ONCOSEC MEDICAL Inc
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Registration No. 333-213036

PROSPECTUS SUPPLEMENT

(to the Prospectus dated August 25, 2016)

5,270,934 Shares of Common Stock

We are offering 5,270,934 shares of our common stock at a price of $1.34375 per share pursuant to this prospectus supplement and the accompanying base prospectus. In a concurrent private placement, or the private placement, we are also selling to the purchasers of our common stock in this offering common stock purchase warrants, or warrants, to purchase an aggregate of up to 3,953,200 shares of our common stock. Each purchaser in this offering will receive in the private placement warrants to purchase up to 75% of the number of shares of common stock purchased by such purchaser in this offering. The warrants and the shares of common stock issuable upon the exercise of the warrants are not being registered under the Securities Act of 1933, as amended, and are being offered pursuant to the exemption provided in Section 4(a)(2) under the Securities Act and Rule 506(b) promulgated thereunder, and they are not being offered pursuant to this prospectus supplement and the accompanying base prospectus.

Our common stock is listed on the NASDAQ Capital Market under the symbol “ONCS.” On October 20, 2017, the last reported sales price of our common stock on the NASDAQ Capital Market was $1.25 per share. The aggregate market value of our outstanding voting and non-voting common equity held by non-affiliates, computed by reference to the price at which our common stock was last sold on the NASDAQ Capital Market on October 13, 2017, which was $1.31 per share, and the number of outstanding shares of our common stock held by non-affiliates, which is 22,799,035 as of date of this prospectus supplement, is approximately $29.9 million. As of the date of this prospectus supplement, we have sold an aggregate of approximately $8.2 million of securities pursuant to General Instruction I.B.6 of Form S-3 during the 12 calendar month period that ends on and includes the date of this prospectus supplement, approximately $1.1 million of which were sold under an equity distribution agreement providing for sales of our common stock in an “at the market offering” as defined in Rule 415 promulgated under the Securities Act, which equity distribution agreement has been terminated as of the date of this prospectus supplement.

We have engaged H.C. Wainwright & Co., LLC, or Wainwright or the placement agent, to act as our exclusive placement agent for this offering. The placement agent has agreed to use its "reasonable best efforts" to arrange for the sale of our common stock offered by this prospectus supplement and the accompanying base prospectus, but the placement agent has no obligation to purchase or sell any of such shares or to arrange for the purchase or sale of any specific number or dollar amount of such shares. There is no required minimum number of shares of our common stock that must be sold as a condition to completion of this offering. Because there is no minimum offering amount required as a condition to closing this offering, the actual offering amount, placement agent fees, and proceeds to us, if any, are not presently determinable and may be substantially less than the total maximum offering amounts set forth below. We have not arranged to place the funds from investors in an escrow, trust or similar account. We have agreed to pay the placement agent the fees set forth in the table below in connection with this offering, which assumes that we sell all of the shares of common stock we are offering hereby.

	Per Share	Total
Offering price	$1.34375	$7,082,818
Placement agent's fees (1)	$0.07391	$389,555
Proceeds to us (before expenses) (2)	$1.26984	$6,693,263

(1) In addition, we have agreed to reimburse the placement agent for offering expenses in the non-accountable sum of $50,000. We have also agreed to issue to the placement agent, at the closing of this offering, warrants to purchase 6% of the number of shares of our common stock sold in this offering. Neither the placement agent warrants nor the shares of our common stock issuable upon exercise of the placement agent warrants are being registered hereby. See "Plan of Distribution" beginning on page S-12 of this prospectus supplement for more information.

(2) Does not include proceeds from the exercise of the warrants in cash, if any.

Delivery of the shares of common stock offered hereby is expected to be made on or about October 25, 2017, subject to customary closing conditions.

Investing in our securities involves a high degree of risk. Before making any investment decision, you should carefully review and consider all the information in this prospectus supplement, the accompanying base prospectus and the documents incorporated by reference herein and therein, including the risks and uncertainties described under "Risk Factors" beginning on page S-5 of this prospectus supplement and the risk factors incorporated by reference into this prospectus supplement and the accompanying base prospectus.

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

H.C. Wainwright & Co.

The date of this prospectus supplement is October 22, 2017.

