UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2019

or

☐ **TRANSITION REPORTS PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission File Number: 0-24006

NEKTAR THERAPEUTICS

(Exact name of registrant as specified in its charter)

Delaware	**94-3134940**
(State or other jurisdiction of incorporation or organization)	**(IRS Employer Identification No.)**

455 Mission Bay Boulevard South
San Francisco, California 94158
(Address of principal executive offices)

415-482-5300
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Common Stock, $0.0001 par value	NKTR	NASDAQ Global Select Market

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted 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 such files). Yes x No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☒	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
Emerging growth company	☐		

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

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

The number of outstanding shares of the registrant's Common Stock, $0.0001 par value, was 175,922,206 on November 1, 2019.

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Forward-Looking Statements

This report includes "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended (Securities Act), and Section 21E of the Securities Exchange Act of 1934, as amended (Exchange Act). All statements other than statements of historical fact are "forward-looking statements" for purposes of this quarterly report on Form 10-Q, including any projections of market size, earnings, revenue, milestone payments, royalties, sales or other financial items, any statements of the plans and objectives of management for future operations (including, but not limited to, preclinical development, clinical trials and manufacturing), any statements related to our financial condition and future working capital needs, any statements regarding potential future financing alternatives, any statements concerning proposed drug candidates, any statements regarding the timing for the start or end of clinical trials or submission of regulatory approval filings, any statements regarding future economic conditions or performance, any statements regarding the initiation, formation, or success of our collaboration arrangements, timing of commercial launches and product sales levels by our collaboration partners and future payments that may come due to us under these arrangements, any statements regarding our plans and objectives to initiate or continue clinical trials, any statements related to potential, anticipated, or ongoing litigation and any statements of assumptions underlying any of the foregoing. In some cases, forward-looking statements can be identified by the use of terminology such as "may," "will," "expects," "plans," "anticipates," "estimates," "potential" or "continue," or the negative thereof or other comparable terminology. Although we believe that the expectations reflected in the forward-looking statements contained herein are reasonable, such expectations or any of the forward-looking statements may prove to be incorrect and actual results could differ materially from those projected or assumed in the forward-looking statements. Our future financial condition and results of operations, as well as any forward-looking statements, are subject to inherent risks and uncertainties, including, but not limited to, the risk factors set forth in Part II, Item 1A "Risk Factors" below and for the reasons described elsewhere in this quarterly report on Form 10-Q. All forward-looking statements and reasons why results may differ included in this report are made as of the date hereof and we do not intend to update any forward-looking statements except as required by law or applicable regulations. Except where the context otherwise requires, in this quarterly report on Form 10-Q, the "Company," "Nektar," "we," "us," and "our" refer to Nektar Therapeutics, a Delaware corporation, and, where appropriate, its subsidiaries.

Trademarks

The Nektar brand and product names, including but not limited to Nektar®, contained in this document are trademarks and registered trademarks of Nektar Therapeutics in the United States (U.S.) and certain other countries. This document also contains references to trademarks and service marks of other companies that are the property of their respective owners.

PART I: FINANCIAL INFORMATION

Item 1. Condensed Consolidated Financial Statements—Unaudited:

NEKTAR THERAPEUTICS
CONDENSED CONSOLIDATED BALANCE SHEETS
(In thousands, except par value)
(Unaudited)

	September 30, 2019	December 31, 2018
ASSETS		
Current assets:		
Cash and cash equivalents	$ 81,224	$ 194,905
Short-term investments	1,414,448	1,140,445
Accounts receivable	41,205	43,213
Inventory	13,720	11,381
Advance payments to contract manufacturers	13,015	26,450
Other current assets	15,212	21,293
Total current assets	1,578,824	1,437,687
Long-term investments	231,082	582,889
Property, plant and equipment, net	64,614	48,851
Operating lease right-of-use assets	134,888	—
Goodwill	76,501	76,501
Other assets	2,385	4,244
Total assets	$ 2,088,294	$ 2,150,172
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 21,963	$ 5,854
Accrued compensation	23,101	9,937
Accrued clinical trial expenses	38,338	14,700
Accrued contract manufacturing expenses	8,646	23,841
Other accrued expenses	11,394	9,580
Interest payable	4,198	4,198
Operating lease liabilities, current portion	9,318	—
Deferred revenue, current portion	8,392	13,892
Total current liabilities	125,350	82,002
Senior secured notes, net	248,257	246,950
Operating lease liabilities, less current portion	145,099	—
Liability related to the sale of future royalties, net	73,455	82,911
Deferred revenue, less current portion	6,779	10,744
Other long-term liabilities	643	9,990
Total liabilities	599,583	432,597
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, $0.0001 par value; 10,000 shares authorized; no shares designated or outstanding at September 30, 2019 or December 31, 2018	—	—
Common stock, $0.0001 par value; 300,000 shares authorized; 175,786 shares and 173,530 shares outstanding at September 30, 2019 and December 31, 2018, respectively	17	17
Capital in excess of par value	3,241,160	3,147,925
Accumulated other comprehensive loss	(1,186)	(6,316)
Accumulated deficit	(1,751,280)	(1,424,051)
Total stockholders' equity	1,488,711	1,717,575
Total liabilities and stockholders' equity	$ 2,088,294	$ 2,150,172

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

NEKTAR THERAPEUTICS
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except per share information)
(Unaudited)

	Three months ended September 30,		Nine months ended September 30,	
	2019	2018	2019	2018
Revenue:				
Product sales	$ 5,558	$ 4,256	$ 14,302	$ 16,414
Royalty revenue	10,275	10,259	29,008	29,898
Non-cash royalty revenue related to sale of future royalties	10,264	8,372	27,585	24,337
License, collaboration and other revenue	3,121	4,875	9,860	1,082,848
Total revenue	29,218	27,762	80,755	1,153,497
Operating costs and expenses:				
Cost of goods sold	4,927	4,783	15,385	16,951
Research and development	99,048	102,895	324,197	290,653
General and administrative	23,983	18,718	71,570	57,666
Total operating costs and expenses	127,958	126,396	411,152	365,270
Income (loss) from operations	(98,740)	(98,634)	(330,397)	788,227
Non-operating income (expense):				
Interest expense	(5,425)	(5,442)	(15,882)	(16,167)
Non-cash interest expense on liability related to sale of future royalties	(5,813)	(4,814)	(17,853)	(14,808)
Interest income and other income (expense), net	11,492	11,847	35,964	25,523
Total non-operating income (expense), net	254	1,591	2,229	(5,452)
Income (loss) before provision for income taxes	(98,486)	(97,043)	(328,168)	782,775
Provision (benefit) for income taxes	322	(900)	(939)	3,250
Net income (loss)	$ (98,808)	$ (96,143)	$ (327,229)	$ 779,525
Net income (loss) per share				
Basic	$ (0.56)	$ (0.56)	$ (1.87)	$ 4.63
Diluted	$ (0.56)	$ (0.56)	$ (1.87)	$ 4.34
Weighted average shares outstanding used in computing net income (loss) per share				
Basic	175,402	172,698	174,609	168,363
Diluted	175,402	172,698	174,609	179,619

NEKTAR THERAPEUTICS
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(In thousands)
(Unaudited)

	Three months ended September 30,		Nine months ended September 30,	
	2019	2018	2019	2018
Comprehensive income (loss)	$ (99,206)	$ (97,519)	$ (322,099)	$ 776,258

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

NEKTAR THERAPEUTICS
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(In thousands)
(Unaudited)

	Three and nine months ended September 30, 2019					
	Common Shares	Par Value	Capital in Excess of Par Value	Accumulated Other Comprehensive Loss	Accumulated Deficit	Total Stockholders' Equity
Balance at December 31, 2018	173,530	$ 17	$ 3,147,925	$ (6,316)	$ (1,424,051)	$ 1,717,575
Shares issued under equity compensation plans	698	—	5,463	—	—	5,463
Stock-based compensation	—	—	25,385	—	—	25,385
Other comprehensive income	—	—	—	3,600	—	3,600
Net loss	—	—	—	—	(118,512)	(118,512)
Balance at March 31, 2019	174,228	$ 17	$ 3,178,773	$ (2,716)	$ (1,542,563)	$ 1,633,511
Shares issued under equity compensation plans	738	—	7,103	—	—	7,103
Stock-based compensation	—	—	24,522	—	—	24,522
Other comprehensive income	—	—	—	1,928	—	1,928
Net loss	—	—	—	—	(109,909)	(109,909)
Balance at June 30, 2019	174,966	17	3,210,398	(788)	(1,652,472)	1,557,155
Shares issued under equity compensation plans	820	—	5,882	—	—	5,882
Stock-based compensation	—	—	24,880	—	—	24,880
Other comprehensive loss	—	—	—	(398)	—	(398)
Net loss	—	—	—	—	(98,808)	(98,808)
Balance at September 30, 2019	175,786	$ 17	$ 3,241,160	$ (1,186)	$ (1,751,280)	$ 1,488,711

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

NEKTAR THERAPEUTICS
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(In thousands)
(Unaudited)

	Three and nine months ended September 30, 2018					
	Common Shares	Par Value	Capital in Excess of Par Value	Accumulated Other Comprehensive Loss	Accumulated Deficit	Total Stockholders' Equity
Balance at December 31, 2017	159,524	$ 15	$ 2,207,865	$ (2,111)	$ (2,117,941)	$ 87,828
Adoption of new accounting standards	—	—	—	—	12,577	12,577
Shares issued under equity compensation plans	2,855	1	34,405	—	—	34,406
Stock-based compensation	—	—	19,949	—	—	19,949
Other comprehensive loss	—	—	—	(685)	—	(685)
Net loss	—	—	—	—	(95,792)	(95,792)
Balance at March 31, 2018	162,379	$ 16	$ 2,262,219	$ (2,796)	$ (2,201,156)	$ 58,283
Sale of stock to Bristol-Myers Squibb	8,285	1	790,230	—	—	790,231
Shares issued under equity compensation plans	1,751	—	20,987	—	—	20,987
Stock-based compensation	—	—	20,659	—	—	20,659
Other comprehensive loss	—	—	—	(1,206)	—	(1,206)
Net income	—	—	—	—	971,460	971,460
Balance at June 30, 2018	172,415	$ 17	$ 3,094,095	$ (4,002)	$ (1,229,696)	$ 1,860,414
Shares issued under equity compensation plans	642	—	3,940	—	—	3,940
Stock-based compensation	—	—	23,287	—	—	23,287
Other comprehensive loss	—	—	—	(1,376)	—	(1,376)
Net loss	—	—	—	—	(96,143)	(96,143)
Balance at September 30, 2018	173,057	$ 17	$ 3,121,322	$ (5,378)	$ (1,325,839)	$ 1,790,122

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

NEKTAR THERAPEUTICS
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)
(Unaudited)

	Nine months ended September 30,	
	2019	**2018**
Cash flows from operating activities:		
Net income (loss)	$ (327,229)	$ 779,525
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Non-cash royalty revenue related to sale of future royalties	(27,585)	(24,337)
Non-cash interest expense on liability related to sale of future royalties	17,853	14,808
Stock-based compensation	74,787	63,895
Depreciation and amortization	9,582	7,799
Accretion of discounts, net and other non-cash transactions	(10,421)	(8,136)
Changes in operating assets and liabilities:		
Accounts receivable	2,008	(16,179)
Inventory	(2,339)	(2,570)
Other assets	18,127	(22,087)
Accounts payable	16,109	2,611
Accrued compensation	13,164	19,659
Other accrued expenses	10,019	26,603
Deferred revenue	(9,465)	(10,931)
Other liabilities	11,932	5,104
Net cash provided by (used in) operating activities	$ (203,458)	$ 835,764
Cash flows from investing activities:		
Purchases of investments	(1,028,883)	(1,944,178)
Maturities of investments	1,122,902	467,658
Sales of investments	—	11,963
Purchases of property, plant and equipment	(22,614)	(5,552)
Sales of property, plant and equipment	—	2,633
Net cash provided by (used in) investing activities	$ 71,405	$ (1,467,476)
Cash flows from financing activities:		
Issuance of common stock	—	790,231
Proceeds from shares issued under equity compensation plans	18,449	59,067
Net cash provided by financing activities	$ 18,449	$ 849,298
Effect of exchange rates on cash and cash equivalents	(77)	(87)
Net increase (decrease) in cash and cash equivalents	$ (113,681)	$ 217,499
Cash and cash equivalents at beginning of period	194,905	4,762
Cash and cash equivalents at end of period	$ 81,224	$ 222,261
Supplemental disclosures of cash flow information:		
Cash paid for interest	$ 14,229	$ 14,701
Operating lease right-of-use assets recognized in exchange for lease liabilities	$ 56,025	$ —

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

NEKTAR THERAPEUTICS
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2019
(Unaudited)

Note 1 — Organization and Summary of Significant Accounting Policies

Organization

We are a research-based biopharmaceutical company headquartered in San Francisco, California and incorporated in Delaware. We are developing a pipeline of drug candidates that utilize our advanced polymer conjugate technology platforms, which are designed to enable the development of new molecular entities that target known mechanisms of action. Our research and development pipeline of new investigational drugs includes treatments for cancer, autoimmune disease and chronic pain.

Our research and development activities have required significant ongoing investment to date and are expected to continue to require significant investment. As a result, we expect to continue to incur substantial losses and negative cash flows from operations in the future. We have financed our operations primarily through cash generated from licensing, collaboration and manufacturing agreements and financing transactions. At September 30, 2019, we had approximately $1.7 billion in cash and investments in marketable securities and debt of $250.0 million in principal of senior secured notes due in October 2020.

Basis of Presentation and Principles of Consolidation

Our consolidated financial statements include the financial position, results of operations and cash flows of our wholly-owned subsidiaries: Inheris Biopharma, Inc., Nektar Therapeutics (India) Private Limited (Nektar India) and Nektar Therapeutics UK Limited. We have eliminated all intercompany accounts and transactions in consolidation.

We prepared our Condensed Consolidated Financial Statements following the requirements of the Securities and Exchange Commission (SEC) for interim reporting. As permitted under those rules, we may condense or omit certain footnotes or other financial information that are normally required by U.S. generally accepted accounting principles (GAAP) for annual periods. In the opinion of management, these financial statements include all normal and recurring adjustments that we consider necessary for the fair presentation of our financial position and operating results.

Our Condensed Consolidated Financial Statements are denominated in U.S. dollars. Accordingly, changes in exchange rates between the applicable foreign currency and the U.S. dollar will affect the translation of each foreign subsidiary's financial results into U.S. dollars for purposes of reporting our consolidated financial results. We include translation gains and losses in accumulated other comprehensive loss in the stockholders' equity section of our Condensed Consolidated Balance Sheets. To date, such cumulative currency translation adjustments have not been significant to our consolidated financial position.

Our comprehensive income (loss) consists of our net income (loss) plus our foreign currency translation gains and losses and unrealized holding gains and losses on available-for-sale securities, neither of which were significant during the three and nine months ended September 30, 2019 and 2018. In addition, there were no significant reclassifications out of accumulated other comprehensive loss to the statements of operations during the three and nine months ended September 30, 2019 and 2018.

The accompanying Condensed Consolidated Financial Statements are unaudited. The Condensed Consolidated Balance Sheet data as of December 31, 2018 was derived from the audited consolidated financial statements which are included in our Annual Report on Form 10-K for the year ended December 31, 2018 filed with the SEC on March 1, 2019. The information included in this Quarterly Report on Form 10-Q should be read in conjunction with the consolidated financial statements and the accompanying notes to those financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2018.

Revenue, expenses, assets, and liabilities can vary during each quarter of the year. The results and trends in these interim Condensed Consolidated Financial Statements are not necessarily indicative of the results to be expected for the full year or any other period.

Use of Estimates

The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenue and expenses during the reporting period. Accounting estimates and assumptions are inherently uncertain. Actual results could differ materially from those estimates and

assumptions. As appropriate, we assess our estimates each period, update them to reflect current information and generally recognize any changes in such estimates in the period first identified.

Segment Information

We operate in one business segment which focuses on applying our technology platform to develop novel drug candidates. Our business offerings have similar economics and other characteristics, including the nature of products and manufacturing processes, types of customers, distribution methods and regulatory environment. We are comprehensively managed as one business segment by our Chief Executive Officer.

Significant Concentrations

Our customers are primarily pharmaceutical and biotechnology companies that are located in the U.S. and Europe and with whom we have multi-year arrangements. Our accounts receivable balance contains billed and unbilled trade receivables from product sales, milestones, other contingent payments and royalties, as well as reimbursable costs from collaborative research and development agreements. As of September 30, 2019 and December 31, 2018, our accounts receivable includes $27.7 million and $24.2 million, respectively, for net expense reimbursements from our collaboration partner Bristol-Myers Squibb Company (BMS).

We are dependent on our suppliers and contract manufacturers to provide raw materials and drugs of appropriate quality and reliability and to meet applicable contract and regulatory requirements. In certain cases, we rely on single sources of supply of one or more critical materials. Consequently, in the event that supplies are delayed or interrupted for any reason, our ability to develop and produce our drug candidates or our ability to meet our supply obligations could be significantly impaired, which could have a material adverse effect on our business, financial condition and results of operations.

Leases

On January 1, 2019, we adopted Accounting Standards Codification (ASC) 842, *Leases* (ASC 842). ASC 842 supersedes the guidance in ASC 840, *Leases* (ASC 840). Under ASC 842, an entity recognizes a right-of-use asset and a corresponding lease liability, measured as the present value of the lease payments. In our adoption, we used the package of practical expedients, which, among other things, allowed us to carry forward our historical lease classification of those leases in effect as of January 1, 2019. We present results for the three and nine months ended September 30, 2019 under ASC 842. We have not restated the results for the three and nine months ended September 30, 2018 and our financial position as of December 31, 2018, and continue to report them under ASC 840.

We determine if an arrangement contains a lease at the inception of the arrangement. Right-of-use assets represent our right to use an underlying asset for the lease term and lease liabilities represent our obligation to make lease payments arising from the lease. We recognize operating lease right-of-use assets and liabilities at the lease commencement date based on the present value of lease payments over the expected lease term. In determining the present value of lease payments, we use our incremental borrowing rate based on the information available at the lease commencement date. However, in determining the present value of our lease payments for leases in effect when we adopted ASC 842, we used our incremental borrowing rate as of January 1, 2019.

We elected the practical expedient to account for the lease and non-lease components, such as common area maintenance charges, as a single lease component for our real estate leases, and elected the short-term lease recognition exemption for our short-term leases, which allows us not to recognize lease liabilities and right-of-use assets for leases with an original term of twelve months or less.

Our expected lease terms may include options to extend or terminate the lease when it is reasonably certain that we will exercise any such options. We recognize lease expense for our operating leases on a straight-line basis over the expected lease term.

We have elected to recognize lease incentives, such as tenant improvement allowances, at the lease commencement date as a reduction of the right-of-use asset and lease liability until paid to us by the lessor to the extent that the lease provides a specified fixed or maximum level of reimbursement and we are reasonably certain to incur reimbursable costs at least equaling such amounts. For leases in effect as of January 1, 2019, we recognized our lease incentives as part of our transition adjustment.

As a result of our adoption of ASC 842, we recorded right-of-use assets of $83.5 million and lease liabilities of $96.2 million for our facilities operating leases, with no effect on our opening balance of accumulated deficit. Please see Note 4 for additional information regarding our leases.

Collaborative Arrangements

We enter into collaboration arrangements with pharmaceutical and biotechnology collaboration partners, under which we may grant licenses to our collaboration partners to further develop and commercialize one of our proprietary drug candidates, either alone or in combination with the collaboration partners' compounds, or grant licenses to partners to use our technology to research and develop their own proprietary drug candidates. We may also perform research, development, manufacturing and supply activities under our collaboration agreements. Consideration under these contracts may include an upfront payment, development and regulatory milestones and other contingent payments, expense reimbursements, royalties based on net sales of approved drugs, and commercial sales milestone payments. Additionally, these contracts may provide options for the customer to purchase our proprietary PEGylation materials, drug candidates or additional contract research and development services under separate contracts.

When we enter into collaboration agreements, we assess whether the arrangements fall within the scope of ASC 808, *Collaborative Arrangements* (ASC 808) based on whether the arrangements involve joint operating activities and whether both parties have active participation in the arrangement and are exposed to significant risks and rewards. To the extent that the arrangement falls within the scope of ASC 808, we assess whether the payments between us and our collaboration partner fall within the scope of other accounting literature. If we conclude that payments from the collaboration partner to us represent consideration from a customer, such as license fees and contract research and development activities, we account for those payments within the scope of ASC 606, *Revenue from Contracts with Customers* (ASC 606). However, if we conclude that our collaboration partner is not a customer for certain activities and associated payments, such as for certain collaborative research, development, manufacturing and commercial activities, we present such payments as a reduction of research and development expense or general and administrative expense, based on where we present the underlying expense.

Revenue Recognition

For elements of those arrangements that we determine should be accounted for under ASC 606, we assess which activities in our collaboration agreements are performance obligations that should be accounted for separately and determine the transaction price of the arrangement, which includes the assessment of the probability of achievement of future milestones and other potential consideration. For arrangements that include multiple performance obligations, such as granting a license or performing contract research and development activities or participation on joint steering or other committees, we allocate upfront and milestone payments under a relative standalone selling price method. Accordingly, we develop assumptions that require judgment to determine the standalone selling price for each performance obligation identified in the contract. These key assumptions may include revenue forecasts, clinical development timelines and costs, discount rates and probabilities of clinical and regulatory success.

Product Sales

Product sales are primarily derived from manufacturing and supply agreements with our customers. We have assessed our current manufacturing and supply arrangements and have generally determined that they provide the customer an option to purchase our proprietary PEGylation materials. Accordingly, we treat each purchase order as a discrete exercise of the customer's option (i.e. a separate contract) rather than as a component of the overall arrangement. The pricing for the manufacturing and supply is generally at a fixed price and may be subject to annual producer price index (PPI) adjustments. We invoice and recognize product sales when title and risk of loss pass to the customer, which generally occurs upon shipment. Customer payments are generally due 30 days from receipt of invoice. We test our products for adherence to technical specifications before shipment; accordingly, we have not experienced any significant returns from our customers.

Royalty Revenue

Generally, we are entitled to royalties from our collaboration partners based on the net sales of their approved drugs that are marketed and sold in one or more countries where we hold royalty rights. For arrangements that include sales-based royalties, including commercial milestone payments based on the level of sales, we have concluded that the license is the predominant item to which the royalties relate. Accordingly, we recognize royalty revenue, including for our non-cash royalties, when the underlying sales occur based on our best estimates of sales of the drugs. Our partners generally pay royalties or commercial milestones after the end of the calendar quarter in accordance with contractual terms. We present commercial milestone payments within license, collaboration and other revenue.

License, Collaboration and other Revenue

License Grants: For collaboration arrangements that include a grant of a license to our intellectual property, we consider whether the license grant is distinct from the other performance obligations included in the arrangement. Generally, we would conclude that the license is distinct if the customer is able to benefit from the license with the resources available to it. For licenses that are distinct, we recognize revenues from nonrefundable, upfront payments and other consideration allocated to the license when the license term has begun and we have provided all necessary information regarding the underlying intellectual property to the customer, which generally occurs at or near the inception of the arrangement.

Milestone Payments: At the inception of the arrangement and at each reporting date thereafter, we assess whether we should include any milestone payments or other forms of variable consideration in the transaction price, based on whether a significant reversal of revenue previously recognized is not probable upon resolution of the uncertainty. Since milestone payments may become payable to us upon the initiation of a clinical study or filing for or receipt of regulatory approval, we review the relevant facts and circumstances to determine when we should update the transaction price, which may occur before the triggering event. When we do update the transaction price for milestone payments, we allocate it on a relative standalone selling price basis and record revenue on a cumulative catch-up basis, which results in recognizing revenue for previously satisfied performance obligations in such period. Our partners generally pay development milestones subsequent to achievement of the triggering event.

Research and Development Services: For amounts allocated to our research and development obligations in a collaboration arrangement, we recognize revenue over time using a proportional performance model, representing the transfer of goods or services as we perform activities over the term of the agreement.

