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8 *Attorneys for Individual and Representative*  
9 *Plaintiff Victor Pariso*

10 **UNITED STATES DISTRICT COURT**  
11 **NORTHERN DISTRICT OF CALIFORNIA**

12 VICTOR PARISO, on behalf of himself and all  
13 others similarly situated,

14 Plaintiff,

15 vs.

16 THRESHOLD PHARMACEUTICALS, INC.,  
17 JEFFREY W. BIRD, BRUCE C. COZADD,  
18 DAVID R. HOFFMANN, WILFRED E. JAEGER,  
19 GEORGE G. C. PARKER, DAVID R.  
20 PARKINSON, and HAROLD E. SELICK,

21 Defendants.

Case No. 17-cv-3557

**CLASS ACTION**

**CLASS ACTION COMPLAINT FOR  
VIOLATION OF SECTIONS 14(a) AND  
20(a) OF THE SECURITIES EXCHANGE  
ACT OF 1934**

**JURY TRIAL DEMANDED**

1 Plaintiff Victor Pariso (“Plaintiff”), on behalf of himself and the proposed Class defined herein,  
2 brings this class action suit for violations of Sections 14(a) and 20(a) of the Securities Exchange Act of  
3 1934. In support of this Class Action Complaint, Plaintiff, by his attorneys, alleges upon information  
4 and belief, except for his own acts, which are alleged on knowledge, as follows:

5 **NATURE OF THE ACTION**

6 1. Plaintiff brings this action on behalf of himself and the public stockholders of Threshold  
7 Pharmaceuticals, Inc. (“Threshold” or the “Company”) against the Company and Threshold’s Board of  
8 Directors (collectively, the “Board” or the “Individual Defendants,” as further defined below) for their  
9 violations of Sections 14(a) and 20(a) of the Securities Exchange Act of 1934 (the “Exchange Act”), and  
10 Rule 14a-9 promulgated thereunder (“Rule 14a-9”).

11 2. On March 17, 2017, Molecular Templates, Inc., (“Molecular”) and the Company  
12 announced that they had entered into an Agreement and Plan of Merger (“Merger Agreement”) pursuant  
13 to which Trojan Merger Sub, Inc. (“Merger Sub”), a wholly owned subsidiary of Threshold, will merge  
14 with and into Molecular, with Molecular surviving as a wholly owned subsidiary of Threshold in an all-  
15 stock transaction (the “Proposed Transaction”). Pursuant to the terms of the Merger Agreement, current  
16 Molecular Templates stockholders would own approximately 65.6% of the combined company, with the  
17 remaining 34.4% owned by stockholders of publicly traded Threshold. The combined company will be  
18 publicly owned and will trade its stock on NASDAQ Capital Market under the symbol MTEM, with  
19 Threshold changing its name to Molecular Templates.

20 3. Threshold stockholders and optionholders will continue to own and hold their existing  
21 shares of Threshold common stock and options, respectively. Threshold stockholders are being asked to  
22 approve the issuance of shares of Threshold common stock to Molecular stockholders pursuant to the  
23 terms of the Merger Agreement.

24 4. Concurrent with the execution of the Merger Agreement, Threshold and Molecular  
25 entered into an equity commitment letter with Longitude Venture Partners, III, L.P. (“Longitude”),  
26 pursuant to which Longitude agreed to purchase \$20.0 million of equity securities from the combined  
27 company immediately following the consummation of the Proposed Transaction through a private  
28 placement or the concurrent financing. Subsequent to the execution of the Merger Agreement, Threshold

1 and Molecular have obtained equity commitment letters from additional investors in a form substantially  
2 similar to the Longitude equity commitment letter for an additional \$20.0 million of equity securities.

3 5. According to the financial analyses conducted by Threshold's financial advisor, based  
4 upon the exchange ratio of 0.96688 in the Merger Agreement, Threshold will issue to stockholders of  
5 Molecular approximately 17.2 million shares of Threshold common stock (as adjusted for the reverse  
6 stock split of 8:1). Ladenburg calculated the implied equity value, using the closing stock price of  
7 Threshold on March 15, 2017, of Molecular was approximately \$83.7 million.

8 6. On May 15, 2017, Defendants issued materially incomplete and misleading disclosures in  
9 the Form S-4 Registration Statement (the "Registration Statement") filed with the United States  
10 Securities and Exchange Commission ("SEC") in connection with the Proposed Transaction. The  
11 Registration Statement is deficient and misleading in that it fails to provide adequate disclosures of all  
12 material information related to the Proposed Transaction.

13 7. Accordingly, Plaintiff alleges herein that Defendants have breached their fiduciary duties  
14 and violated Sections 14(a) and 20(a) of the Exchange Act in connection with the filing of the Registration  
15 Statement. Plaintiff seeks to enjoin the stockholder vote on the Proposed Transaction unless and until  
16 such Exchange Act violations are cured.

17 **JURISDICTION AND VENUE**

18 8. This Court has subject matter jurisdiction under 28 U.S.C. § 1331, pursuant to 15 U.S.C.  
19 § 78aa (federal question jurisdiction), as Plaintiff alleges violations of Section 14(a) of the Exchange Act  
20 and Rule 14a-9 promulgated thereunder.

21 9. The Court has personal jurisdiction over each of the Defendants because each either is a  
22 corporation that is incorporated under the laws of, conducts business in, and maintains operations in this  
23 District or is an individual who either is present in this District for jurisdictional purposes or has sufficient  
24 minimum contacts with this District as to render the exercise of jurisdiction by this Court permissible  
25 under traditional notions of fair play and substantial justice.

26 10. Venue is proper in this District pursuant to 28 U.S.C. § 1391 because: (a) one or more of  
27 the Defendants either resides in or maintains executive offices here; (b) a substantial portion of the  
28 transactions and wrongs complained of herein occurred here; and (c) Defendants have received

1 substantial compensation and other transfers of money here by doing business here and engaging in  
2 activities having an effect here.

3 **PARTIES**

4 11. Plaintiff is, and has been at all relevant times, the owner of shares of Threshold common  
5 stock.

6 12. Defendant Harold E. Selick (“Selick”) joined Threshold as Chief Executive Officer in  
7 June 2002 and has served as a member of the Company’s board of directors since his appointment. On  
8 March 16, 2017, Selick resigned as the Company’s Chief Executive Officer, effective March 31, 2017.  
9 Following his resignation, Selick continues to serve as a member of and Chairman of the Company Board.

10 13. Defendant Wilfred E. Jaeger (“Jaeger”) has served as a member of the Company Board  
11 since 2001. On March 16, 2017, the Company’s board of directors appointed Jaeger to serve as interim  
12 Chief Executive Officer of the Company, effective April 1, 2017.

