conduct certain R&D activities and that manufacture our product candidates for use in our clinical trials, such as fees related to patient treatment costs, clinical trial site costs, clinical research organization costs and contract manufacturing fees incurred for preclinical, clinical, manufacturing and regulatory activities associated with preparing the compounds for submissions of NDAs or similar regulatory filings to the FDA, EMA or other regulatory agencies outside the United States and Europe.

---

## **Table of Contents**

Currently, we manage our clinical trials through contract research organizations and independent medical investigators at their sites and at hospitals and expect this practice to continue. Through our clinical development programs, we are developing each of our product candidates in parallel for multiple disease indications. Due to the number of ongoing projects and our ability to utilize resources across several projects, we do not record or maintain information regarding the indirect operating costs incurred for our research and development programs on a program-specific basis. In addition, we believe that allocating costs on the basis of time incurred by our employees does not accurately reflect the actual costs of a project.

Under the Collaboration Agreement with Teva, we are required to spend \$30 million towards development of custirsen, which will include our personnel costs for certain development activities. Teva will fund all other expenses incurred pursuant to the Clinical Development Plan. We have incurred costs of \$3.5 million in 2009, \$4.9 million in 2010, \$3.3 million in 2011 and \$2.9 million in 2012, which have been applied against our \$30 million funding commitment, resulting in a remaining funding commitment of \$15.4 million at June 30, 2012. We expect aggregate full-time equivalent reimbursement of between \$1.5 and \$2.5 million annually from 2012 to 2013, which will be applied against our funding commitment, or reimbursed to us from Teva. We currently expect that we will incur all remaining costs associated with the Clinical Development Plan by the fourth quarter of 2012.

Several of our clinical trials have been supported by grant funding that was received directly by the hospitals and/or clinical investigators conducting the clinical trials, thereby allowing us to complete these clinical trials at a lower cost to us.

Several of our clinical trials are investigator-sponsored versus company-sponsored, thereby allowing us to complete these clinical trials at a lower cost to us.

Since our drug candidates are in of development, we cannot estimate completion dates for development activities or when we might receive material net cash inflows from our R&D projects, if ever.

Our projects or intended R&D activities may be subject to change from time to time as we evaluate our R&D priorities and available resources.

We expect our R&D expenses to increase in 2012 and into the future, likely significantly, as we further expand development of custirsen, OGX-427 and our other programs. Our programs or anticipated programs may be subject to change from time to time as we evaluate our R&D priorities and available resources.

### **General and Administrative Expenses**

General and administrative, or G&A, expenses consist primarily of salaries and related costs for our personnel in executive, business development, human resources, external communications, finance and other administrative functions, as well as consulting costs, including market research and business consulting, and intellectual property. Other costs include professional fees for legal and auditing services, insurance and facility costs. While we believe that G&A resources are sufficient to carry on existing development activities, we anticipate that G&A expenses will increase in the future as we continue to expand our operating activities.

## [Table of Contents](#)

### Excess Lease Liability

On August 21, 2008, Sonus Pharmaceuticals, Inc. (“Sonus”) completed a transaction (“the Arrangement”) with OncoGenex Technologies Inc., (“OncoGenex Technologies”) whereby Sonus acquired all of the outstanding preferred shares, common shares and convertible debentures of OncoGenex Technologies. Sonus then changed its name to OncoGenex Pharmaceuticals, Inc. Prior to the Arrangement, Sonus entered into a non-cancellable lease arrangement for office space located in Bothell, Washington, which is considered to be in excess of the Company’s current requirements. The Company is currently in the process of evaluating opportunities to exit or sublet portions of the leased space. The estimated value of the liability remaining with respect to excess facilities was \$7.0 million as of December 31, 2011. In the six months ended June 30, 2012, with respect to excess facilities, \$0.3 million was amortized into income resulting in a remaining liability of \$6.7 million at June 30, 2012. The liability is computed as the present value of the difference between the remaining lease payments due less the estimate of net sublease income and expenses and has been accounted for in accordance with the then effective EITF No. 95-3, “Recognition of Liabilities in Connection with a Purchase Business Combination.” This represents the Company’s best estimate of the liability. Subsequent changes in the liability due to changes in estimates of sublease assumptions are recognized as adjustments to excess lease charges in future periods.

### Results of Operations

*Three Months Ended June 30, 2012 Compared to the Three Months Ended June 30, 2011*

#### Revenue

Revenue for the three months ended June 30, 2012 increased to \$2.4 million, from \$1.9 million for the three months ended June 30, 2011. The increase in 2012 as compared to 2011 was due to an increase in revenue earned through our strategic collaboration with Teva, as a result of the clinical development activities associated with the AFFINITY trial which we plan to initiate later this year. Collaboration revenue for the three months ended June 30, 2012 includes recognition of \$1.9 million from the \$30.0 million upfront payment and \$0.5 million included in Amounts Receivable related to reimbursable costs.

#### Research and Development Expenses

Our research and development expenses for our clinical development programs as of the three months ended June 30, 2012 and 2011 are as follows (in thousands):

	Three months ended	
	June 30,	
	2012	2011
Clinical development programs:		
Custirsen	\$ 2,034	\$ 1,718
OGX-427	\$ 2,214	\$ 1,357
Other research and development	\$ 2,078	\$ 2,334
Total research and development expenses	\$ 6,326	\$ 5,409

---

## Table of Contents

R&D expenses for the three months ended June 30, 2012 increased to \$6.3 million from \$5.4 million in the three months ended June 30, 2011. The increase in 2012 as compared to 2011 was due primarily to higher clinical study expenses associated with patient enrollment in our clinical trial evaluating OGX-427 in combination with initial chemotherapy in patients with metastatic bladder cancer, the startup of the AFFINITY trial and employee expenses, including stock-based compensation expense. These increases were partially offset by lower manufacturing costs related to the timing of OGX-427 manufacturing runs and lower preclinical expenses. Certain costs for the custirsen phase 3 clinical trials are applied against the non-refundable upfront payments received from Teva in December 2009, while costs unassociated with the AFFINITY trial, such as manufacturing costs and compensation for work performed by our employees on the SYNERGY trial are reimbursable from Teva on a cash basis. We expect R&D expenses to increase as we further develop our proprietary product candidates.

### *General and Administrative Expenses*

G&A expenses for the three months ended June 30, 2012 increased to \$2.0 million from \$1.5 million in the three months ended June 30, 2011 due to higher employee expenses, including stock-based compensation expenses, offset by higher accounting charge on excess facilities in the six months ended June 30, 2012 as compared to the same period in 2011.

### *Interest Income / (Expense)*

Interest income for the three months ended June 30, 2012 increased to \$91,000 from \$63,000 for the three months ended June 30, 2011 due to higher balances of interest-bearing securities in the second quarter of 2012, due to the receipt of funds resulting from the financing completed in March 2012, as compared to 2011.

### *Other Income / (Expense)*

Other expense for the three months ended June 30, 2012 increased to \$6,000 from \$87,000 in income for the three months ended June 30, 2011 due to higher foreign exchange losses.

### *Gain / (Loss) on Warrants*

We recorded a \$1.6 million gain on revaluation of the warrants in the three months ended June 30, 2012 which is included on our consolidated statement of comprehensive loss (income) as gain (loss) on warrants. We revalue the warrants at each balance sheet date to fair value. If unexercised, the warrants will expire in October 2015. We recorded a \$1.7 million loss on revaluation of the warrants in the three months ended June 30, 2011.

### *Six Months Ended June 30, 2012 Compared to the Six Months Ended June 30, 2011*

#### *Revenue*

Revenue for the six months ended June 30, 2012 increased to \$3.7 million, from \$3.1 million for the six months ended June 30, 2011. The increase in 2012 as compared to 2011 was due to an increase in revenue earned through our strategic collaboration with Teva, as a result of the clinical development activities associated with the AFFINITY trial. Collaboration revenue for the six months ended June 30, 2012 includes recognition of \$2.9 million from the \$30.0 million upfront payment and \$0.8 million through collaborative research, \$0.5 million of which is included in Amounts Receivable.

## Table of Contents

### *Research and Development Expenses*

Our research and development expenses for our clinical development programs as of the six months ended June 30, 2012 and 2011 are as follows (in thousands):

	Six months ended	
	June 30,	
	2012	2011
Clinical development programs:		
Custirsen	\$ 2,923	\$ 2,727
OGX-427	\$ 4,338	\$ 3,604
Other research and development	\$ 4,147	\$ 3,931
<b>Total research and development expenses</b>	<b>\$11,408</b>	<b>\$10,262</b>

R&D expenses for the six months ended June 30, 2012 increased to \$11.4 million from \$10.3 million in the six months ended June 30, 2011. The increase in 2012 as compared to 2011 was due primarily to higher clinical study expenses associated with patient enrollment in our Phase 2 clinical trial evaluating OGX-427 in patients with metastatic bladder cancer, the startup of the AFFINITY trial and employee expenses, including stock-based compensation expense. These increases were partially offset by lower manufacturing costs related to the timing of OGX-427 manufacturing runs. Certain costs for the custirsen phase 3 clinical trials are applied against the non-refundable upfront payments received from Teva in December 2009, while costs unassociated with the AFFINITY trial, such as manufacturing costs and compensation for work performed by our employees on the SYNERGY trial are reimbursable from Teva on a cash basis. We expect R&D expenses to increase as we further develop our proprietary product candidates.

### *General and Administrative Expenses*

G&A expenses for the six months ended June 30, 2012 increased to \$3.8 million from \$3.0 million in the six months ended June 30, 2011 due to higher employee expenses, including stock-based compensation expenses, offset by higher accounting charge on excess facilities in the six months ended June 30, 2012 as compared to the same period in 2011.

### *Interest Income / (Expense)*

Interest income for the six months ended June 30, 2012 increased to \$141,000 from \$119,000 for the six months ended June 30, 2011 due to higher balances of interest-bearing securities in the second quarter of 2012, due to the receipt of funds resulting from the financing completed in March 2012, as compared to 2011.

### *Other Income / (Expense)*

Other income for the six months ended June 30, 2012 decreased to \$17,000 from \$83,000 for the six months ended June 30, 2011 due to lower foreign exchange gains.

### *Gain / (Loss) on Warrants*

We recorded a \$0.2 million gain on revaluation of the warrants in the six months ended June 30, 2012 which is included on our consolidated statement of comprehensive loss (income) as gain (loss) on warrants. We revalue the warrants at each balance sheet date to fair value. If unexercised, the warrants will expire in October 2015. We recorded a \$0.4 million gain on revaluation of the warrants in the six months ended June 30, 2011.

---

## [Table of Contents](#)

### **Liquidity and Capital Resources**

We have incurred an accumulated deficit of \$91.8 million through June 30, 2012, and we expect to incur substantial and increasing additional losses in the future as we expand our R&D activities and other operations, as more fully described below. We have not generated any revenue from product sales to date, and we do not expect to generate product sales revenue for several years, if ever. In the six months ended June 30, 2012, we generated \$3.7 million in Collaboration Revenue from the Collaboration Agreement with Teva.

In March 2012 we completed a public offering of 4,789,750 shares of our common stock at a purchase price of \$12.00 per share. The total net proceeds to us from the public offering and exercise of the overallotment option, after deducting underwriting discounts and commissions and other offering expenses from the sale of the shares were approximately \$53.8 million.

All of our operations to date have been funded through the sale of our equity securities and payments received from Teva. As of June 30, 2012, our cash, cash equivalents, and short-term investments increased to \$97.6 million in the aggregate from \$64.9 million as of December 31, 2011.

Based on our current expectations, we believe our capital resources at June 30, 2012 will be sufficient to fund our currently planned operations into 2015. Our currently planned operations are set forth below under the heading "Operating Capital and Capital Expenditure Requirements."

### **Cash Flows**

#### *Cash Used in Operations*

For the six months ended June 30, 2012, net cash used in operating activities increased to \$21.1 million, from \$9.6 million in cash used in operations in the six months ended June 30, 2011. The increase in cash used in operations is primarily attributable to our cuspis phase 3 clinical trial costs associated with the AFFINITY trial, OGX-427 clinical trial costs, and higher employee expenses.

#### *Cash Provided by Financing Activities*

For the six months ended June 30, 2012, net cash provided by financing activities increased to \$53.9 million from \$0.1 million in the six months ended June 30, 2011. Net cash provided by financing activities in the six months ended June 30, 2012 was primarily attributable to the net proceeds we received from the public offering of our common stock that closed in March 2012. All net cash provided by financing activities in the six months ended June 30, 2011 was the result of proceeds from the issuance of common shares on stock option exercises.

#### *Cash Used/Provided by Investing Activities*

Net cash used in investing activities for the six months ended June 30, 2012 was \$47.5 million compared with \$7.0 million in cash provided by investment activities the six months ended June 30, 2011. Net cash used in investing activities in the six months ended June 30, 2012 was due to transactions involving marketable securities in the normal course of business and partially attributable to recent proceeds from financing. Net cash provided by investing activities in the six months ended June 30, 2011 was due to transactions involving marketable securities in the normal course of business.

---

## [Table of Contents](#)

### **Operating Capital and Capital Expenditure Requirements**

We also believe that our cash, cash equivalents, short-term investments and receivables from Teva will be sufficient to fund our currently planned operations into 2015 including:

- completing the SYNERGY trial, a phase 3 clinical trial that is evaluating a survival benefit for custirsen in combination with docetaxel as first-line chemotherapy in approximately 1,000 patients with CRPC, which is expected to complete patient accrual in the second half of 2012;
- initiating and enrolling patients in the AFFINITY trial, a phase 3 clinical trial that is evaluating a survival benefit for custirsen in combination with cabazitaxel as second-line chemotherapy in approximately 630 patients with CRPC, which is expected to be initiated in 2012;
- initiating and enrolling patients in the ENSPIRIT trial, a phase 3 clinical trial that will evaluate a survival benefit for custirsen in combination with docetaxel as second-line chemotherapy in approximately 1,100 patients with NSCLC, which is expected to be initiated in 2012;
- completing an investigator-sponsored phase 2 clinical trial evaluating OGX-427 treatment in combination with prednisone in patients with prostate cancer who have not received chemotherapy;
- completing an investigator-sponsored phase 1 clinical trial evaluating OGX-427 when administered directly into the bladder in patients with superficial or muscle-invasive bladder cancer, which was initiated in August 2009;
- completing enrollment in a phase 2 clinical trial evaluating OGX-427 in combination with standard first-line chemotherapy in approximately 180 patients with metastatic bladder cancer;
- initiating and enrolling a phase 2 clinical trial evaluating OGX-427 treatment in combination with abiraterone acetate in patients with prostate cancer; and
- initiating other additional clinical trials evaluating OGX-427.

As of June 30, 2012, we have a remaining commitment to fund \$15.4 million towards the three phase 3 trials of custirsen, while Teva is required to fund all additional expenses under the clinical development plan. While we currently have sufficient operating capital to fund our currently planned operations through the release of final data from the SYNERGY trial, the final results from the AFFINITY and ENSPIRIT phase 3 trials may be released at a date that is beyond the period for which we currently project we have available cash resources. In addition, if we were to conduct development activities with respect to our other product candidates beyond those development activities mentioned in the list above, including with respect to OGX-225, we would require additional funding to support such operations. If we need to extend our cash availability, or to conduct any such currently unplanned development activities, we would seek such necessary funding through the licensing or sale of certain of our product candidates, by executing a partnership or collaboration agreement, or through private or public offerings of our equity or debt.

Our future capital requirements will depend on many factors, including:

- timing, costs and results of clinical trials, preclinical development and regulatory approvals;
- success of custirsen including achieving milestones and royalties;
- maintaining our relationship with Teva and Teva's ongoing level of focus and efforts to develop custirsen;
- timing, costs and results of drug discovery and R&D;

## Table of Contents

- entering into new collaborative or product license agreements for products in our pipeline;
- our ability to obtain additional funding through a partnership or collaboration agreement with a third party or licenses of certain of our product candidates, or through private or public offerings of our equity or debt; and
- costs related to obtaining, defending and enforcing patents.

### **Off-Balance Sheet Arrangements**

We do not have any off-balance sheet financing arrangements at June 30, 2012.

