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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549  
**FORM 10-Q**

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the quarterly period ended **September 30, 2015**

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: **001-36812**

**FLEX PHARMA, INC.**

(Exact name of Registrant as specified in its charter)

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

**46-5087339**  
(I.R.S. Employer  
Identification Number)

**800 Boylston Street, 24<sup>th</sup> Floor, Boston, MA 02199**  
(Address of principal executive offices)(Zip Code)

Registrant's Telephone Number, Including Area Code: **(617) 874-1821**

Former Name, Former Address and Former Fiscal Year, If Changed Since Last Report: **Not Applicable**

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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 the filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (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 Exchange Act.) Yes  No

As of October 30, 2015, there were 17,943,880 shares of common stock outstanding.

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### **SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS**

This Quarterly Report on Form 10-Q contains forward-looking statements that involve substantial risks and uncertainties. All statements, other than statements related to present facts or current conditions or historical facts, contained in this Quarterly Report on Form 10-Q, including statements regarding our strategy, future operations, future financial position, projected costs, potential indications for our drug product candidates, expectations regarding the development of our drug product candidates and the launch of our consumer product, the expected timing for the reporting of data from ongoing and future studies, prospects, plans and objectives of management, are forward looking statements. The words "anticipate," "believe," "estimate," "expect," "intend," "may," "plan," "predict," "project," "target," "potential," "will," "would," "could," "should," "continue" and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words.

Forward-looking statements are not guarantees of future performance and our actual results could differ materially from the results discussed in the forward-looking statements. Factors that could cause actual results to differ materially from those in the forward-looking statements include, but are not limited to, the status, timing, costs, results and interpretation of our clinical studies; the uncertainties inherent in conducting clinical studies; results from our ongoing and planned preclinical development; expectations of our ability to make regulatory filings and obtain and maintain regulatory approvals; our ability to develop and commercialize our consumer products; anticipated positioning and attributes of our consumer products; results of early clinical studies as indicative of the results of future trials; availability of funding sufficient for our foreseeable and unforeseeable operating expenses and capital expenditure requirements; other matters that could affect the availability or commercial potential of our consumer or drug product candidates; the inherent uncertainties associated with intellectual property; and other factors discussed in this Quarterly Report on Form 10-Q, our Annual Report on Form 10-K and other filings with the Securities and Exchange Commission, or SEC.

As a result of these and other factors, we may not actually achieve the plans, intentions or expectations disclosed in our forward-looking statements, and you should not place undue reliance on our forward-looking statements. We do not assume any obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

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## PART I - FINANCIAL INFORMATION

## Item 1. Financial Statements

FLEX PHARMA, INC.  
CONDENSED CONSOLIDATED BALANCE SHEETS (Unaudited)

	September 30, 2015	December 31, 2014
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 89,159,535	\$ 33,854,153
Marketable securities	9,999,478	—
Prepaid expenses and other current assets	1,085,501	370,396
Total current assets	100,244,514	34,224,549
Property and equipment, net	255,681	85,144
Deferred IPO issuance costs	—	1,074,794
Deferred tax assets	50,103	50,103
Other assets	85,200	50,000
Restricted cash	126,835	126,808
Total assets	\$ 100,762,333	\$ 35,611,398
<b>Liabilities, convertible preferred stock and stockholders' equity (deficit)</b>		
Current liabilities:		
Accounts payable	\$ 692,677	\$ 578,653
Accrued expenses and other current liabilities	1,559,540	416,524
Deferred tax liabilities	50,103	50,103
Deferred rent, current portion	21,881	21,881
Total current liabilities	2,324,201	1,067,161
Deferred rent, net of current portion	22,807	35,968
Other long term liabilities	415,442	15,442
Total liabilities	2,762,450	1,118,571
Convertible preferred stock:		
Series A convertible preferred stock, \$0.0001 par value; none and 16,000,000 shares authorized at September 30, 2015 and December 31, 2014, respectively, and none and 15,775,221 shares issued and outstanding at September 30, 2015 and December 31, 2014, respectively	—	15,637,032
Series B convertible preferred stock, \$0.0001 par value; none and 14,500,000 shares authorized at September 30, 2015 and December 31, 2014, respectively, and none and 14,078,647 shares issued and outstanding at September 30, 2015 and December 31, 2014, respectively	—	25,394,135
Stockholders' equity (deficit):		
Preferred stock, \$0.0001 par value; 10,000,000 shares and none authorized at September 30, 2015 and December 31, 2014, respectively; none issued or outstanding at September 30, 2015 and December 31, 2014	—	—
Common stock, \$0.0001 par value; 100,000,000 and 61,000,000 shares authorized at September 30, 2015 and December 31, 2014, respectively, 17,942,712 and 5,434,301 shares issued at September 30, 2015 and December 31, 2014, respectively, and 15,449,310 and 2,215,711 shares outstanding at September 30, 2015 and December 31, 2014, respectively	1,545	221
Additional paid-in capital	127,261,697	1,472,299
Accumulated other comprehensive loss	(3,676)	—
Accumulated deficit	(29,259,683)	(8,010,860)
Total stockholders' equity (deficit)	97,999,883	(6,538,340)
Total liabilities, convertible preferred stock and stockholders' equity (deficit)	\$ 100,762,333	\$ 35,611,398

See accompanying notes to condensed consolidated financial statements.

**FLEX PHARMA, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (Unaudited)**

	Three Months Ended September 30, 2015	Three Months Ended September 30, 2014	Nine Months Ended September 30, 2015	Period from February 26, 2014 (Inception) to September 30, 2014
Operating expenses:				
Research and development	\$ 3,445,200	\$ 909,123	\$ 9,440,324	\$ 2,038,790
Selling, general and administrative	4,722,281	1,084,240	11,842,896	2,239,605
Total operating expenses	8,167,481	1,993,363	21,283,220	4,278,395
Loss from operations	(8,167,481)	(1,993,363)	(21,283,220)	(4,278,395)
Interest income, net	14,637	6,926	34,397	9,584
Net loss	\$ (8,152,844)	\$ (1,986,437)	\$ (21,248,823)	\$ (4,268,811)
Net loss per share attributable to common stockholders — basic and diluted	\$ (0.53)	\$ (1.11)	\$ (1.57)	\$ (2.63)
Weighted-average number of common shares outstanding — basic and diluted	15,290,435	1,797,664	13,520,438	1,622,402

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See accompanying notes to condensed consolidated financial statements.

**FLEX PHARMA, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS (Unaudited)**

	<b>Three Months Ended September 30, 2015</b>	<b>Three Months Ended September 30, 2014</b>	<b>Nine Months Ended September 30, 2015</b>	<b>Period from February 26, 2014 (Inception) to September 30, 2014</b>
Net Loss	\$ (8,152,844)	\$ (1,986,437)	\$ (21,248,823)	\$ (4,268,811)
Other Comprehensive loss:				
Unrealized loss on available-for-sale-securities	(3,676)	—	(3,676)	—
Comprehensive loss	<u>\$ (8,156,520)</u>	<u>\$ (1,986,437)</u>	<u>\$ (21,252,499)</u>	<u>\$ (4,268,811)</u>

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See accompanying notes to condensed consolidated financial statements.

**FLEX PHARMA, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)**

	Nine Months Ended September 30, 2015	Period from February 26, 2014 (Inception) to September 30, 2014
<b>Operating activities</b>		
Net loss	\$ (21,248,823)	\$ (4,268,811)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation expense	34,303	6,172
Stock-based compensation expense	4,892,998	673,257
Amortization of premium on investments	1,192	—
Other non-cash items	2,495	55,221
Changes in operating assets and liabilities:		
Restricted cash	(27)	(126,595)
Prepaid expenses and other current assets	(715,105)	(174,389)
Other assets	(35,200)	(11,000)
Accounts payable	433,354	279,085
Accrued expenses and other current liabilities	1,339,165	321,854
Deferred rent	(13,161)	63,819
Other long term liabilities	—	15,442
Net cash used in operating activities	(15,308,809)	(3,165,945)
<b>Investing activities</b>		
Purchases of marketable securities	(21,002,641)	—
Proceeds from maturities and sales of marketable securities	10,998,295	—
Purchases of property and equipment	(223,265)	(59,104)
Net cash used in investing activities	(10,227,611)	(59,104)
<b>Financing activities</b>		
Proceeds from initial public offering, net of offering costs	80,435,430	—
Proceeds from issuance of Series A convertible preferred stock, net of issuance costs	—	15,581,811
Proceeds from issuance of Series B convertible preferred stock, net of issuance costs	—	23,926,422
Proceeds from sale of restricted common stock to founders	—	2,321
Proceeds from exercise of stock options	406,372	6,738
Net cash provided by financing activities	80,841,802	39,517,292
Net increase in cash and cash equivalents	55,305,382	36,292,243
Cash and cash equivalents at beginning of period	33,854,153	—
Cash and cash equivalents at end of period	\$ 89,159,535	\$ 36,292,243
<b>Supplemental cash flow information</b>		
Property and equipment in accounts payable at September 30, 2015	\$ 5,070	\$ —
Property and equipment in accrued expenses at December 31, 2014	\$ 21,000	\$ —
Deferred IPO issuance costs in accounts payable and accrued expenses	\$ 499,549	\$ 43,040
IPO issuance costs paid in cash through December 31, 2014	\$ 575,245	\$ —
Issuance of Series A convertible preferred stock in satisfaction of accounts payable	\$ —	\$ 55,221
Series B convertible preferred stock issuance costs in accounts payable	\$ —	\$ 30,511

See accompanying notes to condensed consolidated financial statements.

**FLEX PHARMA, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)**

**1. Organization and operations**

***The Company***

Flex Pharma, Inc. (the "Company") is a biotechnology company that was incorporated in Delaware on February 26, 2014 and has a principal place of business in Boston, Massachusetts. The Company is developing innovative and proprietary treatments for exercise associated muscle cramps, nocturnal leg cramps and spasms associated with severe neuromuscular conditions. The Company believes that the chemical neuro stimulation of certain receptors in primary sensory neurons by its proprietary treatment reduces the repetitive firing, or hyperexcitability, of alpha-motor neurons, thereby preventing or reducing the frequency and intensity of muscle cramps and spasms.

