

UNITED THERAPEUTICS Corp  
Form 10-Q  
November 01, 2012  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 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, 2012

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 0-26301

# United Therapeutics Corporation

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**

(State or Other Jurisdiction of  
Incorporation or Organization)

**52-1984749**

(I.R.S. Employer  
Identification No.)

**1040 Spring Street, Silver Spring, MD**  
(Address of Principal Executive Offices)

**20910**  
(Zip Code)

**(301) 608-9292**

(Registrant's Telephone Number, Including Area Code)

(Former Name, Former Address and Former Fiscal Year, If Changed Since Last Report)

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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

Large accelerated filer

Accelerated filer

Non-accelerated filer   
(do not check if a smaller reporting company)

Smaller reporting company

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

The number of shares outstanding of the issuer's common stock, par value \$.01 per share, as of October 25, 2012 was 50,800,693.



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## Item 1. Consolidated Financial Statements

**UNITED THERAPEUTICS CORPORATION****CONSOLIDATED BALANCE SHEETS**

(In thousands, except share data)

	September 30, 2012 (Unaudited)	December 31, 2011
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 263,425	\$ 162,676
Marketable investments	240,032	240,803
Accounts receivable, net of allowance of none for 2012 and 2011	108,949	88,680
Other current assets	37,390	6,188
Prepaid expenses	13,342	9,928
Inventories, net	46,848	45,981
Deferred tax assets	8,199	8,199
Total current assets	718,185	562,455
Marketable investments	248,884	343,899
Marketable investments and cash restricted	5,348	5,123
Goodwill and other intangibles, net	16,662	22,087
Property, plant and equipment, net	439,894	366,046
Deferred tax assets, net	190,448	190,745
Other assets	28,071	27,724
Total assets	\$ 1,647,492	\$ 1,518,079
<b>Liabilities and Stockholders Equity</b>		
Current liabilities:		
Accounts payable	\$ 10,130	\$ 47,257
Accrued expenses	87,635	57,227
Other current liabilities	129,850	108,093
Total current liabilities	227,615	212,577
Convertible notes	201,970	194,180
Mortgages payable noncurrent	71,400	71,452
Other liabilities	74,794	80,500
Total liabilities	575,779	558,709
Commitments and contingencies:		
Common stock subject to repurchase	10,882	10,882
Stockholders equity:		
Preferred stock, par value \$.01, 10,000,000 shares authorized, no shares issued		
Series A junior participating preferred stock, par value \$.01, 100,000 authorized, no shares issued		
Common stock, par value \$.01, 245,000,000 shares authorized, 61,892,578 and 61,506,063 shares issued, and 51,162,680 and 53,609,645 shares outstanding at September 30, 2012 and December 31, 2011, respectively	619	615
Additional paid-in capital	1,013,434	992,718

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Accumulated other comprehensive loss	(9,524)	(10,885)
Treasury stock at cost, 10,729,898 and 7,896,418 shares at September 30, 2012 and December 31, 2011, respectively	(413,923)	(282,998)
Retained earnings	470,225	249,038
Total stockholders' equity	1,060,831	948,488
Total liabilities and stockholders' equity	\$ 1,647,492	\$ 1,518,079

See accompanying notes to consolidated financial statements.

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**UNITED THERAPEUTICS CORPORATION**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**

(In thousands, except per share data)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
	(Unaudited)		(Unaudited)	
<b>Revenues:</b>				
Net product sales	\$ 240,917	\$ 201,020	\$ 665,692	\$ 546,784
Other	1,551	722	6,567	1,221
Total revenues	242,468	201,742	672,259	548,005
<b>Operating expenses:</b>				
Research and development	65,155	59,433	135,911	131,379
Selling, general and administrative	68,626	16,656	161,673	98,775
Cost of product sales	27,968	22,676	81,632	63,577
Total operating expenses	161,749	98,765	379,216	293,731
Operating income	80,719	102,977	293,043	254,274
<b>Other (expense) income:</b>				
Interest income	1,138	1,016	3,225	2,520
Interest expense	(4,384)	(5,416)	(12,149)	(16,256)
Equity loss in affiliate	(48)	(43)	(110)	(110)
Other, net	31,068	(278)	31,710	(1,301)
Total other (expense) income, net	27,774	(4,721)	22,676	(15,147)
Income from continuing operations before income taxes	108,493	98,256	315,719	239,127
Income tax expense	(30,382)	(17,641)	(94,532)	(65,073)
Income from continuing operations	78,111	80,615	221,187	174,054
<b>Discontinued operations:</b>				
Income from discontinued operations, net of tax				7
Gain on disposal of discontinued operations, net of tax		3,783		618
Income from discontinued operations		3,783		625
Net income	\$ 78,111	\$ 84,398	\$ 221,187	\$ 174,679
<b>Net income per common share:</b>				
<b>Basic</b>				
Continuing operations	\$ 1.52	\$ 1.38	\$ 4.20	\$ 3.00
Discontinued operations	0.00	0.07	0.00	0.01
Net income per basic common share	\$ 1.52	\$ 1.45	\$ 4.20	\$ 3.01
<b>Diluted</b>				
Continuing operations	\$ 1.46	\$ 1.32	\$ 4.11	\$ 2.80
Discontinued operations	0.00	0.06	0.00	0.01
Net income per diluted common share	\$ 1.46	\$ 1.38	\$ 4.11	\$ 2.81
<b>Weighted average number of common shares outstanding:</b>				
Basic	51,514	58,321	52,626	58,087
Diluted	53,590	61,210	53,849	62,062

See accompanying notes to consolidated financial statements.





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**UNITED THERAPEUTICS CORPORATION**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

(In thousands)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
	(Unaudited)		(Unaudited)	
Net income	\$ 78,111	\$ 84,398	\$ 221,187	\$ 174,679
Other comprehensive income:				
Foreign currency translation gain (loss)	1,185	(2,142)	797	(983)
Defined benefit pension plan:				
Prior service cost arising during period, net of tax				(1,010)
Actuarial gain arising during period, net of tax			64	186
Less: amortization of actuarial gain and prior service cost included in net periodic pension cost	131	144	391	403
Defined benefit pension plan, net	131	144	455	(421)
Unrealized gain (loss) on available-for-sale securities, net of tax	72	(119)	109	(62)
Other comprehensive income (loss), net of tax	1,388	(2,117)	1,361	(1,466)
Comprehensive income	\$ 79,499	\$ 82,281	\$ 222,548	\$ 173,213

See accompanying notes to consolidated financial statements.

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**UNITED THERAPEUTICS CORPORATION**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

(In thousands)

	Nine Months Ended September 30,	
	2012	2011
	(Unaudited)	
Cash flows from operating activities:		
Net income	\$ 221,187	\$ 174,679
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	19,855	15,637
Provision for inventory obsolescence	1,455	2,904
Current and deferred income tax expense	94,532	65,384
Share-based compensation expense (benefit)	40,568	(37,790)
Expense associated with outstanding license fees	643	41,332
Amortization of debt discount and debt issue costs	8,902	13,647
Amortization of discount or premium on investments	3,303	3,406
Equity loss in affiliate and other	8,180	2,114
Excess tax benefits from share-based compensation	(2,084)	(6,486)
Changes in operating assets and liabilities:		
Accounts receivable	(19,516)	(14,651)
Insurance proceeds receivable (Note 13)	(31,000)	
Inventories	(4,790)	(13,996)
Prepaid expenses	(3,643)	(1,912)
Other assets	(2,742)	(722)
Accounts payable	(37,225)	1,040
Accrued expenses	30,105	(28,036)
Other liabilities	(109,311)	(17,984)
Net cash provided by operating activities	218,419	198,566
Cash flows from investing activities:		
Purchases of property, plant and equipment	(90,650)	(36,725)
Purchases of held-to-maturity investments	(348,001)	(616,571)
Maturities of held-to-maturity investments	439,987	519,334
Acquisitions		(3,547)
Net cash provided by (used in) investing activities	1,336	(137,509)
Cash flows from financing activities:		
Payments to repurchase common stock	(130,925)	
Proceeds from the exercise of stock options	9,689	23,948
Excess tax benefits from share-based compensation	2,084	6,486
Net cash (used in) provided by financing activities	(119,152)	30,434
Effect of exchange rate changes on cash and cash equivalents	146	331
Net increase in cash and cash equivalents	100,749	91,822
Cash and cash equivalents, beginning of period	162,676	252,162
Cash and cash equivalents, end of period	\$ 263,425	\$ 343,984
Supplemental schedule of cash flow information:		
Cash paid for interest	\$ 4,563	\$ 2,766
Cash paid for income taxes	\$ 75,046	\$ 25,050

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Non-cash investing activities:

Non-cash additions to property, plant and equipment	\$	4,775	\$	14,290
Acquisitions non cash consideration	\$		\$	3,400

See accompanying notes to consolidated financial statements.

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**UNITED THERAPEUTICS CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**September 30, 2012**

**(UNAUDITED)**

**1. Organization and Business Description**

United Therapeutics Corporation is a biotechnology company focused on the development and commercialization of unique products to address the unmet medical needs of patients with chronic and life-threatening conditions. As used in these notes to the consolidated financial statements, unless the context otherwise requires, the terms we, us, our, and similar terms refer to United Therapeutics Corporation and its consolidated subsidiaries.

Our lead product, Remodulin® (treprostinil) Injection (Remodulin), was first approved in 2002 by the United States Food and Drug Administration (FDA) and has also been approved for use in countries outside of the United States. We sell Remodulin in the United States and in various other countries around the world. In 2009, we received FDA approval for Tyvaso® (treprostinil) Inhalation Solution (Tyvaso) and Adcirca® (tadalafil) tablets (Adcirca), both of which we market in the United States.

**2. Basis of Presentation**

The accompanying unaudited consolidated financial statements have been prepared in accordance with the rules and regulations of the United States Securities and Exchange Commission (SEC) for interim financial information. Accordingly, they do not include all of the information required by United States generally accepted accounting principles (GAAP) for complete financial statements. These consolidated financial statements should be read in conjunction with the audited consolidated financial statements and the accompanying notes to the consolidated financial statements contained in our Annual Report on Form 10-K for the year ended December 31, 2011, as filed with the SEC on February 28, 2012.

In our management's opinion, the accompanying consolidated financial statements contain all adjustments, including normal, recurring adjustments, necessary to fairly present our financial position as of September 30, 2012, results of operations and comprehensive income for the three- and nine-month periods ended September 30, 2012 and 2011, and cash flows for the nine months ended September 30, 2012 and 2011. Interim results are not necessarily indicative of results for an entire year. On March 31, 2011, we sold our wholly-owned telemedicine subsidiary, Medicomp, Inc. Accordingly, the operating results of Medicomp, Inc., for the nine-month period ended September 30, 2011 have been recast and presented within discontinued operations on our consolidated statements of operations. This change in presentation had no impact on net income as previously reported. We did not recast our consolidated statement of cash flows for the nine months ended September 30, 2011 to reflect the classification of Medicomp, Inc. as a discontinued operation, as the impact was not significant to that statement. For details regarding the sale of Medicomp, Inc. refer to Note 18 *Sale of Medicomp, Inc.* to the consolidated financial statements contained in our Annual Report on Form 10-K for the year ended December 31, 2011.

**3. Inventories**

Inventories are stated at the lower of cost (first-in, first-out method) or market (current replacement cost) and consist of the following, net of reserves (in thousands):

	September 30, 2012	December 31, 2011
Raw materials	\$ 11,413	\$ 9,171
Work-in-progress	12,132	14,222
Finished goods	23,303	22,588
Total inventories	\$ 46,848	\$ 45,981

**4. Fair Value Measurements**

Assets and liabilities subject to fair value measurements are required to be disclosed within a fair value hierarchy. The fair value hierarchy ranks the quality and reliability of inputs used to determine fair value. Accordingly, assets and liabilities carried at, or permitted to be carried at, fair value are classified within the fair value hierarchy in one of the following categories based on the lowest level input that is significant to a fair value measurement:

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Level 1 Fair value is determined by using unadjusted quoted prices that are available in active markets for identical assets and liabilities.

Level 2 Fair value is determined by using inputs other than Level 1 quoted prices that are directly or indirectly observable. Inputs can include quoted prices for similar assets and liabilities in active markets or quoted prices for identical assets and liabilities in inactive markets. Related inputs can also include those used in valuation or other pricing models such as interest rates and yield curves that can be corroborated by observable market data.

Level 3 Fair value is determined by using inputs that are unobservable and not corroborated by market data. Use of these inputs involves significant and subjective judgment.

Assets and liabilities subject to fair value measurements are as follows (in thousands):

	As of September 30, 2012			
	Level 1	Level 2	Level 3	Balance
<b>Assets</b>				
Money market funds (1)	\$ 146,933	\$	\$	\$ 146,933
Federally-sponsored and corporate debt securities (2)		488,901		488,901
Available-for-sale equity investment	529			529
<b>Total assets</b>	<b>\$ 147,462</b>	<b>\$ 488,901</b>	<b>\$</b>	<b>\$ 636,363</b>
<b>Liabilities</b>				
Convertible notes maturing in 2016 (3)	\$	\$ 329,950	\$	\$ 329,950
Contingent consideration (4)			7,298	7,298
<b>Total liabilities</b>	<b>\$</b>	<b>\$ 329,950</b>	<b>\$ 7,298</b>	<b>\$ 337,248</b>

	As of December 31, 2011			
	Level 1	Level 2	Level 3	Balance
<b>Assets</b>				
Money market funds (1)	\$ 72,905	\$	\$	\$ 72,905
Federally-sponsored and corporate debt securities (2)		583,976		583,976
Available-for-sale equity investment	382			382
<b>Total assets</b>	<b>\$ 73,287</b>	<b>\$ 583,976</b>	<b>\$</b>	<b>\$ 657,263</b>
<b>Liabilities</b>				
Convertible notes maturing in 2016 (3)	\$	\$ 292,500	\$	\$ 292,500
Contingent consideration (4)			7,973	7,973
<b>Total liabilities</b>	<b>\$</b>	<b>\$ 292,500</b>	<b>\$ 7,973</b>	<b>\$ 300,473</b>

(1) Included in cash and cash equivalents and marketable investments and cash restricted on the accompanying consolidated balance sheets.

(2) Included in current and non-current marketable investments on the accompanying consolidated balance sheets. The fair value of these securities is principally measured or corroborated by trade data for identical issues or that of



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comparable securities in which related trading activity is not sufficiently frequent to be considered a Level 1 input. See also Note 5 *Marketable Investments Held-to-Maturity Investments* to these consolidated financial statements.

(3) Included in convertible notes on the accompanying consolidated balance sheets. Refer to Note 9 *Debt Convertible Notes Due 2016* for details. The fair value of our 1.0 percent Convertible Senior Notes due September 15, 2016 (2016 Convertible Notes) has been estimated using other observable inputs including the price of our common stock, implied volatility, interest rates and credit spreads among others. Over time, we expect a market for the 2016 Convertible Notes to develop. At that time, we intend to use trade data as the principal basis for measuring fair value.

(4) Included in other liabilities on the accompanying consolidated balance sheets. The fair value of contingent consideration has been estimated using probability weighted discounted cash flow models (DCF). The DCF incorporates Level 3 inputs including estimated discount rates that we believe market participants would consider relevant in pricing and the projected timing and amount of cash flows, which are estimated and developed, in part, based on the requirements specific to each acquisition agreement. We analyze and evaluate these fair value measurements quarterly to determine whether valuation inputs continue to be relevant and appropriate or whether current period developments warrant adjustments to valuation inputs and related measurements. Any increases or decreases in discount rates would have an inverse impact on the value of related fair value measurements, while increases or decreases in expected cash flows would result in corresponding increases or decreases in fair value. As of both September 30, 2012 and December 31, 2011, the cost of debt and weighted average cost of capital used to discount projected cash flows relating to contingent consideration ranged from 8.6 percent to 17.9 percent.

A reconciliation of the beginning and ending balance of Level 3 liabilities for the three- and nine-month periods ended September 30, 2012, is presented below (in thousands):

	<b>Contingent Consideration</b>
Balance July 1, 2012 Asset (Liability)	\$ (7,841)
Transfers into Level 3	
Transfers out of Level 3	
Total gains/(losses) realized/unrealized	
Included in earnings	
Included in other comprehensive income	(71)
Purchases	
Sales	
Issuances	
Settlements	614
Balance September 30, 2012 Asset (Liability)	\$ (7,298)
Amount of total gains/(losses) for the three-month period ended September 30, 2012 included in earnings that are attributable to the change in unrealized gains or losses related to outstanding liabilities	\$



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	<b>Contingent Consideration</b>
Balance January 1, 2012 Asset (Liability)	\$ (7,973)
Transfers into Level 3	
Transfers out of Level 3	
Total gains/(losses) realized/unrealized Included in earnings	
Included in other comprehensive income	61
Purchases	
Sales	
Issuances	
Settlements	614
Balance September 30, 2012 Asset (Liability)	\$ (7,298)
Amount of total gains/(losses) for the nine-month period ended September 30, 2012 included in earnings that are attributable to the change in unrealized gains or losses related to outstanding liabilities	\$

*Fair Value of Financial Instruments*

The carrying amounts of cash and cash equivalents, accounts receivable, accounts payable, and accrued expenses approximate fair value because of their short maturities. The fair values of our marketable investments and our 2016 Convertible Notes are reported above within the fair value hierarchy. The recorded value of our \$70.0 million mortgage loan approximates its fair value as it bears a variable rate of interest that we believe approximates the market rate of interest for debt with similar credit risk profiles, terms and maturities. Refer to Note 9 *Debt Mortgage Financing* for details.

**5. Marketable Investments***Held-to-Maturity Investments*

Marketable investments classified as held-to-maturity consist of the following (in thousands):

	<b>Amortized Cost</b>	<b>Gross Unrealized Gains</b>	<b>Gross Unrealized Losses</b>	<b>Fair Value</b>
Government-sponsored enterprises at September 30, 2012	\$ 285,999	\$ 266	\$ (32)	\$ 286,233
Corporate notes and bonds at September 30, 2012	202,388	300	(20)	202,668
Total	\$ 488,387	\$ 566	\$ (52)	\$ 488,901
Reported under the following captions on the consolidated balance sheet at September 30, 2012:				
Current marketable investments	\$ 240,032			
Noncurrent marketable investments	248,355			
	\$ 488,387			



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	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Government-sponsored enterprises at December 31, 2011	\$ 308,202	\$ 155	\$ (170)	\$ 308,187
Corporate notes and bonds at December 31, 2011	276,118	113	(442)	275,789
<b>Total</b>	<b>\$ 584,320</b>	<b>\$ 268</b>	<b>\$ (612)</b>	<b>\$ 583,976</b>
Reported under the following captions on the consolidated balance sheet at December 31, 2011:				
Current marketable investments	\$ 240,803			
Noncurrent marketable investments	343,517			
	<b>\$ 584,320</b>			

The following table summarizes gross unrealized losses and the length of time marketable investments have been in a continuous unrealized loss position (in thousands):

	As of September 30, 2012		As of December 31, 2011	
	Fair Value	Gross Unrealized Loss	Fair Value	Gross Unrealized Loss
Government-sponsored enterprises:				
Continuous unrealized loss position less than one year	\$ 53,646	\$ (32)	\$ 170,018	\$ (170)
Continuous unrealized loss position greater than one year	53,646	(32)	170,018	(170)
Corporate notes and bonds:				
Continuous unrealized loss position less than one year	\$ 32,327	\$ (20)	\$ 149,383	\$ (442)
Continuous unrealized loss position greater than one year	32,327	(20)	149,383	(442)
<b>Total</b>	<b>\$ 85,973</b>	<b>\$ (52)</b>	<b>\$ 319,401</b>	<b>\$ (612)</b>

We attribute the unrealized losses on held-to-maturity securities as of September 30, 2012, to the variability in related market interest rates. We do not intend to sell these securities, nor is it more likely than not that we will be required to sell them prior to the end of their contractual term. Furthermore, we believe these securities do not expose us to undue market risk or counterparty credit risk. As such, we do not consider these securities to be other than temporarily impaired.

The following table summarizes the contractual maturities of held-to-maturity marketable investments at September 30, 2012 (in thousands):

	September 30, 2012	
	Amortized Cost	Fair Value
Due in less than one year	\$ 240,032	\$ 240,342
Due in one to two years	248,355	248,559
Due in three to five years		
Due after five years		
<b>Total</b>	<b>\$ 488,387</b>	<b>\$ 488,901</b>

*Equity Investments*

We own less than one percent of the common stock of a public company. Our investment is classified as available-for-sale, reported at fair value based on the quoted market price, and included on the accompanying consolidated balance sheets in noncurrent marketable investments.

