UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2025
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: 001-39593

Shattuck Labs, Inc.
(Exact name of registrant as specified in its charter)

Delaware	**81-2575858**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification Number)**

500 W. 5th Street, Suite 1200
Austin, TX 78701
(512) 900-4690
(Address of principal executive offices including zip code)

Former name, former address and former fiscal year, if changed since last report: N/A

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value $0.0001 per share	STTK	The Nasdaq Global Select Market

Indicate by check mark whether the registrant, (i) 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, (ii) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

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

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

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

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

As of October 23, 2025 the registrant had 63,279,843 shares of common stock, $0.0001 par value per share, outstanding.

SHATTUCK LABS, INC.
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CAUTIONARY NOTE ABOUT FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains "forward-looking statements" within the meaning of the federal securities laws, which statements are subject to substantial risks and uncertainties and are based on estimates and assumptions. All statements, other than statements of historical facts, including statements concerning our plans, objectives, goals, strategies, future events, future revenues or performance, financing needs, plans or intentions relating to products and markets, and business trends and other information referred to under the sections entitled "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" are forward-looking statements. In some cases, you can identify forward-looking statements by terms such as "may," "might," "will," "objective," "intend," "should," "could," "can," "would," "expect," "believe," "design," "estimate," "predict," "potential," "plan," "develop," or the negative of these terms, and similar expressions intended to identify forward-looking statements. Forward-looking statements are not historical facts and reflect our current views with respect to future events, outcomes, or results. Given the significant risks and uncertainties, you should not place undue reliance on these forward-looking statements.

There are a number of risks, uncertainties, and other factors that could cause our actual results or outcomes, or the timing of our results or outcomes to differ materially from the forward-looking statements expressed or implied in this Quarterly Report on Form 10-Q. Such risks, uncertainties, and other factors include, among others, the following:

- the timing of the initiation, progress, and expected results of our nonclinical studies, our clinical trials, and our research and development programs;
- our ability to enroll patients in our clinical trials;
- the costs related to our nonclinical studies, our clinical trials, our research and development programs, and the impact of inflationary pressures on such costs;
- our ability to retain the continued service of our key executives and to identify, hire, and retain additional qualified professionals;
- our ability to advance product candidates into, and successfully complete, nonclinical studies and clinical trials;
- the timing or likelihood of regulatory filings and approvals;
- the commercialization of our product candidates, if approved;
- our ability and the potential to successfully manufacture and supply our product candidates for clinical trials and for commercial use, if approved;
- the pricing, coverage, and reimbursement of our product candidates, if approved;
- the implementation of our business model, strategic plans for our business, and product candidates;
- the scope of protection we are able to establish and maintain for intellectual property rights covering our technology;
- our potential need to obtain additional licenses of third-party technology that may not be available to us or are available only on commercially unreasonable terms, and which may cause us to operate our business in a more costly or otherwise adverse manner that was not anticipated;
- our ability to enter into strategic arrangements and/or collaborations and to realize the potential benefits of such arrangements;
- our ability to contract with third-party suppliers and manufacturers and their ability to perform adequately;
- our estimates regarding the market opportunity for our product candidates, if approved;
- our estimates regarding expenses, capital requirements, and needs for additional financing, and our ability to obtain additional capital;
- our financial performance;

- developments relating to our competitors and our industry, including competing product candidates and therapies; and
- economic downturns, inflation, fluctuating interest rates, changes in trade policies including tariffs or other trade restrictions, or the threat of such actions, natural disasters, public health crises such as pandemics, political crises, government shutdowns, geopolitical events, or other macroeconomic conditions.

There may be other risks, uncertainties, and other factors that may cause our actual results or outcomes, or the timing of our results or outcomes, to differ materially from the forward-looking statements expressed or implied in this Quarterly Report on Form 10-Q, including factors disclosed in "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations". You should evaluate all forward-looking statements made in this Quarterly Report on Form 10-Q in the context of these risks and uncertainties, and other factors.

We caution you that the risks, uncertainties, and other factors referred to above and elsewhere in this Quarterly Report on Form 10-Q may not contain all of the risks, uncertainties, and other factors that may affect our future results and operations. Moreover, new risks will emerge from time to time. It is not possible for our management to predict all risks. In addition, we cannot assure you that we will realize the results, outcomes, benefits, or developments that we expect or anticipate or, even if substantially realized, that they will result in the consequences or affect us or our business in the way we expect.

Any forward-looking statements contained in this Quarterly Report on Form 10-Q speak only as of the date hereof and not of any future date, and we expressly disclaim any intent to update any forward-looking statements, whether as a result of new information, future developments, future events, changes in assumptions, or otherwise.

PART I - FINANCIAL INFORMATION

Item 1. Condensed Financial Statements

SHATTUCK LABS, INC.
CONDENSED BALANCE SHEETS
(In thousands, except share and per share amounts)

	September 30, 2025 (unaudited)	December 31, 2024
Assets		
Current assets:		
Cash and cash equivalents	$ 42,548	$ 57,387
Investments	43,584	15,600
Prepaid expenses and other current assets	4,590	6,228
Total current assets	90,722	79,215
Property and equipment, net	7,054	9,812
Other assets	2,557	2,022
Total assets	$ 100,333	$ 91,049
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	$ 1,162	$ 2,419
Accrued expenses and other current liabilities	4,174	6,498
Total current liabilities	5,336	8,917
Non-current operating lease liabilities	1,757	2,506
Total liabilities	7,093	11,423
Commitments and contingencies (Note 5)		
Stockholders' equity:		
Common stock, $0.0001 par value: 300,000,000 shares authorized; 63,151,789 shares issued and outstanding at September 30, 2025 and 47,714,708 shares issued and outstanding at December 31, 2024	7	5
Additional paid-in capital	511,166	461,339
Accumulated other comprehensive income	3	2
Accumulated deficit	(417,936)	(381,720)
Total stockholders' equity	93,240	79,626
Total liabilities and stockholders' equity	$ 100,333	$ 91,049

See accompanying notes to unaudited interim condensed financial statements

SHATTUCK LABS, INC.
CONDENSED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS
(Unaudited)
(In thousands, except share and per share amounts)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
License and collaboration revenue	$ 1,000	$ 2,997	$ 1,000	$ 5,721
Operating expenses:				
Research and development	7,618	16,313	26,218	51,816
General and administrative	4,098	4,604	12,919	14,831
Expense from operations	11,716	20,917	39,137	66,647
Loss from operations	(10,716)	(17,920)	(38,137)	(60,926)
Other income	660	1,245	1,921	4,195
Net loss	$ (10,056)	$ (16,675)	$ (36,216)	$ (56,731)
Unrealized gain on investments	2	57	1	48
Comprehensive loss	$ (10,054)	$ (16,618)	$ (36,215)	$ (56,683)
Net loss per share – basic and diluted	$ (0.14)	$ (0.33)	$ (0.62)	$ (1.12)
Weighted-average shares outstanding – basic and diluted	72,184,818	50,833,538	58,102,543	50,730,767

See accompanying notes to unaudited interim condensed financial statements

SHATTUCK LABS, INC.
CONDENSED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
(Unaudited)
(In thousands, except share amounts)

	Nine Months Ended September 30, 2025					
	Common Stock		Additional Paid-In Capital	Accumulated Other Comprehensive (Loss) Income	Accumulated Deficit	Total Stockholders' Equity
	Shares	Amount				
Balance at December 31, 2024	47,714,708	$ 5	$ 461,339	$ 2	$ (381,720)	$ 79,626
Exercise of stock options and purchases pursuant to employee stock purchase plan	6,859	—	8	—	—	8
Issuance of common stock upon settlement of restricted stock units	232,076	—	—	—	—	—
Taxes paid related to net share settlement of restricted stock unit	(54,403)	—	(65)	—	—	(65)
Stock-based compensation expense	—	—	1,721	—	—	1,721
Unrealized loss on investments	—	—	—	(2)	—	(2)
Net loss	—	—	—	—	(13,702)	(13,702)
Balance at March 31, 2025	47,899,240	$ 5	$ 463,003	$ —	$ (395,422)	$ 67,586
Issuance of common stock upon settlement of restricted stock units	3,975	—	—	—	—	—
Stock-based compensation expense	—	—	1,890	—	—	1,890
Unrealized gain on investments	—	—	—	1	—	1
Net loss	—	—	—	—	(12,458)	(12,458)
Balance at June 30, 2025	47,903,215	$ 5	$ 464,893	$ 1	$ (407,880)	$ 57,019
Proceeds from sale of common stock, pre-funded warrants and common stock warrants, net of offering costs	15,225,158	2	44,478	—	—	44,480
Exercise of stock options and purchases pursuant to employee stock purchase plan	23,416	—	17	—	—	17
Stock-based compensation expense	—	—	1,778	—	—	1,778
Unrealized gain on investments	—	—	—	2	—	2
Net loss	—	—	—	—	(10,056)	(10,056)
Balance at September 30, 2025	63,151,789	$ 7	$ 511,166	$ 3	$ (417,936)	$ 93,240

See accompanying notes to unaudited interim condensed financial statements

	Nine Months Ended September 30, 2024					
	Common Stock		Additional Paid-In Capital	Accumulated Other Comprehensive (Loss) Income	Accumulated Deficit	Total Stockholders' Equity
	Shares	Amount				
Balance at December 31, 2023	47,260,108	$ 5	$ 451,006	$ 4	$ (306,310)	$ 144,705
Exercise of stock options and purchases pursuant to employee stock purchase plan	145,841	—	609	—	—	609
Issuance of common stock upon settlement of restricted stock units	156,803	—	—	—	—	—
Shares withheld related to net share settlement	(43,533)	—	(437)	—	—	(437)
Stock-based compensation expense	—	—	2,475	—	—	2,475
Proceeds from sale of common stock	—	—	(17)	—	—	(17)
Unrealized loss on investments	—	—	—	(18)	—	(18)
Net loss	—	—	—	—	(18,504)	(18,504)
Balance at March 31, 2024	47,519,219	5	453,636	(14)	(324,814)	128,813
Exercise of stock options	205,042	—	691	—	—	691
Issuance of common stock upon settlement of restricted stock units	3,975	—	—	—	—	—
Shares withheld related to net share settlement	(967)	—	(10)	—	—	(10)
Stock-based compensation expense	—	—	2,665	—	—	2,665
Unrealized gain on investments	—	—	—	9	—	9
Net loss	—	—	—	—	(21,552)	(21,552)
Balance at June 30, 2024	47,727,269	5	456,982	(5)	(346,366)	110,616
Exercise of stock options and purchases pursuant to employee stock purchase plan	10,122	—	27	—	—	27
Issuance of common stock upon settlement of restricted stock units	3,375	—	—	—	—	—
Shares withheld related to net share settlement	(1,058)	—	(4)	—	—	(4)
Stock-based compensation expense	—	—	2,556	—	—	2,556
Proceeds from sale of common stock	—	—	—	—	—	—
Unrealized loss on investments	—	—	—	57	—	57
Net loss	—	—	—	—	$ (16,675)	(16,675)
Balance at September 30, 2024	47,739,708	$ 5	$ 459,561	$ 52	$ (363,041)	$ 96,577

See accompanying notes to unaudited interim condensed financial statements

SHATTUCK LABS, INC.
CONDENSED STATEMENTS OF CASH FLOWS
(Unaudited)
(In thousands)

	Nine Months Ended September 30,	
	2025	**2024**
Cash flows from operating activities:		
Net loss	$ (36,216)	$ (56,731)
Adjustments to reconcile net loss to net cash used in operations:		
Stock-based compensation	5,389	7,696
Depreciation	2,782	2,889
Non-cash operating lease expense	374	315
Loss on disposal of fixed assets	47	—
Non-cash license revenue	(1,000)	—
Net amortization of investments	(167)	(1,730)
Gain on lease modification	(105)	—
Impairment loss of fixed assets	—	147
Changes in operating assets and liabilities:		
Prepaid expenses and other current assets	1,638	3,913
Other assets	91	72
Accounts payable	(1,257)	1,340
Accrued expenses and other current liabilities	(2,324)	(392)
Non-current operating lease liabilities	(644)	(664)
Net cash used in operating activities	(31,392)	(43,145)
Cash flows from investing activities:		
Maturities of investments	15,600	54,100
Purchases of investments	(43,416)	(93,552)
Purchase of property and equipment	(71)	(59)
Net cash used in by investing activities	(27,887)	(39,511)
Cash flows from financing activities:		
Proceeds from sale of common stock, pre-funded warrants and common stock warrants, net of offering costs	44,480	(17)
Proceeds from the exercises of stock options and purchases pursuant to employee stock purchase plan	25	1,327
Taxes paid related to net share settlement of equity awards	(65)	(451)
Net cash provided by financing activities	44,440	859
Net decrease in cash and cash equivalents	(14,839)	(81,797)
Cash and cash equivalents, beginning of period	57,387	125,626
Cash and cash equivalents, end of period	$ 42,548	$ 43,829

See accompanying notes to unaudited interim condensed financial statements

SHATTUCK LABS, INC.
NOTES TO THE UNAUDITED INTERIM CONDENSED FINANCIAL STATEMENTS

1. Organization and Description of Business

Shattuck Labs, Inc. (the "Company") was incorporated in 2016 in the State of Delaware and is a biotechnology company specializing in the development of potential treatments for inflammatory and immune-mediated diseases. Shattuck is developing a potentially first-in-class antibody for the treatment of inflammatory bowel disease and other inflammatory and immune-mediated diseases. Shattuck's expertise in protein engineering and the development of novel tumor necrosis factor receptor agonist and antagonist therapeutics come together in its lead program, SL-325, which it believes could be a first-in-class death receptor 3 ("DR3") antagonist antibody designed to achieve best-in-class clinical remission rates due to a more complete and durable blockade of the clinically validated TL1A/DR3 pathway.

