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

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**FORM 10-Q**

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

For the quarterly period ended March 31, 2006

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

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**NEKTAR THERAPEUTICS**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**94-3134940**  
(IRS Employer  
Identification No.)

**150 Industrial Road**  
**San Carlos, California 94070**  
(Address of principal executive offices)

**650-631-3100**  
(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer

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 89,515,750 on April 30, 2006.

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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 (the “1933 Act”) and Section 21E of the Securities Exchange Act of 1934, as amended (the “1934 Act”). All statements other than statements of historical fact are “forward-looking statements” for purposes of this quarterly report, including any projections of earnings, revenues or other financial items, any statements of the plans and objectives of management for future operations, any statements concerning proposed new products or services, any statements regarding future economic conditions or performance and any statement 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, there can be no assurance that such expectations or any of the forward-looking statements will prove to be correct 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 below and for the reasons described elsewhere in this quarterly report. 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.

**Trademarks**

All Nektar brand and product names contained in this document are trademarks or registered trademarks of Nektar Therapeutics in the United States and other countries. The following, which may appear in this document, are registered or other trademarks owned by the following companies: Exubera and Somavert (Pfizer Inc); PEGASYS (Hoffmann-La Roche Ltd.); Neulasta (Amgen Inc.); Definity (Bristol-Myers Squibb Medical Imaging, Inc.); PEG-INTRON (Schering-Plough Corporation); DuraSeal and SprayGel (Confluent Surgical Inc.); Macugen ((OSI)-Eyeteq); Marinol (Solvay Pharmaceuticals, Inc.); and Cimzia (UCB Group).

**PART I: FINANCIAL INFORMATION****Item 1. Condensed Consolidated Financial Statements – unaudited:**

**NEKTAR THERAPEUTICS**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
(In thousands, except per share information)

	<u>March 31, 2006</u> unaudited	<u>December 31, 2005</u>
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 262,028	\$ 261,273
Short-term investments	217,488	214,928
Accounts receivable, net of allowance for doubtful accounts and sales returns of \$152 and \$70 at March 31, 2006 and December 31, 2005, respectively	17,432	8,205
Inventory, net	33,180	18,627
Other current assets	19,238	16,810
Total current assets	<u>549,366</u>	<u>519,843</u>
Investments in marketable securities	48,601	90,222
Property and equipment, net	140,301	142,127
Goodwill	78,431	78,431
Other intangible assets, net	11,944	13,452
Other assets	12,895	14,479
Total assets	<u>\$ 841,538</u>	<u>\$ 858,554</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 14,633	\$ 18,895
Accrued expenses	29,072	20,988
Other liabilities	10,016	9,952
Interest payable	2,903	3,791
Capital lease obligations	521	482
Convertible subordinated notes and debentures	36,026	—
Deferred revenue	17,130	15,487
Total current liabilities	<u>110,301</u>	<u>69,595</u>
Convertible subordinated notes and debentures	381,627	417,653
Capital lease obligations	20,129	20,276
Other long-term liabilities	20,285	21,810
Accrued rent	2,390	2,409
Commitments and contingencies		
Stockholders' equity:		
Preferred Stock, 10,000 shares authorized		
Series A, \$0.0001 par value: 3,100 shares designated; no shares issued or outstanding at March 31, 2006 and December 31, 2005	—	—
Convertible Series B, \$0.0001 par value: 40 shares designated; 20 shares issued and outstanding December 31, 2005; Liquidation preference of \$19,945 at December 31, 2005	—	—
Common stock, \$0.0001 par value; 300,000 authorized; 89,428 shares and 87,707 shares issued and outstanding at March 31, 2006 and December 31, 2005, respectively	9	9
Capital in excess of par value	1,244,234	1,233,690
Deferred compensation	—	(2,949)
Accumulated other comprehensive loss	(1,734)	(1,707)
Accumulated deficit	(935,703)	(902,232)
Total stockholders' equity	<u>306,806</u>	<u>326,811</u>
Total liabilities and stockholders' equity	<u>\$ 841,538</u>	<u>\$ 858,554</u>

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

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

	Three months ended March 31,	
	2006	2005
Revenue:		
Contract research revenue	\$ 14,817	\$ 19,529
Product sales and royalty revenue	12,397	6,392
Exubera commercialization readiness revenue	1,745	2,573
Total revenue	<u>28,959</u>	<u>28,494</u>
Operating costs and expenses:		
Cost of goods sold	7,500	5,255
Exubera commercialization readiness costs	1,495	2,294
Research and development	31,401	34,945
General and administrative	20,373	9,110
Amortization of other intangible assets	1,364	982
Total operating costs and expenses	<u>62,133</u>	<u>52,586</u>
Loss from operations	<u>(33,174)</u>	<u>(24,092)</u>
Interest income	4,882	2,272
Interest expense	(5,142)	(3,060)
Other income (expense), net	(37)	(1,285)
Loss before provision for income taxes	<u>(33,471)</u>	<u>(26,165)</u>
Provision for income taxes	—	—
Net loss	<u><u>\$(33,471)</u></u>	<u><u>\$(26,165)</u></u>
Basic and diluted net loss per share	<u>\$ (0.38)</u>	<u>\$ (0.31)</u>
Shares used in computing basic and diluted net loss per share	<u>88,926</u>	<u>84,708</u>

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

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

	Three months ended March 31,	
	2006	2005
<b>Cash flows used in operating activities:</b>		
Net loss	\$ (33,471)	\$(26,165)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation	6,506	4,119
Amortization of other intangible assets	1,508	1,128
Amortization of debt issuance costs	594	208
Amortization of gain related to sale of building	—	(278)
Loss on termination of capital lease	(218)	1,137
Non-cash compensation for employee retirement plans	546	285
Stock-based compensation	7,203	493
Increase in provision for doubtful accounts and sales returns reserve	82	285
Changes in assets and liabilities:		
Decrease (increase) in trade accounts receivable	(9,308)	6,219
Decrease (increase) in inventories	(14,552)	8
Decrease (increase) in prepaids and other assets	(1,130)	1,952
Increase (decrease) in accounts payable	(4,258)	(2,018)
Increase (decrease) in accrued expenses	8,096	(676)
Increase (decrease) in interest payable	(888)	217
Increase (decrease) in deferred revenue	1,433	(1,261)
Increase (decrease) in other liabilities	(874)	(16)
Net cash used in operating activities	<u>(38,731)</u>	<u>(14,363)</u>
<b>Cash flows from investing activities:</b>		
Purchases of investments	(33,725)	(49,633)
Sales of investments	—	40,750
Maturities of investments	72,334	41,087
Purchases of property and equipment	(4,588)	(4,531)
Net cash provided by investing activities	<u>34,021</u>	<u>27,673</u>
<b>Cash flows from financing activities:</b>		
Payments of loan and capital lease obligations	(284)	(838)
Issuance of common stock related to employee stock purchase plan	769	647
Issuance of common stock related to employee stock option exercises	4,975	2,340
Net cash provided by financing activities	<u>5,460</u>	<u>2,149</u>
Effect of exchange rates on cash and cash equivalents	5	(7)
Net increase in cash and cash equivalents	755	15,452
Cash and cash equivalents at beginning of period	<u>261,273</u>	<u>32,064</u>
Cash and cash equivalents at end of period	<u>\$262,028</u>	<u>\$ 47,516</u>
<b>Non-cash Investing and Financing Activities</b>		
Deferred compensation related to the issuance of restricted stock units	<u>\$ —</u>	<u>\$ 2,039</u>

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

**NEKTAR THERAPEUTICS**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**March 31, 2006**  
**(unaudited)**

**Note 1—Organization and Summary of Significant Accounting Policies**

**Organization and Basis of Presentation**

Our Company was originally incorporated in California in 1990 and was reincorporated in Delaware in 1998. In January 2003, we changed our name from Inhale Therapeutic Systems, Inc. to Nektar Therapeutics.

We are a biopharmaceutical company developing breakthrough products that make a difference in patients' lives. We create differentiated, innovative products by applying our drug delivery technologies to established or novel medicines. Our leading technologies are Nektar Pulmonary Technology and Nektar Advanced PEGylation Technology. Nine products using these technologies have received regulatory approval in the United States or the European Union. Our two technology platforms are the basis of nearly all of the partnered and proprietary products we currently have in preclinical and clinical development. We are also engaged in exploratory development with other early stage technologies.

We prepared the condensed consolidated financial statements following the requirements of the Securities and Exchange Commission ("SEC") for interim reporting. As permitted under those rules, certain footnotes or other financial information that are normally required by generally accepted accounting principles in United States of America ("U.S. GAAP") can be condensed or omitted. In the opinion of management, the financial statements include all normal and recurring adjustments that are considered necessary for the fair presentation of our financial position and operating results.

Revenues, expenses, assets, and liabilities can vary during each quarter of the year. Therefore, the results and trends in these interim financial statements may not be the same as those for the full year. The information included in this quarterly report on Form 10-Q should be read in conjunction with the consolidated financial statements and accompanying notes included in our Annual Report on Form 10-K/A for the year ended December 31, 2005.

**Principles of Consolidation**

Our consolidated financial statements include the financial position and results of operations and cash flows of our wholly-owned subsidiaries: Nektar Therapeutics AL, Corporation ("Nektar AL"); Nektar Therapeutics UK, Ltd. ("Nektar UK"), Nektar Therapeutics (India) Private Unlimited, Inhale Therapeutic Systems Deutschland GmbH ("Inhale Germany"), and Aerogen Inc. All intercompany accounts and transactions have been eliminated in consolidation.

Our 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. Translation gains and losses are included in accumulated other comprehensive loss in the stockholders' equity section of the balance sheet. To date, such cumulative translation adjustments have not been material to our consolidated financial position.

**Use of Estimates**

The preparation of financial statements in conformity with U.S. 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 revenues and expenses during the reporting period. Actual results could differ from those estimates.

**Segment, Significant Customer, and Geographic Information**

We report segment information in accordance with SFAS No. 131, *Disclosures About Segments of an Enterprise and Related Information*. The Company is managed as one operating segment. The entire business is comprehensively managed by our Executive Committee which reports to the Chief Executive Officer. The Executive Committee is our chief operating decision maker. We have multiple technologies, all of which are marketed to a common customer base (pharmaceutical and biotechnology companies which are typically located in the U.S. and EU). Within this segment we operate two remaining business units, Nektar Pulmonary Technology and Nektar Advanced PEGylation.

During the three month period ended December 31, 2005 our other business unit, Nektar Super Critical Fluids (Bradford), located in Bradford, England, was deemed to be significantly impaired, which resulted in a write off of \$59.6 million of goodwill and \$5.7 million of certain fixed assets

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representing more than 95% of the fair value. In the three month period ended March 31, 2006 we have initiated a plan to discontinue operations of Bradford. As of March 31, 2006, the remaining \$1.9 million of net assets at Bradford is not considered material to our consolidated financial statements and therefore not all of the requisite disclosures for discontinued operations under FAS 146 are included in the financial statements. In March 2006, the Bradford employees were provided a retention incentive to pursue the clinical protocols while the Company determines an exit strategy. The estimated cost of the retention incentives and severance costs are \$2.6 million, of which \$0.4 million was expensed in the three-month period ended March 31, 2006, and the remainder is to be amortized through July 31, 2006. We are continuing to evaluate our alternatives regarding the disposition of this business unit.

Our revenue is derived primarily from clients in the pharmaceutical and biotechnology industries. Revenue from Pfizer represented 44% and 63% of our total revenue for the three-month periods ended March 31, 2006 and 2005, respectively. Deferred revenue from Pfizer represented 61% and 42% of total deferred revenue as of March 31, 2006 and December 31, 2005, respectively. Product sales relate to Advanced PEGylation Technology and inhaled insulin (Exubera®) products.

Our accounts receivable balance contains trade receivables from product sales, collaborative research agreements, and Exubera® commercialization readiness revenue. On March 31, 2006, three different customers represented 40%, 16%, and 14% of our trade accounts receivable, respectively. At December 31, 2005, two different customers represented 49% and 10% of our accounts receivable, respectively.

Revenues are derived from customers in the following geographic areas (in thousands):

	Three-months ended March 31,	
	2006	2005
Contract research revenue		
United States	\$13,029	\$18,646
All other countries	1,788	883
Total contract research revenue	<u>\$14,817</u>	<u>\$19,529</u>
Product sales and royalty revenue		
United States	\$ 8,171	\$ 4,291
European countries	4,162	1,303
All other countries	64	798
Total product sales and royalty revenue	<u>\$12,397</u>	<u>\$ 6,392</u>
Exubera® commercialization readiness revenue		
United States	\$ 1,745	\$ 2,573
Total revenue	<u>\$28,959</u>	<u>\$28,494</u>

### Significant Concentrations

Cash equivalents and short-term investments are financial instruments that potentially subject us to concentration of risk. We limit our concentration of risk by diversifying our investment amount among a variety of industries and issuers and by limiting the average maturity to approximately one year. Our professional portfolio managers adhere to this investment policy as approved by our Board of Directors.

Our customers are primarily pharmaceutical and biotechnology companies that are located in the U.S. and Europe. Our accounts receivable balance contains trade receivables from product sales and royalties, collaborative research agreements, and commercialization readiness revenue. We provide for a general allowance for doubtful accounts by reserving for specifically identified doubtful accounts plus a percentage of past due amounts. We have not experienced significant credit losses from our accounts receivable or collaborative research agreements, and none is currently expected. We perform a regular review of our customer's payment history and associated credit risk. We do not require collateral from our customers.

We are dependent on our partners, vendors, and contract manufacturers to provide raw materials, drugs, and devices of appropriate quality and reliability and to meet applicable regulatory requirements. Consequently, in the event that supplies are delayed or interrupted for any reason, our ability to develop our products could be impaired, which could have a material adverse effect on our business, financial condition and results of operation.

We are dependent on Pfizer as the source of a significant proportion of our revenue. The termination of our collaboration arrangement with Pfizer would have a material adverse effect on our financial position and results of operations.

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### Fair Value of Financial Instruments

The carrying amounts of certain of the Company's financial instruments, including cash and cash equivalents, accounts receivable, accounts payable, accrued compensation and other accrued liabilities, approximate fair value because of their short term maturities.

### Derivative Instruments

We are exposed to foreign currency exchange rate fluctuations and interest rate changes in the normal course of our business. As part of our risk management strategy, we may use derivative instruments, including forwards and options to hedge certain foreign currency and interest rate exposures. We do not use derivative contracts for speculative purposes.

To limit our exposure to foreign currency exchange rate fluctuations with respect to British Pounds, we have periodically purchased British Pounds on the spot market and held them in a U.S. bank account. At March 31, 2006 and at December 31, 2005, we held British Pounds valued at approximately \$0.1 million and \$1.3 million, respectively, using the exchange rate as of period end. Such amount is included in cash and cash equivalents on our balance sheet. During the three-month period ended March 31, 2006, a gain of less than \$0.1 million resulting from revaluing British Pounds at the current exchange rate was included in other income (expense).

### Property and Equipment

Property and equipment are stated at cost. Major improvements are capitalized, while maintenance and repairs are expensed when incurred. Laboratory and other equipment are depreciated using the straight-line method generally over estimated useful lives of three to seven years. Leasehold improvements and buildings are depreciated using the straight-line method over the shorter of the estimated useful life or the remaining term of the lease.

### Goodwill

Goodwill is tested for impairment at the respective business unit level annually, or on an interim basis if an event occurs or circumstances change that would more-likely-than-not reduce the fair value below our carrying value. During the three-month periods ended March 31, 2006 and 2005, we did not record impairment charges under SFAS No. 142, *Goodwill and Other Intangible Assets*, as no indicators of impairment were identified by management.