Research and Development Expense

Research and development costs are expensed as incurred and include salaries, benefits and other operating costs such as outside services, supplies and allocated overhead costs. We perform research and development for our proprietary drug candidates and technology development and for certain third parties under collaboration agreements. For our proprietary drug candidates and our internal technology development programs, we invest our own funds without reimbursement from a third party. Where we perform research and development activities under a clinical joint development collaboration, such as our collaboration with BMS, we record the cost reimbursement from our partner as a reduction to research and development expense when reimbursement amounts are due to us under the agreement.

We record an accrued expense for the estimated costs of our clinical trial activities performed by third parties. The financial terms of these agreements are subject to negotiation, vary from contract to contract and may result in uneven payment flows to our vendors. Payments under the contracts depend on factors such as the achievement of certain events, successful enrollment of patients, and completion of certain clinical trial activities. We generally accrue costs associated with the start-up and reporting phases of the clinical trials ratably over the estimated duration of the start-up and reporting phases. We generally accrue costs associated with the treatment phase of clinical trials based on the estimated activities performed by our third parties. We may also accrue expenses based on the total estimated cost of the treatment phase on a per patient basis and expense the per patient cost ratably over the estimated patient treatment period based on patient enrollment in the trials. In specific circumstances, such as for certain time-based costs, we recognize clinical trial expenses using a methodology that we consider to be more reflective of the timing of costs incurred.

We record an accrued expense for the estimated costs of our contract manufacturing activities performed by third parties. The financial terms of these agreements are subject to negotiation, vary from contract to contract and may result in uneven payment flows to our vendors. Payments under the contracts include upfront payments and milestone payments, which depend on factors such as the achievement of the completion of certain stages of the manufacturing process. For purposes of recognizing expense, we assess whether we consider the production process is sufficiently defined to be considered the delivery of a good, as evidenced by predictive or contractually required yields in the production process or payment terms based on the actual yield, or the delivery of a service, where processes and yields are developing and less certain. If we consider the process to be the delivery of a good, we recognize expense when the drug product is delivered, or we otherwise bear risk of loss. If we consider the process to be the delivery of a service, we recognize expense based on our best estimates of the contract manufacturer's progress towards completion of the stages in the contracts. We recognize and amortize upfront payments and accrue liabilities based on the specific terms of each arrangement. Certain arrangements may provide upfront payments for certain stages of the arrangement and milestone payments for the completion of certain stages, and, accordingly, we may record advance payments for services that have not been completed or goods not delivered and liabilities for stages where the contract manufacturer is entitled to a milestone payment.

We capitalize advance payments for goods or services that will be used or rendered for future research and development activities and recognize expense as the related goods are delivered or services performed. We base our estimates on the best

information available at the time. However, additional information may become available to us which may allow us to make a more accurate estimate in future periods. In this event, we may be required to record adjustments to research and development expenses in future periods when the actual level of activity becomes more certain. We generally consider such increases or decreases in cost as changes in estimates and reflect them in research and development expenses in the period identified.

Income Taxes

For the three and nine months ended September 30, 2019, we recorded an income tax provision for our Nektar India operations at an effective tax rate of approximately 33%. Due to our net loss and unrealized gain on available-for-sale securities in the nine months ended September 30, 2019, we recorded a tax provision against such unrealized gain with an offsetting tax benefit in continuing operations of $1.3 million. For the three months ended September 30, 2019, however, since we had a loss on our available-for-sale securities, we recorded a benefit of $0.3 million against our unrealized loss in available-for-sale securities with an offsetting expense in continuing operations. We have fully reserved our U.S. federal deferred tax assets generated from our net operating losses, as we believe it is not more likely than not that the benefit will be realized.

For the nine months ended September 30, 2018, as a result of taxable income in India and the U.S., resulting primarily from income recognized from the upfront payment from BMS, we recorded a global income tax provision at an effective tax rate of approximately 0.4%. The income tax benefit for the three months ended September 30, 2018 reflects our pre-tax loss for that period. Our income resulted in tax liabilities in certain states where we did not have sufficient net operating losses to offset our estimated apportioned taxable income. Our effective tax rate was based on certain assumptions and other estimates regarding the apportionment of taxable income and the states in which we had nexus in 2018. Our apportionment of taxable income included estimates of the apportionment of the BMS upfront payment based on estimates of activities to be carried out under the collaboration agreement with BMS, as well as estimates of the apportionment of other sources of income. Our effective tax rate reflected the release of the valuation allowance of net operating loss carryforwards and other tax credits to offset U.S. federal and state taxable income.

Recent Accounting Pronouncements

In November 2018, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update 2018-18: Clarifying the Interaction between Topic 808 and Topic 606 (ASU 2018-18). The guidance clarifies that certain transactions between collaborative arrangement participants should be accounted for as revenue under ASC 606 when the collaborative arrangement participant is a customer for a promised good or service that is distinct within the collaborative arrangement. The guidance also precludes entities from presenting amounts related to transactions with a collaborative arrangement participant that is not a customer as revenue, unless those transactions are directly related to third-party sales. ASU 2018-18 is effective in the first quarter of 2020 and should be applied retrospectively to January 1, 2018, when we adopted ASC 606. Early adoption is permitted. We are evaluating the effect of adoption, but we do not expect a material effect on our revenue.

In June 2016, the FASB issued ASU 2016-13: Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments. The guidance modifies the measurement and recognition of credit losses for most financial assets and certain other instruments. The amendment updates the guidance for measuring and recording credit losses on financial assets measured at amortized cost by replacing the “incurred loss” model with an “expected loss” model. Accordingly, we will present these financial assets at the net amount we expect to collect. The amendment also requires that we record credit losses related to available-for-sale debt securities as an allowance through net income rather than reducing the carrying amount under the current, other-than-temporary-impairment model. ASU 2016-13 is effective in the first quarter of 2020. Early adoption is permitted. We are currently evaluating the impact of adoption of this ASU, but we do not anticipate that adoption will have a material effect on our Condensed Consolidated Financial Statements.

Note 2 — Cash and Investments in Marketable Securities

Cash and investments in marketable securities, including cash equivalents, are as follows (in thousands):

	Estimated Fair Value at	
	September 30, 2019	December 31, 2018
Cash and cash equivalents	$ 81,224	$ 194,905
Short-term investments	1,414,448	1,140,445
Long-term investments	231,082	582,889
Total cash and investments in marketable securities	$ 1,726,754	$ 1,918,239

We invest in liquid, high quality debt securities. Our investments in debt securities are subject to interest rate risk. To minimize the exposure due to an adverse shift in interest rates, we invest in securities with maturities of two years or less and maintain a weighted average maturity of one year or less. As of September 30, 2019 and December 31, 2018, all of our long-term investments had maturities between one and two years.

Gross unrealized gains and losses were not significant at either September 30, 2019 or December 31, 2018. During the three and nine months ended September 30, 2019 and the three months ended September 30, 2018, we sold no available-for-sale securities. During the nine months ended September 30, 2018, we sold available-for-sale securities totaling $12.0 million, and gross realized gains and losses on those 2018 sales were not significant. The cost of securities sold is based on the specific identification method.

Under the terms of our 7.75% senior secured notes due October 2020, we are required to maintain a minimum cash and investments in marketable securities balance of $60.0 million.

Our portfolio of cash and investments in marketable securities includes (in thousands):

	Fair Value Hierarchy Level	Estimated Fair Value at	
		September 30, 2019	December 31, 2018
Corporate notes and bonds	2	$ 1,163,575	$ 1,288,986
Corporate commercial paper	2	482,468	498,048
Obligations of U.S. government agencies	2	—	12,977
Available-for-sale investments		1,646,043	1,800,011
Money market funds	1	45,674	105,656
Certificate of deposit	N/A	6,871	6,760
Cash	N/A	28,166	5,812
Total cash and investments in marketable securities		$ 1,726,754	$ 1,918,239

Level 1 — Quoted prices in active markets for identical assets or liabilities.

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

We use a market approach to value our Level 2 investments. The disclosed fair value related to our investments is based on market prices from a variety of industry standard data providers and generally represents quoted prices for similar assets in active markets or has been derived from observable market data.

During the three and nine months ended September 30, 2019 and 2018, there were no transfers between Level 1 and Level 2 of the fair value hierarchy.

Level 3 — Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

Additionally, as of September 30, 2019, based on a discounted cash flow analysis using Level 3 inputs including financial discount rates, we believe the fair value of the $250.0 million in principal amount of our 7.75% senior secured notes due October 2020 is approximately $252.5 million. We may redeem some or all of these notes at a redemption price equal to the principal amount of the notes plus accrued and unpaid interest to the redemption date.

Note 3 — Inventory

Inventory consists of the following (in thousands):

	September 30, 2019	December 31, 2018
Raw materials	$ 1,586	$ 1,846
Work-in-process	7,961	6,403
Finished goods	4,173	3,132
Total inventory	$ 13,720	$ 11,381

We manufacture finished goods inventory upon receipt of firm purchase orders, and we may manufacture certain intermediate work-in-process materials and purchase raw materials based on purchase forecasts from our collaboration partners. We include direct materials, direct labor, and manufacturing overhead in inventory and determine cost on a first-in, first-out basis for raw materials and on a specific identification basis for work-in-process and finished goods. We value inventory at the lower of cost or net realizable value, and we write down defective or excess inventory to net realizable value based on historical experience or projected usage. We expense inventory related to our research and development activities as manufactured by us or when purchased. Before the regulatory approval of our drug candidates, we recognize research and development expense for the manufacture of drug products that could potentially be available to support the commercial launch of our drug candidates, if approved.

Note 4 — Leases

In August 2017, we entered into a Lease Agreement (the Mission Bay Lease) with ARE-San Francisco No. 19, LLC (ARE) and terminated our sublease with Pfizer, Inc., effectively extending our lease term from 2020 to 2030 for our 145,085 square foot corporate office and R&D facility located at 455 Mission Bay Boulevard, San Francisco, California (the Mission Bay Facility). The term of the Mission Bay Lease commenced on September 1, 2017, and will expire on January 31, 2030, subject to our right to extend the term of the lease for two consecutive five-year periods, which we have excluded from our determination of the lease term. The monthly base rent for the Mission Bay Facility will escalate over the term of the lease at various intervals. During the term of the Mission Bay Lease, we are responsible for paying our share of operating expenses specified in the lease, including utilities, common area maintenance, insurance and taxes. The Mission Bay Lease also obligates us to rent from ARE a total of an additional approximately 8,000 square feet of space at the Mission Bay Facility. During the nine months ended September 30, 2019, ARE delivered 10,729 square feet of space, and therefore we recognized right-of-use assets and lease liabilities of $5.0 million for the space. The Mission Bay Lease includes various covenants, indemnities, defaults, termination rights, security deposits and other provisions customary for lease transactions of this nature.

In May 2018, we entered into a Lease Agreement (the Third Street Lease) with Kilroy Realty Finance Partnership, L.P. (Kilroy) to lease 135,936 square feet of space located at 360 Third Street, San Francisco, California (the Third Street Facility) from June 2018 to January 31, 2030, subject to our right to extend the term for a consecutive five-year period, which we have excluded from our determination of the lease term. Kilroy delivered an initial 1,726 square feet in June 2018, a total of 67,105 square feet for two additional spaces in December 2018, and the final 67,105 square feet for four spaces in August 2019. As a result of the delivery of the final spaces during the nine months ended September 30, 2019, we recognized an additional right-of-use asset and lease liability of $51.0 million. The Third Street Lease provides us additional facilities to support our San Francisco-based R&D activities. Our fixed monthly base rent on an industrial gross lease basis includes certain expenses and property taxes paid directly by the landlord and will escalate each year over the term at specified intervals. We have a one-time right of first offer with respect to certain additional rental space at the Third Street Facility. The Third Street Lease includes various covenants, indemnities, defaults, termination rights, security deposits and other provisions customary for lease transactions of this nature.

The components of lease costs, which we include in operating expenses in our Condensed Consolidated Statements of Operations, were as follows (in thousands):

	Three months ended September 30,		Nine months ended September 30,	
	2019	2018	2019	2018
Operating lease cost	$ 4,116	$ 1,927	$ 10,030	$ 5,651
Variable lease cost	1,485	1,096	4,539	3,371
Total lease costs	$ 5,601	$ 3,023	$ 14,569	$ 9,022

During the nine months ended September 30, 2019, we paid $5.1 million for amounts included in the measurement of lease liabilities, which we include in net cash provided by (used in) operating activities in our Condensed Consolidated Statement of Cash Flows.

As of September 30, 2019, the maturities of our operating lease liabilities were as follows (in thousands):

Year ended December 31,	
2019 (Three months ended)	$ 2,400
2020	15,283
2021	19,026
2022	19,633
2023	20,257
2024	20,899
2025 and thereafter	116,881
Total lease payments	214,379
Less: portion representing interest	(56,621)
Less: lease incentives	(3,341)
Operating lease liabilities	154,417
Less: current portion	(9,318)
Operating lease liabilities, less current portion	$ 145,099

As of September 30, 2019, the weighted-average remaining lease term is 10.3 years and the weighted-average discount rate used to determine the operating lease liability was 5.9%.

Note 5 — Liability Related to Sale of Future Royalties

On February 24, 2012, we entered into a Purchase and Sale Agreement (the Purchase and Sale Agreement) with RPI Finance Trust (RPI), an affiliate of Royalty Pharma, pursuant to which we sold, and RPI purchased, our right to receive royalty payments (the Royalty Entitlement) arising from the worldwide net sales, from and after January 1, 2012, of (a) CIMZIA®, under our license, manufacturing and supply agreement with UCB Pharma (UCB), and (b) MIRCERA®, under our license, manufacturing and supply agreement with F. Hoffmann-La Roche Ltd and Hoffmann-La Roche Inc. (together referred to as Roche). We received aggregate cash proceeds of $124.0 million for the Royalty Entitlement. As part of this sale, we incurred approximately $4.4 million in transaction costs, which are amortized to interest expense over the estimated life of the Purchase and Sale Agreement. Although we sold all of our rights to receive royalties from the CIMZIA® and MIRCERA® products, as a result of our ongoing manufacturing and supply obligations related to the generation of these royalties, we continue to account for these royalties as revenue. We recorded the $124.0 million in proceeds from this transaction as a liability (Royalty Obligation) that is amortized using the interest method over the estimated life of the Purchase and Sale Agreement as royalties from the CIMZIA® and MIRCERA® products are remitted directly to RPI. During the nine months ended September 30, 2019 and 2018, we recognized $27.6 million and $24.3 million, respectively, in non-cash royalty revenue from net sales of CIMZIA® and MIRCERA®, and we recorded $17.9 million and $14.8 million, respectively, of related non-cash interest expense.

We periodically assess the estimated royalty payments to RPI from UCB and Roche, and, to the extent such payments are greater or less than our initial estimates or the timing of such payments is materially different from our original estimates, we will prospectively adjust the amortization of the Royalty Obligation. From inception through 2017, our estimate of the total interest expense on the Royalty Obligation resulted in an effective annual interest rate of approximately 17%. During the three months ended December 31, 2017, our estimate of the effective annual interest rate over the life of the agreement increased to 17.6%, which resulted in a prospective interest rate of approximately 21%. During the three months ended December 31, 2018, primarily

as a result of increases in the forecasted sales of MIRCERA®, our estimate of the effective annual interest rate over the life of the agreement increased to 18.7%, which results in a prospective interest rate of 29%.

The Purchase and Sale Agreement grants RPI the right to receive certain reports and other information relating to the Royalty Entitlement and contains other representations and warranties, covenants and indemnification obligations that are customary for a transaction of this nature. To our knowledge, we are currently in compliance with these provisions of the Purchase and Sale Agreement; however, if we were to breach our obligations, we could be required to pay damages to RPI that are not limited to the purchase price we received in the sale transaction.

Note 6 — Commitments and Contingencies

Legal Matters

From time to time, we are involved in lawsuits, arbitrations, claims, investigations and proceedings, consisting of intellectual property, commercial, employment and other matters, which arise in the ordinary course of business. We make provisions for liabilities when it is both probable that a liability has been incurred and the amount of the loss can be reasonably estimated. Such provisions are reviewed at least quarterly and adjusted to reflect the impact of settlement negotiations, judicial and administrative rulings, advice of legal counsel, and other information and events pertaining to a particular case. Litigation is inherently unpredictable. If any unfavorable ruling were to occur in any specific period, there exists the possibility of a material adverse impact on the results of our operations of that period and on our cash flows and liquidity.

On October 30, 2018, we and certain of our executives were named in a putative securities class action complaint filed in the U.S. District Court for the Northern District of California, which complaint was subsequently amended on May 15, 2019. Also, on February 13, 2019, and February 18, 2019, shareholder derivative complaints were filed in the U.S. District Court for the District of Delaware naming the CEO, CFO and certain members of Nektar's board. Both the class action and shareholder derivative actions assert, among other things, that for a period beginning at least from November 11, 2017 through October 2, 2018, our stock was inflated due to alleged misrepresentations about the efficacy and safety of NKTR-214. In addition, on August 19, 2019, we and certain of our executives were named in a putative securities class action complaint filed in the U.S. District Court for the Northern District of California, which complaint asserted, among other things, that for a period between February 15, 2019 and August 8, 2019, inclusive, our stock was inflated due to an alleged failure to disclose a NKTR-214 manufacturing issue. All of these cases are in the early stages. Accordingly, we cannot reasonably estimate any range of potential future charges, and we have not recorded any accrual for a contingent liability associated with these legal proceedings. However, an unfavorable resolution could potentially have a material adverse effect on our business, financial condition, and results of operations or prospects, and potentially result in paying monetary damages.

Indemnifications in Connection with Commercial Agreements

As part of our collaboration agreements with our partners related to the license, development, manufacture and supply of drugs and PEGylation materials based on our proprietary technologies and drug candidates, we generally agree to defend, indemnify and hold harmless our partners from and against third party liabilities arising out of the agreement, including product liability (with respect to our activities) and infringement of intellectual property to the extent the intellectual property is developed by us and licensed to our partners. The term of these indemnification obligations is generally perpetual any time after execution of the agreement. There is generally no limitation on the potential amount of future payments we could be required to make under these indemnification obligations.

From time to time, we enter into other strategic agreements such as divestitures and financing transactions pursuant to which we are required to make representations and warranties and undertake to perform or comply with certain covenants, including our obligation to RPI described in Note 5. In the event it is determined that we breached certain of the representations and warranties or covenants made by us in any such agreements, we could incur substantial indemnification liabilities depending on the timing, nature, and amount of any such claims.

To date, we have not incurred costs to defend lawsuits or settle claims related to these indemnification obligations, representations or warranties. Because the aggregate amount of any potential indemnification obligation is not a stated amount, we cannot reasonably estimate the overall maximum amount of any such obligations. We have recorded no liabilities for these obligations in our Condensed Consolidated Balance Sheets at either September 30, 2019 or December 31, 2018.

Note 7 — License and Collaboration Agreements

We have entered into various collaboration agreements including license agreements and collaborative research, development and commercialization agreements with various pharmaceutical and biotechnology companies. Under these collaboration arrangements, we are entitled to receive license fees, upfront payments, milestone and other contingent payments, royalties, sales milestone payments, and payments for the manufacture and supply of our proprietary PEGylation materials and/or reimbursement for research and development activities. Our partners may generally cancel our collaboration agreements without significant financial penalty. We generally include our costs of performing these services in research and development expense, except for costs for product sales to our collaboration partners which we include in cost of goods sold. We analyze our agreements to determine whether we should account for the agreements within the scope of ASC 808, and, if so, we analyze whether we should account for any elements under ASC 606.

In accordance with our collaboration agreements, we recognized license, collaboration and other revenue as follows (in thousands):

		Three months ended September 30,		Nine months ended September 30,	
Partner	**Drug or Drug Candidate**	**2019**	**2018**	**2019**	**2018**
Bristol-Myers Squibb Company	NKTR-214	$ —	$ —	$ —	$ 1,059,768
Eli Lilly and Company	NKTR-358	1,500	3,221	5,200	8,627
Amgen, Inc.	Neulasta®	1,250	1,250	3,750	3,750
Baxalta Inc. / Takeda Pharmaceutical Company Ltd. and other	ADYNOVATE®	371	404	910	10,703
License, collaboration and other revenue		$ 3,121	$ 4,875	9,860	$ 1,082,848

In the three and nine months ended September 30, 2019, we recognized $20.5 million and $56.6 million of revenue for performance obligations that we had satisfied in prior periods, respectively. This amount includes all of our royalty revenue and non-cash royalty revenue because these royalties substantially relate to the licenses that we had previously granted.

In the three and nine months ended September 30, 2018, we recognized $18.6 million and $64.2 million of revenue for performance obligations that we had satisfied in prior periods. This amount includes all of our royalty revenue and non-cash royalty revenue because these royalties substantially relate to the licenses that we had previously granted. This amount also includes the $10.0 million development milestone payment earned and received from Baxalta Inc. in the nine months ended September 30, 2018 described below.

The following table presents the changes in our deferred revenue balance from our collaboration agreements during the nine months ended September 30, 2019 (in thousands):

	Nine months ended September 30, 2019
Deferred revenue—December 31, 2018	$ 24,636
Recognition of previously unearned revenue	(9,465)
Deferred revenue—September 30, 2019	$ 15,171

Our balance of deferred revenue contains the transaction price from our collaboration agreements allocated to performance obligations which are partially unsatisfied. We expect to recognize approximately $8.4 million of our deferred revenue over the next twelve months and recognize the remaining $6.8 million over several years.

As of September 30, 2019, our collaboration agreements with partners included potential future payments for development and regulatory milestones totaling approximately $1.7 billion, including amounts from our agreements with BMS and Eli Lilly and Company described below. In addition, under our collaboration agreements we are entitled to receive contingent sales milestone payments, other contingent payments and royalty payments, as described below.

There have been no material changes to our collaboration agreements in the three and nine months ended September 30, 2019, except as described below.

***Bristol-Myers Squibb Company (BMS)**: Bempegaldesleukin, also referred to as NKTR-214*

On February 13, 2018, we entered into a Strategic Collaboration Agreement (BMS Collaboration Agreement) and a Share Purchase Agreement with BMS, both of which became effective on April 3, 2018. Pursuant to these agreements, we and BMS are

jointly developing NKTR-214, including, without limitation, in combination with BMS's Opdivo® (nivolumab) and Opdivo® plus Yervoy® (ipilimumab), and other compounds of BMS, us or any third party. The parties have agreed to jointly commercialize NKTR-214 on a worldwide basis. We retained the right to record all worldwide sales for NKTR-214. We will share global commercialization profits and losses with BMS for NKTR-214, with Nektar sharing 65% and BMS sharing 35% of the net profits and losses. The parties will share the internal and external development costs for NKTR-214 in combination regimens based on each party's relative ownership interest in the compounds included in the regimens. In accordance with the agreement, the parties will share development costs for NKTR-214 in combination with Opdivo®, 67.5% of costs to BMS and 32.5% to Nektar, and for NKTR-214 in a triplet combination with Opdivo® and Yervoy®, 78% of costs to BMS and 22% to Nektar. The parties will share costs for the manufacturing of NKTR-214, 35% of costs to BMS and 65% to Nektar.

The BMS Collaboration Agreement superseded and replaced the Clinical Trial Agreement we entered into with BMS in September 2016 to develop NKTR-214 in combination with Opdivo®. Under the Clinical Trial Agreement, we acted as the sponsor of each Combination Therapy Trial and BMS was responsible for 50% of all out-of-pocket costs reasonably incurred in connection with third party contract research organizations, laboratories, clinical sites and institutional review boards. We recorded cost reimbursement payments to us from BMS as a reduction to research and development expense. Each party was otherwise responsible for its own internal costs, including internal personnel costs, incurred in connection with each Combination Therapy Trial.

Upon the effective date of the BMS Collaboration Agreement in April 2018, BMS paid us a non-refundable upfront cash payment of $1.0 billion. We are eligible to receive additional cash payments up to a total of approximately $1.4 billion upon the achievement of certain development and regulatory milestones and up to a total of $350.0 million upon the achievement of certain sales milestones. In April 2018, BMS also purchased 8,284,600 shares of our common stock pursuant to the Share Purchase Agreement for total additional cash consideration of $850.0 million.