Liquidity

The Company has incurred losses and negative cash flows from operations since inception and has an accumulated deficit of $417.9 million as of September 30, 2025. The Company anticipates incurring additional losses and negative cash flows from operations until such time, if ever, that it can generate significant sales of its product candidates currently in development, and is highly dependent on its ability to find additional sources of funding in the form of licensing of its technology, collaboration agreements and/or public and private debt and equity financings. Adequate additional funding may not be available to the Company on acceptable terms, or at all. The failure to raise funds as and when needed will have a negative impact on the Company's financial condition and ability to pursue its clinical operations, research and development and commercialization of its product candidates. Management believes that the Company's cash and cash equivalents and short-term investments of $86.1 million as of September 30, 2025 are sufficient to fund projected operations of the Company for at least the next twelve months.

Global Economic Considerations

The global macroeconomic environment is uncertain and could be negatively affected by, among other things, inflation, slower growth or recession, changes in trade policies, including tariffs or other trade restrictions or the threat of such actions, instability, or volatility in the global capital and credit markets, supply chain weaknesses, financial institution instability, changes to fiscal and monetary policy or government budget dynamics, and instability in the geopolitical environment. Such challenges have caused, and may continue to cause, recession fears, high interest rates, foreign exchange volatility, and inflationary pressures. At this time, the Company is unable to quantify the potential effects of this economic instability on its future operations.

2. Basis of Presentation and Summary of Significant Accounting Policies

Basis of Presentation

The accompanying unaudited interim condensed financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America ("GAAP").

Unaudited Interim Condensed Financial Statements

In the opinion of management, the accompanying interim financial statements include all normal and recurring adjustments (which consist primarily of accruals, estimates, and assumptions that impact the financial statements) considered necessary to present fairly the Company's financial position, its results of operations, statements of changes in stockholders' equity, and cash flows for the interim periods presented. Operating results for interim periods presented are not necessarily indicative of the results that may be expected for the year ending December 31, 2025. The interim financial statements presented herein do not contain all required disclosures under GAAP for annual financial statements. The accompanying unaudited interim condensed financial statements should be read in conjunction with the annual audited financial statements and related notes in the Company's Annual Report on Form 10-K for the year ended December 31, 2024.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Significant estimates and assumptions reflected in these financial statements include, but are not limited to, revenue recognition, the accrual of research and development expenses, and the valuation of stock-based awards. Estimates are periodically reviewed in light of changes in circumstances, facts, and experience. Changes in estimates, if any, are recorded in the period in which they become known and actual results could differ from management's estimates.

Fair Value of Financial Instruments

Fair value is defined as the price that would be received upon the sale of an asset or paid upon the transfer of a liability in an orderly transaction between market participants at the measurement date and in the principal or most advantageous market for that asset or liability. Fair value measurements are classified and disclosed in one of the following categories:

- Level 1: Observable inputs such as quoted prices in active markets for identical assets the reporting entity has the ability to access as of the measurement date;
- Level 2: Inputs, other than quoted prices in active markets, that are observable either directly or indirectly; and
- Level 3: Unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.

Fair value measurements are classified based on the lowest level of input that is significant to the measurement. The Company's assessment of the significance of a particular input to the fair value measurement requires judgment, which may affect the valuation of the assets and liabilities and their placement within the fair value hierarchy levels. The determination of the fair values takes into account the market for its financial assets and liabilities, the associated credit risk, and other factors as required. The Company considers active markets as those in which transactions for the assets or liabilities occur with sufficient frequency and volume to provide pricing information on an ongoing basis.

Management believes that the carrying amounts of the Company's financial instruments, including short-term investments and accounts payable, approximate fair value due to the short-term nature of those instruments.

Concentration of Risk

Financial instruments that potentially subject the Company to concentrations of credit risk primarily consist of cash, cash equivalents, and short-term investments. The Company maintains its cash and cash equivalents at an accredited financial institution in amounts that exceed federally-insured limits. The Company does not believe that it is subject to unusual credit risk beyond the normal credit risk associated with commercial banking relationships. The Company invests in only U.S. Treasury securities that management believes protects the Company from risk of default and impairment of value.

All of the Company's revenue in 2025 was derived from a license agreement with Kayak Therapeutics, Inc. ("Kayak").

All of the Company's revenue in 2024 was derived from collaborations with Ono Pharmaceutical Co., Ltd ("Ono") and ImmunoGen, Inc. ("ImmunoGen") (acquired by AbbVie in February 2024). All services required pursuant to each collaboration agreement were completed by December 31, 2024.

The Company is highly dependent on a limited number of contract development and manufacturing organizations ("CDMOs") to supply drug products for its research and development activities of its programs, including nonclinical studies. The Company is highly dependent on a single CDMO for the supply of cGMP drug product for its clinical trials. These programs could be adversely affected by a significant interruption in the supply of such drug products.

The Company is highly dependent on a limited number of contract research organizations ("CROs") and third-party service providers to manage and support its clinical trials. These programs could be adversely affected by a significant disruption in services provided by these CROs and third parties.

Cash and Cash Equivalents

The Company considers all demand deposits with financial institutions and all highly liquid investments with original maturities of 90 days or less at the date of purchase to be cash and cash equivalents. Cash and cash equivalents consisted of $1.8 million held in operating accounts, $17.2 million held in money market funds, and $23.6 million in U.S. government securities as of September 30, 2025, and $2.2 million held in operating accounts and $55.2 million held in money market funds as of December 31, 2024.

Investments

The Company's short-term investments consist of highly-rated U.S. Treasury securities and have been classified as available-for-sale and are carried at estimated fair value as determined based upon quoted market prices. Management determines the appropriate classification of its investment securities at the time of purchase. The Company may hold securities with stated maturities greater than one year. All available-for-sale securities are considered available to support current operations and are classified as current assets. Credit impairments for available-for-sale securities are recorded through an allowance rather than a direct write-down of the security and are recorded through a charge to the statements of operations. Unrealized gains or losses not related to credit impairments are recorded in accumulated other comprehensive income (loss), a component of stockholders' equity, until realized. The Company reviews available-for-sale debt securities for impairments related to credit losses and other factors each quarter.

The Company holds preferred stock in Kayak, a privately held company. The investment is accounted for under ASC 321, *Investments in Equity Securities*, and is classified as long-term other assets in the accompanying balance sheet, as it is not expected to be liquidated within one year. For investments that do not have a readily determinable fair value, the Company applies the measurement alternative, whereby the investment is carried at cost, adjusted for observable price changes in orderly transactions for identical or similar securities of the same issuer and impairment losses, if any.

There were no impairments of investments for the three and nine months ended September 30, 2025 and 2024.

Property and Equipment

Property and equipment are stated at cost, net of accumulated depreciation. Depreciation expense is recognized using the straight-line method over the estimated useful life of the asset. Expenditures for repairs and maintenance that do not extend the estimated useful life or improve an asset are expensed as incurred. Upon retirement or sale, the cost and related accumulated depreciation and amortization of assets disposed of are removed from the accounts, and any resulting gain or loss is included in the statement of operations and comprehensive loss.

Depreciation periods are as follows:

Office equipment	3 years
Furniture and fixtures	5 to 10 years
Lab equipment	5 years
Leasehold improvements	Shorter of lease term or 15 years

Impairment of Long-Lived Assets

Long-lived assets are reviewed for indications of possible impairment whenever events or changes in circumstance indicate that the carrying amount of an asset may not be recoverable. Recoverability is measured by comparison of the carrying amounts to the future undiscounted cash flows attributable to these assets. An impairment loss is recognized to the extent an asset group is not recoverable and the carrying amount exceeds the projected discounted future cash flows arising from these assets. There were no impairments for the three and nine months ended September 30, 2025. There were $0.0 million and $0.1 million impairments of long-lived assets for the three and nine months ended September 30, 2024.

The Company determines if an arrangement is a lease at inception. Right-of-use ("ROU") assets represent the Company's right to use an underlying asset for the lease term and lease liabilities represent the Company's obligation to make lease payments arising from the lease. The classification of the Company's leases as operating or finance

leases, along with the initial measurement and recognition of the associated ROU assets and lease liabilities, are performed at the lease commencement date. The measurement of lease liabilities is based on the present value of future lease payments over the lease term. As the Company's leases do not provide an implicit rate, the Company uses its incremental borrowing rate based on the information available at the lease commencement date in determining the present value of future lease payments. The ROU asset is based on the measurement of the lease liability and also includes any lease payments made prior to or on lease commencement and excludes lease incentives and initial direct costs incurred, as applicable. The lease terms may include options to extend or terminate the lease when it is reasonably certain the Company will exercise any such options. Rent expense for the Company's operating leases is recognized on a straight-line basis over the lease term. Operating lease ROU assets and long-term operating lease liabilities are presented separately and operating lease liabilities payable in the next 12 months are recorded in accrued expenses and other current liabilities. The Company has elected to not apply the recognition requirement of Accounting Standards Codification ("ASC") 842, *Leases* of the Financial Accounting Standards Board ("FASB") to leases with a term of 12 months or less for all classes of assets.

In September 2025, the Company entered into an amendment to its existing office lease agreement to reduce the leased office space. The modification did not result in any other significant changes to the terms of the lease, agreement including lease payments or the lease term associated with the remaining space. In accordance with ASC 842, *Leases*, the Company accounted for the reduction in leased space as a partial termination of the existing lease. As a result, the Company reduced the carrying amounts of both the related right-of-use ("ROU") asset and lease liability to reflect the decrease in the lease scope, based on the proportionate reduction in the leased area.

The partial termination resulted in the recognition of a gain of approximately $0.1 million, which represents the difference between the reduction in the lease liability and the proportionate reduction in the carrying amount of the ROU asset. The gain was recognized in general and administrative expenses in the accompanying statement of operations for the three and nine months ended September 30, 2025. Following the modification, the remaining ROU asset and lease liability continue to be amortized over the remaining lease term, and the Company continues to account for the lease in accordance with ASC 842.

Commitments and Contingencies

The Company follows ASC 450-20, *Contingencies* to report accounting for contingencies. Certain conditions may exist as of the date the condensed financial statements are issued, which may result in a loss to the Company but which will only be resolved when one or more future events occur or fail to occur. The Company assesses such contingent liabilities, and such assessment inherently involves an exercise of judgment. In assessing loss contingencies related to legal proceedings that are pending against the Company or unasserted claims that may result in such proceedings, the Company evaluates the perceived merits of any legal proceedings or unasserted claims as well as the perceived merits of the amount of relief sought or expected to be sought therein.

If the assessment of a contingency indicates that it is probable that a material loss has been incurred and the amount of the liability can be estimated, then the estimated liability would be accrued in the Company's condensed financial statements. If the assessment indicates that a potential material loss contingency is not probable but is reasonably possible, or is probable but cannot be estimated, then the nature of the contingent liability and an estimate of the range of possible losses, if determinable and material, would be disclosed.

Loss contingencies considered remote are generally not disclosed unless they involve guarantees, in which case the guarantees would be disclosed.

Revenue Recognition

Collaboration revenue is recognized in accordance with ASC 606, *Revenue from Contracts with Customers* ("ASC 606"). Arrangements with collaborators may include licenses to intellectual property, research and development services, manufacturing services for clinical and commercial supply, and participation on joint steering committees. The Company evaluates the promised goods or services in the contract to determine which promises, or group of promises, represent performance obligations. In contemplation of whether a promised good or service meets the criteria required of a performance obligation, the Company considers the stage of development of the underlying intellectual property, the capabilities and expertise of the customer relative to the underlying intellectual property, and whether the promised goods or services are integral to or dependent on other promises in the contract. When accounting for an arrangement that contains multiple performance obligations, the Company must develop

judgmental assumptions, which may include market conditions, reimbursement rates for personnel costs, development timelines, and probabilities of regulatory success to determine the stand-alone selling price for each performance obligation identified in the contract.