### **Inflation**

We do not believe that inflation has had a material impact on our business and operating results during the periods presented.

### **Contingencies and Commitments**

We previously disclosed certain contractual obligations and contingencies and commitments relevant to us within the financial statements and Management Discussion and Analysis of Financial Condition and Results of Operations in our Annual Report on Form 10-K for the year ended December 31, 2011, as filed with the SEC on March 8, 2012. There have been no material changes to our "Contractual Obligations" table in Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" of our 2011 Form 10-K. For more information regarding our current contingencies and commitments, see note 7 to the financial statements included above.

### **Material Changes in Financial Condition**

	June 30, 2012	December 31, 2011
	\$	\$
(In thousands)		
Total assets	108,017	68,015
Total liabilities	33,302	37,125
Shareholders' equity	74,715	30,890

The increase in assets from December 31, 2011 was primarily due to increased cash, cash equivalents and marketable securities resulting from the financing completed in March 2012. The decrease in liabilities from December 31, 2011 relates predominantly to the recognition of deferred Collaboration Revenue and the amortization of excess lease-related liabilities.

### **Critical Accounting Policies and Estimates**

The preparation of financial statements in accordance with GAAP requires management to make estimates and assumptions that affect reported amounts and related disclosures. We have discussed those estimates that we believe are critical and require the use of complex judgment in their application in our 2011 Form 10-K filed with the SEC on March 8, 2012. Since the date of our 2011 Form 10-K, we have changed the method for estimating the volatility of our stock options and warrants. Previously, the computation of expected volatility of the Company's stock options and warrants was based on the historical volatility of comparable companies from a representative peer group selected based on industry and market capitalization because of the lack of sufficient share price data following the reverse takeover of Sonus in 2008. As the Company has concluded that it now has sufficient historical share price data to estimate the volatility of the Company's stock options and warrants, the expected volatility is now based on the historical market volatility of the Company's shares. There have been no other material changes to our critical accounting policies or the methodologies or assumptions we apply under them.



---

## [Table of Contents](#)

### **New Accounting Standards**

See Note 2, "Accounting Policies," of the consolidated financial statements for information related to the adoption of new accounting standards in 2012, none of which had a material impact on our financial statements, and the future adoption of recently issued accounting standards, which we do not expect to have a material impact on our financial statements.

### **Item 3. Quantitative and Qualitative Disclosures About Market Risk**

#### **Interest Rate Risk**

Interest rate risk is the risk that the fair values and future cash flows of financial instruments will fluctuate because of the changes in market interest rates. We invest our cash in a variety of financial instruments, primarily in short-term bank deposits, money market funds, and domestic and foreign commercial paper and government securities. These investments are denominated in U.S. dollars, and we monitor our exposure to interest rate changes is monitored. We have very limited interest rate risk due to the few assets or liabilities subject to fluctuations in interest rates. Our investment portfolio includes only marketable securities with active secondary or resale markets to help ensure portfolio liquidity. Due to the nature of our highly liquid marketable securities, a change in interest rates would not materially change the fair market value. We have estimated the effect on our portfolio of a hypothetical increase in interest rates by one percent to be a reduction of \$141,000 in the fair value of our investments as of June 30, 2012.

#### **Foreign Currency Exchange Risk**

We are exposed to risks associated with foreign currency transactions on certain contracts and payroll expenses related to our Canadian subsidiary, OncoGenex Technologies, denominated in Canadian dollars and we have not hedged these amounts. As our unhedged foreign currency transactions fluctuate, our earnings might be negatively affected. Accordingly, changes in the value of the U.S. dollar relative to the Canadian dollar might have an adverse effect on our reported results of operations and financial condition, and fluctuations in exchange rates might harm our reported results and accounts from period to period. We have estimated the effect on our reported results of operations of a hypothetical increase of 10 percent in the exchange rate of the Canadian dollar against the U.S. dollar to be \$50,000 for the six months ended June 30, 2012.

### **Item 4. Controls and Procedures**

#### **Evaluation of Disclosure Controls and Procedures**

We maintain disclosure controls and procedures that are designed to ensure that material information required to be disclosed in our periodic reports filed or submitted under the Securities Exchange Act of 1934, as amended, or the Exchange Act, is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. Our disclosure controls and procedures are also designed to ensure that information required to be disclosed in the reports we file or submit under the Exchange Act are accumulated and communicated to our management, including our principal executive officer and principal financial officer as appropriate, to allow timely decisions regarding required disclosure.

During the quarter ended June 30, 2012, we carried out an evaluation, under the supervision and with the participation of our management, including the principal executive officer and the principal financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rules 13a-15(c) and 15d-15(e) under the Exchange Act. Based upon that evaluation, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures were effective, as of the end of the period covered by this report.

---

[Table of Contents](#)

**Changes in Internal Control Over Financial Reporting**

We have not made any changes to our internal control over financial reporting (as defined in Rule 13a-15(f) and 15d-15(f) under the Exchange Act) during the quarter ended June 30, 2012 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**Limitations on Effectiveness of Controls**

Our management does not expect that our disclosure controls and procedures or our internal controls will prevent all errors and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within our company have been detected.

---

[Table of Contents](#)

**PART II. OTHER INFORMATION**

**Item 1A. Risk Factors**

**Risks Related to Our Business**

*Investing in our common stock involves a high degree of risk. You should consider carefully the risks and uncertainties described below, together with all of the other information contained in this Quarterly Report on Form 10-Q, before deciding to invest in our common stock. If any of the following risks materialize, our business, financial condition, results of operation and future prospects will likely be materially and adversely affected. In that event, the market price of our common stock could decline and you could lose all or part of your investment.*

**Risks Related to Our Business**

*We have incurred losses since inception and anticipate that we will continue to incur losses for the foreseeable future. We have never had any products available for commercial sale and we may never achieve or sustain profitability.*

We are a clinical-stage biopharmaceutical company, are not profitable, have incurred losses in each year since our inception and do not expect to become profitable in the foreseeable future. We have never had any products available for commercial sale and we have not generated any revenue from product sales nor do we anticipate that we will generate revenue from product sales in the foreseeable future. Our only revenue to date has been Collaboration Revenue under our Collaboration Agreement with Teva. We have not yet submitted any products for approval by regulatory authorities and we continue to incur research and development and general and administrative expenses related to our operations. We expect to continue to incur losses for the foreseeable future, and we expect these losses to increase as we continue our research activities and conduct development of, and seek regulatory approvals for, our product candidates, and prepare for and begin to commercialize any approved products. If our product candidates fail in clinical trials or do not gain regulatory approval, or if our product candidates do not achieve market acceptance, we may never become profitable. Even if we achieve profitability in the future, we may not be able to sustain profitability in subsequent periods.

*Our clinical trials may be suspended or terminated at any time, including by the FDA, other regulatory authorities, the Institutional Review Board overseeing the clinical trial at issue, by a clinical trial site or investigator, by Teva in the case of custirsen, or by us. Any failure or significant delay in completing clinical trials for our product candidates could materially harm our financial results and the commercial prospects for our product candidates.*

We do not know whether any of our currently planned clinical trials for custirsen or OGX-427 will proceed or be completed on schedule, if at all, or, with respect to our other product candidates, whether we will be able to initiate any future preclinical studies or clinical trials, as applicable, beyond those currently planned. The completion or commencement of future preclinical studies or clinical trials could be substantially delayed or prevented by several factors, including:

- limited number of, and competition for, suitable patients with the particular types of cancer required for enrollment in our clinical trials;
- limited number of, and competition for, suitable sites to conduct clinical trials;
- decrease in Teva's level of focus and efforts to develop custirsen;
- introduction of new product candidates to the market in therapeutic areas similar to those that we are developing for our product candidates;

## Table of Contents

- concurrent evaluation of new investigational product candidates in therapeutic areas similar to those that we are developing for our product candidates;
- delay or failure to obtain the FDA's or non-U.S. regulatory agencies' approval or agreement to commence a clinical trial, including our phase 3 or registration clinical trials or amendment of those trials under a special protocol assessment;
- delay or failure to obtain required future additional funding, when needed, through private or public offerings of our equity securities, debt financings, or the execution of a licensing, partnership or collaboration agreement with a third party for any of our product candidates;
- delay or failure to obtain sufficient manufacturing supply of custirsen or OGX-427;
- delay or failure to obtain sufficient supplies of any of our product candidate for our clinical trials;
- delay or failure to reach agreement on acceptable clinical trial agreement terms or clinical trial protocols with prospective sites or investigators;
- delay or failure to obtain the approval of the Institutional Review Board to conduct a clinical trial at a prospective site; and
- our decision to alter the development strategy for one or more clinical or preclinical products.

The completion of our clinical trials currently in progress could also be substantially delayed or prevented by several factors, including:

- slower than expected rates of patient recruitment and enrollment;
- failure of patients to complete the clinical trial;
- unforeseen safety issues;
- lack of efficacy evidenced during clinical trials;
- termination of our clinical trials by one or more clinical trial sites, investigators, IRB's, data safety monitoring boards, or FDA;
- inability or unwillingness of patients or medical investigators to follow clinical trial protocols;
- inability to monitor patients adequately during or after treatment;
- introduction of competitive products that may impede our ability to retain patients in clinical trials;
- delay or failure to obtain sufficient manufacturing supply of custirsen or OGX-427; and
- delay or failure to obtain future additional funding through private or public offerings of our equity securities, debt financings, or the execution of a licensing, partnership or collaboration agreement with a third party for any of our product candidates in the event of material unforeseen costs relating to our clinical trials currently in progress.

***We depend on our collaborative relationship with Teva to further develop and commercialize custirsen, and if our relationship is not successful or is terminated, we may not be able to effectively develop and/or commercialize custirsen, which would have a material adverse effect on our business.***

We depend on Teva to collaborate with us to develop and globally commercialize custirsen. Furthermore, under the Collaboration Agreement, we and Teva must agree on any changes to the Clinical Development Plan for custirsen. As a result of our dependence on Teva, the eventual success or commercial viability of custirsen is largely beyond our control. The financial returns to us, if any, under the Collaboration Agreement depend in large part on the achievement of development and commercialization milestones, plus a share of any revenue from sales. Therefore, our success, and any associated financial returns to us and our investors, will depend in large part on Teva's performance under the Collaboration Agreement. We are subject to a number of additional specific risks associated with our dependence on our collaborative relationship with Teva, including:

- adverse decisions by Teva or the Joint Steering Committee regarding the development and commercialization of custirsen;
- possible disagreements as to the timing, nature and extent of our development plans, including clinical trials or regulatory approval strategy;
- loss of significant rights if we fail to meet our obligations under the Collaboration Agreement;
- our limited control over clinical trials of custirsen;

---

## Table of Contents

- changes in key management personnel at Teva, including in members of the Joint Steering Committee; and
- possible disagreements with Teva regarding the Collaboration Agreement, sharing of costs for clinical trials or ownership of proprietary rights.

If we and Teva are unable to reach an agreement under the Clinical Development Plan, or if either we or Teva fail to perform our respective obligations or effectively manage our relationship, any clinical trial, regulatory approval or development progress could be significantly delayed or halted, could result in costly or time-consuming litigation or arbitration and could have a material adverse effect on our business.

Decisions by Teva to either reduce or eliminate its participation in the oncology field, to emphasize other competitive agents currently in its portfolio, or to add additional competitive agents to its portfolio could result in a decision to terminate the Collaboration Agreement, in which event, among other things, we may be responsible for paying any remaining costs of all three phase 3 clinical trials. Any such termination could adversely affect the timing and extent of our development and commercialization activities, which could cause significant delays and funding shortfalls for those activities and seriously harm our business.

***We are highly dependent on the success of our lead product candidate, custirsen, and we cannot give any assurance that custirsen, or any of our other product candidates, will receive regulatory approval or will be successfully commercialized.***

Custirsen has been evaluated in five phase 2 clinical trials, the results of which were previously disclosed. If competitive products developed by third parties show significant benefit in the cancer indications in which we are developing our product candidates, any planned supportive or primary registration trials may be delayed, altered or not initiated and custirsen may never receive regulatory approval. In order to market custirsen, we and Teva must, among other things, conduct additional clinical trials, including phase 3 or registration clinical trials, to demonstrate safety and efficacy. We have one ongoing registration trial with custirsen in patients with CRPC. In the second half of 2012, we plan to initiate an additional registration trial in patients with NSCLC and a second trial, referred to as the AFFINITY trial, in combination with cabazitaxel as second-line chemotherapy in patients with CRPC. OGX-427 has been evaluated in humans, although we have very limited safety data and have not yet established efficacy in humans. Additional clinical trials will be required for OGX-427 to establish the safety and efficacy of this product candidate. OGX-225 has not been tested in humans. Our preclinical testing of these product candidates may not be successful and we may not be able to clinically evaluate them. Our clinical development programs for our product candidates may not receive regulatory approval either if such product candidates fail to demonstrate that they are safe and effective in clinical trials and consequently fail to obtain necessary approvals from the FDA, or similar non-U.S. regulatory agencies, or if we have inadequate financial or other resources to advance these product candidates through the clinical trial process. Any failure to obtain regulatory approval of custirsen or our other product candidates could have a material and adverse effect on our business.

***Clinical trials may not demonstrate a clinical benefit of our product candidates.***

Positive results from preclinical studies and early clinical trials, including those results from the custirsen or OGX -427 clinical trials conducted to date, should not be relied on as evidence that later-stage or large-scale clinical trials will succeed. We will be required to demonstrate with substantial evidence through well-controlled clinical trials that our product candidates are safe and effective for use in a diverse population before we can seek regulatory approvals for their commercial sale. Success in early clinical trials does not mean that future clinical trials will be successful because product candidates in later-stage clinical trials may fail to demonstrate sufficient safety and efficacy to the satisfaction of the FDA and other non-U.S. regulatory authorities despite having progressed through initial clinical trials. Further, preliminary results from our clinical trials may not be confirmed in final data, or may change materially.

---

## Table of Contents

Even after the completion of our planned phase 3 clinical trials, the FDA or other non-U.S. regulatory authorities may disagree with our clinical trial design and our interpretation of data, and may require us to conduct additional clinical trials to demonstrate the efficacy of our product candidates.

***We rely on third parties to manufacture and supply our product candidates and other agents used in our clinical trials. A decrease in the availability or quality of any of these products or agents could increase clinical trial costs, delay or halt clinical development or regulatory approval of our product candidates or commercialization of our future product candidates, resulting in additional losses and depriving us of potential product revenue.***

We do not own or operate manufacturing facilities, and we depend on third-party contract manufacturers for production of all of our product candidates and rely on other companies and their manufacturers for other agents used in all of our clinical trials. We lack the resources and the capability to manufacture any of our product candidates ourselves. To date, our product candidates have been manufactured in limited quantities for preclinical studies and clinical trials. All active pharmaceutical ingredient, or API, and drug product for custirsen and OGX-427 has been manufactured for us by third parties pursuant to a purchase order or short-term contract that has been fulfilled.

If, in the future, one of our product candidates is approved for commercial sale, we, or a pharmaceutical partner that has licensed such product candidate, will need to manufacture that product candidate in commercial quantities. We cannot provide assurance that the third-party manufacturers with which we have contracted in the past will have sufficient capacity to satisfy our future manufacturing needs, that we will be able to negotiate additional purchases of API or drug product from these or alternative manufacturers on terms favorable to us, if at all, or that a pharmaceutical partner that has licensed such product candidate will have sufficient capacity or expertise to satisfy future needs.

Third-party manufacturers may fail to perform under their contractual obligations, or may fail to deliver the required commercial quantities of bulk API or finished drug product on a timely basis and at commercially reasonable prices. We have experienced manufacturing quality issues resulting in an unusable lot of product candidate. Any performance failure on the part of our contract manufacturers could delay clinical development or regulatory approval of our product candidates or commercialization of our future product candidates, depriving us of potential product revenue and resulting in additional losses. If we are required to identify and qualify an alternate manufacturer, we may be forced to delay or suspend our clinical trials, regulatory submissions, required approvals or commercialization of our product candidates, which may cause us to incur higher costs and could prevent us from commercializing our product candidates successfully. If we are unable to find one or more replacement manufacturers capable of production at a reasonably favorable cost, in adequate volumes, of adequate quality, and on a timely basis, we would likely be unable to meet demand for our product candidates and our clinical trials could be delayed or we could lose potential revenue. Our ability to replace an existing API manufacturer may be difficult because the number of potential manufacturers is limited to approximately five manufacturers, and the FDA must inspect any replacement manufacturer and review information related to product produced at the manufacturer before they can begin manufacturing our product candidates. It may be difficult or impossible for us to identify and engage a replacement manufacturer on acceptable terms in a timely manner, if at all. We expect to continue to depend on third-party contract manufacturers for the foreseeable future.