The Company is subject to risks common to companies in the biotechnology and consumer industries, including, but not limited to, risks of failure of pre-clinical studies, clinical studies and clinical trials, the need to obtain marketing approval for its drug product candidates, the need to successfully commercialize and gain market acceptance of its drug product candidates and its consumer products, the timing and resources needed to successfully commercialize a consumer product, the difficulty in establishing effective distribution channels, dependence on key personnel, protection of proprietary technology, compliance with government regulations, development and commercialization by competitors of alternative products and ability to transition from pilot-scale manufacturing to large-scale production of products.

In February 2015, the Company sold 5,491,191 shares of common stock (inclusive of 91,191 shares of common stock sold by the Company pursuant to the exercise of an overallotment option granted to the underwriters in connection with the offering) through an underwritten initial public offering ("IPO") at a price of \$16.00 per share. The aggregate net proceeds received by the Company from the offering were approximately \$79,900,000, after deducting underwriting discounts and commissions and offering expenses payable by the Company of approximately \$8,000,000 (See Note 2).

***Liquidity***

The Company has incurred an accumulated deficit of \$29,259,683 since inception and will require substantial additional capital to fund its research and development and the launch and growth of its consumer brand. The Company had cash, cash equivalents and marketable securities of \$99,159,013 at September 30, 2015. The Company believes its existing cash, cash equivalents and marketable securities will be sufficient to allow the Company to fund its current operating plan for at least the next 12 months.

**2. Summary of significant accounting policies and recent accounting pronouncements**

The accompanying unaudited condensed consolidated financial statements reflect the application of certain significant accounting policies as described below and elsewhere in these notes to the condensed consolidated financial statements. As of September 30, 2015, the Company's significant accounting policies, which are detailed in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2014 (the "2014 10-K"), have not changed.

***Unaudited interim financial information***

Certain information and footnote disclosures normally included in the Company's annual financial statements have been condensed or omitted. Accordingly, these interim condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto contained in the 2014 10-K.

The condensed consolidated financial statements as of September 30, 2015, for the three months ended September 30, 2015 and 2014, for the nine months ended September 30, 2015, and the related information contained within the notes to the condensed consolidated financial statements, are unaudited. The unaudited condensed consolidated financial statements have been prepared on the same basis as annual audited consolidated financial statements, and in the opinion of management, reflect all adjustments, which include only normal recurring adjustments, necessary for the fair presentation of the Company's condensed consolidated financial position as of September 30, 2015, the condensed consolidated statement of operations and the



condensed consolidated statement of comprehensive loss for the three and nine-month periods ended September 30, 2015, the condensed consolidated statement of cash flows for the nine-month period ended September 30, 2015, the condensed consolidated statement of operations and the condensed consolidated statement of comprehensive loss for the three-month period ended September 30, 2014, and the condensed consolidated statements of operations, the condensed consolidated statement of comprehensive loss and cash flows for the period from February 26, 2014 (inception) to September 30, 2014. The results for the three and nine months ended September 30, 2015 are not necessarily indicative of results to be expected for the year ending December 31, 2015, or any other future annual or interim periods.

#### ***Initial public offering***

On February 3, 2015, the Company completed its IPO, whereby the Company sold 5,491,191 shares of its common stock (inclusive of 91,191 shares of common stock sold by the Company pursuant to the exercise of an over-allotment option granted to the underwriters in connection with the IPO) at a price of \$16.00 per share. The shares began trading on the Nasdaq Global Market on January 29, 2015. The aggregate net proceeds received by the Company from the IPO were approximately \$79,900,000, after deducting underwriting discounts and commissions and other offering expenses payable by the Company. Upon the closing of the IPO, all outstanding shares of convertible preferred stock converted into 6,971,108 shares of common stock. Additionally, the Company is now authorized to issue 100,000,000 shares of common stock.

Deferred IPO issuance costs, which primarily consisted of direct incremental legal and accounting fees related to the Company's IPO, were previously capitalized at December 31, 2014. Upon the closing of the IPO in February 2015, IPO issuance costs, which totaled \$1,848,737, were offset against the IPO proceeds within additional paid-in capital.

#### ***Reverse stock split***

On January 15, 2015, the Company effected a one-for-4.2825 reverse stock split of its issued and outstanding common stock. All share and per share amounts related to issued and outstanding common stock and stock options included in the Company's condensed consolidated financial statements and notes to the condensed consolidated financial statements have been retroactively adjusted for all periods presented to reflect this reverse stock split, including reclassifying an amount equal to the reduction in par value of common stock to additional paid-in-capital. The conversion ratios of the Company's previously outstanding shares of convertible preferred stock were also adjusted to reflect the reverse stock split.

#### ***Basis of presentation and use of estimates***

The accompanying condensed consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America ("GAAP"). Any reference in these notes to applicable guidance is meant to refer to the authoritative United States generally accepted accounting principles as found in the Accounting Standards Codification ("ASC") and Accounting Standards Update ("ASU") of the Financial Accounting Standards Board ("FASB"). The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. On an ongoing basis, the Company's management evaluates its estimates, which include, but are not limited to, estimates related to clinical study accruals, stock-based compensation expense, and amounts of expenses during the reported period. The Company bases its estimates on historical experience and other market-specific or other relevant assumptions that it believes to be reasonable under the circumstances. Actual results may differ from those estimates or assumptions.

Prior to the completion of its IPO in February 2015, the Company utilized significant estimates and assumptions in determining the fair value of its common stock. The Company utilized various valuation methodologies in accordance with the framework of the 2004 and 2013 American Institute of Certified Public Accountants Technical Practice Aids, *Valuation of Privately-Held Company Equity Securities Issued as Compensation*, to estimate the fair value of its common stock. Each valuation methodology included estimates and assumptions that required the Company's judgment. These estimates and assumptions included a number of objective and subjective factors, including external market conditions affecting the biotechnology industry sector, the prices at which the Company sold shares of preferred stock, the superior rights and preferences of securities senior to the Company's common

stock at the time and the likelihood of achieving a liquidity event, such as an initial public offering or a sale of the Company. Significant changes to the key assumptions used in the valuations could result in different fair values of common stock at each valuation date and materially affect the financial statements.

### **Principles of consolidation**

The condensed consolidated financial statements include the accounts of the Company and its wholly owned subsidiary, TK Pharma, Inc., a Massachusetts securities corporation. All significant intercompany balances and transactions have been eliminated in consolidation.

### **Recent accounting pronouncements**

In July 2015, the FASB issued ASU No. 2015-11, "Inventory (Topic 330)". This ASU simplifies the measurement of inventory by requiring certain inventory to be measured at the lower of cost or net realizable value. Net realizable value is the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. The amendments in this ASU are effective for fiscal years beginning after December 15, 2016 and for interim periods therein. Subsequent measurement is unchanged for inventory measured using LIFO or the retail inventory method. The Company is currently in the process of evaluating the impact of the guidance related to the Company's anticipated launch of its consumer product in the first half of 2016.

In May 2014, the FASB issued ASU No. 2014-09, "*Revenue from Contracts with Customers (Topic 606)*". The ASU provides for a single comprehensive model for use in accounting for revenue arising from contracts with customers and supersedes most current revenue recognition guidance. The accounting standard is effective for interim and annual periods beginning after December 15, 2016 with no early adoption permitted. In July 2015, the FASB deferred the effective date of this accounting update to annual periods beginning after December 15, 2017, along with an option to permit early adoption as of the original effective date. The Company is required to adopt the amendments in the ASU using one of two acceptable methods: retrospectively to all prior reporting periods presented, with certain practical expedients permitted; or retrospectively with the cumulative effect of initially adopting the ASU recognized at the date of initial application. The Company is currently in the process of evaluating the impact of the guidance related to the Company's anticipated launch of its consumer product in the first half of 2016.

In August 2014, the FASB issued ASU No. 2014-15 "*Presentation of Financial Statements - Going Concern (Subtopic 205-40)*". The ASU outlines management's responsibility to perform interim and annual assessments of an entity's ability to continue as a going concern within one year of the date the financial statements are issued, and provides guidance on determining when and how to disclose going concern uncertainties in the financial statements. The accounting standard is effective for interim and annual periods ending after December 15, 2016, and will not have a material impact on the consolidated financial statements, but could impact the Company's footnote disclosures.

In February 2015, the FASB issued ASU No. 2015-02 "*Consolidation (Topic 810): Amendments to the Consolidation Analysis.*" ASU 2015-02 changes the analysis that a reporting entity must perform to determine whether it should consolidate certain types of legal entities. It is effective for annual reporting periods, and interim periods within those years, beginning after December 15, 2015. Early adoption is permitted, including adoption in an interim period. The Company is currently in the process of evaluating the impact of the adoption of ASU 2015-02 on its consolidated financial statements.

The Company believes that the impact of other recently issued standards that are not yet effective will not have a material effect on its consolidated financial position or results of operations upon adoption.

### **3. Fair value measurements**

The Company records cash equivalents and marketable securities at fair value. ASC Topic 820, Fair Value Measurements and Disclosures, established a fair value hierarchy for those instruments measured at fair value that

distinguishes between assumptions based on market data (observable inputs) and the Company's own assumptions (unobservable inputs). The hierarchy consists of three levels:

*Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities.*

*Level 2 – Quoted prices for similar assets and liabilities in active markets, quoted prices in markets that are not active, or inputs which are observable, directly or indirectly, for substantially the full term of the asset or liability.*

*Level 3 – Unobservable inputs that reflect the Company's own assumptions about the assumptions market participants would use in pricing the asset or liability in which there is little, if any, market activity for the asset or liability at the measurement date.*

The following table summarizes the cash equivalents and marketable securities measured at fair value on a recurring basis as of September 30, 2015:

	Level 1	Level 2	Level 3	Total
Cash equivalents	\$ —	\$ 77,012,098	\$ —	\$ 77,012,098
Marketable securities:				—
Corporate debt securities	—	9,999,478	—	9,999,478
	\$ —	\$ 87,011,576	\$ —	\$ 87,011,576

The Company did not hold any cash equivalents or marketable securities at December 31, 2014.