Upon the amendment of an existing agreement, the Company evaluates whether the amendment represents a modification to an existing contract that would be recorded through a cumulative catch-up to revenue, prospective modification, or a separate contract. If it is determined that it is a separate contract, the Company will evaluate the necessary revenue recognition through the five-step process described below.

When the Company concludes that a contract should be accounted for as a combined performance obligation and recognized over time, the Company must then determine the period over which revenue should be recognized and the method by which to measure revenue. The Company generally recognizes revenue using a cost-based input method.

The Company recognizes collaboration revenue in an amount that reflects the consideration that the Company expects to receive in exchange for those goods or services when its customer or collaborator obtains control of promised goods or services. To determine revenue recognition for arrangements that the Company determines are within the scope of ASC 606, the following five steps are performed:

i. identify the contract(s) with a customer;

ii. identify the performance obligations in the contract;

iii. determine the transaction price;

iv. allocate the transaction price to the performance obligations within the contract; and

v. recognize revenue when (or as) the entity satisfies a performance obligation.

The Company only applies the five-step model to contracts when it determines that it is probable it will collect the consideration it is entitled to in exchange for the goods or services it transfers to the customer.

At contract inception, once the contract is determined to be within the scope of ASC 606, the Company assesses the goods or services promised within the contract to determine whether each promised good or service is a performance obligation. The promised goods or services in the Company's arrangements may consist of a license of, or options to license, the Company's intellectual property and research, development, and manufacturing services. The Company may provide options to additional items in such arrangements, which are accounted for as separate contracts when the customer elects to exercise such options, unless the option provides a material right to the customer. Performance obligations are promises in a contract to transfer a distinct good or service to the customer that, (i) the customer can benefit from on its own or together with other readily available resources and, (ii) are separately identifiable from other promises in the contract. Goods or services that are not individually distinct performance obligations are combined with other promised goods or services until such combined group of promises meet the requirements of a performance obligation.

The Company determines transaction price based on the amount of consideration the Company expects to receive for transferring the promised goods or services in the contract. Consideration may be fixed, variable, or a combination of both. At contract inception for arrangements that include variable consideration, the Company estimates the probability and extent of consideration it expects to receive under the contract utilizing either the most-likely amount method or expected amount method, whichever best estimates the amount expected to be received. The Company then considers any constraints on the variable consideration and includes variable consideration in the transaction price to the extent it is deemed probable that a significant reversal in the amount of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is subsequently resolved.

The Company then allocates the transaction price to each performance obligation based on the relative standalone selling price and recognizes as revenue the amount of the transaction price that is allocated to the respective performance obligation when (or as) control is transferred to the customer and the performance obligation is satisfied. For performance obligations that consist of licenses and other promises, the Company utilizes judgment to assess the nature of the combined performance obligation to determine whether the combined performance obligation is satisfied over time or at a point in time and, if over time, the appropriate method of measuring progress.

The Company evaluates the measure of progress each reporting period and, if necessary, adjusts the measure of performance and related revenue recognition.

The Company records amounts as accounts receivable when the right to consideration is deemed unconditional. When consideration is received, or such consideration is unconditionally due, from a customer prior to transferring goods or services to the customer under the terms of a contract, a contract liability is recorded as deferred revenue.

Amounts received prior to satisfying the revenue recognition criteria are recognized as deferred revenue in the Company's accompanying balance sheet. Deferred revenues expected to be recognized as revenue within the 12 months following the balance sheet date are classified as a current liability. Deferred revenues not expected to be recognized as revenue within the 12 months following the balance sheet date are classified as non-current liabilities.

The Company's collaboration revenue arrangements may include the following:

Up-front License Fees: If a license is determined to be distinct from the other performance obligations identified in the arrangement, the Company recognizes revenues from nonrefundable, up-front fees allocated to the license when the license is transferred to the licensee and the licensee is able to use and benefit from the license. For licenses that are bundled with other promises, the Company utilizes judgment to assess the nature of the combined performance obligation to determine whether the combined performance obligation is satisfied over time or at a point in time and, if over time, the appropriate method of measuring progress for purposes of recognizing revenue from non-refundable, up-front fees. The Company evaluates the measure of progress each reporting period and, if necessary, adjusts the measure of performance and related revenue recognition.

Milestone Payments: At the inception of an agreement that includes research and development milestone payments, the Company evaluates each milestone to determine when and how much of the milestone to include in the transaction price. The Company first estimates the amount of the milestone payment that the Company could receive using either the expected value or the most-likely amount approach. The Company primarily uses the most-likely amount approach as that approach is generally most predictive for milestone payments with a binary outcome. The Company then considers whether any portion of that estimated amount is subject to the variable consideration constraint (that is, whether it is probable that a significant reversal of cumulative revenue would not occur upon resolution of the uncertainty). The Company updates the estimate of variable consideration included in the transaction price at each reporting date which includes updating the assessment of the likely amount of consideration and the application of the constraint to reflect current facts and circumstances.

Royalties: For arrangements that include sales-based royalties, including milestone payments based on a level of sales, and the license is deemed to be the predominant item to which the royalties relate, the Company will recognize revenue at the later of, (i) when the related sales occur, or, (ii) when the performance obligation to which some or all of the royalty has been allocated has been satisfied (or partially satisfied).

Research and Development Services: The Company will record costs associated with development and process optimization activities as research and development expenses in the statements of operations and comprehensive loss consistent with ASC 730, *Research and Development.* The Company considered the guidance in ASC 808, *Collaborative Arrangements* ("ASC 808") and will recognize the payments received from these agreements as revenue when the related costs are incurred.

License Revenue: License revenue is generated from granting third parties rights to certain of the Company's intellectual property, including research, development, and commercialization of specified product candidates. The Company evaluates each licensing arrangement to determine whether the license is distinct from other promised goods or services and whether the arrangement includes multiple performance obligations. If an arrangement includes multiple performance obligations, the transaction price is allocated to each performance obligation based on relative standalone selling prices. Upfront payments, including nonrefundable license fees, are recognized as revenue when the underlying performance obligation is satisfied. Milestone payments that are contingent on the occurrence of a future event are included in the transaction price only when it is probable that a significant reversal of cumulative revenue will not occur. Sales-based royalties, including milestone payments based on a level of sales, are recognized as revenue when the subsequent sales occur.

The Company may also enter into arrangements that include non-cash consideration, such as equity instruments. In such cases, the Company measures the transaction price at the estimated fair value of the non-cash consideration received at contract inception and recognizes revenue when the performance obligation is satisfied.

Research and Development Costs

Research and development costs are expensed as incurred, and include salaries, stock-based compensation and other personnel-related costs, equipment and supplies, depreciation, nonclinical studies, clinical trials, and manufacturing development activities.

A substantial portion of the Company's ongoing research and development activities are conducted by third-party service providers, including CROs and CDMOs. The Company accrues for expenses resulting from obligations under agreements with CROs, CDMOs and other outside service providers for which payment flows do not match the periods over which materials or services are provided to the Company. Accruals are recorded based on estimates of services received and efforts expended pursuant to agreements established with CROs, CDMOs and other outside service providers. These estimates are typically based on contracted amounts applied to the proportion of work performed and determined through an evaluation of the progress or stage of completion of the services. In the event advance payments are made to a CRO, CDMO or outside service provider, the payments will be recorded as a prepaid asset which will be amortized as the contracted services are performed. As actual costs become known, the Company adjusts its accruals and prepaid assets accordingly. Inputs, such as the services performed, the number of patients enrolled, or the study duration, may vary from the Company's estimates, resulting in adjustments to research and development expense in future periods. The Company makes significant judgments and estimates in determining the accrual and/or prepaid balance in each reporting period and changes in these estimates may result in material changes to the Company's accruals that could materially affect the Company's results of operations.

Common Stock Warrants and Pre-Funded Warrants

The Company's common stock warrants and pre-funded warrants are classified as a component of permanent stockholders' equity within additional paid-in capital. The common stock warrants and pre-funded warrants are equity classified because they, (i) are freestanding financial instruments, (ii) are immediately exercisable, (iii) do not embody an obligation for the Company to repurchase its shares, (iv) permit the holders to receive a fixed number of shares of common stock upon exercise, (v) are indexed to the Company's common stock and, (vi) meet the equity classification criteria. In addition, such common stock warrants and pre-funded warrants do not provide any guarantee of value or return.

Stock-Based Compensation

The Company recognizes the cost of stock-based awards issued to employees and nonemployees as compensation expense on a straight-line basis over the vesting period of the award, net of estimated forfeitures. Forfeiture estimates are based on historical cancellation data. The Company uses the Black-Scholes option pricing model to determine the grant-date fair value of stock options. The fair values of restricted stock units ("RSUs") are based on the fair value of the Company's common stock on the date of the grant. The Company also grants stock options that vest upon achievement of certain market-based conditions. The Company uses the Monte Carlo pricing model to estimate the fair value of options that have market-based conditions. The Company adjusts expense for forfeitures in the periods they occur.

Income Taxes

The Company uses the asset and liability method of accounting for income taxes. Under this method, deferred tax assets and liabilities are recognized for the expected future tax consequences of temporary differences between the financial statements and the tax bases of assets and liabilities. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of a change in tax rates on deferred tax assets and liabilities will be recognized in the period that includes the enactment date. Additionally, any changes in income tax laws are immediately recognized in the year of enactment.

A valuation allowance is established against the deferred tax assets to reduce their carrying value to an amount that is more likely than not to be realized. The deferred tax assets and liabilities are classified as noncurrent

along with the related valuation allowance. Due to a lack of earnings history, the net deferred tax assets have been fully offset by a valuation allowance.

The Company recognizes benefits of uncertain tax positions if it is more likely than not that such positions will be sustained upon examination based solely on the technical merits, as the largest amount of benefits that is more likely than not to be realized upon the ultimate settlement. The Company's policy is to recognize interest and penalties related to the unrecognized tax benefits as a component of income tax expense.

During the three months ended September 30, 2025, the One Big Beautiful Bill Act ("OBBBA") was enacted in the U.S. effective July 4, 2025. The OBBBA includes significant provisions, such as the permanent extension of certain expiring provisions of the Tax Cuts and Jobs Act, modifications to the international tax framework and the restoration of favorable tax treatment for certain business provisions. The legislation has multiple effective dates, with certain provisions effective in 2025 and others implemented through 2027. The impact of provisions effective in 2025 aren't material and Shattuck is still assessing the impact of provisions that are not yet effective.

Net Loss Per Share

Basic loss per share of common stock is computed by dividing net loss attributable to common stockholders by the weighted-average number of shares of common stock outstanding during each period. Basic shares outstanding includes the weighted average effect of the Company's outstanding 40,511,011 pre-funded warrants, the exercise of which requires nominal consideration for the delivery of an equal number of shares of common stock. Diluted loss per share of common stock includes the effect, if any, from the potential exercise or conversion of securities, such as redeemable convertible preferred stock or convertible notes, if any, stock options and unvested shares of restricted stock, which would result in the issuance of incremental shares of common stock. For diluted net loss per share, the weighted-average number of shares of common stock is the same for basic net loss per share due to the fact that when a net loss exists, dilutive securities are not included in the calculation as the impact is anti-dilutive.

The following potentially dilutive securities have been excluded from the computation of diluted weighted-average shares of common stock outstanding as they would be anti-dilutive:

	As of September 30,	
	2025	2024
Stock options	8,481,616	6,419,787
Unvested restricted stock units	481,177	1,008,535
Common stock warrants	52,635,346	—
	61,598,139	7,428,322

Other Comprehensive Income (Loss)

Other comprehensive income (loss) is defined as the change in equity of a business enterprise during a period from transactions and other events and circumstances from non-owner sources. Other comprehensive income (loss) is comprised of the net loss and unrealized gains and losses on investments.

Recently Adopted Accounting Pronouncements

In November 2023, the FASB issued ASU 2023-07, Segment Reporting (Topic 280) – Improvements to Reportable Segment Disclosures, to require enhanced disclosures that include reportable segment expenses. The amendments in this update provide that a business entity disclose significant segment expenses and segment profit or loss (after significant segment expenses) and allows reporting of additional measures of a segment's profit or loss if used in assessing segment performance. Such disclosures apply to entities with a single reportable segment. These amendments were effective for the Company in 2024 and retrospectively to all prior periods using the significant segment expense categories identified.

Recently Issued Accounting Pronouncements

In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures ("ASU 2023-09"). ASU 2023-09 is intended to improve income tax disclosure requirements by requiring, (i) consistent categories and greater disaggregation of information in the rate reconciliation and, (ii) the

disaggregation of income taxes paid by jurisdiction. The guidance makes several other changes to the income tax disclosure requirements. The guidance in ASU 2023-09 will be effective for annual reporting periods in fiscal years beginning after December 15, 2024. The Company is currently evaluating the impact that the adoption of ASU 2023-09 will have on its financial statements and disclosures.