13 14. Defendant George G.C. Parker (“Parker”) has served as a member of the Company’s  
14 board of directors since October 2004.

15 15. Defendant Jeffrey W. Bird (“Bird”) has served as a member of the Company’s board of  
16 directors since November 2008.

17 16. Defendant David R. Hoffmann (“Hoffman”) has served as a member of the Company’s  
18 board of directors since April 2007.

19 17. Defendant David R. Parkinson (“Parkinson”) has served as a member of the Company’s  
20 board of directors since 2010.

21 18. Defendant Bruce C. Cozadd (“Cozadd”) has served as a member of the Company’s board  
22 of directors since December 2005.

23 19. Defendants Cozadd, Parkinson, Hoffman, Bird, Parker, Jaeger, and Selick are collectively  
24 referred to herein as the “Board” or the “Individual Defendants.”

25 20. Defendant Threshold is a clinical-stage biopharmaceutical company that has historically  
26 used its expertise in the tumor microenvironment to discover and develop therapeutic and diagnostic  
27 agents that selectively target tumor cells for the treatment of patients living with cancer. The Company  
28 is a Delaware corporation and maintains its principal offices at 3705 Haven Ave., Suite 120, Menlo Park,

1 California 94025. Threshold’s common stock is traded on the NASDAQ under the symbol “THLD.”

2 21. The Individual Defendants and Threshold are referred to collectively herein as  
3 “Defendants.”

4 **OTHER RELEVANT ENTITIES**

5 22. Molecular is a privately-owned clinical-stage oncology company focused on the discovery  
6 and development of novel, targeted, biologic therapeutics for cancer.

7 23. Merger Sub is a wholly-owned subsidiary of Threshold and was formed solely for the  
8 purpose of carrying out the merger.

9 **CLASS ACTION ALLEGATIONS**

10 24. Plaintiff brings this action individually and as a class action on behalf of all holders of  
11 Threshold stock who are being, and will be, harmed by Defendants’ actions described herein (the  
12 “Class”). Excluded from the Class are Defendants herein and any person, firm, trust, corporation, or  
13 other entity related to, controlled by, or affiliated with, any Defendant, including the immediate family  
14 members of the Individual Defendant.

15 25. This action is properly maintainable as a class action under Federal Rule of Civil  
16 Procedure 23.

17 26. The Class is so numerous that joinder of all members is impracticable. According to the  
18 Form 10-Q Quarterly Report filed with the SEC on May 16, 2017, as of April 28, 2017, there were  
19 71,591,518 shares of Threshold common stock outstanding. These shares are held by thousands of  
20 beneficial holders who are geographically dispersed across the country.

21 27. There are questions of law and fact which are common to the Class and which predominate  
22 over questions affecting any individual Class member. The common questions include, inter alia, the  
23 following:

- 24 (a) Whether Defendants violated Section 14(a) of the Exchange Act and Rule 14a-9  
25 promulgated thereunder;  
26 (b) Whether the Individual Defendants have violated Section 20(a) of the Exchange  
27 Act; and  
28 (c) Whether Plaintiff and the other members of the Class would suffer irreparable  
harm were the Proposed Transaction consummated.

1 28. Plaintiff's claims are typical of the claims of the other members of the Class and Plaintiff  
2 does not have any interests adverse to the Class.

3 29. Plaintiff is an adequate representative of the Class, has retained competent counsel  
4 experienced in litigation of this nature, and will fairly and adequately protect the interests of the Class.

5 30. The prosecution of separate actions by individual members of the Class creates a risk of  
6 inconsistent or varying adjudications with respect to individual members of the Class, which could  
7 establish incompatible standards of conduct for Defendants.

8 31. Plaintiff anticipates that there will be no difficulty in the management of this litigation. A  
9 class action is superior to other available methods for the fair and efficient adjudication of this  
10 controversy.

11 32. Defendants have acted on grounds generally applicable to the Class with respect to the  
12 matters complained of herein, thereby making appropriate the relief sought herein with respect to the  
13 Class a whole.

14 33. Accordingly, Plaintiff seeks injunctive and other equitable relief on behalf of himself and  
15 the Class to prevent the irreparable injury that the Company's stockholders will continue to suffer absent  
16 judicial intervention.

17 **FACTUAL BACKGROUND**

18 **Company Background and Deteriorating Financial Condition**

19 34. Threshold is a clinical-stage biopharmaceutical company that has historically used its  
20 expertise in the tumor microenvironment to discover and develop therapeutic and diagnostic agents that  
21 selectively target tumor cells for the treatment of patients living with cancer.

22 35. In pursuit of these goals, the Company has spent the last several years devoting  
23 substantially all of its research, development, clinical efforts, and financial resources to two therapeutic  
24 product candidates based on hypoxia-activated prodrug technology in the clinic: evofosfamide and  
25 tarloxotinib.

26 36. Recently, however, Threshold has experienced a number of setbacks to its core business.  
27 As noted in the Registration Statement and related SEC filings, the Company's experimental drug  
28 tarloxotinib failed to meet Phase II drug trial thresholds and the Company halted all future development

1 of the drug. This disappointing outcome followed closely on the heels of disappointing results from its  
2 other experimental drug, evofosfamide, which was found to be unable to meet its primary endpoint of  
3 demonstrating a statistically significant improvement in overall survival in patients with soft tissue  
4 sarcoma or advanced pancreatic cancer. Although the Company is still proceeding with further clinical  
5 trials for evofosfamide, as well as other experimental drugs, the Company's recent struggles have had a  
6 significant impact on the Company's financial outlook.

7 37. Given the limited development of evofosfamide, the Company's limited cash resources,  
8 and the additional capital and resources that would be required to pursue further development, the  
9 Company was placed in a precarious financial position. If the Company did not pursue a merger, it would  
10 need to rely on securing a collaborative or strategic arrangement for one of the Company's existing drug  
11 candidates to support its operations and its future development and clinical trial costs.

12 **The Sales Process**

13 38. The Proposed Transaction is the result of a flawed process tilted in favor of Molecular and  
14 led by conflicted Defendant Harold E. Selick, who knew as early on in the process that he would serve  
15 as the Chairman of the Board of the combined company following a merger.

16 39. The impetus for this merger can trace its origins to the disappointing results from two  
17 pivotal Phase III clinical trials of Threshold's principle drug, evofosfamide. The results of these trials  
18 conclusively showed that the drug was likely unable to meet its primary endpoint of demonstrating a  
19 statistically significant improvement in overall survival in patients with soft tissue sarcoma or advanced  
20 pancreatic cancer. Consequently, Threshold announced that it would not be pursuing further  
21 development of evofosfamide in soft tissue sarcoma and pancreatic cancer.

