intersect ENT

2015

Advancing clinically proven therapeutic solutions for patients with chronic sinusitis

Dear Fellow Shareholders,

2015, our first full year as a public company, was a very strong year for Intersect ENT, and we are pleased with our achievements as measured by both commercial results and pipeline advancement. We delivered significant growth, with 2015 revenues of $61.6 million, a 60% increase over 2014 and completed a follow-on offering, bringing our year-end balance of cash, cash equivalents and short-term investments to $124.3 million. We also continued to invest in our future, significantly expanding our commercial team and advancing our product pipeline. As of year-end, we estimate that over 100,000 chronic sinusitis patients have been treated with PROPEL® or PROPEL mini since approval.

We have made considerable progress in helping to assure that physicians understand the benefits their patients can receive through the use of PROPEL. To carry this message forward, we doubled the size of our sales force in 2015, including growing from 52 to 74 territories and adding sales consultants to help drive expanded usage. We estimate that PROPEL is currently used in 1 in 10 sinus surgeries in the U.S. We believe that our commercial infrastructure and strong base of business, coupled with the high level of clinical evidence supporting PROPEL, positions us well for 2016 and beyond.

Our mission is to improve the quality of life for patients with ear, nose and throat conditions, and we are working toward this goal by developing a family of steroid releasing implants to treat chronic sinusitis patients across the continuum of care. These target patient groups include:

- Patients undergoing sinus surgery
- Patients who have not had surgery and may benefit from a less invasive procedure in the office
- Patients who have had sinus surgery but continue to suffer from the symptoms of chronic sinusitis

PROPEL and PROPEL mini are designed to address the needs of patients undergoing sinus surgery, specifically functional endoscopic sinus surgery (FESS). These products have been approved for use in the ethmoid sinuses, and we recently expanded the market for PROPEL mini to patients undergoing frontal sinus surgery, with FDA approval in March of 2016. This approval was supported by positive data from the 80-patient PROGRESS trial, adding to our robust body of clinical evidence demonstrating that steroid releasing implants significantly improve the outcomes of sinus surgery.

We are also developing NOVA*, a bioabsorbable steroid releasing implant designed to treat patients who may benefit from a less invasive procedure in the operating room or office setting. We commenced enrolling patients in the pivotal 80-patient study for NOVA in mid-2015.

Finally, for patients who have had FESS but continue to suffer from chronic sinusitis, we are developing our RESOLVE* bioabsorbable steroid releasing implant to provide an in-office treatment. In 2015, we continued enrollment in our 300-patient Phase III, RESOLVE II study.

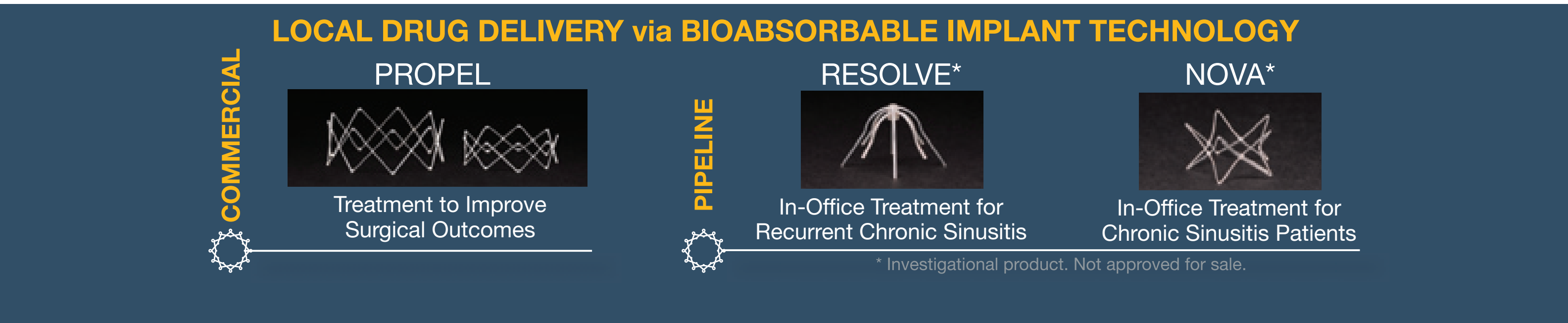
A key priority for us is to ensure patients and physicians have access to our technology. Today's health care environment requires solutions that not only provide real clinical benefit but are cost effective over the continuum of care for patients, especially those with chronic conditions. Intersect ENT is leading the way in our field as it relates to evidence-based innovation in ENT and we are committed to continuing to demonstrate the value of steroid releasing implants with our groundbreaking clinical science.

We would like to thank the ENT physician community for their support of PROPEL and PROPEL mini and for their active involvement in our clinical studies. We have made solid progress expanding our base of business and our platform, and are highly focused on building Intersect ENT to be the leader in innovation in the ENT space.

We appreciate your confidence in our team and our vision, and we look forward to updating you periodically on our results.

With kindest regards,

Lisa Earnhardt
President & CEO



INVITATION TO 2016 ANNUAL MEETING OF STOCKHOLDERS

DATE: Thursday, June 2, 2016

TIME: 10:00 a.m.

PLACE: Intersect ENT, Inc.'s Corporate Headquarters
1555 Adams Drive, Menlo Park, California 94025

April 20, 2016

Dear Stockholders:

Please join me at the Annual Meeting of Stockholders of Intersect ENT, Inc. on June 2, 2016. At the annual meeting, we will ask you to:

(i) elect the Board's nominees Kieran T. Gallahue, Cynthia L. Lucchese, Dana G. Mead, Jr., Frederic H. Moll, M.D., Casey M. Tansey, W. Anthony Vernon and myself as directors of Intersect ENT to serve until the next annual meeting and their successors are duly elected and qualified;

(ii) ratify the selection by the audit committee and the Board of Ernst & Young LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2016;

(iii) provide an advisory vote on Intersect ENT's executive compensation, as described in the Proxy Statement;

(iv) provide an advisory vote on the frequency of future advisory votes on such executive compensation; and

(v) conduct any other business properly brought before the meeting.

Members of the Board of Directors will also be present.

Whether or not you are able to attend the annual meeting in person, it is important that your shares be represented. We have provided in the accompanying proxy statement instructions on how to vote your shares. Please vote as soon as possible.

Sincerely yours,

Lisa D. Earnhardt
President and Chief Executive Officer

INTERSECT ENT, INC.

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON JUNE 2, 2016

To the Stockholders of Intersect ENT, Inc.:

The annual meeting of stockholders of Intersect ENT, Inc. will be held at our corporate headquarters located at 1555 Adams Drive, Menlo Park, California 94025, on Thursday, June 2, 2016, at 10:00 a.m., local time, for the following purposes:

1. To elect the seven nominees for director named in the proxy statement accompanying this notice to serve until the next annual meeting and their successors are duly elected and qualified.

2. To ratify the selection of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2016.

3. To provide an advisory vote on executive compensation, as described in the Proxy Statement accompanying this Notice.

4. To provide an advisory vote on the frequency of future advisory votes on executive compensation.

5. To conduct any other business properly brought before the annual meeting.

These items of business are more fully described in the proxy statement accompanying this notice.

The record date for the annual meeting is April 7, 2016. Only stockholders of record at the close of business on that date may vote at the meeting or any adjournment thereof.

By Order of the Board of Directors,

/s/ David A. Lehman

David A. Lehman
Secretary

Menlo Park, California
April 20, 2016

IMPORTANT

YOU ARE CORDIALLY INVITED TO ATTEND THE MEETING IN PERSON. WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING, PLEASE VOTE OVER THE TELEPHONE OR ON THE INTERNET AS INSTRUCTED IN THESE MATERIALS, OR, IF YOU REQUESTED AND RECEIVED A PRINTED COPY OF THIS PROXY STATEMENT, COMPLETE, DATE, SIGN AND RETURN THE ENCLOSED PROXY CARD USING THE ENCLOSED RETURN ENVELOPE OR VOTE OVER THE TELEPHONE OR ON THE INTERNET AS INSTRUCTED IN THESE MATERIALS, AS PROMPTLY AS POSSIBLE IN ORDER TO ENSURE YOUR REPRESENTATION AT THE MEETING. EVEN IF YOU HAVE VOTED BY PROXY, YOU MAY STILL VOTE IN PERSON IF YOU ATTEND THE MEETING. PLEASE NOTE, HOWEVER, THAT IF YOUR SHARES ARE HELD OF RECORD BY A BROKER, BANK OR OTHER NOMINEE AND YOU WISH TO VOTE AT THE MEETING, YOU MUST OBTAIN A PROXY CARD ISSUED IN YOUR NAME FROM THAT RECORD HOLDER.

THANK YOU FOR ACTING PROMPTLY.

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INTERSECT ENT, INC.

PROXY STATEMENT
FOR ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON JUNE 2, 2016

QUESTIONS AND ANSWERS ABOUT THESE PROXY MATERIALS AND VOTING

Why are these materials being made available to me?

Intersect ENT, Inc. is making these proxy materials available to you because our Board of Directors is soliciting your proxy to vote at our 2016 annual meeting of stockholders to be held on Thursday, June 2, 2016 at 10:00 a.m., local time at our corporate headquarters located at 1555 Adams Drive, Menlo Park, California 94025. Directions to the annual meeting may be found at http://propelopens.com/company/contact-us/. You are invited to attend the annual meeting, and we request that you vote on the proposals described in this proxy statement. You do not need to attend the meeting to vote your shares. Instead, you may simply follow the instructions below to submit your proxy on the Internet or by telephone. Alternatively, if you requested and received a printed copy of these materials by mail, you may also complete, sign and return the accompanying proxy card.

We intend to mail a Notice Regarding the Availability of Proxy Materials (sometimes referred to as the "Notice"), to all stockholders of record entitled to vote at the annual meeting on or about April 20, 2016. The Notice will instruct you as to how you may access and review all of the important information contained in the proxy materials. The Notice will also instruct you as to how you may submit your proxy on the Internet. If you received a Notice by mail and would like to receive a printed copy of our proxy materials, you should follow the instructions for requesting such materials included in the Notice. All stockholders will have the ability to access the proxy materials on the website referred to in the Notice or request to receive a printed set of the proxy materials.

What am I voting on?

There are four matters scheduled for a vote:

- Proposal 1, to elect the seven nominees for director named in Proposal 1;
- Proposal 2, to ratify the selection by the audit committee of the Board of Directors of Ernst & Young LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2016;
- Proposal 3, to provide an advisory vote on executive compensation, as described in this Proxy Statement; and
- Proposal 4, to provide an advisory vote on the frequency of future advisory votes on executive compensation as described in this Proxy Statement.

Who can vote at the annual meeting?

Only stockholders of record at the close of business on April 7, 2016, will be entitled to vote at the annual meeting. On this record date, there were 28,283,233 shares of our common stock outstanding and entitled to vote.

What if another matter is properly brought before the meeting?

The Board of Directors knows of no other matters that will be presented for consideration at the annual meeting. If any other matters are properly brought before the meeting, it is the intention of the persons named in the accompanying proxy to vote on those matters in accordance with their best judgment.

What is the quorum requirement?

A quorum of stockholders is necessary to hold a valid annual meeting. A quorum will be present if at least a majority of the outstanding shares are present at the annual meeting or represented by proxy. At the close of business on the record date for the annual meeting, there were 28,283,233 shares outstanding and entitled to vote. Thus 14,141,617 shares must be present at the annual meeting or represented by proxy to have a quorum.

Your shares will be counted towards the quorum only if you submit a valid proxy or vote at the annual meeting. If there is no quorum, either the chairman of the annual meeting or a majority of the votes present at the meeting or represented by proxy may adjourn the annual meeting to another date.

Am I a stockholder of record?

If at the close of business on April 7, 2016, your shares were registered directly in your name with our transfer agent, Computershare, Inc., then you are a stockholder of record.

What if my Intersect ENT shares are not registered directly in my name but are held in street name?

If at the close of business on April 7, 2016, your shares were held in an account at a brokerage firm, bank or other nominee, then you are the beneficial owner of shares held in "street name" and the Notice is being forwarded to you by that broker, bank or other nominee. The broker, bank or other nominee holding your account is considered the stockholder of record for purposes of voting at the annual meeting. As a beneficial owner, you have the right to direct the broker, bank or other nominee on how to vote the shares in your account.

If your shares are held in "street name" through a broker, certain rules applicable to brokers will affect how your shares are voted in connection with the election of directors. If you do not provide your broker with instructions on how to vote your shares, your broker may not vote your shares except in connection with routine matters. The election of directors, the advisory vote on executive compensation and the advisory vote on frequency of future advisory votes on executive compensation, are not considered to be routine matters and your broker will not be able to vote on the election of directors or these advisory matters without your instructions. Accordingly, if your broker sends a request for instructions on how to vote, you are requested to provide those instructions to your broker so that your vote can be counted. If you do not instruct your broker as to how to vote your shares with respect to the ratification of our independent registered public accounting firm, this is a routine matter and your broker will be able to vote your shares with respect to this matter.

If I am a stockholder of record of Intersect ENT shares, how do I cast my vote?

If you are a stockholder of record, you may vote in person at the annual meeting. We will give you a ballot when you arrive. If you do not wish to vote in person or you will not be attending the annual meeting, you may vote by proxy over the Internet. To vote by proxy on the Internet, go to *www.proxyvote.com* to complete an electronic proxy card. Alternatively, if you request and receive a proxy card, you may complete, sign and return the proxy card using the envelope that will be provided with the proxy card, or you may vote by proxy over the phone by dialing the toll-free number shown on the Notice or proxy card and following the recorded instructions. If you vote by proxy over the phone or the Internet, you will be asked to provide the control number from the Notice. If you vote by proxy, your vote must be received by 11:59 p.m. Eastern Time on June 1, 2016, to be counted.

We provide Internet proxy voting to allow you to vote your shares online, with procedures designed to ensure the authenticity and correctness of your proxy vote instructions. However, please be aware that you must bear any costs associated with your Internet access, such as usage charges from Internet access providers and telephone companies.

If I am a beneficial owner of Intersect ENT shares, how do I vote?

If you are a beneficial owner of shares held in street name, you should have received the Notice from the broker, bank or other nominee that is the record owner of your shares rather than from us. Beneficial owners that received a Notice by mail from the record owner should follow the instructions included in the Notice to view the proxy statement and transmit their voting instructions to the broker, bank or other nominee or to request that a printed copy of these materials be mailed to them. If you are a beneficial owner of shares held in street name and you have requested hard copies of the proxy statement, you should have received the proxy statement and a voting instruction card from the broker, bank or other nominee that is the record owner of your shares, and follow the instructions on the voting instruction card. For a beneficial owner to vote in person at the annual meeting, you must obtain a valid proxy from the record owner. To request the requisite proxy form, follow the instructions provided by your broker, bank or other nominee or contact them.

How many votes do I have?

On each matter to be voted upon, you have one vote for each share of our common stock that you owned as of the close of business on April 7, 2016.

What happens if I do not vote?

Stockholder of Record: Shares Registered in Your Name

If you are a stockholder of record and do not vote by completing your proxy card, by telephone, through the Internet or in person at the annual meeting, your shares will not be voted.

Beneficial Owner: Shares Registered in the Name of Broker or Bank

If on April 7, 2016, your shares were held, not in your name, but in “street name,” only your broker will be able to vote your shares. A “broker non-vote” occurs when a broker or nominee holding shares for a beneficial owner does not vote on a particular “non-routine” proposal, including the election of directors, because the broker or nominee does not have discretionary voting power with respect to that proposal and has not received instructions with respect to that proposal from the beneficial owner (despite voting on at least one other proposal for which it does have discretionary authority or for which it has received instructions). Therefore, if you do not give your broker or nominee specific instructions, your shares will not be voted on with respect to “non-routine” proposals. Proposal 2 constitutes a “routine” management proposal, and thus, if you do not give your broker or nominee specific instructions, your broker or nominee will nevertheless have the authority to vote your shares with respect to this proposal; however, your broker or nominee will not have the authority to vote your shares with respect to Proposals 1, 3 or 4, which are “non-routine” proposals.

How many votes are needed to approve each proposal?

The requisite number of votes to approve the four proposals are as follows:

- For the election of directors, Proposal 1, the seven nominees receiving the most “For” votes from the holders of shares present in person or represented by proxy and entitled to vote on the election of directors will be elected. Only votes “For” will affect the outcome;
- To be approved, Proposal 2, the ratification of the selection of Ernst & Young LLP, must receive a “For” vote from the majority of the shares present in person or by proxy and entitled to vote at the annual meeting. If you “Abstain” from voting, it will have the same effect as an “Against” vote. Broker non-votes will have no effect on the outcome of the vote;
- To be approved, Proposal 3, an advisory vote on executive compensation, must receive a “For” vote from the majority of the shares present in person or by proxy and entitled to vote at the annual meeting.

If you “Abstain” from voting, it will have the same effect as an “Against” vote. Broker non-votes will have no effect on the outcome of the vote; and

- Proposal 4, the advisory vote on the frequency of stockholder advisory votes on executive compensation, the frequency receiving the highest number of “For” votes from the shares present in person or by proxy and entitled to vote at the annual meeting will be considered the frequency preferred by the stockholders. If you “Abstain” from voting, it will have no effect. Broker non-votes will also have no effect.