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Prospectus Supplement

Prospectus

ABOUT THIS PROSPECTUS SUPPLEMENT

This prospectus supplement and the accompanying base prospectus are part of a registration statement that we filed with the Securities and Exchange Commission, or SEC, utilizing a "shelf" registration process. Each time we conduct an offering to sell securities under the accompanying base prospectus, we will provide a prospectus supplement that will contain specific information about the terms of that offering, including the price, the amount of securities being offered and the plan of distribution. The shelf registration statement was initially filed with the SEC on August 9, 2016, and was declared effective by the SEC on August 25, 2016. This prospectus supplement describes the specific details regarding this offering and may add, update or change information contained in the accompanying base prospectus. The accompanying base prospectus provides general information about us, some of which, such as the section entitled "Plan of Distribution," may not apply to this offering. This prospectus supplement and the accompanying base prospectus are an offer to sell only the securities offered hereby, but only under circumstances and in jurisdictions where it is lawful to do so. We are not making offers to sell or solicitations to buy our common stock or any other securities in any jurisdiction in which such an offer or solicitation is not authorized or in which the person making that offer or solicitation is not qualified to do so or to anyone to whom it is unlawful to make such an offer or solicitation.

If information in this prospectus supplement is inconsistent with the accompanying base prospectus or the information incorporated by reference with an earlier date, you should rely on the information in this prospectus supplement. This prospectus supplement, together with the accompanying base prospectus, the documents incorporated by reference herein and therein and any free writing prospectus we have authorized for use in connection with this offering, includes all material information relating to this offering. We have not, and the placement agent for this offering has not, authorized anyone to provide you with different or additional information and you must not rely on any unauthorized information or representations. You should assume that the information appearing in this prospectus supplement, the accompanying base prospectus, the documents incorporated by reference herein and therein and any free writing prospectus we have authorized for use in connection with this offering is accurate only as of the respective dates of those documents, regardless of the time of delivery of this prospectus supplement, the accompanying base prospectus or any free writing prospectus or the time of any sale of a security. Our business, financial condition, results of operations and prospects may have changed since those dates. **You should carefully read this prospectus supplement, the accompanying base prospectus, the information and documents incorporated by reference herein and therein, as well as any free writing prospectus we have authorized for use in connection with this offering, before making an investment decision. See "Incorporation of Certain Documents By Reference" and "Where You Can Find More Information" in this prospectus supplement and the accompanying base prospectus**.

This prospectus supplement and the accompanying base prospectus contain summaries of certain provisions contained in some of the documents described herein and therein, but reference is made to the actual documents for complete information. All of the summaries are qualified in their entirety by the full text of the actual documents, which have been filed or will be filed as exhibits to the registration statement of which this prospectus supplement and the accompanying base prospectus form a part or the documents incorporated by reference herein and therein, and are incorporated by reference herein and therein. See "Where You Can Find More Information" in this prospectus supplement. We further note that the representations, warranties and covenants made by us in any agreement that is

filed as an exhibit to any document that is incorporated by reference into this prospectus supplement or the accompanying base prospectus were made solely for the benefit of the parties to such agreement, including, in some cases, for the purpose of allocating risk among the parties to such agreements, and should not be deemed to be a representation, warranty or covenant to you. Moreover, such representations, warranties or covenants were accurate only as of the date when made. Accordingly, such representations, warranties and covenants should not be relied on as accurately representing the current state of our affairs.

This prospectus supplement and the accompanying base prospectus contain and incorporate by reference certain market data and industry statistics and forecasts that are based on company-sponsored studies, independent industry publications and other publicly available information. Although we believe these sources are reliable, we do not guarantee the accuracy or completeness of this information and we have not verified any of this data. Further, many of these statements involve risks and uncertainties and are subject to change based on various factors, including those discussed under “Risk Factors” in this prospectus supplement and the accompanying base prospectus and under similar headings in the documents incorporated by reference herein and therein. Accordingly, investors should not place undue reliance on this information.

Unless stated or the context requires otherwise, all references in this prospectus supplement to the “Company,” “we,” “us,” “our” and “OncoSec” refer to OncoSec Medical Incorporated, a Nevada corporation, and its consolidated subsidiary. We own the registered trademarks or trademark applications for ImmunoPulse®, OncoSec™ and NeoPulse™. All other trademarks, trade names and service marks included or incorporated by reference into this prospectus supplement, the accompanying base prospectus or any free writing prospectus we have authorized for use in connection with this offering are the property of their respective owners.