22 40. These disappointing results were reviewed by Threshold's Board during a December 8,  
23 2015 board meeting, and resulted in the Board choosing to explore a variety of strategic alternatives that  
24 could potentially enhance stockholder value. To that end, the Board proceeded to engage in discussions  
25 regarding a corporate restructuring involving the reduction of Threshold's employee headcount and a  
26 substantial reduction in evofosfamide development activities, and the potential retention of a financial  
27 advisor to assist Threshold in assessing its strategic options going forward.

28 41. In December 2015, Threshold announced that it was implementing a workforce reduction

1 of approximately two-thirds of its workforce by December 31, 2015.

2 42. In January and February 2016, Threshold management engaged in discussions with  
3 financial advisors on an informal basis to develop criteria for potential strategic alternatives and to  
4 evaluate candidates to serve as Threshold's financial advisor to conduct the process of identifying suitable  
5 third parties for potential strategic transactions, including licensing transactions and reverse mergers that  
6 would utilize Threshold's public company status to enable an attractive private company to access the  
7 public securities market. This process culminated in Threshold meeting with representatives of three  
8 financial advisors in July 2016, including Ladenburg Thalmann & Co. Inc. ("Ladenburg"), regarding  
9 strategic alternatives, including funding additional trials, acquiring or in-licensing new products, and  
10 using its public listing for a reverse merger transaction with a private company that was interested in  
11 accessing the public securities market. Threshold later retained Ladenburg as Threshold's financial  
12 advisor on August 30, 2016.

13 43. Prior to the retention of Ladenburg, throughout the months of March, April, and May  
14 2016, Threshold's senior management identified and conducted preliminary diligence on drug  
15 development candidates on over 40 potential licensing and acquisition opportunities, including clinical,  
16 regulatory, preclinical, intellectual property, and market opportunity information and commercial  
17 assessment work, including diligence of assets from two potential third parties for a strategic transaction,  
18 Companies A and B. Both Company A and Company B, had previously been identified by the Board as  
19 potential third parties for a strategic transaction. However, the Registration Statement fails to indicate  
20 whether the initial exploration of a strategic transaction with either Company A or Company B consisted  
21 of any contact between Threshold and the respective companies. Instead, the Registration Statement  
22 merely notes that in April, senior management had meetings in Japan with six companies, the Registration  
23 Statement fails to disclose the identity of these six companies, and that in February the Board discussed  
24 Defendant Selick's existing relationship with Company A and Threshold director Defendant Bird's  
25 association with a venture capital firm with equity interests in Company B.

26 44. Shortly after the retention of Ladenburg, the financial advisor presented Threshold with  
27 an initial list of over 400 possible reverse merger candidates. From the initial list of approximately  
28 400 companies, Ladenburg began an outreach to 42 companies with direct meetings or calls with senior



1 management teams under a two-way nondisclosure agreement. Throughout the month of September  
2 2016, nondisclosure agreements were executed by 16 of the 42 candidates. These nondisclosure  
3 agreements did not include standstill provisions. Following the execution of these agreements, the  
4 16 interested parties were granted access to Threshold's data room.

5 45. While this process was on-going, the Company continued to struggle financially. In  
6 September 2016, Threshold announced its plan to implement a workforce reduction constituting  
7 approximately a quarter of Threshold's workforce by October 7, 2016.

8 46. On October 17, 2016, the Board met via telephonic conference to consider the strategic  
9 alternatives then under consideration. After discussing the various interested parties, the Board narrowed  
10 the selection of potential bidders to six candidates, including Company A, Company B, Company E,  
11 Company F, and Molecular, to proceed to the next round of bidding.

12 47. These six companies were notified on October 20, 2016, that they had been selected to  
13 participate in the next round of the merger partner selection process.

14 48. Five of the six companies, Company A, Company B, Company E, Company F, and  
15 Molecular, chose to proceed with data room access and diligence as well as an in-person presentation to  
16 members of Threshold's board of directors and management. These presentations were presented to  
17 Threshold's management and members of the Board on November 9 and 10, 2016. The focus of these  
18 presentations concerned the respective companies' drug development candidates, including clinical,  
19 regulatory, preclinical, intellectual property, and market opportunity information, commercial assessment  
20 work, financial models, management synergies, valuation, potential ownership splits and rationale for a  
21 merger transaction, as well as key milestones and cash projections to achieve these milestones.

22 49. On November 14, 2016, Defendant Selick notified representatives from Molecular that  
23 they were chosen to continue its participation in the merger partner selection process. That same day,  
24 Selick spoke with the Chief Executive Officer of Company A and indicated that Company A was a  
25 backup to the top company under consideration. Interestingly, these actions were undertaken prior to the  
26 Board making any formal decision on the various merger candidates.

27 50. On November 18, 2016, the Board met to review candidate evaluation materials from the  
28 five merger candidates that had made presentations. After extensive discussions regarding the five

1 candidates and their respective presentations, Threshold's management recommended Molecular as the  
2 most favorable candidate because Molecular required a lower valuation, which would be favorable for  
3 Threshold's stockholders, appeared to have had better market potential for its products, and had a more  
4 favorable board composition. This recommendation, which was presented to the Board during a  
5 November 18, 2016 meeting, resulted in the Board formally choosing Molecular as the most favorable  
6 merger candidate. This decision was based in part on the fact that Molecular offered a valuable product  
7 candidate portfolio, possessed sufficient financial resources to allow the management team to focus on  
8 continued development and anticipated commercialization of products, and that following the merger,  
9 the management team and board of directors of the combined company would be comprised of  
10 representatives from each of the current board of directors of Threshold and Molecular. Threshold's  
11 Board and management selected Company A as the backup merger candidate.

12 51. Although the selection of Molecular as the most favorable merger candidate was based in  
13 part on the management team and the board of directors of the combined company being comprised of  
14 representatives from each of the current board of directors of Threshold and Molecular, the Registration  
15 Statement fails to disclose any negotiations that took place pertaining to the post-transaction employment  
16 of Defendant Selick and other members of Threshold management at any time during the negotiation  
17 process. This is particularly troubling, in light of the fact that Defendant Selick, and/or members of  
18 Threshold's management (presumably including conflicted Selick), spoke and/or met with Molecular  
19 management multiple times regarding the potential transaction.

20 52. While Threshold was in the process of exploring strategic alternatives, the Company's  
21 prospects of enduring as a stand-alone entity continued to suffer. On November 11, 2016, Threshold  
22 received a notice from NASDAQ that the closing bid price for Threshold's common stock was below the  
23 \$1.00 per share minimum bid price requirement for continued listing on NASDAQ and that Threshold  
24 had until May 10, 2017, to satisfy this requirement.