How are votes counted?

Votes will be counted by the inspector of election appointed for the meeting, who will separately count: for the proposal to elect directors, votes “For,” “Withhold” and broker non-votes; with respect to the proposal regarding frequency of stockholder advisory votes to approve executive compensation, votes for frequencies of one year, two years or three years, abstentions and broker non-votes; and, with respect to other proposals, votes “For” and “Against,” abstentions and, if applicable, broker non-votes.

What if I vote by proxy but do not make specific choices?

If you complete the proxy voting procedures, but do not specify how you want to vote your shares, your shares will be voted “For” Proposal 1, the election of all nominees for director named therein, “For” Proposal 2, the ratification of the selection of Ernst & Young LLP, “For” Proposal 3, an advisory vote approving executive compensation, and with respect to Proposal 4, for a “Every One Year” frequency on future advisory votes on executive compensation. Your proxy will vote your shares using his or her best judgment with respect to any other matters properly presented for a vote at the meeting.

Can I change my vote after submitting my proxy?

Yes. You can revoke your proxy at any time before the final vote at the annual meeting. If you are the record holder of your shares, you may revoke your proxy in any one of the following ways:

- You may send a written notice that you are revoking your proxy to our Secretary (Intersect ENT, Inc., Attn: Investor Relations, 1555 Adams Drive, Menlo Park, California 94025).
- You may submit a properly completed proxy card with a later date.
- You may grant a subsequent proxy by telephone or through the Internet.
- You may attend the annual meeting and vote in person. Simply attending the annual meeting will not, by itself, revoke your proxy. Remember that if you are a beneficial owner of Intersect ENT shares and wish to vote in person at the annual meeting, you must obtain a valid proxy from the organization that is the record owner of your shares (such as your broker).
- If your shares are held by your broker or bank as a nominee or agent, you should follow the instructions provided by your broker or bank.

What does it mean if I receive more than one Notice?

If you received more than one Notice, your shares are registered in more than one name or are registered in different accounts. Please follow the voting instructions included in **each** Notice to ensure that all of your shares are voted.

How can I find out the results of the voting at the annual meeting?

Preliminary voting results will be announced at the annual meeting. In addition, final voting results will be published in a current report on Form 8-K that we expect to file within four business days after the Annual

Meeting. If final voting results are not available to us in time to file a Form 8-K within four business days after the meeting, we intend to file a Form 8-K to publish preliminary results and, within four business days after the final results are known to us, file an additional Form 8-K to publish the final results.

When are stockholder proposals due for the next annual meeting?

To be considered for inclusion in the proxy materials for our 2017 annual meeting, your proposal must be submitted in writing to our Secretary (Intersect ENT, Inc., Attn: Investor Relations, 1555 Adams Drive, Menlo Park, California 94025) by December 21, 2016; provided, however, that, in the event that the date of the annual meeting is advanced more than thirty (30) days prior to or delayed by more than thirty (30) days after the first anniversary of the preceding year's annual meeting, for your notice to be timely, it must be so received by the Secretary a reasonable time before we begin to print and mail the proxy statement. Stockholders wishing to submit proposals or director nominations that are not to be included in our proxy materials for our 2017 annual meeting must do so no earlier than the close of business on February 2, 2017, and no later than the close of business on March 4, 2017; provided, however, that, in the event that the date of the annual meeting is advanced more than thirty (30) days prior to or delayed by more than thirty (30) days after the first anniversary of the preceding year's annual meeting, for your notice to be timely, it must be so received by the Secretary not earlier than the close of business on the one hundred twentieth (120th) day prior to such annual meeting and not later than the close of business on the later of the ninetieth (90th) day prior to such annual meeting or the tenth (10th) day following the day on which public announcement of the date of such meeting is first made.

You are advised to review our Bylaws, which contain additional requirements about advance notice of stockholder proposals and director nominations.

Who is paying for this proxy solicitation?

We will pay for the entire cost of soliciting proxies. In addition to these mailed proxy materials, our directors and employees may also solicit proxies in person, by telephone, or by other means of communication. Directors and employees will not be paid any additional compensation for soliciting proxies. We may also reimburse brokerage firms, banks and other agents for the cost of forwarding proxy materials to beneficial owners.

Whom should I contact if I have additional questions or would like additional copies of the proxy materials?

If you would like additional copies of this proxy statement (which copies will be provided to you without charge) or if you have questions, including the procedures for voting your shares, you should contact:

Intersect ENT, Inc.
Attn: Investor Relations
1555 Adams Drive
Menlo Park, CA 94025

PROPOSAL 1

ELECTION OF DIRECTORS

Our Board of Directors currently consists of seven directors: Kieran T. Gallahue, Lisa D. Earnhardt, Cynthia L. Lucchese, Dana G. Mead, Jr., Frederic H. Moll, M.D., Casey M. Tansey and W. Anthony Vernon.

The nominees proposed for election as directors are listed below. Directors elected at the annual meeting will hold office until the next annual meeting and until his or her successor is elected, or if until the director's death, resignation or removal.

Each individual nominated for election has agreed to serve if elected. We have no reason to believe that any nominee will be unable to serve if elected.

The Board of Directors does not have a formal policy regarding the attendance of directors at meetings of stockholders, but it encourages directors to attend each meeting of stockholders.

The following table sets forth the names and certain other information for the nominees for election as a director as of the date of this proxy statement. The following key biographical information for each of these individuals was provided by the nominees:

Name	Age	Position(s)
Kieran T. Gallahue (1)	52	Lead Director
Lisa D. Earnhardt	46	President, Chief Executive Officer and Director
Cynthia L. Lucchese (1)(3)	55	Director
Dana G. Mead, Jr. (1)(2)	57	Director
Frederic H. Moll, M.D. (3)	64	Director
Casey M. Tansey (2)	58	Director
W. Anthony Vernon (2)(3)	60	Director

(1) Member of the audit committee.
(2) Member of the compensation committee.
(3) Member of the nominating and corporate governance committee.

Nominees

Kieran T. Gallahue has served as our Lead Director and a member of our Board of Directors since April 2015. Mr. Gallahue served as Chairman and Chief Executive Officer of CareFusion Corporation, a global healthcare company from February 2011 until its sale in March 2015. From January 2008 through January 2011, Mr. Gallahue served as Chief Executive Officer and as a Director of ResMed Inc., a medical device company. Since February 2015, Mr. Gallahue has also served as a member of the Board of Directors of Edwards Lifesciences Corporation, a cardiovascular device company. We believe Mr. Gallahue's extensive executive management experience at medical device companies, including his most recent position as Chief Executive Officer of CareFusion, as well as leadership experience enable him to make valuable contributions to our Board of Directors.

Lisa D. Earnhardt has served as our President and Chief Executive Officer and as a member of our Board of Directors since March 2008. Ms. Earnhardt also has served on the Board of Directors of Nevro Corp. since June 2015, and Kensey Nash Corporation from September 2011 until June 2012, both medical device companies. We believe Ms. Earnhardt's experience in the industry, her role as our President and Chief Executive Officer and her knowledge of our company enable her to make valuable contributions to our Board of Directors.

Cynthia L. Lucchese has served as a member of our Board of Directors since July 2014. Since November 2014, Ms. Lucchese has been the Chief Administrative Officer and Chief Financial Officer of Hulman & Company, a diversified company primarily focused on sports, production and food manufacturing. From February 2008 to March 2014, Ms. Lucchese served as Senior Vice President and Chief Financial Officer of Hillenbrand, Inc., a manufacturing company. Ms. Lucchese served as Senior Vice President and Chief Financial Officer of Thoratec Corporation from 2005 to 2007, and in various senior financial roles for Guidant Corporation from 1995 to 2005. Since May 2015, Ms. Lucchese has served as a member of the Board of Directors of Hanger, Inc., a provider of orthotic and prosthetic services and products. From August 2009 to October 2012, Ms. Lucchese served as a member of the Board of Directors of Brightpoint Inc., a logistical services company. We believe Ms. Lucchese's extensive experience in the medical device industry and experience as a chief financial officer and other senior financial roles, enable her to make valuable contributions to our Board of Directors.

Dana G. Mead, Jr. has served as a member of our Board of Directors since June 2007. Mr. Mead is a Strategic Advisor to Kleiner Perkins Caufield & Byers, having joined the firm in May 2005. Mr. Mead was at Guidant Corporation from 1992 to 2005, most recently as President, Guidant Vascular Intervention. Mr. Mead has served as a member of the Board of Directors of Teladoc, Inc., a telehealth platform company, since August 2011. We believe Mr. Mead's experience with medical device companies and role in the venture capital industry enable him to make valuable contributions to our Board of Directors.

Frederic H. Moll, M.D. has served as a member of our Board of Directors since March 2006. Dr. Moll has been Chairman and Chief Executive Officer of Auris Surgical Robotics, Inc. since August 2012 and June 2011, respectively. Dr. Moll has served on the Board of Directors of Biolase, Inc., a dental laser company, since June 2013, and on the Board of Directors of Hansen Medical, Inc., or Hansen, a surgical robotics company, from September 2002 until December 2011. Dr. Moll also served as Executive Chairman of the Board of Hansen from June 2010 until December 2011, as Chief Executive Officer from September 2002 until June 2010, and President from March 2009 until June 2010. Dr. Moll was a director of MAKO Surgical Corp. until its acquisition in December 2013. We believe Dr. Moll's experience as a physician, chief executive officer of medical technology companies and his knowledge of our company enable him to make valuable contributions to our Board of Directors.

Casey M. Tansey has served as a member of our Board of Directors since March 2006. Mr. Tansey has served as a General Partner of U.S. Venture Partners since April 2005. Mr. Tansey served as President and Chief Executive Officer of Epicor Medical, Inc. from 2001 to 2004. We believe Mr. Tansey's experience in the industry and his knowledge of our company enables him to make valuable contributions to our Board of Directors.

W. Anthony Vernon has served as a member of our Board of Directors since April 2015. From October 2012 to December 2014, he served as Chief Executive Officer of Kraft Foods Group, Inc., a food company, and he previously served as Executive Vice President and President at Kraft Foods of North America since 2009, where he led its $24 billion business in the United States and Canada. From 2006 to 2009, Mr. Vernon was the Healthcare Industry Partner at Ripplewood Holdings, Inc., a private equity firm. Mr. Vernon had previously led a number of Johnson & Johnson's largest franchises during a 24-year career at Johnson & Johnson, a company engaged in the research and development, manufacture and sale of products in the health care field. Most recently, from 2004 until 2005, Mr. Vernon was employed as Company Group Chairman of Depuy Inc., an orthopedics company which is a subsidiary of Johnson & Johnson, and from 2001 until 2004, he served as President and Chief Executive Officer of Centocor, Inc., a biomedicines company which is a division of Johnson & Johnson. Mr. Vernon has been a member of the Board of Directors of NovoCure Ltd., a medical device company, since 2006, of Medivation, Inc., a biopharmaceutical company, since 2006, of WhiteWave Foods Company, a packaged food and beverage company, since January 2016 and was member of the Board of Directors of Kraft Foods Group, Inc. from September 2009 until May 2015. We believe Mr. Vernon's executive management, commercialization, business development and financial experience at a large, multinational pharmaceutical company enables him to make valuable contributions to our Board of Directors.

Board Independence

Under the listing requirements and rules of The NASDAQ Global Market, independent directors, as affirmatively determined by our Board of Directors, must compose a majority of our Board of Directors. Under the rules of The NASDAQ Global Market, a director will only qualify as an "independent director" if, in the opinion of that company's Board of Directors, that person does not have a relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. Our Board of Directors consults with the company's counsel to ensure that our Board of Directors' determinations are consistent with relevant securities and other laws and regulations regarding the definition of "independent," including those set forth in pertinent listing standards of The NASDAQ Global Market, as in effect from time to time.

In addition, the rules of The NASDAQ Global Market require that each member of a listed company's audit, compensation and nominating and corporate governance committee be independent. Audit committee members must also satisfy the independence criteria set forth in Rule 10A-3 under the Securities Exchange Act of 1934, as amended, or the Exchange Act. To be considered independent for purposes of Rule 10A-3, a member of an audit committee of a listed company may not, other than in his or her capacity as a member of our audit committee, our Board of Directors, or any other Board committee: (1) accept, directly or indirectly, any consulting, advisory, or other compensatory fee from the listed company or any of its subsidiaries; or (2) be an affiliated person of the listed company or any of its subsidiaries.

Our Board of Directors has undertaken a review of its composition, the composition of its committees, and the independence of each director. Based upon information requested from and provided by each director concerning his or her background, employment, and affiliations, including family relationships, our Board of Directors has determined that all of our Board of Directors except Ms. Earnhardt do not have a relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director and that each of these directors is "independent" as that term is defined under the applicable rules and regulations of the Securities and Exchange Commission, or SEC, and the listing requirements and rules of The NASDAQ Global Market. In making this determination, our Board of Directors considered the current and prior relationships that each non-employee director has with our company and all other facts and circumstances our Board of Directors deemed relevant in determining their independence, including the beneficial ownership of our capital stock by each non-employee director. Our Board of Directors also determined that each member of our audit committee satisfies the independence standards for the audit committee established by applicable SEC rules, the listing standards of The NASDAQ Global Market and Rule 10A-3 of the Exchange Act. Our Board of Directors also determined that each member of our compensation committee are "outside directors" as that term is defined in Section 162(m) of the Internal Revenue Code of 1986, as amended, or Section 162(m). Our Board of Directors also determined that each member of the nominating and corporate governance committee is independent within the meaning of the applicable NASDAQ listing standards, is a non-employee director and is free from any relationship that would interfere with the exercise of his or her independent judgment.

Required Vote and Board Recommendation

Directors are elected by a plurality of the votes of the holders of shares present in person or represented by proxy and entitled to vote for the election of directors. Accordingly, the seven nominees receiving the highest number of "For" votes will be elected. Shares represented by executed proxies will be voted, if authority to do so is not withheld, for the election of the seven nominees named above. If any nominee becomes unavailable for election as a result of an unexpected occurrence, shares that would have been voted for that nominee will instead will be voted for the election of a substitute nominee proposed by us. Each person nominated for election has agreed to serve if elected. Our management has no reason to believe that any nominee will be unable to serve.

THE BOARD OF DIRECTORS
RECOMMENDS A VOTE "FOR" EACH NAMED NOMINEE.

CORPORATE GOVERNANCE

We have a set of basic beliefs to guide our actions, including the belief that business should be conducted with the highest standards of ethical behavior. This belief governs our interaction with our customers, suppliers, employees and investors. We are committed to continuously improve our governance process to meet and exceed all regulatory requirements.

Board Composition

The primary responsibilities of our Board of Directors are to provide oversight, strategic guidance, counseling and direction to our management. Our Board of Directors meets on a regular basis and additionally as required. Our Board of Directors currently consists of seven directors. The members of our Board of Directors were elected in compliance with the provisions of our amended and restated certificate of incorporation. Each director serves until the next annual meeting. At each annual meeting of stockholders, directors will be elected to serve from the time of election and qualification until the next annual meeting following election. Our amended and restated certificate of incorporation provides that the authorized number of directors may be changed only by resolution of the Board of Directors.

Board Leadership Structure

Intersect ENT does not have a chairman of the board, and our Board determined that it was appropriate to have a lead independent director and, effective April 8, 2015, the Board appointed Mr. Gallahue as its Lead Independent Director. As Lead Independent Director, Mr. Gallahue: presides at all Board meetings, including executive sessions of the Board's independent directors; acts as a liaison to stockholders who request direct communication with the Board; consults with our Chief Executive Officer in setting the agenda for Board meetings and on matters relating to corporate governance and Board performance; and performs such other duties as the Board may delegate to him from time to time.

Annual Performance Evaluations

Our Corporate Governance Guidelines provide that the Nominating and Governance Committee shall conduct periodic evaluations of the Board to determine, among other matters, whether the Board and the Committees are functioning effectively. The Audit Committee, Compensation Committee and Nominating and Governance Committee are also required to each conduct an annual self-evaluation. The Nominating and Governance Committee is responsible for overseeing this self-evaluation process. The Board, Audit Committee, Compensation Committee and Nominating and Governance Committee each conducted an annual self-evaluation process during 2015.

Role of the Board in Risk Oversight

Our Board of Directors, in exercising its overall responsibility to oversee the management of our business, considers risks when reviewing our strategic plan, financial results, merger and acquisition related activities, legal and regulatory matters and our public filings with the SEC. The Board is also engaged in our Enterprise Risk Management, or ERM, program and has received briefings on the outcomes of our ERM program and the steps we are taking to mitigate risks identified through the ERM program.