In November 2024, the FASB issued ASU 2024-03, Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses ("ASU 2024-03"), which is intended to provide more detailed information about specified categories of expenses (employee compensation, depreciation, and amortization) included in certain expense captions presented on the statement of operations. The guidance in this ASU is effective for fiscal years beginning after December 15, 2026, and interim periods within fiscal years beginning after December 15, 2027. Early adoption is permitted. The amendments may be applied either, (i) prospectively to financial statements issued for periods after the effective date of this ASU or, (ii) retrospectively to all prior periods presented in the financial statements. The Company is currently evaluating the impact that the adoption of ASU 2024-03 will have on its financial statements and disclosures.

3. Investments

The following table represents the Company's investments by major security type (amounts in thousands):

	September 30, 2025		
	Amortized Cost	Gross Unrealized Gain	Total Fair Value
Investments:			
U.S. government securities	$ 43,581	$ 3	$ 43,584
Cash Equivalents:			
U.S. government securities	23,624	—	23,624
Money market funds	17,161	—	17,161
Total	$ 84,366	$ 3	$ 84,369

	December 31, 2024		
	Amortized Cost	Gross Unrealized Gain	Total Fair Value
Investments:			
U.S. government securities	$ 15,598	$ 2	$ 15,600
Cash Equivalents:			
Money market funds	55,233	—	55,233
Total	$ 70,831	$ 2	$ 70,833

The Company's money market funds are calculated using level 1 inputs, and the Company's U.S. government securities are valued using level 2 inputs.

The Company determines fair value using Level 3 inputs under the measurement alternative. The Company's Kayak preferred stock is recorded at cost and is adjusted for observable price changes in orderly transactions for identical or similar securities of the same issuer and impairment losses based on similar recent transactions. As of September 30, 2025, the Company did not identify any impairment indicators and determined that the carrying value of $1.0 million is the fair value for the investment in preferred stock given that there have been no observable price changes as of September 30, 2025. The Company had no other investments held at December 31, 2024 other than those included in the table above.

4. Accrued Expenses and Other Current Liabilities

Accrued expenses and other current liabilities consisted of the following (amounts in thousands):

	September 30, 2025	December 31, 2024
Compensation and related benefits	$ 2,335	$ 2,288
Operating lease liabilities	873	900
Research and development contract costs	753	2,900
Other	213	410
Total accrued expenses and other current liabilities	$ 4,174	$ 6,498

5. Commitments and Contingencies

Operating Leases

The Company leases certain office space, laboratory facilities, and equipment. These leases require monthly lease payments that may be subject to annual increases throughout the lease term. Certain of these leases also include renewal options at the election of the Company to renew or extend the lease. These optional periods have not been considered in the determination of the ROU assets or lease liabilities associated with these leases as the Company did not consider it reasonably certain it would exercise the renewal option. Other than as discussed in Note 2 above, there have been no changes in the Company's operating leases as compared to the operating leases disclosed in the Company's Annual Report on Form 10-K for the year ended December 31, 2024.

Kopfkino License Agreement

The Company is party to an exclusive license agreement (the “Kopfkino License Agreement”) with Kopfkino IP, LLC. In October 2024, the Company discontinued clinical development of its SL-172154 product candidate that was subject to the Kopfkino License Agreement. The Company does not have any plans for clinical development or commercialization of any products that would be subject to the Kopfkino License Agreement. Therefore, the Company does not expect to owe milestone payments or royalties under the agreement.

Litigation

From time to time, the Company may become involved in various legal actions arising in the ordinary course of business. As of September 30, 2025, the Company was not aware of any existing, pending, or threatened legal actions that would have a material impact on the financial position, results of operations, or cash flows of the Company.

Contractual Obligations

Contractual obligations represent future cash commitments and liabilities under agreements with third parties, and exclude contingent liabilities for which the Company cannot reasonably predict future payment. The Company’s contractual obligations result primarily from obligations for various CDMOs and CROs, which include potential payments that may be required under its agreements. The contracts also contain variable costs and milestones that are hard to predict, as they are based on such things as patients enrolled and clinical trial sites. The timing of payments and actual amounts paid under CDMO and CRO agreements may be different depending on the timing of receipt of goods, services, changes to agreed-upon terms, or amounts for some obligations. Such agreements are cancellable upon written notice by the Company and therefore, are not long-term liabilities.

6. License and Collaboration Revenue

The Company's revenue consisted of the following components for the three and nine months ended September 30, 2025 and 2024 (amounts in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
License revenue	$ 1,000	$ —	$ 1,000	$ —
Collaboration revenue:				
Ono Pharmaceuticals	—	2,997	—	5,378
ImmunoGen	—	—	—	343
License and collaboration revenue	$ 1,000	$ 2,997	$ 1,000	$ 5,721

License Revenue

In August 2025, the Company granted Kayak an exclusive license (the "Kayak Agreement") to its oncology-focused TRIM7 program. Pursuant to the Kayak Agreement, as the upfront consideration, the Company received preferred stock in Kayak with a fair market value of $1.0 million and recognized that consideration as license revenue.

Pursuant to the Kayak Agreement, the Company is also eligible to receive future payments contingent upon the achievement of specified development, regulatory, and commercial milestones of up to $86 million, and tiered royalties on net sales of any commercialized products subject to the Kayak Agreement in the low single digits. Such future payments are considered variable consideration and will be recognized as revenue only when the underlying contingencies are resolved and it is probable that a significant reversal of revenue will not occur.

Collaboration Revenue

The Company recognizes collaboration revenue for collaboration agreements using a cost-based input measure. In applying the cost-based input method of revenue recognition, the Company uses actual costs incurred relative to budgeted costs expected to be incurred, and any upfront payments are deferred accordingly.

Ono Pharmaceutical Co., Ltd

In February 2024, the Company entered into a collaboration and license agreement (the "Ono Agreement") with Ono, pursuant to which the parties collaborated in the research and preclinical development of certain compounds selected by Ono from the Company's pipeline of bifunctional fusion proteins directed toward a pair of prespecified targets for potential treatment of autoimmune and inflammatory diseases. On September 30, 2024, the Company and Ono mutually agreed to terminate the Ono Agreement. Following the mutual termination, the Company is no longer required to satisfy any remaining performance obligations, and will not receive any future research activity reimbursements or upfront milestone or royalty payments from Ono. All options and licenses held by Ono under the Ono Agreement were terminated.

The Ono Agreement was a collaborative arrangement under ASC 808 as both companies were active participants that were exposed to significant risks and rewards. However, since the units of account identified under ASC 808 followed a typical vendor/customer relationship, the Company accounted for the transaction under ASC 606.

Under the Ono Agreement, the Company granted Ono an exclusive option (the "Option") to obtain an exclusive sublicensable license to further research, develop, manufacture, and commercialize products containing the specified bifunctional fusion proteins in any therapeutic area worldwide. The Company determined that the contingent promise to provide the license upon the exercise of the Option should be accounted for as a customer option, and the $2.0 million amount allocated to that Option was recognized as revenue in 2024 pursuant to the termination of the Ono Agreement.

The Company identified a single performance obligation consisting of the preclinical research activities to develop certain bifunctional fusion proteins. The Company recognized revenue for the preclinical research activities as the services were performed using an inputs method.

ImmunoGen

In 2022, the Company entered into a collaboration agreement with ImmunoGen (the "ImmunoGen Agreement") pursuant to which ImmunoGen agreed to reimburse the Company for $2.0 million of the costs the Company incurred in the Phase 1B combination cohort evaluating SL-172154 in combination with mirvetuximab soravtansine in patients with platinum-resistant ovarian cancer. The Company dosed its first patient with mirvetuximab soravtansine in 2023 and completed all of its obligations under the ImmunoGen Agreement in the second quarter of 2024.

7. Equity

The Company is authorized to issue up to 300,000,000 shares of common stock and 10,000,000 shares of preferred stock, all with a par value of $0.0001 per share. The holders of the Company's common stock are entitled to one vote per share on all matters submitted to a vote of stockholders. The Company's common stock is not entitled to preemptive rights, and is not subject to conversion, redemption, or sinking fund provisions. Subject to preferences that may apply to any shares of preferred stock outstanding at the time, the holders of the Company's common stock will receive ratably any dividends declared by the Company's board of directors ("Board") out of funds legally available. In the event of the Company's liquidation, dissolution, or winding-up, the holders of the Company's common stock will be entitled to share ratably in all assets remaining after payment of or provision for any liabilities. As of the periods presented, no common stock dividends had been declared by the Board. As of September 30, 2025, none of the 10,000,000 shares of preferred stock were outstanding, and the Company has no present plans to issue any shares of preferred stock.

In July 2022, the Company entered into a sales agreement (the "Sales Agreement") with Leerink Partners LLC (the "Sales Agent") pursuant to which it may offer and sell up to $75.0 million of shares of its common stock from time to time (the "ATM Facility"). The Sales Agent is generally entitled to compensation at a commission equal to 3.0% of the aggregate gross sales price per share sold under the Sales Agreement. As of September 30, 2025, there were no sales pursuant to the ATM Facility. The Company's Registration Statement on Form S-3 expired on July 29, 2025, and therefore no sales can be made under the Sales Agreement until such time as the Company files a new Registration Statement on Form S-3. Based on the public float of the Company's common stock as of the date of the filing of the Company's Annual Report on Form 10-K for the year ended December 31, 2024, the Company is currently subject to General Instruction I.B.6 of Form S-3 and therefore may not sell more than one-third of the market value of its common stock held by non-affiliates until the Company's public float exceeds $75.0 million.

In December 2023, the Company sold 4,651,163 shares of common stock through an underwritten public offering, and concurrently completed a private placement of 3,100,823 pre-funded warrants. The purchase price per share of common stock was $6.45, and the purchase price per pre-funded warrant was $6.45, which was the purchase price per share of common stock minus the $0.0001 per share exercise price of the pre-funded warrant. Each pre-funded warrant may be exercised for one share of common stock, is immediately exercisable, does not expire, and is subject to a beneficial ownership limitation of 9.99% on a post-exercise basis. As of September 30, 2025, all 3,100,823 pre-funded warrants remain outstanding.

In August 2025, the Company issued and sold 15,225,158 shares of common stock, pre-funded warrants to purchase up to 37,410,188 shares of common stock, and accompanying common stock warrants to purchase up to 52,635,346 shares of common stock in a private placement offering with certain institutional accredited investors. The purchase price of each share of common stock and accompanying common stock warrant was $0.8677, and the purchase price of each pre-funded warrant and accompanying common stock warrant was $0.8676, which was the purchase price per share of common stock and accompanying common stock warrant, minus the $0.0001 per share exercise price of the pre-funded warrants. Each pre-funded warrant may be exercised for one share of common stock, is immediately exercisable, does not expire, and is subject to a beneficial ownership limitations of up to 9.99% on a post-exercise basis. As of September 30, 2025, all 37,410,188 pre-funded warrants remain outstanding.

Each common stock warrant has an exercise price of $1.0846 and is exercisable at any time after the date of issuance for one share of common stock or pre-funded warrant in lieu thereof. The common stock warrants will expire on the 30th day following the date on which the data from the single ascending dose and multiple ascending dose portions of the Company's Phase 1 clinical trial of SL-325, including receptor occupancy and safety data, and

the design of the planned Phase 2 clinical trial(s) have been announced publicly. As of September 30, 2025, all 52,635,346 common stock warrants remain outstanding.

Two 10% beneficial owners of our common stock participated in the private placement offering with the same terms as all other participants in the offering. Together, the beneficial owners purchased 8,963,785 pre-funded warrants in-lieu of common stock and received accompanying common stock warrants to purchase an additional 8,963,785 shares of common stock.

8. Stock-Based Compensation and Employee Benefit Plans

2020 Equity Incentive Plan

In September 2020, the Company adopted the 2020 Stock Incentive Plan (the "2020 Plan") which, as of the adoption date, replaced the 2016 Stock Incentive Plan. Under the 2020 Plan, the share reserve automatically increases on January 1st of each year beginning in 2021 and ending with a final increase on January 1, 2030 in an amount equal to 4% of the Company's outstanding shares of common stock on December 31st of the preceding calendar year. The Board may provide that there will be no increase in the share reserve for any such year or that the increase in the share reserve may be smaller than would otherwise occur. On January 1, 2025, the share reserve automatically increased by 1,908,588 shares. As of September 30, 2025, there were 3,741,270 shares available for future grants. The 2020 Plan permits the granting of options, stock appreciation rights, restricted stock units ("RSUs") performance stock, and performance cash awards. The terms of the agreements under the 2020 Plan are determined by the Board. The Company's awards generally vest over four years and have a term of 10 years. Periodically, the Company also grants awards that vest based on the Company's stock achieving certain closing share prices for a specified number of consecutive trading days.