25 53. Negotiations and due diligence between Threshold and Molecular continued throughout  
26 November and December, and on January 26, 2017, the Board met to review the ongoing discussions  
27 regarding the proposed transaction and corresponding due diligence efforts.

28 54. Following this meeting, representatives from management of Molecular and Threshold,

1 counsel for both companies and representatives of Ladenburg continued to work on outstanding diligence  
2 items and finalizing the terms of the agreement. On February 16, 2017, following continued due  
3 diligence and negotiations between Threshold and Molecular, the Board held a conference call to review  
4 the diligence process with Molecular and to discuss the current terms of the draft of the merger agreement  
5 provided by Molecular.

6 55. From February 16, 2017 through March 15, 2017, Threshold and Molecular, and their  
7 respective representatives, engaged in confirmatory due diligence and continued negotiations regarding  
8 a number of key issues in the Merger Agreement.

9 56. On March 15, 2017, the Board met to discuss the terms of Molecular's final proposal.  
10 During this meeting, Ladenberg delivered its financial analyses of the consideration to be paid in the  
11 merger and confirmed that for the three preceding years Ladenburg had not had a relationship with either  
12 Threshold or Molecular or received any fees from Threshold or Molecular.

13 57. Following the meeting, on March 15 and 16, 2017, the companies and their representatives  
14 finalized the outstanding terms of the merger agreement and ancillary agreements, including the equity  
15 commitment letter and the promissory note to be issued to Molecular. On March 16, 2017, Threshold's  
16 Board met to vote on the proposed transaction. At this meeting, representatives of Ladenburg delivered  
17 to Threshold's Board Ladenburg's opinion that the consideration to be paid in the merger was fair, from  
18 a financial point of view. Following further discussions relating to Molecular, its business and the terms  
19 of the proposed transaction to Threshold, the Board unanimously determined that it was advisable and  
20 fair to, and in the best interests of the Company and the Company's stockholders for the Company to  
21 enter into the merger agreement, and the approved the merger agreement and declared it advisable. The  
22 following day, the parties issued a joint press release announcing the merger.

23 **The Proposed Transaction**

24 58. In a joint press release dated March 17, 2017, Threshold and Molecular announced that  
25 they had entered into the Merger Agreement pursuant to which Molecular will merge with a wholly  
26 owned subsidiary of Threshold in an all-stock transaction, thereby forming a combined company focused  
27 on the development of novel treatments for cancer.

28 59. The press release states in pertinent part:

1 SOUTH SAN FRANCISCO, Calif. and AUSTIN, Texas, March 17, 2017 (GLOBE  
2 NEWSWIRE) -- Threshold Pharmaceuticals, Inc. (Nasdaq: THLD), a clinical-stage  
3 biopharmaceutical company developing novel therapies for cancer, and Molecular  
4 Templates, Inc., a privately held biopharmaceutical company, today jointly announced  
5 that they have entered into a definitive agreement under which Molecular Templates will  
6 merge with a wholly owned subsidiary of Threshold in an all-stock transaction. The  
7 transaction will result in a combined company focused on the development of novel  
8 treatments for cancer.

9 Longitude Capital, a U.S. based venture capital firm, will invest \$20 million at the close  
10 of the transaction, subject to certain conditions, including the receipt of additional equity  
11 financing commitments of \$20 million.

12 Molecular Templates' proprietary technology has been used to create a new class of  
13 biologic drug candidates known as Engineered Toxin Bodies or ETBs. ETBs have the  
14 affinity of an antibody, the ability to induce cellular internalization against non-  
15 internalizing receptors, and a novel mechanism of cell-kill (ribosome inhibition) in  
16 oncology. Molecular Templates is also using its technology to deliver foreign class I  
17 antigens into tumor cells to boost immune recognition of the tumor in a novel approach to  
18 immuno-oncology. The Molecular Templates technology has the advantage of being able  
19 to generate "off the shelf" therapeutics that do not require patient cell harvesting or  
20 transplantation.

21 Molecular Templates' lead product candidate, MT-3724, is an ETB that targets the CD20  
22 cell surface antigen present in a variety of lymphomas and leukemias. A Phase 1 trial  
23 with MT-3724 in relapsed and refractory non-Hodgkin's lymphoma (NHL) has  
24 demonstrated good safety and efficacy in elderly, heavily pre-treated patients. In addition  
25 to MT-3724, Molecular Templates has preclinical programs targeting HER2 and PD-L1  
26 and has received \$15.2 million in new funding commitments from The Cancer Prevention  
27 and Research Institute of Texas for its program targeting CD38. Molecular Templates  
28 was previously awarded a CPRIT grant for \$10.6M that has funded development of its  
MT-3724 program.

"The merger of our two companies provides Threshold shareholders with a significant  
equity stake in a biopharmaceutical company with a promising cancer therapy, MT-3724,  
as well as an innovative and unique technology platform that has generated preclinical  
drug candidates to treat multiple myeloma, breast cancer and melanoma," said Barry  
Selick, Ph.D. and Chief Executive Officer of Threshold. "Following an extensive and  
thorough review of strategic alternatives, we believe this transaction combines promising  
drug candidates, a solid management team and the resources to create significant value  
for shareholders and important new cancer therapies for patients."

Eric Poma, Ph.D., Chief Executive Officer of Molecular Templates, commented, "The  
combined company will have two exciting clinical-stage compounds in evofosfamide and  
MT-3724 and a unique biological platform with a differentiated mechanism of action in  
oncology. Longitude's commitment to invest in the company is a strong testament to the  
promise inherent in the combined companies' clinical assets and technology platform."

1 Threshold's financial advisor for the transaction is Ladenburg Thalmann & Co. Inc., and  
2 Threshold's legal counsel is Cooley LLP. Molecular Templates' legal counsel are Mintz  
3 Levin Cohn Ferris Glovsky and Popeo PC and Pillsbury Winthrop Shaw Pittman LLP.

### 4 **About the Proposed Transaction**

5 On a pro forma basis and based upon the number of shares of common stock to be issued  
6 in the merger, current Threshold shareholders would own approximately 34.4 percent of  
7 the combined company and current Molecular Templates shareholders would own  
8 approximately 65.6 percent of the combined company although the actual allocation will  
9 be subject to adjustment based on Threshold's net cash balance.

10 Concurrent with the execution of the Merger Agreement, Threshold made a bridge loan  
11 to Molecular Templates in the principal amount of \$2 million. In the event that the  
12 transaction does not close by May 31, 2017, Threshold has agreed to make available  
13 further funding of up to \$2 million on the same terms upon mutual agreement.

14 The transaction has been approved by the board of directors of both companies. The  
15 merger is expected to close in the second quarter of 2017, subject to the approval of the  
16 stockholders of each company as well as other customary conditions.