The Board's oversight of risk management includes full and open communications with management to review the adequacy and functionality of our risk management processes. In addition, the Board uses its committees to assist in its risk oversight responsibility as follows:

- The Audit Committee assists the Board in its oversight of the integrity of our financial reporting and compliance with applicable legal and regulatory requirements. It oversees our internal controls and compliance activities except as related to healthcare compliance. The Committee discusses our major financial risk exposures and certain contingent liabilities and the steps we have undertaken to monitor and control such exposures. It also meets privately with representatives from the our independent registered public accounting firm;

- The Compensation Committee assists the Board in its oversight of risk relating to our assessment of our compensation policies and practices; and
- The Nominating and Corporate Governance Committee assists the Board in its oversight of compliance related to healthcare compliance rules and regulations. The Committee periodically discusses policies with respect to risk assessment and risk management, including appropriate guidelines and policies to govern the process.

Code of Business Conduct and Ethics

We have adopted a code of business conduct and ethics that applies to all of our employees, officers and directors, including those officers responsible for financial reporting. The code of business conduct and ethics is available on our website at *www.intersectent.com*. We intend to disclose any amendments to the code, or any waivers of its requirements, on our website to the extent required by the applicable rules and exchange requirements. The inclusion of our website address in this proxy statement does not incorporate by reference the information on or accessible through our website into this proxy statement.

The Board of Directors documented the governance practices followed by the company by adopting the Corporate Governance Guidelines to assure that the Board will have the necessary authority and practices in place to review and evaluate the company's business operations as needed and to make decisions that are independent of the company's management. The guidelines are also intended to align the interests of directors and management with those of the company's stockholders. The Corporate Governance Guidelines set forth the practices the Board intends to follow with respect to Board composition and selection, Board meetings and involvement of senior management, Chief Executive Officer's performance evaluation and succession planning, and Board and committees compensation. The Corporate Governance Guidelines, as well as the charters for each committee of the Board, may be viewed at *www.intersectent.com*.

BOARD COMMITTEES AND MEETINGS

Our Board of Directors has established an audit committee, a compensation committee and a nominating and corporate governance committee. Our Board of Directors may establish other committees to facilitate the management of our business. The composition and functions of each committee are described below. Members serve on these committees until their resignation or until otherwise determined by our Board of Directors.

During the fiscal year ended December 31, 2015, our Board of Directors held 10 meetings. Our audit committee met nine times, our compensation committee met eight times, and the nominating and corporate governance committee met six times during 2015. Each of our directors attended at least 75% of the aggregate of the total number of meetings of the Board of Directors and the total number of meetings held by all committees of the Board on which such member served.

Audit Committee

Our audit committee consists of Cynthia L. Lucchese, Kieran T. Gallahue and Dana G. Mead. The Chair of our audit committee is Ms. Lucchese, who our Board of Directors has determined is an "audit committee financial expert" as that term is defined under the SEC rules implementing Section 407 of the Sarbanes-Oxley Act of 2002, and possesses financial sophistication, as defined under the listing standards of The NASDAQ Global Market. Our Board of Directors has also determined that each member of our audit committee can read and understand fundamental financial statements in accordance with applicable requirements. In arriving at these determinations, the Board of Directors has examined each audit committee member's scope of experience and the nature of their experience in the corporate finance sector. Our Board of Directors has adopted a written audit committee charter that is available to stockholders on our website at *www.intersectent.com*.

The primary purpose of the audit committee is to discharge the responsibilities of our Board of Directors with respect to our accounting, financial and other reporting and internal control practices and to oversee our independent registered public accounting firm. Specific responsibilities of our audit committee include:

- selecting a qualified firm to serve as the independent registered public accounting firm to audit our financial statements;
- helping to ensure the independence and performance of the independent registered public accounting firm;
- discussing the scope and results of the audit with the independent registered public accounting firm and reviewing, with management and the independent accountants, our interim and year-end operating results;
- developing procedures for employees to submit concerns anonymously about questionable accounting or audit matters;
- reviewing our financial statements and critical accounting policies and estimates;
- reviewing the adequacy and effectiveness of our internal controls;
- reviewing our policies on risk assessment and risk management;
- reviewing related-party transactions;
- obtaining and reviewing a report by the independent registered public accounting firm, at least annually, that describes our internal quality-control procedures, any material issues with such procedures and any steps taken to deal with such issues when required by applicable law; and
- approving (or, as permitted, pre-approving) all audit and all permissible non-audit services, other than de minimis non-audit services, to be performed by the independent registered public accounting firm.

Report of the Audit Committee of the Board of Directors

The audit committee has reviewed and discussed the audited financial statements for the fiscal year ended December 31, 2015, with management of our company. The audit committee has discussed with the independent registered public accounting firm the matters required to be discussed by Auditing Standard No. 16, *Communications with audit committees,* as adopted by the Public Company Accounting Oversight Board (the "PCAOB"). The audit committee has also received the written disclosures and the letter from the independent registered public accounting firm required by applicable requirements of the PCAOB regarding the independent accountants' communications with the audit committee concerning independence, and has discussed with the independent registered public accounting firm the accounting firm's independence. Based on the foregoing, the audit committee has recommended to the Board of Directors that the audited financial statements be included in the company's Annual Report on Form 10-K for the fiscal year ended December 31, 2015.

Ms. Cynthia L. Lucchese (Chair)
Mr. Kieran T. Gallahue
Mr. Dana G. Mead Jr.

Compensation Committee

Our compensation committee consists of Dana G. Mead, Jr., Casey M. Tansey and W. Anthony Vernon. The Chair of our compensation committee is Mr. Mead. All members of our compensation committee are independent, as independence is currently defined in NASDAQ listing standards. Our Board of Directors has adopted a written compensation committee charter that is available to stockholders on our website at *www.intersectent.com*.

The primary purpose of our compensation committee is to discharge the responsibilities of our Board of Directors to oversee our compensation policies, plans and programs and to review and determine the compensation to be paid to our executive officers, directors and other senior management, as appropriate. Specific responsibilities of our compensation committee include:

- reviewing and approving, or recommending that our Board of Directors approve, the compensation of our executive officers;
- reviewing and recommending to our Board of Directors the compensation of our directors;
- administering our stock and equity incentive plans;
- selecting independent compensation consultants and assessing whether there are any conflicts of interest with any of the committee's compensation advisers;
- reviewing management succession plans;
- reviewing and approving, or recommending that our Board of Directors approve, incentive compensation and equity plans, severance agreements, change-in-control protections and any other compensatory or terms of compensatory arrangements for our executive officers and other senior management, as appropriate; and
- reviewing and establishing general policies relating to compensation and benefits of our employees and reviewing our overall compensation philosophy.

Compensation Committee Processes and Procedures

Typically, the compensation committee meets at least four times annually and with greater frequency if necessary. The agenda for each meeting is usually developed by the Chair of the compensation committee**.** The compensation committee meets regularly in executive session. However, from time to time, various members of management and other employees as well as outside advisors or consultants may be invited by the compensation committee to make presentations, to provide financial or other background information or advice or to otherwise participate in compensation committee meetings. The Chief Executive Officer may not participate in, or be present during, any deliberations or determinations of the compensation committee regarding her compensation or individual performance objectives. The charter of the compensation committee grants the compensation committee full access to all our books, records, facilities and personnel.

In addition, under the charter, the compensation committee has the authority to obtain, at the expense of Intersect ENT, advice and assistance from compensation consultants and internal and external legal, accounting or other advisors and other external resources that the compensation committee considers necessary or appropriate in the performance of its duties. The compensation committee takes into consideration factors prescribed by the SEC and NASDAQ that bear upon the adviser's independence; however, there is no requirement that any adviser be independent. The compensation committee has direct responsibility for the oversight of the work of such consultants or advisers.

During the past year, the compensation committee engaged Radford, an Aon Hewitt Consulting Company, as a compensation consultant. The compensation committee requested that Radford:

- evaluate the efficacy of our existing compensation strategy and practices in supporting and reinforcing our long-term strategic goals;
- assist in refining our compensation strategy and in developing and implementing an executive compensation program to execute that strategy; and
- assist in developing our non-employee director compensation plan.

In addition, as part of its engagement, Radford was requested by the compensation committee to develop a comparative group of companies and to perform analyses of competitive performance and compensation levels for that group. Although our Board and compensation committee consider the advice and recommendations of such independent compensation consultants as to our executive and non-employee director compensation program, the Board and compensation committee ultimately make their own decisions regarding these matters.

Nominating and Corporate Governance Committee

Our nominating and corporate governance committee consists of W. Anthony Vernon, Cynthia L. Lucchese and Frederic H. Moll. The Chair of our nominating and corporate governance committee is Mr. Vernon. Our Board of Directors has adopted a written nominating and corporate governance committee charter that is available to stockholders on our website at *www.intersectent.com*. Specific responsibilities of our nominating and corporate governance committee include:

- identifying, evaluating and selecting, or recommending that our Board of Directors approve, nominees for election to our Board of Directors;
- evaluating the performance of our Board of Directors and of individual directors;
- considering and making recommendations to our Board of Directors regarding the composition of the committees of the Board of Directors;
- reviewing developments in corporate governance practices;
- evaluating the adequacy of our corporate governance practices and reporting;
- developing and making recommendations to our Board of Directors regarding corporate governance guidelines and matters; and
- overseeing an annual evaluation of the Board of Directors' performance.

The nominating and corporate governance committee believes that candidates for director should have certain minimum qualifications, including the ability to read and understand basic financial statements, being over 21 years of age and having the highest personal integrity and ethics. The nominating and corporate governance committee also intends to consider such factors as possessing relevant expertise upon which to be able to offer advice and guidance to management, having sufficient time to devote to the affairs of the company, demonstrated excellence in his or her field, having the ability to exercise sound business judgment and having the commitment to rigorously represent the long-term interests of the company's stockholders. However, the nominating and corporate governance committee retains the right to modify these qualifications from time to time. Candidates for director nominees are reviewed in the context of the current composition of the Board, the operating requirements of the company and the long-term interests of stockholders. In conducting this assessment, the nominating and corporate governance committee typically considers diversity, skills and such other factors as it deems appropriate, given the current needs of the Board and the company, to maintain a balance of knowledge, experience and capability.

In the case of incumbent directors whose terms of office are set to expire, the nominating and corporate governance committee reviews these directors' overall service to the company during their terms, including the number of meetings attended, level of participation, quality of performance and any other relationships and transactions that might impair the directors' independence. The committee also takes into account the results of the Board's self-evaluation, conducted annually on a group and individual basis. In the case of new director candidates, the nominating and corporate governance committee also determines whether the nominee is independent for NASDAQ purposes, which determination is based upon applicable NASDAQ listing standards, applicable SEC rules and regulations and the advice of counsel, if necessary. The nominating and corporate governance committee then uses its network of contacts to compile a list of potential candidates, but may also engage, if it deems appropriate, a professional search firm. The nominating and corporate governance committee conducts any appropriate and necessary inquiries into the backgrounds and qualifications of possible candidates after considering the function and needs of the Board. The nominating and corporate governance committee meets to discuss and consider the candidates' qualifications and then selects a nominee for recommendation to the Board by majority vote.

Nomination Process

Our nominating and corporate governance committee is responsible for identifying, recruiting, evaluating and recommending to our Board of Directors nominees for membership on the Board of Directors and committees of our Board of Directors. The goal of this process is to maintain and further develop a highly qualified Board of Directors consisting of members with experience and expertise in areas of importance to our company. Candidates may come to our attention through current members of our Board of Directors, professional search firms, stockholders or other persons.

The nominating and corporate governance committee recommends to the Board of Directors for selection all nominees to be proposed by the Board of Directors for election by the stockholders, including approval or recommendation of a slate of director nominees to be proposed by our Board of Directors for election at each annual or special meeting of stockholders, and recommends all director nominees to be appointed by our Board of Directors to fill director vacancies. Our Board of Directors is responsible for nominating members for election to the Board of Directors and for filling vacancies on the Board of Directors that may occur between annual meetings of stockholders.

Evaluation of Director Candidates

In its evaluation of director candidates, the nominating and corporate governance committee will consider a candidate's skills, characteristics and experience taking into account a variety of factors, including the candidate's:

- understanding of our business, industry and technology;
- history with our company;
- personal and professional integrity;
- general understanding of marketing, finance and other disciplines relevant to the success of a publicly traded company;
- ability and willingness to devote the time and effort necessary to be an effective director;
- commitment to acting in the best interest of our company and its stockholders; and
- educational and professional background.

The nominating and corporate governance committee will also consider the current size and composition of the Board of Directors, the needs of the Board of Directors, its committees, and the potential independence of director candidates under relevant NASDAQ and SEC rules.

Although the Board of Directors does not maintain a specific policy with respect to board diversity, the nominating and corporate governance committee considers each candidate in the context of the membership of the Board as a whole, with the objective of including an appropriate mix of viewpoints and experience among members of the Board reflecting differences in professional background, education, skill and other individual qualities and attributes. In making determinations regarding nominations of directors, the nominating and corporate governance committee may take into account the benefits of diverse viewpoints to the extent it deems appropriate.

Stockholder Recommendations for Nomination to the Board of Directors

The nominating and corporate governance committee will consider properly-submitted stockholder recommendations for candidates for our Board. The nominating and corporate governance committee does not intend to alter the manner in which it evaluates candidates, including the criteria described above, based on whether or not the candidate was recommended by a stockholder.

Any stockholder recommendations proposed for consideration by the nominating and corporate governance committee should be in writing and delivered to Intersect ENT, Inc., Attn: Investor Relations, 1555 Adams Drive, Menlo Park, CA 94025. Submissions must include the following information:

- full name and address of the proposed nominee;
- the number and class of our shares beneficially owned, directly or indirectly, by the proposed nominee;
- all information regarding the proposed nominee required to be disclosed in a proxy statement pursuant to Section 14(a) of the Exchange Act and the rules and regulations promulgated thereunder;
- the consent of the nominee to be named in the proxy statement and consent to serve as a director if elected; and
- a description of all material relationships, including (i) compensation and other material monetary agreements, arrangements and understandings during the past three years, between the proposed nominee and the stockholder making the proposal and (ii) any relationship between the proposing stockholder and the proposed nominee that would be required to be disclosed under the SEC's related party transactions disclosure rules if the proposing stockholder were a "registrant" under those rules.

In addition, any stockholder wishing to recommend a nominee to our Board of Directors must provide a questionnaire regarding the proposed nominee, information regarding any arrangement or agreement with respect to such nominee's voting while a member of our Board of Directors and information regarding equity ownership of the company (including derivative ownership) by the proposing stockholder and the proposed nominee.

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

As noted above, our compensation committee consists of Mr. Mead, Mr. Tansey and Mr. Vernon. None of the members of our compensation committee has at any time during the past three years been one of our officers or employees. None of our executive officers currently serves or in the prior three years has served as a member of the Board of Directors or compensation committee of any entity that has one or more executive officers serving on our Board of Directors or compensation committee.

STOCKHOLDER COMMUNICATIONS WITH THE BOARD OF DIRECTORS

Stockholders wishing to communicate with our Board of Directors may send a written communication addressed to the Secretary at our principal executive offices. The Secretary will promptly forward the communication to the Board or member to whom it is addressed, as appropriate, unless it is unduly hostile, threatening, illegal or similarly unsuitable. Historically, we have not provided a formal process related to stockholder communications with the Board. Nevertheless, every effort has been made to ensure that the views of stockholders are heard by the Board or individual directors, as applicable, and that appropriate responses are provided to stockholders in a timely manner. The company believes its responsiveness to stockholder communications to the Board has been excellent.

COMPENSATION OF NON-EMPLOYEE BOARD MEMBERS

Our non-employee directors receive an annual retainer of $35,000 and our lead director receives an additional annual retainer of $25,000. In addition, all non-employee directors who serve on one or more committees receive the following annual committee fees:

Committee	Chair	Member
Audit	$20,000	$10,000
Compensation	15,000	7,500
Nominating and Corporate Governance	10,000	5,000

Other than the annual retainers and committee fees described above, non-employee directors are not entitled to receive any cash fees in connection with their service on our Board. Each non-employee director will be granted an annual stock option for 12,500 shares at each annual stockholders' meeting, provided the non-employee director has served since March 1st of the year the annual meeting is held and continues to serve. The annual stock options have an exercise price equal to the fair market value of our common stock on the date of grant and will vest monthly over one year from the date of grant. New non-employee directors will receive an initial stock option grant for 25,000 shares of common stock. The initial grant will have an exercise price equal to the fair market value of our common stock on the date of grant and will vest 25% in one year and monthly thereafter over the next three years provided the non-employee director continues to serve. Prior to the beginning of each year, each non-employee director may elect to receive their annual retainer for the following year in the form of a stock option that will vest quarterly over one year from the date of grant. The option will be granted at the first Board meeting of the year with an exercise price equal to the fair market value of our common stock on the date of grant and the number of shares will be determined by the Board.

We have a policy of reimbursing our directors for their reasonable out-of-pocket expenses in connection with attending Board of Directors and committee meetings.

