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Dermira, Inc.
Form 10-Q
November 07, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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 September 30, 2016

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 001-36668

DERMIRA, INC.

(Exact name of registrant as specified in its charter)

| | |
|---|--|
| Delaware | 27-3267680 |
| (State or other jurisdiction of incorporation or organization) | (I.R.S. Employer Identification Number) |

275 Middlefield Road, Suite 150

Menlo Park, CA 94025

(Address of principal executive offices) (Zip Code)

(650) 421-7200

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(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes 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 smaller reporting company. See definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

| | |
|---|---------------------------|
| Large accelerated filer | Accelerated filer |
| Non-accelerated filer (do not check if a smaller reporting company) | Smaller reporting company |

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

As of October 31, 2016, the registrant had 35,603,622 shares of common stock outstanding.

Dermira, Inc.

Quarterly Report on Form 10-Q

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PART I. FINANCIAL INFORMATION

ITEM 1. Financial Statements

DERMIRA, INC.

CONDENSED CONSOLIDATED BALANCE SHEETS

(in thousands)

| | September 30, 2016 | December 31, 2015 |
|--|-----------------------|----------------------|
| | (unaudited) | |
| Assets | | |
| Current assets: | | |
| Cash and cash equivalents | \$ 55,656 | \$ 107,242 |
| Short-term investments | 186,266 | 107,451 |
| Collaboration and license receivable | 25,000 | — |
| Prepaid expenses and other current assets | 6,586 | 2,540 |
| Total current assets | 273,508 | 217,233 |
| Property and equipment, net | 413 | 386 |
| Long-term investments | 34,722 | 1,019 |
| Intangible assets | 1,126 | 1,126 |
| Goodwill | 771 | 771 |
| Other assets | 961 | 1,397 |
| Total assets | \$ 311,501 | \$ 221,932 |
| Liabilities and stockholders' equity | | |
| Current liabilities: | | |
| Accounts payable | \$ 6,226 | \$ 9,230 |
| Accrued liabilities | 19,175 | 16,666 |
| Deferred revenue, current | 3,298 | — |
| Total current liabilities | 28,699 | 25,896 |
| Long-term liabilities: | | |
| Deferred revenue, non-current | 31,583 | 10,000 |
| Deferred tax liability | 194 | 194 |
| Other long-term liabilities | 156 | 367 |
| Total liabilities | 60,632 | 36,457 |
| Commitments and contingencies (Note 6) | | |
| Stockholders' equity: | | |
| Preferred stock | — | — |
| Common stock | 36 | 30 |
| Additional paid-in capital | 493,681 | 346,590 |
| Accumulated other comprehensive loss | (99) | (97) |
| Accumulated deficit | (242,749) | (161,048) |
| Total stockholders' equity | 250,869 | 185,475 |
| Total liabilities and stockholders' equity | \$ 311,501 | \$ 221,932 |

The accompanying notes are an integral part of these condensed consolidated financial statements.

DERMIRA, INC.

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(in thousands, except share and per share amounts)

(unaudited)

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|-------------------------------------|-------------|------------------------------------|-------------|
| | 2016 | 2015 | 2016 | 2015 |
| Collaboration and license revenue | \$ 119 | \$7,300 | \$ 119 | \$7,300 |
| Operating expenses: | | | | |
| Research and development | 17,784 | 18,890 | 62,306 | 42,473 |
| General and administrative | 8,276 | 4,684 | 20,550 | 12,678 |
| Total operating expenses | 26,060 | 23,574 | 82,856 | 55,151 |
| Loss from operations | (25,941) | (16,274) | (82,737) | (47,851) |
| Interest and other income, net | 431 | 259 | 1,036 | 718 |
| Interest expense | — | (39) | — | (115) |
| Net loss | \$(25,510) | \$(16,054) | \$(81,701) | \$(47,248) |
| Net loss per share, basic and diluted | \$(0.72) | \$(0.58) | \$(2.54) | \$(1.84) |
| Weighted-average common shares used to compute net loss per | | | | |
| share, basic and diluted | 35,429,586 | 27,553,952 | 32,178,234 | 25,645,246 |

The accompanying notes are an integral part of these condensed consolidated financial statements.