2020 Employee Stock Purchase Plan

The 2020 Employee Stock Purchase Plan (the "2020 ESPP") became effective in October 2020. Eligible employees may purchase shares of common stock under the 2020 ESPP at 85% of the lower of the fair market value of the Company's common stock as of the first or the last day of each offering period. Employees are limited to contributing 15% of the employee's eligible compensation and may not purchase more than $25,000 of stock during any calendar year or more than 600 shares during any one purchase period prior to December 31, 2024, and 2,000 shares for purchase periods beginning in 2025. The 2020 ESPP share reserve automatically increases on January 1st of each calendar year, for ten years, commencing on January 1, 2021, in an amount equal to 1% of the total number of shares of common stock outstanding on December 31st of the preceding calendar year. The Board may act prior to January 1st of a given year to provide that there will be no January 1st increase of the share reserve for such year or that the increase in the share reserve for such year will be a smaller number of shares of common stock than would otherwise occur pursuant to the preceding sentence. The Board elected not to increase the share reserve for the ESPP on January 1, 2025. As of September 30, 2025, there were 1,629,954 shares available for future purchases. There were 23,416 and 9,960 shares of common stock issued under the Company's 2020 ESPP during the three months ended September 30, 2025 and 2024, respectively, for aggregate cash proceeds of less than $0.1 million. During the nine months ended September 30, 2025 and 2024, the Company issued 30,275 and 17,246 shares of common stock, respectively, for aggregate cash proceeds of less than $0.1 million.

Summary of Stock-Based Compensation Expense

The Company recorded stock-based compensation expense in the following expense categories of its accompanying unaudited interim condensed statements of operations and comprehensive loss (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Research and development	$ 669	$ 1,420	$ 2,224	$ 4,131
General and administrative	1,109	1,136	3,165	3,565
Total stock-based compensation	$ 1,778	$ 2,556	$ 5,389	$ 7,696

Stock Options

The following table summarizes option activity under the 2020 Plan for the nine months ended September 30, 2025:

	Options	Weighted Average Exercise Price	Weighted Average Remaining Life (Years)
Balance at December 31, 2024	6,573,172	$ 7.19	6.90
Granted	2,793,050	1.14	
Exercised	—	—	
Forfeited	(884,606)	6.29	
Balance at September 30, 2025	8,481,616	$ 5.29	7.21
Vested and expected to vest	3,719,367	$ 2.94	9.01
Exercisable at the end of the period	4,220,426	$ 7.51	5.50

Options granted during the nine months ended September 30, 2025 and 2024 had weighted-average grant-date fair values of $0.94 and $7.29 per share, respectively. As of September 30, 2025, the unrecognized compensation cost for options issued was $8.6 million and will be recognized over an estimated weighted-average amortization period of 1.21 years. The total intrinsic value of options exercised during the nine months ended September 30, 2025 and 2024 was $0 and $1.9 million, respectively. The aggregate intrinsic value of options outstanding and exercisable as of September 30, 2025 was $0.4 million.

Restricted Stock Units

The following table summarizes employee RSU activity for the nine months ended September 30, 2025:

	Awards	Weighted Average Grant Date Fair Value
Balance at December 31, 2024	817,350	$ 8.02
Granted	—	—
Released	(236,051)	7.62
Forfeited	(100,122)	8.36
Balance at September 30, 2025	481,177	$ 8.15

The Company recognized $1.1 million and $1.6 million of stock-based compensation cost related to RSUs for the nine months ended September 30, 2025 and 2024, respectively. As of September 30, 2025, the unrecognized compensation cost for RSUs issued was $2.8 million and will be recognized over an estimated weighted-average amortization period of 1.1 years. The fair values of RSUs are based on the fair value of the Company's common stock on the date of the grant.

Fair Value of Stock Options and Shares Issued

The Company accounts for stock-based compensation by measuring and recognizing as compensation expense the fair value of all share-based payment awards made to employees, including employee stock options and restricted stock awards. The Company uses the Black-Scholes option pricing model to estimate the fair value of employee stock options that only have service or performance conditions. The Company uses the Monte Carlo pricing model to estimate the fair value of options that have market-based conditions. The inputs to both pricing models require a number of management estimates such as the expected term, volatility, risk-free interest rate, and dividend yield. The fair value of stock options was determined using the methods and assumptions discussed below.

- The expected term of employee stock options with service-based vesting is determined using the "simplified" method, whereby the expected life equals the arithmetic average of the vesting term and the original contractual term of the option due to the Company's lack of sufficient historical data.

- The expected stock price volatility assumption is based on the historical volatilities of the common stock of a peer group of publicly traded companies as well as the historical volatility of the Company's common stock since the Company began trading subsequent to the Company's initial public offering ("IPO") in October 2020 over the period corresponding to the expected life as of the grant date. The historical volatility data was computed using the daily closing prices during the equivalent period of the calculated expected term of the stock-based awards. The Company will continue to apply this process until a sufficient amount of historical information regarding the volatility of the Company's stock price becomes available, or until circumstances change, such that the identified entities are no longer comparable companies. In the latter case, other suitable, similar entities whose share prices are publicly available would be utilized in the calculation.
- The risk-free interest rate is based on the interest rate payable on U.S. Treasury securities in effect at the time of grant for a period that is commensurate with the expected term.
- The expected dividend yield is 0% because the Company has not historically paid, and does not expect, for the foreseeable future, to pay dividends on its common stock.
- Prior to the Company's IPO, the Board periodically estimated the fair value of the Company's common stock considering, among other things, contemporaneous valuations of its common stock prepared by an unrelated third-party valuation firm. Subsequent to the Company's IPO, options are issued with a strike price no less than the market price on date of grant.

The grant-date fair value of options calculated using the Black-Scholes option pricing model granted under the Company's 2020 Plan were estimated using the following weighted-average assumptions:

	Nine Months Ended September 30,	
	2025	2024
Expected term - years	5.96	6.02
Expected volatility	102.3 %	96.1 %
Risk-free interest rate	4.3 %	4.1 %
Expected dividends	—	—

The grant-date fair value of shares issued calculated using the Black-Scholes option pricing model under the Company's 2020 ESPP were estimated using the following weighted-average assumptions:

	Nine Months Ended September 30,	
	2025	2024
Expected term - years	0.50	0.50
Expected volatility	107.8 %	115.1 %
Risk-free interest rate	4.7 %	5.1 %
Expected dividends	—	—

9. Segment Reporting

The Company has one reportable and operating segment, which is engaged in the business of drug discovery and development. The Company's chief operating decision maker ("CODM") is the Company's chief executive officer. The CODM uses the Company's net loss to monitor actual results versus the budget in assessing segment performance and the allocation of resources. The measure of segment assets is reported on the balance sheets as total assets. Accounting policies for segment reporting are the same as the accounting policies disclosed in Note 2.

The following table sets forth information about the Company's single reportable segment and the significant expenses reviewed by the CODM, including a reconciliation to net loss (in thousands):

	Three Months Ended September 30,	
	2025	2024
License and collaboration revenue:	$ 1,000	$ 2,997
Operating expenses:		
Research and development:		
SL-325[1]	2,455	394
SL-172154	20	7,161
Other research and development[2]	2,246	4,252
Research and development non-equity compensation	2,229	3,086
Research and development equity compensation	668	1,420
Total research and development	7,618	16,313
General and administrative expenses:		
General and administrative non-equity compensation	1,288	1,245
General and administrative equity compensation	1,109	1,135
Other general and administrative including legal and accounting fees, facilities, insurance, travel and depreciation	1,701	2,224
Total general and administrative	4,098	4,604
Expense from operations	11,716	20,917
Loss from operations	(10,716)	(17,920)
Other income	660	1,245
Net loss	$ (10,056)	$ (16,675)

[1] Expenses for SL-325 that were incurred prior to it being nominated a product candidate are included in “other research and development.”

[2] Other research and development expense includes technical operations expense of $0.6 million and $1.2 million, other research and development expense (primarily includes research activities for other pipeline compounds and facility expenses) of $0.8 million and $2.1 million and depreciation expense of $0.9 million and $0.9 million for the three months ended September 30, 2025 and 2024, respectively.

The following table sets forth information about the Company's single reportable segment and the significant expenses reviewed by the CODM, including a reconciliation to net loss (in thousands):

	Nine Months Ended September 30,	
	2025	2024
License and collaboration revenue:	$ 1,000	$ 5,721
Operating expenses:		
Research and development:		
SL-325[1]	7,289	756
SL-172154	2,645	23,432
Other research and development[2]	7,106	12,456
Research and development non-equity compensation	6,955	11,041
Research and development equity compensation	2,223	4,131
Total research and development	26,218	51,816
General and administrative expenses:		
General and administrative non-equity compensation	4,005	4,551
General and administrative equity compensation	3,166	3,565
Other general and administrative including legal and accounting fees, facilities, insurance, travel and depreciation	5,748	6,715
Total general and administrative	12,919	14,831
Expense from operations	39,137	66,647
Loss from operations	(38,137)	(60,926)
Other income	1,921	4,195
Net loss	$ (36,216)	$ (56,731)

[1] Expenses for SL-325 that were incurred prior to it being nominated a product candidate are included in "other research and development."

[2] Other research and development expense includes technical operations expense of $1.7 million and $3.4 million, other research and development expense (primarily includes research activities for other pipeline compounds and facility expenses) of $2.8 million and $6.4 million and depreciation expense of $2.7 million and $2.7 million for the nine months ended September 30, 2025 and 2024, respectively.

10. Subsequent Event

None.

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

You should read the following discussion and analysis of our financial condition and results of operations together with our unaudited condensed financial statements and related notes appearing in this Quarterly Report on Form 10-Q, as well as the audited financial statements, notes and Management's Discussion and Analysis of Financial Condition and Results of Operations included in our Annual Report on Form 10-K for the year ended December 31, 2024. This discussion and other parts of this Quarterly Report on Form 10-Q contain forward-looking statements that involve risks and uncertainties such as statements of our plans, objectives, expectations, and intentions. Our actual results could differ materially from those discussed in these forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those discussed in the "Risk Factors" section of this Quarterly Report on Form 10-Q. You should carefully read the "Cautionary Note About Forward-Looking Statements" of this Quarterly Report on Form 10-Q and the "Risk Factors" section of our Annual Report on Form 10-K for the year ended December 31, 2024 to gain an understanding of the important factors that could cause actual results to differ materially from the results described below.

Overview

We are a clinical-stage biotechnology company specializing in the development of potential treatments for inflammatory and immune-mediated diseases. We are developing a potentially first-in-class antibody for the treatment of inflammatory bowel disease ("IBD") and other inflammatory and immune-mediated diseases. Our expertise in protein engineering and the development of novel tumor necrosis factor ("TNF") receptor therapeutics come together in our lead program, SL-325, which we believe could be a first-in-class death receptor 3 ("DR3") antagonist antibody.

SL-325 is a high-affinity DR3 blocking monoclonal antibody. In our head-to-head preclinical studies, SL-325 blocked TL1A binding to DR3 better than sequence equivalents of leading TL1A blocking antibodies. We believe that the underlying biological differences in the expression of DR3 and TL1A, and the design characteristics of SL-325, may allow SL-325 to achieve best-in-class clinical remission rates in patients with IBD due to a more complete and durable blockade of the clinically validated DR3/TL1A pathway.

TL1A is the sole known signaling ligand for DR3, and TL1A does not signal through any other receptors. Thus, we believe that the clinical safety profile of TL1A blocking antibodies generated to date in clinical trials conducted by other parties derisks the clinical safety profile for DR3 blockade. The lack of toxicity of SL-325 in our recently completed non-human primate ("NHP") toxicology study also suggests a potentially favorable clinical safety profile. We engineered SL-325 to lack any Fc gamma receptor binding function, and SL-325 has not shown any evidence to date of antibody dependent cellular cytotoxicity or cellular phagocytosis, which further supports a potentially derisked safety profile. We have demonstrated that SL-325 binds an epitope on DR3 that does not trigger receptor-mediated endocytosis, and the binding of SL-325 to DR3 was shown to be highly durable and specific to DR3 in preclinical assays. Because DR3 is expressed on circulating peripheral blood lymphocytes, we are able to directly measure DR3 receptor occupancy ("RO") and our preclinical studies suggest that blockade may last for at least one month as a result of the properties of SL-325 and the stable expression of DR3. The RO and pharmacokinetic ("PK") profile of SL-325 suggests extended dosing intervals, which we intend to further characterize in our upcoming Phase 1 clinical trial. Finally, the human protein decoy receptor 3 ("DcR3") neutralizes soluble TL1A, Fas Ligand and LIGHT, which all induce a proinflammatory immune response. DcR3 serves as a sink for these proteins, tempering the proinflammatory immune signaling. Thus, it is desirable to block DR3, but not DcR3, to preserve the natural anti-inflammatory role of DcR3. SL-325 binds to DR3 but not to DcR3.