### 17 **Management and Organization**

18 Eric Poma, Ph.D., Molecular Templates' Chief Executive Officer, will become Chief  
19 Executive Officer of the combined company. Following the Merger, the board of  
20 directors of the Company will consist of seven seats and will be comprised of two  
21 representatives of Molecular Templates; two representatives of the Company, and three  
22 representatives to be mutually agreed upon by Molecular Templates and the Company,  
23 with the Company's current chairman of the board of directors, Barry Selick, Ph.D.,  
24 continuing to act as chairman of the board of the Company following the Merger.

25 Upon closing of the transaction, Threshold will change its name to Molecular Templates,  
26 Inc. and plans to change its ticker symbol on the Nasdaq Capital Market to MTEM.

27 60. As noted in both the press release and Merger Agreement, Threshold stockholders would  
28 own approximately 34 percent of the combined company, and Defendant Selick, currently the chairman  
of Threshold's Board, will continue as chairman of the Board of Directors of the combined company.

### 29 **The Proxy Statement Contains Numerous Material Misstatements or Omissions**

30 61. On May 15, 2017, Defendants filed, or caused to be filed, a materially incomplete and  
31 misleading Registration Statement with the SEC and disseminated it to Threshold stockholders. The  
32 Registration Statement misrepresents or omits material information that is necessary for the Company's

1 stockholders to make an informed decision whether to vote in favor of the Proposed Transaction.

2 62. Specifically, as set forth below, the Registration Statement fails to provide Company  
3 stockholders with material information or provide them with materially misleading information  
4 concerning: (i) Threshold insiders' potential conflicts of interest; and (ii) the valuation analyses prepared  
5 by Ladenburg in connection with the rendering of its fairness opinion. Accordingly, Threshold  
6 stockholders are being asked to vote for the Proposed Transaction without all material information at  
7 their disposal.

8 ***Material Omissions Concerning Insiders' Potential Conflicts of Interest***

9 63. The Registration Statement fails to disclose material information concerning the potential  
10 conflicts of interest faced by Threshold management and the Board.

11 64. The Registration Statement states that following the close of the Proposed Transaction,  
12 certain members of Threshold's Board will continue with the new company and receive a variety of  
13 benefits. For example, Harold E. Selick and Defendant Hoffmann will continue as directors of the  
14 combined company after the effective time of the merger, with Defendant Selick serving as the chairman  
15 of the board of the combined company. However, the Registration Statement fails to disclose the timing  
16 and nature of all communications regarding future employment and/or benefits relating to Threshold's  
17 management and directors, including who participated in such communications and when Molecular first  
18 expressed its interest in retaining members of Threshold's Board following the merger.

19 65. Communications regarding post-transaction employment opportunities during the  
20 negotiation of the underlying transaction must be disclosed to stockholders. This information is  
21 necessary for stockholders to understand potential conflicts of interest of management and the Board, as  
22 that information provides illumination concerning motivations that would prevent fiduciaries from acting  
23 solely in the best interests of the Company's stockholders.

24 66. The omission of this information renders certain portions of the Proxy Statement false  
25 and/or materially misleading in contravention of the Exchange Act including, *inter alia*, the following  
26 sections of the Proxy Statement: (i) "Background of the Merger"; and (ii) "Management Following the  
27 Merger."  
28

1 *Material Omissions Concerning Ladenburg's Financial Analyses*

2 67. The Registration Statement describes Ladenburg's fairness opinion and the various  
3 valuation analyses it performed in support of its opinions. However, the description of Ladenburg's  
4 fairness opinion and the underlying analyses fails to include key inputs and assumptions underlying these  
5 analyses. Although Ladenburg bases its analysis on the historical and projected financial results of  
6 Threshold and Molecular, only the historical results are disclosed in the Registration Statement.  
7 Furthermore, the Registration Statement fails to disclose the estimated future unlevered free cash flows  
8 of the Company used by Ladenburg in its analysis and some of its constituent line items. Without this  
9 information, as described below, Threshold's public stockholders are unable to fully understand these  
10 analyses and, thus, are unable to determine what weight, if any, to place on Ladenburg's fairness opinion  
11 in determining whether to vote in favor of the Proposed Transaction. This omitted information, if  
12 disclosed, would significantly alter the total mix of information available to Threshold stockholders.

13 68. Specifically, Ladenburg performed a *Discounted Cash Flow Analysis*, which was also  
14 presented to the Board. The Registration Statement states that Ladenburg estimated a range of total  
15 enterprise values for Molecular based upon the present value of Molecular's estimated after-tax unlevered  
16 free cash flows. However, estimated after-tax unlevered free cash flows are not disclosed in the  
17 Registration Statement. Additionally, in performing this analysis, Ladenburg used financial projections  
18 containing revenue estimates through calendar year-end 2031 for both Molecular's MT-3724 and MT-  
19 4019 assets. In arriving at the unlevered free cash flow figures, Molecular subtracted projections for cost  
20 of goods sold, research and development costs, general and administrative and marketing and selling  
21 expenses. None of these figures are disclosed.

22 69. Ladenburg's *Discounted Cash Flow Analysis* purportedly resulted in a range of total  
23 enterprise values between \$158 million and \$278 million—well above the total enterprise value of  
24 Molecular implied in the Proposed Transaction—\$81 million. Yet these conclusory statements by  
25 Ladenburg are materially misleading because Threshold stockholders have **no** information to assess the  
26 credibility of this analysis. As Molecular is a private company, Threshold stockholders do not even have  
27 historic financial information for the company, with the exception of the one-year historic financial  
28 information provided in the Registration Statement. Without disclosure of the projected financial

1 information for Molecular used by Ladenburg, and **approved by Threshold's management**, Threshold  
2 stockholders are being materially misled regarding the value of the Proposed Transaction.

3 70. When a bankers' endorsement of the fairness of a transaction is touted to stockholders,  
4 the valuation methods used to arrive at that opinion as well as the key inputs and range of ultimate values  
5 generated by those analyses must also be fairly disclosed. Furthermore, the disclosure of projected  
6 financial information provides stockholders with a basis to project the future financial performance of a  
7 company, and allows stockholders to better understand the financial analyses performed by the  
8 company's financial advisor in support of its fairness opinion. This information is therefore material,  
9 and must be disclosed if Threshold stockholders are to make a fully informed decision.

10 71. Without such undisclosed information, Threshold stockholders cannot evaluate for  
11 themselves whether the financial analyses performed by Ladenburg was based on reliable inputs and  
12 assumptions or whether they were prepared with an eye toward ensuring that a positive fairness opinion  
13 could be rendered in connection with the Proposed Transaction. In other words, full disclosure of the  
14 omissions identified above is required in order to ensure that stockholders can fully evaluate the extent  
15 to which Ladenburg's opinion and analyses should factor into their decision whether to vote in favor of  
16 or against the Proposed Transaction.

