

ARDELYX, INC.  
Form 10-K/A  
March 11, 2015

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

**FORM 10-K/A**  
**Amendment No.1**

**(Mark One)**

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

**For the fiscal year ended December 31, 2014**

**OR**

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

**FOR THE TRANSITION PERIOD FROM \_\_\_\_\_ TO \_\_\_\_\_**

**Commission File Number 001-36485**

**Ardelyx, Inc.**

**(Exact name of Registrant as specified in its Charter)**

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

**26-1303944**  
**(I.R.S. Employer**  
**Identification No.)**

**34175 Ardenwood Blvd., Suite 200**

**Fremont, California**  
**(Address of principal executive offices)**

**94555**  
**(Zip Code)**

**Registrant's telephone number, including area code: (510) 745-1700**

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

**Title of Each Class:**  
**Common Stock, par value \$0.0001 per share**

**Name of Each Exchange on Which Registered:**  
**The NASDAQ Global Market**

**Securities registered pursuant to Section 12(g) of the Act: None**

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. YES  NO

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. YES  NO

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405) is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a small reporting company) Small reporting company   
Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES  NO

The aggregate market value of the Registrant's common stock held by non-affiliates of the Registrant as of the last business day of the Registrant's most recently completed second fiscal quarter, June 30, 2014, based on the last reported sales price of the Registrant's common stock of \$15.97 per share was \$96,062,968.

The number of shares of Registrant's Common Stock outstanding as of February 26, 2015 was 18,598,133.

**DOCUMENTS INCORPORATED BY REFERENCE:**

Portions of the Registrant's Definitive Proxy Statement for its 2015 Annual Meeting of Stockholders, which will be filed with the Commission within 120 days after the close of the Registrant's 2014 fiscal year, are incorporated by reference into Part III of this Report.

### EXPLANATORY NOTE

This Amendment No. 1 on Form 10-K/A ( Amendment No. 1 ) is being filed to amend our Annual Report on Form 10-K for the fiscal year ended December 31, 2014 (the Original Filing ), filed with the U.S. Securities and Exchange Commission on March 5, 2015 (the Original Filing Date ). The sole purpose of this Amendment No. 1 is to correct the previously filed Consent of Ernst & Young LLP (filed as Exhibit 23.1), which inadvertently contained an incorrect date.

Except as described above, no changes have been made to the Original Filing, and this Amendment No. 1 does not modify, amend or update in any way any of the financial or other information contained in the Original Filing. This Amendment No. 1 does not reflect events that may have occurred subsequent to the Original Filing Date.

Pursuant to Rule 12b-15 under the Securities Exchange Act of 1934, as amended, this Amendment No. 1 also contains new certifications pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, which are attached hereto. Because no financial statements have been included in this Amendment No. 1 and this Amendment No. 1 does not contain or amend any disclosure with respect to Items 307 and 308 of Regulation S-K, paragraphs 3, 4, and 5 of the certifications have been omitted.

### PART IV

#### Item 15. Exhibits, Financial Statement Schedules.

(a) The following documents are filed as part of this report:

1. Financial Statements\*

2. Financial Statement Schedules

All schedules are omitted because they are not applicable or the required information is shown in the financial statements or notes thereto.

3. Exhibits

See the Exhibit Index immediately following the signature page of this report.

\* Previously filed with our Annual Report on Form 10-K filed with the U.S. Securities and Exchange Commission on March 5, 2015, which is being amended hereby.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused Amendment No. 1 to this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**Ardelyx, Inc.**