### Comprehensive Income (Loss)

Comprehensive income (loss) is comprised of net loss and other comprehensive gain (loss). Other comprehensive income (loss) includes unrealized gains (losses) on available-for-sale securities and currency translation adjustments. The comprehensive loss consists of the following components, net of related tax effects (in thousands):

	Three months ended	
	March 31,	
	2006	2005
Net loss, as reported	\$ (33,471)	\$ (26,165)
Change in net unrealized gains (losses) on available-for-sale securities	33	(510)
Translation adjustment	(60)	(422)
Total comprehensive loss	<u>\$ (33,498)</u>	<u>\$ (27,097)</u>

The components of accumulated other comprehensive income (loss) is as follows:

	March 31,	December 31,
	2006	2005
Unrealized losses on available-for-sale securities	\$ (1,924)	\$ (1,957)
Translation adjustment	190	250
Total accumulated other comprehensive loss	<u>\$ (1,734)</u>	<u>\$ (1,707)</u>



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### **Revenue Recognition**

We recognize revenue in accordance with Securities and Exchange Commission Staff Accounting Bulletin No. 104, "Revenue Recognition in Financial Statements" ("SAB 104"). Effective July 1, 2003, we adopted the provisions of Emerging Issues Task Force, Issue No. 00-21, "Revenue Arrangements with Multiple Deliverables" ("EITF 00-21") on a prospective basis.

Revenue is recognized when there is persuasive evidence that an arrangement exists, delivery has occurred, the price is fixed and determinable, and collection is reasonably assured. Allowances are established for uncollectible amounts.

We enter into collaborative research and development arrangements with pharmaceutical and biotechnology partners that may involve multiple deliverables. For multiple-deliverable arrangements entered into after July 1, 2003, judgment is required in the areas of separability of units of accounting and the fair value of individual elements. The principles and guidance outlined in EITF No. 00-21 provide a framework to (a) determine whether an arrangement involving multiple deliverables contains more than one unit of accounting, and (b) determine how the arrangement consideration should be measured and allocated to the separate units of accounting in the arrangement. Our arrangements may contain the following elements: collaborative research, milestones, manufacturing and supply, royalties and license fees. For each separate unit of accounting we have objective and reliable evidence of fair value using available internal evidence for the undelivered item(s) and our arrangements generally do not contain a general right of return relative to the delivered item. In accordance with the guidance in EITF No. 00-21, the Company uses the residual method to allocate the arrangement consideration when it does not have fair value of a delivered item(s). Under the residual method, the amount of consideration allocated to the delivered item equals the total arrangement consideration less the aggregate fair value of the undelivered items.

Contract research revenue from collaborative research and feasibility agreements is recorded when earned based on the performance requirements of the contract. Advance payments for research and development revenue received in excess of amounts earned are classified as deferred revenue until earned. Revenue from collaborative research and feasibility arrangements are recognized as the related costs are incurred. Amounts received under these arrangements are generally non-refundable if the research effort is unsuccessful.

Payments received for interim milestones achieved are deferred and recorded as revenue ratably over the next period of continued development. Management makes its best estimate of the period of time until the next milestone is reached. This estimate affects the recognition of revenue for completion of the previous milestone. The original estimate is periodically evaluated to determine if circumstances have caused the estimate to change and if so, amortization of revenue is adjusted prospectively. Final milestone payments are recorded and recognized upon achieving the respective milestone, provided that collection is reasonably assured.

Product sales are derived primarily from cost-plus manufacturing and supply agreements with customers in our industry, and are recognized in accordance with the terms of the related contract. Product revenues from Exubera are recognized at the earlier of acceptance of the goods by Pfizer or sixty days from shipment. The allowance for sales returns was \$0.1 and nil as of March 31, 2006 and December 31, 2005, respectively.

### **Shipping and Handling Costs**

We record costs related to shipping and handling of product to customers in cost of goods sold for all periods presented.

### **Research and Development**

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 products and technology development and for other companies pursuant to feasibility agreements and development and license agreements. For our proprietary products and internal technology development programs, we frequently invest our own funds without reimbursement from a collaborative partner. Under our feasibility agreements, we are generally reimbursed for the cost of work performed. Feasibility agreements are designed to evaluate the applicability of our technologies to a particular molecule and therefore are generally completed in less than one year. Under our development and license agreements, products developed using our technologies may be commercialized by a collaborative partner. Under these development and license agreements, we may be reimbursed for development costs, may also be entitled to milestone payments when and if certain development and/or regulatory milestones are achieved, and may be compensated for the manufacture and supply of clinical and commercial product. We may also receive royalties on sales of commercial product. All of our research and development agreements are generally cancelable by the partner without significant financial penalty.

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### Clinical Trial Accruals

We record accruals for estimated clinical study costs. Most of our clinical studies are performed by third party contract research organizations (CRO's). We accrue costs for clinical studies performed by CRO's on a straight-line basis over the service periods specified in the contracts and adjust our estimates, if required, based upon our on-going review of the level of effort and costs actually incurred by the CRO. We validate our accruals quarterly with our vendors and perform detailed reviews of the activities related to our significant contracts.

In general, we have the right to terminate our CRO contracts at anytime and we are generally only liable for actual effort expended by the CRO through termination, regardless of payment status. Through March 31, 2006, differences between actual and estimated activity levels for any particular study were not significant enough to require a material adjustment.

### Income Taxes

We account for income taxes under SFAS No. 109, *Accounting for Income Taxes*. Under SFAS No. 109, the liability method is used in accounting for income taxes. Under this method, deferred tax assets and liabilities are determined based on differences between financial reporting and tax reporting bases of assets and liabilities and are measured using enacted tax rates and laws that are expected to be in effect when the differences are expected to reverse. Realization of deferred tax assets is dependent upon future earnings, if any, the timing and amount of which are uncertain. Because of our lack of earnings history, the net deferred tax assets for our operations outside of Alabama have been fully offset by a valuation allowance.

We did not record a provision for income taxes for the three-month periods ended March 31, 2006 and March 31, 2005, respectively, because our consolidated entity and respective subsidiaries had net losses for these periods.

### Net Loss Per Share

Basic net loss per share is calculated based on the weighted-average number of common shares outstanding during the period presented, less the weighted-average shares outstanding which are subject to the Company's right of repurchase.

The following table sets forth the computation of basic and diluted net loss per share (in thousands, except per share data):

	Three-months ended	
	March 31,	
	2006	2005
<b>Numerator:</b>		
Net loss	\$ (33,471)	\$ (26,165)
<b>Denominator:</b>		
Weighted average number of common shares outstanding	88,926	84,708
<b>Net loss per share – basic and diluted</b>	<b>\$ (0.38)</b>	<b>\$ (0.31)</b>

Diluted earnings per share would give effect to the dilutive impact of common stock equivalents which consists of convertible preferred stock and convertible subordinated debt (using the as-if converted method), and stock options and warrants (using the treasury stock method). Potentially dilutive securities have been excluded from the diluted earnings per share computations in all periods presented as such securities have an anti-dilutive effect on loss per share due to the Company's net loss position. Potentially dilutive securities included the following (in thousands):

	March 31,	
	2006	2005
Warrants	36	36
Options and restricted stock units	16,048	14,430
Convertible preferred stock	—	875
Convertible debentures and notes	16,896	3,831
<b>Total</b>	<b>32,980</b>	<b>19,172</b>

**Note 2 - Cash and Cash Equivalents, Short-term investments, and Investments in marketable securities**

We consider all highly liquid investments with a maturity at the date of purchase of three months or less to be cash equivalents. Cash and cash equivalents include demand deposits held in banks, interest bearing money market funds, commercial paper, federal and municipal government securities, and repurchase agreements.

Cash equivalents, short term investments, and investments in marketable securities (collectively “investments”) consist of federal and municipal government securities, corporate bonds, and commercial paper with A1, F1, or P1 short-term ratings and A or better long-term ratings with remaining maturities at date of purchase of greater than 90 days. Investments with maturities greater than one year are classified as long-term and represent investments of cash that are reasonably expected to be realized in cash and are available for use, if needed, in current operations.

As of March 31, 2006 and December 31, 2005, we held a portfolio exclusively of debt securities. Certain of these securities have a fair value less than their amortized cost. In accordance with SFAS No. 115, *Accounting for Certain Investments in Debt and Equity Securities* and EITF 03-01, we have recorded the difference between the amortized cost and fair value as a component of accumulated other comprehensive income. Management has concluded that no impairment should be recognized related to these investments because the unrealized losses incurred to date are not considered other than temporary. Management has reached this conclusion based upon its intention to generally hold all debt investments with an unrealized loss until maturity at which point they are redeemed at full par value, a history of actually holding the majority of our investments to maturity, and our strategy of aligning of the maturity of our debt investments to meet our cash flow needs. Therefore, we have the ability and intent to hold all of our debt investments to maturity.

At March 31, 2006, all investments are designated as available-for-sale and are carried at fair value, with unrealized gains and losses, net of tax, reported in stockholders’ equity as accumulated other comprehensive loss. Investments are adjusted for amortization of premiums and accretion of discounts to maturity. Such amortization is included in interest income. Realized gains and losses and declines in value judged to be other-than-temporary on available-for-sale securities, if any, are included in other income (expense). The cost of securities sold is based on the specific identification method. Interest and dividends on securities classified as available-for-sale are included in interest income.

We determine the fair value amounts by using available market information. As of March 31, 2006 and December 31, 2005, the average portfolio duration was approximately one year, and the contractual maturity of any single investment did not exceed twenty-four months. Investments with maturities greater than two years are classified as available for sale when they represent investments of cash that are reasonably expected to be realized in cash and are available for use in current operations. There were less than \$0.1 million gross unrealized gains on available for sale securities at March 31, 2006 and December 31, 2005. The gross unrealized losses on available for sale securities at March 31, 2006 and December 31, 2005, were approximately \$1.9 million and \$2.0 million, respectively. As of March 31, 2006, there were 50 securities that had been in a loss position for twelve months or more and which had a fair value of \$80.3 million and an unrealized loss of \$0.4 million. As of December 31, 2005, there were 58 securities that had been in a loss position for twelve months or more and which had a fair value of \$103.9 million and an unrealized loss of \$0.5 million.

The following is a summary of operating cash and available-for-sale securities as of March 31, 2006 (in thousands):

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
<b>Cash and Available-for-Sale Securities</b>				
Obligations of U.S. government agencies	\$ 92,670	\$ —	\$ (441)	\$ 92,229
U.S. corporate commercial paper	210,342	9	(338)	210,013
Obligations of U.S. corporations	172,018	—	(1,152)	170,866
Obligations of non U.S. corporations	2,996	—	(2)	2,994
Repurchase agreements	32,767	—	—	32,767
Cash and other cash equivalents	19,248	—	—	19,248
	<u>\$530,041</u>	<u>\$ 9</u>	<u>\$ (1,933)</u>	<u>\$528,117</u>
Amounts included in cash and cash equivalents	\$262,357	\$ 9	\$ (338)	\$262,028
Amounts included in short term investments (one year or less to maturity)	218,617	—	(1,129)	217,488
Amounts included in investments in marketable securities (one to two years to maturity)	49,067	—	(466)	48,601
	<u>\$530,041</u>	<u>\$ 9</u>	<u>\$ (1,933)</u>	<u>\$528,117</u>

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The following is a summary of operating cash and available-for-sale securities as of December 31, 2005 (in thousands):

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
<b>Cash and Available-for-Sale Securities</b>				
Obligations of U.S. government agencies	\$123,679	\$ —	\$ (631)	\$123,048
U.S. corporate commercial paper	179,790	9	(202)	179,597
Obligations of U.S. corporations	180,253	—	(1,125)	179,128
Obligations of non U.S. corporations	2,983	—	(8)	2,975
Repurchase agreements	64,199	—	—	64,199
Cash and other cash equivalents	17,476	—	—	17,476
	<u>\$568,380</u>	<u>\$ 9</u>	<u>\$ (1,966)</u>	<u>\$566,423</u>
Amounts included in cash and cash equivalents	\$261,466	\$ 9	\$ (202)	\$261,273
Amounts included in short term investments (one year or less to maturity)	215,942	—	(1,014)	214,928
Amounts included in investments in marketable securities (one to two years to maturity)	90,972	—	(750)	90,222
	<u>\$568,380</u>	<u>\$ 9</u>	<u>\$ (1,966)</u>	<u>\$566,423</u>

At March 31, 2006 and December 31, 2005, we had letter of credit arrangements with certain financial institutions and vendors including our landlord totaling \$2.6 million, which are secured by investments of similar amounts.

### Note 3 - Inventories

Inventories are stated at the lower of cost or market and are computed using standard cost, which approximates actual cost on a first-in, first-out basis. Inventories are reflected net of reserves of \$4.1 million and \$3.1 million as of March 31, 2006 and December 31, 2005, respectively. Reserves are determined using specific identification plus an estimated reserve against finished goods for potential defective or excess inventory based on historical experience. The following is a breakdown of net inventory (in thousands):

	March 31, 2006	December 31, 2005
Raw material	\$ 8,436	\$ 8,050
Work-in-process	19,659	2,740
Finished goods	5,085	7,837
Total inventories	<u>\$33,180</u>	<u>\$ 18,627</u>

Work in process primarily represents first time commercial build of Exubera® inhaler device inventory that is in process at contract manufacturers as of March 31, 2006.

### Note 4 - Other Intangible Assets

The components of our other intangible assets at March 31, 2006, are as follows (in thousands, except for years):

	Useful Life in Years	Gross Carrying Amount	Accumulated Amortization	Net
Core technology	5	\$15,270	\$ (8,157)	\$ 7,113
Developed product technology	5	2,900	(2,889)	11
Intellectual property	5-7	7,301	(6,962)	339
Supplier and customer relations	5	9,870	(5,389)	4,481
Total		<u>\$35,341</u>	<u>\$ (23,397)</u>	<u>\$11,944</u>

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Amortization expense related to other intangible assets totaled \$1.5 million and \$1.1 million for the three-month periods ended March 31, 2006 and 2005, respectively (approximately \$0.1 million was included in cost of sales for the periods ended March 31, 2006 and 2005). The following table presents expected future amortization expense for other intangible assets until they are fully amortized (in thousands):

<u>Years Ending December 31,</u>	
Remainder of 2006	\$ 2,821
2007	2,380
2008	2,380
2009	2,380
2010	1,983
Total	<u>\$11,944</u>

### **Note 5 – Accounting for Share-Based Compensation**

Effective January 1, 2006, the Company adopted the fair value method of accounting for share-based compensation arrangements in accordance with Financial Accounting Standards Board (“FASB”) Statement No. 123R, *Share-Based Payment* (“SFAS 123R”), using the modified prospective method of transition. Under the provisions of SFAS 123R, the estimated fair value of options granted under the Company’s Equity Incentive Plans (the “Option Plans”) are recognized as compensation expense over the option-vesting period. In addition, the Company’s Employee Stock Purchase Plan (the “ESPP”) is considered to be a compensatory plan under SFAS 123R as purchases are made at a discount to the market price of the Company’s common stock as reported on the first or last day of each semi-annual offering period (whichever is lower). Compensation expense is recognized based on the estimated fair value of the common stock during each offering period and the percentage of the purchase discount. Using the modified prospective method, compensation expense is recognized beginning with the effective date of adoption of SFAS 123R for all share-based payments (i) granted after the effective date of adoption and (ii) granted prior to the effective date of adoption and that remain unvested on the date of adoption.