17 72. The omission of this information renders the following statements in the Registration  
18 Statement false and/or materially misleading in contravention of the Exchange Act:

19 *Discounted Cash Flow Analysis*

20 Ladenburg estimated a range of total enterprise values for Molecular based upon the  
21 present value of Molecular's estimated after-tax unlevered free cash flows. Ladenburg  
22 analyzed certain internal financial analyses, financial projections, reports and other  
23 information concerning Molecular prepared by the management of Molecular. Threshold  
24 reviewed and approved the Molecular financial projections before they were provided to  
25 Ladenburg. The financial projections contained revenue estimates through calendar year-  
26 end 2031 for both the MT3724 and MT4019 assets. Molecular then subtracted assumed  
27 cost of goods sold, research and development costs, general and administrative and  
28 marketing and selling expenses. Molecular assumed a 35% corporate tax rate when  
calculating unlevered free cash flow. In performing this discounted cash flow analysis,  
Ladenburg utilized discount rates ranging from 15% to 20%, which were selected based  
on the capital asset pricing model and the estimated weighted average cost of capital of the  
selected publicly traded early to mid-stage oncology companies. This discounted cash flow  
analysis assumed that Threshold has no terminal value after 2031.



1 The discounted cash flow analysis resulted in an implied total enterprise value between  
2 \$158 million and \$278 million, based on the upper and lower range of the discount rates  
3 that Ladenburg used in its analysis. This compares to Molecular's total enterprise value as  
per the merger agreement of approximately \$81 million.

4 Proxy Statement, pp. 132-33.

5 73. Based on the foregoing, Threshold public shareholders lack critical information necessary  
6 to evaluate whether the Proposed Transaction truly maximizes shareholder value and serves their  
7 interests. Moreover, without the key financial information and related disclosures, Threshold public  
8 shareholders cannot gauge the accuracy and reliability of the financial analyses performed by Ladenburg,  
9 and whether they can reasonably rely on its fairness opinions.

10 74. Accordingly, Plaintiff seeks, among other things, the following relief: (i) enjoinder of  
11 the Proposed Transaction; or (ii) rescission of the Proposed Transaction in the event that it is  
12 consummated and to recover damages resulting from Defendants' misconduct.

13 **FIRST CAUSE OF ACTION**

14 **Against All Defendants for Violations of Section 14(a) of the Exchange Act**  
15 **and Rule 14a-9 Promulgated Thereunder**

16 75. Plaintiff repeats and realleges each allegation as if fully set forth herein.

17 76. As detailed herein, Defendants disseminated the false and misleading Proxy Statement  
18 specified above, which contained statements which, at the time and in the light of the circumstances under  
19 which they were made, were false and misleading with respect to material facts and which omitted to  
20 state material facts necessary in order to make the statements therein not false or misleading or necessary  
21 to correct earlier statements which had become false or misleading, in violation of Section 14(a) of the  
22 Exchange Act and SEC Rules promulgated thereunder, including SEC Rule 14a-9.

23 77. By the use of the mails and by means and instrumentalities of interstate commerce and the  
24 facility of a national securities exchange, Defendants solicited and permitted the use of their names to  
25 solicit proxies or consents or authorizations in respect of the common stock of Threshold.

26 78. By virtue of their positions within the Company, the Individual Defendants were aware of  
27 this information and of their duty to disclose this information in the Proxy Statement. The Proxy  
28 Statement was prepared, reviewed, and/or disseminated by Defendants. The Proxy Statement

1 misrepresented and omitted material facts, including material information about the unfair sale process  
2 for the Company, the unfair consideration offered in the Proposed Transaction, and the actual intrinsic  
3 value of the Company's assets. Defendants were at least negligent in filing and disseminating the Proxy  
4 Statement with these materially false and misleading statements and omissions. Defendants have also  
5 failed to correct the Proxy Statement and the failure to update and correct false statements is also a  
6 violation of Section 14 of the Exchange Act and SEC Rules promulgated thereunder.

7 79. The omissions and false and misleading statements in the Proxy Statement are material in  
8 that a reasonable stockholder would consider them important in deciding whether to vote in favor of and  
9 tender their shares in the Proposed Transaction. A reasonable investor would view a full and accurate  
10 disclosure as significantly altering the "total mix" of information made available in the Proxy Statement  
11 and in other information reasonably available to stockholders.

12 80. Plaintiff has no adequate remedy at law. Only through the exercise of this Court's  
13 equitable powers can Plaintiff be fully protected from immediate and irreparable injury, which  
14 Defendants' actions threaten to inflict.

15 **SECOND CAUSE OF ACTION**

16 **Against the Individual Defendants for Violation of Section 20(a) of the Exchange Act**

17 81. Plaintiff repeats and realleges each allegation as if set forth herein.

18 82. The Individual Defendants acted as controlling persons of Threshold within the meaning  
19 of Section 20(a) of the Exchange Act, as alleged herein. By virtue of their positions as officers and  
20 directors of Threshold and their participation in and awareness of the Company's business and operations  
21 and their intimate knowledge of the materially false statements and omissions contained in the Proxy  
22 Statement filed with the SEC, they had the power to influence and control and did influence and control,  
23 directly or indirectly, the decision-making of the Company, including the content and dissemination of  
24 the various statements that Plaintiff contends are false and misleading.

25 83. Each of the Individual Defendants was provided with or had unlimited access to copies of  
26 the Proxy Statement and other statements alleged by Plaintiff to be false and misleading prior to or shortly  
27 after these statements were issued and had the ability to prevent the issuance of the statements or to cause  
28 the statements to be corrected.



**JURY DEMAND**

Plaintiff demands a trial by jury.

Dated: June 20, 2017

**LEVI & KORSINSKY LLP**

By: /s/ Rosemary M. Rivas

Rosemary M. Rivas  
44 Montgomery Street, Suite 650  
San Francisco, California 94104  
Telephone: (415) 291-2420  
Facsimile: (415) 484-1294

*Attorneys for Individual and Representative  
Plaintiff Victor Pariso*



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**CERTIFICATION OF NAMED PLAINTIFF PURSUANT TO FEDERAL  
SECURITIES LAWS**

I, Victor V Pariso Jr , declare as to the claims asserted under the federal securities laws, as follows:

1. I have reviewed the Complaint and authorized its filing;
2. I did not purchase the securities that are the subject of this Complaint at the direction of Plaintiffs' counsel or in order to participate in this litigation;
3. I am willing to serve as a representative party on behalf of the Class, including providing testimony at deposition and trial, if necessary.
4. I currently hold shares of Threshold Pharmaceuticals, Inc. My purchase history is as follows:

<b>Purchase Date</b>	<b>Stock Symbol</b>	<b>Shares Transacted</b>	<b>Price Per Share</b>
7/5/2016	THLD	3025	.67
10/11/2016	THLD	5000	.51
5/23/2017	THLD	2650	.49

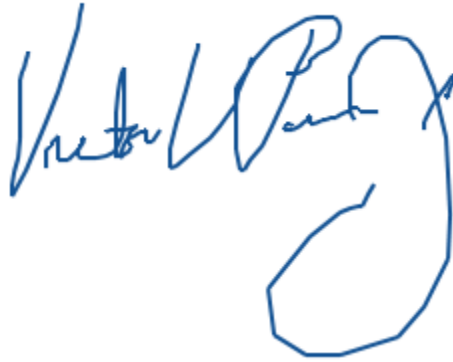
5. During the three years prior to the date of this Certification, I have not participated nor have I sought to participate, as a representative in any class action suit in the United States District Courts under the federal securities laws.