Our product candidates require precise, high-quality manufacturing. Any of our contract manufacturers will be subject to ongoing periodic unannounced inspection by the FDA and non-U.S. regulatory authorities to ensure strict compliance with current Good Manufacturing Practices, or cGMP, and other applicable government regulations and corresponding standards. If our contract manufacturers fail to achieve and maintain high manufacturing standards in compliance with cGMP regulations, we may experience manufacturing errors resulting in patient injury or death, product recalls or withdrawals, delays or interruptions of production or failures in product testing or delivery, delay or prevention of filing or approval of marketing applications for our product candidates, cost overruns or other problems that could seriously affect our business.

Significant manufacturing scale-up may require additional validation studies, which the FDA must review and approve. Additionally, any third-party manufacturers we retain to manufacture our product candidates on a commercial scale must pass an FDA pre-approval inspection for conformance to cGMP regulations before we can obtain approval of our product candidates. If we are unable to successfully increase the manufacturing capacity for a product candidate in conformance with cGMP regulations, the regulatory approval or commercial launch of any related products may be delayed or there may be a shortage in supply.

We also rely on third-parties for the provision of other agents used in our clinical trials, and in some circumstances these agents are provided to us at no cost. We have no assurance that these third-parties will continue to provide their products to us at no cost.

---

## **Table of Contents**

***Our product candidates may cause undesirable and potentially serious side effects during clinical trials that could delay or prevent their regulatory approval or commercialization.***

Since patients in our clinical trials have advanced stages of cancer, we expect that additional adverse events, including serious adverse events, will occur.

Undesirable side effects caused by any of our product candidates could cause us or regulatory authorities to interrupt, delay or halt clinical trials and could result in the denial of regulatory approval by the FDA or non-U.S. regulatory authorities for any or all targeted indications. This, in turn, could prevent us from commercializing our product candidates and generating revenue from their sale. In addition, if our product candidates receive marketing approval and we or others later identify undesirable side effects caused by the product:

- Teva may elect to terminate the ongoing clinical trials and cease development of custirsen;
- regulatory authorities may withdraw their approval of the product;
- we may be required to recall the product, change the way the product is administered, conduct additional clinical trials or change the labeling of the product;
- a product may become less competitive and product sales may decrease; and
- our reputation may suffer.

Any one or a combination of these events could prevent us from achieving or maintaining market acceptance of the affected product or could substantially increase the costs and expenses of commercializing the product, which in turn could delay or prevent us from generating significant revenue from the sale of the product. Recent events have raised questions about the safety of marketed drugs and may result in increased cautiousness by the FDA in reviewing new drugs based on safety, efficacy or other regulatory considerations and may result in significant delays in obtaining regulatory approvals, additional clinical trials being required, or more stringent product labeling requirements. Any delay in obtaining, or the inability to obtain, applicable regulatory approvals would prevent us from commercializing our product candidates.

***We rely, in part, on third parties to conduct clinical trials for our product candidates and plan to rely on third parties to conduct future clinical trials. If these third parties do not successfully carry out their contractual duties or meet expected deadlines, we may be unable to obtain regulatory approval for or commercialize our current and future product candidates.***

To implement our product development strategies, we rely on third parties, such as collaborators, contract research organizations, medical institutions, clinical investigators and contract laboratories, to conduct clinical trials of our product candidates. In particular, we will have limited control over the two custirsen phase 3 trials over which Teva will have primary oversight. Although we rely on third parties to conduct our clinical trials, we are responsible for ensuring that each of our clinical trials is conducted in accordance with our investigational plan and protocol. Moreover, the FDA and non-U.S. regulatory authorities require us to comply with regulations and standards, commonly referred to as Good Clinical Practices, or GCPs, for conducting, monitoring, recording and reporting the results of clinical trials to ensure that the data and results are scientifically credible and accurate and that the clinical trial subjects are adequately informed of the potential risks of participating in clinical trials. Our reliance on third parties does not relieve us of these responsibilities and requirements. If the third parties conducting our clinical trials do not perform their contractual duties or obligations, do not meet expected deadlines or need to be replaced, or if the quality or accuracy of the clinical data they obtain is compromised due to the failure to adhere to GCPs or for any other reason, we may need to enter into new arrangements with alternative third parties and our clinical trials may be extended, delayed or terminated. In addition, a failure by such third parties to perform their obligations in compliance with GCPs may cause our clinical trials to fail to meet regulatory requirements, which may require us to repeat our clinical trials.

---

## Table of Contents

***If our competitors develop and market products that are more effective, safer or less expensive than our future product candidates, our clinical trials and commercial opportunities will be negatively affected.***

The life sciences industry is highly competitive, and we face significant competition from many pharmaceutical, biopharmaceutical and biotechnology companies that are researching and marketing products designed to address cancer indications for which we are currently developing products or for which we may develop products in the future. For example, cabazitaxel and abiraterone acetate were recently approved by the FDA for the treatment of patients with CRPC. Also, MDV3100 and alparadin have demonstrated meaningful improvement in phase 3 trials. We are aware of several other companies which are developing therapeutics that seek to promote tumor cell death. Any products we may develop in the future are also likely to face competition from other drugs and therapies. Many of our competitors have significantly greater financial, manufacturing, marketing and drug development resources than we do. Large pharmaceutical companies, in particular, have extensive experience in clinical testing and in obtaining regulatory approvals for drugs. These companies also have significantly greater research and marketing capabilities than we do. In addition, many universities and private and public research institutes are, or may become, active in cancer research, and develop products that may directly compete with ours. If our competitors market products that are more effective, safer or less expensive than our future product candidates, if any, or that reach the market sooner than our future product candidates, if any, we may not achieve commercial success.

***If new therapies become broadly used, we may need to conduct clinical trials of our product candidates in combination with these new therapies to demonstrate safety and efficacy of the combination. Additional trials will delay the development of our product candidates and increase our costs. The failure of certain of our product candidates to work in combination with these new therapies would have an adverse effect on our business.***

Our intention is to combine certain of our product candidates with therapies that are broadly used by clinicians and considered highly effective. As new therapies are developed, we will need to assess these therapies to determine whether to conduct clinical trials of our product candidates in combination with them to demonstrate safety and efficacy of the combination. If we determine that it is appropriate to conduct additional clinical trials of our product candidates in combination with these new therapies, the development of our product candidates will be delayed and our costs will be increased. If these clinical trials generate safety concerns or lack of efficacy, our business would be adversely affected.

If our product candidates are approved in combination with a specific therapy that is broadly used and that therapy is displaced by another product, the market for our product candidate may decrease.



---

## Table of Contents

*Because we depend on financing from third parties for our operations, our business may fail if such financing becomes unavailable or is not available on commercially reasonable terms.*

To date, we have financed our operations primarily through the sale of our equity securities and from the upfront payment we received pursuant to the Collaboration Agreement with Teva. We believe that our existing capital resources and interest on such resources will be sufficient to meet our current operating requirements into 2015. If, however, the Collaboration Agreement with Teva were to terminate or if Teva fails to fulfill its obligations under the Collaboration Agreement, or if patients live longer as a result of new or investigational therapies, or if the trials proceed slower than expected or are initiated later than expected, or if we change our development plans, acquire rights to new product candidates or cannot find third-party collaborators for our other product candidates, we may need additional capital sooner than we expect. Our future capital requirements will depend on many factors, including, without limitation:

- maintaining our partnership with Teva and Teva's ongoing commitment to develop cuspisiren in a timely manner;
- whether we experience delays in our preclinical and clinical development programs, or slower-than-anticipated product development or rate of events;
- the scope and results of our preclinical studies and clinical trials;
- whether opportunities to acquire additional product candidates arise and the costs of acquiring and developing those product candidates;
- whether we are able to enter into additional third-party collaborative partnerships to develop and/or commercialize any of our other product candidates on terms that are acceptable to us;
- the timing and requirements of, and the costs involved in, conducting studies required to obtain regulatory approvals for our product candidates from the FDA and comparable foreign regulatory agencies;
- the availability of third parties to perform the key development tasks for our product candidates, including conducting preclinical studies and clinical trials and manufacturing our product candidates to be tested in those studies and trials and the associated costs of those services;
- the costs involved in preparing, filing, prosecuting, maintaining, defending the validity of and enforcing patent claims and other costs related to patent rights and other intellectual property rights, including litigation costs and the results of such litigation; and
- whether we modify our development program, including terminating and starting new trials.

If we are unable to raise funds on acceptable terms when it becomes necessary to do so, we may not be able to continue developing our product candidates, acquire or develop additional product candidates or respond to competitive pressures or unanticipated requirements. For these reasons, any inability to raise additional funds when we require it could have a material adverse effect on our business.

---

## **Table of Contents**

***Although we have entered into a Collaboration Agreement with Teva for custirsen, we have not yet partnered with third-party collaborators with respect to any of our other product candidates, and we cannot control whether we will be able to do so on favorable terms, if at all.***

Our business strategy relies in part on potentially partnering successful product candidates with larger companies to complement our internal development and commercialization efforts. While we have successfully entered into a Collaboration Agreement with Teva with respect to custirsen, it may be difficult for us to find third parties that are willing to enter into a collaboration on acceptable economic terms, if at all, with respect to our other product candidates. We also will be competing with many other companies as we seek partners for our other product candidates and may not be able to compete successfully against those companies. If we are not able to enter into collaboration arrangements for our other product candidates and custirsen does not achieve regulatory approval or is delayed, we would be required to undertake and fund further development, clinical trials, manufacturing and commercialization activities solely at our own expense and risk. If we are unable to finance and/or successfully execute those expensive activities, our business could be materially and adversely affected, and we may be forced to discontinue clinical development of these product candidates.

***Even if we or Teva receive regulatory approval to market our product candidates, the market may not be receptive to our products.***

Even if our product candidates obtain regulatory approval, they may not gain market acceptance among physicians, patients, healthcare payors and/or the medical community. We believe that the degree of market acceptance will depend on a number of factors, including:

- timing of market introduction of competitive products;
- safety and efficacy of our products;
- prevalence and severity of any side effects;
- potential advantages or disadvantages over alternative treatments;
- strength of marketing and distribution support;
- price of our products, both in absolute terms and relative to alternative treatments; and
- availability of coverage and reimbursement from government and other third-party payors.

If our future product candidates fail to achieve market acceptance, we may not be able to generate significant revenue or achieve or sustain profitability.

***If we were to be successfully sued related to our products or operations, we could face substantial liabilities that may exceed our resources.***

We may be held liable if any of our products or operations cause injury or death or are found otherwise unsuitable during product testing, manufacturing, marketing or sale. These risks are inherent in the development of pharmaceutical products. We currently maintain Commercial General and Umbrella Liability policies with combined limits of \$10 million per occurrence and in the aggregate, in addition to a \$10 million per claim and annual aggregate product liability insurance policy related to our clinical trials consistent with industry standards. When necessary for our products, we intend to obtain additional product liability insurance. Insurance coverage may be prohibitively expensive, may not fully cover potential liabilities or may not be available in the future. Inability to obtain sufficient insurance coverage at an acceptable cost or otherwise to protect against potential product liability claims could prevent or inhibit the commercialization of our products. If we were to be sued for any injury caused by or associated with our products or operations, the litigation could consume substantial time and attention of our management, and the resulting liability could exceed our total assets.

---

## Table of Contents

***If we fail to acquire and develop products or product candidates at all or on commercially reasonable terms, we may be unable to grow our business.***

We currently do not have internal discovery capabilities and depend on pharmaceutical and biotechnology companies and other researchers to sell or license products or product candidates to us. To date, three of our product candidates have been derived from technologies discovered by the Vancouver Prostate Centre and licensed to us by UBC, and one candidate was in-licensed from Bayer. We intend to continue to rely on the Vancouver Prostate Centre, UBC and other research institutions and other biotechnology or pharmaceutical companies as sources of product candidates. We cannot guarantee that the Vancouver Prostate Centre or UBC will continue to develop new product candidate opportunities, that we will continue to have access to such opportunities or that we will be able to purchase or license these product candidates on commercially reasonable terms, if at all. If we are unable to purchase or license new product candidates from the Vancouver Prostate Centre or UBC, we will be required to identify alternative sources of product candidates.

The success of our product pipeline strategy depends on our ability to identify, select and acquire pharmaceutical product candidates. Proposing, negotiating and implementing an economically viable product acquisition or license is a lengthy and complex process. We compete for partnering arrangements and license agreements with pharmaceutical and biotechnology companies and academic research institutions. Our competitors may have stronger relationships with third parties with whom we are interested in collaborating and/or may have more established histories of developing and commercializing products. As a result, our competitors may have a competitive advantage in entering into partnering arrangements with such third parties. In addition, even if we find promising product candidates, and generate interest in a partnering or strategic arrangement to acquire such product candidates, we may not be able to acquire rights to additional product candidates or approved products on terms that we find acceptable, if at all. If we fail to acquire and develop product candidates from others, we may be unable to grow our business.

We expect that any product candidate that we acquire rights to will require additional development efforts prior to commercial sale, including extensive clinical evaluation and approval by the FDA and non-U.S. regulatory authorities. All product candidates are subject to the risks of failure inherent in pharmaceutical product development, including the possibility that the product candidate will not be shown to be sufficiently safe and effective for approval by regulatory authorities. Even if the product candidates are approved, we can make no assurance that we would be capable of economically producing the product or that the product would be commercially successful.

***We will need to retain additional personnel and expand our other resources in order to promote custirsen in the event we exercise our co-promotion option and develop our other product candidates. If we fail to effectively expand our operations, including attracting and retaining key management and scientific personnel, we may be unable to successfully develop or commercialize our product candidates and our business may be materially adversely affected.***

We will need to expand and effectively manage our managerial, operational, financial, development and other resources in order to successfully pursue our development and commercialization efforts for our existing and future product candidates. Our success depends on our continued ability to attract, retain and motivate highly qualified personnel, such as management, clinical and preclinical personnel, including our executive officers Scott Cormack, Michelle Burris and Cindy Jacobs. In addition, although we have entered into employment agreements with each of Mr. Cormack, Ms. Burris and Dr. Jacobs, such agreements permit the executive to terminate his or her employment with us at any time, subject to providing us with advance written notice.

Should custirsen receive marketing approval in the United States and Canada, or should we exercise our co-promotion option, we would need to hire a substantial number of specialized personnel, including field-based medical affairs representatives. In turn, we would need to increase our administrative headcount to

---

## Table of Contents

support such expanded development and commercialization operations with respect to our product candidates. Our ability to attract and retain qualified personnel in the future is subject to intense competition for qualified personnel among biotechnology, pharmaceutical and other businesses and our current financial position. The loss of the services of any of our senior management could delay or prevent the development and commercialization of our product candidates, or have other adverse effects on our business for an indefinite term. In particular, if we lose any members of our current senior management team, we may not be able to find suitable replacements in a timely fashion, if at all and our business may be harmed as a result. If any of such events were to occur, among other things, we may not be able to comply with our contractual obligations to Teva under our Collaboration Agreement or advance our product candidates, which could have a material adverse effect on our business.

We have scientific and clinical advisors who assist us in formulating our development and clinical strategies. These advisors are not our employees and may have commitments to, or consulting or advisory contracts with, other entities that may limit their availability to us. In addition, our advisors may have arrangements with other companies to assist those companies in developing products or technologies that may compete with ours.