DR3 has a distinct expression pattern from TL1A, and, consequently, blocking the receptor may allow a more complete and durable blockade of the axis, which we believe will translate to improved efficacy in patients with IBD. DR3 and TL1A have distinct expression patterns within the gastrointestinal tract ("GI") of patients with IBD, including both ulcerative colitis ("UC") and Crohn's disease ("CD"). The cells within the GI tract that are capable of expressing TL1A include tissue resident antigen presenting cells and other non-hematopoietic cells. While TL1A is not usually expressed, when antigen presenting cells are exposed to inflammatory signals, a wave of TL1A mRNA expression begins, which peaks within 12 hours and ceases within 24 hours. In contrast, DR3 is stably expressed, primarily by lymphocytes both in the peripheral blood and in tissues. Direct comparison of TL1A and DR3 expression in the GI tracts of patients with IBD shows that TL1A is only upregulated in the actively inflamed areas

of the GI tract. In contrast, DR3 is more abundant than TL1A and is upregulated in both actively inflamed parts of the GI tissue and in the adjacent non-inflamed tissue. The absence of TL1A in the non-inflamed areas of the bowel eliminates the mechanism through which TL1A blocking antibodies would be retained in non-inflamed areas of the GI tract. Because inflammation observed in UC and CD can wax and wane in different areas of the bowel over time, stable blockade of DR3 may reduce the spread of inflammation and may contribute to higher rates of clinical and endoscopic remission than what TL1A blocking antibodies have achieved to date.

We are planning initial clinical development of SL-325 for patients with IBD, including UC and/or CD. The clinical success of several TL1A blocking antibodies to date suggests that SL-325 may have monotherapy disease modifying activity early in clinical development. As described above, we believe that targeting DR3 may be more efficacious than targeting TL1A in patients with IBD. We have initiated enrollment in our Phase 1 clinical trial of SL-325, and we expect to complete enrollment in the full Phase 1 clinical trial in the second quarter of 2026.

Future clinical trials may explore the efficacy of SL-325 in other inflammatory and immune-mediated diseases where the DR3/TL1A axis is implicated.

Research Programs

We maintain a strong research organization that has developed a diverse pipeline of preclinical compounds. One of our guiding principles for considering additional pipeline candidates is a preference for compounds that we expect to have monotherapy activity early in clinical development.

DR3 Bispecific Antibodies

In addition to SL-325 and SL-425, which is a half-life extended version of SL-325, we are developing a series of bispecific antibodies targeting DR3 and other clinically validated targets. The future of biologic therapy for both UC and CD is widely believed to include blockade of multiple inflammatory pathways, and the mechanism of DR3/TL1A inhibition is known to be non-redundant with the mechanism of other clinically validated targets.

Several attempts have been made to develop bispecific antibodies targeting TL1A, including a TL1A and TNFα blocking antibody known as AMG966. As discussed above, TL1A blocking antibodies stabilize serum TL1A as a result of immune complex formation between soluble TL1A and anti-TL1A antibodies. These immune complexes are believed to contribute to the high rates of ADA formation with TL1A blocking monoclonal antibodies. In the case of AMG966, the bispecific antibody was shown to stabilize both soluble TL1A and TNFα, which led to large immune complex formation and the rapid development of high-titer neutralizing ADA responses in patients treated in a Phase 1 clinical trial. AMG966 was discontinued as a result of this immunogenicity. Because DR3 is a membrane-restricted target, immune complex formation is not expected either for SL-325, SL-425, or DR3 directed bispecific antibodies.

Overview of Operations

For the nine months ended September 30, 2025 and 2024, our net loss was $36.2 million and $56.7 million, respectively. We have not been profitable since inception, and as of September 30, 2025, we had an accumulated deficit of $417.9 million and $86.1 million in cash and cash equivalents and short-term investments. We expect to continue to incur significant expenses and operating losses in the near term in connection with our ongoing activities, as we:

- continue to advance the preclinical development and initiate Phase 1 clinical development of our product candidate, SL-325;
- initiate nonclinical studies and clinical trials for additional product candidates that we may identify in the future, including potential bispecific DR3 antagonist antibody product candidates;
- manufacture sufficient quantities of bulk drug substance and drug product to support our ongoing and planned nonclinical studies and clinical trials;
- maintain our operational, financial, and management systems;
- retain key personnel and infrastructure to support our nonclinical development, research, manufacturing, and future clinical development efforts;

- utilize our in-house process development and manufacturing capabilities;
- continue to develop, perfect, and defend our intellectual property portfolio; and
- incur additional legal, accounting, or other expenses in operating our business, including the additional costs associated with operating as a public company and expenses incurred in connection with ongoing and future litigation, if any.

We do not expect to generate significant product revenue unless and until we successfully complete development and obtain regulatory and marketing approval of, and begin to sell, one or more of our product candidates, if ever, which we expect will take several years. We expect to spend a significant amount in development and marketing costs prior to such time. We may never succeed in achieving regulatory and marketing approval for our product candidates. We may obtain unexpected results from our nonclinical studies and clinical trials. We may elect to discontinue, delay, or modify nonclinical studies and clinical trials of our product candidates. We may be adversely affected by inflationary pressures and the macroeconomic environment, which are beyond our control. A change in the outcome of any of these variables with respect to the development of a product candidate could mean a significant change in the costs and timing associated with the development of that product candidate. Accordingly, until such time as we can generate significant product revenue, if ever, we expect to continue to seek private or public equity and debt financing, and/or additional collaborations with third parties, to meet our capital requirements. There can be no assurance that such funding may be available to us on acceptable terms, or at all, or that we will be able to commercialize our product candidates. In addition, we may not be profitable even if we commercialize any of our product candidates.

Recent Developments

As previously reported, on August 8, 2025, we received written notice from Nasdaq that we were not in compliance with the minimum bid price requirements set forth in Nasdaq Listing Rule 5450(a)(1) for continued listing on Nasdaq for failure to maintain a minimum closing bid price of $1.00 per share. To regain compliance, the closing bid price of our common stock had to be at least $1.00 per share for a minimum of 10 consecutive business days at any time prior to February 4, 2026. On September 16, 2025, we received written notice from Nasdaq that we satisfied the requirement and have regained compliance with Listing Rule 5450(a)(1).

Global Economic Considerations

The global macroeconomic environment is uncertain, and could be negatively affected by, among other things, inflation, slower growth or recession, changes in trade policies, including tariffs or other trade restrictions or the threat of such actions, instability or volatility in the global capital and credit markets, supply chain weaknesses, financial institution instability, changes to fiscal and monetary policy or government budget dynamics and instability in the geopolitical environment. Such challenges have caused, and may continue to cause, recession fears, high interest rates, foreign exchange volatility, and inflationary pressures. At this time, we are unable to quantify the potential effects of this economic instability on our future operations.

Components of our Results of Operations

License Revenue

In August 2025, we entered into an agreement (the "Kayak Agreement") with Kayak Therapeutics for an exclusive license to our oncology-focused TRIM7 program. Pursuant to the Kayak Agreement, we received preferred stock in Kayak with a fair market value of $1.0 million as the upfront consideration for entering into the agreement and recognized the consideration as license revenue.

Collaboration Revenue

We have no products approved for commercial sale, and we have not generated any revenue from commercial product sales. To date, we have recognized revenue generated from collaboration and research agreements with various third parties. Revenue recognized in 2024 was a result of collaboration agreements with Ono Pharmaceutical Co., Ltd (“Ono”) and ImmunoGen, Inc. (“ImmunoGen”). We have completed all of our obligations and recognized all revenues associated with the collaboration agreements with ImmunoGen and Ono in 2024.

Operating Expense

Research and Development Expense

Our research and development expenses consist primarily of costs incurred in connection with the discovery and development of our current and potential future product candidates. These expenses include:

- expenses incurred to conduct our clinical trials, including expenses associated with clinical trials of SL-325 and any potential product candidates we may advance in the future, as well as the expenses associated with prior clinical trials of SL-172154, and the associated wind-down activities;
- costs of manufacturing nonclinical study and clinical trial materials, including the costs of raw materials required for manufacturing;
- process development activities to optimize manufacturing processes, including the development and validation of Phase 3 and commercial manufacturing processes and analytical methods;
- expenses incurred to conduct our nonclinical studies;
- employee-related expenses, including salaries, benefits, and stock-based compensation;
- laboratory materials and supplies used to support our research activities;
- fees paid to third parties who assist with research and development activities;
- expenses relating to regulatory activities, including filing fees paid to regulatory agencies; and
- allocated expenses for facility-related costs.

The following table summarizes our research and development expenses by product candidate:

(in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
	(unaudited)		(unaudited)	
SL-325[1]	$ 2,455	$ 394	$ 7,289	$ 756
SL-172154	20	7,161	2,645	23,432
Other pipeline compounds	554	2,817	2,322	8,089
Internal costs, including personnel related benefits, facilities and depreciation	4,589	5,941	13,962	19,539
Total research and development cost	$ 7,618	$ 16,313	$ 26,218	$ 51,816

[1] Expenses for SL-325 that were incurred prior to it being nominated a product candidate are included in “other pipeline compounds” in the table above.

Research and development activities are central to our business model. We are focused on the preclinical and clinical development of SL-325 and other DR3 targeted assets, and conducting additional research on other potential product candidates. Product candidates in earlier stages of development generally have lower development costs than those in later stages of development. We have discontinued clinical development of SL-172154 and are no longer conducting research activities performed under the collaboration agreement with Ono. As a result of these operational changes, we expect a decrease in operating expense year-over-year, primarily associated with a reduction in clinical development, manufacturing, and process development costs earmarked to SL-172154 and the reduction in costs associated with our workforce.

The process of conducting the necessary nonclinical and clinical research to obtain regulatory approval is costly and time consuming. The actual probability of success for our product candidates may be affected by a variety of factors including:

- the safety and efficacy of our product candidates;
- nonclinical data for our product candidates;
- investment in our pipeline;

- competition;
- manufacturing capability; and
- commercial viability.

We may never succeed in achieving regulatory approval for any of our product candidates due to the uncertainties discussed above. We are unable to determine the duration and completion costs of our research and development projects or when and to what extent we will generate revenue from the commercialization and sale of our product candidates, if ever.

General and Administrative Expense

General and administrative expense consists primarily of personnel expenses, including salaries, benefits, and stock-based compensation expense, for employees and consultants in executive, finance, accounting, legal, information technology, business development, and human resource functions. General and administrative expense also includes corporate facility costs, including rent, utilities, depreciation, and maintenance, not otherwise included in research and development expense, as well as legal fees related to intellectual property, corporate and litigation matters, and fees for accounting and tax services.

We have experienced reduced general and administrative expense due to the workforce reductions that occurred as a result of the discontinuation of SL-172154. If any of our current or future product candidates, including SL-325, continues to advance through clinical development, or obtains regulatory approval, we expect that we would incur increased expenses associated with building the appropriate general and administrative support for our increased research and development activities, or building a sales and marketing team.

Other Income

Other income consists of interest earned on our cash, cash equivalents, and investments, which consists of amounts held in a money market fund and government obligations as well as investment fees and realized gain or losses on investments (if any).

Income Taxes

Since our inception, we have not recorded any income tax benefits for the net operating losses ("NOLs") we have incurred or for our research and development tax credits, as we believe, based upon the weight of available evidence, that it is more likely than not that all of our NOLs and tax credits will not be realized. Our NOLs and tax credit carryforwards began to expire in 2025. We have recorded a full valuation allowance against our deferred tax assets at each balance sheet date.

Results of Operations

Comparison of the Three Months Ended September 30, 2025 and 2024

The following table sets forth our results of operations for the three months ended September 30, 2025 and 2024:

(in thousands)	Three Months Ended September 30,		Change	
	2025	2024	Dollar	Percentage
	(unaudited)			
License and collaboration revenue	$ 1,000	$ 2,997	$ (1,997)	(66.6)%
Operating expenses:				
Research and development	7,618	16,313	(8,695)	(53.3)%
General and administrative	4,098	4,604	(506)	(11.0)%
Loss from operations	(10,716)	(17,920)	7,204	(40.2)%
Other income	660	1,245	(585)	(47.0)%
Net loss	$ (10,056)	$ (16,675)	$ 6,619	(39.7)%

License and Collaboration Revenue

License and collaboration revenue decreased by $2.0 million, or 66.6%, to $1.0 million for the three months ended September 30, 2025 from $3.0 million for the three months ended September 30, 2024. The decrease in revenue was a result of completing all obligations and recognizing all revenues associated with the Ono and ImmunoGen collaboration agreements in 2024, offset by license revenue recognized pursuant to the Kayak Agreement for $1.0 million.

Research and Development Expense

Research and development expenses decreased by $8.7 million, or 53.3%, to $7.6 million for the three months ended September 30, 2025 from $16.3 million for the three months ended September 30, 2024. The decrease in research and development expenses was primarily a result of a decrease of $7.1 million due to the discontinuation of SL-172154, a decrease in compensation and related benefit expenses of $1.6 million as a result of workforce reductions in 2024, a decrease of $1.1 million in research and development work for other pipeline compounds, and a decrease of $0.2 million associated with the termination of the Ono Agreement, offset by an increase of $1.2 million in research and development expenses for SL-325.