Non-Employee Director Compensation

The following table sets forth information concerning the compensation earned by our non-employee directors during the fiscal year ended December 31, 2015:

Name	Fees Earned or Paid in Cash (3)	Options Granted (5)	Total
Kieran T. Gallahue (1)	$51,154	$280,640 (6)	$331,794
Casper L. de Clercq (2)	17,596 (4)	—	17,596
Cynthia L. Lucchese	60,000	143,318 (7)	203,318
Dana G. Mead, Jr.	57,308	143,318 (7)	200,626
Frederic H. Moll, M.D.	42,692	143,318 (7)	186,010
Casey M. Tansey	42,500	143,318 (7)	185,818
W. Anthony Vernon (1)	36,023	280,640 (6)	316,663

(1) Appointed as a member of our Board of Directors in April 2015.
(2) Mr. De Clercq resigned from our Board of Directors effective June 2015.
(3) Amounts are prorated for the periods of service.
(4) Fees were made payable to Mr. de Clercq's firm, NVP Associates, LLC.
(5) The amounts in this column reflect the aggregate grant date fair value of each option award granted during the fiscal year, computed in accordance with FASB ASC Topic 718. The valuation assumptions used in determining such amounts are described in Note 7 to our financial statements included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2015.
(6) Represents an option to purchase 25,000 shares of our common stock that was granted to such director on April 8, 2015 under our 2014 Equity Incentive Plan.
(7) Represents an option to purchase 12,500 shares of our common stock that was granted to such director on June 4, 2015 under our 2014 Equity Incentive Plan.

PROPOSAL 2

RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The audit committee of the Board of Directors has selected Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2016, and has further directed us to submit the selection of this firm for ratification by the stockholders at the annual meeting. Ernst & Young LLP has audited our financial statements since our fiscal year ended December 31, 2003. Representatives of Ernst & Young LLP are expected to be present at the annual meeting. They will have an opportunity to make a statement if they so desire and will be available to respond to appropriate questions.

Neither our Bylaws nor other governing documents or law require stockholder ratification of the selection of Ernst & Young LLP as our independent registered public accounting firm. However, the audit committee is submitting the selection of Ernst & Young LLP to the stockholders for ratification as a matter of good corporate practice. If the stockholders fail to ratify the selection, the audit committee will reconsider whether or not to retain that firm. Even if the selection is ratified, the audit committee in its discretion may direct the appointment of a different independent registered public accounting firm at any time during the year if it determines that such a change would be in our best interests and the best interests of our stockholders.

PRINCIPAL ACCOUNTANT FEES AND SERVICES

The following tables set forth the aggregate fees for professional services rendered by our principal accountants, Ernst & Young LLP (in thousands):

	Fiscal Years Ended December 31,	
Fees	**2015**	**2014**
Audit (1)	$1,226	$1,537
Audit-Related	—	—
Tax	—	—
All Other (2)	2	—
	$1,228	$1,537

(1) The Audit fees consist of professional services in connection with the audit of our annual financial statements, including review of our quarterly financial statements presented in our Quarterly Reports on Form 10-Q and review of audited financial statements presented in our Annual Report on Form 10-K, irrespective of the period in which the related services were rendered or billed. This category also includes technical advice on various accounting matters related to the financial statements. Fees also consisted of professional services rendered in connection with our Form S-1 and Form S-8 registration statements related to our public offerings of common stock completed in June 2015 and July 2014, including delivery of comfort letters, consents and review of documents filed with the SEC.

(2) The All Other fees consist of a subscription to Ernst & Young Online, a proprietary knowledge management and research system.

All fees described above were pre-approved by the audit committee.

Pre-Approval Policies and Procedures

Our audit committee has adopted a policy and procedures for the pre-approval of all audit and non-audit services to be rendered by our independent registered public accounting firm, Ernst & Young LLP. During the fiscal years ended 2015 and 2014, the audit committee pre-approved all audit and non-audit services performed by Ernst & Young LLP. Under the policy, the audit committee generally pre-approves specified services in defined categories up to specified amounts. Pre-approval may also be given as part of the audit committee's approval of the scope of the engagement of our independent registered public accounting firm or on a case-by-case basis for specific tasks before an engagement.

The audit committee has determined that the rendering of services other than audit services by Ernst & Young LLP is compatible with maintaining the principal accountant's independence.

Required Vote and Audit Committee and Board Recommendation

Approval of Proposal 2 requires the affirmative vote of a majority of the shares present or represented by proxy and entitled to vote at the annual meeting. Abstentions will be counted toward the tabulation of votes cast on the proposal and will have the same effect as "Against" votes. Broker non-votes will have no effect on the outcome of the vote.

THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS AND THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" PROPOSAL 2.

PROPOSAL 3

ADVISORY VOTE ON EXECUTIVE COMPENSATION

Under the Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”), Intersect ENT’s stockholders are entitled to cast an advisory vote at the annual meeting to approve the compensation of our named executive officers, or NEOs, as disclosed in this proxy statement. Pursuant to the Dodd-Frank Act, the stockholder vote is an advisory vote only and is not binding on Intersect ENT or its Board of Directors.

Although the vote is non-binding, the Compensation Committee and the Board of Directors value your opinions and will consider the outcome of the vote in establishing compensation philosophy and making future compensation decisions.

Pay-for-Performance Philosophy

As described more fully in the Compensation Discussion & Analysis section and in the Summary Compensation Table, our executive officers are compensated in a manner consistent with our business strategy, competitive practice, sound compensation governance principles, and stockholder interests and concerns. Our compensation policies and decisions are focused on pay-for-performance.

Business Results

The compensation of our NEOs during the fiscal year ended December 31, 2015, is consistent with significant business achievements and financial performance.

In the fiscal year ended December 31, 2015, we achieved several positive business results including:

- Annual revenues of $61.6 million, up 60% year over year;
- Gross Margins of 80% compared with 74% in 2014;
- Over 100,000 patients treated since our commercial launch in 2011; and
- Substantial expansion of commercial initiatives including growth of our sales force.

In addition, we continued to drive innovation by advancing our clinical pipeline:

- Completion of a clinical trial and subsequent submission of a premarket approval supplement to the U.S. Food and Drug Administration to seek approval to expand the indication of the PROPEL® mini steroid releasing implant to the treatment of patients following frontal sinus surgery;
- Initiation of enrollment of a prospective, randomized blinded multicenter clinical trial to assess the safety and efficacy of NOVA, an investigational bioabsorbable steroid releasing implant, when used following opening of the frontal sinus; and
- Continued enrollment of patients in RESOLVE II, a 300-patient pivotal Phase III clinical study of the RESOLVE investigational steroid releasing implant designed to treat patients with recurrent sinus obstruction in the office setting.

Finally, in June 2015, we closed a follow-on public offering resulting in proceeds to us of $96.4 million, net of underwriters’ discounts and commissions and offering expenses, and as of December 31, 2015, we had cash and cash equivalents totaling $124.3 million.

We also have several compensation governance programs and policies in place as described in the Compensation Discussion and Analysis section to manage compensation risk and align our executive compensation with long-term stockholder interests.

In accordance with Section 14A of the Exchange Act, we are requesting your non-binding vote on the following resolution:

"RESOLVED, that the compensation of the company's NEOs, as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, Summary Compensation Table and subsequent tables of the proxy statement, is APPROVED."

Required Vote and Compensation Committee and Board Recommendation

The affirmative vote of a majority of the shares of Intersect ENT common stock present or represented by proxy and voting at the annual meeting, is required for approval of this proposal. If you own shares through a bank, broker or other holder of record, you must instruct your bank, broker or other holder of record how to vote in order for them to vote your shares so that your vote can be counted on this proposal.

THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS AND THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" PROPOSAL 3.

PROPOSAL 4

ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES TO APPROVE EXECUTIVE COMPENSATION

Periodically, we will include in the proxy materials for a meeting of stockholders where compensation disclosure is required, a resolution subject to a nonbinding stockholder vote to approve the compensation of NEOs.

In accordance with Section 14A of the Exchange Act, we are requesting your nonbinding vote to determine whether a vote on the type of resolution described above will occur every 1 year, 2 years or 3 years.

The Board of Directors believes that the stockholder nonbinding vote to approve executive compensation should occur every year. An annual vote allows our stockholders to provide us with regular and comprehensive input on important issues such as our executive compensation programs and practices as disclosed in our proxy statement each year. We value and consider stockholder input on corporate governance matters and on our executive compensation program and practices and we look forward to hearing from our stockholders on this proposal.

Accordingly, the Board of Directors is asking stockholders to indicate their preferred voting frequency by voting for one, two or three years on the resolution below:

"RESOLVED, that the frequency of every [one year][two years][three years] is hereby APPROVED as the frequency preferred by stockholders for the solicitation of advisory stockholder approval of the compensation paid to the company's NEOs."

Required Vote and Compensation Committee and Board Recommendation

The advisory vote regarding the frequency of the stockholder vote described in this proposal shall be determined by a plurality of the votes cast, i.e. the frequency receiving the most votes will be deemed the frequency preferred by our stockholders. If you own shares through a bank, broker or other holder of record, you must instruct your bank, broker or other holder of record how to vote in order for them to vote your shares so that your vote can be counted on this proposal. Stockholders will be able to specify one of four choices for this proposal on the proxy card: 1 Year, 2 Years, 3 Years or Abstain. Stockholders are providing an advisory, nonbinding vote, to determine the frequency of the stockholder vote described in this proposal.

THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS AND THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR EVERY "1 YEAR" FOR PROPOSAL 4.

MANAGEMENT

The following table shows information for our current executive officers as of the date of this proxy statement. Biographical information for our President, Chief Executive Officer and Director Ms. Earnhardt is included above with the Director biographies under the caption "Nominees."

Name	Age	Position(s)
Lisa D. Earnhardt	46	President, Chief Executive Officer and Director
Jeryl L. Hilleman	58	Chief Financial Officer
Richard E. Kaufman	54	Senior Vice President, Chief Operating Officer
David A. Lehman	55	General Counsel
Charles S. McKhann	47	Chief Commercial Officer
James W. Stambaugh	46	Vice President, Clinical Affairs
Amy C. Wolbeck	43	Vice President, Regulatory Affairs and Quality

Executive Officers

Jeryl L. Hilleman has served as our Chief Financial Officer since June 2014. From September 2013 to May 2014, Ms. Hilleman served as Chief Financial Officer and Secretary of Ocera Therapeutics, Inc., or Ocera, a biopharmaceutical company, where she was responsible for managing Ocera's financial and accounting operations. From 2012 to 2013, Ms. Hilleman provided independent financial and strategic consulting for biotech and cleantech companies. From January 2008 to May 2012, she served as Chief Financial Officer of Amyris, Inc., or Amyris, a multinational, renewable products company based in California and Brazil, where she was responsible for managing Amyris' financial and accounting operations. Since January 2005, Ms. Hilleman has served as a member of the Board of Directors of Xenoport, Inc., a biopharmaceutical company.

Richard E. Kaufman has served as our Senior Vice President of R&D and Operations and Chief Operating Officer since January 2007.

David A. Lehman has served as our General Counsel since February 2016. From May 2003 to October 2015, Mr. Lehman served most recently as Senior Vice President, General Counsel and Secretary of Thoratec Corporation, or Thoratec, a mechanical circulatory support company, where he was responsible for managing Thoratec's internal legal and healthcare compliance functions.

Charles S. McKhann has served as our Chief Commercial Officer since February 2015. From December 2013 to January 2015, Mr. McKhann served as a director in the Life Sciences Strategy consulting practice at Monitor Deloitte, a global healthcare and life sciences consulting firm, where he was responsible for working with global medical device manufacturers to create and execute innovative growth strategies. From June 2010 to October 2012, Mr. McKhann served as President and Chief Executive Officer of Apnex Medical, Inc., a medical device start-up, where he was responsible for leading the development, clinical trials and commercial planning for an innovative treatment for patients suffering from obstructive sleep apnea. From January 2007 to April 2010, Mr. McKhann served as Vice President of Marketing and General Manager of the Revascularization Franchise for the Cardiac Surgery unit and as Vice President of Worldwide Marketing for the Cardiac Rhythm Management unit of Boston Scientific, where he was responsible for global marketing and product launch planning and execution.

James W. Stambaugh has served as our Vice President, Clinical Affairs since February 2015. Mr. Stambaugh previously served as our Vice President, Clinical Affairs and Reimbursement from January 2011 to February 2015 and as Vice President, Clinical Affairs and Regulatory from October 2006 to January 2011.

Amy C. Wolbeck has served as our Vice President, Regulatory Affairs and Quality since January 2011, and previously was our Director of Regulatory Affairs since January 2009.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

We became a public company in July 2014 and filed our 2015 proxy statement under the scaled reporting rules applicable to emerging growth companies. Beginning in 2016 we are no longer an emerging growth company and this year's Proxy Statement now includes additional detail as follows:

- This Compensation Discussion and Analysis;
- An additional year of reporting history, and reporting on compensation for two additional NEOs, in our Summary Compensation Table;
- Additional compensation disclosure tables for "Grants of Plan-Based Awards," "Option Exercises," and "Potential Change-in-Control and Severance Benefits" which are included in this section;
- An advisory vote on executive compensation included as Proposal 3 in this Proxy Statement; and
- An advisory vote on the frequency on which we will hold our "say on pay" vote is included as Proposal 4 in this Proxy Statement.

Executive Summary

We align our executive compensation practices with the success of our business. We do this by providing short-term cash bonuses tied to our financial and operating performance and by granting long-term equity awards. Since our IPO in 2014, we have continued to update our executive compensation program to match the maturity, size, scale and growth of our business. We operate in a highly competitive and rapidly evolving market, and our ability to compete and succeed in this dynamic environment is directly correlated to our ability to recruit, incentivize and retain talented and seasoned medical technology leaders.

2015 Business Highlights

Our mission is to provide solutions to improve the quality of life for patients with ear, nose and throat, or ENT, conditions. Our drug releasing bioabsorbable implant technology enables targeted and sustained release of therapeutic agents. Our currently approved products, PROPEL and PROPEL mini, are designed to allow ENT physicians to improve patient care for patients undergoing sinus surgery. Through our approved and in-development products, we aspire to deliver treatments to address a spectrum of needs among the estimated 3.5 million U.S. patients who are managed by ENT physicians for chronic sinusitis. Chronic sinusitis is one of the most prevalent chronic diseases in the U.S. and one of the most costly conditions for U.S. employers.

Our 2015 performance highlights includes the following achievements:

- Annual revenues of $61.6 million, up 60% year over year;
- Gross Margins of 80% compared with 74% in 2014;
- Over 100,000 patients treated since our commercial launch in 2011; and
- Substantial expansion of commercial initiatives including growth of our sales force.

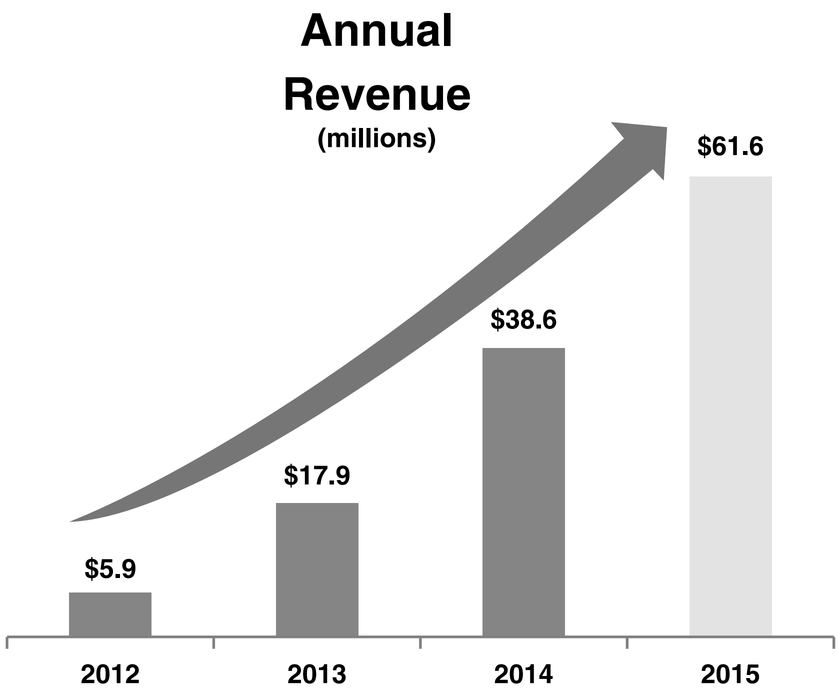
In addition, we continued to drive innovation by advancing our clinical pipeline:

- Completion of a clinical trial and subsequent submission of a premarket approval supplement to the U.S. Food and Drug Administration to seek approval to expand the indication of the PROPEL® mini steroid releasing implant to the treatment of patients following frontal sinus surgery;
- Initiation of enrollment of a prospective, randomized blinded multicenter clinical trial to assess the safety and efficacy of NOVA, an investigational bioabsorbable steroid releasing implant, when used following opening of the frontal sinus; and

- Continued enrollment of patients in RESOLVE II, a 300-patient pivotal Phase III clinical study of the RESOLVE investigational steroid releasing implant designed to treat patients with recurrent sinus obstruction in the office setting.

Finally, in June 2015, we closed a follow-on public offering resulting in proceeds to us of $96.4 million, net of underwriters' discounts and commissions and offering expenses, and as of December 31, 2015, we had cash and cash equivalents totaling $124.3 million.