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As of September 30, 2012, we maintain investments in equity totaling approximately \$8.0 million in privately-held corporations. We account for these investments at cost since we do not have the ability to exercise significant influence over these companies and their fair values are not readily determinable. The fair value of these investments has not been estimated at September 30, 2012, as there have been no events or developments indicating that their carrying amounts may be impaired. We include these investments within other assets on the accompanying consolidated balance sheets.

**6. Goodwill and Other Intangible Assets**

Goodwill and other intangible assets comprise the following (in thousands):

	As of September 30, 2012			As of December 31, 2011		
	Gross	Accumulated Amortization	Net	Gross	Accumulated Amortization	Net
Goodwill (1)	\$ 10,416	\$	\$ 10,416	\$ 8,123	\$	\$ 8,123
Other intangible assets (1):						
Technology, patents and trade names	4,735	(2,564)	2,171	4,766	(1,999)	2,767
Customer relationships and non-compete agreements	4,621	(2,040)	2,581	4,653	(1,658)	2,995
Contract-based (2)	2,020	(526)	1,494	8,350	(148)	8,202
Total	\$ 21,792	\$ (5,130)	\$ 16,662	\$ 25,892	\$ (3,805)	\$ 22,087

(1) Includes foreign currency translation adjustments.

(2) During the quarter ended June 30, 2012, we wrote off the net book value of a contract-based intangible asset we had recorded in connection with our acquisition of Revivicor, Inc. during July 2011, relating to a licensing arrangement to which Revivicor was a party. In April 2012, Revivicor received a termination notice from the counterparty to the licensing arrangement. The original counterparty was acquired in late 2011, and thereafter decided not to pursue development of products utilizing Revivicor's technology. Accordingly, we recognized a corresponding impairment charge of \$6.8 million, which has been included in selling, general and administrative expenses on our consolidated statement of operations for the nine-month period ended September 30, 2012.

Total amortization relating to other intangible assets for the five succeeding years and thereafter is presented below (in thousands):

Year ending December 31,	
2013	\$ 1,922
2014	1,505
2015	1,156
2016	641
2017	440
Thereafter	90

**7. Supplemental Executive Retirement Plan**

We maintain the United Therapeutics Corporation Supplemental Executive Retirement Plan (SERP) to provide retirement benefits to certain senior members of our management team. To help fund our expected obligations under the SERP, we maintain the United Therapeutics Corporation Supplemental Executive Retirement Plan Rabbi Trust Document (Rabbi Trust). The balance in the Rabbi Trust was approximately \$5.1 million as of September 30, 2012 and December 31, 2011. The Rabbi Trust is irrevocable and SERP participants have no preferred claim on, nor any beneficial ownership interest in, any assets of the Rabbi Trust. The investments in the Rabbi Trust are classified as restricted marketable investments and cash on our consolidated balance sheets.

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Net periodic pension cost consists of the following (in thousands):

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2012	2011	2011	2012	2011	2011
Service cost	\$ 1,078	\$ 1,079	\$ 1,079	\$ 3,236	\$ 3,176	\$ 3,176
Interest cost	369	352	352	1,106	1,004	1,004
Amortization of prior service costs	207	207	207	620	566	566
Amortization of net actuarial loss		20	20		71	71
Net pension expense	\$ 1,654	\$ 1,658	\$ 1,658	\$ 4,962	\$ 4,817	\$ 4,817

**8. Share Tracking Award Plans**

We maintain the United Therapeutics Corporation Share Tracking Awards Plan, adopted in June 2008 (2008 STAP) and the United Therapeutics Corporation 2011 Share Tracking Awards Plan, adopted in March 2011 (2011 STAP). In February 2012, our Board of Directors amended the 2011 STAP to increase the total number of awards available for grant under the 2011 STAP by 2.0 million and concurrently amended the 2008 STAP to cancel the approximately 400,000 remaining awards available for future grants. In October 2012, we amended the 2011 STAP again to increase the number of awards available for grant by 1.8 million. We refer to the 2008 STAP and the 2011 STAP collectively as the STAP, and awards granted and/or outstanding under either of these plans as STAP awards.

Under the STAP, we grant long-term, equity-based compensation to eligible participants. STAP awards convey the right to receive in cash an amount equal to the appreciation of our common stock, which is calculated as the positive difference between the closing price of our common stock on the date of exercise and the date of grant. STAP awards generally vest in equal increments on each anniversary of the date of grant over a four-year period and expire on the tenth anniversary of the date of grant.

We account for outstanding STAP awards as a liability because they are required to be settled in cash. Accordingly, we estimate the fair value of outstanding STAP awards at each financial reporting date using the Black-Scholes-Merton valuation model until settlement occurs or awards are otherwise no longer outstanding. Changes in the fair value of outstanding STAP awards are recognized as adjustments to compensation expense on our consolidated statements of operations. The STAP liability balance was \$88.7 million and \$79.9 million at September 30, 2012 and December 31, 2011, respectively, and has been included within other current liabilities on our consolidated balance sheets.

In estimating the fair value of STAP awards, we are required to use inputs that materially impact the determination of fair value and the amount of compensation expense (benefit) to be recognized. These inputs include the expected volatility of the price of our common stock, the risk-free interest rate, the expected term of STAP awards, the expected forfeiture rate and the expected dividend yield.

The table below presents the assumptions used to measure the fair value of STAP awards at September 30, 2012 and 2011:

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	September 30, 2012	September 30, 2011
Expected volatility	35.8%	46.6%
Risk-free interest rate	0.5%	0.6%
Expected term of awards (in years)	3.9	4.1
Expected forfeiture rate	7.0%	6.8%
Expected dividend yield	0.0%	0.0%



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A summary of the activity and status of STAP awards for the nine-month period ended September 30, 2012 is presented below:

	Number of Awards	Weighted- Average Exercise Price	Weighted Average Remaining Contractual Term (in Years)	Aggregate Intrinsic Value (in Thousands)
Outstanding at January 1, 2012	7,795,000	\$ 45.90		
Granted	1,833,353	48.01		
Exercised	(1,190,869)	29.02		
Forfeited	(246,961)	53.89		
Outstanding at September 30, 2012	8,190,523	\$ 48.59	7.5	\$ 75,018
Exercisable at September 30, 2012	4,278,314	\$ 42.96	6.9	\$ 58,512
Expected to vest at September 30, 2012	3,311,741	\$ 53.59	8.8	\$ 15,391

The weighted average fair value of STAP awards granted during the nine-month periods ended September 30, 2012 and 2011 was \$21.26 and \$28.03, respectively.

Share-based compensation expense (benefit) recognized in connection with the STAP is as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
Research and development	\$ 11,790	\$ (22,969)	\$ 14,932	\$ (17,877)
Selling, general and administrative	14,404	(24,143)	18,061	(20,031)
Cost of product sales	865	(529)	1,143	(529)
Share-based compensation expense (benefit) before taxes	27,059	(47,641)	34,136	(38,437)
Related income tax (benefit) expense	(9,909)	17,613	(12,501)	14,210
Share-based compensation expense (benefit), net of taxes (1)	\$ 17,150	\$ (30,028)	\$ 21,635	\$ (24,227)
Share-based compensation capitalized as part of inventory	\$ 462	\$ (812)	\$ 608	\$ (458)

(1) Share-based compensation benefit for the three and nine months ended September 30, 2011 resulted from the decrease in the fair value of STAP awards as a result of the decline in the price of our common stock at September 30, 2011.

Cash paid to settle STAP awards exercised during the nine-month periods ended September 30, 2012 and 2011, was \$25.7 million and \$27.9 million, respectively.

### 9. Debt

*Convertible Notes Due 2016*

In October 2011, we issued \$250.0 million in aggregate principal value 1.0 percent Convertible Senior Notes due September 15, 2016 (2016 Convertible Notes). The 2016 Convertible Notes are unsecured, unsubordinated debt obligations that rank equally with all of our other unsecured and unsubordinated indebtedness. We pay interest semi-annually on March 15th and September 15th of each year. The initial conversion price is \$47.69 per share and the number of underlying shares used to determine the aggregate consideration upon conversion is approximately 5.2 million shares.

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Conversion can occur: (1) any time after June 15, 2016; (2) during any calendar quarter that follows a calendar quarter in which the price of our common stock exceeds 130 percent of the conversion price for at least 20 days during the 30 consecutive trading-day period ending on the last trading day of the quarter; (3) during the ten consecutive trading-day period following any five consecutive trading-day period in which the trading price of the 2016 Convertible Notes is less than 95 percent of the closing price of our common stock multiplied by the then current number of shares underlying the 2016 Convertible Notes; (4) upon specified distributions to our shareholders; (5) in connection with certain corporate transactions; or (6) in the event that our common stock ceases to be listed on the NASDAQ Global Select Market, the NASDAQ Global Market, or the New York Stock Exchange, or any of their respective successors. As of September 30, 2012, none of the contingent conversion thresholds described above were met in order for the 2016 Convertible Notes to be convertible at the option of the note holders. As a result, the 2016 Convertible Notes have been classified as a non-current liability on our consolidated balance sheet at September 30, 2012. In future financial reporting periods, the classification of the 2016 Convertible Notes may change depending on whether any of the above contingent criteria have been subsequently satisfied.

At September 30, 2012, the aggregate conversion value of the 2016 Convertible Notes exceeded their par value by \$42.9 million using a conversion price of \$55.88, the closing price of our common stock on September 30, 2012.

Upon conversion, holders of our 2016 Convertible Notes are entitled to receive: (1) cash equal to the lesser of the par value of the notes or the conversion value (the number of shares underlying the 2016 Convertible Notes multiplied by the then current conversion price per share); and (2) to the extent the conversion value exceeds the par value of the notes, shares of our common stock. In the event of a change in control, as defined in the indenture under which the 2016 Convertible Notes have been issued, holders can require us to purchase all or a portion of their 2016 Convertible Notes for 100 percent of the notes' par value plus any accrued and unpaid interest.

Because the terms of the 2016 Convertible Notes provide for settlement wholly or partially in cash, we are required to account for their liability and equity components separately so that the subsequent recognition of interest expense reflects our non-convertible borrowing rate. Accordingly, we estimated the fair value of the 2016 Convertible Notes without consideration of the conversion option as of the date of issuance (Liability Component). The excess of the proceeds received over the estimated fair value of the Liability Component totaling \$57.9 million has been recorded as the conversion option (Equity Component) and a corresponding offset has been recognized as a discount to the 2016 Convertible Notes to reduce their net carrying value. We are amortizing the discount over the five-year period ending September 15, 2016 (the expected life of the Liability Component) using the interest method and an effective rate of interest of 6.7 percent, which corresponded to our estimated non-convertible borrowing rate at the date of issuance.

Interest expense incurred in connection with our convertible notes consisted of the following (in thousands):

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2012	2011		2012	2011	
Contractual coupon rate of interest	\$ 625	\$ 312	\$	\$ 1,875	\$ 937	\$
Discount amortization	2,626	4,268		7,790	12,569	
Interest expense convertible notes (1)	\$ 3,251	\$ 4,580	\$	\$ 9,665	\$ 13,506	\$

(1) Interest expense recognized in connection with our convertible notes for the three- and nine-month periods ended September 30, 2011 consisted solely of the effective interest relating to a prior issue of convertible notes that matured in October 2011 (2011 Convertible Notes). We accounted for the 2011 Convertible Notes in a manner similar to that of the 2016 Convertible Notes using an effective interest rate of 7.5 percent.

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Amounts comprising the carrying value of the 2016 Convertible Notes include the following (in thousands):

	<b>September 30, 2012</b>	<b>December 31, 2011</b>
Principal balance	\$ 250,000	\$ 250,000
Discount, net of accumulated amortization of \$9,908 and \$2,118	(48,030)	(55,820)
Carrying amount	\$ 201,970	\$ 194,180

Table of Contents*Convertible Note Hedge and Warrant Transactions*

In connection with the issuance of our 2016 Convertible Notes, we entered into separate convertible note hedge and warrant transactions with Deutsche Bank AG London (DB London) to reduce the potential dilutive impact upon the conversion of our convertible notes. Pursuant to the convertible note hedge, we purchased call options to acquire up to approximately 5.2 million shares of our common stock with a strike price of \$47.69. The call options become exercisable upon conversion of the 2016 Convertible Notes, and will terminate upon the maturity of the 2016 Convertible Notes or the first day the 2016 Convertible Notes are no longer outstanding, whichever occurs first. We also sold DB London warrants to acquire up to approximately 5.2 million shares of our common stock with a strike price of \$67.56. The warrants will expire incrementally on a series of expiration dates subsequent to the maturity date of our 2016 Convertible Notes. Both the convertible note hedge and warrant transactions will be settled on a net-share basis. If the conversion price of our 2016 Convertible Notes remains between the strike prices of the call options and warrants, our shareholders will not experience any dilution in connection with the conversion of our 2016 Convertible Notes; however, to the extent that the price of our common stock exceeds the strike price of the warrants on any or all of the series of related incremental expiration dates, we will be required to issue shares of our common stock to DB London.

In addition, the warrants we sold to DB London in connection with our 2011 Convertible Notes expired in March 2012. Since the price of our common stock over the series of expiration dates did not exceed the strike price of the warrants, we were not required to issue any shares of our common stock to DB London upon expiration of the warrants.

*Mortgage Financing*

In December 2010, we entered into a Credit Agreement with Wells Fargo Bank, National Association (Wells Fargo) and Bank of America, N.A., pursuant to which we obtained \$70.0 million in debt financing. The Credit Agreement has a forty-eight month term maturing in December 2014 and is secured by certain of our facilities in Research Triangle Park, North Carolina and Silver Spring, Maryland. Annual principal payments are based on a twenty-five year amortization schedule using a fixed rate of interest of 7.0 percent and the outstanding debt bears a floating rate of interest per annum based on the one-month London Interbank Offer Rate (LIBOR), plus a credit spread of 3.75 percent, or approximately 4.0 percent as of September 30, 2012. Alternatively, we have the option to change the rate of interest charged on the loan to 2.75 percent plus the greater of: (1) Wells Fargo's prime rate, or (2) the federal funds effective rate plus 0.05 percent, or (3) LIBOR plus 1.0 percent. Subsequent to June 30, 2012, we can prepay the loan balance without being subject to a prepayment premium or penalty. The Credit Agreement subjects us to various financial and negative covenants. As of September 30, 2012, we were in compliance with these covenants.

*Interest Expense*

Details of interest expense presented on our consolidated statements of operations are as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
Interest expense	\$ 4,384	\$ 5,646	\$ 13,054	\$ 16,702
Less: interest capitalized		(230)	(905)	(446)

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Total interest expense	\$	4,384	\$	5,416	\$	12,149	\$	16,256
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Table of Contents**10. Stockholders Equity***Earnings Per Common Share*

Basic earnings per share is computed by dividing net income by the weighted average number of shares of common stock outstanding during the period. Diluted earnings per share is computed by dividing net income by the weighted average number of shares of common stock outstanding during the period, adjusted for the potential dilutive effect of other securities if such securities were converted or exercised.

The components of basic and diluted earnings per common share comprise the following (in thousands, except per share amounts):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
<b>Numerator:</b>				
Income from continuing operations	\$ 78,111	\$ 80,615	\$ 221,187	\$ 174,054
Income from discontinued operations		3,783		625
Net income	\$ 78,111	\$ 84,398	\$ 221,187	\$ 174,679
<b>Denominator:</b>				
Weighted average outstanding shares basic	51,514	58,321	52,626	58,087
<b>Effect of dilutive securities (1):</b>				
Convertible notes	662	1,489	136	2,444
<b>Warrants</b>				
Stock options	1,414	1,400	1,087	1,531
Weighted average shares diluted	53,590	61,210	53,849	62,062
<b>Earnings per common share:</b>				
<b>Basic</b>				
Continuing operations	\$ 1.52	\$ 1.38	\$ 4.20	\$ 3.00
Discontinued operations	0.00	0.07	0.00	0.01
Net income per basic common share	\$ 1.52	\$ 1.45	\$ 4.20	\$ 3.01
<b>Diluted</b>				
Continuing operations	\$ 1.46	\$ 1.32	\$ 4.11	\$ 2.80
Discontinued operations	0.00	0.06	0.00	0.01
Net income per diluted common share	\$ 1.46	\$ 1.38	\$ 4.11	\$ 2.81
Stock options and warrants excluded from calculation (2)	11,026	7,922	11,761	6,446

(1) Calculated using the treasury stock method.

(2) Certain stock options and warrants were excluded from the computation of diluted earnings per share because their impact would be anti-dilutive.

*Stock Option Plan*

We may grant stock options to employees and non-employees under our equity incentive plan. We estimate the fair value of stock options using the Black-Scholes-Merton valuation model, which requires us to make assumptions that can materially impact the estimation of fair value and related compensation expense. These assumptions include the expected volatility of our common stock, the risk-free interest rate, the expected term of stock option awards and the expected dividend yield. We did not grant any stock options during the three- and nine-month periods ended September 30, 2012 and 2011.



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A summary of the activity and status of employee stock options during the nine-month period ended September 30, 2012 is presented below:

	Number of Options	Weighted- Average Exercise Price	Weighted Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value (in thousands)
Outstanding at January 1, 2012	4,923,377	\$ 36.98		
Granted				
Exercised	(373,457)	25.31		
Forfeited	(3,858)	6.95		
Outstanding and exercisable at September 30, 2012	4,546,062	\$ 37.96	5.2	\$ 85,436

Total share-based compensation expense (benefit) related to employee stock options for the three- and nine-month periods ended September 30, 2012 and 2011, is as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
Research and development	\$ 196	\$ 3	\$ 6,371	\$ 196
Selling, general and administrative	4,042	5	6,371	315
Share-based compensation expense before taxes	4,042	8	6,371	511
Related income tax benefit	(1,480)	(3)	(2,333)	(189)
Share-based compensation expense net of taxes	\$ 2,562	\$ 5	\$ 4,038	\$ 322
Share-based compensation capitalized as part of inventory	\$	\$	\$	\$ 15

Employee and non-employee stock option exercise data is summarized below (dollars in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
Number of options exercised	246,401	20,135	386,515	820,572
Cash received	\$ 6,575	\$ 224	\$ 9,689	\$ 23,948

*Employee Stock Purchase Plan*

In June 2012, our shareholders approved the United Therapeutics Corporation Employee Stock Purchase Plan (ESPP), which has been structured to comply with Section 423 of the Internal Revenue Code (Section 423). The ESPP provides eligible employees the right to purchase shares of our common stock at a discount through elective accumulated payroll deductions at the end of each offering period. Offering periods occur in consecutive six-month periods commencing on September 5th and March 5th of each year. The initial six-month offering period began on September 5, 2012. Eligible employees may contribute up to 15 percent of their base salary, subject to certain annual limitations as defined in the ESPP, to purchase shares of our common stock. The purchase price of the shares is equal to 85 percent of the closing price of our common

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stock on either the first or last trading day of a given offering period, whichever is lower. In addition, the ESPP provides that no eligible employee may purchase more than 4,000 shares of our common stock during any offering period. The ESPP has a 20 year term and limits the aggregate number of shares that can be issued to 3.0 million.

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Related share-based compensation expense for the each of the three- and nine-month periods ended September 30, 2012 was \$60,000. We recognized no share-based compensation expense related to the ESPP for the three- and nine-month periods ended September 30, 2011. We estimate the fair value of the shares of our common stock to be purchased under the ESPP using the Black-Scholes-Merton model, which requires us to make subjective judgments in developing inputs that could materially impact share-based compensation expense.

The weighted average assumptions used to estimate the fair value of the shares to be purchased under our ESPP are as follows:

	<b>Initial Offering Period beginning September 5, 2012</b>
Expected volatility	29.0%
Risk-free interest rate	0.1%
Expected term (in years)	0.5
Expected dividend yield	0.0%
Expected forfeiture rate	4.6%

*Share Repurchases*

In October 2011, our Board of Directors approved a share repurchase program authorizing up to \$300.0 million in aggregate repurchases of our common stock at our discretion, over a two-year period ending in October 2013 (Repurchase Program). In connection with the Repurchase Program, we paid \$212.0 million for an accelerated share repurchase agreement (ASR) entered into with DB London in October 2011, under which we repurchased approximately 4.7 million shares of our common stock in October 2011. In May 2012, we completed the Repurchase Program by acquiring approximately 2.0 million shares of our common stock at an aggregate cost of \$88.0 million.

In June 2012, our Board of Directors authorized the repurchase of up to an additional \$100.0 million of our common stock. This repurchase program became effective July 31, 2012 and will remain open for up to one year. Under this program, we repurchased 788,288 shares of our common stock at an aggregate cost of \$42.9 million during the quarter ended September 30, 2012.

