

ZIOPHARM ONCOLOGY INC
Form 424B3
March 04, 2011

Filed Pursuant to Rule 424(b)(3)
File No. 333-134279

**Prospectus Supplement No. 1
(To Prospectus dated May 31, 2006)**

ZIOPHARM Oncology, Inc.

11,187,774 Shares

Common Stock

This prospectus supplement (this Supplement) supplements and amends the prospectus dated May 31, 2006 and included in our registration statement on Form S-3 (File No. 333-134279) filed on May 19, 2006 and declared effective by the U.S. Securities and Exchange Commission on May 30, 2006 (the Prospectus). The Prospectus initially related to the sale of up to 11,187,774 shares of our common stock by the selling shareholders named in the Prospectus or their donees, pledgees, transferees or other successors in interest, including 7,991,256 shares issued in a private placement transaction that we completed on May 3, 2006 (the May 2006 Private Placement) and 3,196,518 additional shares issuable upon the exercise of warrants that were issued in the May 2006 Private Placement. This Supplement does not relate to our issuance of additional shares of common stock beyond the 11,187,774 originally covered by the Prospectus.

This Supplement should be read in conjunction with, and may not be delivered or utilized without, the Prospectus, which is to be delivered with this Supplement. This Supplement is qualified by reference to the Prospectus, except to the extent that the information in this Supplement updates and supersedes the information contained in the Prospectus.

Our common stock trades on the NASDAQ Capital Market under the symbol ZIOP.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if the Prospectus or this Supplement is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is March 4, 2011.

TABLE OF CONTENTS**SELLING STOCKHOLDERS**

The information in the table appearing under the caption "Selling Shareholders" commencing on page 15 of the Prospectus is hereby superseded in its entirety by the information set forth in the table below. **The information has been updated only to reflect assignments and other transfers of warrants to purchase our common stock that were initially acquired in the May 2006 Private Placement by the holders thereof.**

The information set forth in the table below is current as of March 4, 2011. Since the date on which we were provided with the information regarding their security ownership in ZIOPHARM Oncology, Inc., selling stockholders may have acquired, sold, transferred or otherwise disposed of all or a portion of their securities. Accordingly, the information provided herein for any particular selling stockholder may understate or overstate, as the case may be, such stockholder's current ownership.

Selling Stockholder	Shares Beneficially Owned Before Offering ⁽¹⁾	Number of Outstanding Shares Offered by Selling Stockholder	Number of Shares Offering by Selling Stockholder Upon Exercise of Certain Warrants	Percentage Beneficial Ownership After Offering ⁽²⁾
ACM SPV LLC's	2,119	0	2,119	
Alastair Muir-Taylor	7,019	5,399	1,620	
Albert M. Leftkovits, M.D.	7,019	5,399	1,620	
Albert Sebag	291	0	291	
Alfred J. Smith	7,019	5,399	1,620	
Amgis Capital International I LP	2,200	0	2,200	
Amgis Capital International I Ltd.	1,100	0	1,100	
Amita Rodman Mehta F/B/O ARM-TDA	467	0	467	
Amita Rodman Mehta IRA and IRA R/O	99	0	99	
AMP CAPITAL INVESTORS LIMITED AS RESPONSIBLE ENTITY FOR ENHANCED INDEX INTERNATIONAL SHARE FUND	37,516	0	37,516	
Andrew W. Albstein	14,039	10,799	3,240	
Andrew W. Schonzeit	8,423	6,479	1,944	
Andy Miles	74	0	74	
Anjali Doshi, minor, c/o Navin Doshi	69	0	69	
Anthony J. Ottavio	8,423	6,479	1,944	
Anthony Vitale	39,832	0	39,832	
Arthur Greco	7,019	5,399	1,620	
ARTUS GMBH & CO. KGaA ^(a)	70,194	53,995	16,199	
Barclays Bank (Suisse) S.A.	3,300	0	3,300	
Barry M. Pearl	7,615	4,319	1,296	*
Basil Christakos	8,678	0	2,606	*
BCMF Trustees, LLC	10,551	0	10,551	