Cash equivalents and marketable securities have been initially valued at the transaction price and subsequently valued, at the end of each reporting period, utilizing third-party pricing services or other market observable data. The pricing services utilize industry standard valuation models, including both income and market based approaches and observable market inputs to determine value. The Company's current cash equivalents consist of money market funds that are not listed in active markets, and were validated using quoted prices for similar assets in active markets. After completing its validation procedures, the Company did not adjust or override any fair value carrying amounts of as of September 30, 2015.

The Company evaluates transfers between levels at the end of each reporting period. There were no transfers of assets or liabilities between Level 1 and Level 2 during the three and nine months ended September 30, 2015. The Company had no financial assets or liabilities that were classified as Level 3 at any point during the three and nine months ended September 30, 2015.

#### 4. Cash equivalents and marketable securities

The Company considers all highly liquid investments with maturities of three months or less when purchased to be cash equivalents. Cash equivalents as of September 30, 2015 consisted of money market funds. The Company did not have cash equivalents as of December 31, 2014.

Marketable securities as of September 30, 2015 consisted of corporate debt securities. The Company did not hold any marketable securities as of December 31, 2014. Management determines the appropriate classification of the securities at the time they are acquired and evaluates the appropriateness of such classifications at each balance sheet date. The Company classifies its marketable securities as available-for-sale pursuant to ASC 320, *Investments – Debt and Equity Securities*. Marketable securities are recorded at fair value, with unrealized gains and losses included as a component of accumulated other comprehensive income (loss) in stockholders' equity and a component of total comprehensive income (loss) in the condensed consolidated statement of comprehensive income (loss), until realized. Realized gains and losses are included in investment income on a specific-identification basis. There were immaterial realized gains on marketable securities during the three and nine months ended September 30, 2015, and no realized gains or losses during the three months ended September 30, 2014 or during the period from February 26, 2014 (inception) to September 30, 2014.

The Company reviews marketable securities for other-than-temporary impairment whenever the fair value of a marketable security is less than the amortized cost and evidence indicates that a marketable security's carrying amount is not recoverable within a reasonable period of time. Other-than-temporary impairments of investments are recognized in the consolidated statement of operations if the Company has experienced a credit loss, has the intent to sell the marketable security, or if it is more likely than not that the Company will be required to sell the marketable security before recovery of the amortized cost basis. Evidence considered in this assessment includes reasons for the impairment, compliance with the Company's investment policy, the severity and the duration of the impairment and changes in value subsequent to the end of the period.

Marketable securities at September 30, 2015 consisted of the following:

	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value
Current:				
Corporate debt securities	\$ 10,003,154	\$ 3	\$ (3,679)	\$ 9,999,478
Total	<u>\$ 10,003,154</u>	<u>\$ 3</u>	<u>\$ (3,679)</u>	<u>\$ 9,999,478</u>

At September 30, 2015, all investments held by the Company were classified as current. The Company did not hold any investments as of December 31, 2014. Investments classified as current have maturities of less than one year. Investments classified as non-current are those that (i) have a maturity greater than one year and (ii) management does not intend to liquidate within the next year, although these funds are available for use and therefore classified as available-for-sale.

At September 30, 2015, the Company held five debt securities that were in an unrealized loss position. The aggregate fair value of debt securities in an unrealized loss position at September 30, 2015 was \$10.0 million. There were no individual securities that were in a significant unrealized loss position as of September 30, 2015. The Company evaluated its securities for other-than-temporary impairment and considered the decline in market value for the securities to be primarily attributable to current economic and market conditions. The Company has the intent and ability to hold such securities until recovery. Based on this analysis, these marketable securities were not considered to be other-than-temporarily impaired as of September 30, 2015.

## 5. Net loss per share

Basic net loss per share is computed by dividing the net loss attributable to common stockholders by the weighted-average number of common shares outstanding for the period. Diluted net loss per share is computed by dividing the net loss attributable to common stockholders by the weighted-average number of common shares and dilutive common stock equivalents outstanding for the period, determined using the treasury stock method and the if-converted method, for convertible securities, if inclusion of these is dilutive.

Because the Company has reported a net loss for the periods presented, diluted net loss per common share is the same as basic net loss per common share.

The following potentially dilutive securities outstanding, prior to the use of the treasury stock method or if-converted method, have been excluded from the computation of diluted weighted-average shares outstanding for the periods indicated, because including them would have had an anti-dilutive impact:

	As of September 30,	
	2015	2014
Unvested restricted common stock sold to founders	2,456,338	3,472,678
Unvested restricted common stock issued upon early exercise of stock options	37,064	—
Options to purchase common stock	1,342,141	298,300
Series A preferred stock	—	15,775,221
Series B preferred stock	—	13,248,864
Total	<u>3,835,543</u>	<u>32,795,063</u>

## 6. Accrued expenses and other current liabilities

Accrued expenses and other current liabilities consisted of the following:

	September 30, 2015	December 31, 2014
Payroll and employee-related costs	\$ 1,060,086	\$ 34,218
Professional fees	244,473	15,500
Research and development costs	137,665	125,067
Consumer brand-related costs	75,267	23,635
Other	42,049	42,955
Deferred IPO issuance costs	—	175,149
<b>Total</b>	<b>\$ 1,559,540</b>	<b>\$ 416,524</b>

## 7. Common stock

As of September 30, 2015, the Company had authorized 100,000,000 shares of common stock, \$0.0001 par value per share. Each share of common stock is entitled to one vote. The holders of common stock are also entitled to receive dividends whenever funds are legally available and when declared by the board of directors. The Company does not intend to declare dividends for the foreseeable future.

### *Restricted common stock*

In March 2014, the Company sold 4,553,415 shares of restricted common stock to the founders of the Company ("recipients"), for \$0.0004 per share, for total proceeds of \$1,950. In April 2014, based upon anti-dilution provisions granted to the recipients, an additional 867,314 shares of restricted common stock were sold to the same recipients, after which the anti-dilution provisions were terminated. The restricted common stock vested 25% upon issuance, and the remaining 75% vests ratably over four years, during which time the Company has the right to repurchase the unvested shares held by a recipient if the relationship between such recipient and the Company ceases. If the relationship terminates, the Company has 90 days to repurchase unvested shares at \$0.0004 per share. Such shares are not accounted for as outstanding until they vest. As of September 30, 2015, 2,964,391 shares of restricted common stock had vested and are accounted for as outstanding common stock. Unvested restricted common stock awards to non-employees are re-measured at each vest date and each financial reporting date.

The following is a summary of restricted common stock activity related to shares sold to the Company's founders:

	Number of Shares	Weighted-Average Grant Date Fair Value
Non-vested at December 31, 2014	3,218,590	\$ 0.10
Vested	(762,252)	0.10
Non-vested at September 30, 2015	2,456,338	\$ 0.10

### *Early exercise of stock options*

During the first quarter of 2015, 37,064 employee stock options, with a weighted-average grant date fair value of \$10.79 per share, were exercised pursuant to an early exercise provision in an employee's stock option agreement. None of the exercised options had vested as of September 30, 2015, and the early exercise provision contains a repurchase option by the Company. Accordingly, the \$400,000 of exercise proceeds received by the Company are being accounted for as a liability on the Company's condensed consolidated balance sheet at September 30, 2015. The proceeds received will remain classified as a liability and the related shares will not be considered outstanding, for accounting purposes, until the shares vest in the fourth quarter of 2015.

## 8. Stock-based compensation

In March 2014, the Company adopted the Flex Pharma, Inc. 2014 Equity Incentive Plan (the "2014 Plan"), under which it had the ability to grant incentive stock options, non-qualified stock options, restricted stock awards, restricted stock units and stock appreciation rights to purchase up to 116,754 shares of common stock. In April 2014, the Company amended the 2014 Plan to reserve for the issuance of up to 1,451,087 shares of common stock pursuant to equity awards. In September 2014, the Company further amended the 2014 Plan to reserve for the issuance of up to 2,070,200 shares of common stock pursuant to equity awards. Terms of stock award agreements, including vesting requirements, were determined by the board of directors, subject to the provisions of the 2014 Plan. For options granted under the 2014 Plan, the exercise price equaled the fair market value of the common stock as determined by the board of directors on the date of grant. No further awards will be granted under the 2014 Plan.

In January 2015, the Company's board of directors adopted, and the Company's stockholders approved, the 2015 Equity Incentive Plan (the "2015 Plan"), which became effective immediately prior to the closing of the Company's IPO. The 2015 Plan provides for the grant of incentive stock options ("ISOs"), nonstatutory stock options, restricted stock awards, restricted stock units, stock appreciation rights, performance-based stock awards, and other stock-based awards. Additionally, the 2015 Plan provides for the grant of performance-based cash awards. ISOs may be granted only to the Company's employees. All other awards may be granted to the Company's employees, including officers, and to non-employee directors and consultants. As of September 30, 2015, there were 690,555 shares remaining available for the grant of stock awards under the 2015 Plan.