PROSPECTUS SUPPLEMENT SUMMARY

This prospectus supplement summary highlights the material information contained in this prospectus supplement, the accompanying base prospectus and the documents incorporated by reference. This summary is not complete and does not contain all of the information you should consider before deciding to invest in our securities. You should carefully review and consider all of the information contained and incorporated by reference in this prospectus supplement and the accompanying base prospectus, including the information under "Risk Factors" beginning on page S-5 of this prospectus supplement and in our most recent annual report on Form 10-K and subsequent quarterly reports on Form 10-Q and our future periodic reports and other filings with the SEC, as well as all other information incorporated by reference herein and therein.

Our Company

We are a biotechnology company focused on designing, developing and commercializing innovative therapies and proprietary medical approaches to stimulate and guide an anti-tumor immune response for the treatment of cancer. Our core platform technology, ImmunoPulse®, is a drug-device therapeutic modality comprised of a proprietary intratumoral electroporation delivery device. The ImmunoPulse® platform is designed to deliver DNA-encoded drugs directly into a solid tumor and promote an inflammatory response against cancer. The ImmunoPulse® device can be adapted to treat different tumor types, and consists of an electrical pulse generator, a reusable handle and disposable applicators. Our lead product candidate, ImmunoPulse® IL-12, uses our electroporation device to deliver a DNA-encoded interleukin-12, or IL-12, called tavokinogene telseplasmid, or tavo, with the aim of reversing the immunosuppressive microenvironment in the tumor and engendering a systemic anti-tumor response against untreated tumors in other parts of the body. In February 2017, we received Fast Track designation from the U.S. Food and Drug Administration, or FDA, for ImmunoPulse® IL-12, which could qualify ImmunoPulse® IL-12 for expedited FDA review, a rolling Biologics License Application review and certain other benefits.

Our current focus is to pursue our registration-directed study of ImmunoPulse® IL-12 in combination with an approved therapy for melanoma in patients who have shown resistance to or relapse from certain other cancer therapies, which we refer to as the PISCES/KEYNOTE-695 study. Most of our present activities are, and we expect most of our near-term expenditures will be, directed toward advancing the PISCES/KEYNOTE-695 study. To this end, in May 2017, we entered into a clinical trial collaboration and supply agreement with a subsidiary of Merck & Co., Inc., or Merck, in connection with the PISCES/KEYNOTE-695 study, in which we have agreed to sponsor and fund the study and Merck has agreed to manufacture and supply its anti-PD-1 therapy KEYTRUDA® for use in the study. The PISCES/KEYNOTE-695 study opened for enrollment in October 2017.

We also intend to continue to pursue other ongoing or potential new trials and studies related to ImmunoPulse® IL-12, all with the goal of obtaining requisite regulatory approvals from the FDA and comparable regulators in certain other jurisdictions to market and sell this product candidate. For instance, we are in collaboration with the University of California, San Francisco, or UCSF, the sponsor of a multi-center Phase II clinical trial evaluating ImmunoPulse® IL-12 in combination with Merck's KEYTRUDA® for the treatment of advanced, metastatic melanoma in patients who are predicted to not respond to anti-PD-1 therapy alone. Merck is manufacturing and supplying its drug KEYTRUDA® to UCSF to support this trial.

In addition, we are pursuing a biomarker-focused pilot study of ImmunoPulse® IL-12 in triple negative breast cancer, which is focused on evaluating the ability of ImmunoPulse® IL-12 to alter the tumor microenvironment and promote a pro-inflammatory response. In January 2017, we amended the clinical protocol for this study to improve the enrollment rate, as it had been slow to enroll, and in September 2017, we enrolled half the patients needed for the study, which is now open for enrollment and is ongoing. Additionally, our Phase II clinical trials of ImmunoPulse® IL-12 as a monotherapy in Merkel Cell carcinoma, melanoma, and head and neck squamous cell carcinoma are now closed for enrollment, and databases are locked and clinical study reports are pending. We are no longer pursuing our Phase II clinical trial of ImmunoPulse® IL-12 as a monotherapy in cutaneous T-cell lymphoma, which has been closed.

In addition, we are developing our next-generation electroporation devices, including advancements toward prototypes, pursuing discovery research to identify other product candidates that, like IL-12, can be encoded into DNA, delivered intratumorally using electroporation and used to reverse the immunosuppressive mechanisms of a tumor, and aiming to expand our ImmunoPulse® pipeline beyond the delivery of plasmid-DNA encoding for cytokines to include other molecules that may be critical to key pathways associated with tumor immune subversion.