General and Administrative Expense

General and administrative expenses decreased by $0.5 million, or 11.0%, to $4.1 million for the three months ended September 30, 2025 from $4.6 million for the three months ended September 30, 2024. The decrease is primarily a result of a $0.3 million decrease in legal expenses.

Other Income

Other income decreased by $0.6 million, or 47.0%, to $0.7 million for the three months ended September 30, 2025 from $1.2 million for the three months ended September 30, 2024. The decrease is a result of a decrease in investments and funds held in our money market accounts.

Results of Operations

Comparison of the Nine Months Ended September 30, 2025 and 2024

The following table sets forth our results of operations for the nine months ended September 30, 2025 and 2024;

(in thousands)	Nine Months Ended September 30,		Change	
	2025	2024	Dollar	Percentage
	(unaudited)			
License and collaboration revenue	$ 1,000	$ 5,721	$ (4,721)	(82.5)%
Operating expenses:				
Research and development	26,218	51,816	(25,598)	(49.4)%
General and administrative	12,919	14,831	(1,912)	(12.9)%
Loss from operations	(38,137)	(60,926)	22,789	(37.4)%
Other income:				
Other	1,921	4,195	(2,274)	(54.2)%
Net loss	$ (36,216)	$ (56,731)	$ 20,515	(36.2)%

License and Collaboration Revenue

License and collaboration revenue decreased by $4.7 million, or 82.5%, to $1.0 million for the nine months ended September 30, 2025 from $5.7 million for the nine months ended September 30, 2024. The decrease in revenue was a result of completing all obligations and recognizing all revenues associated with the Ono and ImmunoGen collaboration agreements in 2024, offset by license revenue recognized pursuant to the Kayak Agreement for $1.0 million.

Research and Development Expense

Research and development expenses decreased by $25.6 million, or 49.4%, to $26.2 million for the nine months ended September 30, 2025 from $51.8 million for the nine months ended September 30, 2024. The decrease in research and development expenses was primarily a result of a decrease of $20.7 million as a result of the discontinuation of SL-172154, a decrease in compensation and related benefit expenses of $6.0 million as a result of workforce reductions in 2024, a decrease of $4.2 million in research and development work for other pipeline compounds, offset by an increase of $4.9 million in research and development expenses for SL-325.

General and Administrative Expense

General and administrative expenses decreased by $1.9 million, or 12.9%, to $12.9 million for the nine months ended September 30, 2025 from $14.8 million for the nine months ended September 30, 2024. The decrease was primarily a result of $1.0 million in compensation and related benefit expenses as a result of workforce reduction in 2024, $0.5 decrease in legal intellectual property expenses and a $0.2 million decrease in insurance cost.

Other Income

Other income decreased by $2.3 million, or 54.2%, to $1.9 million for the nine months ended September 30, 2025 from $4.2 million for the nine months ended September 30, 2024. The decrease is a result of a decrease in investments and funds held in our money market accounts.

Liquidity and Capital Resources

Since our inception, our primary sources of liquidity have been generated by sales of our common stock, pre-funded warrants, convertible preferred stock and convertible notes, and through our collaboration and research agreements with various third parties.

In August 2025, we issued and sold 15,225,158 shares of common stock, common stock warrants, pre-funded warrants to purchase up to 37,410,188 shares of common stock, and accompanying common stock warrants to

purchase up to 52,635,346 shares of common stock for gross proceeds of $45.7 million. We may receive an additional $57.1 million in gross proceeds if all of the common stock warrants are exercised.

In July 2022, we entered into a sales agreement ("the Sales Agreement") with Leerink Partners LLC (formerly known as SVB Securities LLC) (the "Sales Agent") pursuant to which we may offer and sell up to $75 million of shares of our common stock from time to time in an at-the-market facility (the "ATM Facility"). The Sales Agent is generally entitled to compensation at a commission equal to 3.0% of the aggregate gross sales price per share sold under the Sales Agreement. As of September 30, 2025, there were no sales pursuant to the ATM Facility. Our Registration Statement on Form S-3 expired on July 29, 2025, and therefore no sales can be made under the Sales Agreement until such time as we file a new Registration Statement on Form S-3. Based on the public float of our common stock as of the date of the filing of our Annual Report on Form 10-K for the year ended December 31, 2024, we are currently subject to General Instruction I.B.6 of Form S-3 and therefore may not sell more than one-third of the market value of our common stock held by non-affiliates until our public float exceeds $75.0 million.

Capital Resources and Funding Requirements

Our primary uses of cash and cash equivalents, and short-term investments are to fund our operations, which consist primarily of research and development expenditures related to our programs, product development costs, research expenses, administrative support, and capital expenditures related to bringing in-house certain process development and manufacturing capabilities and working capital requirements. We anticipate incurring additional net losses and negative cash flows from operations in the near future until such time, if ever, that we can generate significant sales of our product candidates currently in development. Our future funding requirements will depend on many factors, including:

- the scope, timing, progress and results of discovery, nonclinical development, laboratory testing, and clinical trials for our product candidates;
- the costs of process development and scale up of a commercially ready manufacturing process to support registrational clinical trials;
- the costs of manufacturing our product candidates for clinical trials and in preparation for marketing approval and commercialization;
- the extent to which we enter into collaborations or other arrangements with additional third parties in order to further develop our product candidates;
- the costs of preparing, filing and prosecuting patent applications, maintaining and enforcing our intellectual property rights, and defending other intellectual property-related claims;
- the costs and fees associated with the discovery, acquisition or in-license of additional product candidates or technologies;
- the costs of future commercialization activities, if any, including establishing sales, marketing, manufacturing, distribution and storage capabilities, for any of our product candidates for which we receive marketing approval; and
- revenue, if any, received from commercial sales of our product candidates, should any of our product candidates receive marketing approval.

Until we obtain regulatory approval to market our product candidates, if ever, we cannot generate revenues from sales of our products. Even if we are able to sell our products, we may not generate a sufficient amount of product revenues to finance our cash requirements. Accordingly, it will be necessary for us to seek to raise additional capital through equity offerings and/or debt financings or from other potential sources of liquidity, which may include new collaborations, licensing or other commercial agreements for one or more of our development programs or patent portfolios. There can be no assurance that such funding may be available to us on acceptable terms, or at all. The issuance of equity securities may result in dilution to stockholders and the issuance of debt securities may have rights, preferences and privileges senior to those of our common stock and the terms of any such debt securities could impose significant restrictions on our operations. The failure to raise funds as and when needed will have a negative impact on our financial condition and ability to pursue our business strategies. Additionally, if

additional funding is not secured when required, we will need to delay or curtail our operations until such funding is received, which would have a material and adverse impact on our business prospects and results of operations.

We believe that our cash and cash equivalents and short-term investments as of September 30, 2025, and the potential future proceeds assuming the full exercise of all outstanding common stock warrants will be sufficient to fund projected operations into 2029.

Cash Flows

The following table shows a summary of our cash flows for the periods indicated:

(in thousands)	Nine Months Ended September 30,	
	2025	2024
	(unaudited)	
Net cash used in operating activities:	$ (31,392)	$ (43,145)
Net cash used in investing activities:	(27,887)	(39,511)
Net cash provided by financing activities:	44,440	859
Net decrease in cash and cash equivalents:	$ (14,839)	$ (81,797)

Net Cash Used in Operating Activities

During the nine months ended September 30, 2025, net cash used in operating activities was $31.4 million and primarily reflected our net loss of $36.2 million, offset by net noncash operating charges of $7.3 million and $2.5 million in net changes to our operating assets and liabilities. We expect to continue to use cash in our operating activities as we conduct our clinical trials and nonclinical studies, incur costs of manufacturing clinical trial and nonclinical study materials, and continue process development activities to optimize our manufacturing processes.

During the nine months ended September 30, 2024, net cash used in operating activities was $43.1 million and primarily reflected our net loss of $56.7 million and an $4.3 million net change in our operating assets and liabilities, offset by noncash charges of $9.3 million in stock-based compensation, depreciation expense, amortization of investments, and operating lease expense.

Net Cash Used in Investing Activities

During the nine months ended September 30, 2025, net cash used in investing activities was $27.9 million, as a result of purchases of investments net of maturities.

During the nine months ended September 30, 2024, net cash used in investing activities was $39.5 million, which was the result of purchases of investments net of maturities.

Net Cash Provided by Financing Activities

During the nine months ended September 30, 2025, net cash provided by financing activities was $44.4 million and was primarily the result of proceeds related to the sale of common stock, common stock warrants and prefunded warrants.

During the nine months ended September 30, 2024, net cash provided by financing activities was $0.9 million and was primarily the result of $1.3 million in cash received for the exercise of stock options and purchases pursuant to our employee stock purchase plan offset by taxes paid related to net share settlement of equity awards of $0.4 million.

Contractual Obligations and Other Commitments

See Note 5 to our condensed financial statements found elsewhere in this Quarterly Report on Form 10-Q for additional disclosures. There have been no other material changes from the Contractual Obligations and Other Commitments disclosed in Note 6 and 7 of our Annual Report on Form 10-K for the year ended December 31, 2024.

Critical Accounting Policies

Our management’s discussion and analysis of our financial condition and results of operations are based on our financial statements, which have been prepared in accordance with accounting principles generally accepted in

the United States of America. The preparation of these condensed financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities and expenses, and the disclosure of contingent assets and liabilities in our financial statements. On an ongoing basis, we evaluate our estimates and judgments, including those related to revenue recognition, the accrual for research and development expenses, and the valuation of stock-based awards. We base our estimates on historical experience, known trends and events, and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

Our critical accounting policies are those policies which require the most significant judgments and estimates in the preparation of our financial statements. We believe that the assumptions and estimates associated with our most critical accounting policies are those relating to revenue, accrued research and development costs, and stock-based compensation.

There have been no material changes in our critical accounting policies and estimates as compared to the critical accounting policies and estimates disclosed in Management's Discussion and Analysis of Financial Condition and Results of Operations included in our Annual Report on Form 10-K for the year ended December 31, 2024.

Recent Accounting Pronouncements

See Note 2 to our financial statements found elsewhere in this Quarterly Report on Form 10-Q for a description of recent accounting pronouncements applicable to our financial statements.

Emerging Growth Company and Smaller Reporting Company Status

We are an emerging growth company as defined in the JOBS Act. Under the JOBS Act, an emerging growth company can take advantage of the extended transition period for complying with new or revised accounting standards and delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. We have elected to avail ourselves of this exemption from complying with new or revised accounting standards and therefore, will not be subject to the same new or revised accounting standards as other public companies that are not emerging growth companies. As a result, our financial statements may not be comparable to companies that comply with new or revised accounting pronouncements as of public company effective dates.

We have evaluated the benefits of relying on other exemptions and reduced reporting requirements under the JOBS Act. Subject to certain conditions, as an emerging growth company, we may rely on certain of these exemptions, including without limitation exemptions to the requirements for, (i) providing an auditor's attestation report on our system of internal controls over financial reporting pursuant to Section 404(b) of the Sarbanes-Oxley Act and, (ii) complying with any requirement that may be adopted by the Public Company Accounting Oversight Board regarding mandatory audit firm rotation or a supplement to the auditor's report providing additional information about the audit and the financial statements, known as the auditor discussion and analysis. We will remain an emerging growth company until the earlier of, (a) the last day of the fiscal year, (i) following the fifth anniversary of the completion of our initial public offering, (ii) in which we have total annual gross revenues of at least $1.235 billion or, (iii) in which we are deemed to be a "large accelerated filer" under the rules of the SEC, which means the market value of our common stock that is held by non-affiliates exceeds $700.0 million as of the prior June 30th, or, (b) the date on which we have issued more than $1.0 billion in non-convertible debt during the prior three-year period.

We are also a "smaller reporting company" as defined under the Securities and Exchange Act of 1934, as amended (the "Exchange Act"). We may continue to be a smaller reporting company if either, (i) the market value of our stock held by non-affiliates is less than $250.0 million or, (ii) our annual revenue is less than $100.0 million during the most recently completed fiscal year and the market value of our stock held by non-affiliates is less than $700.0 million. If we are a smaller reporting company at the time we cease to be an emerging growth company, we may continue to rely on exemptions from certain disclosure requirements that are available to smaller reporting companies. Specifically, as a smaller reporting company we may choose to present only the two most recent fiscal years of audited financial statements in our Annual Report on Form 10-K and, similar to emerging growth companies, smaller reporting companies have reduced disclosure obligations regarding executive compensation.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

We are a smaller reporting company, as defined by Rule 12b-2 under the Exchange Act and in Item 10(f)(1) of Regulation S-K, and are not required to provide the information under this item.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our principal executive officer and our principal financial officer, evaluated, as of the end of the period covered by this Quarterly Report on Form 10-Q, the effectiveness of our disclosure controls and procedures. Based on this evaluation of our disclosure controls and procedures as of September 30, 2025, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures as of such date are effective at the reasonable assurance level. The term "disclosure controls and procedures," as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act are recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in the reports we file or submit under the Exchange Act is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and our management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting during the third quarter of the year ending December 31, 2025 that have materially affected, or are reasonably likely to materially affect our internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

None.