We determined that the BMS Collaboration Agreement falls within the scope of ASC 808. As mentioned above, BMS shares certain percentages of development costs incurred by us and we share certain percentages of development costs incurred by BMS. We consider these activities to represent collaborative activities under ASC 808, and we recognize such cost sharing proportionately with the performance of the underlying services. We recognize BMS' reimbursement of our costs as a reduction of research and development expense and our reimbursement of BMS' costs as research and development expense. During the three and nine months ended September 30, 2019, we recorded $28.3 million and $81.4 million, respectively, as a reduction of research and development expense for BMS' share of our expenses, net of our share of BMS' expenses. During the three and nine months ended September 30, 2018, we recorded $18.9 million and $42.8 million, respectively, as a reduction of research and development expense for BMS' share of our expenses, net of our share of BMS' expenses. As of September 30, 2019, we have recorded a receivable of $27.7 million from BMS in accounts receivable in our Condensed Consolidated Balance Sheet.

We analogized to ASC 606 for the accounting for our two performance obligations, consisting of the delivery of the licenses to develop and commercialize NKTR-214 and our participation on joint steering and other collaboration committees. We determined that our committee participation is not material.

We aggregated the total consideration of $1.85 billion received under the agreements and allocated it between the stock purchase and the revenue-generating elements, because we and BMS negotiated the agreements together and the effective date of the BMS Collaboration Agreement was dependent upon the effective date of the Share Purchase Agreement. We recorded the estimated fair value of the shares of $790.2 million in stockholders' equity based on the closing date price of our common stock of $99.36, adjusted for a discount for lack of marketability reflecting the unregistered nature of the shares. We allocated the remaining $1,059.8 million to the transaction price of the collaboration agreement. We consider the future potential development, regulatory and sales milestones of up to approximately $1.8 billion to be variable consideration. We excluded these milestones from the transaction price during 2018 and as of September 30, 2019 due to the significant uncertainties involved with clinical development and regulatory approval. We re-evaluate the transaction price at each reporting period and as uncertain events are resolved or other changes in circumstances occur.

Accordingly, we allocated the entire transaction price of $1,059.8 million to the granting of the licenses and therefore recognized $1,059.8 million during the nine months ended September 30, 2018 as license, collaboration and other revenue.

***Eli Lilly and Company (Lilly)**: NKTR-358*

On July 23, 2017, we entered into a worldwide license agreement with Eli Lilly and Company (Lilly), which became effective on August 23, 2017, to co-develop NKTR-358, a novel immunological drug candidate that we invented. Under the terms of the agreement, we (i) received an initial payment of $150.0 million in September 2017 and are eligible for up to $250.0 million in additional development milestones, (ii) will co-develop NKTR-358 with Lilly, for which we are responsible for completing

Phase 1 clinical development and certain drug product development and supply activities, (iii) will share with Lilly Phase 2 development costs with 75% of those costs borne by Lilly and 25% of the costs borne by us, (iv) will have the option to contribute funding to Phase 3 development on an indication-by-indication basis ranging from zero to 25% of development costs, and (v) will have the opportunity to receive up to double-digit sales royalty rates that escalate based upon our Phase 3 development cost contribution and the level of annual global product sales. Lilly will be responsible for all costs of global commercialization, and we will have an option to co-promote in the U.S. under certain conditions. A portion of the development milestones may be reduced by 50% under certain conditions, related to the final formulation of the approved product and the timing of prior approval (if any) of competitive products with a similar mechanism of action, which could reduce these milestone payments by 75% if both conditions occur.

The agreement will continue until Lilly no longer has any royalty payment obligations or, if earlier, the termination of the agreement in accordance with its terms. The agreement may be terminated by Lilly for convenience, and may also be terminated under certain other circumstances, including material breach.

We identified our license grant to Lilly, our ongoing Phase 1 clinical development obligation and our drug product development obligation as the significant performance obligations in the arrangement. The valuation of each performance obligation involves significant estimates and assumptions, including but not limited to, expected market opportunity and pricing, assumed royalty rates, clinical trial costs, timelines and likelihood of success; in each case these estimates and assumptions covering long time periods. We determined the selling price for the license based on a discounted cash flow analysis of projected revenues from NKTR-358 and development and commercial costs using a discount rate based on a market participant's weighted-average cost of capital adjusted for forecasting risk. We determined the selling prices for our Phase 1 clinical development and drug product development deliverables based on the nature of the services to be performed and estimates of the associated efforts and third-party rates for similar services.

Although we are entitled to significant development milestones under this arrangement, through September 30, 2019, we have excluded such milestones from the transaction price due to the significant uncertainties involved with clinical development. We have therefore determined the transaction price to consist of the upfront payment of $150.0 million in September 2017. Based on our estimates of the standalone selling prices of the performance obligations, we allocated the $150.0 million upfront payment as $125.9 million to the license, $17.6 million to the Phase 1 clinical development and $6.5 million to the drug product development.

We recognized the $125.9 million of revenue allocated to the license upon the effective date of the license agreement in August 2017, since we determined that the license was a right to use our intellectual property, for which, as of the effective date, we had provided all necessary information to Lilly to benefit from the license and the license term had begun. We recognize revenue for the Phase 1 clinical development and drug product development using an input method, using costs incurred, as this method depicts our progress towards providing Lilly with the results of clinical trials and drug production processes. As of September 30, 2019, we have deferred revenue of approximately $3.1 million related to this agreement, which we expect to recognize through early 2020, the estimated end of our performance obligations under this agreement.

***Baxalta Inc. / Takeda Pharmaceutical Company Ltd**: Hemophilia*

We are a party to an exclusive research, development, license and manufacturing and supply agreement with Baxalta Inc. (Baxalta), a subsidiary of Takeda Pharmaceutical Company Ltd. (Takeda), entered into in September 2005 to develop products designed to improve therapies for Hemophilia A patients using our PEGylation technology. Under the terms of the agreement, we are entitled to research and development funding for our active programs, which are now complete for Factor VIII, and are responsible for supplying Takeda with its requirements for our proprietary materials. Takeda is responsible for all clinical development, regulatory, and commercialization expenses. The agreement is terminable by the parties under customary conditions.

This Hemophilia A program includes ADYNOVATE®, which was approved by the United States Food and Drug Administration (FDA) in November 2015 for use in adults and adolescents, aged 12 years and older, who have Hemophilia A, and is now marketed in the U.S., the European Union, and many other countries. As a result of the marketing authorization in the EU in January 2018, we earned a $10.0 million development milestone, which we received in March 2018. We updated the transaction price for this milestone in January 2018 since we had previously excluded it due to the significant uncertainty from regulatory approval. Based on the terms of this milestone, we allocated the entire milestone to the license grant and research and development services, and therefore recognized the entire $10.0 million in the nine months ended September 30, 2018 as we had previously satisfied those performance obligations. In December 2018, we earned an additional $10.0 million milestone for annual sales of ADYNOVATE®/ADYNOVI™ reaching a certain specified amount. In addition, we are entitled to an additional

sales milestone upon achievement of an annual worldwide net sales target and royalties based on worldwide net sales of products resulting from this agreement.

In October 2017, we entered into a right to sublicense agreement with Baxalta, under which we granted to Baxalta the right to grant a nonexclusive sublicense to certain patents that were previously exclusively licensed to Baxalta under our 2005 agreement. Under the right to sublicense agreement, Baxalta paid us $12.0 million in November 2017 and agreed to pay us single digit royalty payments based upon net sales of the products covered under the sublicense throughout the term of the agreement.

Our remaining unsatisfied performance obligation consists of our ongoing supply of PEGylation materials at a price less than the standalone selling price of these materials. As of September 30, 2019, our deferred revenue from this arrangement is not significant.

***Amgen, Inc**.: Neulasta®*

In October 2010, we amended and restated an existing supply and license agreement by entering into a supply, dedicated suite and manufacturing guarantee agreement (the Amended and Restated Agreement) and a license agreement with Amgen, Inc. and Amgen Manufacturing, Limited (together referred to as Amgen). Under the terms of the Amended and Restated Agreement, we received a $50.0 million payment in the fourth quarter of 2010 in return for our guaranteeing the supply of certain quantities of our proprietary PEGylation materials to Amgen.

We determined that our obligation to manufacture and supply our PEGylation materials and to maintain the dedicated manufacturing suite solely for the production of such materials for Amgen represented an obligation to stand ready to manufacture such materials. We concluded that we should recognize revenue based on the passage of time as this method depicts the satisfaction of Amgen's right to require production of PEGylation materials at any time. As of September 30, 2019, we have deferred revenue of approximately $5.4 million related to this agreement, which we expect to recognize through October 2020, the estimated end of our obligations under this agreement.

***AstraZeneca AB**: MOVANTIK® (naloxegol oxalate), previously referred to as naloxegol and NKTR-118*

In September 2009, we entered into an agreement with AstraZeneca AB (AstraZeneca) under which we granted AstraZeneca a worldwide, exclusive license under our patents and other intellectual property to develop, market, and sell MOVANTIK®. AstraZeneca is responsible for all research, development and commercialization costs and related decisions for MOVANTIK®. In September 2014 and December 2014, MOVANTIK® /MOVENTIG® was approved in the US and EU, respectively. As of September 30, 2019, we have received a total of $385.0 million of upfront and contingent milestone payments from this agreement, all of which was received in or before 2015. In addition, we are entitled to significant and escalating double-digit royalty payments and sales milestone payments based on annual worldwide net sales of MOVANTIK®.

In March 2016, AstraZeneca announced that it had entered into an agreement with ProStrakan Group plc, a subsidiary of Kyowa Hakko Kirin Co. Ltd. (Kirin), granting Kirin exclusive marketing rights to MOVENTIG® in the EU, Iceland, Liechtenstein, Norway and Switzerland. Under our license agreement with AstraZeneca, we and AstraZeneca will share the upfront payment, market access milestone payments, royalties and sales milestone payments made by Kirin to AstraZeneca with AstraZeneca receiving 60% and Nektar receiving 40%.

As of September 30, 2019, we do not have deferred revenue related to our agreement with AstraZeneca.

As part of its approval of MOVANTIK®, the FDA required AstraZeneca to perform a post-marketing, observational epidemiological study comparing MOVANTIK® to other treatments of opioid-induced constipation in patients with chronic, non-cancer pain. As a result, the royalty rate payable to us from net sales of MOVANTIK® in the U.S. by AstraZeneca can be reduced by up to two percentage points to fund 33% of the external costs incurred by AstraZeneca to fund such post approval study, subject to a $35.0 million aggregate cap. As of September 30, 2019, our cumulative share of the post-approval study expenses since 2015 totaled $1.7 million. AstraZeneca may only recover costs incurred by the reduction of the royalty payable to us. In no case can amounts be recovered by the reduction of a contingent payment due from AstraZeneca to us or through a payment from us to AstraZeneca.

Other

In addition, as of September 30, 2019, we have a number of other collaboration agreements, including with our collaboration partners UCB Pharma and Halozyme Therapeutics, Inc., under which we are entitled to up to a total of $45.5 million of development milestone payments upon achievement of certain development objectives, as well as sales milestones upon

achievement of annual sales targets and royalties based on net sales of commercialized products, if any. However, given the current phase of development of the potential products under these collaboration agreements, we cannot estimate the probability or timing of achieving these milestones and, therefore, have excluded all development milestones from the respective transaction prices for these agreements. As of September 30, 2019, we have deferred revenue of approximately $6.0 million related to these other collaboration agreements.

Note 8 — Stock-Based Compensation

We recognized total stock-based compensation expense in our Condensed Consolidated Statements of Operations as follows (in thousands):

	Three months ended September 30,		Nine months ended September 30,	
	2019	2018	2019	2018
Cost of goods sold	$ 1,119	$ 1,176	$ 3,208	$ 3,470
Research and development	15,680	15,365	47,549	40,449
General and administrative	8,081	6,746	24,030	19,976
Total stock-based compensation	$ 24,880	$ 23,287	$ 74,787	$ 63,895

We issued stock-based awards and resulting shares of our common stock as follows (shares in thousands):

	Three months ended September 30,		Nine months ended September 30,	
	2019	2018	2019	2018
Options granted	131	190	246	929
Weighted-average grant-date fair value of options granted	$ 13.43	$ 30.52	$ 15.81	$ 39.28
RSUs granted	316	152	712	558
Weighted-average grant-date fair value of RSUs granted	$ 28.00	$ 57.27	$ 31.80	$ 54.49
Shares issued under equity compensation plans	820	642	2,256	5,248

Note 9 — Net Income (Loss) Per Share

We calculate basic net income (loss) per share based on the weighted-average number of common shares outstanding during the periods presented and calculate diluted net income (loss) per share based on the weighted-average number of shares of common stock outstanding, including potentially dilutive securities. For all periods presented in the accompanying Condensed Consolidated Statements of Operations, our net income (loss) available to common stockholders equals the reported net income (loss).

For the three and nine months ended September 30, 2019 and the three months ended September 30, 2018, basic and diluted net loss per share are the same due to our net losses and the requirement to exclude potentially dilutive securities which would have an antidilutive effect on net loss per share. During the three and nine months ended September 30, 2019 and the three months ended September 30, 2018, potentially dilutive securities consisted of the weighted-average common shares underlying outstanding stock options and RSUs, which totaled 17.2 million, 18.0 million and 17.6 million shares, respectively.

For the computation of diluted earnings per share for nine months ended September 30, 2018, we included approximately 11.3 million weighted-average common shares underlying stock options and RSUs under the treasury stock method and excluded approximately 3.2 million of shares of common stock underlying stock options because their effect was antidilutive.

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

The following discussion contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those discussed here. Factors that could cause or contribute to such differences include, but are not limited to those discussed in this section as well as factors described in Part II, Item 1A "Risk Factors."

Overview

Strategic Direction of Our Business

Nektar Therapeutics is a research-based biopharmaceutical company that discovers and develops innovative new medicines in areas of high unmet medical need. Our research and development pipeline of new investigational drugs includes treatments for cancer, autoimmune disease and chronic pain. We leverage our proprietary and proven chemistry platform to discover and design new drug candidates. These drug candidates utilize our advanced polymer conjugate technology platforms, which are designed to enable the development of new molecular entities that target known mechanisms of action. We continue to make significant investments in building and advancing our pipeline of proprietary drug candidates as we believe that this is the best strategy to build long-term stockholder value.

In immuno-oncology, we are executing a clinical development for bempegaldesleukin, also referred to as NKTR-214, in collaboration with Bristol-Myers Squibb Company (BMS) as well as other independent development work evaluating NKTR-214 in combination with other agents with potential complementary mechanisms of action. We announced in August that the FDA informed us that it had granted a Breakthrough Therapy designation for NKTR-214 in combination with Opdivo® for the treatment of patients with untreated unresectable or metastatic melanoma. We expect our research and development expense to continue to grow over the next few years as we expand and execute a broad clinical development program for NKTR-214. Under our collaboration development plan, we and BMS have started registration-enabling studies in first line metastatic melanoma, first line metastatic renal cell carcinoma, first line cisplatin ineligible, PD-L1 negative, locally advanced or metastatic urothelial cancer, second line metastatic non-small cell lung cancer (post-checkpoint inhibitor and chemotherapy), and we are in the process of finalizing the next set of registrational and non-registrational studies in additional tumor types that we will execute under the collaboration. For development work within our collaboration development plan, we share development costs based on each party's relative ownership interest in the compounds included in the regimen. For example, we share development costs for NKTR-214 in combination with Opdivo®, BMS 67.5% and Nektar 32.5%, and for NKTR-214 in a triplet combination with Opdivo® and Yervoy®, BMS 78% and Nektar 22%. For costs of manufacturing NKTR-214, however, BMS is responsible for 35% and Nektar is responsible for 65% of costs. Our share of development costs under the collaboration development plan is limited to an annual cap of $125 million. To the extent this annual cap is exceeded, we will recognize our full share of the research and development expense and BMS will reimburse us for the amount over the annual cap which will be recorded as a contingent liability. This contingent liability will be paid to BMS only if NKTR-214 is approved and solely by reducing a portion of our share of net profits following the first commercial sale of NKTR-214. In addition, under the BMS collaboration agreement, we are entitled to $1.43 billion of regulatory and commercial launch milestones, $650 million of which are associated with approval and launch of NKTR-214 in its first indication in the U.S., EU and Japan. As a result, whether and when NKTR-214 is approved in any indication will have a significant impact on our future results of operations and financial condition.

Outside of the collaboration development plan with BMS, we are conducting additional research and development activities evaluating NKTR-214 in combination with other agents that have potential complementary mechanisms of action. Our strategic objective is to establish NKTR-214 as a key component of many immuno-oncology combination regimens with the potential to enhance the standard of care in multiple oncology settings. On November 6, 2018, we entered into a clinical collaboration with Pfizer Inc. (Pfizer) to evaluate several combination regimens in multiple cancer settings, including metastatic castration-resistant prostate cancer and squamous cell carcinoma of the head and neck. The combination regimens in this collaboration will evaluate NKTR-214 with avelumab, a human anti-PD-L1 antibody in development by Merck KGaA (Merck), and Pfizer; talazoparib, a poly (ADP-ribose) polymerase (PARP) inhibitor developed by Pfizer; or enzalutamide, an androgen receptor inhibitor in development by Pfizer and Astellas Pharma Inc. We are planning a Phase 1 study this year in pancreatic cancer patients in collaboration with BioXcel Therapeutics Inc. (BioXcel) to evaluate a triplet combination of NKTR-214, BXCL-701 (a small molecule immune-modulator, DPP 8/9), and avelumab being supplied to BioXcel by Pfizer and Merck. We are also working in collaboration with Vaccibody AS (Vaccibody) to evaluate in a Phase 1 proof-of-concept study combining NKTR-214 with Vaccibody's personalized cancer neoantigen vaccine. With our non-BMS clinical collaborations for NKTR-214, we generally share clinical development costs on a substantially pro-rata basis commensurate with our ownership interest in the underlying compounds. We expect to continue to make significant and increasing investments exploring the potential of NKTR-214 with mechanisms of action that we believe are synergistic with NKTR-214 based on emerging scientific findings in cancer biology and preclinical development work.

We are also advancing other molecules, including NKTR-262 and NKTR-255, in our immuno-oncology portfolio. NKTR-262 is a small molecule agonist that targets toll-like receptors found on innate immune cells in the body. NKTR-262 is designed to stimulate the innate immune system and promote maturation and activation of antigen-presenting cells (APC), such as dendritic cells, which are critical to induce the body's adaptive immunity and create antigen-specific cytotoxic T cells. NKTR-262 is being developed as an intra-tumoral injection in combination with systemic NKTR-214 in order to induce an abscopal response and achieve the goal of complete tumor regression in cancer patients treated with both therapies. The Phase 1 dose-escalation trial is currently ongoing. NKTR-255 is a biologic that targets the interleukin-15 (IL-15) pathway in order to activate the body's innate and adaptive immunity. Signaling of the IL-15 pathway enhances the survival and function of natural killer (NK) cells and induces survival of both effector and CD8 memory T cells. Preclinical findings suggest NKTR-255 has the potential to synergistically combine with antibody dependent cellular toxicity molecules as well as enhance CAR-T therapies. We have initiated a first-in-human Phase 1 clinical study of NKTR-255 in adults with relapsed or refractory non-Hodgkin lymphoma or multiple myeloma. We are also designing other clinical trials in both liquid and solid tumor settings.

In immunology, we are developing NKTR-358, which is designed to correct the underlying immune system imbalance in the body that occurs in patients with autoimmune disease. NKTR-358 is designed to optimally target the IL-2 receptor complex in order to stimulate proliferation and growth of regulatory T cells. NKTR-358 is being developed as a once or twice monthly self-administered injection for a number of autoimmune diseases. In 2017, we entered into a worldwide license agreement with Eli Lilly and Company (Lilly) to co-develop NKTR-358. We received an initial payment of $150.0 million in September 2017 and are eligible for up to an additional $250.0 million for development and regulatory milestones. We are responsible for completing Phase 1 clinical development and certain drug product development and supply activities. We also share Phase 2 development costs with Lilly, with 75% of those costs borne by Lilly and 25% of the costs borne by us. We will have the option to contribute funding to Phase 3 development on an indication-by-indication basis, ranging from zero to 25% of the Phase 3 development costs. Lilly will be responsible for all costs of global commercialization and we will have an option to co-promote in the U.S. under certain conditions. We have completed the first Phase 1 dose-finding trial of NKTR-358 to evaluate single-ascending doses of NKTR-358 in approximately 100 healthy patients. The Phase 1 multiple-ascending dose trial to evaluate NKTR-358 in patients with systemic lupus erythematosus (SLE) was initiated in May 2018 and has completed treatment. On October 7, 2019, we announced initiation of two Phase 1b clinical studies of NKTR-358 in patients with psoriasis and atopic dermatitis.

In pain, we are developing NKTR-181 for the treatment of chronic low back pain in adult patients. NKTR-181 met its primary and key secondary endpoints in the SUMMIT-07 Phase 3 efficacy study in opioid-naïve patients with chronic low back pain and also demonstrated positive results in a pivotal human abuse potential study, long-term safety study, and several other clinical and non-clinical studies.

On May 31, 2018, we announced that we submitted an NDA for NKTR-181. The FDA missed the target action date of August 29, 2019 that it had assigned to our application under the Prescription Drug User Fee Act ("PDUFA"), and postponed product-specific advisory committee meetings for opioid analgesics, including one that was previously scheduled for NKTR-181 on August 21, 2019. We continue to work closely with the FDA as they review our NDA for NKTR-181, and we currently anticipate an advisory committee meeting for NKTR-181 will be formally scheduled to occur within the next several months.

If approved, we plan to commercialize NKTR-181 through our wholly owned subsidiary, Inheris Biopharma, Inc., with one or more potential capital partners to support commercial launch. Although substantial risks and uncertainties related to a successful and timely completion of establishing a commercialization infrastructure for NKTR-181 remain, we continue our work to establish a commercial launch capability for NKTR-181.

The level of our future research and development investment will depend on a number of trends and uncertainties including clinical outcomes, future studies required to advance programs to regulatory approval, and the economics related to potential future collaborations that may include up-front payments, development funding, milestones, and royalties. Over the next several years, we plan to continue to make significant investments to advance our early drug candidate pipeline.

We have historically derived all of our revenue and substantial amounts of operating capital from our collaboration agreements including the BMS collaboration for NKTR-214 that was effective on April 3, 2018, pursuant to which we recognized $1.06 billion in revenue and recorded $790.2 million in additional paid in capital for shares of our common stock issued in the transaction. While in the near-term we continue to expect to generate substantially all of our revenue from collaboration arrangements, including the potential $1.43 billion in development and regulatory milestones under the BMS collaboration, in the medium- to long-term, our plan is to generate significant revenue from proprietary products including NKTR-181 and NKTR-214. Since we do not have experience commercializing products or an established commercialization organization, there will be substantial risks and uncertainties in future years as we build commercial, organizational, and operational capabilities.

We also receive royalties and milestones from two approved drugs. We have a collaboration with AstraZeneca for MOVANTIK®, an oral peripherally-acting mu-opioid antagonist for the treatment of opioid-induced constipation in adult patients with non-cancer pain which was approved by the FDA and subsequently launched in March 2015 and MOVENTIG®, for the treatment of opioid-induced constipation in adult patients who have an inadequate response to laxatives, which was approved by health authorities in the European Union and many other countries beginning in 2014. We also have a collaboration with Baxalta Inc. (a wholly-owned subsidiary of Takeda Pharmaceutical Company Ltd.) for ADYNOVATE®, that was approved by the FDA in late 2015 for use in adults and adolescents, aged 12 years and older, who have Hemophilia A. ADYNOVI™ was approved by health authorities in Europe in January 2018, and has also been approved in many other countries.

Our business is subject to significant risks, including the risks inherent in our development efforts, the results of our clinical trials, our dependence on the marketing efforts by our collaboration partners, uncertainties associated with obtaining and enforcing patents, the lengthy and expensive regulatory approval process and competition from other products. For a discussion of these and some of the other key risks and uncertainties affecting our business, see Part II, Item 1A “Risk Factors.”