Recent Developments

Preliminary Financial Results

For the fourth quarter and the fiscal year ended July 31, 2017, we estimate a net loss of $5.8 million and $21.4 million, or $0.28 per share and $1.06 per share, respectively, compared to a net loss of $6.6 million and $26.9 million, or $0.39 per share and $1.63 per share, respectively, for the same periods last year. The decrease in net loss for the year ended July 31, 2017 compared with the same period in 2016 resulted primarily from: (i) an estimated $2.2 million decrease in non-cash stock-based compensation expense caused by an overall lower stock price and our exchange of certain then-outstanding stock options for a lesser number of new stock options with a lower exercise price in December 2016; (ii) an estimated $1.8 million decrease in the costs of our research and development programs caused by our refocusing of resources to the PISCES/KEYNOTE-695 clinical program; and (iii) an estimated $1.4 million decrease in personnel costs due to reduced headcount.

We recorded no revenue for the fiscal years ended July 31, 2017 or July 31, 2016, and we do not expect to generate revenue in the foreseeable future.

Research and development expenses are estimated to be $3.2 million and $12.0 million for the fourth quarter and the fiscal year ended July 31, 2017, respectively, compared to $3.6 million and $14.7 million for the same periods in 2016. General and administrative expenses are estimated to be $2.6 million and $9.5 million for the fourth quarter and the fiscal year ended July 31, 2017, compared to $3.0 million and $12.1 million for the same period in 2016.

At July 31, 2017, we had $11.4 million in cash and cash equivalents, as compared to $28.7 million of cash and cash equivalents at July 31, 2016. We expect these funds, together with the proceeds from this offering, to be sufficient to allow us to continue to operate our business to the third calendar quarter of 2018, but we will need significant additional capital in order to continue to pursue our operations and business plans.

These preliminary financial results are estimates prepared by our management and are subject to completion of our customary annual financial statement closing and audit procedures, and they are not and should not be considered a comprehensive statement of our financial results for our fiscal year ended July 31, 2017. Complete financial results for our fiscal year ended July 31, 2017 will be reflected in our audited consolidated financial statements and related notes as of and for the fiscal year ended July 31, 2017, which are not expected to be completed or filed with the SEC until after the date of this prospectus supplement. In addition, these preliminary financial results are not necessarily indicative of the results to be expected in any future period.

Termination of Equity Distribution Agreement

Effective as of October 22, 2017, we terminated our equity distribution agreement with Oppenheimer & Co. Inc., or Oppenheimer, which we entered into in July 2017 and under which we were permitted to offer and sell, by any method deemed to be an "at the market offering" as defined in Rule 415 promulgated under the Securities Act and from time to time through or to Oppenheimer, acting as sales agent or principal, shares of our common stock having an aggregate gross sales price as specified in the most recent prospectus supplement filed with the SEC relating to such shares. As a result of our termination of the equity distribution agreement, no further offers or sales of shares of our common stock will be made thereunder. As of the date of this prospectus supplement, we have sold an aggregate of 897,311 shares of our common stock pursuant to the equity distribution agreement, for gross proceeds of $1,125,626 and net proceeds, after deducting Oppenheimer's commissions and other expenses paid or payable by us, of $1,097,459.

Corporate Information

We were incorporated under the laws of the State of Nevada on February 8, 2008 under the name Netventory Solutions Inc. to pursue the business of inventory management solutions. Effective March 1, 2011, we completed a merger with our subsidiary for the sole purpose of changing our name to "OncoSec Medical Incorporated". Our principal executive offices are located at 5820 Nancy Ridge Drive, San Diego, California 92121. The telephone number at our principal executive office is (855) 662-6732. Our website address is *www.oncosec.com*. Information contained on our website is not deemed part of this prospectus supplement.