The Company has awarded stock options to its employees, directors, advisors and consultants, pursuant to the plans described above. Stock options subsequent to the completion of the Company's IPO are granted with an exercise price equal to the closing market price of the Company's common stock on the date of grant. Stock options generally vest over one to four years and have a contractual term of ten years. Stock options are valued using the Black-Scholes option pricing model and compensation cost is recognized based on the resulting value over the service period. Unvested awards to non-employees are re-measured at each vest date and at each financial reporting date. The following table summarizes stock option activity for employees and non-employees for the nine months ended September 30, 2015:

	Shares	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value
Outstanding at December 31, 2014	926,832	\$ 3.40		
Granted	505,748	15.02		
Exercised	(46,112)	8.81		
Cancelled or forfeited	(44,327)	9.93		
Outstanding at September 30, 2015	<u>1,342,141</u>	\$ 7.38	9.11	\$ 7,944,730
Exercisable at September 30, 2015	<u>207,818</u>	\$ 3.77	8.84	\$ 1,808,822
Vested or expected to vest at September 30, 2015	<u>1,244,325</u>	\$ 7.35	9.11	\$ 7,314,344

Total stock-based compensation expense recognized for employee and non-employee restricted common stock, and stock options granted to employees and non-employees is included in the Company's condensed consolidated statement of operations as follows:

	Three Months Ended September 30, 2015	Three Months Ended September 30, 2014	Nine Months Ended September 30, 2015	Period from February 26, 2014 (Inception) to September 30, 2014
Research and development	\$ 617,476	\$ 169,961	\$ 2,429,769	\$ 272,012
Selling, general and administrative	889,203	182,612	2,463,229	401,245
Total	\$ 1,506,679	\$ 352,573	\$ 4,892,998	\$ 673,257

As of September 30, 2015, there was approximately \$14,386,501 of total unrecognized compensation cost related to unvested equity awards. Total unrecognized compensation cost will be adjusted for the re-measurement of non-employee awards as well as future changes in employee and non-employee forfeitures, if any. The Company expects to recognize that cost over a remaining weighted-average period of 2.68 years.

#### **Employee stock purchase plan**

In January 2015, the Company's board of directors adopted, and the Company's stockholders approved, the 2015 Employee Stock Purchase Plan (the "ESPP"), which became effective upon the date of execution of the underwriting agreement pursuant to which the Company's common stock was priced in connection with the IPO. As of September 30, 2015, the Company had not yet instituted any offering periods under the ESPP and no shares of the Company's common stock have been purchased under the ESPP.

#### **9. Income taxes**

Deferred tax assets and deferred tax liabilities are recognized based on temporary differences between the financial reporting and tax basis of assets and liabilities using statutory rates. A valuation allowance is recorded against deferred tax assets if it is more likely than not that some or all of the deferred tax assets will not be realized. Based upon the Company's history of operating losses and the uncertainty surrounding the realization of the favorable tax attributes in future tax returns, the Company has recorded a full valuation allowance against the Company's otherwise recognizable net deferred tax assets. There was no significant income tax provision or benefit for the three or nine months ended September 30, 2015, for the three months ended September 30, 2014 or for the period from February 26, 2014 (inception) to September 30, 2014.

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

*The following discussion and analysis should be read in conjunction with the unaudited financial information and the notes thereto included herein, as well as our audited consolidated financial statements and notes thereto contained in our Annual Report on Form 10-K for the year ended December 31, 2014. Our actual results and the timing of selected events could differ materially from those anticipated in these forward-looking statements as a result of several factors, including those set forth under "Risk Factors" discussed in our Annual Report on Form 10-K for the year ended December 31, 2014.*

#### **Introduction**

Our Management's Discussion and Analysis of Financial Condition and Results of Operations (MD&A) is provided in addition to the accompanying condensed consolidated financial statements and notes to assist readers in understanding our results of operations, financial condition, and cash flows. MD&A is organized as follows:

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*Overview* - A discussion of our business and overall analysis of financial and other highlights affecting the company in order to provide context for the remainder of MD&A.

*Results of Operations* - An analysis of our financial results comparing the three months ended September 30, 2015 to the three months ended September 30, 2014, and comparing the nine months ended September 30, 2015 to the period from February 26, 2014 (inception) to September 30, 2014.

*Liquidity and Capital Resources* - An analysis of changes in our condensed consolidated balance sheets and cash flows, and discussion of our financial condition and potential sources of liquidity.

*Critical Accounting Policies and Significant Judgments and Estimates* - A discussion of critical accounting policies that require us to make subjective estimates and judgments.

### **Overview**

We are a biotechnology company that is developing innovative and proprietary treatments for exercise-associated muscle cramps, nocturnal leg cramps and spasms associated with severe neuromuscular conditions. Our founders' novel insights regarding neuromuscular physiology form the basis of our development efforts. We believe that the chemical neuro stimulation of certain receptors in primary sensory neurons by our proprietary treatment reduces the repetitive firing, or hyperexcitability, of alpha-motor neurons, thereby preventing or reducing the frequency and intensity of muscle cramps and spasms. We have conducted three randomized, blinded, placebo-controlled cross-over studies of our proprietary treatment, which have shown a statistically significant reduction in the intensity of muscle cramps induced in healthy normal volunteers. We intend to initially focus our drug development efforts on developing products to treat nocturnal leg cramps, spasticity associated with multiple sclerosis and muscle cramping associated with motor neuron disease, such as amyotrophic lateral sclerosis (ALS).

We are also developing a consumer brand with products based on the same mechanism of action as our proprietary treatment. Our consumer brand and products will be targeted towards athletes experiencing exercise-associated muscle cramps, or EAMCs. EAMCs are painful, spasmodic and involuntary contractions of skeletal muscles that occur during or following exercise in individuals with no underlying metabolic, neurological or endocrine pathology. EAMCs can be experienced by individuals participating in any sport but are particularly prevalent in athletes engaging in high-intensity activities, such as running, cycling and triathlons. A number of well-known sports drinks and other consumer products are used to prevent EAMCs. However, we do not believe any of these products have been proven to be clinically effective in preventing EAMCs. We anticipate launching our cornerstone product in the second quarter of 2016.

We have incurred an operating loss since our inception and we anticipate that we will continue to incur operating losses for at least the next several years. Our net loss was \$8.2 million for the three months ended September 30, 2015 and \$21.2 million for the nine months ended September 30, 2015. Our accumulated deficit was \$29.3 million as of September 30, 2015. To date, we have financed our operations with net proceeds from the private placement of our preferred stock and our initial public offering.

### **Recent Developments**

On January 15, 2015, we effected a one-for-4.2825 reverse stock split of our issued and outstanding common stock. All share and per share amounts related to issued and outstanding common stock and stock options included in our condensed consolidated financial statements and notes to condensed consolidated financial statements have been retroactively adjusted for all periods presented to reflect this reverse stock split. The conversion ratios of our previously outstanding shares of convertible preferred stock were also adjusted to reflect the reverse stock split.

In February 2015, we completed our initial public offering, or IPO, whereby we sold 5,491,191 shares of our common stock (inclusive of 91,191 shares of common stock sold by us pursuant to the exercise of an overallocation option granted to the underwriters in connection with the IPO) at a price of \$16.00 per share. The shares began trading on the Nasdaq Global Market on January 29, 2015. The aggregate net proceeds received by us from the IPO were approximately \$79.9 million, after deducting underwriting discounts and commissions and other offering expenses payable by us. Upon the closing of the IPO, all outstanding shares of convertible preferred stock were converted into 6,971,108 shares of common stock.

In April 2015, we initiated a study in nocturnal leg cramps of our proprietary treatment, which is a mixture of natural ingredients. This study was intended to assess the safety and tolerability of our proprietary treatment and explore a number of alternative objectives relating to efficacy. The U.S. Food and Drug Administration has indicated that the treatment of nocturnal leg cramps is an appropriate drug or dietary supplement claim. As a result, we are able to



conduct this study in accordance with the regulatory framework applicable to dietary supplements rather than drugs. We are currently evaluating an additional study for the treatment of nocturnal leg cramps. Subject to regulatory approval, we expect to initiate studies outside the United States in patients suffering from cramping and spasticity associated with multiple sclerosis and amyotrophic lateral sclerosis (ALS) in the first half of 2016 with a clinical candidate.

In July 2015, we announced the results of a study of our proprietary treatment in athletes participating in high intensity sports. The study was intended to evaluate the efficacy of our proprietary treatment in preventing muscle cramps as measured by the incidence of cramps during training sessions. The study showed statistically significant results, demonstrating that our treatment reduced muscle cramps during a two week workout period when compared to the prior two week baseline observation period. We conduct field studies to learn more about the benefits of our proprietary treatment and increase credibility among high endurance athletes. In other field studies of athletes, we and others have noted significant placebo effects and, in our July 2015 study, we did not include a placebo.

In October 2015, we presented data demonstrating the efficacy of purified, GMP-synthesized single molecules, as well as combinations of two individual molecules, of TRPA1 and TRPV1 agonists, in significantly reducing human muscle cramp intensity in our electrically induced cramp model.

Also in October 2015, we signed an exclusive partnership with world champion triathlete Craig Alexander, a three-time IRONMAN® World Champion and two-time IRONMAN 70.3 World Champion, who will incorporate our consumer product into his training, racing, and coaching regimens.

During the three months ended September 30, 2015, we announced the appointment of Katharine Lindemann as our Chief Operating Officer. Prior to joining the Company, Ms. Lindemann served as Chief Operating Officer at DAVIDs TEA Inc., and spent 19 years at Starbucks where she held several leadership roles. In addition, we announced that Robert J. Perez, former Chief Executive Officer of Cubist Pharmaceuticals, Inc., had joined our Board of Directors.

## **Components of Operating Results**

### ***Revenue***

To date, we have not generated any revenue. In the future, we may generate revenue from a combination of drug product sales, consumer product sales, government or other third-party funding, marketing and distribution arrangements and other collaborations, strategic alliances and licensing arrangements, or a combination of these sources. To the extent any of our products are successfully commercialized, we expect that any revenue we generate will fluctuate from quarter to quarter as a result of the amount and timing of payments that we receive from the sale of our products, the timing and amount of license fees, milestone and other payments. If we fail to complete the development of our drug product candidates in a timely manner or obtain regulatory approval for them or fail to successfully commercialize our consumer products, our ability to generate future revenue, and our results of operations and financial position, would be materially adversely affected.

### ***Research and Development Expenses***

Our research and development expenses have related primarily to the development of our proprietary treatment and single and combination molecules for muscle cramps and spasms. These costs include salaries and other compensation-related costs, including stock-based compensation, for research and development employees, costs of clinical studies and related research, costs for consultants who we utilize to supplement our personnel, fees paid to third parties, insurance costs, facilities and office-related expenses, cost of laboratory supplies, travel and other outside expenses.