The following chart shows the top line revenue growth we have achieved since fiscal 2012:



Executive Compensation Programs

Consistent with our general compensation philosophy throughout the Company, the Compensation Committee strives to provide a compensation package to each executive officer that is competitive, rewards achievement of our business objectives, drives the development of a successful and growing business, and aligns the interests of our executive officers with our stockholders through equity ownership in the Company. The Compensation Committee's 2015 compensation actions and decisions reflect our financial results and business performance, and our executive officers' accomplishments that helped achieve these results and performance.

Discussion of our 2015 Executive Compensation Program

This section provides an overview of our executive compensation philosophy, the overall objectives of our executive compensation program and each component of our executive compensation program. In addition, we explain how and why our Compensation Committee arrived at the specific compensation policies and decisions involving our executive officers during 2015.

Our NEOs for 2015 were:

- Lisa D. Earnhardt, our President and Chief Executive Officer;
- Jeryl L. Hilleman, our Chief Financial Officer;

- Richard E. Kaufman, our Senior Vice President and Chief Operating Officer;
- Charles S. McKhann, our Chief Commercial Officer; and
- James W. Stambaugh, our Vice President, Clinical Affairs.

We refer to these executive officers collectively in this proxy statement as our NEOs. The compensation provided to our NEOs for 2015 is set forth in detail in the Summary Compensation Table and other tables following this section as well as in the accompanying footnotes and narratives relating to those tables. This section also discusses our executive compensation philosophy, objectives and design and how and why the Compensation Committee of our Board of Directors arrived at the specific compensation policies and decisions involving our executive team, including our NEOs, during 2015.

Philosophy and Objectives

The goals of our executive compensation program are to align our executive officers' compensation with our business objectives, and to incentivize our executive officers to achieve these results. Our Compensation Committee believes that it is critical that our executive management team work together to achieve these goals and, as a result, our compensation philosophy also seeks to provide internal equity and promote cooperation among executives and across the Company. In addition, because our headquarters is located in the San Francisco Bay Area, our executive compensation program must also be highly competitive not only with our pharmaceutical, biotechnology and medical device peers, but also with other sectors, especially technology, with which we compete for executive talent.

To achieve these objectives, our Compensation Committee has designed our executive compensation program to contain short- and long-term components, cash and equity and fixed and contingent payments, in proportions that it believes are the most appropriate to incentivize and reward our executive officers for achieving our business objectives. By providing competitive compensation packages that will attract and retain talented executive officers, as well as highly-skilled employees at other levels, we believe that stockholder value will be enhanced over the long term.

The objectives of our executive compensation program include the following:

- Recruit, incentivize and retain highly qualified executive officers who possess the skills and leadership necessary to grow our business;
- Reward our executive officers for achieving or exceeding our strategic and financial goals;
- Align the interests of our executive officers with those of our stockholders;
- Reflect our long-term strategy;
- Promote a healthy approach to risk and be sensitive to underperformance as well as outperformance; and
- Provide compensation packages that are competitive, reasonable and fair relative to peers and the overall market.

Decision-Making Process

Compensation decisions for our executive officers are made by our Compensation Committee, with input from Radford, our independent compensation consultant, as well as from Ms. Earnhardt (except with respect to her own compensation) and management. Our Compensation Committee reviews the cash and equity compensation of our executive officers to ensure that our executive officers are properly incentivized and makes adjustments as necessary.

We use compensation data from our peer group as general guidance and as one of several factors that inform our judgment of appropriate compensation parameters for target compensation levels. We generally seek to provide total targeted direct compensation that is competitive and, depending on Company and individual performance, may pay above or below median. We use peer group compensation data to aide our Compensation Committee's assessment of executive officer compensation.

Our Compensation Committee makes compensation decisions after consideration of many different factors, including the following:

- The performance and experience of each executive officer;
- The scope and strategic impact of the executive officer's responsibilities;
- Our past business performance and future expectations;
- Our long-term goals and strategies;
- The performance of our executive team as a whole;
- For each executive officer, other than our CEO, the evaluation and recommendation of our CEO;
- The difficulty and cost of replacing high-performing leaders with in-demand skills;
- The past compensation levels of each individual;
- The relative compensation among the executive officers; and
- The competitiveness of compensation relative to data from our peer group.

Role of Compensation Committee

Pursuant to its charter, our Compensation Committee is primarily responsible for establishing, approving and adjusting compensation arrangements for our NEOs, including our CEO, and for reviewing and approving corporate goals and objectives relevant to these compensation arrangements, evaluating executive performance and considering factors related to the performance of the Company, including accomplishment of the Company's long-term business and financial goals. For additional information about our Compensation Committee, see "Corporate Governance — Board Committees and Meetings — Compensation Committee" elsewhere in this proxy statement.

Our Compensation Committee has the authority to engage its own advisors to assist it in carrying out its responsibilities. Our Compensation Committee has retained Radford, an AON Hewitt Company, to review and assess our current executive employee compensation practices relative to market compensation practices. For additional information on Radford's engagement, see *"Role of Compensation Consultant"* below.

Role of Management

Our Compensation Committee works with members of our management, including Ms. Earnhardt (except with respect to her own compensation) and our human resources, finance and legal professionals. Typically, our management assists the Compensation Committee by providing information on corporate and individual performance and management's perspective and recommendations on compensation matters. Ms. Earnhardt makes recommendations to our Compensation Committee regarding compensation matters, including the compensation of our NEOs (other than herself). While our Compensation Committee solicits and reviews Ms. Earnhardt's recommendations and proposals with respect to compensation-related matters, our Compensation Committee uses these recommendations and proposals as one of several factors in making compensation decisions.

Role of Compensation Consultant

Our Compensation Committee has the authority to retain the services and obtain the advice of external advisors, including compensation consultants, legal counsel or other advisors to assist in the evaluation of executive officer compensation. Our Compensation Committee engaged Radford to review our executive compensation policies and practices and to conduct an executive compensation market analysis. For 2015, Radford reviewed and advised on all principal aspects of our executive compensation program, including:

- assisting in developing a peer group of publicly traded companies to be used to help assess executive compensation;
- assisting in developing a competitive compensation strategy and consistent executive compensation assessment practices relevant to a public company, including review and recommendation of the equity strategy for the company covering dilution, grant levels and type of equity;
- meeting regularly with the Compensation Committee to review all elements of executive compensation including the competitiveness of the executive compensation program against approved peer companies covering salary, incentives and equity; and
- assisting in the risk assessment of our compensation program.

During 2015, management also accessed the Radford survey database to gather reference points for non-executive compensation decisions. In addition, the Committee approved the engagement of Radford to review the sales compensation program.

Based on the consideration of the various factors as set forth in the rules of the SEC, the Compensation Committee does not believe that its relationship with Radford and the work of Radford on behalf of the Compensation Committee and management has raised any conflict of interest. The Compensation Committee reviews these factors on an annual basis and receives written confirmation from Radford stating its belief that it remains an independent compensation consultant to the Compensation Committee.

Peer Group Considerations

Our Compensation Committee reviews market data of companies that are comparable to us. With Radford’s assistance, our Compensation Committee established our peer group for 2015 compensation decisions, which consists of companies that operate in the medical device, drug delivery and diagnostics industries, and had less than $150 million in commercial product revenue and market capitalization from $100 million to $800 million:

ArtiCure	GenMark Diagnostics	STAAR Surgical Company
Cardiovascular Systems	Hansen Medical	SurModics
Cerus Corporation	Inogen	Tandem Diabetes Care
Cutera	LDR Holding	TriVascular Technologies
DURECT	LeMaitre Vascular	Vascular Solutions
Endologix	Revance Therapeutics	Veracyte
Foundation Medicine	Spectranetics	ZELTIQ Aesthetics

Our Compensation Committee believes that peer group comparisons are useful guidelines to measure the competitiveness of our compensation practices. Our Compensation Committee has not adopted any formal benchmarking guidelines and maintains discretion to set levels of executive compensation above or below peer levels. This determination is generally based upon distinguishing factors such as our internal pay equity and compensation budget, individual performance and contribution to the Company, an executive’s level of experience and responsibilities and comparability of roles within other peer companies.

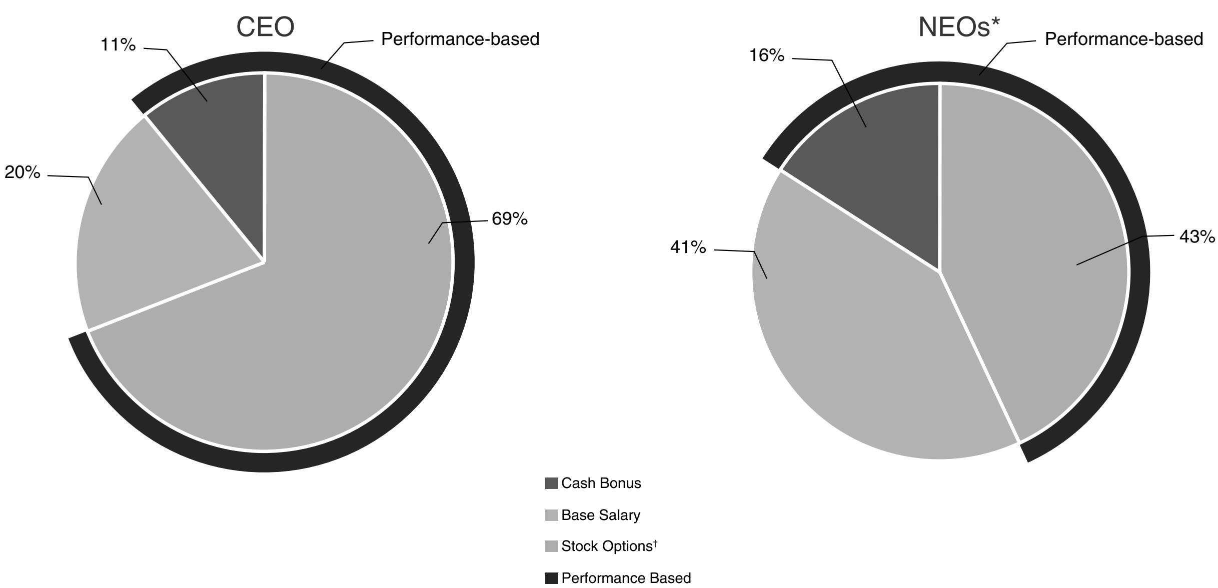
Components of Compensation Program and 2015 Compensation

Our executive compensation program consists of the following primary components:

- base salary;
- cash bonuses;
- long-term equity compensation; and
- severance and change-in-control related benefits.

We also provide our executive officers, including our NEOs, comprehensive employee benefit programs such as medical, dental and vision insurance, a 401(k) plan, life and disability insurance, flexible spending accounts, an employee stock purchase plan program and other plans and programs made available to eligible employees.

We believe these elements provide a compensation package that helps attract and retain qualified individuals, links individual performance to Company performance, focuses the efforts of our executive officers, including our NEOs, on the achievement of both our short- and long-term objectives and aligns the interests of our executive officers, including our NEOs, with those of our stockholders. The chart below shows the pay mix of our CEO and NEOs who were employed during 2015:



* Excludes CEO as well as Mr. McKhann who joined the company in 2015

† Service based vesting

Base Salaries

We pay base salaries to our NEOs to compensate them for their day-to-day services. The salaries typically are used to recognize the experience, skills, knowledge and responsibilities of each NEO, although competitive market conditions also play a role in setting salary levels. The salaries of our NEOs are reviewed on an annual basis by Ms. Earnhardt (other than with respect to her own salary which is reviewed and determined by our Compensation Committee) and our Compensation Committee, based on their experience setting salary levels. This review is supplemented by market data, as well as assessments of the performance of our executive officers, including our NEOs, by Ms. Earnhardt and our Compensation Committee.

2015 Base Salaries

At the beginning of 2015, our Compensation Committee reviewed and revised the base salaries of all of our NEOs. These changes were made in consultation with Ms. Earnhardt (other than with respect to her own salary) and after consideration of peer group data provided by Radford, an independent compensation consulting firm, as well as the long-term equity compensation and existing equity holdings of each NEO at that time. The table below sets forth the annual base salaries for our NEOs for 2015. Based on Radford's review, the then-current base salary level for Ms. Earnhardt and Mr. Stambaugh was at or below the 10^{th} percentile for their comparable position in our compensation peer group. Based upon the recommendation of Radford, the Compensation Committee has determined to migrate the base salaries of these NEOs up towards the 50^{th} percentile of our compensation peer group over two years. Consistent with this objective, the Compensation Committee determined to set their base salaries near the 25^{th} percentile for that executive officer's position. Since Ms. Hilleman, who had just joined the company in 2014, and Mr. Kaufman had base salaries which already exceeded the 25^{th} percentile of our compensation peer group, our Compensation Committee approved a 3% merit increase.

Name	2015 Base Salary	Increase
Lisa D. Earnhardt	$430,000	23.7%
Jeryl L. Hilleman	345,100	3.0
Richard E. Kaufman	312,500	3.0
Charles S. McKhann	320,000	N/A
James W. Stambaugh	254,700	7.2

Mr. McKhann joined the company in February 2015. We awarded Mr. McKhann a one-time sign on bonus of $30,000 in connection with the commencement of his employment. This sign-on bonus required that he remain employed with us for 12 months. Had Mr. McKhann left Intersect ENT prior to his 12 month anniversary, he would have been required to repay a pro-rata amount of the after tax value of the signing bonus, based on the number of days he was not actually employed during that period.

Cash Bonuses

A key compensation objective is to have a significant portion of each NEO's compensation tied to performance. To help accomplish this objective, we provide for performance-based cash bonus opportunities for our NEOs, based on achievement against corporate performance objectives.

At the end of 2014, our Board of Directors approved our 2015 operating plan, which included performance objectives that our Compensation Committee used to design our NEOs' cash bonus opportunity for 2015. Pursuant to our executive bonus plan, the Compensation Committee considered a number of factors in determining the performance objectives applicable to our NEOs' cash bonus opportunities and determined that, as in prior years, objectives for our NEOs related to sales and advancement of our clinical pipeline continued to be appropriate and aligned to the company's growth strategy. Our Compensation Committee, in an effort to continue to motivate Ms. Earnhardt and our other NEOs to further grow and develop our business, established financial and clinical milestone objectives for 2015 that it considered aggressive and attainable only with focused effort and execution by our NEOs. These objectives were identified as those that our Compensation Committee felt would increase stockholder value consistent with our overall growth strategy.

2015 Target Cash Bonus

As in prior years, the target annual cash bonus opportunities for our NEOs were expressed as a percentage of their respective base salaries. At the beginning of 2015, our Compensation Committee, while taking the Radford market data into consideration and in consultation with Ms. Earnhardt (other than with respect to herself), increased the target bonus opportunities for each of our NEOs consistent with our compensation objectives. For 2015, the Compensation Committee sought to set the target bonus opportunity for our NEOs at or within ten percentage points of the 50th percentile of our compensation peer group. The table below shows the target bonus amount for each NEO as a percentage of base salary and as a corresponding cash amount:

Name	2015 Target Bonus Annual Cash	2015 Target Bonus Percent of Salary	2014 Target Bonus Percent of Salary
Lisa D. Earnhardt	$215,000	50.0%	35.0%
Jeryl L. Hilleman	138,040	40.0	25.0
Richard E. Kaufman	109,375	35.0	25.0
Charles S. McKhann (1)	116,778	40.0	N/A
James W. Stambaugh	89,145	35.0	25.0

(1) Mr. McKhann's actual cash target bonus is prorated from his hire date in February 2015.

For 2015, we established goals regarding revenue (45% of target bonus), gross margins and operating expense (20% of target bonus), enrollment of patients in the RESOLVE II trial (20% of target bonus) and submission of the PMA-S to seek FDA approval of an expanded indication for PROPEL mini (15% of target bonus). Most of these targets had a minimum threshold, down to which a reduced bonus could be earned for this component and beyond which the corresponding target bonus would not be earned. Most components also had upside recognition, with the bonus increasing with overachievement. The target levels for the components were set to be aggressive, yet achievable with diligent effort.

Following the close of 2015, the Compensation Committee reviewed our performance against the goals set at the beginning of the year and determined that we had achieved 103.9% of the established goals as set forth in the table below. The Compensation Committee then approved payment of the bonuses to our NEOs based on these results.

Goals	Percent Achieved Goal	Percent Achieved Bonus
Propel Sales	93.0%	41.9%
Other financial performance	110.0	22.1
Resolve	114.0	22.9
Frontal indication product PMA	113.0	17.0
		103.9%

The chart below summarizes the total amount of cash bonuses awarded to our NEOs for 2015 performance, relative to the target award opportunity established for each executive officer at the beginning of the year.

Name	2015 Annual Cash Bonus Target	2015 Annual Cash Bonus Earned
Lisa D. Earnhardt	$215,000	$229,845
Jeryl L. Hilleman	138,040	148,736
Richard E. Kaufman	109,375	117,854
Charles S. McKhann	116,778	120,207
James W. Stambaugh	89,145	95,878

Long-Term Equity Compensation

We believe that strong, long-term corporate performance is achieved with a corporate culture that encourages a long-term focus by our executive officers, including our NEOs, as well as by all of our other employees. We believe that the use of stock-based awards, the value of which depends on our stock performance, is an important tool to achieve strong long-term performance. Since our IPO in 2014, the only equity awards we have granted to our executive officers are stock options, which vest over four years. We believe stock options promote alignment of the interests of our executive officers with the long-term interests of our stockholders and are consistent with market practices. Stock options provide an important tool for us to retain our highly sought after NEOs since the value of the awards is delivered to our NEOs over a four-year period subject to continued service with us and will only have value if the stock price increases.