Prior to January 1, 2006, the Company accounted for share-based employee compensation plans using the intrinsic value method of accounting in accordance with Accounting Principles Board Opinion No. 25, *Accounting for Stock Issued to Employees* (“APB 25”), and its related interpretations. Under the provisions of APB 25, no compensation expense was recognized with respect to purchases of the Company’s common stock under the ESPP or when stock options were granted with exercise prices equal to or greater than market value on the date of grant.

The Company recorded approximately \$5.0 million, or \$0.06 per share, of recurring share-based compensation expense for the three months ended March 31, 2006 as required by the provisions of SFAS 123R, which was primarily related to stock options and restricted stock units. The share-based compensation expense associated with stock options and restricted stock units (RSU’s) are calculated on a straight-line basis over the vesting periods of the related options. In addition the Company recorded approximately \$2.2 million, or \$0.02 per share, of share-based compensation expense for the three month period ended March 31, 2006, related to acceleration of stock grants as a result of severance agreements with three key executives whom resigned from their respective positions as of March 31, 2006. Share-based compensation expense for purchases under the ESPP is recognized based on the estimated fair value of the common stock during each offering period and the percentage of the purchase discount. These charges had no impact on the Company’s reported cash flows. In addition, during the three-month period ended March 31, 2005, the Company recorded approximately \$0.5 million of stock compensation expense pursuant to APB 25 associated with the amortization of deferred stock compensation related to the vesting of stock options and restricted stock units that were granted at prices below the fair market value at the date of grant. Share-based compensation cost is allocated among the following categories:

	<u>Three months ended March 31, 2006</u>
Inventory	\$ 300
Cost of goods sold	127
Research and development	2,442
General and administrative expenses	2,127
	<u>\$ 4,996</u>
Executive Severance	2,207
Total	<u>7,203</u>

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Under the modified prospective method of transition under SFAS 123R, the Company is not required to restate its prior period financial statements to reflect expensing of share-based compensation under SFAS 123R. Therefore, the results for the three months ended March 31, 2006 are not directly comparable to the same periods in the prior year.

As required by SFAS 123R, the Company has presented pro forma disclosures of its net loss and net loss per share for the prior year periods assuming the estimated fair value of the options granted prior to January 1, 2006 is amortized to expense over the option-vesting period as presented below.

	<u>Revised</u> <u>Three months</u> <u>ended</u> <u>March 31, 2005</u>
Net loss, as reported	\$ (26,165)
Add: Share-based employee compensation expense included in reported net loss	432
Less: Total share-based employee compensation expense determined under fair value based method for all options granted	(6,042)
Pro forma net loss	\$ (31,775)
Net loss per share:	
Basic and diluted - as reported	\$ (0.31)
Basic and diluted - pro forma	\$ (0.38)

The revised reported pro forma net loss for the three-month period ended March 31, 2005 has been decreased by approximately \$2.0 million for options exchanged under stock option exchange programs and adjustments from computational corrections.

For purposes of disclosure in the foregoing table and for purposes of determining estimated fair value under SFAS 123R, the Company has computed the estimated fair values of all share-based compensation using the Black-Scholes option pricing model and has applied the assumptions set forth in the following table. The Company increased the estimated life of stock options granted beginning in fiscal 2006 as a result of guidance from the SEC as contained in Staff Accounting Bulletin No. 107 permitting the initial application of a "simplified" method, which is based on the average of the vesting term and the term of the option. Previously, the Company calculated the estimated life based on the expectation that options would be exercised within five years on average. The Company based its estimate of expected volatility for options granted in fiscal year 2006 and 2005 on daily historical trading data of its common stock equivalent to the expected term of the respective share based grant. Generally the share based grants have expected terms ranging from 38 months to 64 months. The following tables represent assumptions used to calculate the fair value of stock options and ESPP purchases:

<u>Employee Stock Options</u>	<u>Three months</u> <u>ended</u> <u>March 31, 2006</u>	<u>Three months</u> <u>ended</u> <u>March 31, 2005</u>
Average risk-free interest rate	4.6%	3.7%
Dividend yield	0.0%	0.0%
Volatility factor	69.8%	76.0%
Weighted average option life (years)	5.3	4.5

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ESPP	Three months ended	Three months ended
	March 31, 2006	March 31, 2005
Average risk-free interest rate	4.7%	1.8%
Dividend yield	0.0%	0.0%
Volatility factor	41.3%	49.0%
Weighted average option life (years)	0.5	0.5

Generally, the fair value of restricted stock units approximates the market value of the underlying shares at the date of grant less any exercise price. The exercise price of our restricted stock units is \$0.01. The weighted average life of the 2006 RSU's is estimated to be 2.1 years.

The total share-based compensation cost is determined by multiplying the Black-Scholes valuation and the historical forfeiture rate for the respective grant. The Company has separated the employee population into two groups, (1) executive management and board members (executives) and (2) all other employees (staff). For the three-month period ended March 31, 2006, the annual forfeiture rate for executives and staff was calculated to be 21% and 32%, respectively.

The Black-Scholes option pricing model requires the input of highly subjective assumptions. Because the Company's employee stock options have characteristics significantly different from those of traded options, and because changes in the subjective input assumptions can materially affect the fair value estimate, in management's opinion, the existing models may not provide a reliable single measure of the fair value of its employee stock options or common stock purchased under the ESPP. In addition, management will continue to assess the assumptions and methodologies used to calculate estimated fair value of share-based compensation. Circumstances may change and additional data may become available over time, which could result in changes to these assumptions and methodologies, and which could materially impact the Company's fair value determination.

A summary of option activity under the Option Plan as of March 31, 2006, and changes during the three months then ended is presented below.

### Summary Details for Plan Share Options

	Number of Options	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Life (Years)	Aggregate Intrinsic Value (in millions)
Outstanding Balance, December 31, 2005	13,249	\$ 17.85		
Granted	379	19.85		
Exercised	(541)	9.05		
Forfeited or expired	(264)	18.49		
Outstanding Balance, March 31, 2006	12,823	18.27	5.3	\$ 234.2
Exercisable shares as of March 31, 2006	9,227	\$ 19.51	5.4	\$ 180.0

The weighted-average, grant-date fair value of options granted during the three-month period ended March 31, 2006 was \$12.36 based on the Black-Scholes option pricing model on the date of grant. The total intrinsic value of options exercised during the three-month period ended March 31, 2006 was approximately \$5.8 million and represents the difference between the exercise price of the option and the closing market price of the Company's common stock on the dates exercised.

A summary of the status of the Company unvested shares as of March 31, 2006, and changes during the three-month period then ended is presented below.

### Unvested Shares Issued Under the Plan

	Unvested Shares	Weighted-Average Grant-Date Fair Value
Unvested Balance, December 31, 2005	3,866	\$ 14.74
Granted	379	19.85
Vested	(385)	14.87
Forfeited	(264)	18.49
Unvested Balance, March 31, 2006	3,596	15.08

### Unrecognized Share-Based Compensation Expense

As of March 31, 2006 there was approximately \$51.5 million of total unrecognized compensation expense related to unvested share-based compensation arrangements granted under the Plan. Included in the \$51.5 million of unrecognized compensation expense is approximately \$8.5 million of share-based compensation resulting from a severance agreement with a key executive, which is expected to be

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recognized in the three month period ending June 30, 2006. This total unrecognized expense is expected to be recognized over a weighted-average period of approximately 2.2 years as follows:

	<u>(in millions)</u>
Fiscal Year 2006 - remaining periods	\$ 20.2
Fiscal Year 2007	11.8
Fiscal Year 2008	10.9
Fiscal Year 2009	6.4
Fiscal Year 2010 and thereafter	2.2
	<u>\$ 51.5</u>

During the three-month period ended March 31, 2006, we issued restricted stock unit awards totaling 997,300 shares of our common stock to certain employees. The restricted stock unit awards are settled by delivery of shares of our common stock on or shortly after the date the awards vest. The restricted stock unit awards become fully vested upon achieving three pre-determined performance milestones which are expected to occur over a period of 40 months. In connection with these restricted stock unit awards, we recorded compensation expense of \$1.0 million in the period ended March 31, 2006, which represents the vested portion at the fair market value of the restricted stock units on the date of grant.

During the three-month period ended March 31, 2005, we issued restricted stock unit awards totaling 110,000 shares of our common stock to certain employees. These restricted stock unit awards are settled by delivery of shares of our common stock on or shortly after the date the awards vest. The restricted stock unit awards become fully vested over a period of 36 to 48 months. In connection with these restricted stock unit awards, we recorded compensation of approximately \$0.4 million, which represents the vested portion fair market value of the restricted stock units on the date of grant. We are recognizing the stock based compensation expense for these awards on a straight line basis over the vesting period of 36 to 48 months.

### **Note 6 - Commitments and Contingencies**

#### *Legal Matters*

On July 12, 2005, a complaint was filed by The Board of Trustees of the University of Alabama (“UAH”) against Nektar Therapeutics AL, Corporation, and Nektar Therapeutics (“Company”) in the United States District Court for the Northern District of Alabama. The complaint alleges patent infringement, breach of a contract royalty obligation, violation of the Alabama Trade Secrets Act, and unjust enrichment. On August 3, 2005, UAH amended its complaint to add J. Milton Harris, a Nektar employee, as a party to the litigation, add certain additional claims, seek declaratory judgment on patents assigned to the Company, and seek compensatory, treble and punitive damages, all in unspecified amounts. On December 13, 2005, UAH filed its second amended complaint expanding its previously asserted claims that the Company and Harris had infringed patents of UAH, misappropriated and taken intellectual property rightfully belonging to UAH, concealed intellectual property from UAH that was rightfully the property of UAH, and converted these discoveries for their own profit notwithstanding that the Company and Harris were fully aware that the inventions rightfully belonged to UAH. UAH further claimed fraudulent concealment, conversion, detinue, misrepresentation, conspiracy and, as against Harris, breach of express and implied contract and breach of an assignment of application. UAH is seeking equitable relief including declaratory judgment, the imposition of a constructive trust, specific performance, injunction, accounting and other relief on the theory that UAH should be the record holder of certain patents assigned to the Company. On April 4, 2006, UAH filed its third amended complaint adding certain additional patents assigned to the Company to those recited in previous complaints filed by UAH subject to the same type of claims and petitions for relief. We have filed and continue to assert a counterclaim against UAH seeking full refund of all royalty payments erroneously paid to UAH under the patent at issue in the original complaint. The parties are continuing to move forward with the discovery process. The litigation is at too early a stage to make an assessment about the probability of the outcome in the case. We intend to vigorously defend ourselves in this litigation; however, there can be no assurances that we will be successful in such defense.

From time to time, we may be involved in lawsuits, claims, investigations and proceedings, consisting of intellectual property, commercial, employment and other matters, which arise in the ordinary course of business. In accordance with the SFAS No. 5, Accounting for Contingencies, we make a provision for a liability when it is both probable that a liability has been incurred and the amount of the loss can be reasonably estimated. These provisions are reviewed at least quarterly and adjusted to reflect the impact of negotiations, settlements, ruling, 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 operations of that period or on our cash and/or liquidity.

#### *Manufacturing and Supply Agreement with Contract Manufacturers*

In August 2000, we entered into a Manufacturing and Supply Agreement with our contract manufacturers to provide for the manufacturing of our pulmonary inhaler device for Exubera®. We have agreed to defend, indemnify, and hold harmless the contract manufacturers from and against third party liability arising out of the agreement, including product liability and infringement of intellectual property. There is no limitation on the potential amount of future payments we could be required to make under these



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indemnification obligations. We have never incurred costs to defend lawsuits or settle claims related to these indemnification obligations. If any of our indemnification obligations is triggered, we may incur substantial liabilities. Because the obligated amount of this agreement is not explicitly stated, the overall maximum amount of the obligations cannot be reasonably estimated.

### *Collaboration Agreements for Pulmonary Products*

As part of our collaboration agreements with our partners for the development, manufacture, and supply of products based on our Pulmonary Technology, 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 and infringement of intellectual property. The term of these indemnification obligations is generally perpetual any time after execution of the agreement. There is no limitation on the potential amount of future payments we could be required to make under these indemnification obligations. We have never incurred costs to defend lawsuits or settle claims related to these indemnification obligations. If any of our indemnification obligations is triggered, we may incur substantial liabilities. Because the obligated amount of this agreement is not explicitly stated, the overall maximum amount of the obligations cannot be reasonably estimated. Historically, we have not been obligated to make significant payments for these obligations, and no liabilities have been recorded for these obligations on our balance sheet as of March 31, 2006 or December 31, 2005.

### *License, Manufacturing and Supply Agreements for Products Based on our Advanced PEGylation Technology*

As part of our license, manufacturing, and supply agreements with our partners for the development and/or manufacture and supply of PEG reagents based on our Advanced PEGylation Technology, 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 and infringement of intellectual property. The term of these indemnification obligations is generally perpetual any time after execution of the agreement. There is no limitation on the potential amount of future payments we could be required to make under these indemnification obligations. We have never incurred costs to defend lawsuits or settle claims related to these indemnification obligations. If any of our indemnification obligations are triggered, we may incur substantial liabilities. Because the obligated amount of this agreement is not explicitly stated, the overall maximum amount of the obligations cannot be reasonably estimated. Historically, we have not been obligated to make significant payments for these obligations, and no liabilities have been recorded for these obligations on our balance sheet as of March 31, 2006 or December 31, 2005.

### *Lease Restoration*

We have several leases for our facilities in multiple locations. In the event that we do not exercise our option to extend the term of the lease, we guarantee certain costs to restore the property to certain conditions in place at the time of lease. We believe the estimated fair value of this guarantee is not material to our operations. Historically, we have not been obligated to make significant payments for these obligations, and no liabilities have been recorded for these obligations on our balance sheet as of March 31, 2006 or December 31, 2005.

## **Note 7 – Stockholders Equity**

### *Series B Convertible Preferred Stock*

In connection with a strategic alliance with Enzon Pharmaceuticals, Inc., we entered into a Preferred Stock Purchase Agreement pursuant to which we sold to Enzon and Enzon purchased from us 40,000 shares of non-voting Series B Preferred Stock at a purchase price of one thousand dollars (\$1,000) per share for an aggregate purchase price of \$40.0 million. A Certificate of Designation filed with the Secretary of State of Delaware sets forth the rights, privileges and preferences of the Series B Preferred Stock. Pursuant to the Certificate of Designation, the Series B Preferred Stock does not have voting rights. The Series B Preferred Stock was convertible, in whole or in part, into that number of shares of our Common Stock (the “Conversion Shares”) equal to the quotient of \$1,000 per share divided by the Conversion Price. The “Conversion Price” was initially \$22.79 per share or 125% of the Closing Price and at no time could the Preferred Stock convert into shares of Common Stock at a discount to the Closing Price. The “Closing Price” equaled \$18.23 per share and was based upon the average of our closing bid prices as listed on the Nasdaq National Market for the twenty (20) trading days preceding the date of the closing of the transaction.

The Series B Preferred Stock was convertible at the option of the holder. In accordance with the rights, privileges, and preferences of the Series B Preferred Stock pursuant to the certificate of designation, on January 7, 2005 the Conversion Price was adjusted to be equal to \$19.49 per share based on the average of the closing bid prices of our common stock as quoted on the Nasdaq National Market for the 20 trading days preceding January 7, 2005.

To the extent not previously converted, the Series B Preferred Stock was to automatically converted into shares of our Common Stock, based on the then effective Conversion Price, upon the fourth anniversary of the Original Issue Date (January 7, 2006), at which time, all remaining and outstanding shares of Series B preferred stock were converted into 1,023,292 shares of our common stock.