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Ben and Sophie Reuben	16,845	12,958	3,887	
Ben Heller	100,116	32,397	9,719	*
Bernard S. Carrey	4,211	3,239	972	
Brenda M. Hackney	7,019	5,399	1,620	
Broadlawn Master Fund, Ltd. ^(b)	28,077	21,598	6,479	
Bruce W. Jaeger	45,401	34,924	10,477	
Bushido Capital Master Fund, LP ^(c)	71,284	64,794	6,490	
Carl Belczynski	54	0	54	
Carucci Family Partners ^(d)	81,155	32,397	9,719	*
CFRR Holdings, LLC	161	0	161	

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Selling Stockholder	Shares Beneficially Owned Before Offering ⁽¹⁾	Number of Outstanding Shares Offered by Selling Stockholder	Number of Shares Offering by Selling Stockholder Upon Exercise of Certain Warrants	Percentage Beneficial Ownership After Offering ⁽²⁾
Charles D. Kleinow	28,600	22,000	6,600	
Citigroup Global MKT Inc. as IRA Rollover Cust FBO	14,300	11,000	3,300	
Mai N. Pogue				
Clarion Capital Corporation ^(e)	98,271	75,593	22,678	
Common Fund Hedged Equity Company ^(f)	24,100	24,100	0	
Cooper A. McIntosh MD	11,231	8,639	2,592	
Cordillera Fund L.P. ^(g)	42,116	32,397	9,719	
Cranshire Capital, LP ^(h)	42,116	32,397	9,719	
Cycad Group, LLC ⁽ⁱ⁾	140,390	107,992	32,398	
Daniel A. Bachtle	11,231	8,639	2,592	
David A. Dent	22,557	16,198	4,859	*
David Jaroslawicz	69,616	32,397	9,719	*
David S. Hannes	7,019	5,399	1,620	
DIVALVEST INC	3,502	0	3,502	
DKG Leasing-2000, LLC.	398	0	398	
Dr. G. Bruce Miles IRA R/O	2,807	2,159	648	
Drs. Maya and Mehul Shah	125	0	125	
Edmund Debler	3,012	0	3,012	
Edward and Sandra Meyer Foundation, Inc.	4,050	0	4,050	
Erich W. Wouters, M.D.	7,019	5,399	1,620	
Esther Stahler	28,077	21,598	6,479	
ETP/FBR Venture Capital II, LLC ⁽ⁱ⁾	213,109	163,930	49,179	
Fernando Ahumada	11,231	8,639	2,592	
Finderne, LLC ^(k)	8,100	8,100	0	
FIRS Management, LLC ^(l)	11,231	8,639	2,592	
Fred Vitale	5,824	4,319	1,505	
Globe Capital Investors Biotech LLC ^(m)	143,477	110,367	33,110	
Good Steward Trading Company SPC	7,500	7,500	0	
Griffin Securities, Inc.	138,977	0	138,977	
Hackney One Investments, LLC ⁽ⁿ⁾	7,019	5,399	1,620	
Harewood Nominees Ltd. A/C 4689000 ^(o)	125,053	125,053	0	
Harewood Nominees Ltd. A/C 4721300 ^(p)	42,116	32,397	9,719	
Harris Lydon	58,931	0	36,582	*
Harry and Susan Newton JTWROS	38,591	16,198	4,859	*
Hartwell Davis, Jr.	14,039	10,799	3,240	
Hauck & Aufhauser Banquiers Luxembourg S.A. ^(q)	22,461	17,278	5,183	

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Henderson North American Multi-Strategy Equity Fund ^(r)	132,245	101,727	30,518	
Hollis Capital Partners, LP ^(s)	21,057	16,198	4,859	
Hollis N. Geiger, Jr.	7,019	5,399	1,620	
Investment Strategies Fund LP ^(t)	42,116	32,397	9,719	
Iroquois Master Fund Ltd. ^(u)	11,231	8,639	2,592	
J. Jay Lobell	94,252	26,997	8,099	*