The Offering

Securities Offered in This Offering	5,270,934 shares of our common stock, par value $0.0001 per share
Offering Price	$1.34375 per share
Common Stock Outstanding Before This Offering	23,537,151 shares (1)
Common Stock to be Outstanding After This Offering	28,808,085 shares (1)
Private Placement of Warrants	In the private placement, we are selling to purchasers of our common stock in this offering warrants to purchase an aggregate of up to 3,953,200 shares of our common stock. Each purchaser in this offering will receive in the private placement warrants to purchase up to 75% of the number of shares of common stock purchased by such purchaser in this offering. The warrants will be immediately exercisable on their date of issuance at an exercise price of $1.25 per share and will remain exercisable until the 5.5-year anniversary of their date of issuance. We expect the private placement will close concurrently with the closing of this offering. The warrants and the shares of common stock issuable upon the exercise of the warrants are not being registered under the Securities Act and are being offered pursuant to the exemption provided in Section 4(a)(2) under the Securities Act and Rule 506(b) promulgated thereunder, and they are not being offered pursuant to this prospectus supplement and the accompanying base prospectus. See "Private Placement of Warrants."

Use of Proceeds	We expect to use the net proceeds received from this offering, if any, for working capital and general corporate purposes, including primarily for the PISCES/KEYNOTE-695 study and for other clinical and research and development activities. See “Use of Proceeds” on page S-9.
Risk Factors	**Investing in our securities involves a high degree of risk. Before making an investment decision, you should carefully review and consider the risks and uncertainties described under “Risk Factors” beginning on page S-5 of this prospectus supplement, on page 3 of the accompanying base prospectus, in our most recent annual report on Form 10-K and subsequent quarterly reports on Form 10-Q and our future periodic reports and other filings with the SEC, as well as all other information incorporated by reference herein and therein.**
NASDAQ Capital Market Symbol	ONCS

(1) Based on 23,537,151 shares of our common stock outstanding as of October 20, 2017 and excludes, as of that date, the following:

3,906,147 shares of common stock issuable upon exercise of outstanding options having a weighted-average exercise price of $1.84 per share, of which approximately 2,117,688 shares having a weighted-average exercise price of $2.20 per share were exercisable;

1,100,000 shares of common stock issuable upon the vesting and settlement of outstanding restricted stock units;

223,292 shares of common stock reserved for issuance and available for future grant under our 2011 Stock Incentive Plan (as amended);

447,934 shares of common stock reserved for issuance and available for future grant under our Employee Stock Purchase Plan;

7,608,883 shares of common stock issuable upon exercise of outstanding warrants having a weighted-average exercise price of $3.25 per share;

up to 3,953,200 shares of common stock issuable upon exercise at an exercise price of $1.25 of the warrants to be issued in the private placement, as described under “Private Placement of Warrants;” and

up to 316,256 shares of common stock issuable upon exercise at an exercise price of $1.68 of the warrants to be issued to the placement agent as compensation in connection with this offering.

RISK FACTORS

Investing in our securities involves a high degree of risk. Before purchasing our securities, you should carefully read and consider the following risk factors, as well as all other information contained and incorporated by reference in this prospectus supplement and the accompanying base prospectus, including our consolidated financial statements and the related notes and our disclosures under "Risk Factors" in our most recent annual report on Form 10-K and subsequent quarterly reports on Form 10-Q and our future periodic reports and other filings with the SEC. Each of these risk factors, either alone or taken together, could adversely affect our business, operating results and financial condition, as well as the value of an investment in our securities. There may be additional risks that we do not presently know of or that we currently believe are immaterial, which could also impair our business and financial position. If any of the events described below were to occur, our financial condition, our ability to access capital resources, our results of operations and/or our future growth prospects could be materially and adversely affected and the market price of our common stock could decline. As a result, you could lose some or all of any investment you may make in our securities.

Risks Related to this Offering and Our Common Stock

You will experience dilution.

The offering price per share in this offering is substantially higher than the book value per share of our common stock before giving effect to this offering. As a result, purchasers of shares of our common stock in this offering will suffer immediate and substantial dilution of $0.29375 per share in the net tangible book value of our common stock, based on an offering price of $1.34375 per share. See "Dilution" below for more information.

In addition, even after giving effect to the net proceeds from this offering, we will need significant additional capital to continue operating our business and to fund our planned operations. As a result, depending on market conditions, our capital requirements and strategic considerations, it is likely that we will need to pursue additional equity or convertible debt financings in the near term. Also, we may issue equity or convertible debt securities for other purposes, including, among others, stock splits, acquiring other businesses or assets or in connection with strategic alliances, attracting and retaining employees with equity compensation, anti-takeover purposes or other transactions. To the extent we raise additional capital or pursue any of these other purposes through the sale of equity or convertible debt securities, the issuance of these securities could result in further dilution to our stockholders. Additionally, the exercise of any options or warrants to purchase shares of our common stock, including the warrants to be issued to the purchasers in this offering in the private placement (see "Private Placement of Warrants" for more information), will further increase dilution to purchasers in this offering. Moreover, resales in the public market of any of these shares, or the perception that such resales could occur, could cause the market price for our common stock to decline.