## 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 1-A—Risk Factors."*

### Overview

We are a biopharmaceutical company developing breakthrough products that make a difference in patients' lives. We create differentiated, innovative products by applying our drug delivery technologies to established or novel medicines. Our leading technologies are Nektar Pulmonary Technology and Nektar Advanced PEGylation Technology. Nine products using these technologies have received regulatory approval in the United States (U.S.) or the European Union (EU). Our two technology platforms are the basis of nearly all of the partnered and proprietary products we currently have in preclinical and clinical development.

We create or enable breakthrough products in two ways. First, we develop products in collaboration with pharmaceutical and biotechnology companies that seek to improve and differentiate their products. Second, we apply our technologies to established medicines to create and develop our own differentiated, proprietary products. Our proprietary products are designed to target serious diseases in novel ways. We believe our proprietary products have the potential to raise the standards of current patient care by improving efficacy, safety, and/or ease-of-use.

Exubera® (insulin human [rDNA origin]) Inhalation Powdered is a rapid-acting, powder human insulin that is inhaled normally through the mouth into the lungs prior to eating using the hand-held Exubera® Inhaler. Exubera® is the lead product using our Nektar Pulmonary Technology in partnership with Pfizer Inc. We believe Exubera® has the potential to revolutionize insulin therapy as it provides adults with Type 1 and Type 2 diabetes in the U.S. and the EU with the first non-invasive delivery form of insulin. Exubera® was approved for marketing in January 2006 in both the U.S. and the EU.

The commercial success of Exubera® will be the key driver of our business in the next several years. We expect our future revenues to come increasingly from the manufacture and sale of Exubera® Inhalers and powdered insulin, and royalties from end product sales by Pfizer Inc. The commercial success of Exubera® will be a significant factor in achieving our profitability objective and our ability to fund the key elements of our business strategy. In addition, we expect to receive substantially less contract research and commercialization readiness revenue from Pfizer Inc as Exubera® transitions to the commercialization phase and therefore revenues from commercialization sales of Exubera® will be required to replace those revenue sources. Like any product in the launch phase, we face a number of uncertainties with respect to the commercial success of Exubera®, including the timing and success of the commercial launch of Exubera® by Pfizer Inc in various markets, physician and patient education and experiences, third party payor reimbursement, country specific pricing approvals, manufacturing and supplier execution, and other risks and uncertainties identified in this report.

In addition, we plan to make significant investments in our proprietary product programs which will comprise a substantial portion of our research and development spending. Historically we have partnered with pharmaceutical and biotechnology companies in the early development phase which has helped fund the investment of our product programs. Our current strategy is to develop a portfolio of proprietary products that is intended to address critical unmet medical needs by exploiting our know-how and technology in combination with established medicines. Our objective is to advance these products into clinical development and potentially through regulatory marketing approval thereby capturing significantly more economic value from these products. This strategy requires us to make significant investments in early stage products where there is still substantial uncertainty regarding product efficacy, product safety, clinical results, regulatory approvals, competitive landscape, and market acceptance. Our decision as to when or whether to seek partners for our proprietary products will be made on a product-by-product basis and such decisions will have an important impact on our revenues, research and development spending, and financial position. While we believe this strategy may result in improved economics for any products ultimately developed and approved, it will require us to invest significant funds in developing these products without reimbursement from a collaborative partner.

We will continue to seek collaborative arrangements with pharmaceutical and biotechnology companies. Our partnering strategy enables us to develop a large and diversified pipeline of drug products using our technologies. As we continue to shift our focus towards our proprietary products programs, we expect to engage in a fewer number of higher value partnerships in order to optimize revenue potential, probability of success, and overall return on investment. To date the revenues we have received from the sales of our partner products have been insufficient to meet our operating and other expenses. Other than revenues we expect to generate from Exubera®, we do not anticipate receiving sufficient amounts of revenue from other partner product sales or royalties in the near future to meet our operating expenses.

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To fund the expense related to our research and development activities, we have raised significant amounts of capital through the sale of our equity and convertible debt securities. As of March 31, 2006, we had approximately \$381.6 million in long-term convertible subordinated notes, \$20.1 million in non-current capital lease obligations, and \$20.3 million in other long-term liabilities. Our ability to meet the repayment obligations of this debt is dependent upon our and our partners' ability to develop, obtain regulatory approvals, and successfully commercialize products. Even if we are successful in this regard, we will likely require additional capital to repay our debt obligations.

### **Critical Accounting Policies and Management Estimates**

The preparation of financial statements in conformity with U.S. 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 revenues and expenses during the reporting period. Such estimates are described in Note 1, Organization and Summary of Significant Accounting Policies to the Unaudited Notes to Condensed Financial Statements. 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, and evaluates our estimates on an ongoing basis. Actual results may differ from those estimates under different assumptions or conditions.

#### *Share-Based Compensation*

Effective January 1, 2006, we adopted the fair value method of accounting for share-based compensation arrangements in accordance with SFAS 123R, using the modified prospective method of transition. Share-based compensation arrangements covered by SFAS 123R currently include stock options granted under our Amended and Restated Stock Option and Incentive Plan (the "Option Plan") and purchases of common stock by our employees at a discount to the market price during each offering period under our Employee Stock Purchase Plan (the "ESPP"). Prior to January 1, 2006, we accounted for share-based employee compensation plans using the intrinsic value method of accounting in accordance with APB 25. Under the provisions of APB 25, no compensation expense was recognized with respect to purchases of our common stock under the ESPP or when stock options were granted with exercise prices equal to or greater than market value on the date of grant and no compensation expense was recognized for purchases of shares of our common stock by employees under our ESPP. Under the modified prospective method of transition, we are not required to restate our prior period financial statements to reflect expensing of share-based compensation under SFAS 123R. Therefore, the results as of the three months ended March 31, 2006 are not directly comparable to the same periods in the prior year.

As required by the provisions of SFAS 123R, we recorded \$7.2 million or \$0.08 per share, of share-based compensation expense for the three months ended March 31, 2006, of which \$2.2 million represents severance related costs associated with the acceleration of share-based grants. This total amount is allocated among cost of revenue, research and development expenses for proprietary drug discovery, and selling, general and administrative expenses based on the function of the applicable employee. This charge had no impact on our reported cash flows. We used the Black-Scholes option pricing model to determine the estimated fair value of our share-based compensation arrangements.

As of March 31, 2006 there was \$51.5 million of total unrecognized compensation expense related to unvested share-based compensation arrangements granted under the Plan. These costs will be recognized over a weighted average period of 2.2 years. Within this amount \$20.2 million will be recognized during the remainder of fiscal year 2006, and \$8.5 million is related to a severance arrangement with a key executive and will be recognized in the three month period ending June 30, 2006.

### **Results of Operations**

#### *Three-Months Ended March 31, 2006 and 2005*

*Revenue (in thousands except percentages)*

	<b>Three months ended March 31, 2006</b>	<b>Three months ended March 31, 2005</b>	<b>Increase / Decrease 2006 vs 2005</b>	<b>Percentage Increase / Decrease 2006 vs 2005</b>
Contract revenue	\$ 14,817	\$ 19,529	\$ (4,712)	-24%
Product sales and royalty revenue	12,397	6,392	6,005	94%
Exubera ® commercialization readiness revenue	1,745	2,573	(828)	-32%
Total revenue	<u>\$ 28,959</u>	<u>\$ 28,494</u>	<u>\$ 465</u>	2%

Total revenue for the three-month period ended March 31, 2006 was approximately \$29.0 million compared to approximately \$28.5 million for the three-month period ended March 31, 2005, an increase of approximately 2%.

Contract research revenue decreased \$4.7 million during the three-month period ended March 31, 2006 compared to the three-month period ended March 31, 2005 primarily due to the approval of Exubera® and therefore decreases in related reimbursed research for Pfizer Inc. Contract research revenue includes reimbursed research and development expenses as well as the amortization

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of deferred up-front signing and progress payments (milestone payments) received from our collaborative partners. Contract revenues are expected to fluctuate from year to year, and future contract revenue is difficult to predict accurately. The level of contract revenues depends in part upon future success in obtaining feasibility studies, the continuation of existing collaborations, and achievement of milestones under current and future agreements. Contract research revenues approximate the contract research costs.

Product sales and royalty revenues increased approximately \$6.0 million during the three-month period ended March 31, 2006 compared to the three-month period ended March 31, 2005 primarily due to royalty revenue from Macugen of \$2.4 million, increased product revenues from our newly acquired entity, Aerogen, of \$2.0 million, and recognition of Exubera® product sales of \$1.5 million. Product sales accounted for approximately 80% of product and royalty sales, and 34% of total revenue for the three-month period ended March 31, 2006 as compared to 100% and approximately 22%, respectively, for the three-month period ended March 31, 2005.

Exubera® commercialization readiness revenue represents reimbursement, by Pfizer, of certain agreed upon operating costs relating to our Exubera® dry powder manufacturing facilities in preparation for commercial production, plus a markup on such costs. We expect to recognize the remaining deferred commercialization readiness revenue through November 2007.

### *Cost of Goods Sold (in thousands except percentages)*

	Three months ended March 31, 2006	Three months ended March 31, 2005	Increase / Decrease 2006 vs 2005	Percentage Increase / Decrease 2006 vs 2005
Cost of goods sold	\$ 7,500	\$ 5,255	\$ 2,245	43%
Product and royalty gross margin	\$ 4,897	\$ 1,137	\$ 3,760	331%

Cost of goods sold from product sales and royalty revenues was approximately \$7.5 million for the three-month period ended March 31, 2006 resulting in a gross margin of 40%. Cost of goods sold for three-month period ended March 31, 2005 was approximately \$5.3 million resulting in a gross margin on product sales and royalty revenues of 18%. Included in cost of sales for the three-month period ended March 31, 2006 was \$0.1 million of share-based compensation as a result of our adoption of FAS 123R.

For the three-month period ended March 31, 2006 cost of goods sold from product sales was approximately \$6.3 million, resulting in a product gross margin of approximately 37%, and royalty costs were approximately \$1.2 million resulting in a gross margin on royalty revenue of 50%. Royalty costs represent payments to Enzon calculated at 50% of our Macugen royalty revenues. There were no royalty revenues or royalty costs in the three month period ended March 31, 2005.

### *Exubera® commercialization readiness costs (in thousands except percentages)*

	Three months ended March 31, 2006	Three months ended March 31, 2005	Increase / Decrease 2006 vs 2005	Percentage Increase / Decrease 2006 vs 2005
Exubera® commercialization readiness costs	\$ 1,495	\$ 2,294	\$ (799)	-35%

Exubera® commercialization readiness costs are start-up manufacturing costs we have incurred in our Exubera® dry powder manufacturing facility and our device contract manufacturing locations in preparation for commercial production. We do not anticipate incurring any additional costs related to commercialization readiness in lieu of the expected commercial launch of Exubera®. We expect that remaining commercialization readiness costs previously incurred will be amortized through November 2007.

### *Research and Development Expenses (in thousands except percentages)*

	Three months ended March 31, 2006	Three months ended March 31, 2005	Increase / Decrease 2006 vs 2005	Percentage Increase / Decrease 2006 vs 2005
Research and development	\$ 31,401	\$ 34,945	\$ (3,544)	-10%

We expense all research and development expenses as they are incurred. Research and development expenses are associated with three general categories: (i) collaborative agreements under which a portion of spending is reimbursed by our partners; (ii) spending attributed to internally funded programs; and (iii) commercial readiness and infrastructure costs associated with commercial operations for our drug and device manufacturing with third parties.

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Research and development expenses were approximately \$31.4 million for the three-month period ended March 31, 2006, as compared to approximately \$34.9 million for the three-month period ended March 31, 2005. Consistent with the decrease in development revenues, our research and development costs have decreased approximately \$3.5 million compared to the prior year, primarily due to the approval and expected commercial launch of Exubera®. The decrease is primarily due to a \$3.2 million decrease in development costs, and a credit of \$2.7 million related to the sale of supplies to our contract manufacturers that we had expensed to research and development in prior years, partially offset by \$2.4 million of stock based compensation attributed to research and development as a result of our adoption of FAS 123R recorded during the three-month period ended March 31, 2006.

We expect research and development spending to increase over the next few years as we increase the number of proprietary products as we take these products further into clinical development prior to seeking partnerships with biopharmaceutical partners, if at all.

### *General and Administrative Expenses (in thousands except percentages)*

	Three months ended March 31, 2006	Three months ended March 31, 2005	Increase / Decrease 2006 vs 2005	Percentage Increase / Decrease 2006 vs 2005
General and administrative	\$ 20,373	\$ 9,110	\$ 11,263	124%

General and administrative expenses are associated with administrative staffing, business development and marketing efforts. General and administrative expenses were approximately \$20.4 million and \$9.1 million for the three-month periods ended March 31, 2006 and 2005, respectively. The increase of \$11.3 million between these two periods, or 124%, was primarily due to an increase of compensation costs of \$8.5 million and an increase in professional fees of \$2.7 million. The increase of \$8.5 million in compensation costs primarily represents \$4.3 million of share-based compensation expense resulting from our adoption of FAS 123R, of which \$2.2 million is due to executive severance, and \$4.2 million of cash compensation, of which \$1.3 million is due to executive severance. The increase of \$2.7 million in professional fees is primarily related to Sarbanes Oxley (SOX) compliance and various legal fees.

We expect to record the remaining \$8.5 million of share-based compensation expense, and \$1.5 million in cash compensation related to executive severance arrangements in the three month period ending June 30, 2006.

### *Other Income (Expense) (in thousands except percentages)*

	Three months ended March 31, 2006	Three months ended March 31, 2005	Increase / Decrease 2006 vs 2005	Percentage Increase / Decrease 2006 vs 2005
Other income (expense)	\$ (37)	\$ (1,285)	\$ 1,248	97%

Other income and expense primarily represents foreign currency transaction gains and losses and reserves for bad debt.

The decrease of \$1.2 million in the three-month period ended March 31, 2006 as compared to the same period in 2005 was primarily due to the effect of an agreement with our landlord to terminate our obligation in the Amended and Restated Built-To-Suit Lease dated August 17, 2004 related to 45,574 square feet of space located at our headquarters. In connection with the termination agreement, we recorded other expense of approximately \$1.1 million in the three month period ended March 31, 2005. This amount represents the write-off the capital asset related to this space partially offset by a reduction in the present value of our liability related to this space.

### *Interest Income (in thousands except percentages)*

	Three months ended March 31, 2006	Three months ended March 31, 2005	Increase / Decrease 2006 vs 2005	Percentage Increase / Decrease 2006 vs 2005
Interest income	\$ 4,882	\$ 2,272	\$ 2,610	115%

The \$2.6 million increase in interest income was due primarily to the increase in average balance of cash, cash equivalents, and short-term investments resulting from our \$315.0 million subordinated debt offering in September 2005, and higher prevailing interest rates during the three-month period ended March 31, 2006 as compared to the three-month period ended March 31, 2005.

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### *Interest Expense (in thousands except percentages)*

	Three months ended March 31, 2006	Three months ended March 31, 2005	Increase / Decrease 2006 vs 2005	Percentage Increase / Decrease 2006 vs 2005
Interest expense	\$ 5,142	\$ 3,060	\$ 2,082	68%

The \$2.1 million increase in interest expense was primarily due to higher average balance of convertible subordinated notes outstanding during the three-month period ended March 31, 2006 as compared to the three-month period ended March 31, 2005.