DERMIRA, INC.

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS

(in thousands)

(unaudited)

| | Three Months Ended | | Nine Months Ended | |
|---|--------------------|------------|-------------------|------------|
| | September 30, | | September 30, | |
| | 2016 | 2015 | 2016 | 2015 |
| Net loss | \$(25,510) | \$(16,054) | \$(81,701) | \$(47,248) |
| Other comprehensive income (loss): | | | | |
| Unrealized gain (loss) on available-for-sale securities | (142) | 77 | (2) | 189 |
| Total comprehensive loss | \$(25,652) | \$(15,977) | \$(81,703) | \$(47,059) |

The accompanying notes are an integral part of these condensed consolidated financial statements.

DERMIRA, INC.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(in thousands)

(unaudited)

| | Nine Months Ended September 30, | |
|---|------------------------------------|-------------|
| | 2016 | 2015 |
| Cash flows from operating activities | | |
| Net loss | \$(81,701) | \$(47,248) |
| Adjustments to reconcile net loss to net cash used in operating activities: | | |
| Depreciation and amortization | 88 | 55 |
| Stock-based compensation | 7,920 | 3,668 |
| Amortization of premiums on available-for-sale securities | 1,267 | 1,515 |
| Common stock issued in connection with license agreement | 1,453 | — |
| Changes in assets and liabilities: | | |
| Collaboration and license receivable | (25,000) | — |
| Prepaid expenses and other current assets | (3,154) | (628) |
| Other assets | 164 | 794 |
| Accounts payable | (3,014) | 1,164 |
| Accrued liabilities | 2,509 | 5,998 |
| Other long-term liabilities | (211) | 575 |
| Deferred revenue | 24,881 | — |
| Net cash used in operating activities | (74,798) | (34,107) |
| Cash flows from investing activities | | |
| Purchases of available-for-sale securities | (194,710) | (41,618) |
| Maturities of available-for-sale securities | 80,031 | 36,155 |
| Purchase of property and equipment | (105) | (80) |
| Net cash used in investing activities | (114,784) | (5,543) |
| Cash flows from financing activities | | |
| Net proceeds from issuances of common stock | 137,996 | 104,568 |
| Net cash provided by financing activities | 137,996 | 104,568 |
| Net increase (decrease) in cash and cash equivalents | (51,586) | 64,918 |
| Cash and cash equivalents at beginning of year | 107,242 | 55,358 |
| Cash and cash equivalents at end of period | \$55,656 | \$120,276 |

The accompanying notes are an integral part of these condensed consolidated financial statements.

DERMIRA, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(unaudited)

1. Organization

We are a biopharmaceutical company dedicated to identifying, developing and commercializing innovative, differentiated therapies to improve the lives of patients with dermatologic diseases. Our portfolio includes three late-stage product candidates that target significant unmet needs and market opportunities: Cimzia (certolizumab pegol), in Phase 3 development in collaboration with UCB Pharma S.A. (“UCB”) for the treatment of moderate-to-severe chronic plaque psoriasis; DRM04, in Phase 3 development for the treatment of primary axillary hyperhidrosis, or excessive underarm sweating; and DRM01, in Phase 2b development for the treatment of acne vulgaris, or acne. Our corporate headquarters are located in Menlo Park, California.

On June 13, 2016, we closed an underwritten public offering pursuant to a registration statement on Form S-3 (“Shelf Offering”) of 5,175,000 shares of our common stock sold by us, including 675,000 shares sold upon full exercise of the underwriters’ option to purchase additional shares of common stock, at a price to the public of \$28.00 per share. The gross proceeds to us from the Shelf Offering were \$144.9 million, and the net proceeds to us, after deducting underwriting discounts and commissions of \$8.7 million and offering expenses of \$0.6 million, were \$135.6 million.