**11. Income Taxes**

Income tax expense for the three- and nine-month periods ended September 30, 2012 and 2011 is based on the estimated effective tax rate for the entire year. The estimated annual effective tax rate can be subject to adjustment in subsequent quarterly periods if components used in its estimation are revised. The estimated annual effective tax rates as of September 30, 2012 and 2011 were 31 percent and 28 percent, respectively. The increase in the estimated annual effective tax rate for 2012 reflects primarily a decrease in estimated business tax credits to be generated from operations as compared to September 30, 2011.

As of September 30, 2012, we had available for federal income tax purposes approximately \$30.7 million in business tax credit carryforwards that will expire at various dates through 2032.

We are subject to federal and state taxation in the United States and various foreign jurisdictions. Currently, our 2010 tax year is subject to examination by the Internal Revenue Service and our tax years from 2008 to 2010 are subject to examination by state taxing authorities.

We are unaware of any positions for which it is reasonably possible that the total amounts of unrecognized tax benefits will significantly increase or decrease within the next 12 months.

## **12. Segment Information**

Following the sale of our telemedicine subsidiary, Medicomp, Inc., and the discontinuation of further telemedicine-related business in 2011, we currently operate as one operating segment. However, we use and regularly review revenues, cost of revenues and gross profit data as a primary measure of performance for each of our three commercial products.

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Revenues, cost of revenues and gross profit for each of our commercial products for the three- and nine-month periods ended September 30, 2012 and 2011 were as follows (in thousands):

2012	Three Months Ended September 30,			Total
	Remodulin	Tyvaso	Adcirca	
Revenues	\$ 120,811	\$ 88,302	\$ 31,804	\$ 240,917
Cost of revenues	13,963	11,796	2,209	27,968
Gross profit	\$ 106,848	\$ 76,506	\$ 29,595	\$ 212,949

2011				
Revenues	\$ 114,918	\$ 66,330	\$ 19,772	\$ 201,020
Cost of revenues	12,659	8,735	1,282	22,676
Gross profit	\$ 102,259	\$ 57,595	\$ 18,490	\$ 178,344

2012	Nine Months Ended September 30,			Total
	Remodulin	Tyvaso	Adcirca	
Revenues	\$ 341,755	\$ 239,578	\$ 84,359	\$ 665,692
Cost of revenues	43,956	32,073	5,603	81,632
Gross profit	\$ 297,799	\$ 207,505	\$ 78,756	\$ 584,060

2011				
Revenues	\$ 323,016	\$ 175,835	\$ 47,933	\$ 546,784
Cost of revenues	36,860	23,551	3,166	63,577
Gross profit	\$ 286,156	\$ 152,284	\$ 44,767	\$ 483,207

For the three-month periods ended September 30, 2012 and 2011, net revenues from our three U.S.-based distributors represented 79 percent and 81 percent, respectively, of our total net operating revenues. For the nine-month periods ended September 30, 2012 and 2011, net revenues from our three U.S.-based distributors represented 79 percent and 82 percent, respectively, of our total net operating revenues.

### 13. Litigation

*Sandoz Inc.*

In February 2012, we announced receipt of a Paragraph IV Certification Notice Letter (Notice Letter) from Sandoz Inc. (Sandoz) advising that Sandoz has submitted an abbreviated new drug application (ANDA) to the FDA requesting approval to market a generic version of the 10 mg/mL strength of Remodulin.

In the Notice Letter, Sandoz stated that it intends to market a generic version of Remodulin before the expiration of the following patents relating to Remodulin: U.S. Patent No. 5,153,222, which expires in October 2014; U.S. Patent No. 6,765,117, which expires in October 2017; and U.S. Patent No. 7,999,007, which expires in March 2029. Sandoz's Notice Letter stated that the ANDA contains a Paragraph IV Certification alleging that these patents are not valid, not enforceable and/or will not be infringed by the commercial manufacture, use or sale of the proposed product described in Sandoz's ANDA submission.

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In response to the Notice Letter, we filed a lawsuit for patent infringement on March 14, 2012 against Sandoz in the U.S. District Court for the District of New Jersey. We filed our patent-infringement lawsuit within forty-five days from the receipt of the Notice Letter. Therefore, under the Hatch-Waxman Act, the FDA is automatically precluded from approving Sandoz's ANDA for up to 30 months or until the issuance of a district court decision that is adverse to us, whichever occurs first.

On May 4, 2012, Sandoz filed its answer to our complaint, and also filed counterclaims alleging that the patents at issue in the litigation are invalid or will not be infringed by the commercial manufacture, use or sale of the proposed product described in Sandoz's ANDA submission. On May 25, 2012, we filed our answer to Sandoz's counterclaims.

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We intend to vigorously enforce our intellectual property rights relating to Remodulin, including the three patents mentioned in the Notice Letter which are listed in the FDA's Approved Drug Products List (the Orange Book).

*Lexington Insurance Company*

During the third quarter of 2011, we reported a claim to our insurance provider regarding damage to certain Remodulin inventory that occurred as the result of a warehouse accident. The estimated net commercial value of the damaged inventory was approximately \$65.0 million. Because we did not reach a satisfactory agreement on the amount to settle the claim, we filed a lawsuit against Lexington Insurance Company (Lexington) in April 2012 in the North Carolina Business Court, a specialized division of North Carolina's Superior Court, seeking to recover the full net commercial value of the damaged inventory.

On September 24, 2012, we entered into a final and binding settlement agreement and release with Lexington, under which Lexington agreed to pay us \$31.0 million within thirty days. We received payment in early October 2012. Terms of the settlement agreement provide that the parties will release and forever discharge each other from any future claims, demands, or causes of action of any kind in connection with the matter. Since all contingencies have been resolved, we recognized a receivable for the settlement proceeds, which has been included within the caption "other current assets" on our consolidated balance sheet as of September 30, 2012. We recognized the corresponding gain under the caption "other, net" on our consolidated statements of operations for the three and nine months ended September 30, 2012.

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**Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

The following discussion should be read in conjunction with our Annual Report on Form 10-K for the year ended December 31, 2011, and the consolidated financial statements and accompanying notes included in *Part I, Item 1* of this Quarterly Report on Form 10-Q. The following discussion contains forward-looking statements made pursuant to the safe harbor provisions of Section 21E of the Securities Exchange Act of 1934 and the Private Securities Litigation Reform Act of 1995, including the statements listed in the section below entitled *Part II, Item 1A Risk Factors*. These statements are based on our beliefs and expectations about future outcomes, and are subject to risks and uncertainties that could cause our actual results to differ materially from anticipated results. Factors that could cause or contribute to such differences include those described in *Part II, Item 1A Risk Factors* of this Quarterly Report on Form 10-Q; factors described in our Annual Report on Form 10-K for the year ended December 31, 2011, under the section entitled *Part I, Item 1A Risk Factors - Forward-Looking Statements*; and factors described in other cautionary statements, cautionary language and risk factors set forth in other filings with the Securities and Exchange Commission (SEC). We undertake no obligation to publicly update these forward-looking statements, whether as a result of new information, future events or otherwise.

**Overview**

Our key therapeutic products and product candidates include:

- *Prostacyclin analogues (Remodulin®, Tyvaso®, oral treprostinil, L-314d and beraprost-XR)*: stable synthetic forms of prostacyclin, an important molecule produced by the body that has powerful effects on blood vessel health and function;
- *Phosphodiesterase type 5 (PDE-5) inhibitor (Adcirca®)*: a molecule that acts to inhibit the degradation of cyclic guanosine monophosphate (cGMP) in cells. cGMP is activated by nitric oxide, a naturally occurring substance in the body that mediates the relaxation of vascular smooth muscle;
- *Monoclonal antibodies for oncologic applications (Ch14.18 MAb and 8H9 MAb)*: antibodies that treat cancer by activating the immune system;
- *Glycobiology antiviral agents*: a novel class of small, sugar-like molecules that have shown antiviral activity in a range of pre-clinical settings; and
- *Cell-based therapy*: a cell-based product known as PLacental eXpanded (PLX) cells being studied for the treatment of pulmonary hypertension.



We concentrate substantially all of our research and development efforts on these key therapeutic programs and on developing replacement lungs for transplantation. Our lead product is Remodulin (treprostinil) Injection (Remodulin) for the treatment of pulmonary arterial hypertension (PAH). The United States Food and Drug Administration (FDA) initially approved Remodulin in 2002 for subcutaneous (under the skin) administration. The FDA subsequently broadened its approval of Remodulin in 2004 for intravenous (in the vein) use and for the treatment of patients requiring transition from Flolan® (epoprostenol sodium) for Injection, the first drug approved by the FDA for the treatment of PAH. Remodulin has also been approved in various countries outside of the United States, but approval in most countries was initially limited to subcutaneous use. In December 2011, we received regulatory approval by the French regulatory agency, *L'Agence Nationale de Sécurité du Médicament et des Produits de Santé* (ANSM), for the intravenous use of Remodulin to treat PAH. The ANSM approval followed a review period during which 22 European Economic Area member nations, each of which had previously approved subcutaneous Remodulin through the mutual recognition process, reviewed and endorsed the final variation assessment report issued by ANSM, which will allow us to market intravenous Remodulin in those countries following pricing approval and approval of our risk management plan in each country.

Our other commercial products include Adcirca (tadalafil) tablets (Adcirca) and Tyvaso (treprostinil) Inhalation Solution (Tyvaso). In May 2009, the FDA approved Adcirca, an orally administered therapy for the treatment of PAH to which we acquired exclusive U.S. commercialization rights from Eli Lilly and Company (Lilly). In July 2009, we received FDA approval of Tyvaso, an inhaled therapy for the treatment of PAH. We launched both of these products for commercial sale during the third quarter of 2009. As compared with Remodulin, these two products enable us to offer treatments to a broader range of patients who suffer from PAH. In addition, we are developing treprostinil extended release tablets for oral use (oral treprostinil) and an extended release injectable form of treprostinil, both for the treatment of PAH. We are also developing an oral formulation of the prostacyclin analogue beraprost, which we refer to as L-314d, and an extended release injection we refer to as beraprost-XR, both for the treatment of PAH.

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On March 31, 2011, we sold our former telemedicine subsidiary, Medicomp, Inc., and have no intentions to pursue future development and/or commercialization of telemedicine-based products and services. Accordingly, the results of Medicomp, Inc. have been included within discontinued operations for the nine months ended September 30, 2011 on our consolidated statements of operations.

**Revenues**

Sales of Remodulin comprise the largest share of our revenues. In addition, sales of both Tyvaso and Adcirca continue to become increasingly prominent sources of our revenues since their commercial introduction in 2009. We sell Remodulin and Tyvaso in the United States to our specialty pharmaceutical distributors: Accredo Health Group, Inc., CuraScript, Inc. and CVS Caremark. We also sell Remodulin to distributors outside of the United States. Adcirca is sold to pharmaceutical wholesalers that are part of Lilly's pharmaceutical wholesaler network. Effective April 2012, we increased the price at which we sell Tyvaso to our specialty pharmaceutical distributors by 4.9 percent. In addition, since receiving FDA approval of Adcirca, Lilly has generally increased the net wholesale price of Adcirca twice annually. Most recently, Lilly increased the price of Adcirca by 8.9 percent effective in each of January 2012 and July 2012. Under our agreement with Lilly, Lilly has the right to determine the price at which we sell Adcirca. In April 2012, Express Scripts, Inc., the parent company of CuraScript, completed its acquisition of Medco Health Solutions, Inc., the parent company of Accredo. Presently, we do not expect the merger to materially affect our business.

We require our specialty pharmaceutical distributors to maintain reasonable levels of inventory reserves at all times as the interruption of Remodulin or Tyvaso therapy can be life threatening. Consequently, sales of these therapies in any given quarter may not precisely reflect patient demand. Our specialty pharmaceutical distributors typically place monthly orders based on estimates of future demand and considerations of contractual minimum inventory requirements. As a result, sales volumes of Remodulin and Tyvaso can vary, depending on the timing and magnitude of these orders.

The Patient Protection and Affordable Care Act, as amended by the Health Care and Education Reconciliation Act (collectively, the Acts), contains broad provisions that will be implemented over the next several years. We continue to evaluate the impact of the Acts on our business; however, our evaluation is dependent upon the issuance of final regulations and the impact this legislation will have on insurance companies and their relationships with drug manufacturers.

In January 2011, certain provisions of the Acts that address the coverage gap in the Medicare Part D prescription drug program (commonly known as the "donut hole") became effective. Under these provisions, drug manufacturers are required to provide a 50 percent discount on branded prescription drugs to patients receiving reimbursement under Medicare Part D while they remain in this coverage gap. These provisions of the Acts apply to Adcirca, which is our only commercial pharmaceutical product covered by Medicare Part D. Approximately 35 percent of our Adcirca patients are covered under Medicare Part D. The vast majority of our Remodulin and Tyvaso Medicare patients are covered under Medicare Part B, which does not contain a similar coverage gap.

Since the enactment of this legislation, we have not been materially impacted and have not yet identified any provisions of the Acts that could materially impact our business in the future. However, the potential long-term impact of the Acts on our business is inherently difficult to predict, as many details regarding the implementation of this legislation have not yet been determined.

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Total revenues are reported net of: (1) estimated rebates; (2) prompt pay discounts; (3) allowances for sales returns; and (4) distributor fees. We estimate our liability for rebates based on an analysis of historical levels of rebates by product to both state Medicaid agencies and commercial third-party payers relative to sales of each product. In addition, we determine our obligation for prescription drug discounts required for Medicare Part D patients within the coverage gap based on estimations of the number of Medicare Part D patients and the period such patients will remain within the coverage gap. We provide prompt pay discounts to customers that pay amounts due within a specific time period and base our estimates for prompt pay discounts on observed historical customer payment behavior. We derive estimates relating to the allowance for returns of Adcirca from published industry data specific to specialty pharmaceuticals and will continue to do so until we have sufficient historical data on which to base our allowance. We also compare patient prescription data for Adcirca to sales of Adcirca on a quarterly basis to ensure a reasonable relationship between prescription and sales trends. To date, we have not identified any unusual patterns in the volume of prescriptions relative to sales that would warrant reconsideration of, or adjustment to, the methodology we currently employ to estimate our allowance for returns. The allowance for exchanges for Remodulin is based on the historical rate of product exchanges, which has been immaterial. In addition, because Tyvaso is distributed under similar contractual terms as Remodulin, the level of product exchanges for Tyvaso has been comparable to that of Remodulin. As such, we do not record reserves for exchanges of either Remodulin or Tyvaso. Furthermore, we anticipate minimal exchange activity in the future for both products. Lastly, we estimate distributor fees based on contractual rates for specific services applied to the estimated units of service provided for the period.

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**Cost of Product Sales**

Cost of product sales is comprised of (1) costs to produce and acquire products sold to customers; (2) royalty payments under license agreements granting us rights to sell related products; and (3) direct and indirect distribution costs incurred in the sale of products. We acquired the rights to sell our commercial products through license and assignment agreements with the original developers of these products. These agreements obligate us to pay royalties based on our net revenues from related products. While the royalties vary by agreement, we pay aggregate royalties on each of our current commercial products ranging from 5 percent to 10 percent of net revenues.

We synthesize treprostinil using advanced intermediate compounds purchased in bulk from several third-party vendors that have the capacity to produce greater quantities of these compounds more cost effectively than we do. Our synthesis process has been designed to give us the flexibility to produce the forms of treprostinil used in Remodulin, Tyvaso, and oral treprostinil tablets, based on forecasted demand for each of these products. We maintain inventories of Remodulin and Tyvaso equivalent to at least two years of expected demand to ensure sufficient availability of these products at all times. We have reduced our target inventory levels from three years to two years in light of the approval of additional production sites for Remodulin and Tyvaso, including our own facilities which we expect will become our primary sources of supply, as these developments have helped mitigate the risk of shortages.

In 2009, we amended our contract with our Remodulin producer, Baxter Pharmaceutical Solutions, LLC (Baxter), to extend the contract term through 2013. As part of that contract amendment, we agreed that Baxter will formulate Remodulin in greater quantities using larger capacity equipment. This new process and related equipment will require FDA and international regulatory approval. Until FDA approval of the new process and equipment, Baxter will continue to formulate Remodulin through 2013 using previously approved processes and equipment. In January 2011, we received FDA approval of Jubilant Hollister-Stier Contract Manufacturing and Services as an additional producer for Remodulin in the larger quantities discussed above. In addition, in March 2011 and July 2011, we received FDA approval to use our Silver Spring, Maryland facility for the formulation of Tyvaso and Remodulin, respectively. In June 2012, we received a Good Manufacturing Practice certificate from the U.K. Medicines and Health Products Regulatory Agency to produce Remodulin and Tyvaso in our Silver Spring facility. Catalent Pharma Solutions, Inc. also formulates Tyvaso for us. We intend to use our own facilities to produce our primary supply of Remodulin and Tyvaso, and we intend to contract with third parties to supplement our production capacity.

We acquired the rights to the Tyvaso Inhalation System from NEBU-TEC International Med Products Eike Kern GmbH (NEBU-TEC) in September 2009. We currently manufacture the Tyvaso Inhalation System in Germany using labor supplied by NEBU-TEC. In addition, we received FDA approval in December 2010 for Minnetronix, Inc. to manufacture the Tyvaso Inhalation System and for Quality Tech Services, Inc. to package daily supplies.

Under the terms of our manufacturing and supply agreement with Lilly, Lilly manufactures Adcirca and distributes the product on our behalf via its pharmaceutical wholesaler network, in the same manner that it distributes its own pharmaceutical products. We take title to Adcirca upon its manufacture by Lilly and bear any losses related to the distribution and sale of Adcirca.

**Operating Expenses**

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Since our inception, we have devoted substantial resources to our various research and development initiatives. Accordingly, we incur considerable costs related to our clinical trials and other research and development efforts, which are conducted both internally and through third parties, on a variety of projects to develop pharmaceutical products. From time-to-time, we also license or acquire additional technologies and compounds to be incorporated into our development pipeline.

Our operating expenses can be materially impacted by the recognition of share-based compensation expense (benefit) associated with our share tracking award plans (STAP) and stock option grants containing a performance requirement. STAP awards, which are classified as liabilities, must be measured at fair value at the end of each reporting period until the awards are no longer outstanding. Changes in the fair value of STAP awards are recorded as an adjustment to share-based compensation expense (benefit). The fair value of equity-based awards is measured using inputs and assumptions under the Black-Scholes-Merton model that can materially impact the amount of compensation expense (benefit) for a given period. Additionally, some or all of the following factors, among others, can cause substantial volatility in the amount of share-based compensation expense (benefit) recognized in connection with the STAP from period to period: (1) changes in the price of our common stock; (2) changes in the number of outstanding awards; and (3) changes in both the number of vested awards and the period awards have accrued toward vesting. In the case of stock options granted to our Chief Executive Officer, which vest immediately upon issuance in accordance with her employment contract, we recognize all associated compensation expense immediately at the grant date. Furthermore, we accrue for estimated compensation expense associated with STAP awards and stock option grants containing performance-based conditions affecting vesting when we determine that it is probable that performance criteria will be met. All of these factors can cause significant volatility in our operating expenses from quarter-to-quarter.

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**Major Research and Development Projects**

Our major research and development projects focus on the use of prostacyclin analogues and other therapies to treat cardiopulmonary diseases, monoclonal antibodies to treat a variety of cancers, and glycobiology antiviral agents to treat infectious diseases.

***Cardiopulmonary Disease Projects***

*Remodulin*

A majority of the patients who die of PAH in the United States each year have not initiated treatment with an infused prostacyclin analogue, which is a complex and burdensome form of medical therapy. In 2009, we entered into an agreement with Medtronic, Inc. to develop its Synchron® II implantable pump to deliver Remodulin, which, if successful, could eliminate many of the patient burdens associated with infused prostacyclins. Medtronic is currently enrolling a clinical study to support FDA approval for the use of the implantable pump with Remodulin. In certain countries in Europe, an implantable pump is distributed by OMT GmbH & Co. KG for the delivery of Remodulin.

*Tyvaso*

The FDA approved Tyvaso for the treatment of PAH in July 2009, and we launched the product for commercial sale in September 2009. In connection with the Tyvaso approval, we agreed to a post-marketing requirement (PMR) and certain post-marketing commitments (PMCs). PMRs and PMCs often obligate sponsors to conduct studies after FDA approval to gather additional information about a product's safety, efficacy, or optimal use. PMRs are required studies, whereas PMCs are voluntary commitments. In September 2011, the FDA notified us that we had fulfilled the requirements of the PMCs. In July 2012, we received FDA approval for a modified Tyvaso Inhalation System based on the results of the PMCs. As a result, we are currently manufacturing the modified inhalation system, which we expect to release commercially in early 2013.