### **Liquidity and Capital Resources**

We have financed our operations primarily through public and private placements of our debt and equity securities, revenue from development contracts, product sales and short-term research and feasibility agreements, financing of equipment acquisitions and tenant improvements, and interest income earned on our investments of cash. We do not utilize off-balance sheet financing arrangements as a source of liquidity or financing. At March 31, 2006, we had cash, cash equivalents and investments in marketable securities of approximately \$528.1 million as compared to \$566.4 million as of December 31, 2005. The decrease of \$38.3 million during this three-month period resulted primarily from cash used in operating activities.

	Three months ended March 31,		Increase/ (Decrease) 2006 vs 2005	Percentage Increase/ (Decrease) 2006 vs 2005
	2006	2005		
Cash, cash equivalents and investments	\$528.1	\$401.3	\$ 126.8	32%
Cash provided by/(used in)				
Operating activities	\$ (38.7)	\$ (14.4)	\$ (24.3)	169%
Investing activities	\$ 34.0	\$ 27.7	\$ 6.3	23%
Financing activities	\$ 5.5	\$ 2.1	\$ 3.4	162%
Capital expenditures (included in investing activities above)	\$ (4.6)	\$ (4.5)	\$ (0.1)	2%

Our operations used cash of \$38.7 million for the three-month period ended March 31, 2006, as compared to \$14.4 million for the same period in 2005. For the three-month period ended March 31, 2006, the \$38.7 million cash used in operations primarily reflected the net loss of \$33.5 million partially offset by a non-cash charges for depreciation and amortization of \$8.6 million, stock based compensation of \$7.2 million, and other non-cash items of \$0.4 million, plus cash used resulting from net changes in assets and liabilities of \$21.5 million. Within the cash used from net changes in assets and liabilities for the three month period ended March 31, 2006 were \$14.6 million of capitalized inventory costs and \$8.1 million of increases to accrued expenses. These changes reflect the build of commercial inventory relating to our Exubera® products. For the three-month period ended March 31, 2005, the \$14.4 million of cash used in operations primarily reflects the net loss of \$26.2 million, partially offset by depreciation and amortization of \$5.2 million, other non-cash charges of \$1.7 million, and net changes in assets and liabilities of \$4.4 million.

Cash flows provided by investing activities were \$34.0 million for the three-month period ended March 31, 2006, as compared to \$27.7 million for the three-month period ended March 31, 2005. Cash flows used in or provided by investing activities were driven primarily by the purchase, sale, and maturity of investment securities. These cash proceeds were either reinvested or used in operations. We purchased property and equipment of approximately \$4.6 million, and \$4.5 million, during the three-month period ended March 31, 2006, and 2005, respectively.

Cash flows provided by financing activities were \$5.5 million for the three-month period ended March 31, 2006, compared to \$2.1 million for the same period in 2005. Cash flow provided by financing activity in the three-month period ended March 31, 2006 and 2005 was primarily due to cash received from employee exercises of stock options of approximately \$5.0 million, and \$2.3 million, respectively.

Aggregate principal amount of \$102.7 million and \$315.0 million of our outstanding convertible subordinated debt as of March 31, 2006 will mature in 2007 and 2012, respectively.

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The following summarizes our outstanding convertible subordinated debt as of March 31, 2006:

<u>Class</u>	<u>Maturity</u>	<u>Amount Outstanding</u>	<u>Conversion Price</u>
5%	February 2007	\$ 36.1 million	\$ 38.36
3.5%	October 2007	\$ 66.6 million	\$ 50.46
3.25%	September 2012	\$ 315.0 million	\$ 21.52

Given our current cash requirements, we forecast that we will have sufficient cash to meet our net operating expense requirements through at least the end of 2007. We plan to continue to invest in our growth and the need for cash will be dependent upon the timing of these investments. Our capital needs will depend on many factors, including continued progress in our research and development arrangements, progress with preclinical and clinical trials of our proprietary and partnered products, the time and costs involved in obtaining regulatory approvals, the costs of developing and scaling up manufacturing operations of our technologies, the timing and cost of our clinical and commercial production facilities, the costs involved in preparing, filing, prosecuting, maintaining and enforcing patent claims, the need to acquire licenses to new technologies, and the status of competitive products. To date we have been primarily dependent upon equity and convertible debt financings for capital and have incurred substantial debt as a result of our issuances of subordinated notes and debentures that are convertible into our common stock. Our substantial debt, the market price of our securities, and the general economic climate, among other factors, could have material consequences for our financial position and could affect our sources of short-term and long-term funding. There can be no assurance that additional funds, if and when required, will be available to us on favorable terms, if at all.

During the quarter ended March 31, 2006, there has not been a material change to the summary of contractual obligations in our Annual Report on Form 10-K/A for the year ended December 31, 2005.

### **Issuer Purchases of Equity Securities**

There were no purchases of any class of our equity securities by us or any affiliate pursuant to any publicly announced repurchase plan in the three-month period ended March 31, 2006.

### **Approval of Non-Audit Services**

During the three-month period ended March 31, 2006, the Audit Committee of the Board of Directors approved \$31,000 in tax-related consultation and preparation services to be provided by Ernst & Young LLP, our independent registered public accounting firm.

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

Our market risks at March 31, 2006 have not changed significantly from those discussed in Item 7A of our Annual Report on Form 10-K/A for the year ended December 31, 2005 on file with the Securities and Exchange Commission.

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

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

Under the supervision and with the participation of management, including our Chief Executive Officer and our Chief Financial Officer, we have evaluated the effectiveness of the design and operation of our disclosure controls and procedures (“DCPs”). DCPs are controls and procedures that are designed to ensure that information required to be disclosed in our reports filed or submitted under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission’s rules and forms. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our DCPs were effective as of March 31, 2006.

#### **Management’s Report on Internal Control Over Financial Reporting**

As Nektar’s Chief Executive Officer and Chief Financial Officer, we are responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934). Our internal control system is designed to provide reasonable assurance to management, users of our financial statements, and our board of directors regarding the reliability of financial reporting and preparation of published financial statements in accordance with generally accepted accounting principles (“GAAP”).

A control deficiency exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent or detect misstatements on a timely basis. A significant deficiency is a control deficiency, or combination of control deficiencies, that adversely affects the company’s ability to initiate, authorize, record, process, or report external financial data reliably in accordance with GAAP such that there is a more than a remote likelihood that a misstatement of the company’s annual or interim financial statements that is more than inconsequential will not be prevented or detected. A material weakness is a control deficiency, or combination of control deficiencies, that results in more than a remote likelihood that a material misstatement of the annual or interim financial statements will not be prevented or detected.

Our management has assessed our internal control over financial reporting using the criteria issued in the report Internal Control—Integrated Framework by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this assessment, our management has concluded that our internal control over financial reporting was effective as of March 31, 2006.

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

In the first quarter of 2006, we continued to recruit and hire additional accounting staff with technical expertise and further refine our financial close and reporting processes. We anticipate making additional improvements and changes in future periods, however, except as described herein, there were no other changes in our internal control over financial reporting during the first quarter of 2006, that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

#### **Limitations on the Effectiveness of Controls.**

Our management, including the Chief Executive Officer and Chief Financial Officer, does not expect that our DCP’s 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 error or mistake. 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, control 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 of the Notes to Condensed Consolidated Financial Statements and the information under the heading “Legal Matters” is incorporated by reference herein.



**Item 1A. Risk Factors**

We are providing the following cautionary discussion of risk factors, uncertainties and possibly inaccurate assumptions that we believe are relevant to our businesses. These are factors that, individually or in the aggregate, we think could cause our actual results to differ materially from expected and historical results and our forward-looking statements. We note these factors for investors as permitted by Section 21E of the Securities Exchange Act of 1934 and Section 27A of the Securities Act of 1933. You should understand that it is not possible to predict or identify all such factors. Consequently, you should not consider this section to be a complete discussion of all potential risks or uncertainties that may substantially impact our business. Risk factors that have substantively changed from those presented in our Annual Report on Form 10-K/A for the year ended December 31, 2005 are marked with a “\*”.

**\*Our revenue and results of operations will depend on the successful commercial launch of Exubera®.**

We currently depend on Pfizer Inc as the source of a significant portion of our revenues. Revenue from Pfizer represented 44% and 63% of our total revenue for the three-month periods ended March 31, 2006 and 2005, respectively. After receipt of regulatory approval for marketing in the U.S. and EU in January 2006 and the anticipated commercial launch of Exubera® by Pfizer Inc in 2006, we expect a significant portion of our future revenue from Pfizer Inc will come from the commercial manufacture and sale of bulk powder insulin to Pfizer Inc, the sale of Exubera® Inhalers and component parts to Pfizer Inc, and royalties from Exubera® product sales by Pfizer Inc. There can be no assurance regarding the timing or success of the Exubera® commercial launch which will depend on such factors as the timing, scope, and size of Pfizer Inc.’s investment in the commercial launch of Exubera®, physician and patient education and experiences, third party payor reimbursement, country specific pricing approvals, and competition from alternative insulin therapies. If the commercial launch of Exubera® is delayed or not successful it would significantly and negatively impact our revenue and results of operations.

**\*If we are not able to manufacture and supply sufficient quantities of powder formulated drugs to meet market demand it would negatively impact our revenue and results of operations.**

*Drug Powder Product Manufacturing*

We have limited experience manufacturing powder drug products at commercial scale. With respect to drugs based on the Nektar Pulmonary Technology, such as Exubera®, we have only recently begun to perform powder processing on the scale needed for commercial production. We may encounter manufacturing and quality control problems as we continue to scale-up powder processing to provide commercial quantities such as insulin powder manufacturing for Exubera®. We may not successfully scale-up or expand commercial production in a timely manner or at a commercially reasonable cost, if at all. Our failure to scale up manufacturing could delay or prevent large scale clinical testing and commercialization of our products and would negatively impact our revenues and results of operations. In addition, adding manufacturing capacity requires large capital investments and substantial periods of time to implement and obtain regulatory qualifications for additional manufacturing capacity. As a result of this manufacturing capacity limitation, unplanned fluctuations in demand could result in our inability to meet market demand or increased inventory requirements.

We anticipate periodic regulatory inspections of our insulin powder manufacturing facilities for compliance with applicable regulatory requirements. The results of these inspections could result in costly manufacturing changes, facility or capital equipment upgrades, or suspension or revocation of regulatory approval for our manufacturing site. Manufacturing delays pending resolution of regulatory suspensions or disqualifications would have a severe negative impact on our revenue and results of operations.

We rely primarily on two particular methods of powder processing. There is a risk that these technologies will not work with all drugs or that the cost of drug production with this processing will preclude the commercial viability of certain drugs. Additionally, there is a risk that any alternative powder processing methods we may pursue will not be commercially practical for aerosol drugs or that we will not have, or be able to acquire the rights to use, such alternative methods.

*Drug Powder Packaging and Filling*

Our fine particle powders and small quantity packaging utilized for drugs based on Nektar Pulmonary Technology, such as the Exubera® product, require special handling. We have designed and qualified automated filling equipment for small and moderate quantity packaging of fine powders and we have yet to prove that we can scale-up an automated filling system that can handle the small dose and particle sizes of our powders in commercial quantities. There is a risk that we will not be able to scale-up our automated filling equipment in a timely manner or at commercially reasonable costs. Any failure or delay in such scale-up would delay product development or substantially impede commercialization of products based on Nektar Pulmonary Technology and would negatively impact our revenues and results of operations.

There can be no assurance we will be able to manufacture products on our auto-filler system in a timely manner or at a commercially reasonable cost. Any delay or failure in further developing such technology would delay product development or impede commercialization of our products and would have a materially adverse effect on our business.

**We depend on two contract manufacturers to manufacture the Exubera<sup>®</sup> inhaler devices and the failure to manufacture sufficient quantities of inhalers to meet market demand would negatively impact our revenues and results of operations.**

We depend on two contract manufacturers to manufacture our pulmonary inhaler device for Exubera<sup>®</sup>. Dependence on these two contract manufacturers for the manufacture of our Exubera<sup>®</sup> Inhaler devices and their suppliers may adversely affect our cost of goods and our ability to scale manufacturing to meet market demand. Because the manufacturing process for the Exubera<sup>®</sup> Inhaler is very complex and subject to extensive government regulations, alternative qualified contract manufacturers or increased capacity may not be available on a timely basis or at all. Increasing manufacturing capacity at our contract manufacturers involves risks and uncertainties including significant lead time requirements, increased capital investments, the recruitment and training of additional qualified personnel, and other operational complexities.

We also depend on the suppliers of our contract manufacturers to provide a large number of component parts for the Exubera<sup>®</sup> Inhaler in sufficient quantities and on a timely basis to meet market demand. A failure by one or more of these suppliers to provide sufficient parts or components on a timely basis to meet market demand would limit our Exubera<sup>®</sup> Inhaler production capacity and would have a negative impact on our revenue and results of operations.

In addition, we anticipate periodic regulatory inspections of our contract manufacturers' facilities. Although our contract manufacturers have obligations to comply with regulatory requirements, the results of these regulatory inspections could result in costly manufacturing changes, facility or capital equipment upgrades or expansion, or suspension or revocation of U.S. and/or EU approval for one or both of our contract manufacturers. Manufacturing delays pending resolution of regulatory suspensions or disqualifications would have a severe impact on our results of operations, financial position, contractual obligations, regulatory approvals, and market share.

**If Pfizer Inc is not able to manufacture or fill the bulk insulin powder in sufficient quantities to meet market demand it would negatively impact our revenues and results of operations.**

Pfizer Inc has responsibility for manufacturing approximately half of the bulk insulin powder for Exubera<sup>®</sup>. Pfizer may encounter manufacturing and control problems as they scale-up commercial scale powder processing. Pfizer may not be able to successfully achieve commercial scale-up to meet market demand. In addition, we anticipate periodic FDA inspections of Pfizer Inc's bulk insulin powder manufacturing facilities for regulatory compliance. The results of these regulatory inspections could result in costly manufacturing changes, facility or capital equipment upgrades, suspension or revocation of FDA approval for Pfizer Inc manufacturing sites. Manufacturing delays pending resolution of FDA suspension or disqualifications would have a negative impact on our revenue, results of operations, regulatory approvals, and public confidence in the Exubera<sup>®</sup> product.

Pfizer Inc has responsibility for the automated filling of all of the insulin blister packs for Exubera<sup>®</sup>. We have developed and transferred to Pfizer Inc an automated filling technology which we believe will be capable of filling blisters on a production scale for Exubera<sup>®</sup>. There are significant technical challenges in scaling-up an automated filling system that can handle the small dose and particle sizes of our powders in commercial quantities. Any failure, delay, or lack of scale in the automated filling process would impede commercialization of Exubera<sup>®</sup> and would negatively impact our revenues and results of operations.

In February 2006, Pfizer Inc announced that it had closed a transaction to acquire sanofi-aventis's partnership interest in the bulk insulin manufacturing facility located in Frankfurt, Germany. Any disruption in manufacturing as a result of post-acquisition integration challenges or other issues could impact the commercial supply of bulk insulin powder and it would negatively impact our revenues and results of operations.

**The discovery of any new or more severe side effects or negative efficacy findings for Exubera<sup>®</sup> could significantly harm our business.**

While the safety of Exubera<sup>®</sup> for patients has been extensively studied in clinical trials with generally mild to moderate side-effects to date, Pfizer Inc is conducting controlled long-term safety and efficacy studies of Exubera<sup>®</sup>. Exubera<sup>®</sup> is known to have certain side effects such as a small decrease in lung function generally within the first months of treatment, lowered blood sugar levels that typically occurs with other insulin therapies and a mild cough within seconds to minutes after taking Exubera<sup>®</sup>. There can be no assurance that additional or more severe side effects or negative efficacy findings may be discovered based on Pfizer Inc's long-term safety and efficacy studies or required reporting of adverse events regarding Exubera<sup>®</sup>, any of which could severely harm our business and result in one or more of the following regulatory events:

- a voluntary or involuntary recall or market withdrawal of Exubera<sup>®</sup>;
- labeling changes such as additional contraindications, warnings, precautions, or adverse reactions that would limit Exubera<sup>®</sup> market potential; and/or
- a 'boxed' warning in the label; narrowing or other negative alterations to the labeling; restrictions on distribution.