***We may encounter difficulties in managing our expected growth and in expanding our operations successfully.***

As we advance our product candidates custirsen, OGX-427 and OGX-225 through development and clinical trials, we will need to develop or expand our development, regulatory, manufacturing, marketing and sales capabilities or contract with third parties to provide these capabilities for us. Maintaining additional relationships and managing our future growth will impose significant added responsibilities on members of our management. We must be able to manage our development efforts effectively, manage our clinical trials effectively, hire, train and integrate additional management, development, administrative and sales and marketing personnel, improve our managerial, development, operational and finance systems, and expand our facilities, all of which may impose a strain on our administrative and operational infrastructure.

Under the Collaboration Agreement, Teva is responsible for the commercialization costs associated with custirsen; however, if we were to exercise our co-promotion option, which we do not anticipate having sufficient funds to do, we would need to expand our marketing and sales capabilities. In addition, as we have primary responsibility for the oversight of the second-line chemotherapy trial in CRPC, we must be able to manage our development responsibilities effectively, which may impose a strain on our administrative and operational infrastructure.

Furthermore, we may acquire additional businesses, products or product candidates that complement or augment our existing business. Integrating any newly acquired business, product or product candidate could be expensive and time-consuming. We may not be able to integrate any acquired business, product or product candidate successfully or operate any acquired business profitably. Our future financial performance will depend, in part, on our ability to manage any future growth effectively and our ability to integrate any acquired businesses. We may not be able to accomplish these tasks, which failure could prevent us from successfully growing our business.

***We may be adversely affected if our controls over external financial reporting fail or are circumvented.***

We regularly review and update our internal controls, disclosure controls and procedures, and corporate governance policies. In addition, we are required under the Sarbanes Oxley Act of 2002 to report annually on our internal control over financial reporting. If it were to be determined that our internal control over financial reporting is not effective, such shortcoming could have an adverse effect on our business and financial results and the price of our common stock could be negatively affected. This reporting requirement could also make it more difficult or more costly for us to obtain certain types of insurance, including director and officer liability insurance, and we may be forced to accept reduced policy limits and coverage or incur substantially higher costs to obtain the same or similar coverage. Any system of internal

---

## [Table of Contents](#)

controls, however well designed and operated, is based in part on certain assumptions and can provide only reasonable, not absolute, assurances that the objectives of the system are met. Any failure or circumvention of the controls and procedures or failure to comply with regulation concerning control and procedures could have a material effect on our business, results of operation and financial condition. Any of these events could result in an adverse reaction in the financial marketplace due to a loss of investor confidence in the reliability of our financial statements, which ultimately could negatively affect the market price of our shares, increase the volatility of our stock price and adversely affect our ability to raise additional funding. The effect of these events could also make it more difficult for us to attract and retain qualified persons to serve on our Board and our Board committees and as executive officers.

### **Risks Related to Our Intellectual Property**

#### ***Our proprietary rights may not adequately protect our technologies and product candidates.***

Our commercial success will depend on our ability to obtain patents and/or regulatory exclusivity and maintain adequate protection for our technologies and product candidates in the United States and other countries. We will be able to protect our proprietary rights from unauthorized use by third parties only to the extent that our proprietary technologies and future product candidates are covered by valid and enforceable patents or are effectively maintained as trade secrets.

We and our collaborators, including Teva, intend to apply for additional patents covering both our technologies and product candidates, as we deem appropriate. We or our collaborators may, however, fail to apply for patents on important technologies or product candidates in a timely fashion, if at all. Our existing patents and any future patents we or our collaborators obtain may not be sufficiently broad to prevent others from practicing our technologies or from developing competing products and technologies. In addition, we do not always control the patent prosecution of subject matter that we license from others. Accordingly, we are sometimes unable to exercise a significant degree of control over such intellectual property as we would over our own.

Moreover, the patent positions of biopharmaceutical companies are highly uncertain and involve complex legal and factual questions for which important legal principles remain unresolved. As a result, the validity and enforceability of our patents cannot be predicted with certainty. In addition, the U.S. Supreme Court has recently revised certain tests regarding granting patents and assessing the validity of patents to make it more difficult to obtain patents. As a consequence, issued patents may be found to contain invalid claims according to the newly revised standards. Some of our patents or those of our collaborators may be subject to challenge and subsequent invalidation or significant narrowing of claim scope in a re-examination proceeding, or during litigation, under the revised criteria. We cannot guarantee that:

- we or our licensors were the first to make the inventions covered by each of our issued patents and pending patent applications;
- we or our licensors were the first to file patent applications for these inventions;
- others will not independently develop similar or alternative technologies or duplicate any of our technologies;
- any of our or our licensors' pending patent applications will result in issued patents;
- any of our or our licensors' patents will be valid or enforceable;
- any patents issued to us or our licensors and collaboration partners will provide us with any competitive advantages, or will not be challenged by third parties; and
- we will develop additional proprietary technologies that are patentable, or the patents of others will not have an adverse effect on our business.

The actual protection afforded by a patent varies on a product-by-product basis, from country to country and depends on many factors, including the type of patent, the scope of its coverage, the availability of regulatory related extensions, the availability of legal remedies in a particular country and the validity and enforceability of the patents. Our ability or the ability of our collaborators to maintain and solidify our

---

## **Table of Contents**

proprietary position for our product candidates will depend on our success in obtaining effective claims and enforcing those claims once granted. Our issued patents and those that may issue in the future, or those licensed to us or our collaborators, may be challenged, invalidated, unenforceable or circumvented, and the rights granted under any issued patents may not provide us with proprietary protection or competitive advantages against competitors with similar products. Due to the extensive amount of time required for the development, testing and regulatory review of a potential product, it is possible that, before any of our product candidates can be commercialized, any related patent may expire or remain in force for only a short period following commercialization, thereby reducing any advantage of the patent.

We and our collaborators, including Teva, also rely on trade secrets to protect some of our technology, especially where it is believed that patent protection is appropriate or obtainable. However, trade secrets are difficult to maintain. While we use reasonable efforts to protect our trade secrets, our or our collaboration partners' employees, consultants, contractors or scientific and other advisors may unintentionally or willfully disclose our proprietary information to competitors. Enforcement of claims that a third party has illegally obtained and is using trade secrets is expensive, time consuming and uncertain. In addition, non-U.S. courts are sometimes less willing than U.S. courts to protect trade secrets. If our competitors independently develop equivalent knowledge, methods and know-how, we would not be able to assert our trade secrets against them and our business could be harmed.

***We and our collaborators, including Teva, may not be able to protect our intellectual property rights throughout the world.***

Filing, prosecuting and defending patents on all of our product candidates and products, when and if we have any, in every jurisdiction would be prohibitively expensive. Competitors may use our technologies in jurisdictions where we or our licensors have not obtained patent protection to develop their own products. These products may compete with our products, when and if we have any, and may not be covered by any of our or our licensors' patent claims or other intellectual property rights.

The laws of some non-U.S. countries do not protect intellectual property rights to the same extent as the laws of the United States, and many companies have encountered significant problems in protecting and defending such rights in foreign jurisdictions. The legal systems of certain countries, particularly certain developing countries, do not favor the enforcement of patents and other intellectual property protection, particularly those relating to biotechnology and/or pharmaceuticals, which could make it difficult for us to stop the infringement of our patents. Proceedings to enforce our patent rights in foreign jurisdictions could result in substantial cost and divert our efforts and attention from other aspects of our business.

***The intellectual property protection for our product candidates depends on third parties.***

With respect to custirsen, OGX-427 and OGX-225, we have exclusively licensed from UBC certain issued patents and pending patent applications covering the respective antisense sequences underlying these product candidates and their commercialization and use and we have licensed from Isis certain issued patents and pending patent applications directed to product compositions and chemical modifications used in product candidates for commercialization, use and the manufacturing thereof, as well as some alternative antisense sequences. We have also received a sublicense from Isis under certain third-party patent portfolios directed to such modifications.

The patents and pending patent applications underlying our licenses do not cover all potential product candidates, modifications and uses. In the case of patents and patent applications licensed from Isis, we do not have and have not had any control over the filing, prosecution or enforcement of these patents or patent applications. We cannot be certain that such prosecution efforts have been or will be conducted in compliance with applicable laws and regulations or will result in valid and enforceable patents. We also cannot be assured that our licensors or their respective licensing partners will agree to enforce any such patent rights at our request or devote sufficient efforts to attain a desirable result. Any failure by our licensors or any of their respective licensing partners to properly protect the intellectual property rights relating to our product candidates could have a material adverse effect on our financial condition and results of operation.

---

## **Table of Contents**

***We may become involved in disputes with Teva or potential future collaborators over intellectual property ownership, and publications by our research collaborators and scientific advisors could impair our ability to obtain patent protection or protect our proprietary information, which, in either case, could have a significant effect on our business.***

Inventions discovered under research, material transfer or other such collaborative agreements, including our Collaboration Agreement with Teva, may become jointly owned by us and the other party to such agreements in some cases and the exclusive property of either party in other cases. Under some circumstances, it may be difficult to determine who owns a particular invention, or whether it is jointly owned, and disputes could arise regarding ownership of those inventions. These disputes could be costly and time consuming and an unfavorable outcome could have a significant adverse effect on our business if we were not able to protect or license rights to these inventions. In addition, our research collaborators and scientific advisors generally have contractual rights to publish our data and other proprietary information, subject to our prior review. Publications by our research collaborators and scientific advisors containing such information, either with our permission or in contravention of the terms of their agreements with us, may impair our ability to obtain patent protection or protect our proprietary information, which could significantly harm our business.

***The patent protection for our product candidates or products may expire before we are able to maximize their commercial value, which may subject us to increased competition and reduce or eliminate our opportunity to generate product revenue.***

The patents for our product candidates have varying expiration dates and, when these patents expire, we may be subject to increased competition and we may not be able to recover our development costs. For example, certain of the U.S. patents directed to usticixen and its use that have been licensed from UBC are scheduled to expire in 2020 and 2021. In some of the larger economic territories, such as the United States and Europe, patent term extension/restoration may be available to compensate for time taken during aspects of the product candidate's regulatory review. We cannot, however, be certain that an extension will be granted or, if granted, what the applicable time period or the scope of patent protection afforded during any extended period will be. In addition, even though some regulatory agencies may provide some other exclusivity for a product candidate under its own laws and regulations, we may not be able to qualify the product candidate or obtain the exclusive time period.

If we are unable to obtain patent term extension/restoration or some other exclusivity, we could be subject to increased competition and our opportunity to establish or maintain product revenue could be substantially reduced or eliminated. Furthermore, we may not have sufficient time to recover our development costs prior to the expiration of our U.S. and non-U.S. patents.

***We may incur substantial costs as a result of litigation or other proceedings relating to patent and other intellectual property rights and we may be unable to protect our rights to, or use of, our technology.***

If we choose to go to court to stop someone else from using the inventions claimed in our patents or our licensed patents, that individual or company has the right to ask the court to rule that these patents are invalid and/or should not be enforced against that third party. These lawsuits are expensive and would consume time and other resources even if we were successful in stopping the infringement of these patents. In addition, there is a risk that the court will decide that these patents are invalid or unenforceable and that we do not have the right to stop the other party from using the inventions. The U.S. Supreme Court has recently revised certain tests regarding granting patents and assessing the validity of patents to make it more difficult to obtain patents. Some of our issued patents may be subject to challenge and subsequent invalidation under the revised criteria. There is also the risk that, even if the validity or unenforceability of these patents is upheld, the court will narrow the scope of our claim or will refuse to stop the other party on the grounds that such other party's activities do not infringe our rights.

---

## Table of Contents

If we wish to use the technology or compound claimed in issued and unexpired patents owned by others, we will need to obtain a license from the owner, enter into litigation to challenge the validity or enforceability of the patents or incur the risk of litigation in the event that the owner asserts that we infringed its patents. The failure to obtain a license to technology or the failure to challenge an issued patent that we may require to discover, develop or commercialize our product candidates may have a material adverse effect on us.

If a third party asserts that we infringed its patents or other proprietary rights, we could face a number of risks that could seriously harm our results of operations, financial condition and competitive position, including:

- patent infringement and other intellectual property claims, which would be costly and time consuming to defend, whether or not the claims have merit, and which could delay the regulatory approval process and divert management's attention from our business;
- substantial damages for past infringement, which we may have to pay if a court determines that our product candidates or technologies infringe a competitor's patent or other proprietary rights;
- a court prohibiting us from selling or licensing our technologies or future drugs unless the third party licenses its patents or other proprietary rights to us on commercially reasonable terms, which it is not required to do; and
- if a license is available from a third party, we may have to pay substantial royalties or lump-sum payments or grant cross licenses to our patents or other proprietary rights to obtain that license.

The biotechnology industry has produced a proliferation of patents, and it is not always clear to industry participants, including us, which patents cover various types of products or methods of use. The coverage of patents is subject to interpretation by the courts, and the interpretation is not always uniform. If we are sued for patent infringement, we would need to demonstrate that our product candidates or methods of use either do not infringe the patent claims of the relevant patent, and/or that the patent claims are invalid, and/or that the patent is unenforceable and we may not be able to do this. Proving invalidity, in particular, is difficult since it requires a showing of clear and convincing evidence to overcome the presumption of validity enjoyed by issued patents.

U.S. patent laws as well as the laws of some foreign jurisdictions provide for provisional rights in published patent applications beginning on the date of publication, including the right to obtain reasonable royalties, if a patent subsequently issues and certain other conditions are met.

Because some patent applications in the United States may be maintained in secrecy until the patents are issued, because patent applications in the United States and many foreign jurisdictions are typically not published until 18 months after filing, and because publications in the scientific literature often lag behind actual discoveries, we cannot be certain that others have not filed patent applications for technology covered by our licensors' issued patents or our pending applications or our licensors' pending applications, or that we or our licensors were the first to invent the technology.

Patent applications filed by third parties that cover technology similar to ours may have priority over our or our licensors' patent applications and could further require us to obtain rights to issued patents covering such technologies. If another party files a U.S. patent application on an invention similar to ours, we may elect to participate in or be drawn into an interference proceeding declared by the U.S. Patent and Trademark Office to determine priority of invention in the United States. The costs of these proceedings could be substantial, and it is possible that such efforts would be unsuccessful, resulting in a loss of our U.S. patent position with respect to such inventions. Some of our competitors may be able to sustain the costs of complex patent litigation more effectively than we can because they have substantially greater resources. In addition, any uncertainties resulting from the initiation and continuation of any litigation



---

## **Table of Contents**

could have a material adverse effect on our ability to raise the funds necessary to continue our operations. We cannot predict whether third parties will assert these claims against us or against the licensors of technology licensed to us, or whether those claims will harm our business. If we are forced to defend against these claims, whether they are with or without any merit and whether they are resolved in favor of or against us or our licensors, we may face costly litigation and diversion of management's attention and resources. As a result of these disputes, we may have to develop costly non-infringing technology, or enter into licensing agreements. These agreements, if necessary, may be unavailable on terms acceptable to us, if at all, which could seriously harm our business or financial condition.

***If we breach any of the agreements under which we license rights to our product candidates or technology from third parties, we could lose license rights that are important to our business. Certain of our license agreements may not provide an adequate remedy for a breach by the licensor.***

We license the development and commercialization rights for most of our product candidates, including custirsen, OGX-427 and OGX-225, and we expect to enter into similar licenses in the future. Under such licenses, we are subject to various obligations such as sublicensing, royalty and milestone payments, annual maintenance fees, limits on sublicensing, insurance obligations and the obligation to use commercially reasonable best efforts to develop and exploit the licensed technology. If we fail to comply with any of these obligations or otherwise breach these agreements, our licensors may have the right to terminate the license in whole or in part or to terminate the exclusive nature of the license. Loss of any of these licenses or the exclusivity rights provided by the licenses could harm our financial condition and results of operations. In addition, certain of our license agreements with UBC eliminate our ability to obtain money damages in respect of certain claims against UBC.

Under the terms of our Collaboration Agreement with Teva, we are required to use commercially reasonable efforts to maintain and not to breach in any material manner certain of our third-party license agreements relating to custirsen. If we breach any of these agreements in a material manner, we would be in breach of the Collaboration Agreement, which would allow Teva to terminate the Collaboration Agreement.