In accordance with our PMR, we are enrolling patients in a long-term observational study in the United States that will include 1,000 patient years of follow-up in patients treated with Tyvaso, and 1,000 patient years of follow-up in control patients receiving other PAH treatments. This study will allow us to continue assessing the safety of Tyvaso. We are required to provide the FDA with annual updates on our PMR, and to submit the results of the study by December 15, 2014. Failure to complete the PMR in accordance with this timeline could result in penalties, including fines or withdrawal of Tyvaso from the market, unless we are able to demonstrate good cause for the failure or delay.

We decided not to conduct a new clinical trial aimed at securing European Medicines Agency (EMA) approval of Tyvaso for the treatment of PAH. We made this decision after reviewing the cost of the trial, the length of time required to conduct the trial and obtain marketing authorization and pricing approval, and the current, as well as the expected, commercial environment in Europe. We expect to make Tyvaso available in certain European and Latin American countries on an unmarketed, named-patient basis through country-specific arrangements with our distributors, to the extent physicians prescribe Tyvaso in those countries. We are working to further improve the Tyvaso Inhalation System to make it easier for patients to use. If ultimately approved by the FDA, an improved Tyvaso Inhalation System could enhance patient

convenience and potentially increase the number of patients using Tyvaso.

*Oral Treprostinil*

In December 2006, we commenced two phase III multi-national, placebo-controlled clinical trials of oral treprostinil in patients with PAH to study both safety and efficacy. The FREEDOM-C trial was a 16-week study of patients on approved background therapy using a PDE-5 inhibitor, such as Revatio®, or an endothelin receptor antagonist (ETRA), such as Tracleer®, or a combination of both. The FREEDOM-M trial was a 12-week study of patients who were not on any background therapy.

We commenced both trials using a 1.0 mg tablet, but during the open-label extension trial (and an associated pharmacokinetic substudy) we discovered that treprostinil concentrations were higher in PAH patients than in healthy individuals due to the difference in overall absorption, metabolism and excretion of the drug between these two populations. These differences led to a number of discontinuations by patients randomized to receive the drug due to tolerability-related side effects. As a result, we introduced a 0.5 mg tablet in July 2007 and a 0.25 mg tablet in April 2008 to enable more gradual dose titration in order to increase dosing to a tolerable level.

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In November 2008, we announced that the FREEDOM-C trial did not meet statistical significance ( $p=0.072$ ) for its primary endpoint. Analysis suggested that the inability to dose titrate was a limiting factor that suppressed the overall treatment effect. Of the 174 patients who received the active drug, 25 patients discontinued due to an adverse event and 33 patients who completed the trial were unable to titrate their doses above 1.0 mg twice-daily.

In June 2009, we began enrollment of our FREEDOM-C(2) trial, which was a 16-week study of PAH patients on an approved background therapy. In this trial, patients were provided access to a 0.25 mg tablet and doses were titrated in 0.25 mg to 0.5 mg increments. In March 2011, we completed enrollment of FREEDOM-C(2) with 313 patients, compared to a target enrollment of 300 patients. In August 2011, we announced the completion of FREEDOM-C(2) and that the trial did not achieve statistical significance ( $p=0.089$ ) for the primary endpoint of improvement in six-minute walk distance at week 16. We believe the inability to study patients on a therapeutic dose for a sufficient period of time was one factor that prevented us from observing a statistically significant treatment effect.

Enrollment in FREEDOM-M was initially closed in October 2008, with 171 patients enrolled in the trial. In March 2009, the FDA approved a protocol amendment to add patients to the ongoing FREEDOM-M trial. These additional patients were provided access to a 0.25 mg tablet when beginning the trial. We completed enrollment of FREEDOM-M in January 2011 with 349 patients, with the population for the primary analysis consisting of the 228 patients who had access to the 0.25 mg tablet at randomization. In June 2011, we announced the completion of the FREEDOM-M trial and that the trial met its primary endpoint of improvement in six-minute walk distance at week 12. Analysis of the FREEDOM-M results demonstrated that patients receiving oral treprostinil improved their median six-minute walk distance by approximately 23 meters ( $p=0.0125$ , Hodges-Lehmann estimate and non-parametric analysis of covariance in accordance with the trial's pre-specified statistical analysis plan) as compared to patients receiving placebo. The median change from baseline at week 12 was 25 meters for patients receiving oral treprostinil and -5 meters for patients receiving placebo. This clinical treatment effect is supported by other secondary efficacy endpoints including the change in six-minute walk distance observed at week 8 (Hodges-Lehmann estimate of +17 meters;  $p=0.0307$ ) and combined six-minute walk distance and Borg Dyspnea Score rating (shortness of breath test) at week 12 ( $p=0.0497$ ).

Because we believe that patients in both the FREEDOM-C and FREEDOM-C(2) trials needed additional time to reach plasma levels of oral treprostinil that would provide a meaningful benefit, in the third quarter of 2012 we began enrolling patients in a new phase III clinical trial, FREEDOM-EV (formerly referred to as FREEDOM-C(3)), which is intended to study the effects of oral treprostinil over a longer period of time than our previous studies and to enable patients to achieve a therapeutic dose for a longer period of time than in the previous studies. FREEDOM-EV is a placebo-controlled study of newly diagnosed patients who have recently initiated an approved background therapy (an ETRA or PDE-5 inhibitor), with one co-primary endpoint being the time to clinical worsening, generally defined as (1) death; (2) an unplanned hospitalization due to PAH; (3) initiation of prostacyclin for the treatment of PAH; (4) a decrease in six-minute walk distance of at least 15 percent from baseline (or too ill to walk) as a result of the progression of PAH; or (5) unsatisfactory long-term clinical response. Target enrollment is up to 858 patients, in order to observe 349 clinical worsening events. In addition, we currently expect to seek approval of oral treprostinil in Europe upon completion of the FREEDOM-EV study.

In December 2011, we submitted to the FDA an NDA for the approval of oral treprostinil for treatment of PAH. On October 23, 2012, the FDA issued a complete response letter in which it declined to approve our NDA. The FDA letter questioned the clinical importance of the six-minute walk distance effect size shown in the FREEDOM-M study, and cited the inability to demonstrate an improvement in time to clinical worsening in all three phase III studies of oral treprostinil and the inability to demonstrate a statistically significant effect on six-minute walk distance in the FREEDOM-C and FREEDOM-C2 studies as reasons for declining approval of the NDA in its current form. The FDA noted that it was unsure whether an additional clinical study could alter these impressions, but if we did undertake an additional study we should consider, among other things, a fixed dose design and more frequent dosing.



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Despite the complete response letter, we remain committed to further studying oral treprostinil and seeking FDA approval. We are currently assessing the complete response letter to determine our future clinical and regulatory approach, and aim to develop a clinical and regulatory approach whereby we can obtain approval for oral treprostinil before the end of 2016.

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*Self-Injectable Prostacyclin Analogues*

In September 2012, we announced that we signed an exclusive agreement with Ascendis Pharma A/S (Ascendis Pharma) to apply Ascendis Pharma's proprietary TransCon technology platform to our treprostinil molecule. We believe that the TransCon technology platform may enable a sustained release of a novel, carrier-linked product, which will significantly enhance the delivery of treprostinil by establishing a once-daily, self-injectable alternative for patients who currently administer Remodulin through a continuous infusion pump for the treatment of PAH. We expect that this self-injectable form of treprostinil could enable patients to avoid the site pain associated with subcutaneous Remodulin. Under this agreement, we also intend to pursue development of a TransCon technology-enabled sustained release formulation of beraprost, which is another prostacyclin analogue, as discussed further below.

*L-314d and Beraprost-XR*

In July 2011, we entered into an exclusive license agreement with Toray Industries, Inc. (Toray) to amend and replace our existing March 2007 license agreement regarding the development of an orally-administered, modified release formulation of the prostacyclin analogue beraprost (beraprost-MR), for the treatment of PAH. Terms of the July 2011 license agreement did not materially change from the previous license agreement and license agreement supplements, except for a reduction in royalty rates. In exchange for the reduction in royalty rates, we agreed to pay Toray \$50.0 million in equal, non-refundable payments over a five-year period ending in 2015.

In November 2011, we announced that a phase II trial of beraprost-MR did not provide data supporting sufficient efficacy when using a twice-daily dosing regimen. The results of this study suggested that the efficacy of beraprost may be improved by providing more stable and consistent plasma concentrations of beraprost, thereby increasing the therapeutic exposure to the drug. Therefore, we commenced studies of a reformulated, single-isomer version of the drug (L-314d), with a dosing regimen of four times per day. We completed a phase I safety trial in July 2012, and the preliminary data suggests that dosing L-314d four times a day is safe. We believe that L-314d and treprostinil bind selectively to different sets of prostacyclin receptors within the lung and thus could provide certain groups of patients a differing set of safety and efficacy profiles. We are continuing to evaluate the pharmacokinetic data from this study, and are in the process of evaluating the possibility of conducting further studies of L-314d.

In addition, during the third quarter of 2012 we initiated efforts to develop an extended-release injection we refer to as beraprost-XR, which incorporates the TransCon technology described above and is intended to be self-administered by PAH patients once daily.

*Cell-Based Therapy*

In June 2011, we entered into a license agreement with Pluristem Ltd. (Pluristem) to develop and commercialize a cell-based product for the treatment of pulmonary hypertension using Pluristem's proprietary cell technology known as PLacental eXpanded (PLX) cells. We are currently conducting preclinical toxicology and pharmacology studies to support a potential investigational new drug application for the treatment of PAH.

*Replacement Lungs for Transplantation*

PAH has not been reported to reoccur in end-stage patients who have received a full lung transplant. Only a few hundred PAH patients receive a lung transplantation each year due to the shortage of available lungs for transplant and the demand for transplantable lungs by patients with end-stage pulmonary disease, such as chronic obstructive pulmonary disease and idiopathic pulmonary fibrosis. In July 2011, we acquired 100 percent of the outstanding stock of Revivacor, Inc. (Revivacor), a company focused on developing genetic biotechnology platforms to provide alternative tissue sources for treatment of human degenerative disease through tissue and organ xenotransplantation. We acquired Revivacor to pursue early-stage development of replacement lungs for transplantation. We are also engaged in preclinical development of regenerative medicine technologies for pulmonary tissue remodeling in end-stage lung disease. For further details concerning the Revivacor acquisition, see Note 17 *Acquisitions* to the consolidated financial statements contained in our Annual Report on Form 10-K for the year ended December 31, 2011.

*Collagen Type V*

Pursuant to our February 2010 development agreement with ImmuneWorks, Inc., we were developing a purified bovine Type V Collagen oral solution called IW001 for the treatment of idiopathic pulmonary fibrosis, a progressive lung disease characterized by abnormal and excessive fibrotic tissue in the lungs, and primary graft dysfunction, a type of organ rejection that can occur in lung transplants. In August 2012, we terminated the development agreement effective November 2012, following a review of the results of a phase I clinical trial of IW001.

From inception to September 30, 2012, we have spent \$843.6 million on all of our current and former cardiopulmonary disease programs.

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***Cancer-Related Projects***

*Ch14.18 Antibody*

In July 2010, we entered into a Cooperative Research and Development Agreement (CRADA) with the National Cancer Institute (NCI) to collaborate on the late-stage development and regulatory approval process for Chimeric Monoclonal Antibody 14.18 (Ch14.18) for children with high-risk neuroblastoma and patients with other forms of cancer. Ch14.18 is an antibody that has shown potential in the treatment of certain types of cancer by targeting GD2, a glycolipid on the surface of tumor cells. Under the terms of the CRADA, NCI is conducting a clinical trial in approximately 100 patients to define more clearly the safety and toxicity profile of Ch14.18 immunotherapy in children, and we are developing the commercial production capability for the antibody. As part of developing our commercial production capability, we will need to demonstrate comparability of our Ch14.18 to the NCI-produced Ch14.18, which typically includes a series of analytical and bioanalytical assays and human pharmacokinetics. The NCI studies, including a previously conducted phase III clinical trial and all other necessary studies supported by NCI, will be used as the basis for a biologics license application we expect to file seeking FDA approval of Ch14.18 immunotherapy for the treatment of neuroblastoma and a marketing authorization application we expect to file with the EMA for approval in Europe. We have received orphan drug designation for Ch14.18 from the FDA and the EMA.

*8H9 Antibody*

Pursuant to a December 2007 agreement with Memorial Sloan-Kettering Cancer Center, we obtained certain license rights to an investigational monoclonal antibody, 8H9, for the treatment of metastatic brain cancer. 8H9 is a mouse IgG1 MAb that is highly reactive with a range of human solid tumors, including human brain cancers. The 8H9 antibody is in early investigational development for metastases that develop in the brain from the spread of cancers from other tissues in the body. Metastatic brain cancers are ten times more common than cancers that originate in the brain, and prognosis for patients with metastatic brain cancers is very poor. In the United States, more than 100,000 cases of metastatic brain cancer are diagnosed each year.

We have spent \$83.3 million from inception to September 30, 2012, on all of our current and former cancer programs.

***Infectious Disease Projects***

Pursuant to our research agreement with the University of Oxford (Oxford), we have the exclusive right to commercialize a platform of glycobiology antiviral drug candidates in various preclinical and clinical stages of testing for the treatment of a wide variety of viruses. Through our research agreement with Oxford, we are also supporting research into new glycobiology antiviral drug candidates and technologies. We are currently testing many of these compounds in preclinical studies and Oxford continues to synthesize new agents that we may elect to test.

In September 2011, we were awarded a cost plus fixed fee contract with an aggregate value of up to \$45.0 million under a Broad Agency Announcement from the U.S. National Institute of Allergy and Infectious Diseases (NIAID) for studies directed at the development of a broad spectrum antiviral drug based on our glycobiology antiviral platform. Under the contract's base period of forty-two months, we will receive \$10.6

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million in funding. In addition, there are eight milestone-based options to expand the project and funding under the contract. In August 2012, we received a contract modification exercising two of the above-mentioned milestone-based options, increasing total contract funding by \$8.7 million. We recognize revenue on this contract to the extent of costs incurred, plus a proportionate amount of fee earned.

We have spent \$61.0 million from inception to September 30, 2012, on all of our current and former infectious disease programs.

### **Future Prospects**

Our future prospects are dependent on achieving some or all of the following objectives: (1) in the near term, the continued revenue growth of our current commercial products by increasing our market penetration; (2) in the medium term, building upon our near-term product growth through the approval and launch of oral prostacyclin analogues for use in combination with Adcirca and other oral therapies and by patients at earlier stages of their PAH disease, and by launching commercial sales of one or more of our antiviral drug candidates to the government and private sectors; and (3) in the long term, supplementing our oral, inhaled and infused PAH therapy revenues by introducing transplantable cells, tissues and organs that might provide successful treatment for PAH patients facing end-stage lung disease.

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Our ability to achieve these objectives and sustain our growth and profitability will depend on many factors including among others: (1) the timing and outcome of clinical trials and regulatory approvals for products we develop; (2) the timing of the commercial launch of new products; (3) the pricing of and demand for our products and services; (4) the reimbursement of our products by public and private insurance organizations; (5) the competition we face within our industry; (6) our ability to effectively manage our growth in an increasingly complex regulatory environment; and (7) our ability to defend against generic competition, including the ongoing challenge to our Remodulin patents by a generic drug company.

We operate in a highly competitive market in which a small number of pharmaceutical companies control a majority of the currently approved PAH therapies. These pharmaceutical companies not only possess greater visibility in the market, but also greater financial, technical and marketing resources than we do. In addition, there are a number of investigational products in late-stage development that, if approved, may erode the market share of our existing commercial therapies and make market acceptance more difficult to achieve for any therapies we market in the future.

**Financial Position**

Accounts receivable at September 30, 2012, were \$108.9 million, compared to \$88.7 million at December 31, 2011. The increase in accounts receivable of \$20.3 million was attributable to the increase in sales during the quarter ended September 30, 2012 as compared to the quarter ended December 31, 2011.

The \$31.2 million increase in other current assets from \$6.2 million at December 31, 2011 to \$37.4 million at September 30, 2012 was attributable to a \$31.0 million receivable recognized in connection with an insurance settlement as further described in Note 13 *Litigation Lexington Insurance Company* to the consolidated financial statements contained in this Quarterly Report on Form 10-Q.

The increase in property, plant and equipment of \$73.8 million, from \$366.0 million at December 31, 2011 to \$439.9 million at September 30, 2012, was driven in large part by increases of \$59.7 million relating to our completed construction projects in Maryland and North Carolina and the acquisition of property adjacent to our Research Triangle Park, North Carolina facility during June 2012 at a cost of \$16.9 million.

Accounts payable decreased by \$37.1 million, from \$47.3 million at December 31, 2011 to \$10.1 million at September 30, 2012. The decrease reflects customary variances in the timing, magnitude and volume of invoice and payment activity, most notably with respect to construction-related invoices.

Accrued expenses were \$87.6 million at September 30, 2012, compared to \$57.2 million at December 31, 2011. The increase of \$30.4 million consisted substantially of the following elements: (1) a \$15.0 million accrual for non-refundable license fees; (2) a \$4.3 million increase in accrued royalties and rebates corresponding to the increase in sales; (3) a \$4.0 million increase in accrued payroll-related expenses due to the growth in headcount during the year; and (4) a \$6.2 million increase in various other accruals relating to our operations.

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The \$21.8 million increase in other current liabilities from \$108.1 million at December 31, 2011 to \$129.9 million at September 30, 2012 resulted primarily from a net increase of \$19.8 million in income taxes payable.

Additional paid-in capital was \$1,013.4 million at September 30, 2012 compared to \$992.7 million at December 31, 2011. The \$20.7 million increase was comprised principally of \$11.8 million in proceeds and tax benefits from stock option exercises and the recognition of \$6.4 million in share-based compensation.

Treasury stock increased by \$130.9 million, from \$283.0 million at December 31, 2011, to \$413.9 million at September 30, 2012. The increase resulted from our repurchase of approximately 2.8 million shares of our common stock at an aggregate cost of \$130.9 million. Refer to Note 10 *Stockholders' Equity - Share Repurchases* to the consolidated financial statements contained in this Quarterly Report on Form 10-Q for further details.

Table of Contents**Results of Operations****Three Months Ended September 30, 2012 and 2011***Revenues*

The following table sets forth the components of net revenues (dollars in thousands):

	<b>Three Months Ended September 30,</b>		<b>Percentage Change</b>
	<b>2012</b>	<b>2011</b>	
<b>Cardiopulmonary products:</b>			
Remodulin	\$ 120,811	\$ 114,918	5.1%
Tyvaso	88,302	66,330	33.1%
Adcirca	31,804	19,772	60.9%
Other	1,551	722	114.8%
Total net revenues	\$ 242,468	\$ 201,742	20.2%

The growth in product revenues for the three months ended September 30, 2012 compared to the same quarter in 2011 corresponded primarily to the continued increase in the number of patients being treated with our products. For the three months ended September 30, 2012 and 2011, approximately 79 percent and 81 percent, respectively, of total net revenues were derived from our three U.S.-based distributors.

The tables below include a reconciliation of the accounts associated with estimated rebates, prompt-pay discounts, sales allowances and distributor fees (in thousands):

	<b>Three Months Ended September 30, 2012</b>				
	<b>Rebates</b>	<b>Prompt Pay Discounts</b>	<b>Allowance for Sales Returns</b>	<b>Distributor Fees</b>	<b>Total</b>
Balance, July 1, 2012	\$ 16,800	\$ 1,874	\$ 2,088	\$ 1,199	\$ 21,961
Provisions attributed to sales in:					
Current period	12,590	4,914	397	1,135	19,036
Prior periods	(30)		184		154
Payments or credits attributed to sales in:					
Current period	(796)	(2,903)		(515)	(4,214)
Prior periods	(13,832)	(1,811)	(53)	(1,223)	(16,919)
Balance, September 30, 2012	\$ 14,732	\$ 2,074	\$ 2,616	\$ 596	\$ 20,018

	<b>Three Months Ended September 30, 2011</b>		
	<b>Rebates</b>	<b>Distributor Fees</b>	<b>Total</b>



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			Prompt Pay Discounts		Allowance for Sales Returns					
Balance, July 1, 2011	\$	13,484	\$	1,650	\$	868	\$	732	\$	16,734
Provisions attributed to sales in:										
Current period		9,370		4,402		273		1,180		15,225
Prior periods										
Payments or credits attributed to sales in:										
Current period		(224)		(2,727)				(784)		(3,735)
Prior periods		(9,125)		(1,524)				(505)		(11,154)
Balance, September 30, 2011	\$	13,505	\$	1,801	\$	1,141	\$	623	\$	17,070

Table of Contents*Research and Development Expenses*

The table below summarizes research and development expense by major project and non-project component (dollars in thousands):

	Three Months Ended September 30,		Percentage Change
	2012	2011	
<b>Project and non-project component:</b>			
Cardiopulmonary	\$ 43,823	\$ 74,125	(40.9)%
Share-based compensation expense (benefit)	11,816	(22,966)	151.4%
Other	9,516	8,274	15.0%
Total research and development expense	\$ 65,155	\$ 59,433	9.6%

*Cardiopulmonary.* The \$30.3 million decrease in cardiopulmonary program expenses for the quarter ended September 30, 2012, compared to the same quarter in 2011, was attributable to a \$48.7 million decrease in expenses relating to the development of beraprost, as during the quarter ended September 30, 2011 we recognized a \$46.3 million charge relating to our July 2011 amended license agreement with Toray. This decrease was partially offset by the recognition of \$15.0 million in non-refundable license fees incurred during the quarter.