Research and development activities are central to our business model. We have advanced our clinical efforts and expect to identify our initial drug candidate, which we believe will consist of one or two highly pure, synthesized, potent activators of transient receptor potential, or TRP, cation channel receptors. Product candidates in later stages of clinical development generally have higher development costs than those in earlier stages of clinical development, primarily due to the increased size and duration of later-stage clinical trials. We expect our research and development expenses to increase in the future as we increase personnel and compensation costs, increase our research efforts, conduct proof-of-concept clinical studies and perform preclinical work of our drug product candidates. It is difficult to determine, with certainty, the duration and completion costs of our current or future preclinical programs, clinical studies and clinical trials of our drug product candidates.

In addition, the probability of success for each drug product candidate will depend on numerous factors, including competition, manufacturing capability and commercial viability. We will determine which programs to pursue and how much to fund each program in response to the scientific and clinical success of our proprietary treatment and each drug product candidate, as well as an assessment of each drug product candidate's commercial potential.

Research and development expenses also include costs incurred related to our consumer product, including athlete based efficacy studies of our proprietary treatment, product formulation work, stability studies and other efforts. We expect these costs to increase as we continue to test product efficacy and formulation in a consumer setting, as well as develop future consumer products.

### ***Selling, General and Administrative Expenses***

Selling, general and administrative expenses consist primarily of salaries and other compensation-related costs, including stock-based compensation, for personnel in executive, finance and accounting, legal, corporate communications and general administration roles. Other significant costs include professional service fees including legal fees relating to patent and corporate matters, accounting fees, insurance costs, costs for consultants who we utilize to supplement our personnel, travel costs, and facility and office-related costs not otherwise included in research and development expenses.

Selling, general and administrative expenses also include costs related to our consumer brand and cornerstone product. Through September 30, 2015, these costs have included personnel costs, brand development costs, market research costs, product design costs, pre-launch activity costs and other external costs. We are preparing to launch our cornerstone consumer product in the second quarter of 2016 and expect to initially target the following select geographic markets: Los Angeles, California, Boulder, Colorado and Boston, Massachusetts. We have continued pre-launch activities through the third quarter of 2015 which have included, among other things, attending athletic events, providing product samples, gathering feedback, educating potential consumers of our product and launching a print and digital media campaign. As we prepare to launch our cornerstone consumer product in the second quarter of 2016, costs will increase as we hire additional personnel to support our pre-launch and launch activities and incur costs related to branding, product design, packaging, distribution, and other related sales and promotion activities. In the future, we may also pursue relationships with additional endurance athletes, figures or teams prominent in the athletic community.

We anticipate that our selling, general and administrative expenses will increase in the future to support our continued research and development activities and potential commercialization of our consumer products and drug product candidates and the increased costs of operating as a public company. Increases will likely include increased costs related to the hiring of additional personnel and fees to outside consultants, lawyers and accountants, among other expenses. We expect to incur additional costs associated with being a public company, including expenses related to services associated with maintaining compliance with Nasdaq listing rules and SEC requirements, insurance and investor relations costs.

### ***Interest Income, Net***

Interest income, net primarily consists of interest income from our cash and cash equivalents, amortization of investment premiums and realized gains and losses.

### **Results of Operations**

#### ***Three Months Ended September 30, 2015 Compared to the Three Months Ended September 30, 2014***

The following table sets forth the results of operations for the three months ended September 30, 2015 compared to the three months ended September 30, 2014. During the three months ended September 30, 2014, we had a minimal workforce and had not yet commenced significant consumer operations.

	Three Months Ended September 30, 2015	Three Months Ended September 30, 2014	Change
Operating expenses:			
Research and development	\$ 3,445,200	\$ 909,123	\$ 2,536,077
Selling, general and administrative	4,722,281	1,084,240	3,638,041
Total operating expenses	8,167,481	1,993,363	6,174,118
Loss from operations	(8,167,481)	(1,993,363)	(6,174,118)
Interest income, net	14,637	6,926	7,711
Net loss	\$ (8,152,844)	\$ (1,986,437)	\$ (6,166,407)

### **Research and Development Expenses**

Research and development expenses were \$3.4 million for the three months ended September 30, 2015 compared to \$0.9 million for the three months ended September 30, 2014. The increase of \$2.5 million was primarily related to:

- \$1.2 million of costs related to increased clinical studies and related research activities;
- \$0.9 million of personnel related costs including salaries and other compensation-related costs, including stock-based compensation, due to an increased workforce;
- \$0.2 million of external consulting costs incurred to supplement our research and development personnel as research, clinical and development activity increased;
- \$0.1 million of research-related activities for our consumer brand and cornerstone product; and
- \$0.1 million of other costs, including costs related to allocated insurance, facility and office-related expenses and employee travel-related costs, primarily due to an increased workforce and activity.

### **Selling, General and Administrative Expenses**

Selling, general and administrative expenses were \$4.7 million for the three months ended September 30, 2015 compared to \$1.1 million for the three months ended September 30, 2014. The increase of \$3.6 million was primarily related to:

- \$1.5 million of external costs related to developing our consumer brand and cornerstone product, including brand development, market research, product design, pre-launch activities and a print and digital media campaign;
- \$1.4 million of personnel costs including salaries and other compensation-related costs, including stock-based compensation, due to an increased workforce;
- \$0.4 million of professional service fees, including corporate legal costs, insurance, accounting fees, investor relations, business development expenses, and intellectual property legal and filing costs, related primarily to being a public company; and
- \$0.3 million of recruiting costs, employee-related travel costs and facility and office-related expenses, due to an increased workforce and activity.

### **Nine Months Ended September 30, 2015 Compared to the Period from February 26, 2014 (Inception) to September 30, 2014**

The following table sets forth the results of operations for the nine months ended September 30, 2015 compared to the period from February 26, 2014 (inception) to September 30, 2014. During the period from February 26, 2014 (inception) to September 30, 2014, we initiated operations, had a minimal workforce and had not yet commenced significant consumer operations.

	Nine Months Ended September 30, 2015	Period from February 26, 2014 (Inception) to September 30, 2014	Change
<b>Operating expenses:</b>			
Research and development	\$ 9,440,324	\$ 2,038,790	\$ 7,401,534
Selling, general and administrative	11,842,896	2,239,605	9,603,291
Total operating expenses	21,283,220	4,278,395	17,004,825
Loss from operations	(21,283,220)	(4,278,395)	(17,004,825)
Interest income, net	34,397	9,584	24,813
Net loss	<u>\$ (21,248,823)</u>	<u>\$ (4,268,811)</u>	<u>\$ (16,980,012)</u>

### **Research and Development Expenses**

Research and development expenses were \$9.4 million for the nine months ended September 30, 2015 compared to \$2.0 million for the period from February 26, 2014 (inception) to September 30, 2014. The increase of \$7.4 million was primarily related to:

- \$3.6 million of personnel related costs including salaries and other compensation-related costs, including stock-based compensation, due to an increased workforce;
- \$2.7 million of costs related to increased clinical studies and related research activities;
- \$0.6 million of external consulting costs incurred to supplement our research and development personnel as research, clinical and development activity increased;
- \$0.1 million research-related activities for our consumer brand and cornerstone product; and
- \$0.4 million of other costs, including costs related to allocated insurance, facility and office-related expenses and employee travel-related costs as we added personnel and increased activities.

### **Selling, General and Administrative Expenses**

Selling, general and administrative expenses were \$11.8 million for the nine months ended September 30, 2015 compared to \$2.2 million for the period from February 26, 2014 (inception) to September 30, 2014. The increase of \$9.6 million was primarily related to:

- \$4.4 million of personnel costs including salaries and other compensation-related costs, including stock-based compensation, due to an increased workforce;
- \$3.0 million of external costs related to developing our consumer brand and cornerstone product, including brand development, market research, product design, pre-launch activities and a print and digital media campaign;
- \$1.0 million of professional service fees, including corporate legal costs, insurance, accounting and intellectual property legal and filing costs, primarily related to being a publicly traded company;
- \$0.6 million of recruiting costs and employee-related travel costs, due to increased activity and an increased workforce;
- \$0.5 million of external consulting costs incurred to supplement our general and administrative personnel due to increased activity and an increased workforce; and
- \$0.1 million of increased other costs, including costs related to facility and office-related expenses.

### **Liquidity and Capital Resources**

#### **Overview**

Since inception, we have incurred an operating loss and we anticipate that we will continue to incur operating losses for at least the next several years. To date, we have not generated any revenues. We expect that our research and development and selling, general and administrative expenses will continue to increase, and we will incur significant sales and marketing expense associated with the launch and commercialization of our consumer brand and our cornerstone product. As a result, we will need additional capital to fund our operations, which we may raise through a combination of equity offerings, debt financings, other third-party funding, marketing and distribution arrangements and other collaborations, strategic alliances and licensing arrangements.

Since our inception, we have financed our operations through private placements of equity securities and our IPO, which we completed in February 2015. During 2014, we issued 15,775,221 shares of series A convertible preferred stock and received aggregate net proceeds of \$15.6 million, net of issuance costs, and we issued 14,078,647 shares of series B convertible preferred stock and received aggregate net proceeds of \$25.4 million, net of issuance costs. All shares of the previously issued and outstanding series A and series B convertible preferred stock converted into 6,971,108 shares of common stock upon the close of the IPO. In our IPO, we sold 5,491,191 shares of common stock (including shares sold pursuant to the exercise of an overallotment option granted to the underwriters) that resulted in net proceeds to us of \$79.9 million. As of September 30, 2015, we had \$99.2 million in cash, cash equivalents and marketable securities, which were held in bank deposit accounts, money market funds and corporate debt securities.

### **Sources of Liquidity**

#### **Cash Flows**

	Nine Months Ended September 30, 2015	Period from February 26, 2014 (Inception) to September 30, 2014
Net cash (used in) provided by:		
Operating activities	\$ (15,308,809)	\$ (3,165,945)
Investing activities	(10,227,611)	(59,104)
Financing activities	80,841,802	39,517,292
Net increase in cash and cash equivalents	<u>\$ 55,305,382</u>	<u>\$ 36,292,243</u>

#### **Operating Activities**

The increase in cash used in operations for the nine months ended September 30, 2015 compared to the period from February 26, 2014 (inception) to September 30, 2014 was primarily due to our significant increase in operations. During the period from February 26, 2014 (inception) to September 30, 2014, we initiated operations, had minimal workforce personnel and had not yet commenced consumer operations. For the nine months ended September 30, 2015, we incurred increased costs related to our personnel, increased costs related to our research and development efforts including clinical study costs, increased costs associated with our consumer product efforts and increased costs needed to support our operations.