While the approved drugs and clinical development programs described above are key elements of our future success, we believe it is critically important that we continue to make substantial investments in our earlier-stage drug candidate pipeline. We have several drug candidates in earlier stage clinical development or being explored in research that we are preparing to advance into the clinic in future years. We are also advancing several other drug candidates in preclinical development in the areas of immuno-oncology, immunology, and other therapeutic indications. We believe that our substantial investment in research and development has the potential to create significant value if one or more of our drug candidates demonstrates positive clinical results, receives regulatory approval in one or more major markets and achieves commercial success. Drug research and development is an inherently uncertain process with a high risk of failure at every stage prior to approval. The timing and outcome of clinical trial results are extremely difficult to predict. Clinical development successes and failures can have a disproportionately positive or negative impact on our scientific and medical prospects, financial condition and prospects, results of operations and market value.

Key Developments and Trends in Liquidity and Capital Resources

We estimate that we have working capital to fund our current business plans through at least the next twelve months. As of September 30, 2019, we had approximately $1.7 billion in cash and investments in marketable securities and had debt of $250.0 million in principal of senior secured notes due in October 2020.

Results of Operations

Three and Nine Months Ended September 30, 2019 and 2018

Revenue (in thousands, except percentages)

	Three months ended September 30,		Increase/ (Decrease) 2019 vs. 2018	Percentage Increase/ (Decrease) 2019 vs. 2018
	2019	2018		
Product sales	$ 5,558	$ 4,256	$ 1,302	31 %
Royalty revenue	10,275	10,259	16	— %
Non-cash royalty revenue related to sale of future royalties	10,264	8,372	1,892	23 %
License, collaboration and other revenue	3,121	4,875	(1,754)	(36)%
Total revenue	$ 29,218	$ 27,762	$ 1,456	5 %

	Nine months ended September 30,		Increase/ (Decrease) 2019 vs. 2018	Percentage Increase/ (Decrease) 2019 vs. 2018
	2019	2018		
Product sales	$ 14,302	$ 16,414	$ (2,112)	(13)%
Royalty revenue	29,008	29,898	(890)	(3)%
Non-cash royalty revenue related to sale of future royalties	27,585	24,337	3,248	13 %
License, collaboration and other revenue	9,860	1,082,848	(1,072,988)	(99)%
Total revenue	$ 80,755	$ 1,153,497	$ (1,072,742)	(93)%

Our revenue is derived from our collaboration agreements, under which we may receive product sales revenue, royalties, license fees, milestone and other contingent payments and/or contract research payments. Revenue is recognized when we transfer promised goods or services to our collaboration partners. The amount of upfront fees received under our license and collaboration agreements allocated to continuing obligations, such as manufacturing and supply commitments, is generally recognized as we deliver products or provide development services. As a result, there may be significant variations in the timing of receipt of cash payments and our recognition of revenue. We make our best estimate of the timing and amount of products and services expected to be required to fulfill our performance obligations. Given the uncertainties in research and development collaborations, significant judgment is required by us to make these estimates.

Product Sales

Product sales include predominantly fixed price manufacturing and supply agreements with our collaboration partners and are the result of firm purchase orders from those partners. The timing of shipments is based solely on the demand and requirements of our collaboration partners and is not ratable throughout the year.

Product sales increased for the three months ended September 30, 2019 and decreased for the nine months ended September 30, 2019 compared to the comparable periods ended September 30, 2018 primarily due to fluctuations in product demand from our collaboration partners. We expect product sales for the full year of 2019 to be consistent with 2018.

Royalty Revenue

We receive royalty revenue from certain of our collaboration partners based on their net sales of commercial products. Royalty revenue for the three and nine months ended September 30, 2019 was consistent with the three and nine months ended September 30, 2018, and we expect royalty revenue for the full year of 2019 to be consistent with 2018.

Non-cash Royalty Revenue Related to Sale of Future Royalties

For a discussion of our Non-cash royalty revenue, please see our discussion below "Non-Cash Royalty Revenue and Non-Cash Interest Expense."

License, Collaboration and Other Revenue

License, collaboration and other revenue includes the recognition of upfront payments, milestone and other contingent payments received in connection with our license and collaboration agreements and certain research and development activities. The level of license, collaboration and other revenue depends in part upon the achievement of milestones and other contingent events, the continuation of existing collaborations, the amount of our research and development services, and entering into new collaboration agreements, if any.

License, collaboration and other revenue decreased for the three months ended September 30, 2019 compared to the three months ended September 30, 2018 due to a decrease in revenue recognized under our collaboration agreement with Lilly. License, collaboration and other revenue decreased for the nine months ended September 30, 2019 compared to the nine months ended September 30, 2018 primarily due to the recognition of $1,059.8 million from the BMS Collaboration Agreement as described in Note 7 to our Condensed Consolidated Financial Statements. In addition, during the nine months ended September 30, 2018, we recognized a $10.0 million milestone payment received in March 2018 as a result of the marketing authorization of ADYNOVI™ in the EU in January 2018.

We expect that our license, collaboration and other revenue will decrease significantly in the full year of 2019 compared to 2018 as a result of the revenue recognized in 2018 from the BMS Collaboration Agreement.

Cost of Goods Sold and Product Gross Margin (in thousands, except percentages)

	Three months ended September 30,		Increase/ (Decrease) 2019 vs. 2018	Percentage Increase/ (Decrease) 2019 vs. 2018
	2019	2018		
Cost of goods sold	$ 4,927	$ 4,783	$ 144	3 %
Product gross profit	631	(527)	1,158	<(100)%
Product gross margin	11 %	(12)%		

	Nine months ended September 30,		Increase/ (Decrease) 2019 vs. 2018	Percentage Increase/ (Decrease) 2019 vs. 2018
	2019	2018		
Cost of goods sold	$ 15,385	$ 16,951	$ (1,566)	(9)%
Product gross profit	(1,083)	(537)	(546)	>100%
Product gross margin	(8)%	(3)%		

Our strategy is to manufacture and supply polymer reagents to support our proprietary drug candidates or our third-party collaborators where we have a strategic development and commercialization relationship or where we derive substantial economic benefit. We have elected to only enter into and maintain those manufacturing relationships associated with long-term collaboration agreements which include multiple sources of revenue, which we view holistically and in aggregate. We have a predominantly fixed cost base associated with our manufacturing activities. As a result, our product gross profit and margin are significantly impacted by the mix and volume of products sold in each period.

The changes in cost of goods sold for the three and nine months ended September 30, 2019, as compared to the comparable periods ended September 30, 2018, are consistent with the changes in product sales for such periods. The changes in product gross profit and product gross margin for the three and nine months ended September 30, 2019, as compared to the comparable periods ended September 30, 2018, reflect the changes in product sales and mix of products sold. We have a manufacturing arrangement with a partner that includes a fixed price which is less than the fully burdened manufacturing cost for the reagent, and we expect this situation to continue with this partner in future years. This arrangement resulted in negative product gross profit for product sales to this partner for all periods presented. In addition to product sales from reagent materials

supplied to this partner, we also receive royalty revenue from this collaboration. In the three and nine months ended September 30, 2019 and 2018, the royalty revenue from this collaboration exceeded the related negative gross profit.

We expect product gross margin to continue to fluctuate in future periods depending on the level and mix of manufacturing orders from our customers due to the predominantly fixed cost base associated with our manufacturing activities. We currently expect product gross margin to be negative in 2019 primarily as a result of the shipments to our partner where our sales are less than our fully burdened manufacturing cost.

Research and Development Expense (in thousands, except percentages)

	Three months ended September 30,		Increase/ (Decrease) 2019 vs. 2018	Percentage Increase/ (Decrease) 2019 vs. 2018
	2019	2018		
Research and development expense	$ 99,048	$ 102,895	$ (3,847)	(4)%

	Nine months ended September 30,		Increase/ (Decrease) 2019 vs. 2018	Percentage Increase/ (Decrease) 2019 vs. 2018
	2019	2018		
Research and development expense	$ 324,197	$ 290,653	$ 33,544	12 %

Research and development expense consists primarily of clinical study costs, contract manufacturing costs, direct costs of outside research, materials, supplies, licenses and fees as well as personnel costs (including salaries, benefits, and stock-based compensation). Research and development expense also includes certain overhead allocations consisting of support and facilities-related costs. Where we perform research and development activities under a clinical joint development collaboration, such as our collaboration with BMS, we record the cost reimbursement from our partner as a reduction to research and development expense, and we record our share of our partners' expenses as an increase to research and development expense.

Research and development expense increased during the nine months ended September 30, 2019 compared to the nine months ended September 30, 2018 primarily due to our clinical development of NKTR-214, NKTR-358 and NKTR-262, and preclinical activities for NKTR-255. These increases were partially offset by a decrease in pre-commercial manufacturing and costs related to our NDA filing for NKTR-181. In particular, we incurred significant contract manufacturing costs for NKTR-214 and our other drug candidates for our broad clinical development for NKTR-214 under the BMS Collaboration Agreement, collaboration agreements with third parties and our own studies. However, these contract manufacturing costs are not ratable and may vary from period to period. We commenced significant manufacturing campaigns in nine months ended September 30, 2018 which were substantially completed in the six months ended June 30, 2019. The conclusion of these manufacturing campaigns resulted in the decrease in research and development expense for the three months ended September 30, 2019 as compared to the three months ended September 30, 2018. This decrease was partially offset by the increase in clinical development costs noted above.

These increases were partially offset by cost reimbursements by BMS under our collaboration agreement. During the three and nine months ended September 30, 2019, we recorded net reductions to research and development expense for BMS' reimbursements of our costs of $28.3 million and $81.4 million, respectively. During the three and nine months ended September 30, 2018, we recorded net reductions to research and development expense for BMS' reimbursements of our costs of $18.9 million and $42.8 million, respectively. Under the BMS Collaboration Agreement, BMS bears 67.5% of internal and external expenses for development costs for NKTR-214 in combination with Opdivo® and 35% of costs for manufacturing NKTR-214.

In addition, the research and development expense during the three and nine months ended September 30, 2019, as compared to the three and nine months ended September 30, 2018, reflects increases in personnel costs, including non-cash stock-based compensation.

We expect research and development expense to increase for the full year of 2019 compared to 2018 primarily as a result of the development of NKTR-214 under the BMS Collaboration Agreement, as well as the ongoing development of NKTR-358 and NKTR-255.

Other than as described in the Overview section above, there have been no material changes to the status of clinical programs in the nine months ended September 30, 2019 from the activities discussed in our Annual Report on Form 10-K for the year ended December 31, 2018 on file with the SEC.

General and Administrative Expense (in thousands, except percentages)

	Three months ended September 30,		Increase/ (Decrease) 2019 vs. 2018	Percentage Increase/ (Decrease) 2019 vs. 2018
	2019	2018		
General and administrative expense	$ 23,983	$ 18,718	$ 5,265	28%

	Nine months ended September 30,		Increase/ (Decrease) 2019 vs. 2018	Percentage Increase/ (Decrease) 2019 vs. 2018
	2019	2018		
General and administrative expense	$ 71,570	$ 57,666	$ 13,904	24%

General and administrative expense includes the cost of administrative staffing, business development, marketing, finance and legal activities. General and administrative expense increased during the three and nine months ended September 30, 2019 compared with the three and nine months ended September 30, 2018 primarily due to increased costs related to NKTR-181 and NKTR-214 commercialization readiness activities and non-cash stock-based compensation. We expect general and administrative expenses in the full year of 2019 to increase compared to 2018, primarily due to increased costs for commercialization readiness activities and non-cash stock-based compensation. If NKTR-181 receives regulatory approval, we initially plan to commercialize NKTR-181 through our subsidiary, Inheris Biopharma, Inc. (Inheris), and we expect significant increases in commercialization costs, including sales personnel and related costs to support Inheris.

Interest Expense (in thousands, except percentages)

	Three months ended September 30,		Increase/ (Decrease) 2019 vs. 2018	Percentage Increase/ (Decrease) 2019 vs. 2018
	2019	2018		
Interest expense	$ 5,425	$ 5,442	$ (17)	— %

	Nine months ended September 30,		Increase/ (Decrease) 2019 vs. 2018	Percentage Increase/ (Decrease) 2019 vs. 2018
	2019	2018		
Interest expense	$ 15,882	$ 16,167	$ (285)	(2)%

Interest expense during the three and nine months ended September 30, 2019 and 2018 primarily consists of interest from our senior secured notes. In October 2015, we issued $250.0 million in aggregate principal amount of 7.75% senior secured notes due October 2020. Interest on the 7.75% senior secured notes is calculated based on actual days outstanding over a 360 day year. Interest expense for the three and nine months ended September 30, 2019 is consistent with the three and nine months ended September 30, 2018, and we expect interest expense during the full year of 2019 to be consistent with 2018.

Non-Cash Royalty Revenue and Non-Cash Interest Expense

	Three months ended September 30,		Increase/ (Decrease) 2019 vs. 2018	Percentage Increase/ (Decrease) 2019 vs. 2018
	2019	2018		
Non-cash royalty revenue related to sale of future royalties	$ 10,264	$ 8,372	$ 1,892	23%
Non-cash interest expense on liability related to sale of future royalties	5,813	4,814	999	21%

	Nine months ended September 30,		Increase/ (Decrease) 2019 vs. 2018	Percentage Increase/ (Decrease) 2019 vs. 2018
	2019	2018		
Non-cash royalty revenue related to sale of future royalties	$ 27,585	$ 24,337	$ 3,248	13%
Non-cash interest expense on liability related to sale of future royalties	17,853	14,808	3,045	21%

For a discussion of the sale of future royalties for CIMZIA® and MIRCERA®, see Note 5 to our Condensed Consolidated Financial Statements.

As discussed in Note 5, we continue to recognize non-cash royalty revenue, which increased for the three and nine months ended September 30, 2019 compared with the three and nine months ended September 30, 2018 due to increases in sales of CIMZIA® and MIRCERA®.

Non-cash interest expense increased for the three and nine months ended September 30, 2019 compared with the three and nine months ended September 30, 2018 due our increase of the estimated effective interest rate. During the three and nine months ended September 30, 2018, we recognized interest expense at a rate of 21%. During the three month period ended December 31, 2018, primarily as a result of increases in the forecasted sales of MIRCERA®, our estimate of the effective annual interest rate over the life of the agreement increased from 17.6% to approximately 18.7%, which results in a prospective interest rate of 29%.

Over the term of this arrangement, the net proceeds of the transaction of $114.0 million, consisting of the original proceeds of $124.0 million, net of $10.0 million in payments from us to RPI, is amortized as the difference between the non-cash royalty revenue and the non-cash interest expense. To date, we have amortized $38.9 million of the net proceeds. We periodically assess future non-cash royalty revenues, and we may adjust the prospective effective interest rate based on our best estimates of future non-cash royalty revenue such that future non-cash interest expense will amortize the remaining $75.1 million of the net proceeds. There are a number of factors that could materially affect our estimated interest rate, in particular, the amount and timing of royalty payments from future net sales of CIMZIA® and MIRCERA®. As a result, future interest rates could differ significantly, and we will adjust any such change in our estimated interest rate prospectively. We expect non-cash interest expense on the liability related to sale of future royalties for the full year of 2019 to increase compared to 2018 as a result of the increase of the estimated prospective interest rate noted above.

Interest Income and Other Income (Expense), net (in thousands, except percentages)

	Three months ended September 30,		Increase/ (Decrease) 2019 vs. 2018	Percentage Increase/ (Decrease) 2019 vs. 2018
	2019	2018		
Interest income and other income (expense), net	$ 11,492	$ 11,847	$ (355)	(3)%

	Nine months ended September 30,		Increase/ (Decrease) 2019 vs. 2018	Percentage Increase/ (Decrease) 2019 vs. 2018
	2019	2018		
Interest income and other income (expense), net	$ 35,964	$ 25,523	$ 10,441	41 %

Interest income and other income (expense) decreased marginally for the three months ended September 30, 2019 compared to the three months ended September 30, 2018. Interest income and other income (expense) for the nine months ended September 30, 2019 increased significantly compared to the nine months ended September 30, 2018 primarily due to increased interest income resulting from our investments in debt securities purchased with the $1.85 billion received in April 2018 from BMS under the BMS Collaboration Agreement and the Share Purchase Agreement. We expect that our interest income and other income (expense), net will increase in the full year of 2019 compared to 2018 as a result of the increased interest income resulting from our increased investments balances.

Income Tax Expense

	Three months ended September 30,		Increase/ (Decrease) 2019 vs. 2018	Percentage Increase/ (Decrease) 2019 vs. 2018
	2019	2018		
Provision (benefit) for income taxes	$ 322	$ (900)	$ 1,222	>(100%)

	Nine months ended September 30,		Increase/ (Decrease) 2019 vs. 2018	Percentage Increase/ (Decrease) 2019 vs. 2018
	2019	2018		
Provision (benefit) for income taxes	$ (939)	$ 3,250	$ (4,189)	<(100%)

For the three and nine months ended September 30, 2019, we recorded an income tax provision for our Nektar India operations at an effective tax rate of approximately 33%. Due to our net loss and unrealized gain on available-for-sale securities in the nine months ended September 30, 2019, we recorded a tax provision against such unrealized gain with an offsetting tax benefit in continuing operations of $1.3 million. For the three months ended September 30, 2019, since we had a loss on our available-for-sale securities, we recorded a benefit of $0.3 million against our unrealized loss on available-for-sale securities with an offsetting expense in continuing operations. We have fully reserved our U.S. federal deferred tax assets generated from our net operating losses, as we believe it is not more likely than not that the benefit will be realized.

For the three and nine months ended September 30, 2018, as a result of taxable income in India and the U.S., primarily resulting from income recognized from the upfront payment from BMS, we recorded a global income tax provision at an effective tax rate of approximately 0.4%. The income tax benefit for the three months ended September 30, 2018 reflects our pre-tax loss for that period. Our income resulted in tax liabilities in certain states where we did not have sufficient net operating losses to offset our estimated apportioned taxable income. We based our effective tax rate on certain assumptions and other estimates regarding the apportionment of taxable income and the states in which we had nexus in 2018. Our apportionment of taxable income included estimates of the apportionment of the BMS upfront payment based on estimates of activities to be carried out

under the collaboration agreement with BMS, as well as estimates of the apportionment of other sources of income. Our effective tax rate reflected the release of the valuation allowance of net operating loss carryforwards and other tax credits to offset U.S. federal and state taxable income.

Liquidity and Capital Resources

We have financed our operations primarily through revenue from product sales, royalties and strategic collaboration agreements, as well as public offering and private placements of debt and equity securities. At September 30, 2019, we had approximately $1.7 billion in cash and investments in marketable securities and had debt of $250.0 million in principal of senior secured notes due on October 2020.

We estimate that we have working capital to fund our current business plans through at least the next twelve months. We expect the clinical development of our proprietary drug candidates, including NKTR-214, NKTR-358, NKTR-262, NKTR-255, NKTR-181, and ONZEALD®, will continue to require significant investment in order to continue to advance in clinical development and to obtain regulatory approval, as well as for NKTR-181 commercialization activities. In the past, we have received a number of significant payments from collaboration agreements and other significant transactions. In April 2018, we received a total of $1.85 billion from BMS under the BMS Collaboration Agreement and the Share Purchase Agreement. Under the BMS Collaboration Agreement, BMS is responsible for 67.5% of the development costs for NKTR-214 in combination with Opdivo® and 35% of the costs of manufacturing NKTR-214. In the future, we expect to receive substantial payments from our collaboration agreements with BMS and Lilly and other existing and future collaboration transactions if drug candidates in our pipeline achieve positive clinical or regulatory outcomes. In particular, under the BMS Collaboration Agreement, we are entitled to $1.43 billion of regulatory and commercial launch milestones, $650 million of which are associated with approval and launch of NKTR-214 in its first indication in the U.S., EU and Japan. As a result, whether and when NKTR-214 is approved in any indication will have a significant impact on our future liquidity and capital resources. We have no credit facility or any other sources of committed capital.

Due to the potential for adverse developments in the credit markets, we may experience reduced liquidity with respect to some of our investments in marketable securities. These investments are generally held to maturity, which, in accordance with our investment policy, is less than two years. However, if the need arises to liquidate such securities before maturity, we may experience losses on liquidation. At September 30, 2019, the average time to maturity of the investments held in our portfolio was approximately six months. To date we have not experienced any liquidity issues with respect to these securities. We believe that, even allowing for potential liquidity issues with respect to these securities, our remaining cash and investments in marketable securities will be sufficient to meet our anticipated cash needs for at least the next twelve months.

Our current business plan is subject to significant uncertainties and risks as a result of, among other factors, clinical and regulatory outcomes for NKTR-214, the sales levels of our products, if and when they are approved, the sales levels for those products for which we are entitled to royalties, clinical program outcomes, whether, when and on what terms we are able to enter into new collaboration transactions, expenses being higher than anticipated, unplanned expenses, cash receipts being lower than anticipated, and the need to satisfy contingent liabilities, including litigation matters and indemnification obligations.

The availability and terms of various financing alternatives, if required in the future, substantially depend on many factors including the success or failure of drug development programs in our pipeline. The availability and terms of financing alternatives and any future significant payments from existing or new collaborations depend on the positive outcome of ongoing or planned clinical studies, whether we or our partners are successful in obtaining regulatory authority approvals in major markets, and if approved, the commercial success of these drugs, as well as general capital market conditions. We may pursue various financing alternatives to fund the expansion of our business as appropriate.

Cash flows from operating activities

Cash flows used in operating activities for the nine months ended September 30, 2019 totaled $203.5 million, which includes $199.2 million of net operating cash uses as well as $14.3 million for interest payments on our senior secured notes, partially offset by the receipt of a $10.0 million sales milestone payment from our collaboration agreement with Baxalta.

Cash flows provided by operating activities for the nine months ended September 30, 2018 totaled $835.8 million, which includes $1,059.8 million of the payments received under the BMS Collaboration Agreement in April 2018 and a $10.0 million milestone payment from our collaboration agreement with Baxalta, partially offset by $219.3 million of net operating cash uses as well as $14.7 million for interest payments on our senior secured notes.

We expect that cash flows used in operating activities, excluding upfront, milestone and other contingent payments received, will increase in the full year of 2019 compared to 2018 primarily as a result of increased research and development expenses.

Cash flows from investing activities

We paid $22.6 million and $5.6 million for the purchase or construction of property, plant and equipment in the nine months ended September 30, 2019 and 2018, respectively. The increase for the nine months ended September 30, 2019 compared with 2018 resulted from the construction of leasehold improvements at our new facilities lease on Third St. as described in Note 4 to our Condensed Consolidated Financial Statements. We expect our capital expenditures in the full year of 2019 to increase significantly compared with 2018, primarily due to the construction of these leasehold improvements.

Cash flows from financing activities

We received proceeds from issuance of common stock related to our employee option and stock purchase plans of $18.4 million and $59.1 million in the nine months ended September 30, 2019 and 2018, respectively. We received $790.2 million for the issuance of our common stock to BMS under our Share Purchase Agreement in the nine months ended September 30, 2018.

Contractual Obligations

Other than the increase in our facilities lease obligations as disclosed in Note 4 to our Condensed Consolidated Financial Statements, there were no material changes outside the ordinary course of business during the nine months ended September 30, 2019 to the summary of contractual obligations included in our Annual Report on Form 10-K for the year ended December 31, 2018 on file with the SEC.

Off-Balance Sheet Arrangements

We do not utilize off-balance sheet financing arrangements as a source of liquidity or financing.

Critical Accounting Policies and Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles (GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period.

We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, the results of which form our basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. We evaluate our estimates on an ongoing basis. Actual results may differ from those estimates under different assumptions or conditions. Other than as the result of the adoption of the new lease accounting guidance (ASC 842) as described in Note 1 to our Condensed Consolidated Financial Statements, there have been no material changes to our critical accounting policies and estimates discussed in our Annual Report on Form 10-K for the fiscal year ended December 31, 2018.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Our market risks at September 30, 2019 have not changed materially from those discussed in Item 7A of our Annual Report on Form 10-K for the year ended December 31, 2018 on file with the SEC.