Our management will have broad discretion over the use of the net proceeds from this offering.

We currently anticipate using the net proceeds from this offering, if any, for working capital and general corporate purposes, including primarily for the PISCES/KEYNOTE-695 study and for other clinical and research and development activities. This represents our best estimate of the manner in which we will use any net proceeds we receive from this offering based on the status of our business, but we have not reserved or allocated amounts for specific purposes and we cannot specify with certainty how or when we would use any net proceeds. As a result, we will have broad discretion in the application of any net proceeds we receive from this offering and we could use any such proceeds for purposes other than those currently contemplated. You will not have the opportunity, as part of your investment decision, to assess whether any such proceeds are being used effectively or in a manner with which you agree. The net proceeds, if any, may be used for corporate purposes that do not increase our operating results or the value of our common stock, on a near-term or long-term basis. Further, until any net proceeds are used, they may be placed in investments that do not produce income or that lose value.

The price and trading volume of our common stock may be subject to extreme volatility, and stockholders could lose all or part of their investment in our company.

The trading volume and market price of our common stock has experienced, and is likely to continue to experience, significant volatility. This volatility could negatively impact our ability to raise additional capital or utilize equity as consideration in any acquisition transactions we may seek to pursue, and could make it more difficult for existing stockholders to sell their shares of our common stock at a price they consider acceptable or at all. This volatility is caused by a variety of factors, including, among the other risks described in these risk factors:

- adverse research and development or clinical trial results;
- our liquidity and ability to obtain additional capital, including the market's reaction to any capital-raising transaction we may pursue;
- declining working capital to fund operations, or other signs of financial uncertainty;
- any negative announcement by the FDA or comparable regulatory bodies outside the United States, including that it has denied any request to approve any of our product candidates for commercialization;
- conducting open-ended clinical trials, which could lead to results (either positive or negative) being available to the public prior to a formal announcement;
- market assessments of any strategic transaction or collaboration arrangement we may pursue;
- potential negative market reaction to the terms or volume of any issuance of shares of our common stock or other securities to new investors pursuant to strategic or capital-raising transactions or to employees, directors or other service providers;
- sales of substantial amounts of our common stock, or the perception that substantial amounts of our common stock may be sold, by stockholders in the public market;
- issuance of new or updated research or reports by securities analysts or changed recommendations for our common stock;
- significant advances made by competitors that adversely affect our competitive position;
- the loss of key personnel and the inability to attract and retain additional highly-skilled personnel; and
- general market and economic conditions, including factors not directly related to our operating performance or the operating performance of our competitors, such as increased uncertainty in the U.S. healthcare regulatory environment following the results of the 2016 U.S. presidential election.

In addition, the stock market in general, and the market for stock of companies in the life sciences and biotechnology industries in particular, has experienced extreme price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of specific companies. In addition, in the past, following periods of volatility in the overall market and the market price of a particular company's securities, securities class action litigation has often been instituted against the company. This type of litigation, if instituted against us, could result in substantial costs and a diversion of our management's attention and resources.

If our common stock is delisted from the NASDAQ Capital Market or we are found to be noncompliant with NASDAQ rules, the market price and liquidity of our common stock could be materially negatively impacted.

The listing of our common stock on the NASDAQ Capital Market is contingent upon our compliance with all of the continued listing requirements of the NASDAQ Stock Market, or NASDAQ. If we are found to be noncompliant with these requirements, our common stock could be subject to delisting from NASDAQ. In such event, the market price of our common stock could be negatively impacted, the liquidity of our common stock could be reduced and our ability to complete equity financings in the future may be limited or prevented.

We do not currently intend to pay dividends on our common stock, and any return to investors is expected to come, if at all, only from potential increases in the price of our common stock.

We intend to use all available funds to finance our operations. Accordingly, while payment of dividends rests within the discretion of our board of directors, no cash dividends on our common shares have been declared or paid by us in the past and we have no intention of paying any such dividends in the foreseeable future. Any return to investors is expected to come, if at all, only from potential increases in the price of our common stock.