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Selling Stockholder	Shares Beneficially Owned Before Offering ⁽¹⁾	Number of Outstanding Shares Offered by Selling Stockholder	Number of Shares Offering by Selling Stockholder Upon Exercise of Certain Warrants	Percentage Beneficial Ownership After Offering ⁽²⁾
J. Rainer Twiford	14,039	10,799	3,240	
Jacqueline P. Tanner	20,800	16,000	4,800	
James A. and Rosemarie Ingrassia JTWROS	19,655	15,119	4,536	
James B. Metzger	2,069	0	2,069	
James E. Cantrell, Jr.	14,039	10,799	3,240	
Jane R. Shoup IRA	7,019	5,399	1,620	
Jay Lobell	630	0	630	
Jeanne Marie Kiss IRA	467	0	467	
Jeff Eisenberg	7,019	5,399	1,620	
Jeffrey R. Johnson	5,615	4,319	1,296	
Jeffrey R. Marshall	18,323	0	18,323	
Jennifer & John McNealey	63	0	63	
Jimmie H. Harvey SEP IRA	5,399	5,399	0	
John Knox	19,470	0	10,362	*
Jorge Ahumada	14,039	10,799	3,240	
Jorge Altschuler	11,231	8,639	2,592	
Joshua Moskowitz	42	0	42	
Julia R. Lucian	15,000	0	15,000	
Karl Rugeberg	9,924	0	2,074	*
Kazuaki Yonemoto	14,039	10,799	3,240	
Kenneth E. Bush, Jr.	7,019	5,399	1,620	
Kieran MacCarthy, minor, c/o Navin Doshi	69	0	69	*
Klaus Kretschmer	28,077	21,598	6,479	
Knott Partners, L.P. ^(v)	200,900	200,900	0	
Lab Partners ^(w)	5,615	4,319	1,296	
Lakeside Partners LLC ^(x)	28,077	21,598	6,479	
Larry Gellman	70,194	53,995	16,199	
Laurie Widder Revocable Trust 2004	261	0	261	
LBI Group, Inc. ^(y)	1,123,109	863,930	259,179	*
Les Fils Dreyfus & Cie S.A.	1,455	0	1,455	
Lewis Opportunity Fund, LP ^(z)	53,347	41,036	12,311	
Lindsay A. Rosenwald, M.D. ^(aa)	1,573,794	0	250,449	2.01 %
Louis Smookler	17,326	0	5,181	*
Mai N. and Gerald A. Pogue JTWROS	42,900	33,000	19,906	*
Man Mash Limited	100		100	
Manali MacCarthy, minor, c/o Navin Doshi	69	0	69	
Mario Pasquel and Begona Miranda	23,254	5,399	1,620	*

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Mark Ahn	209	0	209
Mark Zizzamia	44,956	0	44,956
Mattherhorn Offshore Fund Limited	283,348	283,348	0
Matthew A. King	7,019	5,399	1,620
Michael A. Lindley	10,799	10,799	0

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Selling Stockholder	Shares Beneficially Owned Before Offering ⁽¹⁾	Number of Outstanding Shares Offered by Selling Stockholder	Number of Shares Offering by Selling Stockholder Upon Exercise of Certain Warrants	Percentage Beneficial Ownership After Offering ⁽²⁾
Michael G. Lindley and Nina Lindley Joint Tenants by the Entireties	3,240	0	3,240	
Michael Geschwer	104	0	104	
Michael Hoffman	1,283	0	1,283	
Michael Rosenman	64,797	0	32,943	*
Michael Weiser ^(bb)	318,609	0	18,319	*
Millennium Partners, L.P. ^(cc)	793,486	431,965	129,590	*
Modern Capital Fund LLC ^(dd)	36,500	28,077	8,423	
Mosaix Ventures LP ^(ee)	210,583	161,987	48,596	
MP Asset Management LLC	19	0	19	
MP Asset Managers, L.P.	1,272	0	1,272	
MP BioPharmaceutical Partners, LP	17,710	17,710	0	
MP BioPharmaceutical Fund Ltd.	25,485	25,485	0	
Mr. Guy Pommars	36	0	36	
Murray J. McCabe	104,541	26,997	8,099	*
N. Dean Meyer	28,600	22,000	6,600	
Natasha Doshi, minor, c/o Navin Doshi	69	0	69	
NBC Securities, Inc.	2,304	0	2,304	
Neal Polan	7,019	5,399	1,620	
Neil Herskowitz	25,805	5,399	1,620	*
Neurosurgical Associates PC 401(k) Profit Sharing Trust FBO J. Finley McRae	5,399	5,399	0	
Nicholas B. Kronwall Trust Dated 11/12/69 ^(ff)	11,231	8,639	2,592	
Nicole Berg	169,923	86,393	25,918	*
Ocelot BioEquities Inc.	3,240	0	3,240	
Oppenheim Pramerica Asset Management S.a.r.l. on behalf of FCPOP Medical BioHealth-Trends ^(gg)	224,622	172,786	51,836	
Orest Bedrij	19,653	15,118	4,535	
OTA LLC ^(hh)	194,384	0	194,384	
Pam Investments LTD (I)	28,600	22,000	6,600	
Pam Investments LTD (II)	14,300	11,000	3,300	
Pamatlan, SA	821	0	821	
Panacea Capital L.P. ^(ij)	7,937	7,937	0	
Panacea Capital Offshore LTD ⁽ⁱⁱ⁾	211,715	211,715	0	
Panacea Capital QP, LP ⁽ⁱⁱ⁾	44,925	44,925	0	
Paul Boni	209	0	209	
Paul J. Solit	14,221	6,479	1,944	*