The value of the stock option awarded to each NEO is determined based on the Compensation Committee's assessment of a number of factors, including the role and responsibility of the NEO, external market data and the expected contribution of the executive to future results. The Compensation Committee also takes into account the value of the NEO's equity holdings and previously granted equity awards in determining these awards, but does not directly increase or decrease future awards based on these other holdings. The Compensation Committee believes that these goals would serve to attract and retain top talent and at the same time provide that a significant proportion of our executives' compensation was aligned with the incentives of our stockholders.

After its analysis and review of these factors, our Compensation Committee approved grants of stock options to our NEOs for 2015 as set forth in the table below. Mr. McKhann's stock option award was granted by the Compensation Committee following the commencement of his employment in February 2015. Mr. McKhann's stock option grant for 2015 was higher than most other NEOs given that it was his first equity award from us.

Name	2015 Stock Options Granted
Lisa D. Earnhardt	150,000
Jeryl L. Hilleman	50,000
Richard E. Kaufman	25,000
Charles S. McKhann	100,000
James W. Stambaugh	25,000

Severance and Change-in-Control Related Benefits

We provide change-in–control, or CIC, severance benefits to each of our NEOs to provide protections in the event of their termination of employment following a CIC of our company. The Compensation Committee believes that these protections serve our retention objectives by helping our NEOs maintain continued focus and dedication to their responsibilities to maximize stockholder value, including in the event of a transaction that could result in a CIC of our company. The terms of these agreements were considered and approved by our Board prior to our IPO and subsequently revised by our Compensation Committee in January 2015, following its review of similar arrangements with executive officers at our peer group of companies. For a summary of the material terms and conditions of these severance and CIC arrangements, see the section entitled "Potential Change-in-Control and Severance Benefits" in this proxy statement.

Other Compensation Policies and Information

Policy Against Speculative Transactions

We maintain an Insider Trading Policy that, among other things, prohibits our officers, including our NEOs, directors and employees from engaging in, among other things, short sales, hedging of stock ownership positions, and transactions involving derivative securities relating to our common stock.

Equity Grant Timing

Our long-term equity incentive awards are granted from our 2014 Equity Incentive Plan. We generally grant stock options to newly hired employees shortly after the employee's start date, and subject to prior approval of the Compensation Committee or our CEO pursuant to the authority delegated to her, as appropriate. We generally grant merit based equity grants on an annual basis in the first quarter of each new year, with the grant date occurring at a regularly scheduled meeting of our Compensation Committee or a date agreed upon in advance with the Compensation Committee. In the case of other grants by our CEO, grants are typically made on the first business day of each calendar month. We do not time the granting of equity awards to coordinate with the release of material non-public information.

Stock Ownership Guidelines

We have considered, but have not adopted, stock ownership guidelines for our NEOs or our directors, and this is consistent with the practice of a majority of our peer group companies. We do expect to consider adopting stock ownership guidelines again in the future.

Compensation Recovery Policy

As a public company subject to Section 304 of the Sarbanes-Oxley Act of 2002, if we are required to restate our financial results as the result of misconduct or due to our material noncompliance with any financial reporting requirements under the federal securities laws, our CEO and CFO may be legally required to reimburse us for any bonus or incentive-based or equity-based compensation they receive. In addition, we will comply with the requirements of the Dodd-Frank Wall Street Reform and Consumer Protection Act and anticipate that we will adopt a compensation recovery policy once final regulations on the subject have been adopted.

Impact of Accounting and Tax Requirements on Compensation

Deductibility of Executive Compensation

Section 162(m) of the Code generally limits the deductibility of compensation paid by a public company to its chief executive officer and the three other most highly paid executive officers, other than the chief financial officer, to $1.0 million per executive per year, unless specified requirements are met. Under a transition rule that applies to newly-public companies, we are currently exempt from this limitation and expect to continue to be exempt until our 2018 annual meeting. As a result, our Compensation Committee did not consider the impact of Code Section 162(m) on compensation granted to our executive officers during 2015, including the NEOs, but it expects to do so in the future.

Accounting Considerations

The accounting impact of our executive compensation program is one of many factors that the Compensation Committee considers in determining the size and structure of that program.

Taxation of "Parachute" Payments and Deferred Compensation

We did not provide any executive officer, including any NEO, with a "gross-up" or other reimbursement payment for any tax liability that he or she might owe as a result of the application of Sections 280G, 4999, or 409A of the Code during 2015, and we have not agreed and are not otherwise obligated to provide any NEO with such a "gross-up" or other reimbursement. Sections 280G and 4999 of the Code provide that executive officers and directors who hold significant equity interests and certain other service providers may be subject to an excise tax if they receive payments or benefits in connection with a CIC that exceeds certain prescribed limits, and that the company, or a successor, may forfeit a deduction on the amounts subject to this additional tax. Section 409A also imposes additional significant taxes on the individual in the event that an executive officer, director or other service provider receives "deferred compensation" that does not meet the requirements of Section 409A of the Code.

Compensation Risk Assessment

Our Compensation Committee assesses and considers potential risks when reviewing and approving our compensation policies and practices for our executive officers and our employees. We have designed our compensation programs, including our incentive compensation plans, with features to address potential risks while rewarding employees for achieving financial and strategic objectives through prudent business judgment and appropriate risk taking. Based upon its assessment, our Compensation Committee believes that any risks arising from our compensation programs do not create disproportionate incentives for our NEOs to take risks that could have a material adverse effect on us in the future.

Insider Trading Policy

We recognize that our employees and directors may sell shares from time to time in the open market, particularly in connection with exercises of stock options. All such transactions are required to comply with our insider trading policy. Under our insider trading policy, employees and directors may only purchase or sell our securities during “window” periods, which begin on the third business day following the date of each annual or quarterly earnings announcement and ends two weeks before the end of the next fiscal quarter. The only exceptions to this are for purchases under our Employee Stock Purchase Plan and for employees and directors who have entered into a trading plan pursuant to Rule 10b5-1 of the Exchange Act. Our insider trading policy also prohibits our employees and directors from engaging in hedging transactions in our common stock or from holding our common stock in a margin account or pledging it as collateral for a loan.

Report of the Compensation Committee

The Compensation Committee of the Board of Directors has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with management and, based on such review and discussions, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this proxy statement.

Mr. Dana G. Mead, Jr. (Chair)
Mr. Casey M. Tansey
Mr. W. Anthony Vernon

Summary Compensation Table

The following table provides certain information concerning the compensation earned by each of the following individuals (the "NEOs"): our President and Chief Executive Officer, our Chief Financial Officer and our three other most highly compensated executive officers as of December 31, 2015:

Name and Principal Position	Year	Salary	Bonus	Stock Options (1)	Non-Equity Incentive Plan Compensation (2)	All Other Compensation	Total
Lisa D. Earnhardt	2015	$442,436	$ —	$1,498,469	$229,845	$ 1,559 (3)	$2,172,309
President and	2014	332,447	—	—	122,989	505,494	960,930
Chief Executive Officer	2013	334,750	—	210,688	109,195	343	654,976
Jeryl L. Hilleman	2015	357,882	—	499,490	148,736	3,011 (4)	1,009,119
Chief Financial Officer	2014	177,810	25,000	1,075,568	46,986	1,872	1,327,236
Richard E. Kaufman	2015	324,086	—	249,745	117,854	1,125 (5)	692,810
Senior Vice President and	2014	290,230	—	—	76,693	100,000	466,923
Chief Operating Officer	2013	293,150	—	20,795	68,304	100,000	482,249
Charles S. McKhann (6)	2015	289,238	30,000	1,006,209	120,207	92,485 (7)	1,538,139
Chief Commercial Officer							
James W. Stambaugh	2015	263,655	—	249,745	95,878	1,362 (8)	610,640
Vice President, Clinical	2014	227,201	—	—	60,038	221	287,460
Affairs	2013	229,488	—	41,773	53,471	215	324,947

(1) The amounts represent the grant date fair value of stock options granted, calculated in accordance with ASC Topic 718. The valuation assumptions used in determining such amounts are described in Note 7 to our financial statements included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2015.

(2) Represents payments pursuant to our corporate bonus plan. At the beginning of each year, the compensation committee approves specific company performance milestones. Bonuses are determined at year-end based upon the level of achievement of the milestones. Approved bonuses are paid by March of the following year.

(3) Consists of (a) $1,125 for 401(k) plan matching contribution and (b) $434 for life insurance premiums paid by us.

(4) Consists of (a) $1,125 for 401(k) plan matching contribution and (b) $1,886 for life insurance premiums paid by us.

(5) Represents 401(k) plan matching contribution paid by us.

(6) Mr. McKhann joined our company in February 2015. In connection with his offer of employment, he received a $30,000 sign-on bonus which is reflected in the Bonus column.

(7) Consists of (a) $1,125 for 401(k) plan matching contribution and (b) $91,360 for long distance commuting reimbursements paid by us.

(8) Consists of (a) $1,125 for 401(k) plan matching contribution and (b) $237 for life insurance premiums paid by us.

Grants of Plan-Based Awards

The following table provides information regarding grants of plan-based awards to the NEOs during the fiscal year ended December 31, 2015:

Name	Grant Date	Estimated Future Payouts of Non-Equity Incentive Plan (1)			All Other Stock Options (2)	Exercise Price	Grant Date Fair Value (3)
		Threshold	Target	Maximum			
Lisa D. Earnhardt	1/21/2015	$—	$215,000	$—	150,000	$21.06	$1,498,469
Jeryl L. Hilleman	1/21/2015	—	138,040	—	50,000	21.06	499,490
Richard E. Kaufman	1/21/2015	—	109,375	—	25,000	21.06	249,745
Charles S. McKhann	2/2/2015	—	116,778	—	100,000	21.26	1,006,209
James W. Stambaugh	1/21/2015	—	89,145	—	25,000	21.06	249,745

(1) The target incentive plan amounts represent the payouts that would have occurred based on the 100% achievement of 2015 performance goals. No minimum threshold amount or maximum amount beyond the target amount was established. Actual cash incentive bonus plan payouts are reflected in the Non-Equity Incentive Plan Compensation column of the "Summary Compensation Table."

(2) The shares subject to each option vest commencing January 1, 2015 in equal monthly installments over four years following a six month cliff vesting period, except for Mr. McKhann's, of which 25% of the shares subject to the option vest on February 2, 2016, and 1/48th of the shares subject to the option vest monthly thereafter over the remaining three years.

(3) The amounts represent the grant date fair value of stock options granted, calculated in accordance with ASC Topic 718. The valuation assumptions used in determining such amounts are described in Note 7 to our financial statements included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2015.

Offer Letters

We extended offer letters to each of our NEOs in connection with their employment. The letters generally provide for at-will employment and set forth the NEO's initial base salary, initial equity grant amount and eligibility for employee benefits. In addition, each of our NEOs has executed a form of our standard confidential information and invention assignment agreement. The key terms of the offer letters extended to our NEOs that continue to be in effect are described below.

Lisa D. Earnhardt

In January 2008, we extended an offer letter to Ms. Earnhardt to be our President and Chief Executive Officer. The letter was subsequently amended in July 2013. Pursuant to her offer letter, as amended, if, within 12 months following a CIC, Ms. Earnhardt's employment is terminated without "cause" or she resigns for "good reason," all unvested shares subject to her outstanding options shall accelerate in full. In addition, in the event of Ms. Earnhardt's death, permanent disability, resignation for "good reason" or termination without "cause," (1) all unvested shares subject to her outstanding options shall accelerate in full, (2) she shall receive a lump sum payment equal to her annual target bonus and (3) she shall receive 12 months of her base salary, to be paid monthly. This letter was again amended in January 2015, pursuant to which Ms. Earnhardt will be entitled to 18 months of salary continuation and 18 months of COBRA reimbursement if, within 12 months after a CIC, her employment is terminated by the company without "cause" or she resigns for "good reason." The amendment also provides that if, other than in connection with a CIC, Ms. Earnhardt's employment is terminated by the company without "cause" or she resigns for "good reason," she will also be entitled to 12 months of COBRA reimbursement. In addition, the amendment provides that, upon a CIC, the vesting of all outstanding options held by Ms. Earnhardt shall accelerate in full.

Jeryl L. Hilleman

In May 2014, we extended an offer letter to Ms. Hilleman to be our Chief Financial Officer. Pursuant to her offer letter, as amended, upon her death, permanent disability, termination or in connection with a CIC, Ms. Hilleman's employment is terminated without "cause" or she resigns for "good reason," and provided such termination constitutes a "separation from service," (1) all unvested shares subject to her outstanding options shall accelerate in full, (2) she shall receive a prorated, lump sum payment equal to her annual target bonus and (3) she shall receive 12 months of her base salary, to be paid monthly. This letter was subsequently amended in January 2015, pursuant to which Ms. Hilleman will also be entitled to 12 months of COBRA reimbursement if her employment is terminated by the company without "cause" or she resigns for "good reason," whether or not such termination is in connection with or following a CIC. In addition, the amendment provides that, upon a CIC, the vesting of all outstanding options held by Ms. Hilleman shall accelerate in full.

Richard E. Kaufman

In December 2006, we extended an offer letter to Mr. Kaufman to be our Vice President and Chief Operating Officer. The letter was subsequently amended in November 2013. Pursuant to his offer letter, as amended, upon the occurrence of a CIC, all outstanding stock options held by Mr. Kaufman shall be accelerated such that 50% of the unvested shares shall be fully vested. In addition, if, within 12 months following a CIC, Mr. Kaufman's employment is terminated without "cause" or he resigns for "good reason," and provided such termination is in connection with such CIC and constitutes a "separation from service," (1) all unvested shares subject to his outstanding options shall accelerate in full, (2) he shall receive a prorated, lump sum payment equal to his annual target bonus and (3) he shall receive six months of his base salary, to be paid monthly. This letter was again amended in January 2015, pursuant to which Mr. Kaufman will also be entitled to six months of COBRA reimbursement if, within 12 months after a CIC, his employment is terminated by the company without "cause" or he resigns for "good reason." If, other than in connection with a CIC, Mr. Kaufman's employment is terminated by the company without "cause" or he resigns for "good reason," he will also be entitled to six months of salary continuation and six months of COBRA reimbursement.

Charles S. McKhann

In January 2015, we extended an offer letter to Mr. McKhann to be our Chief Commercial Officer. Pursuant to his offer letter, if Mr. McKhann's employment is terminated without "cause" or he resigns for "good reason," whether or not such termination is in connection with or following a CIC, and provided such termination constitutes a "separation from service," (1) he shall receive 12 months of his base salary, to be paid monthly, (2) he shall receive a prorated, lump sum payment equal to his annual target bonus, (3) all unvested shares subject to his outstanding options shall accelerate in full, and (4) he shall be entitled to 12 months of COBRA reimbursement. In addition, upon a CIC, the vesting of all outstanding options held by Mr. McKhann shall accelerate in full.

James W. Stambaugh

In September 2006, we extended an offer letter to Mr. Stambaugh to be our Vice President of Clinical and Regulatory Affairs. The letter was subsequently amended in November 2013. Pursuant to his offer letter, as amended, upon the occurrence of a CIC, all outstanding stock options held by Mr. Stambaugh shall be accelerated such that 50% of the unvested shares shall be fully vested. In addition, if, within 12 months following a CIC, Mr. Stambaugh's employment is terminated without "cause" or he resigns for "good reason," and provided such termination is in connection with such CIC and constitutes a "separation from service," (1) all unvested shares subject to his outstanding options shall accelerate in full, (2) he shall receive a prorated, lump sum payment equal to his annual target bonus and (3) he shall receive six months of his base salary, to be paid monthly. This letter was again amended in January 2015, pursuant to which Mr. Stambaugh will also be entitled to six months of COBRA reimbursement if, within 12 months after a CIC, his employment is terminated by the company without "cause" or he resigns for "good reason." If, other than in connection with a CIC, Mr. Stambaugh's employment is terminated by the company without "cause" or he resigns for "good reason," he will also be entitled to six months of salary continuation and six months of COBRA reimbursement.

As set forth in these offer letters: (1) "cause" includes commissions of crimes or other material acts of dishonesty, engagement in any activity the executive officer knows could materially harm our business or reputation, material failure to adhere to our corporate codes, policies or procedures, material violation of any statutory, contractual, or common law duty or obligation to us or material breach of the executive officer's confidentiality agreement with us, or the failure to substantially perform assigned duties or responsibilities after notice and opportunity to cure; and (2) "good reason" includes a relocation of the office where the executive officer is assigned to a location of more than 35 miles away (50 miles in the case of Ms. Earnhardt), a material decrease in base salary (except for salary decreases generally applicable to our other executive employees), or a material reduction in the scope of duties or responsibilities, in each case without the executive officer's written consent; *provided*, *however*, with the exception of Ms. Earnhardt, to resign for Good Reason the executive officer must provide notice to us and give us 30 days to cure the event giving rise to Good Reason, and if not cured then must resign within 90 days of the expiration of the cure period.