#### **Investing Activities**

Net cash used in investing activities for the nine months ended September 30, 2015 related to \$10.0 million of net purchases and sales of marketable securities and the acquisition of property and equipment, primarily computers and computer-related equipment, and increased from the prior year due to our increased workforce and activities.

#### **Financing Activities**

Net cash provided by financing activities was \$80.8 million during the nine months ended September 30, 2015 compared to \$39.5 million for the period from February 26, 2014 (inception) to September 30, 2014. During the nine months ended September 30, 2015, we completed our IPO, which resulted in net proceeds of \$79.9 million. During the period from February 26, 2014 (inception) to September 30, 2014, we sold shares of series A and series B convertible preferred stock resulting in net proceeds to us of \$39.5 million.

As of September 30, 2015, we had no long-term debt.

We currently have no ongoing material financial commitments, such as lines of credit or guarantees that are expected to affect our liquidity over the next five years, other than leases.

### ***Funding Requirements***

We expect that we will require additional funding to support the launch and growth of our consumer brand and products and to develop and commercialize our drug product candidates. In addition, if we receive regulatory approval for any of our drug product candidates, and if we choose not to grant rights to commercialize our drug products to partners, we expect to incur significant commercialization expenses related to product manufacturing, sales, marketing and distribution activities. We also expect to incur additional costs to support our operations as well as the costs associated with operating as a public company.

Until we can generate a sufficient amount of revenue from our products, if ever, we expect to finance future cash needs through public or private equity or debt offerings. Additional capital may not be available on reasonable terms, if at all. If we are unable to raise additional capital in sufficient amounts or on terms acceptable to us, we may have to significantly delay, scale back or discontinue the development or commercialization of one or more of our product candidates. If we raise additional funds through the issuance of additional debt or equity securities, it could result in dilution to our existing stockholders, increased fixed payment obligations and these securities may have rights senior to those of our common stock. If we incur indebtedness, we could become subject to covenants that would restrict our operations and potentially impair our competitiveness, such as limitations on our ability to incur additional debt, limitations on our ability to acquire, sell or license intellectual property rights and other operating restrictions that could adversely impact our ability to conduct our business. Any of these events could significantly harm our business, financial condition and prospects.

Our primary uses of capital are, and we expect will continue to be, compensation and related expenses, clinical costs, third-party research and development costs, legal and other regulatory expenses, marketing, promotion and manufacturing costs related to our consumer brand and products, external consulting costs and general administrative and overhead costs. Our future funding requirements will be heavily reliant upon the resources required to support our drug product candidates as well as our consumer brand and products.

### ***Pre-Clinical Drug Product Candidates***

The successful development of any drug product candidate is highly uncertain. As such, at this time, we cannot reasonably estimate or know the nature, timing and costs of the efforts that will be necessary to complete the development of our future drug product candidates. We are also unable to predict when, if ever, material net cash inflows will commence from the sale of drug product candidates. This is due to the numerous risks and uncertainties associated with developing drug products, including the uncertainty of:

- successful enrollment in, and completion of, clinical studies and trials;
- receipt of marketing approvals from applicable regulatory authorities;
- establishing arrangements with third-party manufacturers;
- obtaining and maintaining patent and trade secret protection and regulatory exclusivity; and
- launching commercial sales of our products, if and when approved, whether alone or in collaboration with others.

A change in the outcome of any of these variables with respect to the development of any of our drug product candidates would significantly change the costs and timing associated with the development of that drug product candidate.

As all of our drug product candidates are in the pre-clinical phase of development and the outcome of these efforts is uncertain, we cannot estimate the actual amounts necessary to successfully complete the development and commercialization of our drug product candidates.

### **Consumer Brand and Products**

The development and launch of our consumer brand, our cornerstone product and future products is uncertain, including the timing and resources needed to support successful commercialization. Our future success depends, in large part, on our ability to implement a launch and growth strategy that establishes distribution and placement of our products and attracts consumers to our cornerstone product and future product offerings.

Our future funding requirements will be impacted by our ability to successfully launch and grow our consumer brand and products. Delays or unexpected costs related to the consumer brand and cornerstone product launch and growth plans could significantly change the costs and the timing of such costs associated with our consumer products.

### **Outlook**

Based on our research and development plans, our consumer brand and product launch plans and our expectations of timing related to the progress of our clinical programs, we expect that our existing cash resources and marketable securities will enable us to fund our operating expenses and capital expenditure requirements through mid-2018. We have based this estimate on assumptions that may prove to be wrong, however, and we could use our capital resources sooner than we expect. Additionally, the process of testing drug product candidates in clinical trials is costly, as are the resources required to launch a consumer brand and products, and the timing of progress of these efforts is uncertain.

### **Contractual Obligations**

There have been no material changes to our contractual obligations from those described in our Annual Report on Form 10-K for the year ended December 31, 2014.

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

We did not have during the period presented, and we do not currently have, any off-balance sheet arrangements, as defined under SEC rules.

### **Critical Accounting Policies and Significant Judgments and Estimates**

Our management's discussion and analysis of our financial condition and results of operations is based on our condensed consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States, or GAAP. The preparation of these condensed consolidated financial statements requires us to make estimates, judgments and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities as of the date of the condensed consolidated balance sheet and the reported amounts of expenses during the reporting period. In accordance with GAAP, we base our estimates on historical experience and on various other assumptions that we believe are reasonable under the circumstances at the time such estimates are made. Actual results may differ materially from our estimates and judgments under different assumptions or conditions. We periodically review our estimates in light of changes in circumstances, facts and experience. The effects of material revisions in estimates are reflected in our consolidated financial statements prospectively from the date of the change in estimate.

There have been no material changes to our critical accounting policies from those described in "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in our Annual Report on Form 10-K for the year ended December 31, 2014.

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

The market risk inherent in our financial instruments and in our financial position represents the potential loss arising from adverse changes in interest rates. As of September 30, 2015, we had cash, cash equivalents and marketable securities of \$99.2 million. We invest our cash in a variety of financial instruments, principally money market funds and investment-grade corporate notes and commercial paper. Our primary exposure to market risk is interest rate sensitivity, which is affected by changes in the general level of U.S. interest rates. Available for sale securities that we invest in are subject to interest rate risk and may fall in value if market interest rates increase. Due to the short-term duration of our investment portfolio and the low risk profile of our investments, an immediate 100 basis point change in interest rates would not have a material effect on the fair market value of our portfolio.

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

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

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our periodic and current reports that we file under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), with the SEC is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our chief executive officer and principal financial and accounting officer, as appropriate, to allow timely decisions regarding required disclosure.

As of September 30, 2015, we have evaluated, under the supervision and with the participation of our management, including the chief executive officer and the principal financial and accounting officer, the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Exchange Act Rule 13a-15. Our management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives, and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based upon our evaluation, the chief executive officer and the principal financial and accounting officer concluded that our disclosure controls and procedures were effective. Accordingly, management believes that the condensed consolidated financial statements included in this report fairly present in all material respects our consolidated financial condition, results of operations and cash flow for the periods presented.

##### **Changes in Internal Control over Financial Reporting**

During the three and nine months ended September 30, 2015, there was no change in our internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

## **PART II - OTHER INFORMATION**

#### **Item 1. Legal Proceedings**

We are not currently a party to any material legal proceedings.

#### **Item 1A. Risk Factors**

You should carefully review and consider the information regarding certain factors that could materially affect our business, financial condition or future results set forth under Item 1A. (Risk Factors) in our Annual Report on Form 10-K for the fiscal year ended December 31, 2014.

There have been no material changes to the risk factors included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2014, except as follows:

##### **Risks Related to Our Business Operations and Industry**

***Our future success depends on our ability to retain key executives and to attract, retain and motivate qualified personnel.***

Our future success depends on our ability to retain our founders and to attract, retain and motivate qualified personnel. We are highly dependent on Christoph Westphal, our President, Chief Executive Officer and Chairman, as well as the other principal members of our management and scientific teams, including our scientific co-founders, Bruce Bean, Ph.D. and Roderick MacKinnon, M.D., our President, Consumer, Marina Hahn and our Chief Medical Officer, Thomas Wessel, M.D., Ph.D. Although we have employment agreements with Dr. Westphal, Ms. Hahn and Dr. Wessel, such agreements do not prevent them from terminating their employment with us at any



time. We do not maintain “key person” insurance for any of our executives or other employees. The loss of the services of any of these persons could impede the achievement of our research, development and commercialization objectives.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

**Recent sales of unregistered securities.**

None.

**Use of Proceeds**

In February 2015, we completed our initial public offering pursuant to a registration statement on Form S-1 (File No. 333-201276), which the SEC declared effective on January 28, 2015. In our initial public offering, we issued and sold 5,491,191 shares of common stock (inclusive of 91,191 shares of common stock sold by us pursuant to the exercise of an over-allotment option granted to the underwriters in connection with the offering) at a public offering price of \$16.00 per share, for aggregate gross offering proceeds of \$87.9 million. The managing underwriters for our initial public offering were Jefferies LLC, Piper Jaffray & Co., JPM Securities LLC, Cantor Fitzgerald & Co., and Roth Capital Partners, LLC.

The aggregate net proceeds received by us from our initial public offering were \$79.9 million, after deducting underwriting discounts and commissions and offering expenses payable by us. No offering expenses were paid directly or indirectly to any of our directors or officers (or their associates) or persons owning 10% or more of any class of our equity securities or to any other affiliates or to any other persons.

There has been no material change in the use of proceeds from our initial public offering as described in our final prospectus dated January 28, 2015 and filed with the SEC pursuant to Rule 424(b)(4) on January 29, 2015.

**Item 3. Defaults Upon Senior Securities**

Not applicable.

**Item 4. Mine Safety Disclosures**

Not applicable.