2. Summary of Significant Accounting Policies

Significant accounting policies followed in the preparation of these condensed consolidated financial statements are as follows:

Basis of Presentation

Our condensed consolidated financial statements have been prepared in conformity with U.S. generally accepted accounting principles (“U.S. GAAP”) and applicable rules and regulations of the U.S. Securities and Exchange Commission (“SEC”) for interim reporting. As permitted under those rules and regulations, certain footnotes or other financial information normally included in financial statements prepared in accordance with U.S. GAAP have been condensed or omitted. These condensed consolidated financial statements have been prepared on the same basis as our annual consolidated financial statements and, in the opinion of our management, reflect all adjustments, consisting only of normal recurring adjustments, which are necessary for a fair presentation of our financial information. The results of operations for the three- and nine-month periods ended September 30, 2016 are not necessarily indicative of the results to be expected for the full year ending December 31, 2016 or any other future period. The condensed consolidated balance sheet as of December 31, 2015 has been derived from audited consolidated financial statements at that date but does not include all of the information required by U.S. GAAP for complete financial statements.

The accompanying condensed consolidated financial statements include the accounts of our wholly owned subsidiary, Dermira Canada. All intercompany accounts and transactions have been eliminated in consolidation.

The accompanying condensed consolidated financial statements and related financial information should be read in conjunction with our audited consolidated financial statements and the related notes thereto for the year ended December 31, 2015 included in our Annual Report on Form 10-K, filed with the SEC on March 3, 2016.

Use of Estimates

The preparation of condensed consolidated financial statements in conformity with U.S. GAAP requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the condensed consolidated financial statements and reported amounts of revenues and expenses during the reporting periods. On an ongoing basis, we evaluate our estimates, including those related to revenue recognition, investments, accrued research and development expenses, goodwill, intangible assets, other long-lived assets, stock-based compensation and the valuation of deferred tax assets. We base our estimates on our historical experience and also on assumptions that we believe are reasonable; however, actual results could significantly differ from those estimates.

Revenue Recognition

We generate revenue from collaboration and license agreements related to the development and commercialization of our product candidates. We recognize revenue when persuasive evidence of an arrangement exists, services have been performed or products have been delivered, the fee is fixed and determinable and collection is reasonably assured. Collaboration and license agreements may include non-refundable upfront payments or reimbursement of research and development costs, contingent

consideration payments based on achievement of defined milestones, and royalties on sales of commercialized products. Performance obligations under collaboration and license agreements may include the transfer of intellectual property rights, such as licenses, obligations to provide research and development services, product supply and regulatory approval services, and to participate on certain development and commercialization committees. Upfront payments are generally recorded as deferred revenue in the consolidated balance sheet and recognized as revenue over the estimated period of performance that is consistent with the terms of the obligations contained in the collaboration and license agreements. We regularly review the estimated periods of performance based on the progress made under each arrangement. The estimated performance period may change over the course of an arrangement's term. Such a change could have a material impact on the amount of revenue recorded in future periods.

Multiple Element Arrangements

To determine the appropriate revenue recognition for payments to us under our collaboration and license agreements with multiple element arrangements, we evaluate whether the non-contingent deliverables of an arrangement represent separate units of accounting or a single unit of accounting. For non-contingent deliverables of an arrangement to represent separate units of accounting, the delivered elements each must have standalone value to the customer. Factors to determine standalone value include whether the deliverable is proprietary to us, whether the customer can use the license or other deliverables for their intended purpose without the receipt of the remaining elements and whether there are other vendors that can provide the undelivered items. Deliverables that meet these criteria are considered separate units of accounting. Deliverables that do not meet these criteria are combined and accounted for as a single unit of accounting.

Milestones and Other Contingent Payments

We have adopted the milestone method as described in Accounting Standards Codification 605-28, Milestone Method of Revenue Recognition. Under the milestone method, contingent consideration received from the achievement of a substantive milestone would be recognized in its entirety in the period in which the milestone is achieved. A milestone is defined as an event having all of the following characteristics: (1) there is substantive uncertainty at the date the arrangement is entered into that the event will be achieved; (2) the event can only be achieved based in whole or in part on either our performance or a specific outcome resulting from our performance; and (3) if achieved, the event would result in additional payments being due us. Contingent payments that do not meet the definition of a milestone are recognized in the same manner as the consideration for the combined unit of accounting. If we have no remaining performance obligations under the combined unit of accounting, any contingent payments would be recognized as revenue upon the achievement of the triggering event.