6. I have not received, been promised or offered, and will not accept, any form of compensation, directly or indirectly, for prosecuting or serving as a representative party in this class action, except for: (i) such damages or other relief as the Court may award to me as my pro rata share of any recovery or judgment; (ii) such reasonable fees, costs or other payments as the Court expressly approves to be paid to or on behalf of me; or (iii) reimbursement, paid by my attorneys, of actual or reasonable out-of-pocket expenditures incurred directly in connection with the prosecution of this action.

I declare, under penalty of perjury, that the foregoing is true and correct.  
Executed this June 6, 2017, at Scottsdale, Arizona.

Name: Victor V Pariso Jr

Signed:

A handwritten signature in blue ink, appearing to read "Victor V Pariso Jr". The signature is stylized and cursive, with a large, prominent loop at the end.

CIVIL COVER SHEET

The JS-CAND 44 civil cover sheet and the information contained herein neither replace nor supplement the filing and service of pleadings or other papers as required by law, except as provided by local rules of court. This form, approved in its original form by the Judicial Conference of the United States in September 1974, is required for the Clerk of Court to initiate the civil docket sheet. (SEE INSTRUCTIONS ON NEXT PAGE OF THIS FORM.)

I. (a) PLAINTIFFS
VICTOR PARISO, on behalf of himself and all others similarly situated
(b) County of Residence of First Listed Plaintiff Maricopa County, Arizona
(c) Attorneys (Firm Name, Address, and Telephone Number)
Rosemary M. Rivas, Esq.; LEVI & KORSINSKY LLP
44 Montgomery Street, Suite 650, San Francisco, CA 94104
(415) 291-2420

DEFENDANTS
THRESHOLD PHARMACEUTICALS, INC., JEFFREY W. BIRD, BRUCE C. COZADD, DAVID R. HOFFMANN, WILFRED E. JAEGER, GEORGE G. C. PARKER, DAVID R. PARKINSON, and HAROLD E. SELICK
County of Residence of First Listed Defendant
NOTE: IN LAND CONDEMNATION CASES, USE THE LOCATION OF THE TRACT OF LAND INVOLVED. Attorneys (If Known)

II. BASIS OF JURISDICTION (Place an "X" in One Box Only)
1 U.S. Government Plaintiff
2 U.S. Government Defendant
3 Federal Question (U.S. Government Not a Party)
4 Diversity (Indicate Citizenship of Parties in Item III)

III. CITIZENSHIP OF PRINCIPAL PARTIES (Place an "X" in One Box for Plaintiff and One Box for Defendant)
PTF DEF
Citizen of This State
Citizen of Another State
Citizen or Subject of a Foreign Country
Incorporated or Principal Place of Business In This State
Incorporated and Principal Place of Business In Another State
Foreign Nation

IV. NATURE OF SUIT (Place an "X" in One Box Only)
CONTRACT: 110 Insurance, 120 Marine, 130 Miller Act, 140 Negotiable Instrument, 150 Recovery of Overpayment Of Veteran's Benefits, 151 Medicare Act, 152 Recovery of Defaulted Student Loans (Excludes Veterans), 153 Recovery of Overpayment of Veteran's Benefits, 160 Stockholders' Suits, 190 Other Contract, 195 Contract Product Liability, 196 Franchise
REAL PROPERTY: 210 Land Condemnation, 220 Foreclosure, 230 Rent Lease & Ejectment, 240 Torts to Land, 245 Tort Product Liability, 290 All Other Real Property
PERSONAL INJURY: 310 Airplane, 315 Airplane Product Liability, 320 Assault, Libel & Slander, 330 Federal Employers' Liability, 340 Marine, 345 Marine Product Liability, 350 Motor Vehicle, 355 Motor Vehicle Product Liability, 360 Other Personal Injury, 362 Personal Injury - Medical Malpractice
PERSONAL INJURY - PRODUCT LIABILITY: 365 Personal Injury - Product Liability, 367 Health Care/Pharmaceutical Personal Injury Product Liability, 368 Asbestos Personal Injury Product Liability
PERSONAL PROPERTY: 370 Other Fraud, 371 Truth in Lending, 380 Other Personal Property Damage, 385 Property Damage Product Liability
FORFEITURE/PENALTY: 625 Drug Related Seizure of Property 21 USC § 881, 690 Other
LABOR: 710 Fair Labor Standards Act, 720 Labor/Management Relations, 740 Railway Labor Act, 751 Family and Medical Leave Act, 790 Other Labor Litigation, 791 Employee Retirement Income Security Act
IMMIGRATION: 462 Naturalization Application, 465 Other Immigration Actions
BANKRUPTCY: 422 Appeal 28 USC § 158, 423 Withdrawal 28 USC § 157
PROPERTY RIGHTS: 820 Copyrights, 830 Patent, 840 Trademark
SOCIAL SECURITY: 861 HIA (1395ff), 862 Black Lung (923), 863 DIWC/DIWW (405(g)), 864 SSID Title XVI, 865 RSI (405(g))
FEDERAL TAX SUITS: 870 Taxes (U.S. Plaintiff or Defendant), 871 IRS-Third Party 26 USC § 7609
OTHER STATUTES: 375 False Claims Act, 376 Qui Tam (31 USC § 3729(a)), 400 State Reapportionment, 410 Antitrust, 430 Banks and Banking, 450 Commerce, 460 Deportation, 470 Racketeer Influenced and Corrupt Organizations, 480 Consumer Credit, 490 Cable/Sat TV, 850 Securities/Commodities/Exchange, 890 Other Statutory Actions, 891 Agricultural Acts, 893 Environmental Matters, 895 Freedom of Information Act, 896 Arbitration, 899 Administrative Procedure Act/Review or Appeal of Agency Decision, 950 Constitutionality of State Statutes

V. ORIGIN (Place an "X" in One Box Only)
1 Original Proceeding
2 Removed from State Court
3 Remanded from Appellate Court
4 Reinstated or Reopened
5 Transferred from Another District (specify)
6 Multidistrict Litigation-Transfer
8 Multidistrict Litigation-Direct File

VI. CAUSE OF ACTION
Cite the U.S. Civil Statute under which you are filing (Do not cite jurisdictional statutes unless diversity):
28 U.S.C. § 1331
Brief description of cause:
Sections 14(a) and 20(a) of the Securities Exchange Act of 1934 and Rule 14a-9 promulgated thereunder.