Date: March 11, 2015

By: */s/ Mark Kaufmann*  
**Mark Kaufmann**  
**Chief Financial Officer**

**(Principal Financial Officer)**

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**Exhibit Index**

| Exhibit Number | Exhibit Description   | Incorporated by Reference |           |                       |
|----------------|---|---------------------------|-----------|-----------------------|
|                |   | Form                      | Date      | Number Filed Herewith |
| 3.1            | Amended and Restated Certificate of Incorporation.  | 8-K                       | 6/24/2014 | 3.1                   |
| 3.2            | Amended and Restated Bylaws.  | 8-K                       | 6/24/2014 | 3.2                   |
| 4.1            | Reference is made to exhibits 3.1 and 3.2.  |                           |           |                       |
| 4.2            | Form of Common Stock Certificate.   | S-1/A                     | 6/18/2014 | 4.2                   |
| 10.1(a)        | License Agreement, dated as of October 4, 2012, by and among<br><br>AstraZeneca AB and Ardelyx, Inc.                                      | S-1/A                     | 6/5/2014  | 10.1(a)               |
| 10.1(b)        | Amendment Number One to License Agreement, dated as of<br><br>December 23, 2013, by and between AstraZeneca AB and Ardelyx, Inc.          | S-1/A                     | 6/5/2014  | 10.1(b)               |
| 10.2           | License and Option Agreement, dated February 21, 2014, by and between<br><br>Sanofi and Ardelyx, Inc.                                     | S-1/A                     | 6/5/2014  | 10.2                  |
| 10.3           | Amended and Restated Investor s Rights Agreement dated June 23, 2011,<br><br>by and among Ardelyx, Inc. and the investors listed therein. | S-1                       | 5/19/2014 | 10.3                  |
| 10.4(a)        | Lease, dated August 8, 2008, by and between 34175 Ardenwood Venture,<br><br>LLC and Ardelyx, Inc.   | S-1                       | 5/19/2014 | 10.4(a)               |
| 10.4(b)        | Amendment to Lease, dated December 20, 2012, by and between 34175<br><br>Ardenwood Venture, LLC and Ardelyx, Inc.                         | S-1                       | 5/19/2014 | 10.4(b)               |
| 10.4(c)        | Second Amendment to Lease, dated September 5, 2014, by and between<br><br>Ardelyx, Inc. and 34175 Ardenwood Venture, LLC.                 | 8-K                       | 9/9/2014  | 10.1                  |
| 10.5(a)#       | Ardelyx, Inc. 2008 Stock Incentive Plan, as amended.  | S-1                       | 5/19/2014 | 10.5(a)               |
| 10.5(b)#       | Form of Stock Option Grant Notice and Stock Option Agreement under the  | S-1                       | 5/19/2014 | 10.5(b)               |

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2008 Stock Incentive Plan, as amended.

|          |   |       |           |         |
|----------|---|-------|-----------|---------|
| 10.5(c)# | Form of Restricted Stock Purchase Grant Notice and Restricted Stock Purchase Agreement under the 2008 Stock Incentive Plan, as amended. | S-1   | 5/19/2014 | 10.5(c) |
| 10.6(a)# | Ardelyx, Inc. 2014 Equity Incentive Award Plan.   | S-8   | 7/14/2014 | 99.3    |
| 10.6(b)# | Form of Stock Option Grant Notice and Stock Option Agreement  | S-1/A | 6/18/2014 | 10.6(b) |
|          | under the 2014 Equity Incentive Award Plan.   |       |           |         |
| 10.6(c)# | Form of Restricted Stock Award Agreement and Restricted Stock   | S-1/A | 6/18/2014 | 10.6(c) |
|          | Unit Award Grant Notice under the 2014 Equity Incentive Award Plan.   |       |           |         |
| 10.7#    | Form of Indemnification Agreement for directors and officers.   | S-1/A | 6/9/2014  | 10.7    |
| 10.8#    | Amended and Restated Executive Employment Agreement, dated  | S-1/A | 6/9/2014  | 10.8    |
|          | June 6, 2014, by and between Ardelyx, Inc. and Michael Raab.  |       |           |         |
| 10.9#    | Amended and Restated Change in Control Severance Agreement,   | S-1/A | 6/9/2014  | 10.15   |
|          | dated June 6, 2014, by and between Ardelyx, Inc. and Mark Kaufmann.   |       |           |         |