Item 1A. Risk Factors

Our business is subject to various risks, including those described in Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2024. Other than the risk factors below, there have been no material changes from the risk factors disclosed in Item 1A of our Annual Report on Form 10-K.

We will require additional funding in order to complete development of our product candidate(s), including SL-325, and commercialize our products, if approved. Additional funding may not be available on acceptable terms, or at all. If we are unable to raise capital when needed, we will be forced to delay, reduce, or eliminate our product development programs and other operations.

Based on our current business plans, we estimate that our existing cash and cash equivalents, short-term investments and potential future proceeds from the exercise of all outstanding common stock warrants will enable us to fund our operating expenses into 2029. We have based this estimate on assumptions that may prove to be wrong, and we could use our capital resources sooner than we currently expect, requiring us to seek additional funds sooner than planned through public or private equity or debt financings or other sources, such as strategic collaborations. Based on the public float of our common stock as of the date of the filing of our Annual Report on Form 10-K for the year ended December 31, 2024, we are currently subject to General Instruction I.B.6 of Form S-3 and therefore may not sell more than one-third of the market value of our common stock held by non-affiliates until our public float exceeds $75.0 million.

Holders of our outstanding common stock warrants are not obligated to exercise their warrants, and they may choose to exercise on a cashless basis to the extent permitted by the terms of the warrants, prevailing market conditions, or applicable regulations. If warrant holders elect not to exercise their common stock warrants, we will not receive any associated cash proceeds, which could adversely affect our liquidity, capital resources, and our ability to fund operations, strategic investments, or debt service that we may have anticipated financing with such proceeds. In addition, even if holders elect to exercise, a cashless exercise would result in the surrender of warrants for a net number of shares based on the spread between the exercise price and the market price, without the payment of the exercise price in cash, further reducing the cash we would otherwise expect to receive. Market volatility, the trading price of our common stock relative to the common stock warrant exercise price, the remaining term of the common stock warrants, regulatory or contractual limitations, and investor portfolio considerations may increase the likelihood that common stock warrants will either remain unexercised or be exercised on a cashless basis. Any shortfall in expected cash proceeds from common stock warrant exercises could require us to seek alternative financing on less favorable terms, curtail or delay planned activities, or otherwise negatively impact our business, financial condition, and results of operations

We may seek additional capital due to favorable market conditions or strategic considerations even if we believe we have sufficient funds for our current or future operating plans. Attempting to secure additional financing may divert our management from our day-to-day activities, which may materially and adversely affect the development of our product candidates. Our ability to raise additional funds will depend on financial, economic, and market conditions and other factors, over which we may have no or limited control. Additional funds may not be available when we need them, on terms that are acceptable to us or at all.

Disruptions at the FDA and other government agencies could negatively affect the review of our regulatory submissions, which could negatively impact our business.

The ability of the FDA to review and approve regulatory submissions can be affected by a variety of factors, including disruptions caused by government shutdowns, changes in leadership at FDA and/or the department of health and human services, reduced staffing in the federal government, and public health crises. There have been mass layoffs of federal employees since the start of the current presidential administration in January 2025, the impact of which is unclear at this time. Such disruptions could significantly impact the ability of the FDA or other regulatory authorities to timely review and process our regulatory submissions, which could have a material adverse effect on our business. In addition, the current presidential administration has led and is expected to continue to lead to changes in the leadership of various U.S. federal regulatory agencies and changes to U.S. federal government policy that have led to, in some cases, legal challenges and uncertainty around the funding, functioning and policy priorities of U.S. federal regulatory agencies.

We are unable to predict the extent to which the current presidential administration may impose or seek to impose leadership or policy changes at the U.S. federal regulatory agencies responsible for regulating our business or changes to rules and policies impacting our operations. Government proposals to reduce or eliminate budgetary deficits may include reduced allocations to the FDA and other related government agencies. These budgetary pressures may reduce the FDA's ability to perform its responsibilities. If a significant reduction in the FDA's workforce occurs, the FDA's budget is significantly reduced or a prolonged government shutdown occurs, it could significantly impact the ability of the FDA to timely review and process our regulatory submissions or take other actions critical to the development of our most advanced product candidate, SL-325, or other product candidates, which could have a material adverse effect on our business.

For example, the U.S. government has been shut down since October 1, 2025, and the Senate has repeatedly failed to advance funding bills to reopen it, and the timing for restoring funding is uncertain. The FDA has not been able to accept applications for new drugs, generics, biologics, biosimilars or medical devices that require payment of a user fee while the shutdown is in effect. Any resulting delay in the acceptance, review or approval of our investigational new drug applications, clinical trial applications, marketing applications, facility inspections or lot-release/testing activities could delay or increase the cost of our clinical trials, manufacturing scale-up, product launches or post-approval changes. A prolonged U.S. federal government shutdown could materially delay our regulatory timelines, clinical development, reimbursement decisions and access to capital. If the shutdown continues or recurs, we could experience material adverse impacts on our operations, business and financial condition.

Current and future laws and regulations may increase the difficulty and cost for us, and any collaborators, to obtain marketing approval of and commercialize our drug candidates and affect the prices we, or they, may obtain.

Heightened governmental scrutiny over the manner in which manufacturers set prices for their marketed products has resulted in several recent Congressional inquiries and proposed and enacted federal and state legislation designed to, among other things, bring more transparency to product pricing, review the relationship between pricing and manufacturer patient programs, and reform government program reimbursement methodologies for products. We expect that additional state and federal healthcare reform measures will be adopted in the future, any of which could limit the amounts that federal and state governments will pay for healthcare therapies, which could result in reduced demand for our product candidate(s) or additional pricing pressures. Under the Inflation Reduction Act (the "IRA"), orphan drugs were previously exempted from the Medicare drug price negotiation program, but only if they had one orphan designation and the only approved indication(s) related to disease or condition. If a product were to have received multiple orphan designations or have multiple approved indications, it would not qualify for the orphan drug exemption. The One Big Beautiful Bill Act of 2025 eliminated this restriction and now all orphan drugs, regardless of the number of orphan designations or indications, are eligible for exemption from the Medicare drug price negotiation program. We cannot be sure whether additional legislation or rulemaking related to the IRA will be issued or enacted, or what impact, if any, such changes will have on the profitability of any of our drug candidates, if approved for commercial use, in the future.

Our business could be adversely affected by economic downturns, inflation, fluctuating interest rates, changes in trade policies, including tariffs or other trade restrictions or the threat of such actions, natural disasters, public health crises, such as pandemics, political crises, geopolitical events, or other macroeconomic conditions, which could have a material and adverse effect on our results of operations and financial condition.

The global economy, including credit and financial markets, has experienced extreme volatility and disruptions, including, among other things, diminished liquidity and credit availability, declines in consumer confidence, declines in economic growth, supply chain shortages, fluctuating interest and inflation rates, changes in trade policies, including tariffs or other trade restrictions or the threat of such action, and uncertainty about economic stability. For example, in September 2025, the United States announced the imposition of up to 100% tariffs on imported branded or patented pharmaceuticals, subject to certain exceptions. There remains substantial uncertainty as to when such tariffs may go into effect and whether such tariffs would apply to the importation of active pharmaceutical ingredients or bulk drug products that are intended for use in clinical trials and, more generally, about the duration of existing tariffs, tariff levels, implementation of announced tariffs, litigation challenging tariffs and whether additional tariffs or retaliatory actions may be imposed, modified or suspended

Furthermore, fluctuating interest rates, coupled with reduced government spending and volatility in financial markets, may increase economic uncertainty and affect consumer spending, and ongoing military conflicts throughout the world have created extreme volatility in the global capital markets and may have further global economic consequences, including disruptions of the global supply chain. Any such volatility and disruptions may adversely affect our business or the third parties on whom we rely. If the equity and credit markets deteriorate, including as a result of political unrest or war, it may make any necessary debt or equity financing more costly, more dilutive, or more difficult to obtain in a timely manner or on favorable terms, if at all. Increased inflation rates can adversely affect us by increasing our costs, including labor and employee benefit costs.

We have experienced and may in the future experience disruptions as a result of such macroeconomic conditions, including delays or difficulties in initiating or expanding clinical trials and manufacturing sufficient quantities of materials. Any one or a combination of these events could have a material and adverse effect on our results of operations and financial condition.

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

None

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

None.

Item 5. Other Information

During the three months ended September 30, 2025, none of the Company's directors or executive officers adopted, modified or terminated any contract, instruction or written plan for the purchase or sale of the Company's securities that was intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) or any "non-Rule 10b5-1 trading arrangement" as defined in Item 408(a) of Regulation S-K.

Item 6. Exhibits

The exhibits filed or furnished as part of this Quarterly Report on Form 10-Q are set forth below.

Exhibit Number	Description of Exhibit
3.1	Amended and Restated Certificate of Incorporation of Shattuck Labs, Inc. (incorporated by reference from Exhibit 3.1 to Shattuck's Current Report on Form 8-K filed on October 14, 2020 (Commission File No. 001-39593))
3.2	Amended and Restated Bylaws of Shattuck Labs, Inc. (incorporated by reference from Exhibit 3.2 to Shattuck's Current Report on Form 8-K filed on October 14, 2020 (Commission File No. 001-39593))
4.1	Form of common stock certificate of Shattuck (incorporated by reference from Exhibit 4.1 of Shattuck's Amendment No. 2 to Registration Statement on Form S-1 filed on October 8, 2020 (Commission File No. 333-248918))
4.2	Second Amended and Restated Investors' Rights Agreement, dated as of June 12, 2020, by and among Shattuck Labs, Inc. and certain of its stockholders (incorporated by reference from Exhibit 4.2 of Shattuck's Amendment No. 2 to Registration Statement on Form S-1 filed on October 8, 2020 (Commission File No. 333-248918))
31.1*	Certification of the principal executive officer pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934
31.2*	Certification of the principal financial officer pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934
32.1* (1)	Certification of the principal executive officer and principal financial officer pursuant to 18 U.S.C. Section 1350 and Rule 13a-14(b) under the Securities Exchange Act of 1934
101.INS*	Inline XBRL Instance Document
101.SCH*	Inline XBRL Taxonomy Extension Schema Document
101.CAL*	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF*	Inline XBRL Taxonomy Extension Definition
101.LAB*	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104*	The cover page for this report, formatted in Inline XBRL (included in Exhibit 101)

* Filed herewith

(1) The certifications on Exhibit 32 hereto are deemed not "filed" for purposes of Section 18 of the Exchange Act or otherwise subject to the liability of that Section. Such certifications will not be deemed incorporated by reference into any filing under the Securities Act or the Exchange Act.

SIGNATURES

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

Shattuck Labs, Inc.

Date: November 6, 2025

By: /s/ Dr. Taylor Schreiber

Dr. Taylor Schreiber
Chief Executive Officer
(principal executive officer)

Date: November 6, 2025

By: /s/ Andrew R. Neill

Andrew R. Neill
Chief Financial Officer
(principal financial and accounting officer)

Exhibit 31.1

CERTIFICATION PURSUANT TO RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Taylor Schreiber, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Shattuck Labs, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 6, 2025

By: /s/ Dr. Taylor Schreiber

Dr. Taylor Schreiber
Chief Executive Officer
(principal executive officer)

Exhibit 31.2

CERTIFICATION PURSUANT TO RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Andrew R. Neill, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Shattuck Labs, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 6, 2025

By: /s/ Andrew R. Neill

Andrew R. Neill
Chief Financial Officer
(principal financial and accounting officer)

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report on Form 10-Q of Shattuck Labs, Inc. (the "Company") for the period ended September 30, 2025 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), each of the undersigned officers of the Company hereby certifies, pursuant to 18 U.S.C. § 1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that to the best of his knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

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

Date: November 6, 2025

By: /s/ Dr. Taylor Schreiber
Dr. Taylor Schreiber
Chief Executive Officer
(principal executive officer)

Date: November 6, 2025

By: /s/ Andrew R. Neill
Andrew R. Neill
Chief Financial Officer
(principal financial and accounting officer)

The foregoing certification is being furnished solely to accompany the Report pursuant to 18 U.S.C. §1350, and is not being filed for purposes of Section 18 of the Securities Exchange Act of 1934, and is not to be incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

Note: A signed original of this written statement required by §906 has been provided to Shattuck Labs, Inc. and will be retained by Shattuck Labs, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.