***We may be subject to damages resulting from claims that we, or our employees or consultants, have wrongfully used or disclosed alleged trade secrets of third parties.***

Many of our employees were previously employed, and certain of our consultants are currently employed, at universities or biotechnology or pharmaceutical companies, including our competitors or potential competitors. Although we have not received any claim to date, we may be subject to claims that these employees or consultants or we have inadvertently or otherwise used or disclosed trade secrets or other proprietary information of these current or former employers. Litigation may be necessary to defend against these claims. If we fail in defending such claims, in addition to paying monetary damages, we may lose valuable intellectual property rights or personnel. We may be subject to claims that employees of our partners or licensors of technology licensed by us have inadvertently or otherwise used or disclosed trade secrets or other proprietary information of their former employers. We may become involved in litigation to defend against these claims. If we fail in defending such claims, in addition to paying monetary damages, we may lose valuable intellectual property rights or personnel.

### **Risks Related to our Common Stock and Other Securities**

***The price for our common stock is volatile.***

The market prices for our common stock and that of emerging growth companies generally have historically been highly volatile. Future announcements concerning us or our competitors may have a significant effect on the market price of our common stock. The stock markets also experience significant price and volume fluctuation unrelated to the operating performance of particular companies. These market fluctuations may also adversely affect the market price of our common stock.

---

## **Table of Contents**

An increase in the market price of our common stock, which is uncertain and unpredictable, may be the sole source of gain from an investment in our common stock. An investment in our common stock may not be appropriate for investors who require dividend income. We have never declared or paid cash dividends on our capital stock and do not anticipate paying any cash dividends on our capital stock in the foreseeable future. We currently intend to retain all available funds and any future earnings to fund the development and growth of our business. As a result, capital appreciation, if any, of our common stock will be the sole source of gain for stockholders for the foreseeable future. Accordingly, an investment in our common stock may not be appropriate for investors who require dividend income.

***If we raise additional financing, the terms of such transactions may cause dilution to existing stockholders or contain terms that are not favorable to us.***

To date, our sources of cash have been limited primarily to proceeds from the private or public placement of our securities and proceeds from the Collaboration Agreement with Teva. In the future, we may seek to raise additional financing through private placements or public offerings of our equity or debt securities. We cannot be certain that additional funding will be available on acceptable terms, if at all. To the extent that we raise additional financing by issuing equity securities, our stockholders may experience significant dilution. Any debt financing, if available, may involve restrictive covenants, such as limitations on our ability to incur additional indebtedness, limitations on our ability to acquire or license intellectual property rights and other operating restrictions that could adversely affect our ability to conduct our business.

***We are at risk of securities class action litigation.***

In the past, securities class action litigation has often been brought against a company following a decline in the market price of its securities. This risk is especially relevant for us because our stock price and those of other biotechnology and biopharmaceutical companies have experienced significant stock price volatility in recent years. If we face such litigation, it could result in substantial costs and a diversion of management's attention and resources, which could harm our business.

***Anti-takeover provisions in our stockholder rights plan, our charter documents and under Delaware law could make a third-party acquisition of us difficult.***

We have a stockholder rights plan that may have the effect of discouraging unsolicited takeover proposals. Specifically, the rights issued under the stockholder rights plan could cause significant dilution to a person or group that attempts to acquire us on terms not approved in advance by our Board. In addition, our certificate of incorporation and bylaws contain provisions that may discourage unsolicited takeover proposals that stockholders may consider to be in their best interests. These provisions include the ability of our Board to designate the terms of and issue new series of preferred stock and the ability of our Board to amend our bylaws without stockholder approval. In addition, as a Delaware corporation, we are subject to Section 203 of the Delaware General Corporation Law, which generally prohibits a Delaware corporation from engaging in any business combination with any interested stockholder for a period of three years following the date that the stockholder became an interested stockholder, unless certain specific requirements are met as set forth in Section 203. Collectively, these provisions could make a third-party acquisition of us difficult or could discourage transactions that otherwise could involve payment of a premium over prevailing market prices for our common stock.

### **Risks Related to Our Industry**

***The regulatory approval process is expensive, time consuming and uncertain and may prevent us from obtaining approvals for the commercialization of some or all of our product candidates.***

The research, testing, manufacturing, labeling, approval, selling, marketing and distribution of drug products are subject to extensive regulation by the FDA and non-U.S. regulatory authorities, which regulations differ from country to country. We are not permitted to market our product candidates in the

## Table of Contents

United States until we receive approval of a NDA from the FDA. We have not submitted an application for or received marketing approval for any of our product candidates. Obtaining approval of an NDA can be a lengthy, expensive and uncertain process. In addition, failure to comply with FDA, non-U.S. regulatory authorities' or other applicable United States and non-U.S. regulatory requirements may, either before or after product approval, if any, subject us to administrative or judicially imposed sanctions, including:

- restrictions on the products, manufacturers or manufacturing process;
- warning letters;
- civil and criminal penalties;
- injunctions;
- suspension or withdrawal of regulatory approvals;
- product seizures, detentions or import bans;
- voluntary or mandatory product recalls and publicity requirements;
- total or partial suspension of production;
- imposition of restrictions on operations, including costly new manufacturing requirements; and
- refusal to approve pending NDAs or supplements to approved NDAs.

Regulatory approval of an NDA or NDA supplement is not guaranteed, and the approval process is expensive and may take several years. The FDA also has substantial discretion in the drug approval process. Despite the time and expense exerted, failure can occur at any stage, and we could encounter problems that could cause us to abandon clinical trials or to repeat or perform additional preclinical studies and clinical trials. The number of preclinical studies and clinical trials that will be required for FDA approval varies depending on the drug candidate, the disease or condition that the drug candidate is designed to address, and the regulations applicable to any particular drug candidate. The FDA can delay, limit or deny approval of a drug candidate for many reasons, including:

- a drug candidate may not be deemed safe or effective;
- the FDA may not find the data from preclinical studies and/or clinical trials sufficient;
- the FDA might not approve our third-party manufacturer's processes or facilities;
- the FDA may change its approval policies or adopt new regulations; and
- third-party products may enter the market and change approval requirements.

***Even if we obtain regulatory approvals for our product candidates, the terms of approvals and ongoing regulation of our product candidates may limit how we manufacture and market our product candidates, which could materially affect our ability to generate revenue.***

If any of our product candidates are approved, the approved product and its manufacturer will be subject to continual review. Any regulatory approval that we receive for a product candidate is likely to be subject to limitations on the indicated uses for which the end product may be marketed, or include requirements for potentially costly post-approval follow-up clinical trials. In addition, if the FDA and/or non-U.S. regulatory authorities approve any of our product candidates, the labeling, packaging, adverse event reporting, storage, advertising and promotion for the end product will be subject to extensive regulatory requirements. We and the manufacturers of our products, when and if we have any, will also be required to comply with cGMP regulations, which include requirements relating to quality control and quality assurance, as well as the corresponding maintenance of records and documentation. Further, regulatory agencies must approve these manufacturing facilities before they can be used to manufacture our products, when and if we have any, and these facilities are subject to ongoing regulatory inspection. If we fail to comply with the regulatory requirements of the FDA and other non-U.S. regulatory authorities, or if previously unknown problems with our products, when and if we have any, manufacturers or manufacturing processes are discovered, we could be subject to administrative or judicially imposed sanctions, including:

- restrictions on the products, manufacturers or manufacturing process;
- warning letters;
- civil or criminal penalties or fines;

---

## Table of Contents

- injunctions;
- product seizures, detentions or import bans;
- voluntary or mandatory product recalls and publicity requirements;
- suspension or withdrawal of regulatory approvals;
- total or partial suspension of production;
- imposition of restrictions on operations, including costly new manufacturing requirements; and
- refusal to approve pending NDAs or supplements to approved NDAs.

In addition, the FDA and non-U.S. regulatory authorities may change their policies and additional regulations may be enacted that could prevent or delay regulatory approval of our product candidates. We cannot predict the likelihood, nature or extent of government regulation that may arise from future legislation or administrative action, either in the United States, Canada or abroad. If we are not able to maintain regulatory compliance, we would likely not be permitted to market our future product candidates and we may not achieve or sustain profitability.

***There is a high risk that our drug development activities will not result in commercial products.***

Our product candidates are in various stages of development and are prone to the risks of failure inherent in drug development. We will need to complete significant additional clinical trials before we can demonstrate that our product candidates are safe and effective to the satisfaction of the FDA and non-U.S. regulatory authorities. Clinical trials are expensive and uncertain processes that take years to complete. Failure can occur at any stage of the process, and successful early clinical trials do not ensure that later clinical trials will be successful. Product candidates in later-stage clinical trials may fail to show desired efficacy and safety traits despite having progressed through initial clinical trials. A number of companies in the pharmaceutical industry have suffered significant setbacks in advanced clinical trials, even after obtaining promising results in earlier clinical trials. In addition, a clinical trial may prove successful with respect to a secondary objective, but fail to demonstrate clinically significant benefits with respect to a primary objective. Failure to satisfy a primary objective in a phase 3 clinical trial (registration trial) would generally mean that a product candidate would not receive regulatory approval.

***If government and third-party payors fail to provide coverage and adequate reimbursement rates for our product candidates, our revenue and potential for profitability will be reduced.***

In the United States and elsewhere, our product revenue will depend principally on the reimbursement rates established by third-party payors, including government health administration authorities, managed-care providers, public health insurers, private health insurers and other organizations. These third-party payors are increasingly challenging the price, and examining the cost-effectiveness, of medical products and services. In addition, significant uncertainty exists as to the reimbursement status, if any, of newly approved drugs, pharmaceutical products or product indications. We may need to conduct post-marketing clinical trials in order to demonstrate the cost-effectiveness of our products, if any. Such clinical trials may require us to commit a significant amount of management time and financial and other resources. If reimbursement of such product is unavailable or limited in scope or amount or if pricing is set at unsatisfactory levels, our revenue could be reduced.

In some countries other than the United States, particularly the countries of the European Union and Canada, the pricing of prescription pharmaceuticals is subject to governmental control. In these countries, obtaining pricing approval from governmental authorities can take six to 12 months or longer after the receipt of regulatory marketing approval of a product for an indication. To obtain reimbursement or pricing approval in some countries, we may be required to conduct a clinical trial that compares the cost-effectiveness of one of our product candidates to other available therapies. If reimbursement of such product candidate is unavailable or limited in scope or amount or if pricing is set at unsatisfactory levels, our revenue could be reduced.

---

## **Table of Contents**

Domestic and foreign governments continue to propose and pass legislation designed to reduce the cost of healthcare, including drugs. In the United States, there have been, and we expect that there will continue to be, federal and state proposals to implement similar governmental control. In addition, increasing emphasis on managed care in the United States will continue to put pressure on the pricing of pharmaceutical products. For example, the Medicare Prescription Drug Improvement and Modernization Act of 2003 reforms the way Medicare will cover and reimburse pharmaceutical products. The legislation expands Medicare coverage for drug purchases by the elderly and eventually will introduce a new reimbursement methodology based on average sales prices for certain drugs. In addition, the legislation provides authority for limiting the number of outpatient drugs that will be covered in any therapeutic class. As a result of the new legislation and the expansion of federal coverage of drug products, we expect that there will be additional pressure to contain and reduce costs. The Medicaid program and state healthcare laws and regulations may also be modified to change the scope of covered products and/or reimbursement methodology. Cost control initiatives could decrease the established reimbursement rates that we receive for any products in the future, which would limit our revenue and profitability. Legislation and regulations affecting the pricing of pharmaceutical products, including custirsen, may change at any time, which could further limit or eliminate reimbursement rates for custirsen or other product candidates.

### ***Failure to obtain regulatory approval outside of the United States and Canada would prevent us or Teva from marketing our product candidates abroad.***

We intend to market certain of our existing and future product candidates outside of the United States and Canada. In order to market our existing and future product candidates in the European Union and many other non-North American markets, we must obtain separate regulatory approvals. We have had limited interactions with non-North American regulatory authorities. Approval procedures vary among countries and can involve additional testing, and the time required to obtain approval may differ from that required to obtain FDA approval. Approval by the FDA or other regulatory authorities does not ensure approval by regulatory authorities in other countries, and approval by one or more non-North American regulatory authorities does not ensure approval by regulatory authorities in other countries or by the FDA. The non-North American regulatory approval process may include all of the risks associated with obtaining FDA approval. We may not obtain non-North American regulatory approvals on a timely basis, if at all. We may not be able to file for non-North American regulatory approvals and may not receive necessary approvals to commercialize our existing and future product candidates in any market.

---

[Table of Contents](#)

**Item 5. Other Information**

**Amended and Restated Bylaws**

Effective July 31, 2012, the Board amended and restated our bylaws to, among other things:

- clarify that only the chairman of the board, the chief executive officer, the president or a majority of the board of directors may call special meetings of stockholders, and the business transacted at special meetings of stockholders is limited to the business stated in the notice of such meetings;
- permit the meeting chairman to adjourn any meeting of stockholders and the Board to postpone or reschedule any previously scheduled meeting of stockholders before it is held;
- revise the procedures by which stockholders may nominate directors, including increasing the amount of notice stockholders must provide of their intention to nominate a director from between 45 and 90 days prior to the annual meeting to between 90 and 120 days prior to the anniversary of the previous year's annual meeting (provided the annual meeting is not more than 30 days before or 60 days after the previous year's annual meeting) and requiring additional information to be provided in such notice;
- establish advance notice requirements for stockholder proposals other than director nominations, which proposals must also comply with the notice requirements described above, among other things;
- clarify that only the Board may fill Board vacancies;
- permit the chief executive officer to appoint any officer other than the chairman of the Board, the chief executive officer, the president, the chief financial officer or the treasurer; and
- provide for other general revisions to conform to current Delaware law and to clarify and update existing provisions.

The foregoing description does not purport to be complete and is qualified in its entirety by reference to the full text of the amended and restated bylaws, a copy of which is filed as Exhibit 3.1 to this Quarterly Report on Form 10-Q.

**Stockholder Proposals Presented at 2013 Annual Meeting**

As a result of the amendments to our bylaws described above, the deadline has changed by which stockholders must provide notice to us of their intention to present a proposal at our 2013 annual meeting of stockholders that is not intended to be included in our proxy materials for the 2013 annual meeting.

---

## [Table of Contents](#)

Effective July 31, 2012, stockholder proposals, including those in respect of nominations for the Board, that are not intended to be included in our proxy materials for our 2013 annual meeting of stockholders must be received at our offices at 1522 – 217th Place S.E., Bothell, Washington 98021 no earlier than January 31, 2013 or later than March 2, 2013 in order to be considered to be timely submitted. If the date of our 2013 annual meeting of stockholders is more than 30 days before or more than 60 days after the anniversary date of our 2012 annual meeting of stockholders, then the deadline is no earlier than 120 days or later than 90 days before the date of the 2013 annual meeting of stockholders or no later than 10 days after we publicly announce the date of the 2013 annual meeting.

The deadline has not changed for stockholder proposals that are intended to be included in our proxy statement relating to the 2013 annual meeting of stockholders. Such proposals must be received by us at our offices at 1522 – 217th Place S.E., Bothell, Washington 98021, no later than December 27, 2012. If the date of our 2013 annual meeting is changed by more than 30 calendar days from the anniversary date of the 2012 annual meeting of stockholders, then the deadline for submitting proposals is a reasonable time before we begin to print and mail proxy materials. Such proposals must satisfy the conditions established by the SEC, including, but not limited to, Rule 14a-8 promulgated under the Exchange Act, in order to be included in our proxy statement for the 2013 meeting.

## Table of Contents

### **Item 6. Exhibits**

<u>Exhibit Number</u>	<u>Description</u>
3.1	Fifth Amended and Restated Bylaws of OncoGenex Pharmaceuticals, Inc.
10.1	Letter and Release Agreements with Cameron Lawrence dated May 31, 2012
31.1	Certification of President and Chief Executive Officer pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1*	Certification of President and Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2*	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS**	XBRL Instance Document
101.SCH**	XBRL Taxonomy Extension Schema Document
101.CAL**	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF**	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB**	XBRL Taxonomy Extension Label Linkbase Document
101.PRE**	XBRL Taxonomy Extension Presentation Linkbase Document

\* The certifications attached as Exhibits 32.1 and 32.2 accompany this Quarterly Report on Form 10-Q pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

\*\* These exhibits are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections



**SIGNATURES**

Pursuant to the requirements 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.