VII. REQUESTED IN COMPLAINT:
CHECK IF THIS IS A CLASS ACTION UNDER RULE 23, Fed. R. Civ. P. DEMAND \$
CHECK YES only if demanded in complaint: JURY DEMAND: [X] Yes [ ] No

VIII. RELATED CASE(S), IF ANY (See instructions): JUDGE DOCKET NUMBER

IX. DIVISIONAL ASSIGNMENT (Civil Local Rule 3-2) (Place an "X" in One Box Only)
[ ] SAN FRANCISCO/OAKLAND [ ] SAN JOSE [ ] EUREKA-MCKINLEYVILLE

DATE: 06/20/2017 SIGNATURE OF ATTORNEY OF RECORD: /s/Rosemary M. Rivas

## INSTRUCTIONS FOR ATTORNEYS COMPLETING CIVIL COVER SHEET FORM JS-CAND 44

**Authority For Civil Cover Sheet.** The JS-CAND 44 civil cover sheet and the information contained herein neither replaces nor supplements the filings and service of pleading or other papers as required by law, except as provided by local rules of court. This form, approved in its original form by the Judicial Conference of the United States in September 1974, is required for the Clerk of Court to initiate the civil docket sheet. Consequently, a civil cover sheet is submitted to the Clerk of Court for each civil complaint filed. The attorney filing a case should complete the form as follows:

- I. a) Plaintiffs-Defendants.** Enter names (last, first, middle initial) of plaintiff and defendant. If the plaintiff or defendant is a government agency, use only the full name or standard abbreviations. If the plaintiff or defendant is an official within a government agency, identify first the agency and then the official, giving both name and title.
- b) County of Residence.** For each civil case filed, except U.S. plaintiff cases, enter the name of the county where the first listed plaintiff resides at the time of filing. In U.S. plaintiff cases, enter the name of the county in which the first listed defendant resides at the time of filing. (NOTE: In land condemnation cases, the county of residence of the “defendant” is the location of the tract of land involved.)
- c) Attorneys.** Enter the firm name, address, telephone number, and attorney of record. If there are several attorneys, list them on an attachment, noting in this section “(see attachment).”
- II. Jurisdiction.** The basis of jurisdiction is set forth under Federal Rule of Civil Procedure 8(a), which requires that jurisdictions be shown in pleadings. Place an “X” in one of the boxes. If there is more than one basis of jurisdiction, precedence is given in the order shown below.
- (1) United States plaintiff. Jurisdiction based on 28 USC §§ 1345 and 1348. Suits by agencies and officers of the United States are included here.
  - (2) United States defendant. When the plaintiff is suing the United States, its officers or agencies, place an “X” in this box.
  - (3) Federal question. This refers to suits under 28 USC § 1331, where jurisdiction arises under the Constitution of the United States, an amendment to the Constitution, an act of Congress or a treaty of the United States. In cases where the U.S. is a party, the U.S. plaintiff or defendant code takes precedence, and box 1 or 2 should be marked.
  - (4) Diversity of citizenship. This refers to suits under 28 USC § 1332, where parties are citizens of different states. When Box 4 is checked, the citizenship of the different parties must be checked. (See Section III below; **NOTE: federal question actions take precedence over diversity cases.**)
- III. Residence (citizenship) of Principal Parties.** This section of the JS-CAND 44 is to be completed if diversity of citizenship was indicated above. Mark this section for each principal party.
- IV. Nature of Suit.** Place an “X” in the appropriate box. If the nature of suit cannot be determined, be sure the cause of action, in Section VI below, is sufficient to enable the deputy clerk or the statistical clerk(s) in the Administrative Office to determine the nature of suit. If the cause fits more than one nature of suit, select the most definitive.
- V. Origin.** Place an “X” in one of the six boxes.
- (1) Original Proceedings. Cases originating in the United States district courts.
  - (2) Removed from State Court. Proceedings initiated in state courts may be removed to the district courts under Title 28 USC § 1441. When the petition for removal is granted, check this box.
  - (3) Remanded from Appellate Court. Check this box for cases remanded to the district court for further action. Use the date of remand as the filing date.
  - (4) Reinstated or Reopened. Check this box for cases reinstated or reopened in the district court. Use the reopening date as the filing date.
  - (5) Transferred from Another District. For cases transferred under Title 28 USC § 1404(a). Do not use this for within district transfers or multidistrict litigation transfers.
  - (6) Multidistrict Litigation Transfer. Check this box when a multidistrict case is transferred into the district under authority of Title 28 USC § 1407. When this box is checked, do not check (5) above.
  - (8) Multidistrict Litigation Direct File. Check this box when a multidistrict litigation case is filed in the same district as the Master MDL docket. Please note that there is no Origin Code 7. Origin Code 7 was used for historical records and is no longer relevant due to changes in statute.
- VI. Cause of Action.** Report the civil statute directly related to the cause of action and give a brief description of the cause. **Do not cite jurisdictional statutes unless diversity.** Example: U.S. Civil Statute: 47 USC § 553. Brief Description: Unauthorized reception of cable service.
- VII. Requested in Complaint.** Class Action. Place an “X” in this box if you are filing a class action under Federal Rule of Civil Procedure 23. Demand. In this space enter the actual dollar amount being demanded or indicate other demand, such as a preliminary injunction. Jury Demand. Check the appropriate box to indicate whether or not a jury is being demanded.
- VIII. Related Cases.** This section of the JS-CAND 44 is used to identify related pending cases, if any. If there are related pending cases, insert the docket numbers and the corresponding judge names for such cases.
- IX. Divisional Assignment.** If the Nature of Suit is under Property Rights or Prisoner Petitions or the matter is a Securities Class Action, leave this section blank. For all other cases, identify the divisional venue according to Civil Local Rule 3-2: “the county in which a substantial part of the events or omissions which give rise to the claim occurred or in which a substantial part of the property that is the subject of the action is situated.”
- Date and Attorney Signature.** Date and sign the civil cover sheet.



# ClassAction.org

This complaint is part of ClassAction.org's searchable class action lawsuit database and can be found in this post: [Threshold Pharmaceuticals Sued Over Proposed Merger](#)

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