We evaluate whether milestones meet all of the following conditions to be considered substantive: (1) the consideration is commensurate with either of (a) our performance to achieve the milestone or (b) the enhancement of the value of the delivered item or items as a result of a specific outcome resulting from our performance to achieve the milestone; (2) the consideration relates solely to past performance; and (3) the consideration is reasonable relative to all the deliverables and payment terms within the arrangement. Substantive milestones are recognized as revenue upon achievement of the milestone and when collectability is reasonably assured.

Risks and Uncertainties

Our product candidates require approvals from the U.S. Food and Drug Administration ("FDA") and foreign regulatory agencies prior to commercial sales in the United States or foreign jurisdictions, respectively. There can be no assurance that our current and future product candidates will receive the necessary approvals. If we are denied approval or approval is delayed, it may have a material adverse impact on our business and our financial condition.

We are subject to risks common to early-stage companies in the pharmaceutical industry, including dependence on the clinical and commercial success of our product candidates, ability to obtain regulatory approval of our product candidates, compliance with regulatory requirements, the need for substantial additional financing to achieve our goals, uncertainty of broad adoption of our approved products, if any, by physicians and patients, significant competition and ability to manage third-party manufacturers, suppliers and contract research organizations (“CROs”).

Concentration of Credit Risk

Financial instruments that potentially subject us to a concentration of credit risk consist primarily of cash and cash equivalents, investments and receivables under our collaboration and license agreements. We invest our excess cash in money market funds, commercial paper, repurchase agreements, corporate debt and U.S. Government agency securities. Bank deposits are held primarily by a single financial institution and these deposits may exceed insured limits. We are exposed to credit risk in the event of a default by the financial institution holding our cash and cash equivalents and issuers of investments to the extent recorded on the condensed

consolidated balance sheets. Our investment policy limits investments to money market funds, certain types of debt securities issued by the U.S. Government and its agencies, repurchase agreements, commercial paper, municipal bonds and corporate debt and places restrictions on the credit ratings, maturities and concentration by type and issuer.

Collaboration and license receivables are typically unsecured. Accordingly, we may be exposed to credit risk generally associated with our collaboration and license agreements. To date, we have not experienced any losses related to these receivables.

Fair Value of Financial Instruments

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. We primarily apply the market approach for recurring fair value measurements.

We measure certain financial assets and liabilities at fair value based on the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants. The carrying amount of our cash and cash equivalents, investments, collaboration and license receivable, prepaid expenses, accounts payable and accrued liabilities approximate fair value due to their short maturities.

Our non-financial assets, such as intangible assets and property, plant and equipment, are recorded at fair value and adjusted if an impairment charge is recognized.

Offering Costs

Offering costs, consisting of legal, accounting, filing and other directly related fees from each public offering of shares of our common stock, are offset against proceeds from such public offering. Offering costs incurred prior to the completion of an offering are initially recorded in other assets, evaluated each period for likelihood of completion and subsequently reclassified to additional paid-in capital upon completion of the offering.

Research and Development Expenses

We expense research and development costs as they are incurred. Our research and development expenses consist primarily of costs incurred for the development of our product candidates and include: (1) expenses incurred under agreements with CROs, investigative sites and consultants to conduct clinical trials and preclinical and non-clinical studies; (2) costs to acquire, develop and manufacture supplies for clinical trials and other studies, including fees paid to contract manufacturing organizations; (3) salaries and related costs, including stock-based compensation and travel expenses, for personnel in research and development functions; (4) costs related to compliance with drug development regulatory requirements; (5) depreciation and other allocated facility-related and overhead expenses; and (6) licensing fees and milestone payments incurred under product or data license agreements.