**Item 5. Other Information**

None.

**Item 6. Exhibits**

**EXHIBIT INDEX**

<b>Exhibit number</b>	<b>Description of Document</b>
3.1 (1)	Amended and Restated Certificate of Incorporation of the Registrant.
3.2 (1)	Amended and Restated Bylaws of the Registrant.
4.1 (2)	Form of Common Stock Certificate of the Registrant.
4.2 (2)	Amended and Restated Investors' Rights Agreement, dated July 23, 2014, by and among the Registrant and certain of its stockholders.
10.1 +†	Amendment to Offer Letter, dated July 20, 2015, by and between the Registrant and Marina Hahn.
10.2 +(3)	Executive Employment Agreement, dated as of July 15, 2015, by and between the Registrant and Katharine Lindemann.
10.3	License Agreement, dated May 1, 2014, by and between the Registrant and ECLDS, LLC, as amended.
31.1	Certification of the Principal Executive Officer pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934.
31.2	Certification of the Principal Financial Officer pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934.
32.1	Certification of Principal Executive Officer and Principal Financial Officer pursuant to Rule 13a-14(b) or 15d-14(b) of the Exchange Act and 18 U.S.C. Section 1350.
101	The following materials from Flex Pharma, Inc.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 2015, formatted in XBRL (eXtensible Business Reporting Language):(i) Unaudited Condensed Consolidated Balance Sheets, (ii) Unaudited Condensed Consolidated Statements of Operations and Comprehensive Loss, (iii) Unaudited Condensed Consolidated Statements of Cash Flows, and (iv) Notes to Unaudited Condensed Consolidated Financial Statements.

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(1) Incorporated by reference to the Registrant's Current Report on Form 8-K, filed with the SEC on February 9, 2015.

(2) Incorporated by reference to the Registrant's Registration Statement on Form S-1 (File No. 333-201276), as amended.

(3) Incorporated by reference to the Registrant's Current Report on Form 8-K, filed with the SEC on September 9, 2015.

+ Indicates management contract or compensatory plan.

† Confidential treatment requested under 17 C.F.R. §200.80(b)(4) and Rule 24b-2. The confidential portions of this exhibit have been omitted and are marked accordingly. The confidential portions have been provided separately to the SEC pursuant to the confidential treatment request.

**SIGNATURES**

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**FLEX PHARMA, INC.**

By: /s/ Christoph Westphal  
Christoph Westphal, M.D., Ph.D.  
*President and Chief Executive Officer*

By: /s/ John McCabe  
John McCabe  
*Vice President, Finance (Principal Financial and Accounting Officer)*

Date: November 4, 2015

[\*\*] = Portions of this exhibit have been omitted pursuant to a confidential treatment request. An unredacted version of this exhibit has been filed separately with the SEC.

July 20, 2015

Marina Hahn  
1155 Park Avenue  
New York, NY 10128

Dear Marina:

This letter agreement sets out the terms of your continued employment with Flex Pharma, Inc. (the "Company") and amends that certain offer letter between you and the Company dated September 4, 2014, as amended on May 27, 2015 (as amended, the "Offer Letter").

The Company and you agree that, effective July 1, 2015, your annual salary will be increased from \$306,000 to \$375,000, which will be paid bi-monthly in accordance with the Company's normal payroll procedures. Further, effective July 1, 2015, your target bonus potential will be increased from 45% to 50% of your adjusted annual salary. Therefore, on a pro rated basis, your target bonus amount for 2015 will equal \$162,600. Your actual bonus amount will be determined by the Company's Board of Directors (or a committee thereof).

In addition, at its next regularly scheduled meeting, the Company's Board of Directors will grant you an option (the "Performance-based Option") to purchase 150,000 shares of the Company's Common Stock at a price per share equal to the closing price for one (1) share of the Company's Common Stock on the date of grant. This option grant shall be subject to the terms and conditions of the Company's 2015 Equity Incentive Plan and a Stock Option Agreement. The Performance-based Option will vest according to the following schedule:

1. If EAMC Revenue (as defined below) for the period beginning on July 1, 2016 and ending on June 30, 2017 equals or exceeds \$[\*\*], then 75,000 shares shall vest.
2. If EAMC Revenue for the period beginning on July 1, 2018 and ending on June 30, 2019 equals or exceeds \$[\*\*], then the remaining 75,000 shares shall vest.

As used herein, "EAMC Revenue" shall mean gross revenue for the EAMC Products (as defined below) less any reductions (e.g., discounts, credits, returns, payments, etc.) required to arrive at net revenue reported by the Company, on a consolidated basis, for the EAMC Products, determined in accordance with generally accepted accounting principles. The EAMC Revenue for the applicable periods shall be determined by the Company by reference to its consolidated financial statements for such periods as soon as practicable after such financial statements have been finalized.

As used herein, "EAMC Products" shall mean all products marketed by the Company for the treatment and/or prevention of muscle cramps associated with exercise. For the avoidance of doubt, EAMC Products shall exclude (i) products marketed to individuals primarily for the prevention and/or treatment of nocturnal leg cramps (except where such muscle cramps are associated with exercise), and (ii) products that treat muscle cramps or spasms associated with an underlying disease (e.g., muscle cramping associated with amyotrophic lateral sclerosis (ALS)).

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Shares that do not vest in accordance with the foregoing schedule shall be forfeited by you and you shall not be entitled to exercise the Performance-based Option for such shares at any time. In accordance with that certain amendment to the Offer Letter dated May 27, 2015, if within thirty (30) days prior to a Change in Control (as defined in the Offer Letter) or within twelve (12) months following a Change in Control, the Company or any successor thereto terminates your employment other than for Cause (as defined in the Offer Letter), or you terminate your employment for Good Reason (as defined in the Offer Letter), then the Company shall provide that any unvested shares of the Performance-based Option that remain eligible for vesting (i.e., shares that have not been previously forfeited) shall become fully vested as of the date of such termination.

The share amounts set forth above shall be subject to appropriate adjustment in the event of any stock dividend, stock split, reverse stock split, combination or similar recapitalization affecting the Company's Common Stock. No right to any stock is earned or accrued until such time that vesting occurs, nor will the option grant confer any right to continued vesting or employment.

All other terms and provisions of the Offer Letter not expressly modified hereby shall remain in full force and effect. This letter may not be modified or amended except by a written agreement signed by the Company and you.

Sincerely,

Flex Pharma, Inc.

/s/ Christoph Westphal

Name: Christoph Westphal

Title: President and CEO

Agreed to and accepted:

/s/ Marina Hahn

Marina Hahn

## LICENSE AGREEMENT

This License Agreement (“Agreement”) dated this 1st day of May 2014, by and between **Flex Pharma, Inc.**, a Massachusetts Corporation, with an office at 800 Boylston Street, 24th Floor, Boston, Massachusetts 02199 (hereinafter “FLEX”) and **ECLDS, LLC**, a limited liability company with an office located at Two International Place, Floor 23, Boston, Massachusetts 02110 (hereinafter “ECLDS”):

1. FLEX hereby grants a license to ECLDS to use and occupy approximately 2,647 square feet of office space on the twenty fourth floor of the building located at 800 Boylston Street, Boston, Massachusetts, together with the right to utilize in common with others, for ingress and egress, the following areas: the back corridor, IT room and kitchen (collectively, the “Common Areas”), along with six cubicles and six offices, which space is more particularly shown on Schedule A attached hereto and incorporated herein.
  2. Under the terms of this Agreement, ECLDS will be responsible for the cost of any computer hardware, software upgrades or maintenance to equipment owned by ECLDS. In addition, ECLDS will be responsible for any computer and telephone related costs resulting from the move of ECLDS to 800 Boylston Street. Costs may include but not be limited to wiring of the office to accommodate ECLDS’ phone and fax needs, telephone programming to add new numbers and mailboxes, and consultant cost to install ECLDS technology.
  3. The term of this Agreement shall be three (3) years and four (4) months commencing May 1, 2014 and, notwithstanding any earlier termination, expiring on or before August 30, 2017 (“Initial Term”).
  4. Beginning on August 1, 2014, ECLDS shall pay to FLEX, without notice or demand and without abatement, deduction or offset a license fee of \$7,721.23 per month (\$35.00 psf on 2,647.28 square feet) by the 25th of the prior month at the office of FLEX or such other place as FLEX may designate.
  5. An amount of \$15,442.46 (two months of license fees) shall be deposited with FLEX at signing as security for ECLDS’ compliance with this Agreement.
  6. Both Parties shall have the right to terminate this Agreement with 90 days written notice during the Initial Term.
  7. Upon termination of this Agreement, ECLDS shall, at its sole cost and expense, remove all personal property from the premise.
  8. ECLDS agrees to indemnify and hold harmless FLEX against any and all loss or damage to third persons and property resulting directly from acts or omissions of ECLDS, or from the use of the premise and not resulting from negligent or wrongful act of FLEX, its agents, guests, employees or servants.
  9. Neither FLEX nor any agent or employee of FLEX shall be liable to ECLDS, its employees, agents or licensees for any damage to, or loss (by theft, vandalism or otherwise) of any of ECLDS’s property and/or property of any other persons, irrespective of the cause of such injury, damage or loss (unless the sole cause is FLEX’s negligence).
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10. ECLDS will be responsible for any and all insurance for its personal and professional items on the 24th floor.

ECLDS, LLC

Flex Pharma, Inc.

/s/ James Kittler

By: /s/ Brian Malone

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**Schedule A**

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## AMENDMENT TO LICENSE AGREEMENT

This Amendment to License Agreement (the "Amendment") dated the 29th day of September, 2014, is entered by and between Flex Pharma, Inc. ("FLEX") and ECLDS, LLC ("ECLDS"). Capitalized terms used herein not otherwise defined shall have the meanings ascribed to them in the License Agreement.

Whereas, FLEX and ECLDS entered into that certain License Agreement dated May 1, 2014 (the "License Agreement") pursuant to which ECLDS licenses certain office space from FLEX; and

Whereas, the parties desire to amend the License Agreement as set forth herein.