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In addition, one or more of the above factors would also have the potential to negatively impact pending and planned regulatory registrations for Exubera® in other countries.

### **If government and private insurance programs do not pay for our products they will not be widely accepted and it would have a negative impact on our revenue and results of operations.**

In both domestic and foreign markets, sales of our products under development will depend in part upon pricing approvals by government authorities and the availability of reimbursement from third-party payors, such as government health administration authorities, managed care providers, private health insurers and other organizations. In addition, such third-party payors are increasingly challenging the price and cost effectiveness of medical products and services. Significant uncertainty exists as to the pricing approvals for, and the reimbursement status of, newly approved health care products. For example, Type 1 and Type 2 diabetes patients have current insulin therapies available to them, primarily injectable and oral insulin therapies. Pricing for Exubera® could be at a premium to currently available insulin therapies. Therefore, an important factor in the success of the Exubera® commercial launch will be the timing and availability of reimbursement from third-party payors. Moreover, legislation and regulations affecting the pricing of pharmaceuticals may change before regulatory agencies approve our proposed products for marketing. Adoption of such legislation and regulations could further limit pricing approvals for, and reimbursement of, medical products. A government or third-party payor decision not to approve pricing for, or provide adequate coverage and reimbursements of, our products would limit market acceptance of such products.

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

The manufacture, testing, marketing and sale of medical products involves an inherent risk of product liability. If product liability costs exceed our product liability insurance coverage, we may incur substantial liabilities that could have a severe negative impact on our financial position. Whether or not we were ultimately successful in 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. 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 are not successful in designing and developing new and next generation pulmonary inhaler devices it would negatively impact our revenue and results of operations.**

We face many technical challenges in developing our pulmonary inhaler device to work with a broad range of drugs, to produce such devices in sufficient quantities once developed, and to adapt the devices to different powder formulations. Our pulmonary inhaler device being used with Exubera® has been approved by regulators in the U.S. and EU. Following commercialization of Exubera® or in connection with other pulmonary products that we are developing or may develop, additional design and development work may be required to optimize the device for field reliability, changes required by regulators or other issues that may be important to its commercial success such as device portability, convenience, reliability, and ease of use. Additional design and development work could lead to a delay in regulatory approval for any product that incorporates the device. There is a risk that we will not successfully meet one or more of these challenges and it would negatively impact our revenues and results of operations.

### **If our competitors develop and sell better drug delivery and formulation technologies, then our products or technologies may be uncompetitive or obsolete and it would negatively impact our revenues and results of operations.**

We are aware of other companies engaged in developing and commercializing drug delivery and formulation technologies similar to our technologies. Some of our competitors with regard to Nektar Pulmonary Technology include Alexza MDC, Alkermes, Inc., Aradigm Corporation, 3M, MannKind Corporation, Microdose Technologies Inc., Quadrant Technologies Limited, Skyepharma, and Vectura. In the non-invasive delivery of insulin, there are companies working on inhaled insulin products such as Aradigm Corporation, Alkermes, Inc., Microdose Technologies Inc., Quadrant Technologies Limited, and MannKind Corporation, all of which are working on pulmonary products and most with announced pharmaceutical partners. Although none of these products are currently approved, if they are approved in any of the markets where Exubera® is approved, this could affect our revenues from Exubera®. In particular, certain of our competitors have announced inhaled insulin programs that, if approved, could compete with Exubera® based on smaller devices and/or different insulin formulations that may provide increased efficacy, convenience, ease of use, and/or reliability. Some of our competitors with regard to Nektar Advanced PEGylation Technology include Dow Chemical Company, SunBio Corporation, Mountain View Pharmaceuticals, Inc., Neose, NOF Corporation, and Valentis, Inc., and there may be several chemical, biotechnology, and pharmaceutical companies also developing PEGylation technologies. Some of these companies license or provide the technology to other companies, while others are developing the technology for internal use.

Many of our competitors have greater research and development capabilities, experience, manufacturing, marketing, financial and managerial resources than we do and represent significant competition for us. Acquisitions of or collaborations with competing drug delivery companies by large pharmaceutical or biotechnology companies could enhance our competitors' financial, marketing and other resources. Accordingly, our competitors may succeed in developing competing technologies, obtaining regulatory approval for products, or gaining market acceptance before us. Developments by others could make our products or technologies uncompetitive or obsolete. For example, certain competitors for our Exubera® product could successfully develop, obtain regulatory approval, and

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commercialize a more convenient, easy to use, smaller pulmonary insulin inhaler device for insulin which could negatively impact market share for Exubera®. There can be no assurance that we or our partners will successfully develop, obtain regulatory approvals, and commercialize next generation products or new products that will successfully compete with those of certain of our competitors.

**If the collaborative partners we depend on to obtain regulatory approvals for and commercialize our partner products are not successful, or if such collaborations fail, then the product development or commercialization of our partner products may be delayed or unsuccessful.**

When we sign a collaborative development agreement or license agreement to develop a product with a drug or biotechnology company, the drug or biotechnology company is generally expected to:

- synthesize active pharmaceutical ingredients to be used as medicines;
- design and conduct large scale clinical studies;
- prepare and file documents necessary to obtain government approvals to sell a given drug product; and/or
- market and sell our products when and if they are approved.

Reliance on collaborative relationships poses a number of risks, including:

- the potential inability to control whether and the extent to which our collaborative partners will devote sufficient resources to our programs or products;
- disputes which may arise in the future with respect to the ownership of rights to technology and/or intellectual property developed with collaborative partners;
- disagreements with collaborative partners which could lead to delays in or termination of the research, development or commercialization of product candidates, or result in litigation or arbitration;
- the potential for contracts with our collaborative partners to fail to provide significant protection or to be effectively enforced if one of these partners fails to perform. Collaborative partners have considerable discretion in electing whether to pursue the development of any additional products and may pursue alternative technologies or products either on their own or in collaboration with our competitors;
- the potential for collaborative partners with marketing rights to choose to devote fewer resources to the marketing of our products than they do to products of their own development;
- risks related to the ability of our collaborative partners to pay us; and
- the potential for collaborative partners to terminate their agreements with us unilaterally for any or no reason.

Given these risks, there is a great deal of uncertainty regarding the success of our current and future collaborative efforts.

We have entered into collaborations in the past that have been subsequently terminated. If other collaborations are suspended or terminated, our ability to commercialize certain other proposed products could also be negatively impacted. If our collaborations fail, our product development or commercialization of products could be delayed or cancelled and it would negatively impact our revenues and results of operations.

**If we are not able to manufacture our dry powder inhaler device in commercially feasible quantities or at commercially feasible costs, then our Pulmonary Technology products may not be successfully commercialized.**

In addition to our inhaler device being used with Exubera®, we are developing a breath-actuated compact dry powder inhaler device (“DPI”). We are developing the DPI device to be appropriate for the delivery of either large or small molecules for short-term use. We face many unique technical challenges in developing the DPI device to work with a broad range of drugs, producing the DPI device in sufficient quantities and adapting the DPI device to different powder formulations. Our DPI device is still in clinical testing and production scale-up work is ongoing. Further design and development will be required to obtain regulatory approval for the DPI device, enable commercial manufacturing, insure field reliability or manage other issues that may be important to its commercial success. Such additional design and development work may lead to a delay in efforts to obtain regulatory approval for any product that incorporates the DPI device, or could delay the timeframe within which the device could be ready for commercial launch. There is a risk that we will not successfully achieve any of these challenges. Our failure to overcome any of these challenges would negatively impact our revenues and results of operations.

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### **\*Our increasing investment in the development and commercialization of our proprietary products prior to seeking partnering arrangements may be unsuccessful and adversely impact our financial condition and liquidity.**

We intend to fund significant development expenses associated with the development and commercialization of new products, including clinical trials, prior to seeking collaborative relationships with pharmaceutical and biotechnology partners. While we believe this strategy may result in improved economics for any products ultimately developed and approved, it will require us to invest significant funds in developing these products without reimbursement from a collaborative partner. If we are ultimately not able to negotiate acceptable collaborative arrangements with respect to these products, or any arrangements we do negotiate are not successful, we may not receive an adequate return on these investments and our results of operations and financial condition would suffer. Even if our development efforts are ultimately successful, our increased investment in the development of these products could adversely impact our results of operations and liquidity prior to their commercialization.

### **If we fail to establish future successful collaborative relationships, then our financial results may suffer and our product development efforts may be delayed or unsuccessful.**

We intend to seek future collaborative relationships with pharmaceutical and biotechnology partners to fund some of our research and development expenses and to develop and commercialize potential products. Further, we anticipate that the timing of drug development programs under existing collaborative agreements with our partners will continue to affect our revenues from such agreements. We may not be able to negotiate acceptable collaborative arrangements in the future, and any arrangements we do negotiate may not be successful. If we fail to establish additional collaborative relationships, we will be required to undertake research, development, marketing, and manufacturing of our proprietary product programs at our own expense or discontinue or reduce these activities.

### **\*If our technologies are not commercially feasible, then it would negatively impact our revenues and results of operations.**

We are in an early stage of development with respect to most of our products. There is a risk that our technologies will not be commercially feasible. Even if our technologies are commercially feasible, they may not be commercially accepted across a range of large and small molecule drugs. Exubera<sup>®</sup> is the only product using Nektar Pulmonary Technology that has been approved for use. Although the Nektar Advanced PEGylation Technology has been incorporated in six products most of the products incorporating this technology are still in clinical trials. The Nektar SCF Technology is in an early stage of feasibility testing. Our potential products require extensive research, development and preclinical and clinical testing. Our potential products also may involve lengthy regulatory reviews and require regulatory approval before they can be sold. We do not know if, and cannot provide assurance that, any of our potential products will prove to be safe and effective, accomplish the objectives that we or our collaborative partners are seeking through the use of our technologies, meet regulatory standards, or continue to meet such standards if already approved. There is a risk that we, or our collaborative partners, may not be able to produce any of our potential products in commercial quantities at acceptable costs, or market them successfully. Failure to achieve commercial feasibility, demonstrate safety, achieve clinical efficacy, obtain regulatory approval for, or successfully market products will negatively impact our revenues and results of operations.

### **If our pre-clinical or clinical testing trials are delayed or unsuccessful, then we will experience delay or be unsuccessful in having our products commercialized, and our business will be significantly harmed.**

Except for Exubera<sup>®</sup> and products using Nektar Advanced PEGylation Technology that have already been approved for marketing by the FDA or other regulatory agencies, our product candidates are still in research and development, including preclinical testing and clinical trials. Preclinical testing and clinical trials are long, expensive and uncertain processes. It may take us, or our collaborative partners, several years to complete these trials, and failure can occur at any stage in the process. Success in preclinical testing and early clinical trials does not ensure that later clinical trials will be successful. A number of companies in the pharmaceutical and biotechnology industries have suffered significant setbacks in later stage clinical trials, even after promising results in earlier trials.

Any clinical trial may fail to produce results satisfactory to us, our collaborative partners, the FDA, or other regulatory authorities. Preclinical and clinical data can be interpreted in different ways, which could delay, limit or prevent regulatory approval or commercialization. Negative or inconclusive results or adverse medical events during a clinical trial could cause a clinical trial to be repeated or a program to be terminated. We typically rely on collaborative partners and third-party clinical investigators to conduct clinical trials of our products and, as a result, we may face additional delaying factors outside our control.

We do not know if any of our research and development efforts, including preclinical testing or clinical trials, will adhere to our planned schedules or be completed on a timely basis or at all. Typically, there is a high rate of attrition for product candidates in preclinical and clinical trials.

### **If our technologies do not satisfy certain basic feasibility requirements such as total system efficiency and the ability to efficiently attached PEG polymer chains, then our products may not be commercially feasible or competitive.**

We may not be able to achieve the total system efficiency for products based on our Pulmonary Technology that is needed to be competitive with alternative routes of delivery or formulation technologies. We determine total system efficiency by the amount of

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drug loss during manufacture, in the delivery system, and in reaching the ultimate site at which the drug exhibits its activity. We would not consider a drug to be a good candidate for development and commercialization using our Pulmonary Technology if drug loss is excessive at any one stage or cumulatively in the manufacturing and delivery process.

Our ability to efficiently attach PEG polymer chains to a drug molecule is the initial screen for determining whether drug formulations using our Advanced PEGylation Technology are commercially feasible. We would not consider a drug formulation to be a good candidate for development and commercialization using our Advanced PEGylation Technology if we could not efficiently attach a PEG polymer chain to such drug without destroying the drug's activity.

### **If our drug formulations are not stable, then we will not be able to develop or commercialize products.**

We may not be able to identify and produce powdered or other formulations of drugs that retain the physical and chemical properties needed to work effectively with our inhaler devices for deep lung delivery using our Pulmonary Technology, or through other methods of drug delivery using our Advanced PEGylation Technology. Formulation stability is the physical and chemical stability of the drug over time and under various storage, shipping and usage conditions. Formulation stability will vary with each drug formulation and the type and amount of ingredients that are used in the formulation. Since our drug formulation technology is new and largely unproven, we do not know if our drug formulations will retain the needed physical and chemical properties and performance of the drugs. Problems with formulated drug powder stability in particular would negatively impact our ability to develop products based on our Pulmonary Technology or Supercritical Fluid Technology, or obtain regulatory approval for or market such products.

### **If our drug delivery technologies are not safe, then regulatory approval of our (or our partners) products may not be obtained, or our (or our partners) products may not be developed or marketed of our (or our partners) products may be suspended following commercialization.**

We, or our collaborative partners, may not be able to prove that potential products using our technologies are safe. Our products require lengthy laboratory, animal and human testing. We cannot be certain that these products, and our technology upon which these products are based, will be safe or will not produce adverse side effects. The safety of our formulations will vary with each drug and the ingredients used in our formulation. If any product is found not to be safe, the product will not be approved for marketing or commercialization. In addition, even if a product is approved and commercialized, regulatory authorities could still later suspend or terminate the license to market the product if it is determined that the product does not meet safety or other standards.

### **If the products using Nektar Pulmonary Technology do not provide consistent doses of medicine, then we will not be able to develop, and we or our partners will not be able to obtain regulatory approval for and commercialize products.**

We may not be able to provide reproducible dosing of stable formulations of drug compounds. Reproducible dosing is the ability to deliver a consistent and predictable amount of drug into the bloodstream over time both for a single patient and across patient groups. Reproducible dosing of drugs based on our Pulmonary Technology requires the development of:

- an inhalation or other device that consistently delivers predictable amounts of dry powder to the deep lung;
- accurate unit dose packaging of dry powder; and
- moisture resistant packaging.

Since our Pulmonary Technology is still in development and has only been approved for Exubera<sup>®</sup> and has yet to be commercialized on a broad scale, we cannot be certain that we will be able to develop reproducible dosing of any potential product.