| Exhibit<br>Number | Exhibit Description  | Incorporated by Reference |           |                          |
|-------------------|--|---------------------------|-----------|--------------------------|
|                   |  | Form                      | Date      | Filed<br>Number Herewith |
| 10.10#            | Amended and Restated Change in Control Severance Agreement, dated June 6, 2014, by and between Ardelyx, Inc. and Elizabeth Grammer, Esq. | S-1/A                     | 6/9/2014  | 10.16                    |
| 10.11#            | Amended and Restated Change in Control Severance Agreement, dated June 6, 2014, by and between Ardelyx, Inc. and Jeffrey Jacobs, Ph.D.   | S-1/A                     | 6/9/2014  | 10.17                    |
| 10.12#            | Amended and Restated Change in Control Severance Agreement, dated June 6, 2014, by and between Ardelyx, Inc. and George Jue.             | S-1/A                     | 6/9/2014  | 10.18                    |
| 10.13#            | Amended and Restated Change in Control Severance Agreement, dated June 6, 2014, by and between Ardelyx, Inc. and David Rosenbaum, Ph.D.  | S-1/A                     | 6/9/2014  | 10.19                    |
| 10.14#            | Transition and Separation Agreement dated September 4, 2014, by and between Ardelyx, Inc. and Dominique Charmot, Ph.D.                   | 8-K                       | 9/9/2014  | 10.2                     |
| 10.15#            | Offer Letter, dated August 11, 2011, by and between Ardelyx, Inc. and Mark Kaufmann.   | S-1/A                     | 6/9/2014  | 10.10                    |
| 10.16#            | Offer Letter, dated May 21, 2008, by and between Ardelyx, Inc. and George Jue.   | S-1/A                     | 6/9/2014  | 10.11                    |
| 10.17#            | Offer Letter, dated May 2, 2008, by and between Ardelyx, Inc. and Jeff Jacobs, Ph.D.   | S-1/A                     | 6/9/2014  | 10.12                    |
| 10.18#            | Offer Letter, dated December 28, 2009, by and between Ardelyx, Inc. and David Rosenbaum, Ph.D.   | S-1/A                     | 6/9/2014  | 10.13                    |
| 10.19#            | Offer Letter, dated November 21, 2012, by and between Ardelyx, Inc. and Elizabeth Grammer, Esq.  | S-1/A                     | 6/9/2014  | 10.14                    |
| 10.20#*           | Offer Letter, dated October 15, 2014, by and between Ardelyx, Inc. and Narani Arasaratnam.   |                           |           |                          |
| 10.21#*           | Change in Control Severance Agreement, dated November 26, 2014, by and Between Ardelyx, Inc. and Narani Arasaratnam.                     |                           |           |                          |
| 10.22#*           | Offer Letter, dated November 21, 2014, by and between Ardelyx, Inc. and Jeremy S. Caldwell, Ph.D.  |                           |           |                          |
| 10.23#*           | Change in Control Severance Agreement, dated December 19, 2014, by and between Ardelyx, Inc. and Jeremy S. Caldwell, Ph.D.               |                           |           |                          |
| 10.24#            | Ardelyx, Inc. 2014 Employee Stock Purchase Plan.   | S-8                       | 7/14/2014 | 99.6                     |
| 10.25#            | Non-Employee Director Compensation Program.  | S-1/A                     | 6/9/2014  | 10.21                    |
| 23.1              | Consent of Independent Registered Public Accounting Firm   |                           |           | X                        |



| Exhibit<br>Number | Exhibit Description  | Incorporated by Reference |      |        |                   |
|-------------------|--|---------------------------|------|--------|-------------------|
|                   |  | Form                      | Date | Number | Filed<br>Herewith |
| 31.1              | Certification of Principal Executive Officer Required Under Rule 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934, as amended.                                       |                           |      |        | X                 |
| 31.2              | Certification of Principal Financial Officer Required Under Rule 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934, as amended.                                       |                           |      |        | X                 |
| 32.1*             | Certification of Principal Executive Officer and Principal Financial Officer Required Under Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended, and 18 U.S.C §1350. |                           |      |        |                   |
| 101.INS*          | XBRL Instance Document   |                           |      |        |                   |
| 101.SCH*          | XBRL Taxonomy Extension Schema Document  |                           |      |        |                   |
| 101.CAL*          | XBRL Taxonomy Extension Calculation Linkbase Document  |                           |      |        |                   |
| 101.DEF*          | XBRL Taxonomy Extension Definition Linkbase Document   |                           |      |        |                   |
| 101.LAB*          | XBRL Taxonomy Extension Label Linkbase Document  |                           |      |        |                   |
| 101.PRE*          | XBRL Taxonomy Extension Presentation Linkbase Document   |                           |      |        |                   |

Confidential treatment granted as to portions of this Exhibit. The confidential portions of this Exhibit have been omitted and are marked by asterisks.

# Indicates management contract or compensatory plan.

\* Previously filed with our Annual Report on Form 10-K filed with the Commission on March 5, 2015.