

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in the table appearing under the caption "Selling Shareholders" commencing on page 15 of the Prospectus is hereby superseded in its entirety by the information set forth in the table below.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 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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