Potential Change-in-Control and Severance Benefits

The following table provides information regarding the approximate amount of the benefits to which each of our NEOs would have been entitled to, had their employment terminated under the circumstances described in the preceding paragraphs on December 31, 2015:

Name	Event	Salary Continuation (1)	Maximum Bonus (2)	COBRA Reimbursement (3)	Option Acceleration (4)	Total (5)
Lisa D. Earnhardt	At CIC (6)	$ —	$ —	$ —	$3,582,362	$3,582,362
	Qualified termination (7)	430,000	215,000	20,816	3,582,362	4,248,178
	Qualified termination with CIC (8)	645,000	215,000	31,224	3,582,362	4,473,586
Jeryl L. Hilleman	At CIC (6)	—	—	—	1,300,188	1,300,188
	Qualified termination (7)	345,100	138,040	20,531	1,300,188	1,803,859
	Qualified termination with CIC (8)	345,100	138,040	20,531	1,300,188	1,803,859
Richard E. Kaufman	At CIC (6)	—	—	—	229,510	229,510
	Qualified termination (7)	156,250	—	6,535	—	162,785
	Qualified termination with CIC (8)	156,250	109,375	6,535	459,021	731,181
Charles S. McKhann	At CIC (6)	—	—	—	124,000	124,000
	Qualified termination (7)	320,000	116,778	—	124,000	560,778
	Qualified termination with CIC (8)	320,000	116,778	—	124,000	560,778
James W. Stambaugh	At CIC (6)	—	—	—	333,479	333,479
	Qualified termination (7)	127,350	—	10,408	—	137,758
	Qualified termination with CIC (8)	127,350	89,145	10,408	666,959	893,862

(1) Pursuant to the NEOs' offer letters, as amended, to be paid monthly over their respective number of months.
(2) Pursuant to the NEOs' offer letters, as amended, to be prorated over the portion of the year, except for Ms. Earnhardt who will receive her full annual bonus.
(3) Pursuant to the NEOs' offer letters, as amended, to be reimbursed over their respective number of months, based on health plan(s) the NEO is participating in at December 31, 2015.
(4) Pursuant to the NEOs' offer letters, as amended, the vesting of all outstanding options will be accelerated by their respective percentages. The dollar amounts represents the difference in the closing price of our common stock on December 31, 2015, $22.50, with respect to the outstanding unvested options and shares issued upon the early exercise of stock options subject to repurchase as of December 31, 2015, minus the exercise price of the outstanding unvested options.
(5) Total does not include amounts earned or benefits accrued due to continued service by the NEO through December 31, 2015, such as vested options. Total also does not include amounts the NEOs were eligible to receive under our annual bonus plan with respect to 2015 performance.
(6) Upon the occurrence of a CIC transaction.
(7) If, other than in connection with a CIC transaction, employment is terminated without cause or for good reason.
(8) If, in connection with a CIC transaction or within twelve (12) months after a CIC transaction, a separation from service occurs.

Outstanding Equity Awards

The following table provides information regarding outstanding equity awards held by the NEOs as of December 31, 2015:

Name	Grant Date	Vesting Commencement Date	Number of Securities Underlying Unexercised Options (1) Exercisable	Unexercisable	Exercise Price	Expiration Date
Lisa D. Earnhardt	1/21/2015	1/1/2015	34,375	115,625	$21.06	1/20/2025
	4/23/2013	4/23/2013	89,375 (2)	—	1.20	4/22/2023
	4/23/2013	11/30/2013	144,374 (3)	—	1.20	4/22/2023
Jeryl L. Hilleman	1/21/2015	1/1/2015	11,458	38,542	21.06	1/20/2025
	6/11/2014	6/4/2014	175,000 (4)	—	11.12	6/10/2024
Richard E. Kaufman	1/21/2015	1/1/2015	5,729	19,271	21.06	1/20/2025
	4/23/2013	4/23/2013	14,250 (5)	—	1.20	4/22/2023
	4/23/2013	11/30/2013	14,250 (3)	—	1.20	4/22/2023
Charles S. McKhann	2/2/2015	2/2/2015	—	100,000	21.26	2/1/2025
James W. Stambaugh	1/21/2015	1/1/2015	5,729	19,271	21.06	1/20/2025
	4/23/2013	4/23/2013	28,625 (5)	—	1.20	4/22/2023
	4/23/2013	11/30/2013	28,625 (3)	—	1.20	4/22/2023
	2/1/2011	2/1/2011	48,750 (6)	—	0.72	1/31/2021
	8/3/2010	8/3/2010	7,500	—	0.72	8/2/2020
	8/22/2007	8/22/2007	16,631	—	0.48	8/21/2017
	11/17/2006	11/17/2006	3,062	—	0.48	11/16/2016

(1) The outstanding stock options granted prior to 2015 are exercisable prior to vesting. Stock issued upon exercise of unvested options will be subject to repurchase by the company until vested.

(2) Approximately 46% of the shares subject to this option were vested as of December 31, 2015, and the remainder vest in equal increments on a monthly basis thereafter through April 23, 2017. This option was granted for 144,374 shares, of which 54,999 shares were exercised prior to vesting.

(3) Approximately 52% of the shares subject to this option were vested as of December 31, 2015, and the remainder vest in equal increments on a monthly basis thereafter through November 30, 2017.

(4) Approximately 38% of the shares subject to this option were vested as of December 31, 2015, and the remainder vest in equal increments on a monthly basis thereafter through June 4, 2018.

(5) Approximately 67% of the shares subject to this option were vested as of December 31, 2015, and the remainder vest in equal increments on a monthly basis thereafter through April 23, 2017.

(6) Approximately 86% of the shares subject to this option were vested as of December 31, 2015, and the remainder vest in equal increments on a monthly basis thereafter through January 30, 2017.

Option Exercises

The following table provides information regarding shares of our common stock acquired by the NEOs pursuant to exercises of stock options during the fiscal year ended December 31, 2015:

Name	Shares Acquired on Exercise	Value Realized on Exercise (1)
Lisa D. Earnhardt	—	$ —
Jeryl L. Hilleman	—	—
Richard E. Kaufman	—	—
Charles S. McKhann	—	—
James W. Stambaugh	36,000	792,089

(1) The value realized on exercise is calculated by multiplying the excess of the market price of our common stock at exercise over the exercise price for the stock options by the number of shares acquired upon exercise.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table presents information as to the beneficial ownership of our common stock as of January 31, 2016, for:

- each person, or group of affiliated persons, known by us to beneficially own more than 5% of our common stock;
- each NEO;
- each of our directors; and
- all executive officers and directors as a group.

Beneficial ownership is determined in accordance with the rules of the SEC and generally includes voting or investment power with respect to securities. Unless otherwise indicated below, to our knowledge, the persons and entities named in the table have sole voting and sole investment power with respect to all shares beneficially owned, subject to community property laws where applicable. Common stock subject to options that are currently exercisable or exercisable within 60 days of January 31, 2016, are deemed to be outstanding and to be beneficially owned by the person holding the options for the purpose of computing the percentage ownership of that person, but are not treated as outstanding for the purpose of computing the percentage ownership of any other person.

Percentages of beneficial ownership of our common stock in the table are based on 28,176,941 shares of common stock issued and outstanding on January 31, 2016. Unless otherwise indicated, the address of each of the individuals and entities named below is c/o Intersect ENT, Inc., 1555 Adams Drive, Menlo Park, California 94025:

	Beneficial Ownership (1)			
Name of Beneficial Owners	Shares Beneficially Owned	Shares Exercisable Within 60 days	Total Shares Beneficially Owned	Percentage of Beneficial Ownership
5% and Greater Shareholders:				
Wellington Management Goup LLP (2) c/o Wellington Management Company LLP 280 Congress Street Boston, MA 02210	3,522,321	—	3,522,321	12.5%
Prudential Financial, Inc. (3) 751 Broad Street Newark, New Jersey 07102-3777	2,882,693	—	2,882,693	10.2%
Wells Fargo & Company (4) 420 Montgomery Street San Francisco, CA 94104	2,328,091	—	2,328,091	8.3%
U.S. Venture Partners IX, L.P. (5) U.S. Venture Partners 1460 El Camino Real, Suite #100 Menlo Park, CA 94025	1,995,433	—	1,995,433	7.1%
Federated Investors, Inc. (6) Federated Investors Tower Pittsburgh, PA 15222-3779	1,489,103	—	1,489,103	5.3%

Name of Beneficial Owners	Beneficial Ownership (1)			
	Shares Beneficially Owned	Shares Exercisable Within 60 days	Total Shares Beneficially Owned	Percentage of Beneficial Ownership
Directors and Executive Officers:				
Kieran T. Gallahue (7)	—	—	—	*
Cynthia L. Lucchese	5,000	34,375	39,375	*
Dana G. Mead Jr.	5,696	21,875	27,571	*
Frederic H. Moll, M.D.	274,378	46,875	321,253	1.1%
Casey M. Tansey (8)	1,995,433	21,875	2,017,308	7.2%
W. Anthony Vernon (7)	—	—	—	*
Lisa D. Earnhardt (9)	596,550	278,874	875,424	3.1%
Jeryl L. Hilleman	—	192,708	192,708	*
Richard E. Kaufman (10)	208,983	37,875	246,858	*
Charles S. McKhann	—	29,375	29,375	*
James W. Stambaugh	24,000	141,943	165,943	*
All directors and executive officers as a group (13 persons) (11)	3,115,740	936,729	4,052,469	13.9%

(1) The percentages are based on 28,176,941 shares of common stock outstanding on January 31, 2016.

(2) According to the Schedule 13G filed with the SEC on February 11, 2016, Wellington Management Group LLP, or Wellington, reporting shares beneficially owned by each of Wellington, Wellington Group Holdings LLP, Wellington Investment Advisors Holdings LLP, Wellington Management Company LLP, as of December 31, 2015, which these entities have shared voting power over 3,191,695 shares and shared dispositive power over 3,394,751 shares.

(3) According to the Schedule 13G filed with the SEC on February 9, 2016, Prudential Financial, Inc., or Prudential, reporting shares beneficially owned as of December 31, 2015, consist of (a) 2,879,213 shares held by Jennison Associates LLC, or Jennison, (b) 1,980 shares held by Prudential Retirement Insurance and Annuity Company, and (c) 1,500 shares held by Quantitative Management Associates LLC. Prudential is a parent holding company and the indirect parent of Jennison, which is the beneficial owner of the shares. Jennison filed a separate Schedule 13G with the SEC on February 9, 2016, reporting sole voting and investment power over these shares. Jennison furnishes investment advice to several investment companies, insurance separate accounts, and institutional clients ("Managed Portfolios"). As a result of its role as investment adviser of the Managed Portfolios, Jennison may be deemed to be the beneficial owner of the shares of common stock held by such Managed Portfolios. Prudential indirectly owns 100% of equity interests of Jennison. As a result, Prudential may be deemed to have shared power to exercise or to direct the exercise of such voting and/or dispositive power that Jennison may have with respect to common stock held by the Managed Portfolios.

(4) According to the Schedule 13G filed with the SEC on January 29, 2016, Wells Fargo & Company, or Wells Fargo, reporting shares beneficially owned as of December 31, 2015. Of these shares: (a) Wells Fargo has sole voting and dispositive power over 3,872 shares, shared voting power over 2,197,666 shares, and shared dispositive power over 2,324,219 shares; (b) Wells Capital Management Incorporated has shared voting power over 651,607 shares, and shared dispositive power over 2,253,528 shares; and (c) Wells Fargo Funds Management, LLC has shared voting and dispositive power over 1,537,159 shares.

(5) According to the Schedule 13G filed with the SEC on February 3, 2016, Presidio Management Group IX, L.L.C., or PMG IX, is the general partner of U.S. Venture Partners IX, L.P., or USVP IX, and may be deemed to have sole voting and dispositive power over the shares held by USVP IX. Casey M. Tansey, one of our directors, and each of Irwin Federman, Steven M. Krausz, David E. Liddle, Paul A. Matteucci, Jonathan D. Root, and Philip M. Young are managing members of PMG IX, and may be deemed to share voting and dispositive power over the shares held by USVP IX.

(6) According to the Schedule 13G filed with the SEC on February 11, 2016, Federated Investors, Inc., or Federated, reporting shares beneficially owned as of December 31, 2015. Federated may be deemed to have sole voting and dispositive power over the shares.

(7) Appointed as a member of our Board of Directors in April 2015.
(8) Includes shares beneficially owned by U.S. Venture Partners IX, L.P. See footnote 5.
(9) Shares beneficially owned consist of (a) 570,368 shares of common stock held directly by Ms. Earnhardt of which 32,397 shares may be repurchased by us at the original exercise price within 60 days of January 31, 2016, and (b) 26,182 shares of common stock held by Ms. Earnhardt as custodian for her son.
(10) Shares beneficially owned consist of 208,983 shares of common stock of which 6,589 shares may be repurchased by us at the original exercise price within 60 days of January 31, 2016.
(11) Consists of (a) 1,120,307 shares held by the current directors and executive officers, of which 38,986 shares may be repurchased by us at the original exercise price within 60 days of January 31, 2016, and (b) 1,995,433 shares held by entities affiliated with certain of our directors. See footnote 5.

SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the 1934 Act requires our directors and executive officers, and persons who own more than ten percent (10%) of a registered class of our equity securities, to file with the SEC initial reports of ownership and reports of changes in ownership of our Common Stock and other equity securities. Officers, directors and greater than ten percent (10%) stockholders are required by SEC regulation to furnish us with copies of all Section 16(a) forms they file. To our knowledge, based solely on a review of the copies of such reports furnished to us and written representations that no other reports were required during the fiscal year ended December 31, 2015, all Section 16(a) filing requirements applicable to our reporting persons were made and made timely.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table provides certain information regarding our equity compensation plans in effect as of December 31, 2015:

Equity Compensation Plans	Number of Securities to be Issued Upon Exercise of Outstanding Options (a)	Weighted-Average Exercise Price of Outstanding Options (b)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) (c)
Approved by Stockholders (1)	2,945,522	$12.24	4,482,580
Not Approved by Stockholders	—	—	—
	2,945,522	12.24	4,482,580

(1) The number of shares remaining available for future issuance includes 4,039,730 shares available under our 2014 Equity Incentive Plan, or 2014 Plan, and 442,850 shares available under our 2014 Employee Stock Purchase Plan, or 2014 ESPP.

The number of shares of common stock reserved for issuance under the 2014 Plan will automatically increase on January 1 of each year, beginning on January 1, 2015, and continuing through and including January 1, 2024, by 3% of the total number of shares of our capital stock outstanding on December 31 of the preceding calendar year, or a lesser number of shares determined by our Board of Directors.

CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

The following is a description of transactions since January 1, 2015, to which we have been a party, in which the amount involved exceeds $120,000, and in which any of our directors, executive officers or beneficial holders of more than 5% of our common stock, or an affiliate or immediate family member thereof, had or will have a direct or indirect material interest:

Director and Executive Compensation Arrangements

Compensation arrangements for our directors and NEOs are described in this proxy statement under the sections titled "Compensation of Non-Employee Board Members" and "Executive Compensation."

Indemnification Agreements

We have entered and expect to continue to enter into agreements to indemnify our directors, executive officers and certain employees. With certain exceptions, these agreements provide for indemnification for related expenses including, among other things, attorneys' fees, judgments, fines and settlement amounts incurred by any of these individuals in any action or proceeding. We believe that these bylaw provisions and indemnification agreements are necessary to attract and retain qualified persons as directors and officers. We also maintain customary directors' and officers' liability insurance.

Employment Arrangements

We have extended offer letters to our executive officers in connection with their employment as described in greater detail in the section of this proxy statement titled "Executive Compensation."

Policies and Procedures for Related Party Transactions

Our Board of Directors has adopted a written related-person transaction policy setting forth the policies and procedures for the review and approval or ratification of related person transactions. This policy covers, with certain exceptions set forth in Item 404 of Regulation S-K under the Securities Act, any transaction, arrangement or relationship, or any series of similar or related transactions, arrangements or relationships in which we were or are to be a participant, where the amount involved exceeds $120,000 and a related person had or will have a direct or indirect material interest, including, without limitation, purchases of goods or services by or from the related person or entities in which the related person has a material interest, indebtedness, guarantees of indebtedness and employment by us of a related person.

In considering related-person transactions, our audit committee (or other independent body of our Board of Directors) will take into account the relevant available facts and circumstances including, but not limited to, the risks, costs and benefits to us, the terms of the transaction, the availability of other sources for comparable services or products and, if applicable the impact on a director's independence in the event that the related person is a director, immediate family member of a director or an entity with which a director is affiliated.

CERTAIN MATTERS RELATING TO PROXY MATERIALS AND AVAILABLE INFORMATION

The SEC has adopted rules that permit companies and intermediaries (e.g., brokers) to satisfy the delivery requirements for proxy materials and annual reports with respect to two or more stockholders sharing the same address by delivering a single set of proxy materials addressed to those stockholders. This process, which is commonly referred to as "householding," potentially means extra convenience for stockholders and cost savings for companies.