Date: August 2, 2012

**ONCOGENEX PHARMACEUTICALS, INC.**

By: /s/ Michelle Burris  
Michelle Burris  
Chief Financial Officer  
(Principal Financial Officer and Chief Accounting Officer)

---

[Table of Contents](#)

**EXHIBIT INDEX**

<u>Exhibit Number</u>	<u>Description</u>
3.1	Fifth Amended and Restated Bylaws of OncoGenex Pharmaceuticals, Inc.
10.1	Letter and Release Agreements with Cameron Lawrence dated May 31, 2012
31.1	Certification of President and Chief Executive Officer pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1*	Certification of President and Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2*	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS**	XBRL Instance Document
101.SCH**	XBRL Taxonomy Extension Schema Document
101.CAL**	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF**	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB**	XBRL Taxonomy Extension Label Linkbase Document
101.PRE**	XBRL Taxonomy Extension Presentation Linkbase Document

\* The certifications attached as Exhibits 32.1 and 32.2 accompany this Quarterly Report on Form 10-Q pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

\*\* These exhibits are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections

**FIFTH AMENDED AND RESTATED  
BYLAWS  
OF  
ONCOGENEX PHARMACEUTICALS, INC.**

(Adopted on July 31, 2012)

**Section 1. Law, Certificate of Incorporation and Bylaws.**

1.1. These bylaws are subject to the certificate of incorporation of the corporation. In these bylaws, references to law, the certificate of incorporation and bylaws mean the law, the provisions of the certificate of incorporation and the bylaws as from time to time in effect.

**Section 2. Stockholders.**

2.1. Annual Meeting. The annual meeting of stockholders shall be held at such date and time as shall be designated from time to time by the board of directors and stated in the notice of the meeting, at which annual meeting, the stockholders shall elect a board of directors and transact such other business as may be required by law or these bylaws or as may properly come before the meeting.

2.2. Special Meetings. A special meeting of the stockholders may be called at any time by the chairman of the board of directors (if any), the chief executive officer, the president or a majority of the board of directors. Special meetings may not be called by any other person, group or entity. Business transacted at any special meeting of the stockholders shall be limited to the purposes stated in the notice of such meeting.

2.3. Place of Meeting. All meetings of the stockholders for the election of directors or for any other purpose shall be held either at a place, within or without the State of Delaware, or by means of remote communication, as the board of directors in its sole discretion may determine. Any adjourned session of any meeting of the stockholders shall be held at the place announced at the meeting at which the adjournment is taken.

2.4. Notice of Meetings. Except as otherwise provided by law, a written or electronic notice of each meeting of stockholders stating the place, day and hour thereof and, in the case of a special meeting, the purposes for which the meeting is called, shall be given not less than ten nor more than sixty days before the meeting (unless otherwise required by law or the certificate of incorporation), to each stockholder entitled to vote thereat, and to each stockholder who, by law, by the certificate of incorporation or by these bylaws, is entitled to notice, by electronic transmission of such notice, by leaving such notice with him or at his residence or usual place of business or by depositing such notice in the United States mail, postage prepaid, and addressed to such stockholder at his address as it appears in the records of the corporation. Such notice shall be given by the secretary, or by an officer or person designated by the board of directors, or in the case of a special meeting, by the person calling the meeting, or, if the special meeting is called by the board of directors, by the board of directors. As to any adjourned session of any meeting of stockholders, notice of the adjourned meeting need not be given if the time and place thereof are announced at the meeting at which the adjournment was taken except that if the adjournment is for more than thirty days or if after the adjournment a new record date is set for the adjourned session, notice of any such adjourned session of the meeting shall be given in the manner heretofore described. No notice of any meeting of stockholders or any adjourned session thereof need be given to a stockholder if a written waiver of notice, executed before or after the meeting or such adjourned session by such stockholder, is filed with the records of the meeting or if the stockholder attends such meeting without objecting at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the stockholders or any adjourned session thereof need be specified in any written waiver of notice.

2.5. Quorum of Stockholders. At any meeting of the stockholders a quorum as to any matter shall consist of a majority of the votes entitled to be cast on the matter, except where otherwise required by law, by the certificate of incorporation or by these bylaws. If a quorum shall fail to attend any meeting, the chairman of the meeting may adjourn the meeting. If a quorum is present at an original meeting, a quorum need not be present at an adjourned session of that meeting. Shares of its own stock belonging to the corporation or to another corporation, if a majority

---

of the shares entitled to vote in the election of directors of such other corporation is held, directly or indirectly, by the corporation, shall neither be entitled to vote nor be counted for quorum purposes; provided, however, that the foregoing shall not limit the right of any corporation to vote stock, including but not limited to its own stock, held by it in a fiduciary capacity.

2.6 Adjournment. The chairman of the meeting shall have the power to adjourn the meeting to another time, date and place (if any). Any meeting of stockholders, annual or special, may adjourn from time to time. At the adjourned meeting, the corporation may transact any business that might have been transacted at the original meeting. To the fullest extent permitted by law, the board of directors may postpone or reschedule any previously scheduled special or annual meeting of stockholders before it is to be held, in which case notice shall be provided to the stockholders of the new date, time and place, if any, of the meeting as provided in Section 2.4 above.

2.7. Record Date. In order that the corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, the board of directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the board of directors, and which record date shall not be more than sixty nor less than ten days before the date of such meeting (unless otherwise required by law or the certificate of incorporation). If no such record date is fixed by the board of directors, the record date for determining the stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held. A determination of stockholders or record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the board of directors may fix a new record date for the adjourned meeting.

In order that the corporation may determine the stockholders entitled to receive payment of any dividend or other distribution or allotment of any rights or to exercise any rights in respect of any change, conversion or exchange of stock, or for the purpose of any other lawful action, the board of directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted, and which record date shall be not more than sixty days prior to such payment, exercise or other action (unless otherwise required by law or the certificate of incorporation). If no such record date is fixed, the record date for determining stockholders for any such purpose shall be at the close of business on the day on which the board of directors adopts the resolution relating thereto.

2.8. Action by Vote. When a quorum is present at any meeting, a plurality of the votes properly cast for election to any office shall elect to such office and a majority of the votes properly cast upon any question other than an election to an office shall decide the question, except when a larger vote is required by law, by the certificate of incorporation or by these bylaws. No ballot shall be required for any election unless requested by a stockholder present or represented at the meeting and entitled to vote in the election.

2.9. Proxy Representation. Every stockholder may authorize another person or persons to act for him by proxy in all matters in which a stockholder is entitled to participate, whether by waiving notice of any meeting, objecting to or voting or participating at a meeting, or expressing consent or dissent without a meeting. Such a proxy may be prepared, transmitted and delivered in any manner permitted by applicable law.

2.10. Inspectors. The board of directors or the person presiding at the meeting may, but need not, appoint one or more inspectors of election and any substitute inspectors to act at the meeting or any adjournment thereof. Each inspector, before entering upon the discharge of his duties, shall take and sign an oath faithfully to execute the duties of inspector at such meeting with strict impartiality and according to the best of his ability. The inspectors, if any, shall determine the number of shares of stock outstanding and the voting power of each, the shares of stock represented at the meeting, the existence of a quorum, the validity and effect of proxies, and shall receive votes, ballots or consents, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes, ballots or consents, determine the result, and do such acts as are proper to conduct the election or vote with fairness to all stockholders. On request of the person presiding at the meeting, the inspectors shall make a report in writing of any challenge, question or matter determined by them and execute a certificate of any fact found by them. The inspectors may appoint or retain other persons or entities to assist the inspectors in performance of the duties of the inspectors.

2.11. List of Stockholders. The secretary shall prepare and make, at least ten days before every meeting of stockholders, a complete list of the stockholders entitled to vote at such meeting, arranged in alphabetical order and showing the address of each stockholder and the number of shares registered in the stockholder's name. The stock ledger shall be the only evidence as to which stockholders are entitled to examine such list or to vote in person or by proxy at such meeting.

2.12. Notice of Stockholder Business: Nominations.

2.12.1 Annual Meeting of Stockholders.

(a) Nominations of persons for election to the board of directors and the proposal of other business to be considered by the stockholders may be made at an annual meeting of stockholders (i) pursuant to the corporation's notice of such meeting (or any supplement thereto), (ii) by or at the direction of the board of directors or any committee thereof or (iii) by any stockholder of the corporation who was a stockholder of record at the time of giving of the notice provided for in this Section 2.12, who is entitled to vote at such meeting and who complies with the notice procedures set forth in this Section 2.12.

(b) For nominations or other business to be properly brought before an annual meeting by a stockholder pursuant to Section 2.12.1(a):

(i) the stockholder must have given timely notice thereof in writing to the secretary of the corporation;

(ii) any such proposed business (other than the nomination of persons for election to the board of directors) must constitute a proper matter for stockholder action;

(iii) if the stockholder, or the beneficial owner on whose behalf any such proposal or nomination is made, has provided the corporation with a Solicitation Notice, as that term is defined in this Section, such stockholder or beneficial owner must, in the case of a proposal other than the nomination of persons for election to the board of directors, have delivered a proxy statement and form of proxy to holders of at least the percentage of the corporation's voting shares required under applicable law to carry any such proposal, or, in the case of a nomination or nominations, have delivered a proxy statement and form of proxy to holders of a percentage of the corporation's voting shares reasonably believed by such stockholder or beneficial holder to be sufficient to elect the nominee or nominees proposed to be nominated by such stockholder, and must, in either case, have included in such materials the Solicitation Notice; and

(iv) if no Solicitation Notice relating thereto has been timely provided pursuant to this Section, the stockholder or beneficial owner proposing such business or nomination must not have solicited a number of proxies sufficient to have required the delivery of such a Solicitation Notice under this Section.

To be timely, a stockholder's notice must be delivered to the secretary at the principal executive offices of the corporation not later than the close of business on the ninetieth (90th) day nor earlier than the close of business on the one hundred twentieth (120th) day prior to the first anniversary of the preceding year's annual meeting; *provided, however,* that in the event that the date of the annual meeting is more than thirty (30) days before or more than sixty (60) days after such anniversary date, notice by the stockholder to be timely must be so delivered (A) no earlier than the close of business on the one hundred twentieth (120th) day prior to such annual meeting and (B) no later than the close of business on the later of the ninetieth (90th) day prior to such annual meeting or the close of business on the tenth (10th) day following the day on which Public Announcement of the date of such meeting is first made by the corporation. In no event shall the Public Announcement of an adjournment or postponement of an annual meeting commence a new time period (or extend any time period) for the giving of a stockholder's notice as described above. Such stockholder's notice shall set forth:

(x) as to each person whom the stockholder proposes to nominate for election or reelection as a director, (i) all information relating to such person that would be required to be disclosed in solicitations of proxies for election of directors, or would be otherwise required, in each case pursuant to and in accordance with Section 14(a) under the Securities Exchange Act of 1934, as amended (the "*Exchange Act*"), and the rules and regulations promulgated thereunder, and (ii) such person's written consent to being named in the proxy statement as a nominee and to serving as a director if elected;

(y) as to any other business that the stockholder proposes to bring before the meeting, a brief description of the business desired to be brought before the meeting, the text of the proposal or business (including the text of any resolutions proposed for consideration and in the event that such business includes a proposal to amend the Bylaws, the language of the proposed amendment), the reasons for conducting such business at the meeting and any material interest in such business of such stockholder and the beneficial owner, if any, on whose behalf the proposal is made;

(z) as to the stockholder giving the notice and the beneficial owner, if any, on whose behalf the nomination or proposal is made, (i) the name and address of such stockholder, as they appear on the corporation's books, and of such beneficial owner, (ii) the class or series and number of shares of capital stock of the corporation that are owned beneficially and of record by such stockholder and such beneficial owner, (iii) a description of any agreement, arrangement or understanding with respect to the nomination or proposal between or among such stockholder and/or such beneficial owner, any of their respective affiliates or associates, and any others acting in concert with any of the foregoing, including, in the case of a nomination, the nominee, (iv) a description of any agreement, arrangement or understanding (including any derivative or short positions, profit interests, options, warrants, convertible securities, stock appreciation or similar rights, hedging transactions, and borrowed or loaned shares) that has been entered into as of the date of the stockholder's notice by, or on behalf of, such stockholder and any such beneficial owner, whether or not such instrument or right shall be subject to settlement in underlying shares of capital stock of the corporation, the effect or intent of which is to mitigate loss to, manage risk or benefit of share price changes for, or increase or decrease the voting power of, such stockholder or such beneficial owner, with respect to securities of the corporation, (v) a representation that the stockholder is a holder of record of stock of the corporation entitled to vote at such meeting and intends to appear in person or by proxy at the meeting to propose such business or nomination, (vi) a representation as to whether such stockholder or beneficial owner intends (or is part of a group that intends) to deliver a proxy statement and/or form of proxy to holders of, in the case of a proposal, at least the percentage of the corporation's voting shares required under applicable law to carry the proposal or, in the case of a nomination or nominations, a sufficient number of holders of the corporation's voting shares to elect such nominee or nominees (an affirmative statement of such intent being a "**Solicitation Notice**") and (vii) any other information relating to such stockholder and beneficial owner, if any, required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for, as applicable, the proposal and/or for the election of directors in an election contest pursuant to and in accordance with Section 14(a) of the Exchange Act and the rules and regulations promulgated thereunder.

The foregoing notice requirements of this Section 2.12.1(b) shall be deemed satisfied by a stockholder with respect to business other than a nomination if the stockholder has notified the corporation of his, her or its intention to present a proposal at an annual meeting in compliance with applicable rules and regulations promulgated under the Exchange Act and such stockholder's proposal has been included in a proxy statement that has been prepared by the corporation to solicit proxies for such annual meeting. The corporation may require any proposed nominee to furnish such other information as the corporation may reasonably require to determine the eligibility of such proposed nominee to serve as a director of the corporation.

(c) Notwithstanding anything in the second sentence of Section 2.12.1(b) to the contrary, in the event that the number of directors to be elected to the board of directors is increased effective after the time period for which nominations would otherwise be due under Section 2.12.1(b) and there is no Public Announcement by the corporation naming the nominees for the additional directorships at least seventy-five (75) days prior to the first anniversary of the preceding year's annual meeting, a stockholder's notice required by this Section 2.12 shall also be considered timely, but only with respect to nominees for the additional directorships, if it shall be delivered to the secretary of the corporation at the principal executive office of the corporation no later than the close of business on the tenth (10th) day following the day on which such Public Announcement is first made by the corporation.

2.12.2 Special Meetings of Stockholders. Only such business shall be conducted at a special meeting of stockholders as shall have been brought before the meeting pursuant to the notice of such meeting. Nominations of persons for election to the board of directors may be made at a special meeting of stockholders only at the direction of the chairman of the board of directors (if any), the chief executive officer, the president or a majority of the board of directors pursuant to the notice of such meeting.

### 2.12.3 General.

(a) Only such persons who are nominated in accordance with the procedures set forth in this Section 2.12 shall be eligible to be elected at a meeting of stockholders and to serve as directors and only such business shall be conducted at a meeting of stockholders as shall have been brought before the meeting in accordance with the procedures set forth in this Section 2.12. Except as otherwise provided by law, the chairman of the meeting shall have the power and duty to determine whether a nomination or any other business proposed to be brought before the meeting was made or proposed, as the case may be, in accordance with the procedures set forth in this Section 2.12 (including whether the stockholder or beneficial owner, if any, on whose behalf the nomination or proposal is made or solicited (or is part of a group that solicited) or did not so solicit, as the case may be, proxies or votes in support of such stockholder's nominee or proposal in compliance with such stockholder's representation as required by Section 2.12.1(b)(z)(vi) and, if any proposed nomination or business was not made or proposed in compliance with this Section 2.12, to declare that such nomination shall be disregarded or that such proposed business shall not be transacted. Notwithstanding the foregoing provisions of this Section 2.12, unless otherwise required by law, if the stockholder (or a qualified representative of the stockholder) does not appear at the annual or special meeting of stockholders of the corporation to present a nomination or proposed business, such nomination shall be disregarded and such proposed business shall not be transacted, notwithstanding that proxies in respect of such vote may have been received by the corporation. For purposes of this Section 2.12.3, to be considered a qualified representative of the stockholder, a person must be a duly authorized officer, manager or partner of such stockholder or must be authorized by a writing executed by such stockholder or an electronic transmission delivered by such stockholder to act for such stockholder as proxy at the meeting of stockholders and such person must produce such writing or electronic transmission, or a reliable reproduction of the writing or electronic transmission, at the meeting of stockholders.