### **If we or our partners do not obtain regulatory approval for our products on a timely basis, then our revenues and results of operations may be affected negatively.**

There is a risk that we, or our partners, will not obtain regulatory approval (which in some countries includes pricing approval) for unapproved products on a timely basis, or at all. Unapproved products must undergo rigorous animal and human testing and an extensive FDA mandated or equivalent foreign authorities' review process. This process generally takes a number of years and requires the expenditure of substantial resources. The time required for completing such testing and obtaining such approvals is uncertain. The FDA and other U.S. and foreign regulatory agencies also have substantial discretion to terminate clinical trials, require additional testing, delay or withhold registration and marketing approval and mandate product withdrawals including recalls. Even though our partners have obtained regulatory approval for some of our products, these products and our manufacturing processes are subject to continued review by the FDA and other regulatory authorities. Even if we or our partners receive regulatory approval of a product, the approval may limit the indicated uses for which the product may be marketed. In addition, any marketed products and manufacturing facilities used in the manufacture of such products will be subject to continual review and periodic inspections. Later discovery from such review and inspection of previously unknown problems may result in restrictions on marketed products or on us, including withdrawal of such products from the market, voluntary recall, or suspension of our manufacturing operations. The failure to obtain timely regulatory approval of products, any product marketing limitations or a product withdrawal would negatively impact our revenues and results of operations.

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In addition, we may encounter delays or rejections based upon changes in FDA regulations or policies, including policies relating to cGMP, during the period of product development. We or our partners may encounter similar delays in other countries.

### **If our technologies cannot be integrated successfully to bring products to market, then our or our partners' ability to develop, obtain approval for, or market products, may be delayed or unsuccessful.**

We may not be able to integrate all of the relevant technologies to provide complete drug delivery and formulation systems. In particular, our development of drugs based on our Pulmonary Technology relies upon the following several different but related technologies:

- dry powder formulations;
- dry powder processing technology;
- dry powder packaging technology; and
- deep lung delivery devices.

Our other technologies may face similar challenges relating to the integration of drug formulation, processing, packaging and delivery device technologies. At the same time we or our partners must:

- perform laboratory, pre-clinical, and clinical testing of potential products; and
- scale-up manufacturing processes.

All of these steps must be accomplished without delaying any aspect of product development. Any delay in one component of product or business development could delay our or our partners' ability to develop, obtain approval for, or market products using our delivery and formulation technologies.

### **If we are not able to manufacture products using Nektar Advanced PEGylation Technology in commercially feasible quantities or at commercially feasible costs, then our products will not be successfully commercialized.**

If we are not able to scale-up to large clinical trials or commercial manufacturing for products based on Nektar Advanced PEGylation Technology in a timely manner or at a commercially reasonable cost, we risk not meeting our customers' supply requirements or our contractual obligations. Production problems encountered during the second and third quarters of 2004 resulted in the temporary shutdown of our manufacturing facility with respect to our Advanced PEGylation products. This resulted in a decrease in product revenues and gross margin compared to 2003. Although we believe we have addressed these manufacturing problems by expanding our manufacturing capacity, our failure to satisfactorily address these issues in the future or additional production problems may negatively impact our product revenues and results of operations in future periods. In addition, our failure to solve any of these problems could delay or prevent late stage clinical testing, regulatory approval for, and commercialization of our products using Nektar Advanced PEGylation Technology and could negatively impact our revenues and results of operations.

### **If the market does not accept products based on our technologies, then our revenues and results of operations will be adversely affected.**

The commercial success of our potential products depends upon market acceptance by health care providers, third-party payors like health insurance companies and government reimbursement programs, and patients. Our products under development use new technologies and there is a risk that the market will not accept our potential products. Market acceptance will depend on many factors, including:

- the safety and efficacy of products demonstrated in clinical trials;
- favorable regulatory approval and product labeling;
- the frequency of product use;
- the ease of product use;
- the availability of third-party reimbursement;
- the availability of alternative technologies; and
- the price of our products relative to alternative technologies.

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There is a risk that health care providers, patients or a third party payors will not accept products using our drug delivery and formulation technologies. If the market does not accept our potential products, our revenues and results of operations would be significantly and negatively impacted.

**\*If any of our pending patent applications do not issue or following issuance are deemed invalid or if any of our patents are deemed invalid, we may lose valuable intellectual property protection. If any of our products infringe third-party intellectual property rights, we may suffer adverse effects to our ability to develop and commercialize products and to our revenues and results from operations.**

We have filed patents applications (and we plan to file additional patent applications) covering, among other things, aspects of: Nektar Pulmonary Technology (in general and as it relates to specific molecules) including, without limitation, our powder processing technology, our powder formulation technology, and our inhalation device technology; our Advanced PEGylation Technology; and certain other early stage technologies. As of March 31, 2006 we owned 1,045 issued U.S. and foreign patents that cover various aspects of our technologies, and we have a number of patent applications pending.

The patent positions of pharmaceutical, biotechnology and drug delivery companies, including ours, are uncertain and involve complex legal and factual issues. There can be no assurance that patents we apply for will be issued, or that patents that are issued will be valid and enforceable. Even if such patents are enforceable, we anticipate that any attempt to enforce our patents could be time consuming and costly. Additionally, the coverage claimed in a patent application can be significantly reduced before the patent is issued. As a consequence, we do not know whether any of our pending patent applications will be granted with broad coverage or whether the claims that eventually issue or that have issued will be circumvented. Since publication of discoveries in scientific or patent literature often lag behind actual discoveries, we cannot be certain that we were the first inventor of inventions covered by our issued patents or pending patent applications or those we were the first to file patent applications for such inventions. Moreover, we may have to participate in interference proceedings declared by the U.S. Patent and Trademark Office, which could result in substantial cost to us, even if the eventual outcome is favorable. An adverse outcome 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.

Numerous pending and issued U.S. and foreign patent rights and other proprietary rights owned by third parties relate to pharmaceutical compositions and reagents, medical devices, and equipment and methods for preparation, packaging, and delivery of pharmaceutical compositions. We cannot predict with any certainty which, if any, patent references will be considered relevant to our technology 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. 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. The failure to obtain licenses if needed would have a material adverse effect on us.

We also rely upon trade secret protection for our confidential and proprietary information. No assurance can be given that others will not independently develop substantially equivalent proprietary information and techniques or otherwise gain access to our trade secrets or disclose such technology, or that we can meaningfully protect our trade secrets.

Third parties from time to time have asserted or may assert that we are infringing their proprietary rights based upon issued patents, trade secrets or know-how that they believe cover our technology. In addition, future patents may be issued to third parties that our technology may infringe. We could incur substantial costs in defending ourselves and our partners against any such claims. Furthermore, parties making such claims may be able to obtain injunctive or other equitable relief, which could effectively block our ability to develop or commercialize some or all of our products in the United States and abroad, and could result in the award of substantial damages. In the event of a claim of infringement, we and our partners may be required to obtain one or more licenses from third parties. There can be no assurance that our partners and we will be able to obtain such licenses at a reasonable cost, if at all. Defense of any lawsuit or failure to obtain any such required license could have a material adverse effect on us.

Access, or our partners' access, to drugs to be formulated using our various delivery technologies affects our ability to develop and commercialize our technologies. We intend generally to rely on the ability of our partners to provide access to drugs that we formulate for pulmonary and other forms of delivery. There is a risk that our partners will not be able to provide access to such drugs. This situation is complex, and as such, the ability of any one company, including us, to commercialize a particular drug is unpredictable.

In addition, formulations of drugs that are presently under development by us, as well as our drug formulation and delivery technologies, may be subject to issued U.S. and foreign patents (and may be subject in the future to patents that issue from pending patent applications) owned by competitors. Therefore, even if our partners provide access to drugs for the formulation of pulmonary and other forms of delivery, there is a risk that third parties will accuse, and possibly a court or a governmental agency will determine, that we and/or our partners infringe third party patent rights covering such drugs and/or the formulation or delivery technologies utilizing such drugs, and we will be prohibited from working with the drug or formulation or delivery technology, or we will be found liable for damages that may not be subject to indemnification, or we may elect to pay such third party royalties under a license to such patent rights if one is available. Any such restrictions on access to drugs, liability for damages, prohibition, or payment of royalties would negatively impact our revenues and results of operations.



**We may incur material litigation costs, which may adversely affect our business and results of operations.**

On July 12, 2005, a complaint was filed by The Board of Trustees of the University of Alabama (“UAH”) against Nektar Therapeutics AL, Corporation, and Nektar Therapeutics (“Company”) in the United States District Court for the Northern District of Alabama. The complaint alleges patent infringement, breach of a contract royalty obligation, violation of the Alabama Trade Secrets Act, and unjust enrichment. On August 3, 2005, UAH amended its complaint to add J. Milton Harris, a Nektar employee, as a party to the litigation, add certain additional claims, seek declaratory judgment on patents assigned to the Company, and seek compensatory, treble and punitive damages, all in unspecified amounts. On December 13, 2005, UAH filed its second amended complaint expanding its previously asserted claims that the Company and Harris had infringed patents of UAH, misappropriated and taken intellectual property rightfully belonging to UAH, concealed intellectual property from UAH that was rightfully the property of UAH, and converted these discoveries for their own profit notwithstanding that the Company and Harris were fully aware that the inventions rightfully belonged to UAH. UAH further claimed fraudulent concealment, conversion, detinue, misrepresentation, conspiracy and, as against Harris, breach of express and implied contract and breach of an assignment of application. UAH is seeking equitable relief including declaratory judgment, the imposition of a constructive trust, specific performance, injunction, accounting and other relief on the theory that UAH should be the record holder of certain patent’s assigned to the Company. On April 4, 2006, UAH filed its third amended complaint adding certain additional patents assigned to the Company to those recited in previous complaints filed by UAH subject to the same type of claims and petitions for relief. We have filed and continue to assert a counterclaim against UAH seeking full refund of all royalty payments erroneously paid to UAH under the patent at issue in the original complaint. The parties are continuing to move forward with the discovery process. The litigation is at too early a stage to make an assessment about the probability of the outcome in the case. We intend to vigorously defend ourselves in this litigation; however, there can be no assurances that we will be successful in such defense.

From time to time, we are party to various other litigation matters, including several that relate to our patent and intellectual property rights. We cannot predict with certainty the eventual outcome of any pending litigation or potential future litigation, and we might have to incur substantial expense in defending these or future lawsuits or indemnifying third parties with respect to the results of such litigation.

**If earthquakes, tornadoes, hurricanes and other catastrophic events strike, our business may be negatively affected.**

Our corporate headquarters, including a substantial portion of our research and development and manufacturing operations, are located in the San Francisco Peninsula, a region known for seismic activity. A significant natural disaster such as an earthquake could have a material adverse impact on our business, results of operations, and financial condition. There are no backup facilities for some of our manufacturing operations located in the San Francisco Peninsula and in the event of any earthquake or other natural disaster or terrorist event, we would not be able to manufacture and supply bulk powder drugs without significant disruption to certain of our other facilities and certain of our collaborative partners located elsewhere may also be subject to catastrophic events such as hurricanes and tornadoes, any of which could have a material adverse effect on our business, results of operations, and financial condition.

**Investors should be aware of industry-wide risks, which are applicable to us and may affect our revenues and results of operations.**

In addition to the risks associated specifically with us described above, investors should also be aware of general risks associated with drug development and the pharmaceutical and biotechnology industries. These include, but are not limited to:

- changes in and compliance with government regulations;
- handling and disposal of hazardous materials;
- workplace health and safety requirements;
- hiring and retaining qualified people; and
- insuring against product liability claims.

**If we do not generate sufficient cash flow through increased revenues or raising additional capital, then we may not be able to meet our substantial debt obligations.**

As of March 31, 2006, we had approximately \$381.6 million in long-term convertible subordinated notes, \$20.1 million in non-current capital lease obligations, and \$20.3 million in other long-term liabilities. Our substantial long-term indebtedness, which totaled \$422.0 million as of March 31, 2006, has and will continue to impact us by:

- making it more difficult to obtain additional financing; and
- constraining our ability to react quickly in an unfavorable economic climate.

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Currently we are not generating positive cash flow. Delay or lack of success in the commercial launch of Exubera<sup>®</sup>, or other adverse occurrences related to our product development efforts will adversely impact our ability to meet our obligations to repay the principal amounts on our convertible subordinated notes when due. In addition, if the market price of our common stock is below the related conversion price, the holders of the related outstanding convertible subordinated notes will not likely convert such securities to equity in accordance with their existing terms. If we are unable to satisfy our debt service requirements, substantial liquidity problems could result. As of March 31, 2006 we had cash, cash equivalents, short-term investments, and investments in marketable securities valued at approximately \$528.1 million. We expect to use a substantial portion of these assets to fund our on-going operations over the next few years. Of our approximately \$417.7 million of convertible subordinated notes outstanding as of March 31, 2006, \$102.7 million will mature in 2007, and the remaining \$315.0 million will mature in 2012. We may not generate sufficient cash from operations to repay our convertible subordinated notes or satisfy any other of these obligations when they become due and may have to raise additional funds from the sale of equity or debt securities or otherwise restructure our obligations in order to do so. There can be no assurance that any such financing or restructuring will be available to us on commercially acceptable terms, if at all.

### **If we cannot raise additional capital our financial condition may suffer.**

Our capital needs may change as a result of numerous factors including without limitation significant investments in our proprietary product programs, and may result in additional funding requirements. In addition, we may choose to raise additional capital due to market conditions or strategic considerations. To the extent that additional capital is raised through the sale of equity or convertible debt securities, the issuance of such securities could result in dilution to our stockholders.

We have no material credit facility or other material committed sources of capital. To the extent operating and capital resources are insufficient to meet future requirements; we will have to raise additional funds to continue the development and commercialization of our technologies and products. Such funds may not be available on favorable terms, or at all. In particular, our substantial leverage may limit our ability to obtain additional financing. In addition, as an early stage biotechnology company, we do not qualify to issue investment grade debt and therefore any financing we do undertake will likely involve the issuance of equity, convertible debt instruments and/or high-yield debt. These sources of capital may not be available to us in the event we require additional financing. If adequate funds are not available on reasonable terms, we may be required to curtail operations significantly or obtain funds by entering into financing, supply or collaboration agreements on unattractive terms. Our inability to raise capital could negatively impact our business.

### **If we fail to manage our growth effectively, our business may suffer.**

Our ability to offer commercially viable products, achieve our expansion objectives, manage our growth effectively and satisfy our commitments under our collaboration agreements depend on a variety of factors, all of which must be successfully managed. Key factors include our ability to develop products internally, enter into strategic partnerships with collaborators, attract and retain skilled employees and effectively expand our internal organization to accommodate anticipated growth including integration of any potential businesses that we may acquire. If we are unable to manage some or all of these factors effectively, our business could grow too slowly or too quickly to be successfully sustained, thereby resulting in material adverse effects on our business, financial condition and results of operations.

### **If we fail to manage our executive officer transitions, our business may suffer.**

In the first quarter of 2006, our former Chief Financial Officer resigned and our Chief Executive Officer has resigned. Although we believe our current Chief Financial Officer is very experienced and our interim Chief Executive Officer has been involved with the Company for a significant period of time as a prior executive officer and director, any delays or inefficiencies in the transition of responsibilities may also hinder our growth and progress. In addition, we are currently in the process of recruiting a new Chief Executive Officer and a prolonged delay in successfully recruiting this person or inefficiencies in the transition of duties may also hinder our growth and progress.

### **If we acquire additional companies, products or technologies, we may not be able to effectively integrate personnel and operations and such failure may disrupt our business and results of operations.**

We have acquired companies, products and/or technologies in the past, and may continue to acquire or make investments in complementary companies, products or technologies in the future. We may not receive the anticipated benefits of these acquisitions or investments. We may face risks relating to difficult integrations of personnel, technology and operations, uncertainty whether any integration will be successful and whether earnings will be negatively affected, and potential distractions to our management with respect to these acquisitions. In addition, our earnings may suffer because of acquisition-related costs.