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Peter Barber	3,288	0	252	*
Philip Isaacson	9,546	7,343	2,203	
Procific ^(kk)	1,320,004	1,079,914	323,974	*
Procific ^(kk)	55,000	55,000	0	
ProQuest Investments III, L.P. ^(ll)	1,737,404	1,079,914	323,974	*
Quantitative BioEquities (BVI) Fund, LTD ^(mm)	10,800	10,800	0	

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Selling Stockholder	Shares Beneficially Owned Before Offering ⁽¹⁾	Number of Outstanding Shares Offered by Selling Stockholder	Number of Shares Offering by Selling Stockholder Upon Exercise of Certain Warrants	Percentage Beneficial Ownership After Offering ⁽²⁾
Ralph Rabman	117	0	117	
Reuben Taub	28,039	10,799	3,240	*
Richard J. Kasten	7,559	7,559	0	
Richard J. Kasten 2005 Living Trust, Karen L. Kasten, Trustee	2,268	0	2,268	
Richard Maraviglia	470	0	470	
Riverside Contracting LLC ^(nm)	25,805	5,399	1,620	*
Robert Friedman	777	0	777	
Rodney Cawood	7,019	5,399	1,620	
Roger Philipp	28,600	22,000	6,600	
Ropa Investments, Ltd	4,093	0	4,093	
Ruth Widder	209	0	209	
S.L. Goldblatt, Inc. Frozen Retirement Trust	615	0	615	
Salvatore Saraceno	44,956	0	44,956	
Sam J. Lewis	7,019	5,399	1,620	
Sanjan Dhody	8,423	6,479	1,944	
Scott G. Sink	7,019	5,399	1,620	
Scott Katzmann	65,760	0	36,943	*
Sergio Masdival	7,019	5,399	1,620	
Shoshone Partners, L.P. ^(oo)	124,000	124,000	0	
Smithfield Fiduciary, LLC ^(pp)	512,708	215,982	64,795	*
South Ferry #2, LP ^(qq)	140,388	107,991	32,397	
Stephen Rocamboli	51,039	0	10,362	*
Sterling Securities Int. Ltd. ^(rr)	37,623	28,941	8,682	
Stern Agee & Leach Inc. C/F J. Finley McRae R/O IRA	1,620	0	1,620	
Stern Agee & Leach Inc. C/F William A. Legg, Jr. IRA	14,039	0	3,240	*
Stern Agree & Leach Inc. C/F Jimmie H. Harvey Jr. SEP IRA	1,620	0	1,620	
Steve Lisi	2,156	0	2,156	
Steven Tish	107	0	107	
Stuart Gollomp	5,138	3,952	1,186	
Susan Rho	14,300	11,000	3,300	
Sushant Kumar	68	0	68	
Suzanne Brandt	7,019	5,399	1,620	
Tanna Enterprises, LLC ^(ss)	7,019	5,399	1,620	
The Weyers Group, LLC ^(tt)	14,039	10,799	3,240	