Risks Related to Our Business

In addition to the risks set forth in this prospectus supplement, our business is subject to numerous risks and uncertainties that could materially affect our business, financial condition or future results. These risks are discussed in our most recent annual report on Form 10-K and subsequent quarterly reports on Form 10-Q and our future periodic reports and other filings with the SEC. You should carefully review and consider these risks before making any investment decision with respect to our securities. See “Where You Can Find More Information” in this prospectus supplement.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus supplement, the accompanying base prospectus and the documents we have filed with the SEC that are incorporated by reference herein and therein contain forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act. In addition, from time to time we or our representatives have made or will make forward-looking statements in various other filings that we make with the SEC or in other documents, including press releases or other similar announcements. Forward-looking statements relate to future events or circumstances or our future performance and are based on our current assumptions, expectations and beliefs about future developments and their potential effect on our business. In some cases, you can identify forward-looking statements by terminology such as “may”, “should”, “expects”, “plans”, “anticipates”, “believes”, “estimates”, “predicts”, “potential” or “continue” or the negative of these terms or comparable terminology. The forward-looking statements in this prospectus supplement, the accompanying base prospectus and the documents we have filed with the SEC that are incorporated by reference herein and therein include statements about, among other things: the status, progress and results of our clinical programs; our ability to obtain regulatory approvals for, and the level of market opportunity for, our product candidates; our business plans, strategies and objectives, including plans to pursue collaboration, licensing or other similar arrangements or transactions; our expectations regarding our liquidity and performance, including our expense levels, sources of capital and ability to maintain our operations as a going concern; the competitive landscape of our industry; and general market, economic and political conditions.

Forward-looking statements are only predictions and are not guarantees of future performance, and they are subject to known and unknown risks, uncertainties and other factors, including the risks described under “Risk Factors” in this prospectus supplement, the accompanying base prospectus and the documents we have filed with the SEC that are incorporated by reference herein and therein. Moreover, we operate in a rapidly evolving industry in which new risks and uncertainties continuously emerge, and it is not possible for us to predict all of the risks we may face or assess the impact of all uncertainties or other factors on our business or the extent to which any factor or combination of factors could cause actual results to differ from our current expectations, assumptions or beliefs. In light of these risks, uncertainties and other factors, the forward-looking events and circumstances we make may not occur and our results, levels of activity, performance or achievements could differ materially from those expressed in or implied by these forward-looking statements. As a result, you should not place undue reliance on any of our forward-looking statements. Forward-looking statements speak only as of the date they are made, and unless required to by law, we undertake no obligation to update or revise any forward-looking statement for any reason, including to reflect new information, future developments, actual results or changes in our expectations.

We qualify all of our forward-looking statements by this cautionary note.

USE OF PROCEEDS

We estimate the net proceeds to us from the sale of our common stock in this offering, if any, after deducting estimated placement agent fees and other estimated offering expenses paid or payable by us, will be approximately $6.2 million. However, because there is no minimum offering amount required as a condition to closing this offering, the actual offering amount and proceeds to us, if any, are not presently determinable and may be substantially less than the amount we expect.

We intend to use the net proceeds from this offering for working capital and general corporate purposes, including primarily for the PISCES/KEYNOTE-695 study and for other clinical and research and development activities. This represents our best estimate of the manner in which we will use any net proceeds we receive from this offering based on the status of our business, but we have not reserved or allocated amounts for specific purposes and we cannot specify with certainty how or when we would use any net proceeds. Amounts and timing of actual expenditures will depend on numerous factors, including, among others, our clinical trial programs and other research and development activities, as well as the amount of cash we use in our operations. We may also use the net proceeds from this offering for acquisitions of complementary products, technologies or businesses, but we do not have any current plans, agreements or commitments for any specific acquisitions at this time. We will have broad discretion in the application of any net proceeds we receive from this offering, and we could use any such proceeds for purposes other than those currently contemplated.

Until the funds are used, we intend to invest any net proceeds from this offering in interest-bearing money market or other accounts.

DILUTION

If you invest in our common stock, you will experience immediate dilution to the extent of the difference between the price per share you pay in this offering and the net tangible book value per share of our common stock immediately after this offering. Our net tangible book value per share is determined by dividing our total tangible assets, less total liabilities, by the number of shares of our common stock outstanding as of a particular date.