### **We expect to continue to lose money for the next few years and may not reach profitability if our products do not generate sufficient revenue.**

We have never had a profitable year and, through March 31, 2006, we have an accumulated deficit of approximately \$935.7 million. We expect to continue to incur substantial and potentially increasing losses over at least the next few years as we expand our research and development efforts, testing activities and manufacturing operations, and as we further expand our late stage clinical and early commercial production facilities. Most of our potential products are in the early stages of development. Our revenues to date have consisted primarily of payments under short-term research and feasibility agreements and development contracts.

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To achieve and sustain profitable operations, we must, alone or with others, successfully develop, obtain regulatory approval for, manufacture, introduce, market and sell products using our drug delivery technologies. In particular, the successful commercial launch and market acceptance of Exubera<sup>®</sup> will be very important to our financial condition. There is risk that we will not generate sufficient product or contract research revenue to become profitable or to sustain profitability.

### **Anti-takeover provisions in our charter documents and under Delaware law may 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, we have in place a preferred share purchase rights plan, commonly known as a “poison pill.” The provisions described above, our “poison pill” and 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 expect our stock price to remain volatile.**

Our stock price is volatile. In the twelve-month year ending December 31, 2005, based on closing bid prices on The NASDAQ National Market, our stock price ranged from \$13.41 to \$19.80. 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:

- announcement of results indicating the level of success of the commercial launch and market acceptance of Exubera<sup>®</sup>;
- clinical trial results or product development delays or delays in product approval or launch;
- announcements by collaboration partners as to their plans or expectations related to products using our technologies;
- announcements or terminations of collaborative relationships by us or our competitors;
- fluctuations in our results of operations;
- developments in patent or other proprietary rights;
- announcements of technological innovations or new therapeutic products that may compete with our approved products or products under development;
- governmental regulation;
- litigation brought against us;
- public concern as to the safety of drug formulations developed by us or others; and
- general market conditions.

**New and potential new accounting pronouncements may impact our future financial position and results of operations.**

There may be potential new accounting pronouncements or regulatory rulings, which may have an impact on our future financial position and results of operations. For example, in December 2004, the FASB issued an amendment to SFAS No. 123, *Accounting For Stock-Based Compensation* (“FAS 123R”). We have implemented this standard for the reporting period commencing January 1, 2006. SFAS No. 123 eliminates the ability to account for share-based compensation transactions using Accounting Principles Board Opinion No. 25 (“APB 25”), and instead requires companies to recognize compensation expense using a fair-value based method for costs related to share-based payments including stock options, restricted stock awards, and employee stock purchase plans. The adoption of SFAS No. 123R will materially impact our financial position and results of operations for future periods. In the quarter ended March 31, 2006, we recognized \$7.2 million in share-based compensation expense. Our actual share-based compensation expense in 2006 and subsequent periods will be dependent on a number of factors, including the amount of awards granted, the fair value of those awards at the time of grant, the hiring of additional executives and other personnel, and the impact of any severance arrangements that we enter into during the course of the year. Also, a change in accounting pronouncements or taxation rules or practices can have a significant effect on our reported results and may even affect our reporting of transactions completed before the change is effective. Other new accounting pronouncements or taxation rules and varying interpretations of accounting pronouncements or taxation practice have occurred and may occur in the future. Changes to existing rules, future changes, if any, or the questioning of current practices may adversely affect our reported financial results or the way we conduct our business, which may also adversely affect our stock price.

**Our business is subject to changing regulation of corporate governance and public disclosure that has increased both our costs and the risk of noncompliance.**

We are subject to rules and regulations of federal, state and financial market exchange entities charged with the protection of investors and the oversight of companies whose securities are publicly traded. These entities, including the Public Company Accounting Oversight Board, the SEC and NASDAQ, have issued new requirements and regulations and continue to develop additional regulations and requirements in response to recent laws enacted by Congress, most notably The Sarbanes-Oxley Act of 2002 (“SOX”). Our efforts to comply with these new regulations have resulted in, and are likely to continue to result in, substantial general and administrative expenses and a diversion of management time and attention to SOX compliance activities.

In particular, our efforts to comply with Section 404 of SOX and the related regulations regarding our required assessment of our internal controls over financial reporting and our external auditors’ audit of that assessment has required, and continues to require, the commitment of significant financial and managerial resources. Our management determined, as of the year ended December 31, 2004, that we had a material weakness in our internal control over financial reporting and that our disclosure controls and procedures were not effective. We began our remediation efforts in the first half of 2005 and management continued to evaluate the effectiveness of our internal controls over financial reporting through December 31, 2005, when we concluded that there were no deficiencies in our internal control over financial reporting that would constitute a material weakness as of that date. Although we are making additional improvements in our internal controls over financial reporting including those made in the quarter ending March 31, 2006, in future periods we may conclude that we have one or more material weaknesses and remedying these material weaknesses may require significant additional financial and managerial resources and could result in a loss of investor confidence in our internal controls and financial reporting.

Moreover, because these laws, regulations, and standards are subject to varying interpretations, their application in practice may evolve over time as new guidance becomes available. This evolution may result in continuing uncertainty regarding compliance matters and additional costs necessitated by ongoing revisions to our disclosure and governance practices. The continuing uncertainty that we will meet or continue to meet the requirements of these laws, regulations, and standards, may negatively impact our business operations and financial position.

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

On January 7, 2006, we issued 1,023,292 shares of our common stock to Enzon Pharmaceuticals, Inc. (“Enzon”) upon the automatic conversion of 19,945 shares of Series B Preferred Stock held by Enzon. Pursuant to the terms of the Series B Preferred Stock, the number of shares of common stock issued upon such conversion was determined by multiplying the number of outstanding shares of Series B Preferred Stock by (i) \$1,000, divided by (ii) the conversion price of the Series B Preferred Stock of \$19.49 (calculated as the average of the closing bid prices of our common stock as quoted on the Nasdaq National Market for the 20 trading days preceding January 7, 2005). No underwriters were involved in the issuance of common stock upon conversion of the Series B Preferred Stock and we received no additional consideration in connection with such conversion. The shares of Common Stock were issued in reliance on an exemption from registration afforded by Section 3(a)(9) of the Securities Act of 1933, as amended.

**Item 3. Defaults Upon Senior Securities**

None.

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### Item 4. Submission of Matters to a Vote of Security Holders

None.

### Item 5. Other Information

We file electronically with the Securities and Exchange Commission (“SEC”) our annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K, and amendments to those reports, pursuant to Section 13(a) or 15(d) of the 1934 Act. The public may read or copy any materials we file with the SEC at the SEC’s Public Reference Room at 450 Fifth Street, NW, Washington, DC 20549. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC maintains an Internet site that contains reports, proxy and information statements, and other information statements, and other information regarding issuers that file electronically with the SEC. The address of that site is <http://www.sec.gov>.

You may obtain a free copy of our annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K and amendments to those reports on the day of filing with the SEC on our website at <http://www.nektar.com>, by contacting the Investor Relations Department at our corporate offices by calling (650) 631-3100 or by sending an e-mail message to [investors@nektar.com](mailto:investors@nektar.com).

Disclosure regarding the operations of our board of director nominating committees and the means by which security holders may communicate with directors can be found in the definitive proxy statement for our 2006 Annual Meeting of Stockholders filed with the SEC on April 18, 2006 (the “Proxy Statement”) under the heading Nominating and Corporate Governance Committee.

As permitted by SEC Rule 10b5-1, certain of our executive officers, directors and other employees have set up a predefined, structured stock trading program with his/her broker to sell our stock. The stock trading program allows a broker acting on behalf of the executive officer, director or other employee to trade our stock during blackout periods or while such executive officer, director or other employee may be aware of material, nonpublic information, if the trade is performed according to a pre-existing contract, instruction or plan that was established with the broker during a non-blackout period and when such executive officer, director or employee was not aware of any material, nonpublic information. Our executive officers, directors and other employees may also trade our stock outside of the stock trading programs set up under Rule 10b5-1 subject to our blackout periods and insider trading rules.

### 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.

<b>Exhibit Number</b>	<b>Description of Documents</b>
2.1	(1) Agreement and Plan of Merger, dated June 4, 1998, by and between Inhale Therapeutic Systems, a California corporation, and Inhale Therapeutic Systems (Delaware), Inc., a Delaware corporation.
2.2	(5) Recommended Offer, dated December 21, 2000, by Cazenove & Co. on behalf of Nektar Therapeutics for Bradford Particle Design plc.
2.3	(8) Agreement and Plan of Merger and Reorganization, dated May 22, 2001, by and among Nektar Therapeutics, Square Acquisition Corp., Shearwater Corporation, Certain Shareholders of Shearwater Corporation and J. Milton Harris as Shareholders’ Agent.
2.4	(8) Amendment to Agreement and Plan of Merger and Reorganization, dated June 21, 2001, by and among Nektar Therapeutics, Square Acquisition Corp., Shearwater Corporation, J. Milton Harris, as Shareholders’ Agent and a Designated Shareholder, and Puffinus, L.P.
3.1	(1) Certificate of Incorporation of Inhale Therapeutic Systems (Delaware), Inc.
3.2	(1) Bylaws of Nektar Therapeutics.
3.3	(3) Certificate of Amendment of the Amended Certificate of Incorporation of Nektar Therapeutics.
3.4	(7) Certificate of Designation of Series A Junior Participating Preferred Stock of Nektar Therapeutics.
3.5	(9) Certificate of Designation of Series B Convertible Preferred Stock of Nektar Therapeutics.
3.6	(10) Certificate of Ownership and Merger of Nektar Therapeutics.
4.1	Reference is made to Exhibits 3.1, 3.2, 3.3, 3.4, 3.5 and 3.6.
4.2	(2) Indenture, dated February 8, 2000, by and between Nektar Therapeutics, as Issuer, and Chase Manhattan Bank and Trust Company, National Association, as Trustee.
4.3	(10) Specimen Common Stock certificate.

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- 4.4 (4) Specimen warrants to purchase shares of Common Stock.
- 4.5 (6) Indenture, dated October 17, 2000, by and between Nektar Therapeutics, as Issuer, and Chase Manhattan Bank and Trust Company, National Association, as Trustee.
- 4.6 (7) Rights Agreement, dated as of June 1, 2001, by and between Nektar Therapeutics and Mellon Investor Services LLC., as Rights Agent.
- 4.7 (7) Form of Right Certificate.
- 4.8 (11) Resale Registration Rights Agreement, dated June 30, 2003, by and among Nektar Therapeutics, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Deutsche Bank Securities Inc., Lehman Brothers Inc., Friedman, Billings, Ramsey & Co. Inc. and SG Cowen Securities Corporation
- 4.9 (12) Resale Registration Rights Agreement, dated October 9, 2003, by and among Nektar Therapeutics and the entities named therein.
- 10.1 (13) Nektar Therapeutics' Restricted Stock Unit Notices and Agreement issued in accordance with Nektar Therapeutics' 2000 Equity Incentive Plan, as amended.
- 10.2 (13) Nektar Therapeutics 2000 Non-Officer Equity Incentive Plan Restricted Stock Unit Notices and Agreement.
- 10.3 (13) Nektar Therapeutics Severance Benefit Plan, as amended.
- 10.4 (13) Summary of Variable Compensation Plan.
- 10.5 (14) Offer letter, dated January 10, 2006, by Nektar Therapeutics and Mr. Louis Drapeau.
- 10.6 (15) Letter Agreement, dated February 24, 2006, by Nektar Therapeutics and Mr. Robert Chess.
- 10.7 (16) Transition Letter Agreement, dated March 6, 2006, by and between Nektar Therapeutics and Mr. Ajay Bansal.
- 10.8 (17) Transition and Retirement Agreement, dated March 13, 2006, by and between Nektar Therapeutics and Mr. Ajit Gill.
- 10.9 (18) 2006 Executive Compensation Plan.
- 10.10 (18) Compensation Plan for Non-Employee Directors.
- 31.1 (19) Certification of Nektar Therapeutics' principal executive officer required by Rule 13a-14(a) or Rule 15d-14(a).
- 31.2 (19) Certification of Nektar Therapeutics' principal financial officer required by Rule 13a-14(a) or Rule 15d-14(a).
- 32.1 (19) Section 1350 Certifications.

- 
- (1) Incorporated by reference to the indicated exhibit in Nektar Therapeutics' Quarterly Report on Form 10-Q for the quarter ended June 30, 1998.
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  - (4) Incorporated by reference to the indicated exhibit in Nektar Therapeutics' Quarterly Report on Form 10-Q for the quarter ended September 30, 2000.
  - (5) Incorporated by reference to the indicated exhibit in Nektar Therapeutics' Current Report on Form 8-K, filed on January 11, 2001.
  - (6) Incorporated by reference to Nektar Therapeutics' Registration Statement on Form S-3 (No. 333-53678), filed on January 12, 2001.
  - (7) Incorporated by reference to Nektar Therapeutics' Current Report on Form 8-K, filed on June 4, 2001.
  - (8) Incorporated by reference to Nektar Therapeutics' Current Report on Form 8-K, filed on July 10, 2001.
  - (9) Incorporated by reference to Nektar Therapeutics' Current Report on Form 8-K, filed on January 8, 2002.
  - (10) Incorporated by reference to the indicated exhibit in Nektar Therapeutics' Current Report on Form 8-K, filed on January 23, 2003.
  - (11) Incorporated by reference to the indicated exhibit in Nektar Therapeutics' Current Report on Form 8-K, filed on July 2, 2003.
  - (12) Incorporated by reference to the indicated exhibit in Nektar Therapeutics' Current Report on Form 8-K, filed on November 3, 2003.
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- (16) Incorporated by reference to the indicated exhibit in Nektar Therapeutics' Current Report on Form 8-K/A, filed on March 8, 2006.
- (17) Incorporated by reference to the indicated exhibit in Nektar Therapeutics' Current Report on Form 8-K/A, filed on March 16, 2006.
- (18) Incorporated by reference to the indicated exhibit in Nektar Therapeutics' Current Report on Form 8-K, filed on March 23, 2006.
- (19) Filed herewith.

## SIGNATURES

Pursuant to the requirement 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/ Robert B. Chess  
Robert Chess  
*Acting Chief Executive Officer and President, and  
Director*

Date: May 10, 2006

By: /s/ LOUIS DRAPEAU  
Louis Drapeau  
*Senior Vice President, Finance,  
and Chief Financial Officer*

Date: May 10, 2006

## EXHIBIT INDEX

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- (18) Incorporated by reference to the indicated exhibit in Nektar Therapeutics' Current Report on Form 8-K, filed on March 23, 2006.
- (19) Filed herewith.

## CERTIFICATIONS

I, Robert B. Chess, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q 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 my 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 my 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: May 10, 2006

/s/ Robert Chess

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Acting Chief Executive Officer and  
President,  
and Director

## CERTIFICATIONS

I, Louis Drapeau, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q 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 my 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 my 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: May 10, 2006

/s/ LOUIS DRAPEAU

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Louis Drapeau  
Senior Vice President,  
Finance and Chief Financial Officer

## 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), Robert B. Chess, Acting Chief Executive Officer and President, and Director of Nektar Therapeutics (the "Company"), and Louis Drapeau, Senior Vice President Finance 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-month period ended March 31, 2006, 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

Dated: May 10, 2006

/s/ ROBERT B. CHESS

\_\_\_\_\_  
Robert B. Chess  
*Acting Chief Executive Officer and President, and Director*

/s/ LOUIS DRAPEAU

\_\_\_\_\_  
Louis Drapeau  
*Senior Vice President, Finance 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.