Item 4. Controls and Procedures

Disclosure Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our Securities Exchange Act of 1934 (Exchange Act) reports is recorded, processed, summarized, and reported within the time periods specified in the rules and forms of the SEC, and that such information is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

As of the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Exchange Act Rule 13a-15. Based upon, and as of the date of, this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective.

Changes in Internal Control Over Financial Reporting

We continuously seek to improve the efficiency and effectiveness of our internal controls. This results in refinements to processes throughout the Company. However, there was no change in our internal control over financial reporting that occurred in the three months ended September 30, 2019 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Limitations on the Effectiveness of Controls

Our management, including our Chief Executive Officer and Chief Financial Officer, does not expect that our disclosure controls and procedures or our internal control over financial reporting will prevent all error and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple errors or mistakes. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people or by management override of the control. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, controls may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

PART II: OTHER INFORMATION

Item 1. Legal Proceedings

Reference is hereby made to our disclosures in "Legal Matters" under Note 6 to our Condensed Consolidated Financial Statements in this Quarterly Report on Form 10-Q and the information under the heading "Legal Matters" is incorporated by reference herein.

Item 1A. Risk Factors

Investors in Nektar Therapeutics should carefully consider the risks described below before making an investment decision. The risks described below may not be the only ones relating to our company. This description includes any material changes to and supersedes the description of the risk factors associated with our business previously disclosed in Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2018. Additional risks that we currently believe are immaterial may also impair our business operations. Our business, results of operations, financial condition, cash flows and future prospects and the trading price of our common stock and our ability to repay our senior secured notes could be harmed as a result of any of these risks, and investors may lose all or part of their investment. In assessing these risks, investors should also refer to the other information contained or incorporated by reference in this Quarterly Report on Form 10-Q and our Annual Report on Form 10-K for the year ended December 31, 2018, including our consolidated financial statements and related notes, and our other filings made from time to time with the SEC.

Risks Related to Our Business

We are highly dependent on the success of NKTR-214, our lead immuno-oncology (I-O) candidate. We are executing a clinical development program for NKTR-214 and clinical and regulatory outcomes for NKTR-214, if not successful, will significantly harm our business.

Our future success is highly dependent on our ability to successfully develop, obtain regulatory approval for, and commercialize NKTR-214. In general, most early stage investigation drugs, including immuno-oncology drug candidates such as NKTR-214, do not become approved drugs. Accordingly, there is a very meaningful risk that NKTR-214 will not succeed in one or more clinical trials sufficient to support one or more regulatory approvals. To date, reported clinical outcomes from NKTR-214 have had a significant impact on our market valuation, financial position, and business prospects and we expect this to continue in future periods. If one or more clinical studies of NKTR-214 are delayed or not successful, it would materially harm our market valuation, prospects, financial condition and results of operations. For example, under the BMS Collaboration Agreement, we are entitled to up to $1.43 billion in development milestones that are based upon clinical and regulatory successes from the NKTR-214 development program. One or more failures in NKTR-214 studies could jeopardize such milestone payments, and any product sales or royalty revenue or commercial milestones that we would otherwise be entitled to receive could be reduced, delayed or eliminated.

Delays in clinical studies are common and have many causes, and any significant delay in clinical studies being conducted by us or our partners could result in delay in regulatory approvals and jeopardize the ability to proceed to commercialization.

We or our partners may experience delays in clinical trials of drug candidates. We have ongoing trials evaluating NKTR-214 including trials evaluating NKTR-214 as a potential combination treatment with BMS's Opdivo® (nivolumab) as well as other ongoing and planned combination trials. Our partner Lilly has initiated clinical Phase 1b studies of NKTR-358 in patients with psoriasis and atopic dermatitis. We also continue to enroll patients in a Phase 1/2 study evaluating NKTR-214 in combination with NKTR-262. In addition, we have initiated a first-in-human Phase 1 clinical study of NKTR-255 in adults with relapsed or refractory non-Hodgkin lymphoma or multiple myeloma. These and other clinical studies may not begin on time, enroll a sufficient number of patients or be completed on schedule, if at all. Clinical trials for any of our product candidates could be delayed for a variety of reasons, including:

- delays in obtaining regulatory authorization to commence a clinical study;
- delays in reaching agreement with applicable regulatory authorities on a clinical study design;
- for product candidates (such as NKTR-214) partnered with other companies, delays caused by our partner;
- imposition of a clinical hold by the FDA or other health authorities, which may occur at any time including after any inspection of clinical trial operations or trial sites;

- suspension or termination of a clinical study by us, our partners, the FDA or foreign regulatory authorities due to adverse side effects of a drug on subjects in the trial;
- delays in recruiting suitable patients to participate in a trial;
- delays in having patients complete participation in a trial or return for post-treatment follow-up;
- clinical sites dropping out of a trial to the detriment of enrollment rates;
- delays in manufacturing and delivery of sufficient supply of clinical trial materials;
- changes in regulatory authorities policies or guidance applicable to our drug candidates; and
- delays caused by changing standards of care or new treatment options.

If the initiation or completion of any of the planned clinical studies for our drug candidates is delayed for any of the above or other reasons, the regulatory approval process would be delayed and the ability to commercialize and commence sales of these drug candidates could be materially harmed, which could have a material adverse effect on our business, financial condition and results of operations. Clinical study delays could also shorten any commercial periods during which our products have patent protection and may allow our competitors to bring products to market before we do, which could impair our ability to successfully commercialize our product candidates and may harm our business and results of operations.

The outcomes from competitive I-O and combination therapy clinical trials, and the discovery and development of new potential oncology therapies, could have a material and adverse impact on the value of our I-O research and development pipeline.

The research and development of I-O therapies is a very competitive global segment in the biopharmaceutical industry attracting billions of dollars of investment each year. Our clinical trial plans for NKTR-214, NKTR-262, and NKTR-255 face substantial competition from other I-O combination regimens already approved, and many more combination therapies that are either ahead of or in parallel development in patient populations where we are studying our drug candidates. As I-O combination therapies are relatively new approaches in cancer treatment and few have successfully completed late stage development, I-O drug development entails substantial risks and uncertainties that include rapidly changing standards of care, patient enrollment competition, evolving regulatory frameworks to evaluate combination regimens, and varying risk-benefit profiles of competing therapies, any or all of which could have a material and adverse impact on the probability of success of I-O drug candidates.

Drug development is a long and inherently uncertain process with a high risk of failure at every stage of development.

We have a number of proprietary drug candidates and partnered drug candidates in research and development ranging from the early discovery research phase through preclinical testing and clinical trials. Preclinical testing and clinical studies are long, expensive, difficult to design and implement and highly uncertain as to outcome. It will take us, or our collaborative partners, many years to conduct extensive preclinical tests and clinical trials to demonstrate the safety and efficacy in humans of our product candidates. The start or end of a clinical study is often delayed or halted due to changing regulatory requirements, manufacturing challenges, required clinical trial administrative actions, slower than anticipated patient enrollment, changing standards of care, availability or prevalence of use of a comparator drug or required prior therapy, clinical outcomes, or our and our partners' financial constraints.

Drug development is a highly uncertain scientific and medical endeavor, and failure can unexpectedly occur at any stage of preclinical and clinical development. Typically, there is a high rate of attrition for drug candidates in preclinical and clinical trials due to scientific feasibility, safety, efficacy, changing standards of medical care (including commercialization of a competing therapy in the same or similar indication for which our drug candidate is being studied) and other variables (such as commercial supply challenges). The risk of failure increases for our drug candidates that are based on new technologies, such as the application of our advanced polymer conjugate technology to NKTR-214, NKTR-358, NKTR-262, NKTR-255, NKTR-181, ONZEALD®, and other drug candidates currently in discovery research or preclinical development. The failure of one or more of our drug candidates could have a material adverse effect on our business, financial condition and results of operations.

The risk of clinical failure for any drug candidate remains high prior to regulatory approval.

A number of companies have suffered significant unforeseen failures in clinical studies due to factors such as inconclusive efficacy or safety, even after achieving preclinical proof-of-concept or positive results from earlier clinical studies that were satisfactory both to them and to reviewing regulatory authorities. Clinical study outcomes remain very unpredictable and it is possible that one or more of our clinical studies could fail at any time due to efficacy, safety or other important clinical findings or regulatory requirements. The results from preclinical testing or early clinical trials of a product candidate may not predict the

results that will be obtained in later phase clinical trials of the product candidate. We, the FDA, an independent Institutional Review Board (IRB), an independent ethics committee (IEC), or other applicable regulatory authorities may suspend clinical trials of a product candidate at any time for various reasons, including a belief that patients participating in such trials are being exposed to unacceptable health risks or adverse side effects. Similarly, an IRB or IEC may suspend a clinical trial at a particular trial site. If one or more of our drug candidates fail in clinical studies, it could have a material adverse effect on our business, financial condition and results of operations.

If we or our contract manufacturers are not able to manufacture drugs or drug substances in sufficient quantities that meet applicable quality standards, it could delay clinical studies, result in reduced sales or constitute a breach of our contractual obligations, any of which could significantly harm our business, financial condition and results of operations.

If we or our contract manufacturers are not able to manufacture and supply sufficient drug quantities meeting applicable quality standards required to support large clinical studies or commercial manufacturing in a timely manner, it could delay our or our collaboration partners' clinical studies or result in a breach of our contractual obligations, which could in turn reduce the potential commercial sales of our or our collaboration partners' products. As a result, we could incur substantial costs and damages and any product sales or royalty revenue that we would otherwise be entitled to receive could be reduced, delayed or eliminated. In most cases, we rely on contract manufacturing organizations to manufacture and supply drug product for our clinical studies and those of our collaboration partners. The manufacturing of drugs involves significant risks and uncertainties related to the demonstration of adequate stability, sufficient purification of the drug substance and drug product, the identification and elimination of impurities, optimal formulations, process and analytical methods validations, and challenges in controlling for all of these variables. We have faced and may in the future face significant difficulties, delays and unexpected expenses as we validate third party contract manufacturers required for drug supply to support our clinical studies and the clinical studies and products of our collaboration partners. Failure by us or our contract manufacturers to supply API or drug products in sufficient quantities that meet all applicable quality requirements could result in supply shortages for our clinical studies or the clinical studies and commercial activities of our collaboration partners. Such failures could significantly and materially delay clinical trials and regulatory submissions or result in reduced sales, any of which could significantly harm our business prospects, results of operations and financial condition.

Building and validating large scale clinical or commercial-scale manufacturing facilities and processes, recruiting and training qualified personnel and obtaining necessary regulatory approvals is complex, expensive and time consuming. In the past, we have encountered challenges in scaling up manufacturing to meet the requirements of large scale clinical trials without making modifications to the drug formulation, which may cause significant delays in clinical development. There continues to be substantial and unpredictable risk and uncertainty related to manufacturing and supply until such time as the commercial supply chain is validated and proven.

We purchase some of the starting material for drugs and drug candidates from a single source or a limited number of suppliers, and the partial or complete loss of one of these suppliers could cause production delays, clinical trial delays, substantial loss of revenue and contract liability to third parties.

We often face very limited supply of a critical raw material that can only be obtained from a single, or a limited number of, suppliers, which could cause production delays, clinical trial delays, substantial lost revenue opportunities or contract liabilities to third parties. For example, there are only a limited number of qualified suppliers, and in some cases single source suppliers, for the raw materials included in our PEGylation and advanced polymer conjugate drug formulations. Any interruption in supply or failure to procure such raw materials on commercially feasible terms could harm our business by delaying our clinical trials, impeding commercialization of approved drugs or increasing our costs.

Our manufacturing operations and those of our contract manufacturers are subject to laws and other governmental regulatory requirements, which, if not met, would have a material adverse effect on our business, results of operations and financial condition.

We and our contract manufacturers are required in certain cases to maintain compliance with current good manufacturing practices (cGMP), including cGMP guidelines applicable to active pharmaceutical ingredients, and drug products, and with laws and regulations governing manufacture and distribution of controlled substances, and are subject to inspections by the FDA, the Drug Enforcement Administration or comparable agencies in other jurisdictions administering such requirements. We anticipate periodic regulatory inspections of our drug manufacturing facilities and the manufacturing facilities of our contract manufacturers for compliance with applicable regulatory requirements. Any failure to follow and document our or our contract manufacturers' adherence to such cGMP and other laws and governmental regulations or satisfy other manufacturing and product release regulatory requirements may disrupt our ability to meet our manufacturing obligations to our customers, lead to significant delays

in the availability of products for commercial use or clinical study, result in the termination or hold on a clinical study or delay or prevent filing or approval of marketing applications for our products. Failure to comply with applicable laws and regulations may also result in sanctions being imposed on us, including fines, injunctions, civil penalties, failure of regulatory authorities to grant marketing approval of our products, delays, suspension or withdrawal of approvals, license revocation, seizures, administrative detention, or recalls of products, operating restrictions and criminal prosecutions, any of which could harm our business. Regulatory inspections could result in costly manufacturing changes or facility or capital equipment upgrades to satisfy the FDA that our manufacturing and quality control procedures are in substantial compliance with cGMP. Manufacturing delays, for us or our contract manufacturers, pending resolution of regulatory deficiencies or suspensions could have a material adverse effect on our business, results of operations and financial condition.

If we or our partners do not obtain regulatory approval for our drug candidates on a timely basis, or at all, or if the terms of any approval impose significant restrictions or limitations on use, our business, results of operations and financial condition will be negatively affected.

We or our partners may not obtain regulatory approval for drug candidates on a timely basis, or at all, or the terms of any approval (which in some countries includes pricing approval) may impose significant restrictions or limitations on use. Drug candidates must undergo rigorous animal and human testing and an extensive review process for safety and efficacy by the FDA and equivalent foreign regulatory authorities. The time required for obtaining regulatory decisions is uncertain and difficult to predict. For example, although the FDA granted a Breakthrough Therapy designation to NKTR-214 in combination with nivolumab for the treatment of patients with previously untreated unresectable or metastatic melanoma, there is no guarantee regulatory approval will follow, if at all, for this or any indication of NKTR-214 on a timely basis. The FDA and other U.S. and foreign regulatory authorities have substantial discretion, at any phase of development, to terminate clinical studies, require additional clinical development or other testing, delay or withhold registration and marketing approval and mandate product withdrawals, including recalls. For example, while data from certain pre-specified subgroups in our BEACON study for ONZEALD® in 2015 was positive, the study did not achieve statistical significance for its primary endpoint and the FDA and European Medicines Agency rarely approve drugs on the basis of studies that do not achieve statistical significance on the primary endpoint. Further, regulatory authorities have the discretion to analyze data using their own methodologies that may differ from those used by us or our partners, which could lead such authorities to arrive at different conclusions regarding the safety or efficacy of a drug candidate. In addition, undesirable side effects caused by our drug candidates could cause us or regulatory authorities to interrupt, delay or halt clinical trials and could result in a more restricted label or the delay or denial of regulatory approval by regulatory authorities. For example, AstraZeneca is conducting a post-marketing, observational epidemiological study comparing MOVANTIK® to other treatments of opioid-induced constipation (OIC) in patients with chronic, non-cancer pain and the results of this study could at some point in the future negatively impact the labeling, regulatory status, and commercial potential of MOVANTIK®.

Even if we or our partners receive regulatory approval of a product, the approval may limit the indicated uses for which the drug may be marketed. Our and our partnered drugs that have obtained regulatory approval, and the manufacturing processes for these products, are subject to continued review and periodic inspections by the FDA and other regulatory authorities. Discovery from such review and inspection of previously unknown problems may result in restrictions on marketed products or on us, including withdrawal or recall of such products from the market, suspension of related manufacturing operations or a more restricted label. The failure to obtain timely regulatory approval of product candidates, any product marketing limitations or a product withdrawal would negatively impact our business, results of operations and financial condition.

The NKTR-181 program is subject to important risks and uncertainties related to likelihood of FDA approval, commercial potential, and nonconvertibility of NKTR-181, any of which could significantly and negatively impact the economic value of NKTR-181.

On May 31, 2018, we announced that we submitted an NDA for NKTR-181 and on July 30, 2018, we announced that the NDA for NKTR-181 for the treatment of chronic low back pain in opioid-naïve adult patients was accepted by the FDA for review. The FDA missed the target action date of August 29, 2019 that it had assigned to our NDA under the Prescription Drug User Fee Act (“PDUFA”), and has postponed product-specific advisory committee meetings for opioid analgesics, including one that was previously scheduled for NKTR-181 on August 21, 2019. We currently anticipate an advisory committee meeting for NKTR-181 will be formally scheduled to occur within the next several months.

The FDA continues to consider a number of scientific and policy issues relating this class of drugs. While the results from the Phase 3 study of NKTR-181 were positive, and NKTR-181 has Fast Track designation, the regulatory pathway for NKTR-181 remains subject to substantial uncertainty including changing and evolving standards for approving new opioid-based drugs generally and the amount of data required to support an approval of NKTR-181. In addition, regulations concerning and

controlling the access to opioid-based pharmaceuticals are strict and there is no guarantee which scheduling category will apply to NKTR-181 if regulatory approval is achieved.

The commercial potential of NKTR-181 remains difficult to predict due to factors that include, for example, the safety and efficacy compared to other available treatments, changing standards of care, third party payer reimbursement standards, scope and contents of the NKTR-181 label, constraints on marketing, patient and physician preferences, drug scheduling status, current and future litigation involving analgesic pharmaceuticals, perceived or actual resistance to the introduction of new controlled substances to the market, the availability of competitive alternatives that may emerge either during or after approval, the availability of generic versions of our NKTR-181, and the countries in which we receive regulatory approvals. If the market potential for NKTR-181 is lower than we anticipate, it could significantly and negatively impact the commercial potential and value of NKTR-181.

In the event that we commercialize and market NKTR-181, we would be required to build, either internally or through third-party contracts, a sales and marketing organization and infrastructure, which would require a significant investment, and we may not be successful in building this organization and infrastructure in a timely or efficient manner. We intend to support any commercialization of NKTR-181 with one or more potential capital partners, but there is no guarantee we will be successful in finalizing a capital partnership for this purpose. An important objective of NKTR-181 drug development program is to create a unique opioid molecule that does not rapidly enter a patient's central nervous system, thereby having the potential to be less susceptible to abuse than alternative opioid therapies. To date, we have conducted numerous experiments using laboratory and home-based chemistry techniques that have been unable to convert NKTR-181 into a rapidly-acting, more abusable form of opioid. In the future, an alternative chemistry technique, process or method of administration, or combination thereof, may be discovered to enable the conversion of NKTR-181 into a more abusable opioid.

If NKTR-181 is approved by FDA, the ability to market and promote NKTR-181 will depend on the scope and content of the final FDA-approved labeling, which could have a material and adverse impact on the market potential of NKTR-181.

If NKTR-181 is approved by the FDA, the commercial success of NKTR-181 will be materially impacted by the FDA-approved label which will set forth the patient population covered by the approved indication in the label, the required warnings, a description of efficacy outcomes, and the human abuse potential profile of NKTR-181, among other matters, for healthcare providers and patients. FDA approval is required to make safety and efficacy claims regarding a product. As a result, there is substantial risk and uncertainty regarding the content of the final label and package insert for NKTR-181, if approved by FDA, which could materially and adversely impact the commercial potential of NKTR-181.

Our results of operations and financial condition depend significantly on the ability of our collaboration partners to successfully develop and market drugs and they may fail to do so.

Under our collaboration agreements with various pharmaceutical or biotechnology companies (other than the BMS Collaboration Agreement), our collaboration partner is generally solely responsible for:

- designing and conducting large scale clinical studies;
- preparing and filing documents necessary to obtain government approvals to sell a given drug candidate; and/or
- marketing and selling the drugs when and if they are approved.

Our reliance on collaboration partners poses a number of significant risks to our business, including risks that:

- we have very little control over the timing and level of resources that our collaboration partners dedicate to commercial marketing efforts such as the amount of investment in sales and marketing personnel, general marketing campaigns, direct-to-consumer advertising, product sampling, pricing agreements and rebate strategies with government and private payers, manufacturing and supply of drug product, and other marketing and selling activities that need to be undertaken and well executed for a drug to have the potential to achieve commercial success;
- collaboration partners with commercial rights may choose to devote fewer resources to the marketing of our partnered drugs than they devote to their own drugs or other drugs that they have in-licensed;
- we have very little control over the timing and amount of resources our partners devote to development programs in one or more major markets;
- disagreements with partners could lead to delays in, or termination of, the research, development or commercialization of product candidates or to litigation or arbitration proceedings;

- disputes may arise or escalate in the future with respect to the ownership of rights to technology or intellectual property developed with partners;
- we do not have the ability to unilaterally terminate agreements (or partners may have extension or renewal rights) that we believe are not on commercially reasonable terms or consistent with our current business strategy;
- partners may be unable to pay us as expected; and
- partners may terminate their agreements with us unilaterally for any or no reason, in some cases with the payment of a termination fee penalty and in other cases with no termination fee penalty.

Given these risks, the success of our current and future collaboration partnerships is highly unpredictable and can have a substantial negative impact on our business. If the approved drugs fail to achieve commercial success or the drugs in development fail to have positive late stage clinical outcomes sufficient to support regulatory approval in major markets, it could significantly impair our access to capital necessary to fund our research and development efforts for our proprietary drug candidates. If we are unable to obtain sufficient capital resources to advance our drug candidate pipeline, it would negatively impact the value of our business, results of operations and financial condition.

We have substantial future capital requirements and there is a risk we may not have access to sufficient capital to meet our current business plan. If we do not receive substantial milestone or royalty payments from our existing collaboration agreements, execute new high value collaborations or other arrangements, or are unable to raise additional capital in one or more financing transactions, we would be unable to continue our current level of investment in research and development.

As of September 30, 2019, we had cash and investments in marketable securities valued at approximately $1.7 billion and had debt of $250.0 million in principal of senior secured notes. While we believe that our cash position will be sufficient to meet our liquidity requirements through at least the next 12 months, our future capital requirements will depend upon numerous unpredictable factors, including:

- the cost, timing and outcomes of clinical studies and regulatory reviews of our proprietary drug candidates that we have licensed to our collaboration partners —important examples include NKTR-214 in collaboration with BMS and NKTR-358 licensed to Lilly;
- the commercial launch and sales levels of products marketed by our collaboration partners for which we are entitled to royalties and sales milestones—importantly, the level of success in marketing and selling MOVANTIK® by AstraZeneca in the U.S. and ADYNOVATE® by Baxalta (a wholly-owned subsidiary of Takeda) globally, as well as MOVENTIG® (the naloxegol brand name in the EU) by Kirin in the EU;
- if and when we receive potential milestone payments and royalties from our existing collaborations if the drug candidates subject to those collaborations achieve clinical, regulatory or commercial success;
- the progress, timing, cost and results of our clinical development programs;
- the success, progress, timing and costs of our efforts to implement new collaborations, licenses and other transactions that increase our current net cash, such as the sale of additional royalty interests held by us, term loan or other debt arrangements, and the issuance of securities;
- the number of patients, enrollment criteria, primary and secondary endpoints, and the number of clinical studies required by the regulatory authorities in order to consider for approval our drug candidates and those of our collaboration partners;
- our general and administrative expenses, capital expenditures and other uses of cash; and
- disputes concerning patents, proprietary rights, or license and collaboration agreements that negatively impact our receipt of milestone payments or royalties or require us to make significant payments arising from licenses, settlements, adverse judgments or ongoing royalties.

A significant multi-year capital commitment is required to advance our drug candidates through the various stages of research and development in order to generate sufficient data to enable high value collaboration partnerships with significant upfront payments or to successfully achieve regulatory approval. In the event we do not enter into any new collaboration partnerships with significant upfront payments and we choose to continue our later stage research and development programs, we may need to pursue financing alternatives, including dilutive equity-based financings, such as an offering of convertible debt or common stock, which would dilute the percentage ownership of our current common stockholders and could significantly lower the market value of our common stock. If sufficient capital is not available to us or is not available on commercially reasonable

terms, it could require us to delay or reduce one or more of our research and development programs. If we are unable to sufficiently advance our research and development programs, it could substantially impair the value of such programs and result in a material adverse effect on our business, financial condition and results of operations.

The commercial potential of a drug candidate in development is difficult to predict. If the market size for a new drug is significantly smaller than we anticipate, it could significantly and negatively impact our revenue, results of operations and financial condition.