NOW, THEREFORE, the parties agree as follows:

1. Section 1 of the License Agreement is hereby amended and restated in its entirety as follows:

"FLEX hereby grants a license to ECLDS to use and occupy approximate 2,362 square feet of office space on the twenty fourth floor of the building located at 800 Boylston Street, Boston, Massachusetts, together with the right to utilize in common with others, for ingress and egress, the following areas: the back corridor, IT room and kitchen (collectively, the "Common Areas"), along with cubicles and four offices, which space is more particularly described on Schedule A attached hereto and incorporated herein."

2. Section 4 of the License Agreement is hereby amended by adding the following to the end of such section:

"Beginning on October 1, 2014, the amount payable by ECLDS to FLEX shall be increased to \$6,889.98 (\$35.00 psf on 2,362.28 square feet)."

3. Schedule A attached to the License Agreement is hereby replaced with Schedule A attached hereto.

4. This Amendment shall take effect as of the date hereof. All other terms and provisions of the License Agreement not expressly modified by this Amendment shall remain in full force and effect. This Amendment may be executed in multiple counterparts, each of which shall be deemed an original for all purposes and all of which shall be deemed collectively to be one agreement.

[Remainder of Page Intentionally Left Blank]

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IN WITNESS WHEREOF, the parties hereto have executed this Amendment as of the day and year first above written.

ECLDS, LLC

FLEX PHARMA, INC.

/s/ James Kittler

/s/ John McCabe

Name: James M. Kittler

Name: John McCabe

Title: Manager

Title: VP, Finance

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**Schedule A**

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## SECOND AMENDMENT TO LICENSE AGREEMENT

This Second Amendment to License Agreement (the "Amendment"), effective as of January 15, 2015, is entered by and between Flex Pharma, Inc. ("FLEX") and ECLDS, LLC ("ECLDS"). Capitalized terms used herein not otherwise defined shall have the meanings ascribed to them in the License Agreement.

Whereas, FLEX and ECLDS entered into that certain License Agreement dated May 1, 2014 as amended by that certain amendment dated September 26, 2014 (the "License Agreement") pursuant to which ECLDS licenses certain office space from FLEX; and

Whereas, the parties desire to amend the License Agreement as set forth herein.

NOW, THEREFORE, the parties agree as follows:

1. Section 1 of the License Agreement is hereby amended and restated in its entirety as follows:  
"FLEX hereby grants a license to ECLDS to use and occupy approximate 1,837 square feet of office space on the twenty fourth floor of the building located at 800 Boylston Street, Boston, Massachusetts, together with the right to utilize in common with others, for ingress and egress, the following areas: the back corridor, IT room and kitchen (collectively, the "Common Areas"), along with cubicles and four offices, which space is more particularly described on Schedule A attached hereto and incorporated herein. In addition, FLEX and ECLDS agree that during the hours of 8:00 a.m. ET to 1:00 p.m. ET, ECLDS shall have a license to use and occupy the "NY Conf Room" described on Schedule A."
  2. Section 4 of the License Agreement is hereby amended by adding the following to the end of such section:  
"Effective as of January 1, 2015, the amount payable by ECLDS to FLEX shall be increased to \$5,686.86."
  3. Schedule A attached to the License Agreement is hereby replaced with Schedule A attached hereto.
  4. The parties acknowledge and agree that an aggregate amount of \$820.33 has been previously credited to ECLDS reflecting certain reduced usage of the office space by ECLDS since October 1, 2014.
  5. This Amendment shall take effect as of the date hereof. All other terms and provisions of the License Agreement not expressly modified by this Amendment shall remain in full force and effect. This Amendment may be executed in multiple counterparts, each of which shall be deemed an original for all purposes and all of which shall be deemed collectively to be one agreement.
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IN WITNESS WHEREOF, the parties hereto have executed this Amendment as of the day and year first above written.

ECLDS, LLC

FLEX PHARMA, INC.

/s/ James Kittler  
Name: James Kittler  
Title: Manager

/s/ John McCabe  
Name: John McCabe  
Title: VP, Finance

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**Schedule A**

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### THIRD AMENDMENT TO LICENSE AGREEMENT

This Third Amendment to License Agreement (the "Amendment"), effective as of May 1, 2015, is entered by and between Flex Pharma, Inc. ("FLEX") and ECLDS, LLC ("ECLDS"). Capitalized terms used herein not otherwise defined shall have the meanings ascribed to them in the License Agreement (as defined below).

Whereas, FLEX and ECLDS entered into that certain License Agreement dated May 1, 2014, as amended by those certain amendments dated September 26, 2014 and January 15, 2015 (as amended, the "License Agreement") pursuant to which ECLDS licenses certain office space from FLEX; and

Whereas, the parties desire to amend the License Agreement as set forth herein.

NOW, THEREFORE, the parties agree as follows:

1. Section 1 of the License Agreement is hereby amended and restated in its entirety as follows:

"FLEX hereby grants a license to ECLDS to use and occupy approximate 1,602 square feet of office space on the twenty fourth floor of the building located at 800 Boylston Street, Boston, Massachusetts, together with the right to utilize in common with others, for ingress and egress, the following areas: the back corridor, IT room and kitchen (collectively, the "Common Areas"), along with cubicles and four offices, which space is more particularly described on Schedule A attached hereto and incorporated herein. In addition, FLEX and ECLDS agree that during the hours of 8:00 a.m. ET to 1:00 p.m. ET, ECLDS shall have a license to use and occupy the office described as "Miami" on Schedule A."

2. Section 4 of the License Agreement is hereby amended by adding the following to the end of such section: "Effective as of May 1, 2015, the amount payable by ECLDS to FLEX shall be decreased to \$4,828.36."

3. Schedule A attached to the License Agreement is hereby replaced with Schedule A attached hereto.

4. This Amendment shall take effect as of the date hereof. All other terms and provisions of the License Agreement not expressly modified by this Amendment shall remain in full force and effect. This Amendment may be executed in multiple counterparts, each of which shall be deemed an original for all purposes and all of which shall be deemed collectively to be one agreement.

IN WITNESS WHEREOF, the parties hereto have executed this Amendment as of the day and year first above written.

ECLDS, LLC

FLEX PHARMA, INC.

/s/ James Kittler

Name: James Kittler

Title: Manager

/s/ John McCabe

Name: John McCabe

Title: VP, Finance

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**Schedule A**

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#### FOURTH AMENDMENT TO LICENSE AGREEMENT

This Fourth Amendment to License Agreement (the "Amendment"), effective as of September 1, 2015, is entered by and between Flex Pharma, Inc. ("FLEX") and ECLDS, LLC ("ECLDS"). Capitalized terms used herein not otherwise defined shall have the meanings ascribed to them in the License Agreement (as defined below).

Whereas, FLEX and ECLDS entered into that certain License Agreement dated May 1, 2014, as amended by those certain amendments dated September 26, 2014, January 15, 2015 and May 1, 2015 (as amended, the "License Agreement") pursuant to which ECLDS licenses certain office space from FLEX; and

Whereas, the parties desire to amend the License Agreement as set forth herein.

NOW, THEREFORE, the parties agree as follows:

1. Section 1 of the License Agreement is hereby amended and restated in its entirety as follows:

"FLEX hereby grants a license to ECLDS to use and occupy approximate 1,602 square feet of office space on the twenty fourth floor of the building located at 800 Boylston Street, Boston, Massachusetts, together with the right to utilize in common with others, for ingress and egress, the following areas: the back corridor, IT room and kitchen (collectively, the "Common Areas"), along with cubicles and four offices, which space is more particularly described on Schedule A attached hereto and incorporated herein. In addition, FLEX and ECLDS agree that (i) during the hours of 8:00 a.m. ET to 1:00 p.m. ET, ECLDS shall have a license to use and occupy the office described as "Miami" on Schedule A and (ii) ECLDS shall have a license to use and occupy the office described as "New York" on Schedule A for 10% of each workday at mutually agreeable times.

2. Section 4 of the License Agreement is hereby amended by adding the following to the end of such section: "Effective as of September 1, 2015, the amount payable by ECLDS to FLEX shall be decreased to \$4,481.81"

3. Schedule A attached to the License Agreement is hereby replaced with Schedule A attached hereto.

4. This Amendment shall take effect as of the date hereof. All other terms and provisions of the License Agreement not expressly modified by this Amendment shall remain in full force and effect. This Amendment may be executed in multiple counterparts, each of which shall be deemed an original for all purposes and all of which shall be deemed collectively to be one agreement.

IN WITNESS WHEREOF, the parties hereto have executed this Amendment as of the day and year first above written.

ECLDS, LLC

FLEX PHARMA, INC.

/s/ James Kittler

Name: James Kittler

Title: Manager

/s/ John McCabe

Name: John McCabe

Title: VP, Finance

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**Schedule A**

**Certification Pursuant to Securities Exchange Act Rules 13a-14 and 15d-14 as adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Christoph Westphal, Chief Executive Officer, certify that:

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

/s/ CHRISTOPH WESTPHAL

Christoph Westphal, M.D., Ph.D.

President and  
Chief Executive Officer(Principal Executive Officer)

November 4, 2015

**Certification Pursuant to Securities Exchange Act Rules 13a-14 and 15d-14 as adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, John McCabe, Vice President of Finance, certify that:

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

/s/ JOHN MCCABE

John McCabe

Vice President, Finance  
(Principal Financial and Accounting Officer)

November 4, 2015

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

In connection with the Quarterly Report on Form 10-Q of Flex Pharma, Inc. (the "Company") for the fiscal period ended September 30, 2015 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of their knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ CHRISTOPH WESTPHAL

Christoph Westphal, M.D., Ph.D.

November 4, 2015

President and  
Chief Executive Officer(Principal Executive Officer)

/s/ JOHN MCCABE

John McCabe

November 4, 2015

Vice President, Finance  
(Principal Financial and Accounting Officer)

This certification accompanies the Form 10-Q to which it relates, is not deemed filed with the Securities and Exchange Commission and is not to be incorporated by reference into any filing of Flex Pharma, Inc. under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended (whether made before or after the date of the Form 10-Q), irrespective of any general incorporation language contained in such filing.