(b) For purposes of this Section 2.12, the term "**Public Announcement**" shall mean disclosure in a press release reported by the Dow Jones News Service, Associated Press or comparable national news service or in a document publicly filed by the corporation with the Securities and Exchange Commission pursuant to section 13, 14 or 15(d) of the Exchange Act.

(c) Notwithstanding the foregoing provisions of this Section 2.12, a stockholder shall also comply with all applicable requirements of the Exchange Act and the rules and regulations thereunder with respect to the matters set forth herein; provided however, that any references in these bylaws to the Exchange Act or the rules and regulations promulgated thereunder are not intended to and shall not limit any requirements applicable to nominations or proposals as to any other business to be considered pursuant to this Section 2.12, and compliance with the requirements under this Section 2.12 shall be the exclusive means for a stockholder to make nominations or submit other business (other than, as provided in the penultimate sentence of Section 2.12.1(b), business other than nominations brought properly under and in compliance with Rule 14a-8 of the Exchange Act, as may be amended from time to time). Nothing in this Section 2.12 shall be deemed to affect any rights of stockholders to request inclusion of proposals in the corporation's proxy statement pursuant to Rule 14a-8 under the Exchange Act.

### **Section 3. Board of Directors.**

3.1. Number. The number of directors which shall constitute the whole board shall not be less than three (3). The exact number of directors shall be fixed from time to time by a resolution adopted by a majority of directors. The number of directors may be increased at any time or from time to time by the directors by vote of a majority of the directors then in office. The number of directors may be decreased to any number permitted by the foregoing at any time by the directors by vote of a majority of the directors then in office, but only to eliminate vacancies existing by reason of the death, resignation or removal of one or more directors. Directors need not be stockholders.

3.2. Tenure. Except as otherwise provided by law, by the certificate of incorporation or by these bylaws, each director shall hold office until the successors of such director's class are elected and qualified, or until he sooner dies, resigns, is removed or becomes disqualified.

3.3. Powers. The business and affairs of the corporation shall be managed by or under the direction of the board of directors who shall have and may exercise all the powers of the corporation and do all such lawful acts and things as are not by law, the certificate of incorporation or these bylaws directed or required to be exercised or done by the stockholders.

3.4. Vacancies. Vacancies and any newly created directorships resulting from any increase in the number of directors may be filled by a majority of the directors then in office, although less than a quorum, or by a sole remaining director. When one or more directors shall resign from the board, effective at a future date, a majority of the directors then in office, including those who have resigned, shall have power to fill such vacancy or vacancies, the vote or action by writing thereon to take effect when such resignation or resignations shall become effective. No other person, group or entity shall have the power to fill vacancies. The directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number, subject to any requirements of law or of the certificate of incorporation or of these bylaws as to the number of directors required for a quorum or for any vote or other actions.

3.5. Committees. The board of directors may, by vote of a majority of the whole board, (a) designate, change the membership of or terminate the existence of any committee or committees, each committee to consist of one or more of the directors; (b) designate one or more directors as alternate members of any such committee who may replace any absent or disqualified member at any meeting of the committee; and (c) determine the extent to which each such committee shall have and may exercise the powers of the board of directors in the management of the business and affairs of the corporation, including the power to authorize the seal of the corporation to be affixed to all papers which require it and the power and authority to declare dividends or to authorize the issuance of stock; excepting, however, such powers which by law, by the certificate of incorporation or by these or by these bylaws they are prohibited from so delegating. In the absence or disqualification of any member of such committee and his alternate, if any, the member or members thereof present at any meeting and not disqualified from voting, whether or not constituting a quorum, may unanimously appoint another member of the board of directors to act at the meeting in the place of any such absent or disqualified member. Except as the board of directors may otherwise determine, any committee may make rules for the conduct of its business, but unless otherwise provided by the board or such rules, its business shall be conducted as nearly as may be in the same manner as is provided by these bylaws for the conduct of business by the board of directors. Each committee shall keep regular minutes of its meetings and report the same to the board of directors upon request.

3.6. Regular Meetings. Regular meetings of the board of directors may be held without call or notice at such places within or without the State of Delaware and at such times as the board may from time to time determine, provided that notice of the first regular meeting following any such determination shall be given to absent directors. A regular meeting of the directors may be held without call or notice immediately after and at the same place as the annual meeting of the stockholders.

3.7. Special Meetings. Special meetings of the board of directors may be held at any time and at any place within or without the State of Delaware designated in the notice of the meeting, when called by the chairman of the board, if any, the president, or by one-third or more in number of the directors, reasonable notice thereof being given to each director by the secretary or by the chairman of the board, if any, the president or any one of the directors calling the meeting.

3.8. Notice. Any time it is necessary to give notice of a board of directors' meeting, notice shall be given (a) in person or by telephone to the director at least 24 hours in advance of the meeting, (b) by personally delivering written notice to the director's last known business or home address at least 24 hours in advance of the meeting, (c) by delivering an electronic transmission (including, without limitation, via telefacsimile or electronic mail) to the director's last known number or address for receiving electronic transmissions of that type at least 24 hours in advance of the meeting, (d) by depositing written notice with a reputable delivery service or overnight carrier addressed to the director's last known business or home address for delivery to that address no later than the business day preceding the date of the meeting or (e) by depositing written notice in the U.S. mail, postage prepaid, addressed to the director's last known business or home address no later than the third business day preceding the date of the meeting. Notice of a meeting need not be given to any director if a written waiver of notice, executed by him, or a waiver sent by electronic transmission by him, in either case before or after the meeting, is filed with the records of the meeting, or to any director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him. Neither notice of a meeting nor a waiver of a notice need specify the purposes of the meeting.

3.9. Quorum. Except as may be otherwise provided by law, by the certificate of incorporation or these bylaws, at any meeting of the directors a majority of the directors then in office shall constitute a quorum; a quorum shall not



in any case be less than one-third of the total number of directors constituting the whole board. Any meeting may be adjourned from time to time by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

3.10. Action by Vote. Except as may be otherwise provided by law, by the certificate of incorporation or by these bylaws, when a quorum is present at any meeting the vote of a majority of the directors present shall be the act of the board of directors.

3.11. Action Without a Meeting. Any action required or permitted to be taken at any meeting of the board of directors or a committee thereof may be taken without a meeting if all the members of the board or of such committee, as the case may be, consent thereto in writing or by electronic transmission, and such writing or writings or electronic transmission or transmissions are filed with the records of the meetings of the board or of such committee. Such consent shall be treated for all purposes as the act of the board or of such committee, as the case may be.

3.12. Participation in Meetings by Conference Telephone. Members of the board of directors, or any committee designated by such board, may participate in a meeting of such board or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other or by any other means permitted by law. Such participation shall constitute presence in person at such meeting.

3.13. Compensation. In the discretion of the board of directors, each director may be paid such fees for his services as director and be reimbursed from his reasonable expenses incurred in the performance of his duties as director as the board of directors from time to time may determine. Nothing contained in this section shall be construed to preclude any director from serving the corporation in any other capacity and receiving reasonable compensation therefor.

3.14. Interested Directors and Officers.

(a) No contract or transaction between the corporation and one or more of its directors or officers, or between the corporation and any other corporation, partnership, association, or other organization in which one or more of the corporation's directors or officers are directors or officers, or have a financial interest, shall be void or voidable, solely for this reason, or solely because the director or officer is present at or participates in the meeting of the board or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if:

(i) The material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the board of directors or the committee, and the board or committee in good faith authorizes the contract or transaction by the affirmative votes of majority of the disinterested directors, even though the disinterested directors be less than a quorum: or

(ii) The material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the stockholder entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the stockholders; or

(iii) The contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified by the board of directors, a committee thereof, or the stockholders.

(b) Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which authorized the contract or transaction.

**Section 4. Officers and Agents.**

4.1. Enumeration: Qualification. The officers of the corporation shall be a president, a treasurer, a secretary and such other officers, if any, as the board of directors from time to time may in its discretion elect or appoint including without limitation a chairman of the board, one or more vice presidents and a controller. The board of

---

directors may empower the chief executive officer of the corporation to appoint any officer other than the chairman of the board of directors, the chief executive officer, the president, the chief financial officer or the treasurer. The corporation may also have such agents, if any, as the board of directors from time to time may in its discretion choose. Any officer may be but none need be a director or stockholder. Any two or more offices may be held by the same person. Any officer may be required by the board of directors to secure the faithful performance of his duties to the corporation by giving bond in such amount and with sureties or otherwise as the board of directors may determine.

4.2. Powers. Subject to law, to the certificate of incorporation and to the other provisions of these bylaws, each officer shall have, in addition to the duties and powers herein set forth, such duties and powers as are commonly incident to his office and such additional duties and powers as the board of directors may from time to time designate.

4.3. Election. The officers may be elected by the board of directors at their first meeting following the annual meeting of the stockholders or at any other time. At any time or from time to time the directors may delegate to any officer their power to elect or appoint any other officer or any agents.

4.4. Tenure. Each officer shall hold office until his respective successor is chosen and qualified unless a shorter period shall have been specified by the terms of his election or appointment, or in each case until he sooner dies, resigns, is removed or becomes disqualified. Each agent shall retain his authority at the pleasure of the directors, or the officer by whom he was appointed or by the officer who then holds agent appointive power.

4.5. Chairman of the board of directors, President and Vice President. The chairman of the board, if any, shall have such duties and powers as shall be designated from time to time by the board of directors. Unless the board of directors otherwise specifies, the chairman of the board, or if there is none, the chief executive officer, shall preside, or designate the person who shall preside, at all meetings of the stockholders and of the board of directors. Unless the board of directors otherwise specifies, the president shall be the chief executive officer and shall have direct charge of all business operations of the corporation and, subject to the control of the directors, shall have general charge and supervision of the business of the corporation. Any vice president shall have such duties and powers as shall be set forth in these bylaws or as shall be designated from time to time by the board of directors or by the president.

4.6. Chief Financial Officer and Assistant Treasurers. Unless the board of directors otherwise specifies, the chief financial officer shall be the treasurer of the corporation and shall be in charge of its funds and valuable papers, and shall have such other duties and powers as may be designated from time to time by the board of directors or by the president. If no controller is elected, the chief financial officer shall, unless the board of directors otherwise specifies, also have the duties and powers of the controller. Any assistant treasurers shall have such duties and powers as shall be designated from time to time by the board of directors, the president or the chief financial officer.

4.7. Controller and Assistant Controller. If a controller is elected, he shall, unless the board of directors otherwise specifies, be the chief accounting officer of the corporation and be in charge of its books of account and accounting records, and of its accounting procedures. He shall have such other duties and powers and may be designated from time to time by the board of directors, the president or the treasurer. Any assistant controller shall have such duties and powers as shall be designated from time to time by the board of directors, the president, the treasurer or the controller.

4.8. Secretary and Assistant Secretaries. The secretary shall record all proceedings of the stockholders, of the board of directors and of committees of the board of directors in a book or series of books to be kept therefore and shall file therein all actions by written consent of stockholders or directors. In the absence of the secretary from any meeting, an assistant secretary, or if there be none or he is absent, a temporary secretary chosen at the meeting, shall record the proceedings thereof. Unless a transfer agent has been appointed the secretary shall keep or cause to be kept the stock and transfer records of the corporation, which shall contain the names and record addresses of all stockholders and the number of shares registered in the name of each stockholder. He shall have such other duties and powers as may from time to time be designated by the board of directors or the president. Any assistant secretaries shall have such duties and powers as shall be designated from time to time by the board of directors, the president or the secretary.

---

**Section 5. Resignations and Removals.**

5.1. Any director or officer may resign at any time by delivering his resignation in writing or by electronic transmission to the chairman of the board, if any, the president, or the secretary or to a meeting of the board of directors. Such resignation shall be effective upon receipt unless specified to be effective at some other time, and without in either case the necessity of its being accepted unless the resignation shall so state. Unless otherwise required by law or the certificate of incorporation, a director (including persons elected by directors to fill vacancies in the board) may be removed from office with or without cause by the vote of the holders of a majority of the shares issued and outstanding and entitled to vote in the election of directors. The board of directors may at any time remove any officer either with or without cause. The board of directors may at any time terminate or modify the authority of any agent. No director or officer resigning and (except where a right to receive compensation shall be expressly provided in a duly authorized written agreement with the corporation) no director or officer removed shall have any right to any compensation as such director or officer for any period following his resignation or removal, or any right to damages on account of such removal, whether his compensation be by the month or by the year or otherwise; unless, in the case of a resignation, the directors, or, in the case of removal, the body acting on the removal, shall in their or its discretion provide for compensation.

**Section 6. Vacancies.**

6.1. If the office of the president or the treasurer or the secretary becomes vacant, the directors may elect a successor by vote of a majority of the directors then in office. If the office of any other officer becomes vacant, any person or body empowered to elect or appoint that officer may choose a successor. Each such successor shall hold office for the unexpired term, and in the case of the president, the treasurer and the secretary until his successor is chosen and qualified or in each case he sooner dies, resigns, is removed or becomes disqualified. Any vacancy of a directorship shall be filled as specified in Section 3.4 of these bylaws.

**Section 7. Capital Stock.**

7.1. Stock Certificates. The shares of the corporation shall be represented by certificates, provided that the board of directors of the corporation may provide by resolution or resolutions that some or all of any or all classes or series of its stock shall be uncertificated shares. Any such resolution shall not apply to shares represented by a certificate until such certificate is surrendered to the corporation. Notwithstanding the adoption of such a resolution by the board of directors, every holder of stock represented by certificates and upon request every holder of uncertificated shares shall be entitled to have a certificate signed by, or in the name of the corporation by the chairman or vice-chairman of the board of directors, if any, or the president or vice-president, and by the treasurer or an assistant treasurer, or by the secretary or an assistant secretary of such corporation representing the number of shares registered in certificate form. Any or all of the signatures on the certificate may be a facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate has ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the corporation with the same effect as if he were such officer, transfer agent, or registrar at the time of issue.

7.2. Loss of Certificates. In the case of the alleged theft, loss, destruction or mutilation of a certificate of stock, a duplicate certificate may be issued in place thereof, upon such terms, including receipt of a bond sufficient to indemnify the corporation against any claim on account thereof, as the board of directors may prescribe.

**Section 8. Transfer of Shares of Stock.**

8.1. Subject to the restrictions, if any, stated or noted on the stock certificate, shares of stock may be transferred on the books of the corporation by the surrender to the corporation or its transfer agent of the certificate therefor properly endorsed or accompanied by a written assignment and power of attorney properly executed, with necessary transfer stamps affixed, and with such proof of the authenticity of signature as the board of directors or the transfer agent of the corporation may reasonably require. Except as may be otherwise required by law, by the certificate of incorporation or by these bylaws, the corporation shall be entitled to treat the record holder of stock as shown on its books as the owner of such stock for all purposes, including the payment of dividends and the right to receive notice and to vote or to give any consent with respect thereto and to be held liable for such calls and

assessments, if any, as may lawfully be made thereon, regardless of any transfer, pledge or other disposition of such stock until the shares have been properly transferred on the books of the corporation. It shall be the duty of each stockholder to notify the corporation of his post office address.