*Share-based compensation.* The increase in share-based compensation of \$34.8 million for the quarter ended September 30, 2012, compared to the same quarter in 2011, resulted from the 13 percent appreciation in the price of our common stock during the quarter ended September 30, 2012, compared to the 32 percent decline in our stock price during the same quarter in 2011.

*Selling, General and Administrative Expenses*

The table below summarizes selling, general and administrative expense by major category (dollars in thousands):

	Three Months Ended September 30,		Percentage Change
	2012	2011	
<b>Category:</b>			
General and administrative	\$ 32,924	\$ 24,972	31.8%
Sales and marketing	17,229	15,822	8.9%
Share-based compensation expense (benefit)	18,473	(24,138)	176.5%
Total selling, general and administrative expense	\$ 68,626	\$ 16,656	312.0%

*General and administrative.* The increase in general and administrative expenses of \$8.0 million for the quarter ended September 30, 2012 compared to the same quarter in 2011 was driven mainly by a \$3.7 million increase in grants to unaffiliated, not-for-profit organizations that provide financial assistance to PAH patients and a \$2.6 million increase in depreciation and operating expenses as a result of the expansion of our corporate headquarters in Maryland and our facilities in North Carolina.

*Share-based compensation.* The increase in share-based compensation of \$42.6 million for the quarter ended September 30, 2012, compared to the same quarter in 2011, resulted from the 13 percent appreciation in the price of our common stock during the quarter ended September 30, 2012, compared to a 32 percent decline in our stock price during the same quarter in 2011.

*Other Income (Expense)*

Other income, net was \$27.8 million for the quarter ended September 30, 2012, compared to other expense, net of \$4.7 million for the same quarter in 2011. The \$32.5 million increase in other income (expense), net resulted largely from the recognition of an approximately \$31.0 million gain from insurance proceeds. For further details, refer to Note 13 *Litigation - Lexington Insurance Company* to the consolidated financial statements contained in this Quarterly Report on Form 10-Q.

Table of Contents*Income Taxes*

The provision for income tax expense is based on an estimated annual effective tax rate that is subject to adjustment in subsequent quarterly periods if components used to estimate the annual effective tax rate are revised. The provision for income taxes was \$30.4 million for the quarter ended September 30, 2012, compared to \$17.6 million for the same quarter in 2011. The increase in the provision for income taxes reflects an increase in pre-tax earnings for the quarter ended September 30, 2012 compared to the same quarter in 2011 and an increase in the estimated annual effective tax rate to 31 percent as of September 30, 2012 from 28 percent as of September 30, 2011. The increase in the estimated annual effective tax rate for 2012 reflects primarily a decrease in estimated business tax credits to be generated from operations as compared to September 30, 2011.

**Nine Months Ended September 30, 2012 and 2011***Revenues*

The following table sets forth the components of net revenues (dollars in thousands):

	Nine Months Ended September 30,			Percentage Change
	2012	2011		
Cardiopulmonary products:				
Remodulin	\$ 341,755	\$ 323,016		5.8%
Tyvaso	239,578	175,835		36.3%
Adcirca	84,359	47,933		76.0%
Other	6,567	1,221		437.8%
Total net revenues	\$ 672,259	\$ 548,005		22.7%

The growth in product revenues for the nine months ended September 30, 2012 compared to the same period in 2011 was attributable to the continued increase in the number of patients being treated with our products. For the nine months ended September 30, 2012 and 2011, approximately 79 percent and 82 percent, respectively, of total net revenues were derived from our three U.S.-based distributors. Other revenues includes the recognition of approximately \$3.8 million of revenue from our contract with NIAID and the recognition of approximately \$2.0 million of deferred revenue upon the termination of a third-party license agreement to which our subsidiary, Revivicor, Inc. was a party, and the resulting termination of our obligation to perform future services. See Note 6 *Goodwill and Other Intangible Assets* to the consolidated financial statements contained in this Quarterly Report on Form 10-Q for further discussion.

The tables below include a reconciliation of the accounts associated with estimated rebates, prompt-pay discounts, sales allowances and distributor fees (in thousands):

**Nine Months Ended September 30, 2012**

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	<b>Rebates</b>	<b>Prompt Pay Discounts</b>	<b>Allowance for Sales Returns</b>	<b>Distributor Fees</b>	<b>Total</b>
Balance, January 1, 2012	\$ 13,993	\$ 1,679	\$ 1,402	\$ 732	\$ 17,806
Provisions attributed to sales in:					
Current period	38,433	13,808	1,204	3,923	57,368
Prior periods	(954)		127		(827)
Payments or credits attributed to sales in:					
Current period	(24,916)	(11,729)		(3,296)	(39,941)
Prior periods	(11,824)	(1,684)	(117)	(763)	(14,388)
Balance, September 30, 2012	\$ 14,732	\$ 2,074	\$ 2,616	\$ 596	\$ 20,018

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	Nine Months Ended September 30, 2011					
	Rebates	Prompt Pay Discounts	Allowance for Sales Returns	Distributor Fees	Total	
Balance, January 1, 2011	\$ 10,503	\$ 1,467	\$ 482	\$ 724	\$ 13,176	
Provisions attributed to sales in:						
Current period	31,722	11,881	659	3,334	47,596	
Prior periods	2,580				2,580	
Payments or credits attributed to sales in:						
Current period	(18,523)	(10,325)		(2,773)	(31,621)	
Prior periods	(12,777)	(1,222)		(662)	(14,661)	
Balance, September 30, 2011	\$ 13,505	\$ 1,801	\$ 1,141	\$ 623	\$ 17,070	

*Research and Development Expense*

The table below summarizes research and development expense by major project and non-project component (dollars in thousands):

	Nine Months Ended September 30,		Percentage Change
	2012	2011	
<b>Project and non-project component:</b>			
Cardiopulmonary	\$ 91,459	\$ 122,358	(25.3)%
Share-based compensation expense (benefit)	14,959	(17,681)	184.6%
Other	29,493	26,702	10.5%
Total research and development expense	\$ 135,911	\$ 131,379	3.4%

*Cardiopulmonary.* The \$30.9 million decrease in expenses related to our cardiopulmonary programs for the nine months ended September 30, 2012, compared to the same period in 2011, was attributable to a \$52.5 million decrease in expenses relating to the development of beraprost, as during the nine months ended September 30, 2011 we recognized a \$46.3 million charge relating to our July 2011 amended license agreement with Toray. This decrease was partially offset by the recognition of \$15.0 million in non-refundable license fees incurred and a \$3.9 million increase in expenses relating to our regenerative medicine projects.

*Share-based compensation.* The increase in share-based compensation of \$32.6 million for the nine months ended September 30, 2012, compared to the same period in 2011, resulted from the 18 percent appreciation in the price of our common stock during the nine months ended September 30, 2012, compared to the 41 percent decline in our stock price during the same period in 2011.

*Selling, General and Administrative Expense*

The table below summarizes selling, general and administrative expense by major category (dollars in thousands):

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Category:	Nine Months Ended September 30,		Percentage Change
	2012	2011	
General and administrative	\$ 85,781	\$ 71,177	20.5%
Sales and marketing	51,432	47,314	8.7%
Share-based compensation expense (benefit)	24,460	(19,716)	224.1%
Total selling, general and administrative expense	\$ 161,673	\$ 98,775	63.7%

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*General and administrative.* The increase in general and administrative expenses of \$14.6 million for the nine months ended September 30, 2012 compared to the same period in 2011 was driven by the following: (1) the recognition of a \$6.8 million impairment loss relating to a contract-based intangible asset as described in Note 6 *Goodwill and Other Intangible Assets* to the consolidated financial statements contained in this Quarterly Report on Form 10-Q; (2) an increase of \$3.8 million in depreciation as a result of the expansion of our corporate headquarters in Maryland and our facilities in North Carolina; and (3) a \$3.5 million increase in grants to unaffiliated, not-for-profit organizations that provide financial assistance to PAH patients.

*Share-based compensation.* The increase in share-based compensation of \$44.2 million for the nine months ended September 30, 2012, compared to the same period in 2011, resulted from the 18 percent appreciation in the price of our common stock during the nine months ended months ended September 30, 2012, compared to the 41 percent decline in our stock price during the same nine-month period in 2011.

*Other Income (Expense)*

Other income, net was \$22.7 million for the nine months ended September 30, 2012, compared to other expense, net of \$15.1 million for the same period in 2011. The \$37.8 million increase in other income (expense), net resulted largely from the recognition of an approximately \$31.0 million gain from insurance proceeds (for further details, refer to Note 13 *Litigation - Lexington Insurance Company* to the consolidated financial statements contained in this Quarterly Report on Form 10-Q) and a \$4.1 million reduction in interest expense as the amortization on the discount related to our 2016 Convertible Notes decreased when compared to the amortization expense associated with our prior issue of convertible notes that matured in October 2011.

*Income Taxes*

The provision for income taxes was \$94.5 million for the nine months ended September 30, 2012, compared to \$65.1 million for the same nine-month period in 2011. The increase in the provision for income taxes resulted from higher pre-tax earnings for the nine-month period ended September 30, 2012 compared to the same nine-month period in 2011 and a higher estimated effective annual tax rate. The provision for income tax expense is based on an estimated annual effective tax rate that is subject to adjustment in subsequent quarterly periods if components used to estimate the annual effective tax rate are revised. The estimated annual effective tax rates were approximately 31 percent and 28 percent as of September 30, 2012 and 2011, respectively. The increase in the estimated annual effective tax rate for 2012 reflects primarily a decrease in estimated business tax credits to be generated from operations as compared to September 30, 2011.

**Liquidity and Capital Resources**

We have funded our operations principally through sales of our commercial products and, from time-to-time, third-party financing arrangements. We believe that our current liquidity is sufficient to fund ongoing operations as we expect demand for our commercial products to grow. Furthermore, our customer base remains stable and, we believe, presents minimal credit risk. However, any projections of future cash flows are inherently subject to uncertainty. To compensate for such uncertainty, we may seek other sources of funding in the future and believe we have the ability to do so. See *Part II, Item 1A Risk Factors We have had periods in which we incurred losses and may not maintain profitability* and *Part II, Item 1A Risk Factors We may fail to meet our own projected revenues, as well as third-party projections for our revenues or profits.*



***Cash Flows***

*Operating Activities*

Net cash provided by operating activities was \$218.4 million for the nine months ended September 30, 2012, compared to \$198.6 million for the nine months ended September 30, 2011. The increase of \$19.9 million in net operating cash flows for the nine months ended September 30, 2012 corresponded primarily to: (1) a \$46.5 million increase in net income; (2) a \$29.1 million increase in non-cash current and deferred tax expense; and (3) a \$78.4 million increase in non-cash share-based compensation. These increases were partially offset by: (1) a \$71.5 million aggregate net decrease in the change in operating liabilities; (2) a \$40.7 million decrease in non-cash license fees which were associated directly with the July 2011 amendment to our license agreement with Toray; and (3) a \$31.0 million increase in insurance proceeds receivable. Non-cash share-based compensation increased for the nine months ended September 30, 2012 as a result of the 18 percent increase in the price of our common stock during the nine months ended September 30, 2012 compared to the 41 percent decline in our stock price during the same period in 2011. The decrease in operating liabilities was driven largely by a \$49.9 million increase in estimated tax payments for the nine months ended September 30, 2012 as compared to the same period in 2011, as well as customary variances in the timing, volume and magnitude of payments to our vendors. Insurance proceeds receivable increased as a result of our settlement of an insurance claim (refer to Note 13 *Litigation Lexington Insurance Company* to the consolidated financial statements contained in this Quarterly Report on Form 10-Q for further details).

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*Investing Activities*

Net cash provided by investing activities was \$1.3 million for the nine months ended September 30, 2012, compared to \$137.5 million used by investing activities for the nine months ended September 30, 2011. The \$138.8 million increase principally reflects a \$189.2 million decrease in purchases of investments net of maturities, due largely to the repurchases of our common stock noted below under the caption *Financing Activities* as well as an increase of \$53.9 million in expenditures primarily related to our construction projects.

*Financing Activities*

Net cash used in financing activities was \$119.2 million for the nine months ended September 30, 2012, compared to \$30.4 million provided by financing activities for the nine months ended September 30, 2011. The \$149.6 million decrease resulted principally from the use of \$130.9 million to repurchase shares of our common stock. Refer to Note 10 *Stockholders' Equity Share Repurchases* to the consolidated financial statements contained in this Quarterly Report on Form 10-Q for further details.

*Working Capital*

At September 30, 2012, we had working capital of \$490.6 million, compared to \$349.9 million at December 31, 2011. The increase in working capital at September 30, 2012 of \$140.7 million was driven by a net increase in cash and cash equivalents and short-term marketable investments of \$100.0 million and the decrease in accounts payable of \$37.1 million.

We have not entered into any short-term borrowing arrangements to fund our ongoing working capital requirements and have no current plans to do so. Debt that has been classified as current relates to the principal balance of long-term financing arrangements that will be paid within one year from the financial reporting date.

At September 30, 2012, we had \$248.4 million of long-term marketable securities that could be liquidated, if necessary, to fund our operations. In addition, we had approximately 4.7 million vested stock options outstanding at September 30, 2012, with a weighted average exercise price of \$37.77. If exercised, these vested stock options would provide us with additional liquidity.

***Construction Projects***

In June 2012, we completed the expansion of our facility in Research Triangle Park, North Carolina (RTP Facility) to provide additional warehousing, packaging and office space at an approximate total cost of \$76.0 million, which comprised the costs of construction and other related expenditures. In January 2011, we entered into an agreement with DPR Construction (DPR) to manage the expansion project. As of September 30, 2012, our remaining obligation under this contract was \$3.6 million.

In March 2012, we completed the construction of an office building to serve as an extension of our Silver Spring facilities at an approximate total cost of \$66.0 million, which included costs of construction and other costs necessary to place the building into operation.

Our construction projects have been funded entirely by cash flows generated from our operations.

***Share Tracking Awards Plans***

Awards granted under the STAP entitle participants to receive in cash the appreciation in our common stock, which is calculated as the increase in the closing price of our common stock between the date of grant and the date of exercise. Depending on the future price movements of our common stock, cash requirements associated with the exercise of awards could be significant. We incorporate anticipated cash requirements under the STAP into our operating budgets, but actual cash requirements could exceed our expectations. In February 2012, we increased the aggregate number of available STAP awards by approximately 1.6 million, primarily to accommodate anticipated grants under our long-term incentive bonus and compensation plan during 2012. In October 2012, we amended the STAP to increase the number of awards available for grant by 1.8 million, to accommodate anticipated one-time grants in January 2013.

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*Convertible Senior Notes*

In October 2011, we issued \$250.0 million in aggregate principal value 1.0 percent Convertible Senior Notes due September 15, 2016 (2016 Convertible Notes). The 2016 Convertible Notes are unsecured, unsubordinated debt obligations that rank equally with all of our other unsecured and unsubordinated indebtedness. We pay interest semi-annually on March 15th and September 15th of each year. The initial conversion price is \$47.69 per share and the number of underlying shares used to determine the aggregate consideration upon conversion is approximately 5.2 million shares.

Conversion can occur: (1) any time after June 15, 2016; (2) during any calendar quarter that follows a calendar quarter in which the price of our common stock exceeds 130 percent of the conversion price for at least 20 days during the 30 consecutive trading-day period ending on the last trading day of the quarter; (3) during the ten consecutive trading-day period following any five consecutive trading-day period in which the trading price of the 2016 Convertible Notes is less than 95 percent of the closing price of our common stock multiplied by the then current number of shares underlying the 2016 Convertible Notes; (4) upon specified distributions to our shareholders; (5) in connection with certain corporate transactions; or (6) in the event that our common stock ceases to be listed on the NASDAQ Global Select Market, the NASDAQ Global Market, or the New York Stock Exchange, or any of their respective successors.

Upon conversion, holders of our 2016 Convertible Notes are entitled to receive: (1) cash equal to the lesser of the principal amount of the notes or the conversion value (the number of shares underlying the 2016 Convertible Notes multiplied by the then-current conversion price per share); and (2) to the extent the conversion value exceeds the principal amount of the notes, shares of our common stock. In the event of a change in control, as defined in the indenture under which the 2016 Convertible Notes have been issued, holders can require us to purchase all or a portion of their 2016 Convertible Notes for 100 percent of the principal amount plus any accrued and unpaid interest.

*Mortgage Financing*

In December 2010, we entered into a Credit Agreement with Wells Fargo Bank, National Association (Wells Fargo) and Bank of America, N.A., pursuant to which we obtained \$70.0 million in debt financing. The loan provided under the Credit Agreement matures in December 2014 and is secured by a first mortgage lien on certain of our facilities located in Research Triangle Park, North Carolina and Silver Spring, Maryland. Annual principal payments are based on a twenty-five year amortization schedule using a fixed rate of interest of 7.0 percent; accordingly, we will owe a principal balance of \$66.6 million at maturity. Outstanding debt bears a floating rate of interest per annum based on the one-month London Interbank Offer Rate (LIBOR), plus a credit spread of 3.75 percent (approximately 4.0 percent as of September 30, 2012). Alternatively, we have the option to change the rate of interest charged on the loan to 2.75 percent plus the greater of: (1) Wells Fargo's prime rate; (2) the federal funds effective rate plus 0.05 percent; or (3) LIBOR plus 1.0 percent. Subsequent to June 30, 2012, we can prepay the loan balance without being subject to a prepayment premium or penalty. The Credit Agreement also requires us to comply with various financial and negative covenants. As of September 30, 2012, we were in compliance with these covenants.

*Share Repurchases*

In October 2011, our Board of Directors approved a share repurchase program authorizing up to \$300.0 million in aggregate repurchases of our common stock, at our discretion, over a two-year period ending in October 2013 (Repurchase Program). In connection with the Repurchase

Program, we paid \$212.0 million to repurchase approximately 4.7 million shares of our common stock upon the settlement of an accelerated share repurchase arrangement entered into with DB London in October 2011. In May 2012, we completed the Repurchase Program by repurchasing approximately 2.0 million additional shares of our common stock at an aggregate cost of \$88.0 million, the remaining authorized funds under the Repurchase Program.

In June 2012, our Board of Directors authorized the repurchase of up to an additional \$100.0 million of our common stock. This repurchase program became effective July 31, 2012 and will remain open for up to one year. Under this program, we repurchased 788,288 shares of our common stock at an aggregate cost of \$42.9 million during the quarter ended September 30, 2012.

### **Summary of Critical Accounting Policies**

The preparation of our consolidated financial statements in conformity with United States generally accepted accounting principles (GAAP) requires our management to make estimates and assumptions that affect the amounts reported in our consolidated financial statements and accompanying notes. We continually evaluate our estimates and judgments to determine whether they are reasonable, relevant and appropriate. These assumptions are frequently developed from historical data or experience, currently available information and anticipated developments. By their nature, our estimates are subject to an inherent degree of uncertainty; consequently, actual results may differ. We discuss critical accounting policies and estimates that involve a higher degree of judgment and complexity in *Part II, Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operations* in our Annual Report on Form 10-K for the year ended December 31, 2011. There have been no material changes to our critical accounting policies and estimates as disclosed in our Annual Report on Form 10-K for the year ended December 31, 2011.

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**Recently Issued Accounting Standards**

In June 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2011-05, *Comprehensive Income (Topic 220) Presentation of Comprehensive Income* (ASU 2011-05). ASU 2011-05 eliminates the option to present the components of other comprehensive income as part of the statement of changes in stockholders' equity. Instead, ASU 2011-05 requires entities to report all non-owner changes in stockholders' equity in either a single continuous statement of comprehensive income, or in two separate, but consecutive statements. ASU 2011-05 does not change the items that must be reported in other comprehensive income, or when an item must be reclassified to net income. In December 2011, the FASB issued ASU 2011-12, *Comprehensive Income (Topic 220): Presentation of Comprehensive Income - Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05* (ASU 2011-12). ASU 2011-12 defers indefinitely provisions contained in ASU 2011-05 that revise existing presentation requirements for reclassification adjustments from comprehensive income as the FASB further deliberates this issue. During the deferral period, reporting entities will continue to follow existing guidance prior to ASU 2011-05 under ASC Topic 220, *Comprehensive Income*, with respect to the disclosure of reclassifications adjustments. Both ASU 2011-12 and ASU 2011-05 are effective for fiscal years, and interim periods within those years, beginning after December 15, 2011, and ASU 2011-05 requires retrospective application. Other than the presentational changes to our basic consolidated financial statements required under ASU 2011-05 (as amended by ASU 2011-12), adoption of ASU 2011-05 did not have any impact on our consolidated financial statements.

**Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

As of September 30, 2012, we have invested \$488.4 million in debt securities issued by corporations and federally-sponsored agencies. The market value of these investments varies inversely with changes in current market interest rates. In general, as interest rates increase, the market value of these debt securities would be expected to decrease. Similarly, as interest rates decrease, the market value of these debt securities would be expected to increase. To address market risk, we invest in debt securities that mature within two years and hold these investments to maturity so that they can be redeemed at their stated or face value. At September 30, 2012, our investments in debt securities issued by corporations and federally-sponsored agencies had a weighted average stated interest rate of approximately 0.46 percent and a weighted average maturity of approximately 1.0 years. Many of our investments are callable prior to maturity.

During sustained periods of instability and uncertainty in the financial markets, we could be exposed to additional investment-related risks that could materially affect the value and liquidity of our investments. In light of these risks, we actively monitor market conditions and developments specific to the securities and security classes in which we invest. We believe that we maintain a conservative investment approach in that we invest exclusively in highly rated securities with relatively short maturities. While we believe we take prudent measures to mitigate investment related risks, such risks cannot be fully eliminated, as circumstances can occur that are beyond our control.

**Item 4. CONTROLS AND PROCEDURES**

Based on their evaluation, as of September 30, 2012, the Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended) are effective to provide reasonable assurance that information required to be disclosed by us in reports that we file or submit under the Securities Exchange Act of 1934, as amended, is recorded, summarized, processed and reported within the time periods specified in the SEC's rules and forms and to provide reasonable assurance that such information is accumulated and communicated to our management, including the Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure. There have been no changes in our

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internal control over financial reporting that occurred during the period covered by this report that have materially affected, or are reasonably likely to materially affect, such internal control over financial reporting.

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**Part II. OTHER INFORMATION**

**Item 1. LEGAL PROCEEDINGS**

*Sandoz Inc.*

In February 2012, we announced receipt of a Paragraph IV Certification Notice Letter (Notice Letter) from Sandoz Inc. (Sandoz) advising that Sandoz had submitted an abbreviated new drug application (ANDA) to the FDA requesting approval to market a generic version of the 10 mg/mL strength of Remodulin.

In the Notice Letter, Sandoz stated that it intends to market a generic version of Remodulin before the expiration of the following patents relating to Remodulin: U.S. Patent No. 5,153,222, which expires in October 2014; U.S. Patent No. 6,765,117, which expires in October 2017; and U.S. Patent No. 7,999,007, which expires in March 2029. Sandoz's Notice Letter stated that the ANDA contains a Paragraph IV Certification alleging that these patents are not valid, not enforceable and/or will not be infringed by the commercial manufacture, use or sale of the proposed product described in Sandoz's ANDA submission.

In response to the Notice Letter, we filed a lawsuit for patent infringement on March 14, 2012 against Sandoz in the U.S. District Court for the District of New Jersey. We filed our patent-infringement lawsuit within forty-five days from the receipt of the Notice Letter. Therefore, under the Hatch-Waxman Act, the FDA is automatically precluded from approving Sandoz's ANDA for up to 30 months or until the issuance of a district court decision that is adverse to us, whichever occurs first.

On May 4, 2012, Sandoz filed its answer to our complaint, and also filed counterclaims alleging that the patents at issue in the litigation are invalid or will not be infringed by the commercial manufacture, use or sale of the proposed product described in Sandoz's ANDA submission. On May 25, 2012, we filed our answer to Sandoz's counterclaims.

We intend to vigorously enforce our intellectual property rights relating to Remodulin, including the three patents mentioned in the Notice Letter which are listed in the FDA's Approved Drug Products List (the Orange Book).

*Lexington Insurance Company*

During the third quarter of 2011, we reported a claim to our insurance provider regarding damage to certain Remodulin inventory that occurred as the result of a warehouse accident. The estimated net commercial value of the damaged inventory was approximately \$65.0 million. Because we did not reach a satisfactory agreement on the amount to settle the claim, we filed a lawsuit against Lexington Insurance Company (Lexington) on April 9, 2012 in the North Carolina Business Court, a specialized division of North Carolina's Superior Court, seeking to recover



the full net commercial value of the damaged inventory.

On September 24, 2012, we entered into a final and binding settlement agreement and release with Lexington, under which Lexington agreed to pay us \$31.0 million within thirty days. We received payment in early October 2012. Terms of the settlement agreement provide that the parties will release and forever discharge each other from any future claims, demands, or causes of action of any kind in connection with the matter.

## **Item 1A. RISK FACTORS**

### **Forward-Looking Statements**

This Quarterly Report on Form 10-Q contains forward-looking statements made pursuant to the safe harbor provisions of Section 21E of the Securities Exchange Act of 1934 (the Exchange Act) and the Private Securities Litigation Reform Act of 1995 which are based on our beliefs and expectations about future outcomes. These statements include, among others, statements relating to the following:

- Expectations of revenues, profitability, and cash flows;
- The sufficiency of current and future working capital for planned and unplanned needs;
- Our ability to obtain future financing;
- The value of our common stock and our ability and plans to complete future common stock repurchases;

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- The maintenance of domestic and international regulatory approvals;
- The expected volume and timing of sales of Remodulin® (treprostinil) Injection (Remodulin), Tyvaso® (treprostinil) Inhalation Solution (Tyvaso), and Adcirca® (tadalafil) tablets (Adcirca);
- Our expectations to commercially launch in early 2013 the modified Tyvaso Inhalation System recently approved by United States Food and Drug Administration (FDA) and regarding the potential to increase the number of patients using Tyvaso through the further improvement of the Tyvaso Inhalation System;
- Our expectation to make Tyvaso available in certain European and Latin American countries on an unmarketed, named-patient basis based on physicians' prescriptions in those countries;
- The timing and outcome of clinical studies and related regulatory filings, including our further studies of oral treprostinil and our aim to obtain regulatory approval for oral treprostinil before the end of 2016 and to file for approval for oral treprostinil in Europe upon the completion of the FREEDOM-EV study;
- The timing and outcome of required pricing approvals and risk management plan approvals in individual European countries, in order to begin marketing intravenous Remodulin in those countries;
- The expected likelihood and timing of regulatory submissions and approvals for drug candidates under development and the timing of related sales, including our anticipated application for approval of Remodulin in Japan, our pending application for approval of Remodulin in China, and our expected filing of a biologics license application with the FDA and a marketing authorization application with the European Medicines Agency (EMA) for Ch14.18;
- The outcome of potential future regulatory actions, including audits and inspections, from the FDA and international regulatory agencies;
- The impact of competing therapies, including generic products and newly-developed therapies, on sales of our commercial products;
- The expectation that we will be able to produce sufficient quantities and maintain adequate inventories of our commercial products, through both our in-house production capabilities and third-party production sites for our products, and our ability to obtain and maintain related approvals by the FDA and other regulatory agencies;

- The adequacy of our intellectual property protections and the expiration dates of the patents we own and our licensed patents and products;
- Our expectations regarding our ability to defend our intellectual property relating to Remodulin against generic challenges, including the abbreviated new drug application filed by Sandoz Inc. (Sandoz);
- The potential impact of the Patient Protection and Affordable Care Act and the Health Care and Education Reconciliation Act of 2010 on our business;
- The potential impact of the business combination between Express Scripts, Inc. (the parent company of CuraScript, Inc.) and Medco Health Solutions, Inc. (the parent company of Accredo Therapeutics, Inc.) on our business;
- Any statements that include the words believe, seek, expect, anticipate, forecast, project, intend, estimate, should, c plan, or similar expressions; and
- Other statements contained or incorporated by reference in this Quarterly Report on Form 10-Q that are not historical facts.

Forward-looking statements appear in the section entitled *Part I, Item 2 Management's Discussion and Analysis of Financial Condition and Results of Operations* and elsewhere in this Quarterly Report on Form 10-Q. These statements are subject to risks and uncertainties, and our actual results may differ materially from anticipated results. Factors that may cause such differences include, but are not limited to, those discussed below. We undertake no obligation to publicly update forward-looking statements, whether as a result of new information, future events or otherwise.

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**Risks Related to Our Business**

*We rely heavily on sales of Remodulin, Tyvaso and Adcirca to generate revenues and support our operations.*

Sales of Remodulin, Tyvaso and Adcirca comprise a substantial majority of our total revenues. A wide variety of events, many of which are described in other risk factors below, could cause sales of Remodulin, Tyvaso and/or Adcirca to decline. For instance, if regulatory approvals for any of these products were withdrawn, we would be unable to sell the product and our business could be jeopardized. Any substantial change in the prescribing practices or dosing patterns of patients using Remodulin, Tyvaso or Adcirca due to combination therapies, side effects, adverse events, deaths or any other reasons, could decrease related revenues. In addition, we rely on third parties to produce, market, distribute and sell Remodulin, Tyvaso and Adcirca. The inability of any one of these third parties to perform these functions, or the failure of these parties to perform successfully, could negatively affect our revenues. We are also increasingly internalizing elements of our production process for Remodulin and Tyvaso, and any failure to manage our internal production processes could result in an inability to meet demand. Because we are highly dependent on sales of Remodulin, Tyvaso and Adcirca, a reduction in sales of any one of these products could have a negative and material adverse impact on our operations.

*We have had periods in which we incurred losses and may not maintain profitability.*

We have experienced financial reporting periods in which we incurred net losses. While we believe we develop our annual cash-based operating budgets using reasonable assumptions and targets, unanticipated factors, including those outside of our control, could affect our profitability and cause uneven quarterly and/or annual operating results.

*If our products fail in clinical trials, we will be unable to obtain or maintain FDA and international regulatory approvals and will be unable to sell those products.*

To obtain regulatory approvals from the FDA and international regulatory agencies such as the EMA, we must conduct clinical trials demonstrating that our products are safe and effective. In the past, several of our product candidates failed or were discontinued at various stages in the development process. In addition, we may need to amend ongoing trials or the FDA and international regulatory agencies may require us to perform additional trials beyond those we planned. Such occurrences could result in significant delays and additional costs, and related clinical trials may be unsuccessful. In addition, approval of an NDA may be subject to delays if the FDA determines that it cannot review or approve the NDA as submitted. In such a case, the FDA would issue a refuse-to-file letter or a complete response letter outlining the deficiencies in the submission, and the FDA may require substantial additional studies, testing or information in order to complete its review of the application. We may fail to address any such deficiencies adequately, in which case we would be unable to obtain FDA approval to market the product candidate.

In addition, we have commenced a new phase III clinical trial, FREEDOM-EV, which is studying oral treprostinil in combination with other approved PAH therapies. One of the co-primary end points of the study is time to clinical worsening. Based on a complete response letter we received from the FDA regarding our NDA for oral treprostinil, it appears that the clinical worsening endpoint has become increasingly important to demonstrating efficacy in PAH patients to the FDA's satisfaction. We have not previously conducted a study with a time to clinical worsening primary endpoint. Our inexperience with this type of trial design may impact our ability to achieve positive results, and failure to

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prove the efficacy of oral treprostinil in combination with other PAH therapies could limit our ability to obtain FDA approval of oral treprostinil. In light of the complete response letter from the FDA, we are evaluating the future clinical and regulatory path for oral treprostinil and may need to amend or replace the FREEDOM-EV study, or supplement it with additional studies which could further delay the approval of oral treprostinil.

The length of time that it takes for us to complete clinical trials and obtain regulatory approval for marketing varies by product, product use and country. Furthermore, we cannot predict with certainty the length of time it will take to complete necessary clinical trials or obtain regulatory approval of our future products.

Our clinical trials may be discontinued, delayed or disqualified for various reasons. These reasons include:

- The drug is ineffective, or physicians believe that the drug is ineffective;
- Patients do not enroll in our studies at the rate we expect;
- Ongoing or new clinical trials conducted by drug companies in addition to our own clinical trials reduce the number of patients available for our trials;

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- Patients experience severe side effects during treatment;
  
- Other investigational or approved therapies are viewed as more effective or convenient by physicians or patients;
  
- Our clinical trial sites, contracted clinical trial administrators or clinical studies conducted entirely by third parties do not adhere to trial protocols and required quality controls under good clinical practice (GCP) under FDA regulations and similar regulations outside the United States;
  
- Our trials do not comply with applicable regulations or guidelines;
  
- We do not pass inspections by regulatory agencies;
  
- Patients die during our trials because of an adverse event related to the trial drug, their disease is too advanced, or they experience medical problems unrelated to the drug being studied;
  
- Drug supplies are unavailable or unsuitable for use in our studies;
  
- The results of preclinical testing raise concerns regarding product safety or efficacy; and
  
- The results of our clinical trials conducted in countries outside of the United States are not acceptable to the United States or other countries, and the results of our clinical trials conducted in the United States are not acceptable to regulators in other countries.

In addition, the FDA and its international equivalents have substantial discretion over the approval process for pharmaceutical products. As such, these regulatory agencies may not agree that we have demonstrated the requisite level of product safety and efficacy to grant approval.

*Our future growth depends, in part, on our plans to develop oral treprostinil. If we fail to secure FDA approval for oral treprostinil, our revenue growth prospects could be materially adversely affected.*

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In November 2008, we reported that our FREEDOM-C phase III clinical trial of oral treprostinil in patients with pulmonary arterial hypertension (PAH) did not achieve statistical significance for its primary endpoint ( $p=0.072$ ). These results prompted us to amend the protocol for our FREEDOM-M phase III clinical trial of oral treprostinil and initiate an additional phase III clinical trial of oral treprostinil, FREEDOM-C(2). In June 2011, we announced the completion of the FREEDOM-M trial, which achieved statistical significance for its primary endpoint ( $p=0.0125$ ). However, our FREEDOM-C(2) trial did not achieve statistical significance for its primary endpoint ( $p=0.089$ ), as we announced in August 2011. In October 2012, the FDA issued a complete response letter, declining to approve our NDA for oral treprostinil. As a result, we are evaluating the clinical and regulatory path forward for oral treprostinil, with the goal of obtaining approval for oral treprostinil before the end of 2016. Approval may be further delayed if the results of our FREEDOM-EV phase III clinical trial or other clinical studies are required for approval. Future studies of oral treprostinil may ultimately fail to support FDA approval for oral treprostinil, for the reasons described above under the risk factor entitled *If our products fail in clinical trials, we will be unable to obtain or maintain FDA and international regulatory approvals and will be unable to sell those products*, among others, which would have a significant impact on our future prospects for revenue growth.

***We may not compete successfully with established and newly developed drugs or products, or the companies that develop and market them.***

We compete with well-established drug companies for, among other things, funding, licenses, expertise, personnel, clinical trial patients and investigators, consultants and third-party collaborators. We also compete with these companies for market share. Most of these competitors have substantially greater financial, marketing, manufacturing, sales, distribution and technical resources than we do. These competitors also have more experience in areas such as research and development, clinical trials, sales and marketing and regulatory matters than we do. There are several treatments that compete with our commercial therapies, as well as several other therapies under development, including various late-stage investigational products that have recently completed or are undergoing phase III pivotal trials. For the treatment of PAH, we compete with a number of approved products in the United States and worldwide, including the following: Flolan®, Ventavis®, Ilomedin®, Tracleer®, Revatio®, Letairis®, Veletri® and generic epoprostenol. Patients and doctors may perceive these competing products, or products developed in the future, as safer, more effective, more convenient and/or less expensive than our therapies. Alternatively, doctors may reduce the prescribed doses of our products if they prescribe them as combination therapy with our competitors' products. In addition, certain competing products are less invasive than Remodulin and the use of these products may delay or prevent initiation of Remodulin therapy. Any of these circumstances may suppress our sales growth or cause our revenues to decline.

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Actelion Ltd, Gilead Sciences, Inc. and Pfizer Inc. presently control the majority of the approved therapies for PAH in the United States. Each of these companies has achieved considerable market penetration through the sales and marketing of their respective therapies and through market dominance in this therapeutic area. Furthermore, the future commercialization and introduction of new PAH therapies and generic versions of our competitors' products into the market could exert downward pressure on the pricing of our products and reduce our market share.

***Discoveries or development of new products or technologies by others may make our products obsolete or seemingly inferior.***

Other companies may discover or introduce new products that render all or some of our technologies and products obsolete or noncompetitive. Our commercial therapies may have to compete with numerous investigational products currently in development, including several investigational PAH therapies for which phase III pivotal trials are underway or have been recently completed. In addition, alternative approaches to treating chronic diseases, such as gene therapy or cell therapy, may make our products obsolete or noncompetitive. If introduced into the market, investigational therapies for PAH could be used in combination with, or as a substitute for, our therapies. If this occurs, doctors may reduce or discontinue the use of our products for their patients.

***Sales of our products are subject to reimbursement from government agencies and other third parties. Pharmaceutical pricing and reimbursement pressures may negatively impact our sales.***

The commercial success of our products depends, in part, on the availability of reimbursements by governmental payers such as Medicare and Medicaid, and private insurance companies. Accordingly, our commercial success is tied to such third-party payers. In the United States, the European Union and other significant or potentially significant markets for our products, government payers and/or third-party payers are increasingly attempting to limit or regulate the price of medicinal products and are frequently challenging the pricing of new and expensive drugs. Our prostacyclin analogue products, Remodulin and Tyvaso, are expensive therapies. Consequently, it may be difficult for our specialty pharmaceutical distributors or wholesalers to obtain sufficient reimbursement of our products from third-party payers to make selling our products economically feasible for them. Alternatively, third-party payers may reduce the amount of reimbursement for our products based on changes in pricing of other therapies for PAH, including generic formulations of other approved therapies. If third-party payers do not approve our products for reimbursement, or limit reimbursements, patients could choose a competing product that is approved for reimbursement or provides a lower out-of-pocket cost to them. Presently, most third-party payers, including Medicare and Medicaid, provide reimbursement for our commercial products. Future reimbursements under Medicare and Medicaid could be subject to reduction. Furthermore, to the extent that private insurers or managed care programs follow any reduced Medicaid and Medicare coverage and payment developments, the negative impact on our business would be compounded. We continue to assess the potential effect of the Patient Protection and Affordable Care Act and the related Health Care and Education Reconciliation Act of 2010 on our business. While we believe the short-term impact on our business of this legislation will not be material, we continue to monitor the developments of this legislation as many of its provisions are not yet effective and are subject to finalization.

In the United States, there is an increased focus from the federal government and others on analyzing the impact of various regulatory programs on the federal deficit, which could result in increased pressure on federal programs to reduce costs. For example, on August 2011, President Obama signed a bill that raises the U.S. federal debt ceiling and mandates significant additional deficit reduction over the next decade. While many proposals have been put forth, specific reductions in federal spending have not yet been determined. In addition, financial pressures may cause government or other third-party payers to more aggressively seek cost containment through mandatory discounts or rebates on our products, policies requiring the automatic substitution of generic products, higher hurdles for initial reimbursement approvals for new products or other similar measures. For example, there have been recent proposals to reduce reimbursement rates and/or adopt mandatory rebates under Medicare Part B, which covers Remodulin and Tyvaso. A reduction in the availability or extent of reimbursement from government health care programs could have a material adverse effect on the sales of our products, our business and results of operations.



In Europe, the success of our commercial products and future products depends largely on obtaining and maintaining government reimbursement. In many European countries, patients are unlikely to use prescription drugs that are not reimbursed by their governments. Countries in Europe are under increasing pressure to reduce the cost of health care. Changes to current reimbursement policies may adversely affect our ability to sell our products or sell our products on a profitable basis. In many markets outside the United States, governments control the prices of prescription pharmaceuticals through the implementation of reference pricing, price cuts, rebates, revenue-related taxes and profit control, and expect prices of prescription pharmaceuticals to decline over the life of the product or as prescription volumes increase. In addition, in December 2011, we received marketing approval for the intravenous use of Remodulin in most of the countries who are members of the European Economic Area (EEA); however, we are in the process of obtaining approval of our risk management plan on a country-by-country basis, and we must obtain pricing approval in each of these member countries before we can market Remodulin for intravenous use. Delays in obtaining these approvals could have a significant impact on our future revenue growth. Additionally, in granting pricing approval for the intravenous use of Remodulin, a member country may approve a lower reimbursement price for intravenous Remodulin than for subcutaneous Remodulin, or even reduce the reimbursement price for both uses of Remodulin. Any regulatory action requiring additional information or a reduction in the reimbursement rates for intravenous and subcutaneous Remodulin could have a material adverse effect on our revenues, results of operations and our business.