It is very difficult to estimate the commercial potential of product candidates due to important factors such as safety and efficacy compared to other available treatments, including potential generic drug alternatives with similar efficacy profiles, changing standards of care, third party payer reimbursement standards, patient and physician preferences, drug scheduling status, the availability of competitive alternatives that may emerge either during the long drug development process or after commercial introduction, and the availability of generic versions of our product candidates following approval by regulatory authorities based on the expiration of regulatory exclusivity or our inability to prevent generic versions from coming to market by asserting our patents. If due to one or more of these risks the market potential for a drug candidate is lower than we anticipated, it could significantly and negatively impact the commercial potential of the drug candidate, the commercial terms of any collaboration partnership potential for such drug candidate, or if we have already entered into a collaboration for such drug candidate, the revenue potential from royalty and milestone payments could be significantly diminished and this would negatively impact our business, financial condition and results of operations. We also depend on our relationships with other companies for sales and marketing performance and the commercialization of product candidates. Poor performance by these companies, or disputes with these companies, could negatively impact our revenue and financial condition.

If government and private insurance programs do not provide payment or reimbursement for our partnered products or proprietary products, those products will not be widely accepted, which would have a negative impact on our business, results of operations and financial condition.

In both domestic and foreign markets, sales of our partnered and proprietary products that have received regulatory approval will depend in part on market acceptance among physicians and patients, pricing approvals by government authorities and the availability of coverage and payment or reimbursement from third-party payers, such as government programs, including Medicare and Medicaid, managed care providers, private health insurers and other organizations. However, eligibility for coverage does not necessarily signify that a drug candidate will be adequately reimbursed in all cases or at a rate that covers costs related to research, development, manufacture, sale, and distribution. Third-party payers are increasingly challenging the price and cost effectiveness of medical products and services. Therefore, significant uncertainty exists as to the coverage and pricing approvals for, and the payment or reimbursement status of, newly approved healthcare products.

Moreover, legislation and regulations affecting the pricing of pharmaceuticals may change before regulatory agencies approve our proposed products for marketing and could further limit coverage or pricing approvals for, and reimbursement of, our products from government authorities and third-party payers. For example, Congress passed the Affordable Care Act in 2010 which enacted a number of reforms to expand access to health insurance while also reducing or constraining the growth of healthcare spending, enhancing remedies against fraud and abuse, adding new transparency requirements for healthcare industries, and imposing new taxes on fees on healthcare industry participants, among other policy reforms. Federal agencies, Congress and state legislatures have continued to show interest in implementing cost containment programs to limit the growth of health care costs, including price controls, restrictions on reimbursement and other fundamental changes to the healthcare delivery system. In addition, in recent years, Congress has enacted various laws seeking to reduce the federal debt level and contain healthcare expenditures, and the Medicare and other healthcare programs are frequently identified as potential targets for spending cuts. New government legislation or regulations related to pricing or other fundamental changes to the healthcare delivery system as well as a government or third-party payer decision not to approve pricing for, or provide adequate coverage or reimbursement of, our products hold the potential to severely limit market opportunities of such products.

If we are unable to establish and maintain collaboration partnerships on attractive commercial terms, our business, results of operations and financial condition could suffer.

We intend to continue to seek partnerships with pharmaceutical and biotechnology partners to fund a portion of our research and development capital requirements. The timing of new collaboration partnerships is difficult to predict due to availability of clinical data, the outcomes from our clinical studies, the number of potential partners that need to complete due diligence and approval processes, the definitive agreement negotiation process and numerous other unpredictable factors that can delay, impede or prevent significant transactions. If we are unable to find suitable partners or negotiate collaboration arrangements with favorable commercial terms with respect to our existing and future drug candidates or the licensing of our

intellectual property, or if any arrangements we negotiate, or have negotiated, are terminated, it could have a material adverse effect on our business, financial condition and results of operations.

Our revenue is exclusively derived from our collaboration agreements, which can result in significant fluctuation in our revenue from period to period, and our past revenue is therefore not necessarily indicative of our future revenue.

Our revenue is exclusively derived from our collaboration agreements, from which we receive upfront fees, contract research payments, milestone and other contingent payments based on clinical progress, regulatory progress or net sales achievements, royalties and product sales. Significant variations in the timing of receipt of cash payments and our recognition of revenue can result from payments based on the execution of new collaboration agreements, the timing of clinical outcomes, regulatory approval, commercial launch or the achievement of certain annual sales thresholds. The amount of our revenue derived from collaboration agreements in any given period will depend on a number of unpredictable factors, including our ability to find and maintain suitable collaboration partners, the timing of the negotiation and conclusion of collaboration agreements with such partners, whether and when we or our collaboration partners achieve clinical, regulatory and sales milestones, the timing of regulatory approvals in one or more major markets, reimbursement levels by private and government payers, and the market introduction of new drugs or generic versions of the approved drug, as well as other factors. Our past revenue generated from collaboration agreements is not necessarily indicative of our future revenue. If any of our existing or future collaboration partners fails to develop, obtain regulatory approval for, manufacture or ultimately commercialize any product candidate under our collaboration agreement, our business, financial condition, and results of operations could be materially and adversely affected.

We are a party to numerous collaboration agreements and other significant agreements which contain complex commercial terms that could result in disputes, litigation or indemnification liability that could adversely affect our business, results of operations and financial condition.

We currently derive, and expect to derive in the foreseeable future, substantially all of our revenue from collaboration agreements with biotechnology and pharmaceutical companies. These collaboration agreements contain complex commercial terms, including:

- clinical development and commercialization obligations that are based on certain commercial reasonableness performance standards that can often be difficult to enforce if disputes arise as to adequacy of our partner's performance;
- research and development performance and reimbursement obligations for our personnel and other resources allocated to partnered drug candidate development programs;
- clinical and commercial manufacturing agreements, some of which are priced on an actual cost basis for products supplied by us to our partners with complicated cost allocation formulas and methodologies;
- intellectual property ownership allocation between us and our partners for improvements and new inventions developed during the course of the collaboration;
- royalties on drug sales based on a number of complex variables, including net sales calculations, geography, scope of patent claim coverage, patent life, generic competitors, bundled pricing and other factors; and
- indemnity obligations for intellectual property infringement, product liability and certain other claims.

We are a party to numerous significant collaboration agreements and other strategic transaction agreements (e.g., financings and asset divestitures) that contain complex representations and warranties, covenants and indemnification obligations. If we are found to have materially breached such agreements, it could subject us to substantial liabilities and harm our financial condition.

From time to time, we are involved in litigation matters involving the interpretation and application of complex terms and conditions of our agreements. One or more disputes may arise or escalate in the future regarding our collaboration agreements, transaction documents, or third-party license agreements that may ultimately result in costly litigation and unfavorable interpretation of contract terms, which would have a material adverse effect on our business, financial condition and results of operations.

If we, or our partners through our collaborations, are not successful in recruiting sales and marketing personnel or in building a sales and marketing infrastructure, we will have difficulty commercializing our products, which would adversely affect our business, results of operations and financial condition.

To the extent we rely on other pharmaceutical or biotechnology companies with established sales, marketing and distribution systems to market our products, we will need to establish and maintain partnership arrangements, and we may not be able to enter into these arrangements on acceptable terms or at all. To the extent that we enter into co-promotion or other arrangements, any revenue we receive will depend upon the efforts of third parties, which may not be successful and over which we have little or no control—important examples of this risk include MOVANTIK® partnered with AstraZeneca and ADYNOVATE® (previously referred to as BAX 855) partnered with Baxalta (a wholly-owned subsidiary of Takeda). In the event that we market our products without a partner, we would be required to build, either internally or through third-party contracts, a sales and marketing organization and infrastructure, which would require a significant investment, and we may not be successful in building this organization and infrastructure in a timely or efficient manner.

If we are unable to create robust sales, marketing and distribution capabilities or to enter into agreements with third parties to perform these functions, we will be unable to commercialize our product candidates successfully.

We currently have no sales or distribution capabilities. To commercialize any of our drugs that receive regulatory approval for commercialization, we must develop robust internal sales, marketing and distribution capabilities, and manage inventory, supply, labeling, storage, record keeping, and advertising and promotion capabilities, which would be expensive and time consuming, or enter into arrangements with third parties to perform these services. If we decide to market our products directly, we must commit significant financial and managerial resources to develop a marketing and sales force with technical expertise and with supporting distribution, administration and compliance capabilities. Factors that may inhibit our efforts to commercialize our products directly or through partnerships include:

- our inability to recruit and retain adequate numbers of effective sales and marketing personnel;
- the inability of sales personnel to obtain access to or successfully educate adequate numbers of physicians about the potential benefits associated with the use of, and to subsequently prescribe, our products;
- the lack of complementary products or multiple product pricing arrangements may put us at a competitive disadvantage relative to companies with more extensive product lines; and
- unforeseen costs and expenses associated with creating and sustaining an independent sales and marketing organization.

We depend on third parties to conduct the clinical trials for our proprietary product candidates and any failure of those parties to fulfill their obligations could harm our development and commercialization plans.

We depend on independent clinical investigators, contract research organizations and other third-party service providers to conduct clinical trials for our proprietary product candidates. We rely heavily on these parties for the successful execution of our clinical trials. Though we are ultimately responsible for the results of their activities, many aspects of their activities are beyond our control. For example, we are responsible for ensuring that each of our clinical trials is conducted in accordance with the general investigational plan and protocols for the trials, but the independent clinical investigators may prioritize other projects over ours or communicate issues regarding our products to us in an untimely manner. Third parties may not complete activities on schedule or may not conduct our clinical trials in accordance with regulatory requirements or our stated protocols. The early termination of any of our clinical trial arrangements, the failure of third parties to comply with the regulations and requirements governing clinical trials or the failure of third parties to properly conduct our clinical trials could hinder or delay the development, approval and commercialization of our product candidates and would adversely affect our business, results of operations and financial condition.

We expect to continue to incur substantial losses and negative cash flow from operations and may not achieve or sustain profitability in the future.

For the nine months ended September 30, 2019, we reported net loss of $327.2 million. If and when we achieve profitability depends upon a number of factors, including the timing and recognition of milestone and other contingent payments and royalties received, the timing of revenue under our collaboration agreements, the amount of investments we make in our proprietary product candidates and the regulatory approval and market success of our product candidates. We may not be able to achieve and sustain profitability.

Other factors that will affect whether we achieve and sustain profitability include our ability, alone or together with our partners, to:

- develop drugs utilizing our technologies, either independently or in collaboration with other pharmaceutical or biotechnology companies;
- effectively estimate and manage clinical development costs, particularly the cost of the clinical studies for NKTR-214, NKTR-358, NKTR-262, NKTR-255, and ONZEALD®;
- receive necessary regulatory and marketing approvals;
- maintain or expand manufacturing at necessary levels;
- achieve market acceptance of our partnered products;
- receive royalties on products that have been approved, marketed or submitted for marketing approval with regulatory authorities; and
- maintain sufficient funds to finance our activities.

Significant competition for our polymer conjugate chemistry technology platforms and our partnered and proprietary products and product candidates could make our technologies, products or product candidates obsolete or uncompetitive, which would negatively impact our business, results of operations and financial condition.

Our advanced polymer conjugate chemistry platforms and our partnered and proprietary products and product candidates compete with various pharmaceutical and biotechnology companies. Competitors of our polymer conjugate chemistry technologies include Biogen Inc., Savient Pharmaceuticals, Inc., Dr. Reddy's Laboratories Ltd., SunBio Corporation, Mountain View Pharmaceuticals, Inc., Novo Nordisk A/S (formerly assets held by Neose Technologies, Inc.), and NOF Corporation. Several other chemical, biotechnology and pharmaceutical companies may also be developing polymer conjugation technologies or technologies that have similar impact on target drug molecules. Some of these companies license or provide the technology to other companies, while others are developing the technology for internal use.

There are many competitors for our proprietary product candidates currently in development. For NKTR-214, there are numerous companies engaged in developing immunotherapies to be used alone, or in combination, to treat a wide range of oncology indications targeting both solid and liquid tumors. In particular, we expect to compete with therapies with tumor infiltrating lymphocytes, or TILS, chimeric antigen receptor-expressing T cells, or CAR-T, cytokine-based therapies, and checkpoint inhibitors. Potential competitors in the TIL and CAR-T space include Gilead Sciences, Inc. (through its acquisition of Kite Pharma, Inc.)/NCI, Apeiron Biologics, Philogen S.p.A., IRX Therapeutics, Anaveon AG, Adaptimmune LLC, and Novartis AG, Alkermes plc, Altor Bioscience, Roche, Synthorx, Inc., and Eli Lilly & Co. (through its acquisition of Armo BioSciences) in the cytokine-based therapies space, and Tesaro, Inc., Macrogenics, Inc., Merck, Bristol-Myers Squibb Company, and Roche in the checkpoint inhibitor space. For NKTR-358, there are a number of competitors in various stages of clinical development that are working on programs which are designed to correct the underlying immune system imbalance in the body due to autoimmune disease. In particular, we expect to compete with therapies that could be cytokine-based therapies (Symbiotix, LLC and Tizona Therapeutics), regulatory T cell therapies (Targazyme, Inc., Caladrius BioSciences, Inc., and Tract Therapeutics, Inc.), or IL-2-based-therapies (Amgen Inc.). For MOVANTIK®, there are currently several alternative therapies used to address opioid-induced constipation (OIC) and opioid-induced bowel dysfunction (OBD), including RELISTOR® (methylnaltrexone bromide), oral therapy AMITIZA® (lubiprostone), and oral and rectal over-the-counter laxatives and stool softeners such as docusate sodium, senna and milk of magnesia. For ADYNOVATE®, there is substantial competition from Sanofi's Fc fusion protein ELOCTATE™ for Hemophilia A treatment, JIVI® (antihemophilic factor (recombinant) PEGylated-aucl), an extended half-life Factor VIII for Hemophilia A treatment, approved in the U.S. in August 2018, and marketed by Bayer Healthcare, and Novo Nordisk which is expected to launch an extended half-life product in 2020. In addition, technologies other than those based on Fc fusion and polymer conjugation approaches (such as gene therapy approaches being developed by BioMarin Pharmaceutical Inc. and others) are being pursued to treat patients with Hemophilia A. For NKTR-181, there are numerous companies developing pain therapies designed to have less abuse potential primarily through formulation technologies and techniques applied to existing pain therapies. Potential competitors include Acura Pharmaceuticals, Inc., Cara Therapeutics, Inc., Collegium Pharmaceutical, Inc., Zyla Life Sciences (formerly Egalet Ltd), Elite Pharmaceuticals, Inc., Endo Health Solutions Inc., KemPharm, Inc., Pfizer/Eli Lilly & Co., Purdue Pharma L.P., and Regeneron Pharmaceuticals, Inc./Teva Pharmaceutical Industries Ltd. For ONZEALD® there are a number of chemotherapies and cancer therapies approved today and in various stages of clinical development for breast cancer, including, but not limited to: Abraxane® (paclitaxel protein-bound particles for injectable suspension (albumin bound)), Xeloda® (capecitabine), Afinitor® (everolimus), Ellence® (epirubicin), Gemzar® (gemcitabine), Halaven® (eribulin), Herceptin® (trastuzumab), Ixempra® (ixabepilone), Navelbine® (vinolrebine), and Taxotere® (docetaxel). Major pharmaceutical or biotechnology companies with approved drugs or drugs in development for breast cancers include, but are not limited to, Bristol-

Myers Squibb Company, Eli Lilly & Co., Roche, GlaxoSmithKline plc, Pfizer Inc., Eisai Inc., and Sanofi Aventis S.A. There can be no assurance that we or our partners will successfully develop, obtain regulatory approvals for and commercialize next-generation or new products that will successfully compete with those of our competitors. Many of our competitors have greater financial, research and development, marketing and sales, manufacturing and managerial capabilities. We face competition from these companies not just in product development but also in areas such as recruiting employees, acquiring technologies that might enhance our ability to commercialize products, establishing relationships with certain research and academic institutions, enrolling patients in clinical trials and seeking program partnerships and collaborations with larger pharmaceutical companies. As a result, our competitors may succeed in developing competing technologies, obtaining regulatory approval or gaining market acceptance for products before we do. These developments could make our products or technologies uncompetitive or obsolete.

We may not be able to manage our growth effectively, which could adversely affect our operations and financial performance.

The ability to manage and operate our business as we execute our development and growth strategy will require effective planning. Significant rapid growth could strain our management and internal resources, and other problems may arise that could adversely affect our financial performance. We expect that our efforts to grow will place a significant strain on personnel, management systems, infrastructure and other resources. Our ability to effectively manage future growth will also require us to successfully attract, train, motivate, retain and manage new employees and continue to update and improve our operational, financial and management controls and procedures. If we do not manage our growth effectively, our operations and financial performance could be adversely affected.

Our future depends on the proper management of our current and future business operations and their associated expenses.

Our business strategy requires us to manage our business to provide for the continued development and potential commercialization of our proprietary and partnered drug candidates. Our strategy also calls for us to undertake increased research and development activities and to manage an increasing number of relationships with partners and other third parties, while simultaneously managing the capital necessary to support this strategy. If we are unable to manage effectively our current operations and any growth we may experience, our business, financial condition and results of operations may be adversely affected. If we are unable to effectively manage our expenses, we may find it necessary to reduce our personnel-related costs through reductions in our workforce, which could harm our operations, employee morale and impair our ability to retain and recruit talent. Furthermore, if adequate funds are not available, we may be required to obtain funds through arrangements with partners or other sources that may require us to relinquish rights to certain of our technologies, products or future economic rights that we would not otherwise relinquish or require us to enter into other financing arrangements on unfavorable terms.

Because competition for highly qualified technical personnel is intense, we may not be able to attract and retain the personnel we need to support our operations and growth.

We must attract and retain experts in the areas of clinical testing, manufacturing, research, regulatory and finance, and may need to attract and retain commercial, marketing and distribution experts and develop additional expertise in our existing personnel. We face intense competition from other biopharmaceutical companies, research and academic institutions and other organizations for qualified personnel. Many of the organizations with which we compete for qualified personnel have greater resources than we have. Because competition for skilled personnel in our industry is intense, companies such as ours sometimes experience high attrition rates with regard to their skilled employees. Further, in making employment decisions, job candidates often consider the value of the stock awards they are to receive in connection with their employment. Our equity incentive plan and employee benefit plans may not be effective in motivating or retaining our employees or attracting new employees, and significant volatility in the price of our stock may adversely affect our ability to attract or retain qualified personnel. If we fail to attract new personnel or to retain and motivate our current personnel, our business and future growth prospects could be severely harmed.

We are dependent on our management team and key technical personnel, and the loss of any key manager or employee may impair our ability to develop our products effectively and may harm our business, operating results and financial condition.

Our success largely depends on the continued services of our executive officers and other key personnel. The loss of one or more members of our management team or other key employees could seriously harm our business, operating results and financial condition. The relationships that our key managers have cultivated within our industry make us particularly dependent upon their continued employment with us. We are also dependent on the continued services of our technical personnel because of

the highly technical nature of our products and the regulatory approval process. Because our executive officers and key employees are not obligated to provide us with continued services, they could terminate their employment with us at any time without penalty. We do not have any post-employment noncompetition agreements with any of our employees and do not maintain key person life insurance policies on any of our executive officers or key employees.

The price of our common stock has, and may continue to fluctuate significantly, which could result in substantial losses for investors and securities class action litigation.

Our stock price is volatile. During the three months ended September 30, 2019, based on closing prices on the NASDAQ Global Select Market, the closing price of our common stock ranged from $16.91 to $36.27 per share. Plaintiffs' securities litigation firms have recently publicly announced that they are investigating a potential breach of fiduciary duty claim involving our board of directors. Additionally, on October 30, 2018, the Company and certain of its executives were named in a putative securities class action complaint filed in the U.S. District Court for the Northern District of California, which complaint was subsequently amended on May 15, 2019. Also, on February 13, 2019, and February 18, 2019, shareholder derivative complaints were filed in the U.S. District Court for the District of Delaware naming the CEO, CFO and certain members of Nektar's board. Both the class action and shareholder derivative actions assert, among other things, that for a period beginning at least from November 11, 2017 through October 2, 2018, the Company's stock was inflated due to alleged misrepresentations about the efficacy and safety of NKTR-214. In addition, on August 19, 2019, we and certain of our executives were named in a putative securities class action complaint filed in the U.S. District Court for the Northern District of California, which complaint asserted, among other things, that for a period between February 15, 2019 and August 8, 2019, inclusive, our stock was inflated due to an alleged failure to disclose a NKTR-214 manufacturing issue. We expect our stock price to remain volatile. A variety of factors may have a significant effect on the market price of our common stock, including the risks described in this section titled "Risk Factors" and the following:

- announcements of data from, or material developments in, our clinical studies and those of our collaboration partners, including data regarding efficacy and safety, delays in clinical development, regulatory approval or commercial launch – in particular, data from clinical studies of NKTR-214 has had a significant impact on our stock price;
- announcements by collaboration partners as to their plans or expectations related to drug candidates and approved drugs in which we have a substantial economic interest;
- announcements regarding terminations or disputes under our collaboration agreements;
- fluctuations in our results of operations;
- developments in patent or other proprietary rights, including intellectual property litigation or entering into intellectual property license agreements and the costs associated with those arrangements;
- announcements of technological innovations or new therapeutic products that may compete with our approved products or products under development;
- announcements of changes in governmental regulation affecting us or our competitors;
- litigation brought against us or third parties to whom we have indemnification obligations;
- public concern as to the safety of drug formulations developed by us or others;
- our financing needs and activities; and
- general market conditions.

At times, our stock price has been volatile even in the absence of significant news or developments. The stock prices of biotechnology companies and securities markets generally have been subject to dramatic price swings in recent years.

We have implemented certain anti-takeover measures, which make it more difficult to acquire us, even though such acquisitions may be beneficial to our stockholders.

Provisions of our certificate of incorporation and bylaws, as well as provisions of Delaware law, could make it more difficult for a third party to acquire us, even though such acquisitions may be beneficial to our stockholders. These anti-takeover provisions include:

- establishment of a classified board of directors such that not all members of the board may be elected at one time;

- lack of a provision for cumulative voting in the election of directors, which would otherwise allow less than a majority of stockholders to elect director candidates;
- the ability of our board to authorize the issuance of "blank check" preferred stock to increase the number of outstanding shares and thwart a takeover attempt;
- prohibition on stockholder action by written consent, thereby requiring all stockholder actions to be taken at a meeting of stockholders;
- establishment of advance notice requirements for nominations for election to the board of directors or for proposing matters that can be acted upon by stockholders at stockholder meetings; and
- limitations on who may call a special meeting of stockholders.

Further, provisions of Delaware law relating to business combinations with interested stockholders may discourage, delay or prevent a third party from acquiring us. These provisions may also discourage, delay or prevent a third party from acquiring a large portion of our securities or initiating a tender offer or proxy contest, even if our stockholders might receive a premium for their shares in the acquisition over the then-current market prices. We also have a change of control severance benefit plan, which provides for certain cash severance, stock award acceleration and other benefits in the event our employees are terminated (or, in some cases, resign for specified reasons) following an acquisition. This severance plan could discourage a third party from acquiring us.

The indenture governing our 7.75% senior secured notes imposes significant operating and financial restrictions on us and our subsidiaries that may prevent us from pursuing certain business opportunities and restrict our ability to operate our business.

On October 5, 2015, we issued $250.0 million in aggregate principal amount of 7.75% senior secured notes due October 2020. The indenture governing the senior secured notes contains covenants that restrict our and our subsidiaries' ability to take various actions, including, among other things:

- incur or guarantee additional indebtedness or issue disqualified capital stock or cause certain of our subsidiaries to issue preferred stock;
- pay dividends or distributions, redeem equity interests or subordinated indebtedness or make certain types of investments;
- create or incur liens;
- transfer, sell, lease or otherwise dispose of assets and issue or sell equity interests in certain of our subsidiaries;
- incur restrictions on certain of our subsidiaries' ability to pay dividends or other distributions to the Company or to make intercompany loans, advances or asset transfers;
- enter into transactions with affiliates;
- engage in any business other than businesses which are the same, similar, ancillary or reasonably related to our business as of the date of the indenture; and
- consummate a merger, consolidation, reorganization or business combination, sell, lease, convey or otherwise dispose of all or substantially all of our assets or other change of control transaction.