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Thomas A. Lambert, III	7,019	5,399	1,620	
Thomas J. Curtin, Sr.	14,039	10,799	3,240	
Timothy McInerney ^(uu)	626,923	0	80,737	*
Tokenhouse Trading Pte Ltd ^(vv)	74,463	21,598	6,479	*
Tony Nikolich	8,423	6,479	1,944	
Vanac Industries, Inc.	89	0	89	
Vidacos Nominees Designation Misefl	52,295	0	52,295	

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Selling Stockholder	Shares Beneficially Owned Before Offering ⁽¹⁾	Number of Outstanding Shares Offered by Selling Stockholder	Number of Shares Offering by Selling Stockholder Upon Exercise of Certain Warrants	Percentage Beneficial Ownership After Offering ⁽²⁾
Viram Foundation	1,271	0	1,271	
Viram Foundation	1,069	0	1,069	
Viren Mehta and Amita Rodman Mehta	1,582	0	1,582	
Viren Mehta IRA and R/O IRA	770	0	770	
Visium Balanced Fund, LP ^(ww)	241,409	185,699	55,710	
Visium Balanced Offshore Fund, LTD ^(ww)	360,792	277,532	83,260	
Visium Long Bias Fund, LP ^(ww)	72,593	55,841	16,752	
Visium Long Bias Offshore Fund, LTD ^(ww)	243,348	187,191	56,157	
W. Charles Mayer III	7,019	5,399	1,620	
W.S. Investments, L.P.	6,027	0	6,027	
Wiley H. Cooper IV	7,019	5,399	1,620	
William A. Legg, Jr.	10,799	10,799	0	
William Odenthal	7,000	0	7,000	
Total		7,991,256	3,196,518	

(1) Beneficial ownership is determined in accordance with SEC rules, beneficial ownership includes any shares as to which the security or stockholder has sole or shared voting power or investment power, and also any shares which the security or stockholder has the right to acquire within 60 days of the date hereof, whether through the exercise or conversion of any stock option, convertible security, warrant or other right. The indication herein that shares are beneficially owned is not an admission on the part of the security or stockholder that he, she or it is a direct or indirect beneficial owner of those shares.

(2) Assumes sales of all shares by the selling stockholders.

- (a) Bernd Fortson has voting and investment control over the shares held by the selling stockholder.
- (b) Jon Bloom, Managing Partner of the selling stockholder, has voting and investment control over the shares held by the selling stockholder.
- (c) Christopher Rossman, Managing Partner of Bushido Capital Partners, Ltd., a Cayman Islands company and the General Partner of the selling stockholder, has voting and investment control over the shares held by the selling stockholder.
- (d) Walter Carucci has voting and investment control over the shares held by the selling stockholder.
- (e) Morton A. Cohen has voting and investment control over the shares held by the selling stockholder.
- (f) David M. Knott has voting and investment control over the shares held by the selling stockholder.
- (g) James P. Andrew and Stephen J. Carter share voting and investment control over the shares held by the selling stockholder.
- (h) Mitchell P. Kopin, President of Downsvie Capital, the General Partner of the selling stockholder, has voting and investment control over the shares held by the selling stockholder.
- (i) K. Leonard Judson and Paul F. Glenn share voting and investment control over the shares held by the selling stockholder.
- (j) Wei-Wu He and Bill Snider share voting and investment control over the shares held by the selling stockholder.

- (k) David M. Knott has voting and investment control over the shares held by the selling stockholder.
- (l) John B. Dimmer and John C. Dimmer share voting and investment control over the shares held by the selling stockholder.
- (m) Larry Kopp has voting and investment control over the shares held by the selling stockholder.
- (n) Brenda M. Hackney has voting and investment control over the shares held by the selling stockholder.
- (o) Robert Villiers has voting and investment control over the shares held by the selling stockholder.
- (p) Robert Villiers has voting and investment control over the shares held by the selling stockholder.