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Finally, the ultimate pricing and reimbursement of our investigational products, upon their approval, is inherently uncertain and subject to the risks discussed above.

***Our production strategy exposes us to significant risks.***

We must be able to produce sufficient quantities of our commercial products to satisfy demand. The process of producing our products is difficult and complex, and currently involves a number of third parties. We synthesize treprostinil, the active ingredient in Remodulin and Tyvaso, and treprostinil diethanolamine, the active ingredient in our oral treprostinil tablet, in our Silver Spring, Maryland facility using raw materials and advanced intermediate compounds supplied by vendors. Although we formulate Remodulin and Tyvaso at our own facilities, we also outsource the formulation of Remodulin to Baxter Pharmaceutical Solutions, LLC (Baxter) and Jubilant Hollister-Stier Contract Manufacturing and Services (Jubilant Hollister-Stier), and we outsource the formulation of Tyvaso to Catalent Pharma Solutions, Inc. We manufacture the Tyvaso Inhalation System nebulizer at our facility in Germany, where NEBU-TEC International Med Products Eike Kern GmbH (NEBU-TEC) supplies personnel, and through Minnetronix, Inc.

As long as we utilize third-party vendors for significant portions of our production process, we will remain exposed to the risks described below under the risk factor entitled *We rely in part on third parties to perform activities that are critical to our business. Our ability to generate commercial sales or conduct clinical trials could suffer if our third-party suppliers and service providers fail to perform.* In addition, while we are in the process of internalizing additional processes to increase our control of production, this approach will also subject us to risks as we engage in increasingly complex production processes. For example, Remodulin and Tyvaso must be formulated in a sterile environment and we have limited experience with sterile manufacturing on a commercial scale. Some of the products we are developing will involve even more complicated production processes than our current products. For example, we are developing Ch14.18 MAb, a monoclonal antibody. As with all biologic products, monoclonal antibodies are inherently more difficult to produce than our current products and involve increased risk of viral and other contaminations.

In 2011, the FDA issued an advisory to manufacturers regarding the potential formation of glass fragments in injectable drugs filled in small-volume glass vials. We conducted a review of our manufacturing processes and those of our third-party suppliers and have no conclusive evidence at this time to suggest that the glass vials we use for Remodulin form glass fragments. We continue to assess our products, but cannot guarantee that our production process will not result in hazards such as these.

Additional risks presented by our production strategy include:

- We and our third-party producers are subject to the FDA's current Good Manufacturing Practices in the United States and similar regulatory standards internationally. While we have significant control over regulatory compliance with respect to our internal production processes, we do not exercise the same level of control over regulatory compliance by our third-party producers;
- As we expand our production operations to include new elements of the production process or new products, we may experience difficulty designing and implementing processes and procedures to ensure compliance with applicable regulations;

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- Even if we and our third-party producers are in compliance with domestic and international drug production regulations, the sterility and quality of the products being produced could be substandard and, therefore, such products would be unavailable for sale or use;
  
- If we have to replace our own production operations or a third-party producer with another producer, the FDA and its international counterparts would require new testing and compliance inspections. Furthermore, a new producer would have to be familiarized with the processes necessary to produce and commercially validate our products, as producing our treprostinil-based products is complex. Any new third-party producers and any new production process at our own facilities would need to be approved by the FDA and its international counterparts before being used to produce commercial supply of our products;

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- We may be unable to contract with needed producers on satisfactory terms or at all; and
- The supply of materials and components necessary to produce and package our products may become scarce or interrupted. Disruptions to the supply of these materials could delay the production and subsequent sale of such products. Any products produced with substituted materials or components would be subject to approval from the FDA and international regulatory agencies before they could be sold. The timing of any such regulatory approval is difficult to predict.

Any of these factors could disrupt sales of our commercial products, delay clinical trials or commercialization of new products, result in product liability claims and product recalls, and entail higher costs.

***We rely in part on third parties to perform activities that are critical to our business. Our ability to generate commercial sales or conduct clinical trials could suffer if our third-party suppliers and service providers fail to perform.***

We heavily involve third parties to assist us in conducting clinical trials, obtaining regulatory approvals, conducting pharmacovigilance-related activities including drug safety and reporting of adverse events, and marketing and distributing our products, as we do not possess the internal capacity, and in some cases the expertise, to perform all of these functions. Accordingly, the success of these third parties in performing their contractual obligations is critical to our operations.

We synthesize treprostinil using raw materials and advanced intermediate compounds supplied by vendors. The inability of our vendors to supply these raw materials and advanced intermediate compounds in the quantities we require could delay the production of treprostinil for commercial use and for use in our clinical trials.

We rely on Baxter and Jubilant Hollister-Stier to formulate Remodulin for us. We extended our contract with Baxter through 2013 and as part of that contract amendment, we agreed that Baxter will formulate Remodulin in greater quantities using larger production equipment than under its current process. This new formulation process and related equipment will require FDA and international approvals. Although we have received FDA and international approvals to produce Remodulin using our Silver Spring, Maryland facility, we remain reliant on third parties such as Baxter and Jubilant Hollister-Stier for additional capacity, production for international sales, and as backup producers.

We have received FDA approval to formulate Tyvaso in our Silver Spring, Maryland facility; however, we remain reliant on Catalent Pharma Solutions, Inc. for additional production capacity and as a backup producer. We also rely substantially on third parties, currently NEBU-TEC and Minnetronix, Inc., to manufacture the nebulizer used in the Tyvaso Inhalation System.

We rely heavily on these third parties to adhere to and maintain production processes in accordance with all applicable regulatory requirements. If any of these critical third-party production and supply arrangements are interrupted for compliance or other reasons, we may not have sufficient inventory to meet future demand.

We rely on Accredo Health Group, Inc., CuraScript, Inc. and CVS Caremark to market, distribute and sell Remodulin and Tyvaso in the United States. These distributors are also partially responsible for negotiating reimbursements from third-party payers for the cost of our therapies. From time-to-time, we increase the price of products sold to our U.S.-based and international distributors. Our price increases may not be fully reimbursed by third-party payers. If our distributors do not achieve acceptable profit margins on our products, they may reduce or discontinue the sale of our products. Furthermore, if our international distributors devote fewer resources to selling our products or are unsuccessful in their sales efforts, our revenues may decline materially.

In April 2012, Express Scripts, Inc. (the parent company of CuraScript, Inc.) acquired Medco Health Solutions, Inc. (the parent company of Accredo Health Group, Inc.). As a result of the merger, our products may be less significant to the overall operations of the combined company and the combined company may devote fewer resources toward the sale and support of our products, which could adversely impact our revenues. In addition, the combined company's pharmacy benefit management business may have increased leverage in negotiating the terms of rebates and discounts on behalf of third-party payers, which could impact reimbursement levels for our products.

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We rely on Eli Lilly and Company (Lilly) to manufacture and supply Adcirca for us, and we use Lilly's pharmaceutical wholesaler network to distribute Adcirca in the United States and Puerto Rico. If Lilly is unable to manufacture or supply Adcirca or its distribution network is disrupted, it could delay, disrupt or prevent us from selling Adcirca, which could slow the growth of our business. In addition, Lilly has the right to determine the wholesale price of Adcirca, which generally moves in parity with the wholesale price Lilly sets for Cialis® (both of these products contain the same active ingredient). Since FDA approval of Adcirca, Lilly has generally announced a price increase on both Cialis and Adcirca twice a year. Changes in Lilly's wholesale prices could adversely impact demand or reimbursement for Adcirca, particularly if a generic PDE-5 inhibitor enters the market following the recent expiration of certain Revatio patents.

Although most of our current suppliers and service providers could eventually be replaced, a change in suppliers and/or service providers could interrupt the manufacture and distribution of our commercial products and our other products and services, and impede the progress of our clinical trials, commercial launch plans and related revenues. Interruptions in our production process could be significant given the length of time and complexity involved in obtaining necessary regulatory approvals for alternative arrangements, through either third parties or internal manufacturing processes.

We rely heavily on third-party contract research organizations to conduct our clinical trials. In addition, the success of certain products we are developing will depend on clinical trials sponsored by third parties. Examples of such clinical trials include a phase III study of Ch14.18 conducted by the National Cancer Institute, and an ongoing study conducted by Medtronic, Inc. using its implantable pump to deliver intravenous Remodulin. Failure by any of these parties to conduct or assist us in conducting clinical trials in accordance with study protocols, quality controls and GCP could limit our ability to rely on results of those trials in seeking regulatory approvals.

***Our operations must comply with extensive laws and regulations in the United States and other countries, including FDA regulations. Failure to obtain approvals on a timely basis or to achieve continued compliance could delay, disrupt or prevent the commercialization of our products.***

The products we develop must be approved for marketing and sale by regulatory agencies and, once approved, are subject to extensive regulation. Our research and development efforts must comply with extensive regulations, including those promulgated by the FDA and the United States Department of Agriculture. The process of obtaining and maintaining regulatory approvals for new drugs is lengthy, expensive and uncertain. The manufacture, distribution, advertising and marketing of these products are also subject to extensive regulation, including strict pharmacovigilance and adverse event reporting requirements. Any future product approvals we receive could be accompanied by significant restrictions on the use or marketing of the product. Our product candidates may fail to receive marketing approval on a timely basis, or at all. If granted, product approvals can be withdrawn for failure to comply with regulatory requirements, such as post-marketing requirements and post-marketing commitments, or upon the occurrence of adverse events subsequent to commercial introduction.

Discovery of previously unknown problems with our marketed products or problems with our manufacturing, regulatory, compliance, research and development, pharmacovigilance and adverse event reporting, marketing or sales activities could result in regulatory restrictions on our products, including withdrawal of our products from the market. If we fail to comply with applicable regulatory requirements, we could be subject to penalties that may consist of fines, suspension of regulatory approvals, product recalls, seizure of our products and/or criminal prosecution. In addition, our reputation could be harmed as a result of any such regulatory restrictions or actions, and patients and physicians may not want to use our products even after we have resolved the issues that led to such regulatory action.

***We are subject to ongoing regulatory review of our currently marketed products.***

After our products receive regulatory approval, they remain subject to ongoing regulation, which can impact, among other things, product labeling, manufacturing practices, pharmacovigilance and adverse event reporting, storage, distribution, advertising and promotion, and record keeping. If we do not comply with the applicable regulations, the range of possible sanctions includes adverse publicity, product recalls or seizures, fines, total or partial suspensions of production and/or distribution, suspension of marketing applications, and enforcement actions, including injunctions and civil or criminal prosecution. The FDA and comparable international regulatory agencies can withdraw a product's approval under certain circumstances, such as the failure to comply with regulatory requirements or the occurrence of unexpected safety issues. Further, the FDA often requires post-marketing testing and surveillance to monitor the effects of approved products. The FDA and comparable international regulatory agencies may condition approval of our product candidates on the completion of such post-marketing clinical studies. These post-marketing studies may suggest that a product causes undesirable side effects or may present a risk to the patient. If data we collect from post-marketing studies suggest that one of our approved products may present an unacceptable safety risk, regulatory authorities could withdraw the product's approval, suspend production or place other marketing restrictions on that product. If regulatory sanctions are applied or if regulatory approval is delayed or withdrawn, our operating results and the value of our company may be adversely affected.

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***Regulatory approval for our currently marketed products is limited by the FDA to those specific indications and conditions for which clinical safety and efficacy have been demonstrated.***

Any regulatory approval of our products is limited to those specific diseases and indications for which our products have been deemed safe and effective by the FDA. In addition to the FDA approval required for new formulations, any new indication for an approved product also requires FDA approval. If we are not able to obtain FDA approval for any desired future indications for our products, our ability to effectively market and sell our products may be reduced and our business may be adversely affected.

While physicians may choose to prescribe drugs for uses that are not described in the product's labeling and for uses that differ from those approved by regulatory authorities (called "off-label" uses), our ability to promote the products is limited to those indications that are specifically approved by the FDA. Although U.S. regulatory authorities generally do not regulate the behavior of physicians, they do restrict communications by companies on the subject of off-label use. If our promotional activities fail to comply with these regulations or guidelines, we may be subject to warnings from, or enforcement action by, these authorities. In addition, failure to follow FDA rules and guidelines relating to promotion and advertising can result in the FDA's refusal to approve a product, the suspension or withdrawal of an approved product from the market, product recalls, fines, disgorgement of money, operating restrictions, injunctions or criminal prosecution.

***We must comply with various laws in jurisdictions around the world that restrict certain marketing practices in the pharmaceutical and medical device industries. Failure to comply with such laws could result in penalties and have a material adverse effect on our business, financial condition and results of operations.***

Various laws in jurisdictions around the world, including anti-kickback and false claims statutes, the Foreign Corrupt Practices Act and the UK Bribery Act, restrict particular marketing practices in the pharmaceutical and medical device industries. Our business activities may be subject to challenge under these laws, and any penalties imposed upon us could have a material adverse effect on our business, financial condition and results of operations. Furthermore, we have significantly expanded our sales and marketing staff. Any expansion of sales and marketing efforts can increase the risks of noncompliance with these laws.

In the United States, the federal health care program anti-kickback statute prohibits, among other things, knowingly and willfully offering, paying, soliciting, or receiving remuneration to induce, or in return for, purchasing, leasing, ordering, or arranging for the purchase, lease, or order of any health care item or service reimbursable under Medicare, Medicaid, or other federally financed health care programs. This statute has been interpreted to apply to arrangements between pharmaceutical manufacturers and prescribers, purchasers, and formulary managers. Although a number of statutory exemptions and regulatory safe harbors exist to protect certain common activities from prosecution, the exemptions and safe harbors are narrow, and practices that involve remuneration intended to induce prescriptions, purchases, or recommendations may be subject to scrutiny if they do not qualify for an exemption or safe harbor. Our practices may not always meet all of the criteria for safe harbor protection.

Federal false claims laws prohibit any person from knowingly presenting, or causing to be presented, a false claim for payment to the federal government, or knowingly making, or causing to be made, a false statement to get a false claim paid. Several pharmaceutical and health care companies have been prosecuted under these laws for allegedly providing free product to customers with the expectation that the customers would bill federal programs for the product. Other companies have been prosecuted for causing false claims to be submitted because of the company's marketing of the product for unapproved, and thus non-reimbursable, uses. The majority of states also have statutes or regulations similar to the federal anti-kickback law and false claims laws, which apply to items and services reimbursed under Medicaid and other state programs, or, in several states, apply regardless of the payer. Sanctions under these federal and state laws may include civil monetary penalties,



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exclusion of a manufacturer's product from reimbursement under government programs, criminal fines, and imprisonment.

The Patient Protection and Affordable Care Act (PPACA) imposes new reporting requirements for pharmaceutical and device manufacturers with regard to payments or other transfers of value made to physicians and teaching hospitals, effective March 31, 2013. In addition, pharmaceutical and device manufacturers will be required to report and disclose investment interests held by physicians and their immediate family members during the preceding calendar year. Such information is to be made publicly available by the Secretary of Health and Human Services in a searchable format beginning September 30, 2013.

Failure to submit required information may result in civil monetary penalties of up to \$150,000 per year (and up to \$1 million per year for knowing failures ) for all payments, transfers of value or ownership or investment interests not reported in an annual submission. Further, the PPACA amends the intent requirement of the federal anti-kickback and criminal health care fraud statutes. A person or entity no longer needs to have actual knowledge of this statute or specific intent to violate it. In addition, the government may assert that a claim including items or services resulting from a violation of the federal anti-kickback statute constitutes a false or fraudulent claim for purposes of the false claims laws.

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If not preempted by this federal law, several states currently require pharmaceutical companies to report expenses relating to the marketing and promotion of pharmaceutical products and to report gifts and payments to individual physicians in those states. Depending on the state, legislation may prohibit various other marketing related activities, or require the posting of information relating to clinical studies and their outcomes. In addition, certain states, such as California, Nevada, and Massachusetts, require pharmaceutical companies to implement compliance programs or marketing codes and several other states are considering similar proposals. Compliance with these laws is difficult and time consuming, and companies that do not comply with these state laws face civil penalties.

***Government health care reform could increase our costs, which would adversely affect our revenue and results of operations.***

Our industry is highly regulated and changes in law may adversely impact our business, operations or financial results. The PPACA is a sweeping measure intended to expand health care coverage within the United States, primarily through the imposition of health insurance mandates on employers and individuals and expansion of the Medicaid program. The reforms imposed by the new law will significantly impact the pharmaceutical industry; however, the full effects of the PPACA cannot be known until these provisions are implemented and the Centers for Medicare and Medicaid Services and other federal and state agencies issue applicable regulations or guidance. Moreover, in the coming years, additional changes could be made to governmental health care programs that could significantly impact the success of our products or product candidates.

***Reports of actual or perceived side effects and adverse events associated with our products, such as sepsis, could cause physicians and patients to avoid or discontinue use of our products in favor of alternative treatments.***

Reports of side effects and adverse events associated with our products could have a significant adverse impact on the sale of our products. An example of a known risk associated with intravenous Remodulin is sepsis, which is a serious and potentially life-threatening infection of the bloodstream caused by a wide variety of bacteria. Intravenous prostacyclins, such as intravenous Remodulin and Flolan, are infused continuously through a catheter placed in a large vein in the patient's chest, and sepsis is a known risk associated with this type of delivery. As a result, sepsis is included as a risk in both the Remodulin and Flolan package inserts. Although a discussion of the risk of sepsis is currently included on the Remodulin label, and the occurrence of sepsis is familiar to physicians who prescribe intravenously administered therapies, concerns about bloodstream infections may adversely affect a physician's decision to prescribe Remodulin.

***Our corporate compliance program cannot guarantee that we comply with all potentially applicable federal, state and international regulations.***

The development, manufacture, distribution, pricing, sales, marketing, and reimbursement of our products, together with our general operations, are subject to extensive federal, state, local and international regulations, which are constantly evolving. These regulations are subject to frequent revisions that often introduce more stringent requirements. If we fail to comply with any of these regulations, we could be subject to a range of penalties including, but not limited to: the termination of clinical trials, the failure to receive approval of a product candidate, restrictions on our products or manufacturing processes, withdrawal of our products from the market, significant fines, exclusion from government health care programs and other sanctions or litigation.

***Negative attention from special interest groups may impair our business.***

As is common with pharmaceutical and biotechnology companies, our early-stage research and development involves animal testing, which we conduct both directly and through contracts with third parties. Notwithstanding the vital role of animal research in the drug discovery and development process, certain special interest groups categorically object to the use of animals for research purposes. Historically, our research and development activities have not been the subject of significant animal rights media attention. However, research activities with animals have been the subject of adverse attention generally, including demonstrations near facilities operated by other companies in our industry. Any negative attention, threats or acts of vandalism directed against our animal research activities in the future could impair our ability to operate our business efficiently.

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***If any of the license or other agreements under which intellectual property rights are licensed to, or were acquired by, us are breached or terminated, our right to continue to develop, make and sell the products covered by such agreement could be impaired or lost.***

Our business depends upon our continuing ability to exploit our intellectual property rights in the drugs and other products that have been discovered and initially developed by others and that we are developing further and commercializing. These intellectual property rights have either been licensed by us pursuant to a product license agreement or have been acquired by us pursuant to a purchase agreement. Under each of our product license agreements, we are granted a license to exploit certain intellectual property owned by others that covers a drug or other product. Under each of our purchase agreements, we have purchased certain intellectual property that covers a drug or other product. We may be required to obtain a license of other intellectual property owned by third parties to continue to develop and commercialize our products.

This dependence on intellectual property developed by others involves the following risks:

- We may be unable to obtain rights to intellectual property that we determine we need for our business at a reasonable cost or at all;
- If any of our product license or purchase agreements are terminated, we may lose our rights to develop, make and sell the products to which such agreement relates;
- Our license and purchase agreements generally provide the licensor or seller with the right to terminate the agreement in the event we breach such agreement *e.g.*, if we fail to pay royalties and other fees timely and do not cure the failure within a stated time period; and
- If a licensor of intellectual property that is exclusively licensed to us breaches its obligation or otherwise fails to maintain the intellectual property licensed to us, we may lose any ability to prevent others from developing or marketing similar products that are covered by such intellectual property. In addition, we may be forced to incur substantial costs to maintain the intellectual property ourselves or take legal action seeking to force the licensor to do so.

***Certain agreements under which we acquired or licensed intellectual property rights may restrict our ability to develop related products in certain countries or for particular diseases and may impose other restrictions that affect our ability to develop and market related products in the most effective manner.***

When we acquire or are licensed intellectual property rights to drugs and other products that have been discovered and initially developed by others, these rights are frequently limited. For instance, our rights to market Adcirca are geographically limited to the United States and Puerto Rico. Furthermore, we cannot undertake any additional investigational work with respect to Adcirca in other indications of pulmonary hypertension without Lilly's prior approval. Lilly also has authority over all regulatory activities and has the right to determine the net wholesale price for Adcirca. Provisions in our license and purchase agreements may impose other restrictions that affect our ability to develop and market products to which the intellectual property that is the subject of such agreements relates. For example, GlaxoSmithKline PLC retained an exclusive option and right of first refusal to negotiate an agreement with us if we decide to license any commercialization rights with respect to

Remodulin and Tyvaso anywhere in the world.