This indenture also requires us to maintain a minimum cash and investments in marketable securities balance of $60.0 million. We have certain reporting obligations under the indenture regarding cash position and royalty revenue. The indenture specifies a number of events of default, some of which are subject to applicable grace or cure periods, including, among other things, non-payment defaults, covenant defaults, cross-defaults to other material indebtedness, bankruptcy and insolvency defaults, non-payment of material judgments, loss of any material business license, criminal indictment of the Company, and certain civil forfeiture proceedings involving material assets of the Company. Our ability to comply with these covenants will likely be affected by many factors, including events beyond our control, and we may not satisfy those requirements. Our failure to comply with our obligations could result in an event of default under our other indebtedness and the acceleration of our other indebtedness, in whole or in part, could result in an event of default under the indenture governing the senior secured notes.

The restrictions contained in the indenture governing the senior secured notes could also limit our ability to plan for or react to market conditions, meet capital needs or otherwise restrict our activities or business plans and adversely affect our ability to finance our operations, enter into acquisitions or to engage in other business activities that would be in our interest.

Preliminary and interim data from our clinical studies that we announce or publish from time to time are subject to audit and verification procedures that could result in material changes in the final data and may change as more patient data become available.

From time to time, we publish preliminary or interim data from our clinical studies. Preliminary data remain subject to audit confirmation and verification procedures that may result in the final data being materially different from the preliminary data we previously published. Interim data are also subject to the risk that one or more of the clinical outcomes may materially change as patient enrollment continues and more patient data become available. As a result, preliminary and interim data should be viewed with caution until the final data are available. Material adverse changes in the final data could significantly harm our business prospects.

We may not be able to obtain intellectual property licenses related to the development of our drug candidates on a commercially reasonable basis, if at all.

Numerous pending and issued U.S. and foreign patent rights and other proprietary rights owned by third parties relate to pharmaceutical compositions, methods of preparation and manufacturing, and methods of use and administration. We cannot predict with any certainty which, if any, patent references will be considered relevant to our or our collaboration partners' technology or drug candidates by authorities in the various jurisdictions where such rights exist, nor can we predict with certainty which, if any, of these rights will or may be asserted against us by third parties. In certain cases, we have existing licenses or cross-licenses with third parties; however, the scope and adequacy of these licenses is very uncertain and can change substantially during long development and commercialization cycles for biotechnology and pharmaceutical products. There can be no assurance that we can obtain a license to any technology that we determine we need on reasonable terms, if at all, or that we could develop or otherwise obtain alternate technology. If we are required to enter into a license with a third party, our potential economic benefit for the products subject to the license will be diminished. If a license is not available on commercially reasonable terms or at all, we may be prevented from developing and commercializing the drug, which could significantly harm our business, results of operations, and financial condition.

If any of our pending patent applications do not issue, or are deemed invalid following issuance, we may lose valuable intellectual property protection.

The patent positions of pharmaceutical and biotechnology companies, such as ours, are uncertain and involve complex legal and factual issues. We own more than 275 U.S. and 850 foreign patents and have a number of pending patent applications that cover various aspects of our technologies. There can be no assurance that patents that have issued will be held valid and enforceable in a court of law. Even for patents that are held valid and enforceable, the legal process associated with obtaining such a judgment is time consuming and costly. Additionally, issued patents can be subject to opposition, inter partes review or other proceedings that can result in the revocation of the patent or maintenance of the patent in amended form (and potentially in a form that renders the patent without commercially relevant and/or broad coverage). Further, our competitors may be able to circumvent and otherwise design around our patents. Even if a patent is issued and enforceable, because development and commercialization of pharmaceutical products can be subject to substantial delays, patents may expire early and provide only a short period of protection, if any, following the commercialization of products encompassed by our patents. We may have to participate in post grant or inter partes review before the U.S. Patent and Trademark Office, which could result in a loss of the patent and/or substantial cost to us.

We have filed patent applications, and plan to file additional patent applications, covering various aspects of our PEGylation and advanced polymer conjugate technologies and our proprietary product candidates. There can be no assurance that the patent applications for which we apply would actually issue as patents, or do so with commercially relevant and/or broad coverage. The coverage claimed in a patent application can be significantly reduced before the patent is issued. The scope of our claim coverage can be critical to our ability to enter into licensing transactions with third parties and our right to receive royalties from our collaboration partnerships. Since publication of discoveries in scientific or patent literature often lags behind the date of such discoveries, we cannot be certain that we were the first inventor of inventions covered by our patents or patent applications. In addition, there is no guarantee that we will be the first to file a patent application directed to an invention.

An adverse outcome in any judicial proceeding involving intellectual property, including patents, could subject us to significant liabilities to third parties, require disputed rights to be licensed from or to third parties or require us to cease using the technology in dispute. In those instances where we seek an intellectual property license from another, we may not be able to obtain the license on a commercially reasonable basis, if at all, thereby raising concerns on our ability to freely commercialize our technologies or products.

We rely on trade secret protection and other unpatented proprietary rights for important proprietary technologies, and any loss of such rights could harm our business, results of operations and financial condition.

We rely on trade secret protection for our confidential and proprietary information. No assurance can be given that others will not independently develop substantially equivalent confidential and proprietary information or otherwise gain access to our trade secrets or disclose such technology, or that we can meaningfully protect our trade secrets. In addition, unpatented proprietary rights, including trade secrets and know-how, can be difficult to protect and may lose their value if they are independently developed by a third party or if their secrecy is lost. Any loss of trade secret protection or other unpatented proprietary rights could harm our business, results of operations and financial condition.

If product liability lawsuits are brought against us, we may incur substantial liabilities.

The manufacture, clinical testing, marketing and sale of medical products involve inherent product liability risks. If product liability costs exceed our product liability insurance coverage (or if we cannot secure product liability insurance), we may incur substantial liabilities that could have a severe negative impact on our financial position. Whether or not we are ultimately successful in any product liability litigation, such litigation would consume substantial amounts of our financial and managerial resources and might result in adverse publicity, all of which would impair our business. Additionally, we may not be able to maintain our clinical trial insurance or product liability insurance at an acceptable cost, if at all, and this insurance may not provide adequate coverage against potential claims or losses.

If we or current or future collaborators or service providers fail to comply with healthcare laws and regulations, we or they could be subject to enforcement actions and civil or criminal penalties.

Although we do not currently have any products on the market, once we begin commercializing our drug candidates, we will be subject to additional healthcare statutory and regulatory requirements and enforcement by the federal and state governments of the jurisdictions in which we conduct our business. Healthcare providers, physicians and third-party payers play a primary role in the recommendation and prescription of any drug candidates for which we obtain marketing approval. Our future arrangements with third-party payers and customers may expose us to broadly applicable fraud and abuse and other healthcare laws and regulations that may constrain the business or financial arrangements and relationships through which we market, sell and distribute our therapeutic candidates for which we obtain marketing approval. Restrictions under applicable federal and state healthcare laws and regulations, include the following:

- the federal Anti-Kickback Statute, which prohibits, among other things, persons from knowingly and willfully soliciting, receiving, offering, or paying remuneration (a term interpreted broadly to include anything of value, including, for example, gifts, discounts, and credits), directly or indirectly, in cash or in kind, to induce or reward, or in return for, either the referral of an individual for, or the purchase, order, or recommendation of, an item or service reimbursable under a federal healthcare program, such as the Medicare and Medicaid programs;
- federal civil and criminal false claims laws and civil monetary penalty laws, which prohibit, among other things, individuals or entities from knowingly presenting, or causing to be presented, claims for payment to Medicare, Medicaid, or other third-party payers that are false or fraudulent, or making a false statement or record material to payment of a false claim or avoiding, decreasing, or concealing an obligation to pay money owed to the federal government;
- provisions of the federal Health Insurance Portability and Accountability Act of 1996 (HIPAA), which created new federal criminal statutes, referred to as the "HIPAA All-Payer Fraud Prohibition," that prohibit knowingly and willfully executing a scheme to defraud any healthcare benefit program and making false statements relating to healthcare matters;
- federal transparency laws, including the federal Physician Payment Sunshine Act, which require manufacturers of certain drugs and biologics to track and disclose payments and other transfers of value they make to U.S. physicians and teaching hospitals as well as physician ownership and investment interests in the manufacturer, and that such information is subsequently made publicly available in a searchable format on a CMS website;
- provisions of HIPAA, as amended by the Health Information Technology for Economic and Clinical Health Act and its implementing regulations, which imposes certain requirements relating to the privacy, security and transmission of individually identifiable health information; and
- state law equivalents of each of the above federal laws, such as anti-kickback and false claims laws which may apply to items or services reimbursed by any third-party payer, including commercial insurers, state transparency reporting and compliance laws; and state laws governing the privacy and security of health information in certain

circumstances, many of which differ from each other in significant ways and which may not have the same effect, thus complicating compliance efforts.

Ensuring that our future business arrangements with third-parties comply with applicable healthcare laws and regulations could involve substantial costs. If our operations are found to be in violation of any such requirements, we may be subject to penalties, including civil or criminal penalties, monetary damages, the curtailment or restructuring of our operations, or exclusion from participation in government contracting, healthcare reimbursement or other government programs, including Medicare and Medicaid, any of which could adversely affect financial results. Although effective compliance programs can mitigate the risk of investigation and prosecution for violations of these laws, these risks cannot be entirely eliminated. Any action against us for an alleged or suspected violation could cause us to incur significant legal expenses and could divert our management's attention from the operation of our business, even if our defense is successful. In addition, achieving and sustaining compliance with applicable laws and regulations may be costly to us in terms of money, time and resources.

We are involved in legal proceedings and may incur substantial litigation costs and liabilities that will adversely affect our business, financial condition and results of operations.

From time to time, third parties have asserted, and may in the future assert, that we or our partners infringe their proprietary rights, such as patents and trade secrets, or have otherwise breached our obligations to them. A third party often bases its assertions on a claim that its patents cover our technology platform or drug candidates or that we have misappropriated its confidential or proprietary information. Similar assertions of infringement could be based on future patents that may issue to third parties. In certain of our agreements with our partners, we are obligated to indemnify and hold harmless our collaboration partners from intellectual property infringement, product liability and certain other claims, which could cause us to incur substantial costs and liability if we are called upon to defend ourselves and our partners against any claims. If a third party obtains injunctive or other equitable relief against us or our partners, they could effectively prevent us, or our partners, from developing or commercializing, or deriving revenue from, certain drugs or drug candidates in the U.S. and abroad. Costs associated with litigation, substantial damage claims, indemnification claims or royalties paid for licenses from third parties could have a material adverse effect on our business, financial condition and results of operations.

We are involved in legal proceedings where we or other third parties are enforcing or seeking intellectual property rights, invalidating or limiting patent rights that have already been allowed or issued, or otherwise asserting proprietary rights through one or more potential legal remedies. For example, we are currently involved in German litigation proceedings whereby Bayer is seeking co-ownership rights in certain of our patent filings pending at the European Patent Office covering, among other things, PEGylated Factor VIII which we have exclusively licensed to Baxalta (a wholly-owned subsidiary of Takeda). The subject matter of our patent filings in this proceeding relates to Bayer's PEGylated recombinant Factor VIII compound, BAY 94-9027, now commercially marketed as JIVI®. We believe that Bayer's claim to an ownership interest in these patent filings is without merit and are vigorously defending sole and exclusive ownership rights to this intellectual property. In addition, Nektar has filed claims in Germany seeking ownership rights of certain Bayer patent applications. In the U.S., Bayer filed a complaint against Baxalta and Nektar alleging the ADYNOVATE® product infringes a Bayer patent. Although the U.S. court dismissed all of Bayer's claims against Nektar and Nektar was removed as a defendant, a jury found the Bayer patent was valid and infringed, and awarded Bayer damages, the responsibility of which are borne fully by Baxalta. This damages award does not impact our royalties from sales of ADYNOVATE® under our collaboration with Baxalta. In other U.S. proceedings, Nektar and Baxalta filed complaints against Bayer Healthcare alleging Bayer's JIVI® product infringes several Nektar patents. In addition, in response to notices AstraZeneca and we received from the generic companies, Apotex (Apotex Inc. and Apotex Corp.) and MSN Laboratories Pvt. Ltd., alerting us that they had filed abbreviated new drug applications (ANDAs) with the FDA to market a generic version of MOVANTIK® (Paragraph IV Certifications), AstraZeneca and we together filed patent infringement suits against each of these generic companies in December 2018. Also, in a letter dated September 26, 2019, AstraZeneca and we received another Paragraph IV Certification from Aurobindo Pharma USA Inc. In these Paragraph IV Certifications, all three generic companies only alleged one patent, U.S. Patent No. 9,012,469, is invalid, unenforceable and/or not infringed by the manufacture, use or sale of their respective generic products. At this time, none of the other five Orange Book listed patents associated with MOVANTIK® are being challenged by these generics companies. In addition, we are currently named in putative securities class action lawsuits, and our CEO, CFO and certain members of our board are named in shareholder derivative complaints. We are also regularly involved in opposition proceedings at the European Patent Office and in inter partes review proceedings at the U.S. Patent and Trademark Office where third parties seek to invalidate or limit the scope of our allowed patent applications or issued patents covering (among other things) our drugs and platform technologies. The cost to us in initiating or defending any litigation or other proceeding, even if resolved in our favor, could be substantial, and litigation would divert our management's attention. Uncertainties resulting from the initiation and continuation of patent litigation or other proceedings could delay our research and development efforts or result in financial implications either in terms of seeking license arrangements or payment of damages or royalties.

Our internal computer systems, or those of our partners, vendors, CROs, CMOs or other contractors or consultants, may fail or suffer security breaches, which could result in a material disruption of our product development programs or the theft of our confidential information or patient confidential information.

Despite the implementation of security measures, our internal computer systems and those of our partners, vendors, contract research organizations (CROs), contract manufacturing organizations (CMOs) and other contractors and consultants are vulnerable to damage from computer viruses, unauthorized access, natural disasters, terrorism, war and telecommunication and electrical failures. Such events could cause interruptions of our operations. For instance, the loss of preclinical data or data from any future clinical trial involving our product candidates could result in delays in our development and regulatory filing efforts and significantly increase our costs. To the extent that any disruption or security breach were to result in a loss of, or damage to, our data, or inappropriate disclosure of confidential or proprietary information of our company or clinical patients, we could suffer or be subject to reputational harm, monetary fines (such as those imposed by European Regulation 2016/679, known as the General Data Protection Regulation, or "GDPR" and, effective in 2020, the California Consumer Privacy Act, or "CCPA"), civil suits, civil penalties or criminal sanctions and requirements to disclose the breach, and other forms of liability, and the development of our product candidates could be delayed. In addition, we continue to be subject to new and evolving data protection laws and regulations from a variety of jurisdictions, and there is a risk that our systems and processes for managing and protecting data may be found to be inadequate, which could expose us to fines and litigation.

The United Kingdom's withdrawal from the European Union (EU) may have a negative effect on global economic conditions, access to patient markets, and regulatory certainty, which could adversely affect our operations.

In June 2016, the electorate in the United Kingdom voted to withdraw from the EU in a national referendum (Brexit). Although the United Kingdom and the EU continue to discuss the terms under which the United Kingdom will withdraw from the EU, no agreement has been reached.

In addition to having a negative effect on global economic conditions, Brexit is expected to lead to a period of considerable uncertainty on regulatory processes in Europe and the European Economic Area. The lack of clarity about which EU rules and regulations the United Kingdom would replace or replicate in the event of Brexit, such as rules and regulations relating to trade (including the importation and exportation of pharmaceuticals), clinical research, and intellectual property, increases the risk that our clinical trials being carried out in United Kingdom are delayed or disrupted. Further, depending on which rules and regulations the United Kingdom ultimately adopts following a withdrawal from the EU, our business could be negatively affected.

Global economic conditions may negatively affect us and may magnify certain risks that affect our business.

Our operations and performance have been, and may continue to be, affected by global economic conditions. As a result of global economic conditions, some third-party payers may delay or be unable to satisfy their reimbursement obligations. Job losses or other economic hardships may also affect patients' ability to afford healthcare as a result of increased co-pay or deductible obligations, greater cost sensitivity to existing co-pay or deductible obligations, lost healthcare insurance coverage or for other reasons. We believe such conditions have led and could continue to lead to reduced demand for our and our collaboration partners' drug products, which could have a material adverse effect on our product sales, business and results of operations.

Further, rising international trade tensions, new or increased tariffs and changes in the U.S. trade policy may increase the costs of materials and products imported into the U.S. and may adversely affect our business. Tariffs, trade restrictions or sanctions imposed by the U.S. or other countries could increase the prices of our and our collaboration partners' drug products, affect our and our collaboration partners' ability to commercialize such drug products, or create adverse tax consequences in the U.S. or other countries. As a result, changes in international trade policy, changes in trade agreements and the imposition of tariffs or sanctions by the U.S. or other countries could materially adversely affect our results of operations and financial condition.

If earthquakes or other catastrophic events strike, our business may be harmed.

Our corporate headquarters, including a substantial portion of our research and development operations, are located in the San Francisco Bay Area, a region known for seismic activity and a potential terrorist target. In addition, we own facilities for the manufacture of products using our advanced polymer conjugate technologies in Huntsville, Alabama and own and lease offices in Hyderabad, India. There are no backup facilities for our manufacturing operations located in Huntsville, Alabama. In the event of an earthquake or other natural disaster, political instability, or terrorist event in any of these locations, our ability to manufacture and supply materials for drug candidates in development and our ability to meet our manufacturing obligations to our customers would be significantly disrupted and our business, results of operations and financial condition would be harmed. Our collaborative partners may also be subject to catastrophic events, such as earthquakes, floods, hurricanes and tornadoes, any of

which could harm our business, results of operations and financial condition. We have not undertaken a systematic analysis of the potential consequences to our business, results of operations and financial condition from a major earthquake or other catastrophic event, such as a fire, sustained loss of power, terrorist activity or other disaster, and do not have a recovery plan for such disasters. In addition, our insurance coverage may not be sufficient to compensate us for actual losses from any interruption of our business that may occur.

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

None, including no purchases of any class of our equity securities by us or any affiliate pursuant to any publicly announced repurchase plan in the three months ended September 30, 2019.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

Item 6. Exhibits

Except as so indicated in Exhibit 32.1, the following exhibits are filed as part of, or incorporated by reference into, this Quarterly Report on Form 10-Q.

Exhibit Number	Description of Documents
3.1(1)	Certificate of Incorporation of Inhale Therapeutic Systems (Delaware), Inc.
3.2(2)	Certificate of Amendment of the Amended Certificate of Incorporation of Inhale Therapeutic Systems, Inc.
3.3(3)	Certificate of Ownership and Merger of Nektar Therapeutics.
3.4(4)	Certificate of Ownership and Merger of Nektar Therapeutics AL, Corporation with and into Nektar Therapeutics.
3.5(5)	Amended and Restated Bylaws of Nektar Therapeutics.
10.1(6)	Separation, Consulting and General Release Agreement ++
31.1(6)	Certification of Nektar Therapeutics' principal executive officer required by Rule 13a-14(a) or Rule 15d-14(a).
31.2(6)	Certification of Nektar Therapeutics' principal financial officer required by Rule 13a-14(a) or Rule 15d-14(a).
32.1*	Section 1350 Certifications.
101.SCH(6)	Inline XBRL Taxonomy Extension Schema Document.
101.CAL(6)	Inline XBRL Taxonomy Extension Calculation Linkbase Document.
101.LAB(6)	Inline XBRL Taxonomy Extension Label Linkbase Document.
101.PRE(6)	Inline XBRL Taxonomy Extension Presentation Linkbase Document.
101.DEF(6)	Inline XBRL Taxonomy Extension Definition Linkbase Document.
104(6)	Cover Page Interactive Data File (formatted as inline XBRL with applicable taxonomy extension information contained in Exhibits 101).

(1) Incorporated by reference to Exhibit 3.1 to Nektar Therapeutics' Quarterly Report on Form 10-Q, for the quarter ended June 30, 1998.
(2) Incorporated by reference to Exhibit 3.3 to Nektar Therapeutics' Quarterly Report on Form 10-Q, for the quarter ended June 30, 2000.
(3) Incorporated by reference to Exhibit 3.1 to Nektar Therapeutics' Current Report on Form 8-K, filed with the SEC on January 23, 2003.
(4) Incorporated by reference to Exhibit 3.6 to Nektar Therapeutics' Annual Report on Form 10-K, for the year ended December 31, 2009.
(5) Incorporated by reference to Exhibit 3.1 to Nektar Therapeutics' Current Report on Form 8-K, filed with the SEC on February 6, 2019.
(6) Filed herewith.
* Exhibit 32.1 is being furnished and shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section, nor shall such exhibit be deemed to be incorporated by reference in any registration statement or other document filed under the Securities Act of 1933, as amended, or the Securities Exchange Act, except as otherwise stated in such filing.
++ Management contract or compensatory plan or arrangement.

SIGNATURES

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

By: /s/ GIL M. LABRUCHERIE

Gil M. Labrucherie
Senior Vice President, Chief Operating Officer, and Chief Financial Officer
Date: November 6, 2019

By: /s/ JILLIAN B. THOMSEN

Jillian B. Thomsen
Senior Vice President, Finance and Chief Accounting Officer
Date: November 6, 2019

Exhibit 10.1

SEPARATION, CONSULTING AND GENERAL RELEASE AGREEMENT

RECITALS

This Separation, Consulting and General Release Agreement ("Agreement") effective as of October 15, 2019 (the "Effective Date") and is made by and between John Nicholson ("***Nicholson***") and Nektar Therapeutics ("***Company***").

WHEREAS, Nicholson and Company entered into an Employee Agreement, dated December 1, 2008, regarding various nondisclosure, non-solicitation and invention assignment obligations (the "***Employee Confidentiality Agreement***");

WHEREAS, Nicholson provided notice that he would step down from his current position as Senior Vice President and Chief Operating Officer effective October 1, 2019, and would remain an employee of the Company until his retirement effective October 15, 2019;

WHEREAS, the parties desire that Nicholson be available for, and, as needed, perform requested consulting services through the "***Consulting Services Term***" (as defined below);

NOW, THEREFORE, in consideration of the mutual promises and respective agreements, representations, warranties, covenants, conditions contained in this Agreement, the parties hereby agree as follows:

1. **Separation from Company and Severance Benefits**.

(a) **Separation**. Effective on the October 15, 2019 (the "***Separation Date***"), Nicholson's employment at the Company, as well as Nicholson's employment in any other capacity for the Company or any of its affiliates, shall terminate. In addition, with respect to stock options ("the ***Options***") and restricted stock units ("the ***RSUs***") the Company previously granted to Nicholson, Nicholson acknowledges and agrees that any such Options and any such RSUs not vested by the Separation Date are forfeited in accordance with the terms of the stock option and restricted stock unit agreements and related stock option and related restricted stock unit notices and the applicable equity incentive plan of the Company. Nicholson acknowledges and agrees that he has no further right or benefits under any agreement to receive or acquire any security or derivative security in or with respect to the Company or any of its affiliates or subsidiaries. Following the Separation Date, Nicholson shall not be authorized to transact any business on behalf of the Company or any its affiliates or subsidiaries unless authorized to do so in writing by an officer of the Company.

(b) **Severance Benefits**. Provided that Nicholson complies with all of the terms of this Agreement, the Company shall provide Nicholson with the following severance benefits (the "***Severance Benefits***"): (a) a paid consulting arrangement as set forth in Section 3 below; and (b) Nicholson's Options, to the extent outstanding and vested as of the Separation Date, will remain exercisable for an additional three (3) months following the conclusion of the Consulting Services Term (defined below); and (c) provided that Nicholson timely exercises his right to continue his health insurance coverage under the Consolidated Omnibus Budget Reconciliation Act of 1985 ("COBRA"), the Company will pay the monthly health insurance coverage fees for Nicholson and his eligible dependents for a period commencing on the Separation Date and ending on March 31, 2021, subject to the proviso that in all cases the Company's obligation to pay the monthly health insurance coverage fees shall end on the date Nicholson becomes eligible to receive health insurance coverage from any subsequent employer. Nicholson shall notify the Company promptly upon accepting employment with any other person or entity, but no later than three calendar days prior to commencing such employment, and at the same time, Nicholson shall notify the Company whether he is eligible to receive health coverage in connection with such employment. Nicholson acknowledges that the Severance Benefits represent payments that he would not otherwise be entitled to receive, now or in the future, without entering into this Agreement, and constitutes valuable consideration for the promises and undertakings set forth in this Agreement.