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- (q) Jungbluth Fredy has voting and investment control over the shares held by the selling stockholder.
- (r) Robert Villiers has voting and investment control over the shares held by the selling stockholder.
- (s) Paul Siegel and Sheri Siegel share voting and investment control over the shares held by the selling stockholder.
- (t) Matthew Shefler has voting and investment control over the shares held by the selling stockholder.
- (u) Joshua Silverman has voting and investment control over the shares held by the selling stockholder. Mr. Silverman disclaims beneficial ownership of such shares.
- (v) David M. Knott has voting and investment control over the shares held by the selling stockholder.
- (w) Lillian Hahn and Barry J. Hahn share voting and investment control over the shares held by the selling stockholder.
- (x) Jamie Stahler has voting and investment control over the shares held by the selling stockholder.
- (y) Jeff Ferrell and Henry Klein share voting and investment control over the shares held by the selling stockholder.
- (z) W. Austin Lewis IV has voting and investment control over the shares held by the selling stockholder. Includes 563,296 shares that the selling stockholder has the right to acquire from existing stockholders under certain circumstances pursuant to the terms of pledge agreements between the selling stockholder and such existing stockholders.
- (aa) (bb) Dr. Weiser is a director of the Company. Millennium Management, L.L.C., a Delaware limited liability company, is the managing partner of Millennium Partners, L.P., a Cayman Islands exempted limited partnership, and consequently may be deemed to have voting control and investment discretion over securities owned by Millennium Partner, L.P. Israel A. Englander is the managing member of Millennium Management, L.L.C. As a result, Mr. Englander may be deemed to be the beneficial owner of any shares deemed to be beneficially owned by Millennium Management, L.L.C. The foregoing should not be construed in and of itself as an admission by either of Millennium Management, L.L.C. or Mr. Englander as to the beneficial ownership of the shares held by Millennium Partners, L.P.
- (cc) (dd) Dennis Mykytyn has voting and investment control over the shares held by the selling stockholder.
- (ee) Ranjan Lal has voting and investment control over the shares held by the selling stockholder.
- (ff) Nicholas B. Kronwall, as trustee of the selling stockholder, has voting and investment control over the shares held by the selling stockholder. Dr. Bernd Borgmeier, Dr. Rupert Hengster, J. Gabriel Irwin, Ferdinand-Alexander Leisten, Stephen Pelletier, Susan M. Scheader, John P. Smalling, Andreas Jockel, Harry Rosenbaum, Ute Becker, Alexander Schullgen, Max vo Frantzius, Peter Balle, Thomas Becker, Julia Brauckman, Otmar Gorges, Detlef Vallender, Johann Will, Andreas Becker, Katja Kirchen, Ralf Klein and Ulrike Sauer share voting and investment control over the shares held by the selling stockholder.
- (gg) (hh) Ira Levanthal, as senior managing director, has voting and investment control over the shares held by the selling stockholder.
- (ii) Mai N. Pogue, as investment manager, has voting and investment control over the shares held by the selling stockholder.
- (jj) Edmund Debler and Steve Lisi has voting and investment control over the shares held by the selling stockholder.
- (kk) Hamza Amiri and Abubaker Khouri share voting and investment control over the shares held by the selling stockholder.
- (ll) Jay Moorin and Alain Schreiber share voting and investment control over the shares held by the selling stockholder.
- (mm) Mikael Van Loon and Pete Levin share voting and investment control over the shares held by the selling stockholder.
- (nn) Neil Herskowitz and Elliot Herskowitz share voting and investment control over the shares held by the selling stockholder.
- (oo) David M. Knott has voting and investment control over the shares held by the selling stockholder.
- (pp) Highbridge Capital Management, LLC is the trading manager of Smithfield Fiduciary, LLC and has voting control and investment decision over securities held by Smithfield Fiduciary, LLC. Glenn Dubin

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and Henry Swieca control Highbridge Capital Management, LLC. Each of Highbridge Capital Management, LLC, Glen Dubin and Henry Swieca disclaim beneficial ownership of the securities held by Smithfield Fiduciary, LLC.

(qq) Morris Wolfson has voting and investment control over the shares held by the selling stockholder.

(rr) Chris Bonvini has voting and investment control over the shares held by the selling stockholder.

(ss) Donna Darty has voting and investment control over the shares held by the selling stockholder.

(tt) Robert J. Weyers and Jeffrey J. Weyers share voting and investment control over the shares held by the selling stockholder.

(uu) Mr. McInerney is a director of the Company.

(vv) Christina Berger, Gordana Djurin, Andrea Delgado and Christina Bellman share voting and investment control over the shares held by the selling stockholder.

(ww) Jacob Gottlieb and Dmitry Balyasny share voting and investment control over the shares held by the selling stockholder.

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