*Our intellectual property rights may not effectively deter competitors from developing competing products that, if successful, could materially adversely affect our revenues and profits.*

The period under which our commercial and developmental therapies are protected by our patent rights is limited. Our U.S. patent for the method of treating PAH with Remodulin will expire in October 2014. Three of our U.S. patents covering our current methods of synthesizing and producing treprostinil, the active ingredient in both Remodulin and Tyvaso, expire in October 2017. We also have been granted one patent in the European Union and one patent in Japan, each of which covers our treprostinil synthesis and production methods and will expire in October 2018. Our U.S. patent covering an improved diluent for Remodulin will expire in March 2029. The patent for Adcirca for the treatment of pulmonary hypertension will expire in 2017 and our patents for Tyvaso will expire in the United States and in various countries throughout the European Union in 2018 and 2020, respectively.

We continue to conduct research into new methods to synthesize treprostinil and have two issued patents in the United States that expire in 2021, as well as additional U.S. and international pending patent applications relating to such methods. However, we cannot be sure that these additional patents will successfully deter competitors, or that additional patent applications will result in grants of patents. Upon the expiration of any of our patents, competitors may develop generic versions of our products that were covered by the expired patent and may market those generic versions to compete with our products. Competitors may also seek to design around our patents prior to their expiration in an effort to develop competing products that do not infringe our patents.

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The scope of any patent we hold may not deter competitors from developing a product that competes with the product we sell that is covered by the patent. Patent laws of foreign jurisdictions may not protect our patent rights to the same extent as the patent laws of the United States. Furthermore, our suppliers who have granted us exclusive rights may have inadequate intellectual property protections. Competitors also may attempt to invalidate our existing patents before they expire.

In addition to patent protection, we also rely on trade secrets to protect our proprietary know-how and other technological advances that we do not disclose to the public. We enter into confidentiality agreements with our employees and others to whom we disclose trade secrets and other confidential information. These agreements do not necessarily prevent our trade secrets from being used or disclosed without our authorization and confidentiality agreements may be difficult to enforce or may not provide an adequate remedy in the event of unauthorized disclosure.

***The validity, enforceability and scope of certain of our patents covering Remodulin are currently being challenged as a result of a recent abbreviated new drug application (ANDA) filing from a generic drug company. The outcome of the current or any future challenges to the validity, enforceability or scope of our patent portfolio could significantly reduce revenues from Remodulin.***

In February 2012, we received a Paragraph IV Certification Notice Letter from Sandoz advising that Sandoz has submitted an ANDA to the FDA requesting approval to market a generic version of the 10 mg/mL strength of Remodulin. In the Notice Letter, Sandoz states that it intends to market a generic version of Remodulin before the expiration of U.S. Patent No. 5,153,222, which expires in October 2014; U.S. Patent No. 6,765,117, which expires in October 2017; and U.S. Patent No. 7,999,007, which expires in March 2029. Sandoz's Notice Letter states that the ANDA contains a Paragraph IV Certification alleging that these patents are not valid, not enforceable and/or will not be infringed by the commercial manufacture, use or sale of the proposed product described in Sandoz's ANDA submission.

In response to the Notice Letter, we filed a lawsuit for patent infringement in March 2012 against Sandoz in the U.S. District Court for the District of New Jersey. We filed this lawsuit within forty-five days from the receipt of the Notice Letter. Therefore, under the Hatch-Waxman Act, the FDA is automatically precluded from approving Sandoz's ANDA for up to 30 months or until the issuance of a district court decision that is adverse to us, whichever occurs first.

On May 4, 2012, Sandoz filed its answer to our complaint, and also filed counterclaims alleging that the patents at issue in the litigation are invalid or will not be infringed by the commercial manufacture, use or sale of the proposed product described in Sandoz's ANDA submission. On May 25, 2012, we filed our answer to Sandoz's counterclaims.

There can be no assurance that we will prevail in our defense of our patent rights. Our existing patents could be invalidated, found unenforceable or found not to cover a generic form of Remodulin. If Sandoz or another ANDA filer were to receive approval to sell a generic version of Remodulin and/or prevail in any patent litigation, Remodulin would become subject to increased competition and our revenue would be adversely affected. In addition, regardless of the outcome, any patent litigation could be costly and time-consuming.

***Third parties may allege that our products or services infringe their patents and other intellectual property rights, which could result in the payment of royalties that would affect our profits, subject us to costly and time-consuming litigation or result in our losing the ability to continue to sell the related products.***

Third parties may seek to invalidate or otherwise challenge our patents. We may initiate litigation to enforce or defend our patents or intellectual property rights; however, litigation can be time consuming and costly and may not conclude favorably, and the outcome of patent infringement litigation often is difficult to predict. If we are unsuccessful with respect to any future legal action in the defense of our patents and our patents are invalidated or determined to be unenforceable, our business could be negatively impacted. Even if our patents are not determined to be invalid or unenforceable, it is possible that a competitor could circumvent our patents by effectively designing around the claims of our patents. Accordingly, our patents may not provide us with any competitive advantage.

To the extent third-party patents for which we currently do not hold licenses cover our products or services, a license to these patents would be necessary to manufacture, use, sell or provide these products and services without infringing these patents. In the case of products or services that utilize intellectual property of strategic collaborators or other suppliers, such suppliers may have an obligation to secure the needed license to these patents at their cost, but otherwise we would be responsible for the cost of these licenses. Payments of royalties and other amounts under these licenses would reduce our profits from the sale of related products and services. Moreover, we may be unable to obtain these licenses on acceptable terms or at all. If we fail to obtain a required license or are unable to alter the design of the product alleged to be infringed to avoid infringing a third-party patent, we would be unable to continue to manufacture or sell the related products.

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If a third party commences a legal action against us for infringement, we could be compelled to incur significant costs to defend the action and our management's attention could be diverted, whether or not the action were to have any merit. We cannot be certain that we could prevail in the action, and an adverse judgment or settlement resulting from the action could require us to pay substantial amounts in damages for infringement or substantial amounts to obtain a license to continue to use the intellectual property that is the subject of the infringement claim.

***We may not maintain adequate insurance coverage to protect us against significant product liability claims.***

The testing, manufacturing, marketing, and sale of drugs and diagnostics involve product liability risks. We may not be able to maintain our current product liability insurance at an acceptable cost, if at all. In addition, our insurance coverage may not be adequate for all potential claims. If claims or losses significantly exceed our liability insurance coverage, we may experience financial hardship or be forced out of business.

***Improper handling of hazardous materials used in our activities could expose us to significant liabilities.***

Our research and development and manufacturing activities involve the controlled use of chemicals and hazardous substances and we are expanding these activities in both scale and location. In addition, patients may dispose of our products using means we do not control. Such activities subject us to numerous federal, state, and local environmental and safety laws and regulations that govern the management, storage and disposal of hazardous materials. Compliance with current or future environmental laws and regulations can require significant costs; furthermore, we can be subject to substantial fines and penalties in the event of noncompliance. The risk of accidental contamination or injury from these materials cannot be completely eliminated. Furthermore, once chemical and hazardous materials leave our facilities, we cannot control what our hazardous waste removal contractors choose to do with these materials. In the event of an accident, we could be liable for substantial civil damages or costs associated with the cleanup of the release of hazardous materials. Any related liability could exceed our resources and could have a material adverse effect on our business.

***We may encounter substantial difficulties managing our growth relative to product demand.***

We have spent considerable resources building our laboratories and production facilities, and we are currently seeking regulatory approvals for some of our facilities. However, our facilities may be insufficient to meet future demand for our products. Alternatively, we may have excess capacity at our facilities if future demand falls short of our expectations, or if we do not receive regulatory approvals for the products we intend to produce at our facilities. Constructing our facilities is expensive and our ability to satisfactorily recover our investment will depend on sales of the products manufactured at these facilities in sufficient volume. If we do experience substantial sales growth, we may have difficulty managing inventory levels as marketing new therapies is complicated and gauging future demand can be difficult and uncertain.

***If we need additional financing and cannot obtain it, our product development and sales efforts may be limited.***

We may be required to seek additional sources of financing to meet unplanned or planned expenditures. Unplanned expenditures could be significant and may result from necessary modifications to product development plans or product offerings in response to difficulties encountered with clinical trials. We may also face unexpected costs in preparing products for commercial sale, or in maintaining sales levels of



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our currently marketed therapeutic products. If we are unable to obtain additional funding on commercially reasonable terms or at all, we may be compelled to delay clinical studies, curtail operations or obtain funds through collaborative arrangements that may require us to relinquish rights to certain products or potential markets.

We may require additional financing to meet significant future obligations. For example, upon maturity or conversion of our 1.0 percent Convertible Senior Notes due September 15, 2016 (2016 Convertible Notes), we must repay our investors in cash up to the principal balance of \$250.0 million. Further, in certain circumstances constituting a fundamental change under the 2016 Convertible Notes, we may be required to repurchase the notes for cash. In addition, awards granted under our Share Tracking Awards Plans (which we collectively refer to as the STAP) entitle participants to receive in cash an amount equal to the appreciation in the price of our common stock, which is calculated as the positive difference between the closing price of our common stock on the date of exercise and the date of grant. Consequently, our STAP will likely require significant future cash payments to participants to the extent the price of our common stock appreciates and the number of vested STAP awards increases over time. If we do not have sufficient funds to meet such contractual obligations or the ability to secure alternative sources of financing, we could be in default, face litigation and/or lose key employees, which could have a material adverse effect on our business or financial condition.

Table of Contents**Risks Related to Our Common Stock**

*The price of our common stock can be highly volatile and may decline.*

The price of common stock can be highly volatile within the pharmaceutical and biotechnology sector. Consequently, there can be significant price and volume fluctuations in the market that may not always relate to operating performance. The table below sets forth the high and low closing prices for our common stock for the periods indicated:

			<b>High</b>		<b>Low</b>
January 1, 2012	September 30, 2012	\$	58.30	\$	40.42
January 1, 2011	December 31, 2011	\$	70.70	\$	37.21
January 1, 2010	December 31, 2010	\$	64.24	\$	46.22

The price of our common stock could decline sharply due to the following factors, among others:

- Quarterly and annual financial results;
- Failure to meet estimates or expectations of securities analysts or our own revenue guidance;
- Timing of enrollment and results of our clinical trials;
- Physician, patient, investor or public concerns regarding the efficacy and/or safety of products marketed or being developed by us or by others;
- Changes in, or new legislation and regulations affecting reimbursement of, our therapeutic products by Medicare, Medicaid or other government payers, and changes in reimbursement policies of private health insurance companies;
- Announcements by us or others of technological innovations or new products or announcements regarding our existing products, including in particular the development of new, competing PAH therapies;

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- Announcements by us or others regarding generic challenges to the intellectual property relating to our products, including the recent abbreviated new drug application filed by Sandoz relating to certain of our Remodulin patents and the related, pending lawsuit;
- Interference in our patent or other proprietary rights;
- Substantial sales of our common stock by us or our existing shareholders;
- Future issuances of common stock by us or any other activity which could be viewed as being dilutive to our shareholders;
- Rumors among, or incorrect statements by, investors and/or analysts concerning our company, our products, or operations;
- Failure to obtain or maintain regulatory approvals from the FDA or international regulatory agencies;
- Discovery of previously unknown problems with our marketed products or problems with our production, regulatory, compliance, promotional, marketing or sales activities that result in regulatory restrictions on our products, including withdrawal of our products from the market;
- Accumulation of significant short positions in our common stock by hedge funds or other investors or the significant accumulation of our common stock by hedge funds or other institutional investors with investment strategies that may lead to short-term holdings; and
- General market conditions.

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*We may fail to meet our own projected revenues, as well as third-party projections for our revenues or profits.*

Many securities analysts publish quarterly and annual projections of our revenues and profits. In addition, we provide forward-looking guidance for revenues associated with our commercial products. Such estimates are inherently subject to uncertainty. As a result, actual revenues and profits may differ from these projections, and even small variations in reported revenues and profits compared to securities analysts' expectations or our own projected revenues could have a significant impact on the price of our common stock.

*Sales or issuances of our common stock may depress our stock price.*

The price of our common stock could decline if: (1) we issue common stock to raise capital or to acquire a license or business; (2) our shareholders transfer ownership of our common stock, or sell substantial amounts in the public market (for example, in 2011, Lilly sold a significant portion of our common stock); (3) our investors become concerned that substantial sales of our common stock may occur; or (4) we issue shares upon the settlement of warrants issued as part of the hedging transactions for our 2016 Convertible Notes. A decrease in the price of our common stock could make it difficult for us to raise capital or fund acquisitions through the issuance of our stock.

Any sales of common stock issued to holders of our 2016 Convertible Notes could adversely affect the prevailing market price of our common stock or result in short selling by market participants in expectation of a decline in the price of our common stock.

*Our share repurchases may affect the value of our common stock.*

In June 2012, our Board of Directors authorized the repurchase of \$100.0 million of our common stock. This repurchase program became effective July 31, 2012 and will remain open for up to one year. The effect of any of our share repurchase programs on the market price of our common stock will depend in part on market conditions, but related activity could affect the value of our common stock.

*We are subject to counterparty risk with respect to the convertible note hedge transaction.*

The counterparty to the convertible note hedge transaction we entered into in connection with the issuance of our 2016 Convertible Notes (call options) will subject us to the risk that the counterparty may default on the terms of the call options. Our exposure to the credit risk of the counterparty will not be secured by any collateral. Recent global economic conditions have resulted in the actual or perceived failure or financial difficulties of many financial institutions. If such counterparty becomes subject to insolvency proceedings, we will become an unsecured creditor in those proceedings with a claim based on our exposure at that time under the call options. Our exposure will depend on many factors but, generally, the increase in our exposure will be correlated to the increase in the market price and in the volatility of our common stock. In addition, upon a default by the counterparty, we may suffer adverse tax consequences and dilution with respect to our common stock due to our obligation to deliver shares upon conversion of the notes. We cannot provide any assurance as to the financial stability or viability of such counterparty.

*Provisions of Delaware law and our amended and restated certificate of incorporation, second amended and restated by-laws, shareholder rights plan, 2016 Convertible Notes, convertible note hedge transaction and employment and license agreements, among other things, could prevent or delay a change of control or change in management that may be beneficial to our public shareholders.*

Certain provisions of Delaware law and our amended and restated certificate of incorporation, second amended and restated by-laws and shareholder rights plan may prevent, delay or discourage:

- A merger, tender offer or proxy contest;
- The assumption of control by a holder of a large block of our securities; and/or
- The replacement or removal of current management by our shareholders.

For example, our amended and restated certificate of incorporation divides our Board of Directors into three classes. Members of each class are elected for staggered three-year terms. This provision may make it more difficult for shareholders to replace the majority of directors. It may also deter the accumulation of large blocks of our common stock by limiting the voting power of such blocks.

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Non-competition and all other restrictive covenants in most of our employment agreements will terminate upon a change of control that is not approved by our Board.

We may be required to repurchase the 2016 Convertible Notes from their holders in the event of a fundamental change and increase the conversion rate in connection with a make whole adjustment event in certain circumstances, including a change of control of our company. This may delay or prevent a change in control of our company that would otherwise be beneficial to our shareholders.

Terminating or unwinding the convertible note hedge transaction could require us to make substantial payments to the counterparty or may increase the price of our common stock. The costs or any increase in stock price that may arise from terminating or unwinding the transaction could make an acquisition of our company significantly more expensive to the purchaser.

Similarly, a change of control, under certain circumstances, could also result in an acceleration of the vesting of outstanding STAP awards. This, together with any increase in our stock price resulting from the announcement of a change of control, could make an acquisition of our company significantly more expensive to the purchaser. We also have a broad-based change of control severance program, under which employees may be entitled to severance benefits in the event they are terminated without cause (or they terminate their employment for good reason) following a change of control. This program could also increase the cost of acquiring our company.

We enter into certain license agreements that generally prohibit our counterparties to these agreements or their affiliates from taking necessary steps to acquire or merge with us, directly or indirectly throughout the term of these agreements, plus a specified period thereafter. We are also party to certain license agreements that restrict our ability to assign or transfer the rights licensed to us to third parties, including parties with whom we wish to merge, or those attempting to acquire us. These agreements often require that we obtain the prior consent of the counterparties to these agreements if we are contemplating a change of control. If our counterparties to these agreements withhold their consent, related agreements could be terminated and we would lose related license rights. For example, both Lilly and Toray have the right to terminate our license agreements relating to Adcirca and beraprost, respectively, in the event of certain change of control transactions. These restrictive change of control provisions could impede or prevent mergers that could benefit our shareholders.

*Because we do not intend to pay cash dividends, our shareholders must rely on stock appreciation for any return on their investment in us.*

We have never declared or paid cash dividends on our common stock. Furthermore, we do not intend to pay cash dividends in the future. As a result, the return on an investment in our common stock will depend entirely upon the future appreciation in the price of our common stock. There can be no assurances that our common stock will provide a return to investors.

**Item 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

*Issuer Purchases of Equity Securities*

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<b>Period</b>	<b>Total Number of Shares (or Units) Purchased</b>	<b>Average Price Paid Per Share (or Unit) (1)</b>	<b>Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs</b>	<b>Maximum Number (or Approximate Dollar Value) of Shares (or Units) That May Yet Be Purchased Under the Plans or Programs(2)</b>
Beginning repurchase authority				\$ 100,000,000
July 1, 2012 July 31, 2012	70,200	\$ 54.46	70,200	96,176,613
August 1, 2012 August 31, 2012	450,475	54.64	450,475	71,698,887
September 1, 2012 September 30, 2012	267,613	54.68	267,613	57,075,344
<b>Total</b>	<b>788,288</b>	<b>\$ 54.64</b>	<b>788,288</b>	<b>\$ 57,075,344</b>

(1) Average price paid per share calculated at settlement, including commission.

(2) On June 27, 2012, we announced that our Board authorized a repurchase program for up to \$100.0 million of our common stock effective over a one-year period beginning July 31, 2012 as previously disclosed in our Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2012.

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**Item 4. MINE SAFETY DISCLOSURES**

Not applicable.

**Item 6. EXHIBITS**

Exhibits filed as a part of this Form 10-Q are listed on the Exhibit Index, which is incorporated by reference herein.



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**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.

UNITED THERAPEUTICS CORPORATION

November 1, 2012

/s/ MARTINE A. ROTHBLATT

By: Martine A. Rothblatt, Ph.D.  
Title: *Chairman and Chief Executive Officer*

/s/ JOHN M. FERRARI

By: John M. Ferrari  
Title: *Chief Financial Officer and Treasurer*

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**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
3.1	Amended and Restated Certificate of Incorporation of the Registrant, incorporated by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form S-1 (Registration No. 333-76409).
3.2	Certificate of Amendment to Amended and Restated Certificate of Incorporation of the Registrant, incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on June 28, 2010.
3.3	Second Amended and Restated By-laws of the Registrant, incorporated by reference to Exhibit 3.2 to the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2008.
3.4	Form of Certificate of Designation, Preferences and Rights of Series A Junior Participating Preferred Stock, incorporated by reference to Exhibit A to Exhibit 4 to the Registrant's Current Report on Form 8-K, filed December 18, 2000.
4.1	Reference is made to Exhibits 3.1, 3.2, 3.3 and 3.4.
4.2	First Amended and Restated Rights Agreement, incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed on July 3, 2008.
4.3	Indenture, dated as of October 17, 2011, between the Registrant and The Bank of New York Mellon Trust Company, N.A., as trustee (including form of 1.0% Convertible Senior Note due September 15, 2016), incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed October 17, 2011.
10.1	Second Amendment to United Therapeutics Corporation 2011 Share Tracking Awards Plan, effective as of October 30, 2012.
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934
31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934
32.1	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101	The following financial information from our Quarterly Report on Form 10-Q for the quarter ended September 30, 2012, filed with the SEC on November 1, 2012, formatted in Extensible Business Reporting Language (XBRL): (i) the Consolidated Balance Sheets as of September 30, 2012 and December 31, 2011, (ii) the Consolidated Statements of Operations for the three- and nine-month periods ended September 30, 2012 and 2011, (iii) the Consolidated Statements of Comprehensive Income for the three- and nine-month periods ended September 30, 2012 and 2011, (iv) the Consolidated Statements of Cash Flows for the nine-month periods ended September 30, 2012 and 2011, and (v) the Notes to Consolidated Financial Statements.