#### **Section 9. Indemnification.**

9.1. Right to Indemnification. Each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she is or was a director officer of the corporation or is or was serving at the request of the corporation as a director or officer of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans (hereinafter an "indemnitee"), whether the basis of such proceeding is alleged action in an official capacity as a director or officer or in any other capacity while serving as a director or officer, shall be indemnified and held harmless by the corporation to the fullest extent authorized by the Delaware General Corporation Law, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than such law permitted the corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid in settlement) reasonably incurred or suffered by such indemnitee in connection therewith and such indemnification shall continue as to an indemnitee who has ceased to be a director or officer and shall inure to the benefit of the indemnitee's heirs, executors and administrators; provided, however, that, except as provided in this Section 9.1 with respect to proceedings to enforce rights to indemnification, the corporation shall indemnify any such indemnitee in connection with a proceeding (or part thereof) initiated by such indemnitee only if such proceeding (or part thereof) was authorized by the board of directors of the corporation. The right to indemnification conferred in this Section 9.1 shall be a contract right and shall include the right to be paid by the corporation the expenses incurred in defending any such proceeding in advance of its final disposition (hereinafter an "advancement of expenses"); provided, however, that, if the Delaware General Corporation Law requires, an advancement of expenses incurred by an indemnitee in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such indemnitee, including without limitation, service to an employee benefit plan) shall be made only upon delivery to the corporation of an undertaking, by or on behalf of such indemnitee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is not further right to appeal that such indemnitee is not entitled to be indemnified for such expenses under this Section 9 or otherwise (hereinafter an "undertaking").

9.2. Right of Indemnitee to Bring Suit. If a claim under Section 9.1 of these bylaws is not paid in full by the corporation within forty-five (45) days after a written claim has been received by the corporation, the indemnitee may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim. If successful in whole or part in any such suit or in a suit brought by the corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the indemnitee shall be entitled to be paid also the expense of prosecuting or defending such suit. In (a) any suit brought by the indemnitee to enforce a right to indemnification hereunder (but not in a suit brought by the indemnitee to enforce a right to an advancement of expenses) it shall be a defense that, and (b) any suit by the corporation to recover an advancement of expenses pursuant to the terms of an undertaking the corporation shall be entitled to recover such expenses upon a final adjudication that, the indemnitee has not met the applicable standard of conduct set forth in the Delaware General Corporation Law. Neither the failure of the corporation (including its board of directors, independent legal counsel, or its stockholders) to have made a determination prior to the commencement of such suit that indemnification of the indemnitee is proper in the circumstances because the indemnitee has met the applicable standard of conduct set forth in the Delaware General Corporation Law, nor an actual determination by the corporation (including its board of directors, independent legal counsel, or its stockholders) that the indemnitee has not met such applicable standard of conduct, shall create a presumption that the indemnitee has not met the applicable standard of conduct or, in the case of such a suit brought by indemnitee, be a defense to such suit. In any suit brought by the indemnitee to enforce a right hereunder, or by the corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the burden of proving that the indemnitee is not entitled to be indemnified or to such advancement of expenses under this Section 9 or otherwise shall be on the corporation.

9.3. Non-Exclusivity of Rights. The rights of indemnification and to the advancement of expenses conferred in this Section 9 shall not be exclusive of any other right which any person may have or thereafter acquire under any statute, provision of the certificate of incorporation, bylaw agreement, vote of stockholders or disinterested directors or otherwise and shall inure to the benefit of the heirs and legal representatives of such person.

---

9.4. Insurance. The corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under the Delaware General Corporation Law.

9.5. Indemnification of Employees or Agents of the Corporation. The corporation may, to the extent authorized from time to time by the board of directors, grant rights to indemnification and to the advancement of expenses, to any employee or agent of the corporation to the fullest extent of the provisions of this Section 9 with respect to the indemnification and advancement of expenses of directors or officers of the corporation.

9.6. Indemnification Contracts. The board of directors is authorized to enter into a contract with any director, officer, employee or agent of the corporation, or any person serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including employee benefit plans, providing for indemnification rights equivalent to or, if the board of directors so determines, greater than, those provided for in this Section 9.

9.7. Effect of Amendment. Any amendment, repeal or modification of any provision of this Section 9 by the stockholders or the directors of the corporation shall not adversely affect any right or protection of a director or officer of the corporation existing at the time of such amendment, repeal or modification.

#### **Section 10. General Provisions.**

10.1. Corporate Seal. Subject to alteration by the directors, the seal of the corporation shall consist of a flat-faced circular die with the word "Delaware" and the name of the corporation cut or engraved thereon, together with such other words, dates or images as may be approved from time to time by the directors.

10.2. Execution of Papers. Except as the board of directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts or other obligations made, accepted or endorsed by the corporation shall be signed by the chairman of the board, if any, the president, a vice president or the treasurer.

10.3. Fiscal Year. The fiscal year of the corporation shall be fixed by resolution of the board of directors.

10.4. Electronic Transmission. For purposes of these bylaws, "electronic transmission" shall mean a form of communication not directly involving the physical transmission of paper that satisfies the requirements with respect to such communications contained in the Delaware General Corporation Law.

10.5. Amendments. Notwithstanding any other provision of these bylaws, any amendment or repeal of these bylaws, or adoption of bylaws, shall require the approval of the board of directors or the stockholders of the corporation as provided in the certificate of incorporation.

## FULL &amp; FINAL RELEASE

I, CAMERON LAWRENCE, on behalf of myself, my heirs, executors and assigns, in consideration of the terms set out in the letter dated May 31, 2012 and other good and valuable consideration (the receipt and sufficiency of which is hereby acknowledged), do hereby remise, release and forever discharge **ONCOGENEX TECHNOLOGIES INC.**, all affiliated persons or entities as defined in the *Income Tax Act* (Canada), and **ONCOGENEX PHARMACEUTICALS, INC.**, (collectively the “**Employer**”) together with the Employer’s subsidiaries, affiliates, parent companies, and its present and former directors, officers, administrators, representatives, shareholders, owners, partners, employees, agents, and heirs, executors, administrators, successors and assigns, as the case may be, jointly and severally, of and from any and all manner of actions at common law or otherwise, causes of action, suits, contracts, covenants, claims, demands, complaints, grievances, damages, costs or loss or expenses of any nature or kind whatsoever, including claims under the *Employment Standards Act*, R.S.B.C. 1996, c. 113 and the *Human Rights Code*, R.S.B.C. 1996, c. 210, as amended from time to time, which, as against the Employer or such persons as aforesaid or any of them (collectively, the “**Releasees**”) I have ever had, now have, or at any time hereafter I or my personal representatives can, shall or may have, by reason of or arising out of any cause, matter or thing whatsoever occurring or existing up to and inclusive of the date of this Release and, without limiting the generality of the foregoing, by reason of or arising out of my employment with the Employer or in any other way connected with my employment or its termination, and more specifically, without limiting the generality of the foregoing, any and all claims for damages for termination of my employment, loss of benefits, loss of incentive compensation, loss of share options and the cancellation of any non-vested shares or share options in the Employer.

AND FOR THE SAID CONSIDERATION, without limitation, I covenant and undertake that I will not file or advance any claims or complaints under the *Employment Standards Act*, the *Human Rights Code*, and the *Workers Compensation Act*, R.S.B.C. 1996, c. 492 arising out of my relationship with the Releasees or the termination of that relationship. I am cognizant of my rights under the *Human Rights Code* and I hereby declare that there is no issue of any infringement of such rights.

AND FOR THE SAID CONSIDERATION, I further agree not to make any claim or take any other proceedings against any person, corporation or partnership in which any claim could or does arise with respect to any matters which may have arisen between the parties to this Release up to the present time, concerning and relating to any action I may have as against any other party as a result of my employment with the Employer or its termination.

AND FOR THE SAID CONSIDERATION, I further agree to save harmless and indemnify the Releasees from and against any and all claims, charges, taxes, penalties or demands made by the Canada Revenue Agency requiring any Releasees to pay any amounts under the *Income Tax Act* (Canada) and other duly recognized federal, provincial and local taxing authorities in respect of income tax payable by me in excess of the income tax previously withheld, and from and against any and all claims, charges, taxes or penalties and demands made on behalf of or related to Employment Insurance or Canada Pension Plan under the applicable statutes and regulations with respect to any amounts which may, in the future, be found to be payable by the Releasees with respect to my employment with the Employer or the payment of the consideration referred to above.

---

AND I HEREBY DECLARE that I fully understand this document and the letter dated May 31, 2012 setting out the arrangements respecting the termination of my employment with the Employer and that the terms thereof constitute the sole consideration for this Release. I have had the opportunity to obtain independent legal advice with respect to this settlement and have either done so, or have waived my right to do so, and I voluntarily accept the consideration stated herein for the purposes of making full and final compromise, adjustment and settlement of all claims as aforesaid.

I UNDERTAKE to maintain strict confidentiality with respect to the terms of settlement and not to disclose them to any person other than my immediate family or legal and financial advisors or as may be required by law.

I AGREE to abide by all terms of the Employment Agreement dated October 14, 2008 (a copy of which I have received, recently read and understand) which survive the termination of my employment with the Employer which include but are not limited to Articles 7, 8, 9, 10 and 11 of the Employment Agreement.

IT IS UNDERSTOOD AND AGREED that the arrangements herein are without prejudice or precedent and are not deemed to be admission of liability on the part of the Releasees and any and all liability is expressly denied.

IN WITNESS WHEREOF I have executed this Release this 4 day of June 2012.

/s/ Sandra Thompson  
Witness

/s/ Cameron Lawrence  
**CAMERON LAWRENCE**

May 31, 2012

**PRIVATE & CONFIDENTIAL**

**VIA ELECTRONIC DELIVERY**

Dear Cameron:

We write with respect to the termination of your employment with OncoGenex Technologies Inc. (the “**Company**”), effective May 31, 2012.

In recognition of your contributions to the Company, and contingent upon your signing and returning the enclosed Full and Final Release, the Company is willing to offer you, on a gratuitous and without prejudice basis:

- (a) a lump sum of \$88,394.23, less all deductions required by law (the “**Gratuitous Sum**”);
- (b) continued coverage under all group medical, dental and insurance plans, **excluding short and long term disability plans and pension plan**, to which you were entitled as of May 31, 2012, until the earlier of:
  - (a) February 28, 2013; or
  - (b) the date you become employed elsewhere and are provided comparable coverage; and
- (c) an opportunity to immediately exercise any options that you have been granted and which would have vested between May 31, 2012 and February 28, 2013. These options will expire as follows:

<u>Date of Grant</u>	<u>Option Plan</u>	<u>Number of Options Granted</u>	<u>Number of Options Exercisable</u>	<u>Exercise Price</u>	<u>Expiry Date</u>
Dec. 31, 2008	OTI	7,500	1,875	\$ 3.00	May 31, 2013
Dec. 31, 2009	2007	2,500	469	\$22.28	Aug. 31, 2012
Dec. 14, 2010	2010	4,000	750	\$15.97	Aug. 31, 2012
May 8, 2012	2010	3,000	563	\$13.00	Aug. 31, 2012



---

The Gratuitous Payment will be paid to you and arrangements made with respect to continued plan coverage and any options upon receipt of a signed copy of this letter and a signed copy of the enclosed Full and Final Release.

The termination of your employment, including your continuing obligations to the Company, will otherwise be administered in accordance with our letter to you of May 31, 2012 confirming the same.

When you have signed this letter and the enclosed Full and Final Release, they will become a binding and enforceable agreement upon you and the Company. Accordingly, you may wish to seek independent legal advice before signing these documents.

Cameron, we thank you for your efforts during your employment, and wish you the very best in your future endeavors.

Yours Sincerely,

**OncoGenex Technologies Inc.**

Per: /s/ Scott Cormack

Scott Cormack  
President & CEO

I, **Cameron Lawrence**, agree to the terms set out in this letter and the enclosed Full and Final Release as my full entitlement to compensation arising out of the termination of my employment.

Agreed to this 4 day of June, 2012.

/s/ Cameron Lawrence

**CAMERON LAWRENCE**

---

May 31, 2012

**PRIVATE & CONFIDENTIAL**

***VIA ELECTRONIC DELIVERY***

Cameron Lawrence

Dear Cameron:

Further to our discussion on May 25, 2012, we confirm our decision to terminate your employment with OncoGenex Technologies Inc. (the **Company**) effective May 31, 2012 (the **Termination Date**).

Within 48 hours of the Termination Date, and in accordance with the terms of your employment, including the Employment Agreement dated October 14, 2012 (the **Employment Agreement**), the Company will provide you with a Record of Employment and a payroll cheque consisting of:

- (a) amounts you earned prior to the Termination Date, less all deductions required by law;
- (b) an amount for accrued but untaken Vacation Time Off, less all deductions required by law, in accordance with Company policy; and
- (c) a lump sum of \$30,098.59, less all deductions required by law, representing Severance determined in accordance with Article 6.5 of the Employment Agreement.

In addition, and in accordance with Article 6.5 of the Employment Agreement, you will be entitled to continued coverage under all group medical, dental and insurance plans, **excluding short and long term disability plans and pension plan**, to which you were entitled as of the Termination Date, until the earlier of:

- (a) August 9, 2012; or
- (b) the date you become employed elsewhere and are provided comparable coverage.

Any other perquisites or benefits you receive will terminate as of the Termination Date. You may have an option to convert to individual coverage under the Company's short term and long term disability plans. Should you wish to discuss whether this option exists, please contact Carrie Larson.

Please note that under the Company's share options plans, any options that you have been granted and which have vested as of the Termination Date will expire as follows:

<u>Date of Grant</u>	<u>Option Plan</u>	<u>Number of Options Granted</u>	<u>Number of Options Exercisable</u>	<u>Exercise Price</u>	<u>Expiry Date</u>
Dec. 31, 2008	OTI	7,500	1,875	\$ 3.00	May 31, 2013
Dec. 31, 2009					Aug.
Dec. 14, 2010	2007	2,500	1,510	\$22.28	31, 2012
	2010	4,000	1,417	\$15.97	Aug. 31, 2012
May 8, 2012	2010	3,000	250	\$13.00	Aug. 31, 2012

You are required, by June 8, 2012, to return any and all Company property and documents in your possession including, but not limited to the keys and FOBs for the Vancouver and Bothell facilities.

All expenses properly incurred up to and including the Termination Date should be submitted within one (1) week of the Termination Date. Any unpaid expenses will be reimbursed in accordance with Article 5.3 of the Employment Agreement and Company policy.

Finally, we take this opportunity to remind you of your continuing obligations to the Company. In particular, we note your Non-Competition and Non-Solicitation obligations as set out in Articles 7 and 8 of the Employment Agreement, and your obligations with respect to Confidentiality and Intellectual Property as set out at Articles 9 and 10 of the Employment Agreement. We have attached a copy of your Employment Agreement to this letter for your convenience.

Cameron, we would be pleased to discuss the contents of this letter with you should you have any questions, and we wish you all the best in your future endeavors.

Yours Sincerely,

**OncoGenex Technologies Inc.**

Per:

Scott Cormack  
President & CEO

**Certification Pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934**

I, Scott Cormack, certify that:

1. I have reviewed this quarterly report on Form 10-Q of OncoGenex Pharmaceuticals, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 2, 2012

/s/ Scott Cormack

Scott Cormack  
President and Chief Executive Officer

**Certification Pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934**

I, Michelle Burris, certify that:

1. I have reviewed this quarterly report on Form 10-Q of OncoGenex Pharmaceuticals, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 2, 2012

/s/ Michelle Burris

Michelle Burris  
Chief Financial Officer

**Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

I, Scott Cormack, President and Chief Executive Officer of OncoGenex Pharmaceuticals, Inc. (the "Company"), certify, pursuant to Rule 13a-14(b) or Rule 15d-14(b) of the Securities Exchange Act of 1934 and 18 U.S.C. Section 1350, that:

(1) the Quarterly Report on Form 10-Q of the Company for the quarterly period ended June 30, 2012 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 780(d)); and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: August 2, 2012

/s/ Scott Cormack

Scott Cormack

President and Chief Executive Officer

**Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

I, Michelle Burris, Chief Financial Officer of OncoGenex Pharmaceuticals, Inc. (the "Company"), certify, pursuant to Rule 13a-14(b) or Rule 15d-14(b) of the Securities Exchange Act of 1934 and 18 U.S.C. Section 1350, that:

(1) the Quarterly Report on Form 10-Q of the Company for the quarterly period ended June 30, 2012 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 780(d)); and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: August 2, 2012

/s/ Michelle Burris  
Michelle Burris  
Chief Financial Officer