Accrued Research and Development Expenses

We record accruals for estimated costs of research, preclinical, non-clinical and clinical studies, and manufacturing development, which are a significant component of research and development expenses. A substantial portion of our ongoing research and development activities is conducted by third-party service providers, including CROs. Our contracts with CROs generally include pass-through fees such as regulatory expenses, investigator fees, travel costs and other miscellaneous costs, including shipping and printing fees. The financial terms of these contracts are subject to negotiations, which vary from contract to contract and may result in payment flows that do not match the periods

over which materials or services are provided to us under such contracts. We accrue the costs incurred under agreements with these third parties based on our estimate of actual work completed in accordance with the respective agreements. In certain cases, we can be financially responsible for unused drug supplies at the conclusion of a trial. We accrue for the potential amounts due if they are both probable and estimable. In the event we make advance payments, the payments are recorded as a prepaid expense and recognized as the services are performed. We determine the estimated costs through discussions with internal personnel and external service providers as to the progress or stage of completion of the services and the agreed-upon fees to be paid for such services.

Our CRO for the Cimzia Phase 3 program (“Cimzia CRO”) can earn bonuses or incur penalties based on the Cimzia CRO’s achievement of certain milestones specified in the agreement. If, in any period, it becomes probable that the Cimzia CRO would earn a bonus and the amount is estimable, we would recognize the full amount of such bonus in that same period as an expense, even if the bonus would not be earned by and paid to the Cimzia CRO until the milestone is achieved. If the Cimzia CRO incurs a penalty, it has the right to recoup such penalty if it achieves a subsequent milestone. In this case, we would continue to maintain the full amount owed to the Cimzia CRO until the right of recoupment has expired.

We make significant judgments and estimates in determining the accrual balance in each reporting period. As actual costs become known, we adjust our accruals. Although we do not expect our estimates to be materially different from amounts actually incurred, such estimates for the status and timing of services performed relative to the actual status and timing of services performed may vary and could result in us reporting amounts that are too high or too low in any particular period. Our accrual is dependent, in part, upon the receipt of timely and accurate reporting from CROs and other third-party vendors. To date, there have been no material differences between our accrued estimated expenses and the actual clinical trial expenses. However, variations in the assumptions used to estimate accruals including, but not limited to, the number of patients enrolled, the rate of patient enrollment and the actual services performed, may vary from our estimates, resulting in adjustments to clinical trial expenses in future periods. Changes in these estimates that result in material changes to our accruals could materially affect our condensed consolidated financial condition and results of operations.

Net Loss Per Share

Basic net loss per share is calculated by dividing the net loss by the weighted-average number of common shares outstanding during the period, without consideration for dilutive potential shares of common stock. Diluted net loss per share is the same as basic net loss per share, since the effects of potentially dilutive securities are antidilutive for all periods presented.

The following outstanding dilutive potential shares of common stock were excluded from the computations of diluted net loss per share for the periods presented, as the effect of including such securities would be antidilutive:

| | Outstanding as of September 30, | |
|--|------------------------------------|-----------|
| | 2016 | 2015 |
| Options to purchase common stock | 4,460,024 | 3,718,828 |
| Restricted stock units | 147,634 | — |
| Estimated shares issuable under the employee stock purchase plan | 82,972 | 110,463 |
| | 4,690,630 | 3,829,291 |

Recent Accounting Pronouncements

In August 2016, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update 2016-15, Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments (“ASU 2016-15”), which will make eight targeted changes to how cash receipts and cash payments are presented and classified in the statement of cash flows. ASU 2016-15 is effective for fiscal years beginning after December 15, 2017. ASU 2016-15 will require adoption on a retrospective basis. Early adoption is permitted. We are currently evaluating the impact that the adoption of ASU 2016-15 will have on our consolidated financial statements and related disclosures.

In June 2016, the FASB issued Accounting Standards Update 2016-13, Financial Instruments — Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments (“ASU 2016-13”), which requires measurement and recognition of expected credit losses for financial assets held. ASU 2016-13 modifies the other-than-temporary impairment model for available-for-sale debt securities and requires an estimate of expected credit losses when the fair value is below the amortized cost of the asset. ASU 2016-13 is effective for fiscal years beginning after December 15, 2019 and interim periods within those fiscal years. Early adoption is permitted. We are currently evaluating the impact that the adoption of ASU 2016-13 will have on our consolidated financial statements and related disclosures.