2. **Payment of Salary and Expenses**. On Nicholson's Separation Date, the Company will pay Nicholson a total of (i) all accrued and unpaid salary, and (ii) an amount equaling his effective hourly rate multiplied by the number of hours of accrued, but unused, paid time off [collectively, (i) and (ii), the "***Accrued Obligations***"]. In the event that Nicholson has a negative paid time off balance, Nicholson agrees that such amount will be deducted from the Company's payment to him of his Accrued Obligations. By signing below, Nicholson acknowledges and represents that, upon receiving the Accrued Obligations, he will have received all salary, wages, bonuses, accrued vacation and paid time off, and all other benefits and compensation due to him through the Separation Date.

Nicholson agrees that, by the Separation Date, he will submit his final documented expense reimbursement statement reflecting all business expenses he incurred through the Separation Date, if any, for which he seeks reimbursement. The Company will reimburse Nicholson for these expenses pursuant to its regular business practice.

3. **Consulting Services**.

(a) **Consulting Services and Term**. Immediately effective upon the Separation Date and through to March 31, 2021 (the "***Consulting Services Term***"), Nicholson will serve as an independent contractor to the Company to perform such other tasks as may be reasonably requested by the Company's Chief Executive Officer or his designee (the "Consulting Services"). Unless requested to do so by Company's Chief Executive Officer or his designee, Nicholson will not enter or visit Company's premises and Nicholson is expected to provide Consulting Services from a location remote from any of Company's premises. Generally, during the Consulting Services Term, Nicholson is expected to be available for consultation by phone and email during regular business hours. During the Consulting Services Term, Nicholson will have no authority to represent the Company to third parties or to bind the Company to any contractual obligations, whether written, oral or implied, or represent that Nicholson has such authority, unless authorized to do so in writing by an officer of the Company. During the Consulting Services Term, Nicholson shall continue to abide by all of the Company's policies and procedures in effect from time to time and perform duties requested of Nicholson in good faith to the best of his abilities.

(b) **Consideration and Fee Reimbursement during the Consulting Services Term**. During the Consulting Services Term, Company will compensate Nicholson in accordance with the following Consulting Compensation Table.

Table 1
Consulting Compensation Table
For Each Period Within the Consulting Services Term

Period	Compensation
October 16-31, 2019	19,134.14
November 1-30, 2019	38,268.58
December 1-31, 2019	38,268.58
January 1-31, 2020	38,268.58
February 1-29, 2020	38,268.58
March 1-31, 2020	38,268.58
April 1-30, 2020	38,268.58
May 1-31, 2020	38,268.58
June 1-30, 2020	38,268.58
July 1-31, 2020	38,268.58
August 1-31, 2020	38,268.58
September 1-30, 2020	38,268.58
October 1-31, 2020	38,268.58
November 1-30, 2020	38,268.58
December 1-31, 2020	38,268.58
January 1-31, 2021	38,268.58
February 1-28 2021	38,268.58
March 1-31, 2021	38,268.58
Total	669,700.00

The parties acknowledge and agree that the total compensation in accordance with Table 1 corresponds to one (1) year of Nicholson's annual base salary. Nicholson will also be reimbursed for reasonable out-of-pocket travel costs and other expenses that are approved in advance by email or writing by Company's Chief Executive Officer of his designee.

(c) **Invoices**. During the Consulting Services Term and after a complete calendar month of Consulting Services, Nicholson shall provide to the Company on or before the seventh (7th) calendar day of the immediately following month an invoice for thirty-eight thousand, two hundred sixty-eight dollars and fifty-eight cents ($38,268.58). For the incomplete month corresponding to the period of October 16-31, 2019, Nicholson shall provide the Company on or before November 7, 2019 an invoice for nineteen thousand, one hundred thirty-four dollars and fourteen cents ($19,134.14). In

addition, Nicholson shall provide to the Company within seven (7) days at the end of each calendar month during the Consulting Services Term a true and correct invoice for any approved reasonable out-of-pocket travel costs and other expenses incurred during the prior month. The Company shall pay each invoice within fifteen (15) business days of receiving such invoice from Nicholson. Nicholson shall submit each invoice and direct all communications to the Company's Senior Vice President, Human Resources (or such other person as delegated by Senior Vice President, Human Resources).

(d) **Independent Contractor Status**. It is the express intention of Nicholson and the Company that, during the Consulting Services Term, Nicholson shall be an independent contractor, and shall be classified by Company as such for all purposes, and shall not be an officer, employee, agent, joint venturer, or partner of Company. Accordingly, Nicholson shall not be entitled to earn or accrue during the Consulting Services Term and thereafter any rights, benefits, equity, or salary, or vest in any equity awards, under any employee benefit or compensation plan or program sponsored by Company or any of its parent, subsidiary or affiliated entities at any time, including, but not limited to health, dental, vision, 401(k), Change of Control Severance Benefit Plan, or other employee welfare benefits, and Nicholson shall be solely responsible for his insurance, taxes, fees, licenses, costs, equipment, expenses, and providing himself with office space, if necessary, to perform his duties as a consultant. Nothing in this Agreement shall be interpreted or construed as creating or establishing an employment relationship between Nicholson and Company at any time after the Separation Date.

(e) **Equity Awards**. Pursuant to the applicable Equity Incentive Plan ("Equity Plans") and the equity award notices and agreements issued to Nicholson thereunder (collectively, the "Award Agreements"), Nicholson's right to exercise any vested stock options shall end on the earlier of (i) three months following the conclusion of the Consulting Services Term, or (ii) the expiration of the term of Nicholson's stock options. Nicholson's stock options and restricted stock units continue to remain subject to all other terms and conditions of the Award Agreements. In the event of any conflict between the terms of the Equity Plans and Award Agreements and this Agreement, the terms of the Equity Plans and Award Agreements will control.

4. **Employee Acknowledgements**.

(a) **Acknowledgements and Representations**. Nicholson acknowledges: (a) receipt of all compensation and benefits due to him through the Effective Date as a result of services performed for the Company; (b) he has reported to the Company any and all work-related injuries incurred during employment; (c) the Company properly provided any leave of absence because of his or a family member's health condition, and he has not been subjected to any improper treatment, conduct or actions due to a request for or taking such leave; (d) he has provided the Company with written notice of any and all concerns regarding suspected ethical and compliance issues or violations on the part of the Company or any Released Party; (e) he has not filed any complaints, claims, or actions against the Company or any Released Party; and (f) he has not raised a claim of sexual harassment or abuse with the Company. Nicholson further represents that he will not bring any action in the future in which he seeks to recover any damages from the Company relating to or arising from his employment or his separation from the Company, other than an action to enforce his rights under this Agreement.

(b) **Confidential Information**. Nicholson shall continue to maintain the confidentiality of all confidential and proprietary information of Company and shall continue to comply with the continuing obligations of the Employee Confidentiality Agreement through the Transition Services Term, Consulting Services Term, and, as applicable, thereafter, including, without limitation, Section 4 of the Employee Confidentiality Agreement, which sets forth Nicholson's confidentiality obligations with respect to Company's Confidential Information (as defined in the Employee Confidentiality Agreement).

5. **Release Provisions**.

(a) **General Release**. In exchange for the consideration described in Sections 1(b) and 3(b), Nicholson, personally and for Nicholson's heirs, executors, administrators, successors and assigns, hereby generally and completely release the Company and its subsidiaries, successors, predecessors and affiliates, and its and their respective partners, members, directors, officers, employees, stockholders, shareholders, agents, attorneys, predecessors, insurers, affiliates and assigns (all of whom are referred to throughout this Agreement as "Released Parties"), from any and all claims, demands, actions, causes of action, suits, damages, losses, expenses, liabilities, and obligations, both known and unknown, individually or as part of a group action, that arise out of or are in any way related to events, acts, conduct, or omissions occurring at any time through the date Nicholson signs this Agreement ("Claims"). This general release includes, but is not limited to, to all matters in law, equity, contract, tort, or pursuant to statute, including but not limited to any and all claims arising under the California Constitution, California statutory and common law; Title VII of the Civil Rights Act of 1964, the Americans with Disabilities Act, the California Fair

Employment and Housing Act, the National Labor Relations Act; or any other federal, state or local statute, rule, ordinance, or regulation.

Nicholson further agrees and acknowledges that the release provided for in this Section 5 shall apply to all unknown and unanticipated injuries and/or damages. Nicholson acknowledges and understands that Section 1542 of the Civil Code of the State of California provides as follows:

> A general release does not extend to claims THAT THE CREDITOR OR RELEASING PARTY DOES NOT KNOW OR SUSPECT TO EXIST IN HIS/HER FAVOR AT THE TIME OF EXECUTING THE RELEASE AND THAT, IF KNOWN BY HIM/HER, WOULD HAVE MATERIALLY AFFECTED HIS/HER SETTLEMENT WITH THE DEBTOR OR RELEASED PARTY.

Nicholson intends these consequences even as to claims for damages that may exist as of the date this Agreement is executed that Nicholson does not know exist and which if known, would materially affect Nicholson's decision to execute this Agreement, regardless of whether the lack of knowledge is the result of ignorance, oversight, error, negligence or any other cause. Being aware of Section 1542 of the California Civil Code, Nicholson, by signing this Agreement, expressly waives the provisions of Section 1542 of the California Civil Code and any other similar provisions of law that may be applicable.

(b) **Exclusions from General Release**. The above release does not waive claims: (i) for unemployment or workers' compensation, (ii) for vested rights under ERISA-covered employee benefit plans as applicable on the date Nicholson signs this Agreement, (iii) that may arise after Nicholson signs this Agreement, (iv) for indemnification under California Labor Code section 2802, or (v) which cannot be released by private agreement.

6. **Acknowledgement of Waiver of ADEA Claims**. Nicholson acknowledges waiving and releasing any rights under the Age Discrimination in Employment Act of 1967 ("ADEA") and that this waiver and release is knowing and voluntary. Nicholson and the Company agree that this waiver and release does not apply to any rights or claims that may arise under the ADEA after the Effective Date of this Agreement. Nicholson acknowledges that the consideration given for this waiver and Agreement is in addition to anything of value to which Nicholson was already entitled. Nicholson further acknowledges notice by this writing that:

(a) Nicholson should consult with an attorney prior to executing this Agreement;

(b) Nicholson has up to twenty-one (21) calendar days within which to consider this Agreement;

(c) Nicholson has seven (7) calendar days following Nicholson's execution of this Agreement to revoke the Agreement;

(d) the ADEA waiver in this Agreement shall not be effective until the seven (7) day revocation period has expired; and

(e) nothing in this Agreement prevents or precludes Nicholson from challenging or seeking a determination in good faith of the validity of this waiver under the ADEA, nor does it impose any condition precedent, penalties or costs for doing so, unless specifically authorized by federal law; and

(f) in order to revoke this Agreement, Nicholson must deliver to Mark A. Wilson's attention at the following address a written revocation before 12:00 a.m. (midnight) p.s.t. on the seventh calendar day following the date Nicholson signs the Agreement:

Mark A. Wilson, Esq.
Nektar Therapeutics
455 Mission Bay Boulevard, South
Suite 100
San Francisco, CA 94158
Email: mwilson@nektar.com

7. **Confidentiality of this Agreement**. The provisions of this Agreement shall be held in strictest confidence by Nicholson and shall not be publicized or disclosed in any manner whatsoever by Nicholson at any time to any person other than Nicholson's lawyer or accountant, a governmental agency, or Nicholson's immediate family without the prior written consent of an officer of the Company, except as necessary in any legal proceedings directly related to the provisions and terms of this Agreement, to prepare and file income tax forms, or as required by court order after reasonable notice to the Company. Nothing in this Agreement shall prevent Nicholson from providing information to the NLRB upon request, nor shall this provision prevent Nicholson from exercising his rights under Section 7 of the National Labor Relations Act. Nicholson and the Company specifically disclaim any intent to enter into this Agreement in exchange for a promise not to reveal to any government entity, including any court or agency, conduct that could be construed as a violation of federal law.

8. **Proprietary Information**. Nicholson acknowledges access to and receipt of confidential business and proprietary information regarding the Company and its clients while working. This information may be in a variety of paper and electronic forms. Nicholson agrees not to make any such information known to any member of the public and to comply with all applicable ethical responsibilities related to client confidences and secrets.

9. **Cooperation**. Following the Effective Date, Nicholson agrees to reasonably cooperate with the Company in connection with: (a) any internal or governmental investigation or administrative, regulatory , arbitral or judicial proceeding involving the Company with respect to matters relating to Nicholson's service to the Company or any inquiries related to facts or circumstances that Nicholson knows as a result of service to the Company (collectively, "Litigation"); and (b) any audit of the financial statements of the Company with respect to the period of time when Nicholson was employed by the Company ("Audit"). Nicholson acknowledges that such cooperation may include, but shall not be limited to, Nicholson making himself available to the Company (or its respective attorneys or auditors) upon reasonable notice for: (i) interviews, factual investigations, and providing declarations or affidavits that provide truthful information in connection with any Litigation or Audit; (ii) appearing at the request of the Company to give testimony without requiring service of a subpoena or other legal process; (iii) volunteering to the Company pertinent information related to any Litigation or Audit; (iv) providing information and legal representations to the auditors of the Company, in a reasonable form and within a reasonable time frame, with respect to the Company's financial statements for the period in which Nicholson was employed by the Company; and (v) turning over to the Company any documents relevant to any Litigation or Audit that are or may come into Nicholson's possession. In addition, Nicholson agrees that he will not knowingly encourage, counsel, or assist any attorneys or their clients in the presentation or prosecution of any disputes, differences, grievances, claims, charges, or complaints by any third party against Company or any of its affiliates, unless under a subpoena or other court order to do so. Nicholson agrees both to immediately notify Company upon receipt of any such subpoena or court order, and to furnish, within three (3) business days of its receipt, a copy of such subpoena or other court order. If approached by anyone for counsel or assistance in the presentation or prosecution of any disputes, differences, grievances, claims, charges, or complaints against Company or any of its affiliates, Nicholson shall state no more than that he cannot provide counsel or assistance. Notwithstanding anything to the contrary, nothing in this Agreement prevents Nicholson from providing truthful information to any governmental agency in connection with any governmental, regulatory or administrative agency proceeding. Following the end of the Consulting Services Term, Nicholson shall receive: (i) an hourly fee for the cooperation described in this Section 9 at a rate of $250 per hour; and (ii) the reimbursement of reasonable travel and other expenses incurred by Nicholson in the course of providing such cooperation, provided, however, that all such travel and other expenses shall be reimbursed only if approved by Company in advance.

10. **Voluntary Waiver and Release, Advice of Counsel, Consideration and Other Information**. Nicholson acknowledges and agrees that:

(a) his waiver and release of rights under this Agreement are voluntary, and that he is acting of his own free will in executing this Agreement;

(b) through this Agreement, he is releasing the Released Parties from any and all claims that he may have against any of the Released Parties;

(c) his waiver and release, as set forth in this Agreement, do not apply to any rights or claims that may arise after the date he signs this Agreement; and

(d) the Company hereby advises Nicholson that, before signing this Agreement, he should consult with an attorney, although he may choose voluntarily not to do so.

11. **Tax Indemnification**. Nicholson acknowledges and agrees that the Company has made no representations or Tax Indemnification warranties regarding the tax consequences of any amounts paid by the Company to Nicholson pursuant to this Agreement. Nicholson agrees to pay all federal or state taxes owed by him, if any, which are required by law to be paid with respect to the payments herein. Nicholson further agrees to indemnify and hold the Company harmless from any taxes owed by him, including interests or penalties owed by Nicholson, on account of this Agreement. Nicholson further agrees to reimburse Company for any attorney's fees and costs incurred by Company as a result of having to obtain indemnification under this Agreement.

12. **Return of Company Property**. Nicholson agrees that, on or before the beginning of the Consulting Services Term and to the extent not already completed, Nicholson will return to the Company all Company documents (and all copies thereof whether in physical or electronic format) and, with the exception of a personal cell phone and computer, other Company property in Nicholson's possession or control, including, but not limited to: Company files, email, electronic messages, notes,

memoranda, correspondence, agreements, draft documents, notebooks, logs, drawings, records, plans, proposals, reports, forecasts, financial information, sales and marketing information, research and development information, personnel information, specifications, computer-recorded information, tangible property and equipment, smart phones, cell phones, pagers, credit cards, entry cards, identification badges and keys; and any materials of any kind that contain or embody any proprietary or confidential information of the Company (and all reproductions thereof in whole or in part). If Nicholson has used any personal computer, server, or electronic system to receive, store, review, prepare or transmit any Company confidential or proprietary data, materials or information, Nicholson agrees to provide the Company with a computer-useable copy of such information and then permanently delete and expunge such Company confidential or proprietary information from those systems. Nicholson agrees to provide the Company access to his system as requested to verify that the necessary copying and/or deletion is completed. Nicholson agrees not to retain any paper or electronic copies of any Company documents or data (including but not limited to email and electronic messages) other than this Release and other documents evidencing his employment relationship with the Company.

13. **No Interference with Rights**. Nothing in this Release, including but not limited to the release of claims, the non-disclosure of confidential and proprietary information, the acknowledgements and promise not to sue, or the confidentiality agreements, (a) limits or affects Nicholson's right to challenge the validity of this release (b) prevents Nicholson from filing a charge or complaint with or from participating in an investigation or proceeding conducted by the EEOC, the National Labor Relations Board, the Securities and Exchange Commission, or any other federal, state or local agency charged with the enforcement of any laws, including providing documents or other information, or (c) prevents Nicholson from exercising his rights under Section 7 of the NLRA to engage in protected, concerted activity with other employees, although by signing this Agreement, Nicholson acknowledges waiving his right to recover any individual relief (including backpay, frontpay, reinstatement or other legal or equitable relief) in any charge, complaint, or lawsuit or other proceeding brought by Nicholson or on Nicholson's behalf by any third party, except for any right Nicholson may have to receive a payment from a government agency (and not the Company) for information provided to the government agency or where otherwise prohibited.

14. **Right to Testify**. Nothing in this Agreement shall be construed as a waiver of Nicholson's right to testify in an administrative, legislative, or judicial proceeding concerning alleged criminal conduct or alleged sexual harassment on the part of the Company, or on the part of the agents or employees of the Company, when Nicholson has been required or requested to attend such a proceeding pursuant to a court order, subpoena, or written request from an administrative agency or the legislature.

15. **Entire Agreement; Modification**. This Agreement is governed by California law. This Agreement, the Award Agreements and Nicholson's Employee Confidentiality Agreement constitute the complete and only agreements between Nicholson and the Company on these subjects. In entering this Agreement, Nicholson is not relying on any promise or representation, written or oral, other than those expressly contained in this Agreement. Any prior agreements between or directly involving Nicholson and the Company are superseded by this Agreement, except for the Employee Confidentiality Agreement with the Company, and the Award Agreements. This Agreement may not be modified except in a writing signed by both Nicholson and a Senior Vice President of the Company. This Agreement shall bind the heirs, personal representatives, successors and assigns of both Nicholson and the Company, and inure to the benefit of both Nicholson and the Released Parties, their heirs, successors and assigns. Any determination that a provision of this Agreement is invalid or unenforceable, in whole or in part, will not affect any other provision of this Agreement, and the provision in question shall be modified by the court so as to be rendered enforceable in accordance with the intent of the parties to the extent possible.

16. **General**. The headings in this Agreement are provided for reference only and shall not affect the substance of this Agreement. This Agreement may be signed in counterparts.

17. **Costs**. The parties shall each bear their own attorneys' fees and other fees incurred in connection with this Agreement.

18. **Arbitration**. The parties agree that any dispute regarding any aspect of this Agreement, including the confidentiality provisions, shall be submitted exclusively to final and binding arbitration before a mutually agreed upon arbitrator in accordance with the Federal Arbitration Act ("FAA"), 9 U.S.C. § 1, *et seq*. In the event the FAA does not apply for any reason, then the arbitration will proceed pursuant to the California Arbitration Act, California Code of Civil Procedure § 1280, *et seq*. The arbitrator shall be empowered to award any appropriate relief, including remedies at law, in equity or injunctive relief. Arbitration proceedings shall be held in San Francisco, California, or at any other location mutually agreed upon by the parties. The parties agree that this arbitration shall be the exclusive means of resolving any dispute under this Agreement and that no other action will be brought by them in any court or other forum. If the parties cannot agree on an arbitrator, then an arbitrator will be selected using the alternate striking method from a list of five (5) neutral arbitrators

provided by JAMS (Judicial Arbitration & Mediation Services). Employee will have the option of making the first strike. Any dispute must be submitted to the other party in writing within thirty (30) days of when the party knew or should have known of the dispute. Otherwise, the claim of such party shall be deemed waived to the maximum extent allowed by law. Each party will pay the fees for their own counsel, subject to any remedies to which that party may later be entitled under applicable law. However, in all cases where required by applicable law, the Company will pay the arbitrator's fees and the arbitration costs. If under applicable law the Company is not required to pay the arbitrator's fees and the arbitration costs, then such fees and costs will be apportioned equally between each set of adverse parties.

19. **Voluntary Execution of Agreement**. This Agreement is executed voluntarily and without any duress or undue influence on the part or behalf of the parties hereto, with the full intent of releasing all claims. The parties acknowledge that: (a) they have read this Agreement; (b) they understand the terms and consequences of this Agreement and of the releases it contains; and (c) they are fully aware of the legal and binding effect of this Agreement.

20. **Counterparts**. This Agreement may be executed in counterparts, and each counterpart shall have the same force and effect as an original and shall constitute an effective, binding agreement on the part of each of the undersigned.

In exchange for the promises contained in this Agreement, the Company promises to provide the benefits set forth in this Agreement.

Nektar Therapeutics

By: /s/ Dorian Hirth
Dorian Hirth

SVP, Human Resources & Facilities Operations

You have read and understood this Agreement, sign this Agreement knowing you could be waiving valuable rights, and acknowledge that this Agreement is final and binding.

John Nicholson

/s/ John Nicholson

Exhibit 31.1

CERTIFICATIONS

I, Howard W. Robin, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the period ended September 30, 2019 of Nektar Therapeutics;

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(s) 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)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)), 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) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) 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

   (d) 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(s) 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.

Date: November 6, 2019

/s/ HOWARD W. ROBIN

Howard W. Robin
Chief Executive Officer, President and Director

Exhibit 31.2

CERTIFICATIONS

I, Gil M. Labrucherie, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the period ended September 30, 2019 of Nektar Therapeutics;

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(s) 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)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)), 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) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) 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

   (d) 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(s) 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.

Date: November 6, 2019

/s/ GIL M. LABRUCHERIE

Gil M. Labrucherie
Senior Vice President, Chief Operating Officer, and Chief Financial Officer

Exhibit 32.1

SECTION 1350 CERTIFICATIONS*

Pursuant to the requirement set forth in Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. §1350), Howard W. Robin, Chief Executive Officer, President and Director of Nektar Therapeutics (the "Company"), and Gil M. Labrucherie, Senior Vice President, Chief Operating Officer, and Chief Financial Officer of the Company, each hereby certifies that, to the best of his knowledge:

1. The Company's Quarterly Report on Form 10-Q for the three months ended September 30, 2019, to which this Certification is attached as Exhibit 32.1 (the "Periodic Report"), fully complies with the requirements of Section 13(a) or Section 15(d) of the Exchange Act; and

2. The information contained in the Periodic Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 6, 2019

/s/ HOWARD W. ROBIN	/s/ GIL M. LABRUCHERIE
Howard W. Robin **Chief Executive Officer, President and Director**	**Gil M. Labrucherie** **Senior Vice President, Chief Operating Officer, and Chief Financial 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 the Company 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.