In March 2016, the FASB issued Accounting Standards Update 2016-09, Improvements to Employee Share-Based Payment Accounting (“ASU 2016-09”), which amends Accounting Standards Codification Topic 718, Compensation — Stock Compensation. ASU 2016-09 simplifies several aspects of the accounting for share-based payment transactions, including the income tax consequences, classification of awards as either equity or liabilities and classification on the statement of cash flows. ASU 2016-09 is effective for fiscal years beginning after December 15, 2016 and interim periods within those fiscal years. Early adoption is permitted. We are currently evaluating the impact that the adoption of ASU 2016-09 will have on our consolidated financial statements and related disclosures.

In February 2016, the FASB issued Accounting Standards Update 2016-02, Leases (“ASU 2016-02”). ASU 2016-02 is aimed at making leasing activities more transparent and comparable, and requires lessees to recognize substantially all leases on their balance sheet as a right-of-use asset and a corresponding lease liability, including leases currently accounted for as operating leases. ASU 2016-02 is effective for interim and annual reporting periods during the year ending December 31, 2019 and all interim and annual reporting periods thereafter. Early adoption is permitted. We are currently evaluating the impact that the adoption of ASU 2016-02 will have on our consolidated financial statements and related disclosures.

In January 2016, the FASB issued Accounting Standards Update 2016-01, Recognition and Measurement of Financial Assets and Financial Liabilities (“ASU 2016-01”). ASU 2016-01 made modifications to how certain financial instruments should be measured and disclosed, including using the exit price notion when measuring the fair value, separating the presentation of financial assets and financial liabilities by measurement category on the balance sheet and eliminating the requirement to disclose the method and significant assumptions used to estimate the fair value that is required to be disclosed for financial instruments measured at amortized cost on the balance sheet. ASU 2016-01 is effective for interim and annual reporting periods during the year ending December 31, 2018 and all interim and annual reporting periods thereafter. We are currently evaluating the impact that the adoption of ASU 2016-01 will have on our consolidated financial statements and related disclosures.

In May 2014, the FASB issued Accounting Standards Update 2014-09, Revenue from Contracts with Customers (“ASU 2014-09”), which converges the FASB and the International Accounting Standards Board standards on revenue recognition. Areas of revenue recognition that will be affected include, but are not limited to, transfer of control, variable consideration, allocation of transfer pricing, licenses, time value of money, contract costs and disclosures. This guidance was initially effective for the fiscal years and interim reporting periods beginning after December 15, 2016; however, in July 2015, the FASB deferred the effective date to annual reporting periods beginning after December 15, 2017 (including interim periods within those periods). Early adoption is permitted to the original effective date of December 15, 2016 (including interim periods within those periods). ASU 2014-09 will be effective for the first fiscal quarter of 2018, using one of two retrospective application methods. We have not selected a transition method and are currently assessing the future impact of ASU 2014-09 on our consolidated financial statements and related disclosures.

3. Fair Value Measurements

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value should maximize the use of observable inputs and minimize the use of unobservable inputs. The accounting guidance for fair value establishes a three-level hierarchy for disclosure of fair value measurements, as follows:

Level 1—Inputs are unadjusted, quoted prices in active markets for identical assets or liabilities at the measurement date.

Level 2—Inputs (other than quoted market prices included in Level 1) that are either directly or indirectly observable, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the instrument’s anticipated life.

Level 3—Unobservable inputs that are supported by little or no market activity and reflect our best estimate of what market participants would use in pricing the asset or liability at the measurement date. Consideration is given to the risk inherent in the valuation technique and the risk inherent in the inputs to the model.

A financial instrument’s categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

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The following tables set forth the fair value of our financial instruments that were measured on a recurring basis (in thousands):

| | As of September 30, 2016 | | | |
|-----------------------------------|--------------------------|------------------|-------------|------------------|
| | Level | | Level | Total |
| | 1 | Level 2 | 3 | |
| Financial assets: | | | | |
| Money market funds | \$8,879 | \$— | \$ — | \$8,879 |
| Corporate debt | — | 163,840 | — | 163,840 |
| Repurchase agreements | — | 22,000 | — | 22,000 |
| U.S. Government agency securities | — | 39,479 | — | 39,479 |
| Commercial paper | — | 41,664 | — | 41,664 |
| Total financial assets | \$8,879 | \$266,983 | \$ — | \$275,862 |