This year, a number of brokers with account holders who are Intersect ENT stockholders will be "householding" our proxy materials, including the Notice. A single Notice and, if applicable, a single set of proxy materials will be delivered to multiple stockholders sharing an address unless contrary instructions have been received from the affected stockholders. Once you have received notice from your broker that it will be "householding" communications to your address, "householding" will continue until you are notified otherwise or until you revoke your consent. If, at any time, you no longer wish to participate in "householding" and would prefer to receive a separate Notice and, if applicable, other proxy materials, please notify your broker, or if you are holding a physical stock certificate, direct your written or oral request to Computershare, Inc., 211 Quality Circle, Suite 210, College Station, TX 77845, telephone number 800-736-3001. You may also direct a written or oral request for the separate Notice and, if applicable, other proxy materials to: Intersect ENT, Inc., Attn: Investor Relations, 1555 Adams Drive, Menlo Park, CA 94025, telephone number (650) 641-2105. Upon receipt of a written or oral request as set forth above, we will promptly deliver to you a separate Notice and if applicable, other proxy materials. Stockholders who currently receive multiple copies of the Notice and, if applicable, other proxy materials at their address and would like to request "householding" of their communications should contact their broker or Computershare Investor Services.

OTHER MATTERS

The Board of Directors knows of no other matters that will be presented for consideration at the annual meeting. If any other matters are properly brought before the meeting, it is the intention of the persons named in the accompanying proxy to vote on such matters in accordance with their best judgment.

By Order of the Board of Directors

/s/ David A. Lehman
David A. Lehman
Secretary

April 20, 2016

A copy of Intersect ENT's Annual Report to the Securities and Exchange Commission on Form 10-K for the fiscal year ended December 31, 2015, is available without charge upon written request to: Intersect ENT, Inc., Attn: Investor Relations, 1555 Adams Drive, Menlo Park, CA 94025.

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

Form 10-K

(Mark One)

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

For the fiscal year ended December 31, 2015

OR

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

For the transition period from to .

Commission file number: 001-36545

INTERSECT ENT, INC.
(Exact name of registrant as specified in its charter)

Delaware	**20-0280837**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
1555 Adams Drive Menlo Park, CA	**94025**
(Address of principal executive offices)	**(zip code)**

Registrant's telephone number, including area code:
(650) 641-2100

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

Title of Each Class	Name of Exchange on Which Registered
Common Stock, $0.001 par value	**The NASDAQ Global Market**

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

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☑

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☑

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

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

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions 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 Exchange Act Rule 12b-2). Yes ☐ No ☑

As of June 30, 2015, the last business day of the registrant's most recently completed second fiscal quarter, the aggregate market value of the voting common stock held by non-affiliates, was approximately $707,886,000. Shares of common stock held by each officer, director and our affiliates have been excluded in that such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

The number of shares of common stock outstanding as of January 31, 2016 was 28,176,941.

Documents Incorporated by Reference

Portions of the registrant's definitive Proxy Statement for its 2016 Annual Stockholders' Meeting are incorporated by reference into Part III of this Annual Report on Form 10-K, to be filed within 120 days of the registrant's fiscal year ended December 31, 2015.

INTERSECT ENT, INC.

Annual Report on Form 10-K

For the Fiscal Year Ended

December 31, 2015

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CAUTIONARY INFORMATION REGARDING FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K for the year ended December 31, 2015, or "Form 10-K," contains forward-looking statements concerning our business, operations, and financial performance and condition as well as our plans, objectives, and expectations for business operations and financial performance and condition. Any statements contained herein that are not of historical facts may be deemed to be forward-looking statements. You can identify these statements by words such as "anticipate," "assume," "believe," "could," "estimate," "expect," "intend," "may," "plan," "should," "will," "would," and other similar expressions that are predictions of or indicate future events and future trends. These forward-looking statements are based on current expectations, estimates, forecasts, and projections about our business and the industry in which we operate and management's beliefs and assumptions and are not guarantees of future performance or development and involve known and unknown risks, uncertainties, and other factors that are in some cases beyond our control. As a result, any or all of our forward-looking statements in this Form 10-K may turn out to be inaccurate. Factors that could materially affect our business operations and financial performance and condition include, but are not limited to, those risks and uncertainties described herein under "Item 1A—Risk Factors." You are urged to consider these factors carefully in evaluating the forward-looking statements and are cautioned not to place undue reliance on the forward-looking statements. The forward-looking statements are based on information available to us as of the filing date of this Form 10-K. Unless required by law, we do not intend to publicly update or revise any forward-looking statements to reflect new information or future events or otherwise. You should, however, review the factors and risks we describe in the reports we will file from time to time with the Securities and Exchange Commission, or SEC, after the date of this Form 10-K.

PART I

Item 1. Business

Overview

We are a commercial stage drug-device company committed to improving the quality of life for patients with ear, nose and throat conditions. We have developed a drug releasing bioabsorbable implant technology that enables targeted and sustained release of therapeutic agents. This targeted drug delivery technology is designed to allow ear, nose and throat, or ENT, physicians to improve patient care. Our approved and in-development products are designed to treat the spectrum of needs among the estimated 3.5 million U.S. patients who are managed by ENT physicians for chronic sinusitis, one of the most prevalent chronic diseases in the United States and one of the most costly conditions for U.S. employers. Chronic sinusitis patients include those needing and electing surgery, those who have not had sinus surgery and those that have had one or more surgeries but continue to suffer from symptoms. To address these patient groups, we are:

- Marketing PROPEL® and PROPEL mini, the first and only steroid releasing implants approved by the U.S. Food and Drug Administration, or FDA, for use in patients undergoing surgery for chronic sinusitis. PROPEL has been proven clinically in a meta-analysis of prospective, multicenter, randomized, controlled, double-blind clinical studies to improve surgical outcomes, including a 35% reduction in the need for postoperative oral steroid and surgical intervention. Inserted by a physician into the ethmoid sinuses following sinus surgery, the self-expanding implants are designed to conform to and hold open the surgically enlarged sinus, while gradually releasing an anti-inflammatory steroid over a period of approximately 30 days, before being fully absorbed into the body.
- Seeking approval for the use of PROPEL mini in the frontal sinus. We announced preliminary topline data from the PROGRESS trial, designed to evaluate the safety and efficacy of PROPEL mini when placed in the frontal sinuses following surgery, showing that the study met its primary efficacy endpoint and demonstrating a statistically significant 38% relative reduction in the need for postoperative interventions compared to surgery alone. We submitted a supplemental premarket approval submission to the FDA in September 2015 seeking approval to expand the indication of PROPEL mini to treat patients undergoing frontal sinus surgery.

- Conducting clinical trials of RESOLVE, a steroid releasing implant designed to provide a cost-effective, less invasive solution for patients that have had ethmoid sinus surgery yet suffer from recurrent sinus obstruction due to polyps. The RESOLVE implant is designed to be placed in the ethmoid sinus in a procedure conducted in the physician's office as an alternative to other treatment options such as further medical therapy or revision surgery. We have completed three studies of RESOLVE in a total of 117 patients and in December 2014, we commenced RESOLVE II, a phase III trial enrolling 300 patients to assess the safety and efficacy of the product.
- Conducting clinical trials of NOVA, a steroid releasing implant designed to fit the ostia, or openings, of the dependent sinuses following enlargement of the sinuses. While sinus enlargement is performed on both revision and primary patients, NOVA has the potential to provide, in conjunction with balloon opening, a less invasive procedure performed in the physician's office for patients with primary chronic sinusitis who have not had sinus surgery. We commenced enrollment of the second cohort of patients in the PROGRESS study in July 2015. This phase of the PROGRESS study is an 80-patient prospective randomized blinded multicenter trial designed to assess the safety and efficacy of NOVA when placed in the frontal sinuses following opening of the sinus.

According to the Centers for Disease Control and Prevention, or CDC, approximately 12% of the U.S. adult population, or 29 million people, are affected by chronic sinusitis, making it more prevalent than heart disease and asthma. Chronic sinusitis is an inflammatory condition in which the sinus lining becomes swollen and inflamed, leading to significant patient morbidity. Chronic sinusitis significantly impacts the quality of life of patients, including difficulty breathing, chronic headaches, recurrent infections, bodily pain and loss of sense of smell and taste. These persistent symptoms can severely impact a patient's day-to-day well-being, resulting in frequent doctor visits and lost work productivity and can lead to chronic fatigue and depression. Chronic sinusitis is managed by a combination of medical management and surgical intervention. The first line of therapy is medical management involving antibiotics, anti-inflammatory steroids and decongestants. Sinusitis is the most common reason for adult outpatient antibiotic use in the United States, comprising 11% of all antibiotic prescriptions. Patients whose symptoms persist despite medical management are recommended to undergo functional endoscopic sinus surgery, or FESS. FESS is performed in the operating room to open the blocked sinus pathways by removing inflamed tissue and bone using surgical tools. Although sinus surgery can be effective, a majority of patients experience recurrent symptoms which commonly necessitate additional treatment with medications and surgery.

We estimate that there are more than 3.5 million people with chronic sinusitis who are managed by ENT physicians in the United States each year, many of whom we believe could benefit from products that incorporate our drug releasing bioabsorbable implant technology. Our target market includes approximately 540,000 patients who undergo FESS for chronic sinusitis each year in the United States, with about 85% of those patients receiving treatment of the ethmoid sinus and 25-30% receiving treatment of the frontal sinus and some patients receiving treatment for multiple sinuses. Our target market also includes approximately 635,000 patients who have previously undergone FESS but continue to suffer symptoms of chronic sinusitis primarily due to polyp recurrence, and 800,000 patients who have chronic sinusitis but have not had FESS. This surgery incidence includes patients who are under the age of 18 and surgeries on the frontal sinuses, both of which represent potential expanded future indications for PROPEL and PROPEL mini and would require FDA approval.

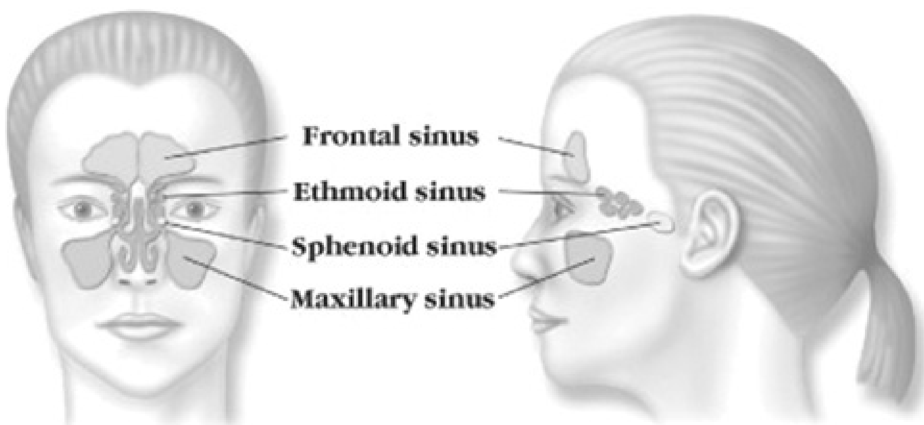
While our current commercial focus is the U.S. market, PROPEL and PROPEL mini do have CE Mark. We plan to initiate efforts that will allow for future expansion into international geographies. Approximately 450,000 and 250,000 FESS procedures are performed annually in the Asia Pacific and European regions, respectively. We intend to target four to six large markets in these regions. Our commercialization strategy will consider several factors including regulatory requirements, reimbursement coverage for our products, and key opinion leader support.

As of December 31, 2015, we estimate that approximately 2,000 accounts have stocked PROPEL for use by ENT physicians. Our current stocking price in the majority of our accounts is $750 per unit. Based on the number of units shipped as of December 31, 2015, we estimate that physicians have treated over 100,000 patients with our PROPEL implants. For the years ended December 31, 2015, 2014 and 2013, we generated revenue of $61.6 million, $38.6 million and $17.9 million, respectively, and had a net loss of $26.6 million, $18.4 million and $18.4 million, for each respective year. As of December 31, 2015, we had an accumulated deficit of $123.3 million.

We have expanded our sales organization to include 74 territory managers as of December 31, 2015, an increase of 42% over 52 territory managers as of December 31, 2014. We intend to continue to grow our sales force in order to expand our communication of the benefits of our steroid releasing implants to our physician customers. We have developed a base of recurring revenue that we expect will support future revenue growth, and in addition, we intend to seek to add new physician users and to expand the frequency of use among current physician users.

Overview of Sinusitis

The sinuses are a system of connected air-filled cavities located within the bones around the nose and eyes that allow for natural ventilation and drainage of mucus. There are four sinus cavities: ethmoid, frontal, maxillary and sphenoid. One of each type of sinus lies on either side of the face. The sinuses are lined with soft, pink tissue called mucosa, which serves to constantly cleanse the sinuses of impurities such as dust, dirt, allergens, pollutants and bacteria. To clear these inhaled pathogens, the sinus lining secretes mucus which is then cleared away by small, hair-like structures called cilia, which act in coordination to sweep the mucus through the sinus pathways and out through the back of the throat.



The ethmoid sinuses, which lie between the eyes, are a series of small cells with multiple, often interconnected openings in a honeycomb-like formation. These sinuses serve as the central aeration and drainage pathway for all other sinuses. The frontal, maxillary and sphenoid sinuses are known as dependent sinuses, as they each consist of one large cell that drains through an opening, or ostium, into the ethmoid sinus.

Chronic sinusitis is an inflammatory condition in which the sinus lining becomes swollen and inflamed, leading to significant patient morbidity including difficulty breathing, chronic headaches, recurrent infections, bodily pain and loss of sense of smell and taste. These persistent symptoms can severely impact a patient's day-to-day well-being, resulting in frequent doctor visits and can lead to chronic fatigue and depression. The condition significantly reduces work productivity from absenteeism and reduced on-the-job effectiveness, especially meaningful given the average chronic sinusitis patient age of approximately 37 years.

The debilitating patient symptoms and quality of life impairments attributed to chronic sinusitis create a significant healthcare burden to patients, insurers and employers.

Current Treatments for Chronic Sinusitis and Their Limitations

The treatment of chronic sinusitis often entails a combination of medical management and surgical intervention to treat the underlying inflammation of the sinus lining, while addressing the secondary symptoms caused by obstruction of the natural drainage pathways.

Medical Management

The first line of therapy for chronic sinusitis is medical management, which typically includes prescribed antibiotics, anti-inflammatory steroids and decongestants. Despite limited efficacy of use of antibiotics in this patient population and the consequence of increasing bacterial resistance, we believe there is pervasive overuse of these drugs, which could lead to patient resistance and has resulted in sinusitis being identified as a major target in national efforts to reduce unnecessary medical intervention. Sinusitis is the most common reason for adult outpatient antibiotic use in the United States, comprising 11% of all antibiotic prescriptions. In addition, physicians often prescribe decongestants and other drugs to target mucus accumulation.

Steroids are prescribed in two forms, oral steroid pills and nasal steroid sprays, both of which have serious limitations. Oral steroid therapy is effective at reaching the sinus lining, but it does so by means of systemic exposure and therefore carries the risk of serious side effects, including glaucoma, bone loss, weight gain, psychosis and difficulty in controlling blood glucose levels in patients with diabetes. Nasal steroid sprays, commonly indicated for rhinitis, or inflammation of the nasal passage, are routinely prescribed for chronic sinusitis patients. While nasal steroid sprays avoid systemic exposure and thus lack such serious side effects, an estimated 70% of the drug is swallowed and the remainder is directed to the nasal passages, instead of the sinuses, which limits efficacy. In a published study, the fraction of drug deposited in the sinuses from a nasal steroid spray was measured to be less than 2%. Poor patient compliance further limits the effectiveness of nasal steroid sprays. Although medical management can reduce symptoms, an estimated 20% or more of chronic sinusitis patients who receive medical therapy are unresponsive.

Of note, medical management is not only used as a first line of therapy for patients afflicted with primary chronic sinusitis, situations in which patients have not had sinus surgery, but also for patients who have recurrent symptoms despite having sinus surgery. Patients in both stages of the condition are managed medically and hence are subject to the limitations described above.

Sinus Surgery

In cases where patients are symptomatic despite medical management, a physician may recommend FESS. In the FESS procedure, the physician enlarges the inflamed and obstructed sinus pathways by removing inflamed tissue and bone in order to facilitate normal sinus drainage and aeration. First introduced in the United States in the 1980s, FESS is considered the standard of care for surgical intervention to treat chronic sinusitis. During most procedures, the honeycomb-like cells of the ethmoid sinuses are removed, resulting in one large open cavity. ENTs may also enlarge the frontal sinus by either surgically removing tissue or via balloon dilation.

FESS is typically performed under general anesthesia in an operating room. During the procedure, a physician inserts an endoscope into the nasal cavity to provide visualization of the patient's anatomy. Surgical instruments, powered cutting tools and balloon dilation devices are used to remove or dilate obstructive tissue and bone. Following the surgical intervention, physicians often pack the newly opened ethmoid sinuses with gauze or other obstructive sinus packing materials to hold the sinus cavities open. A follow-up office visit is required several days after the procedure to remove the sinus packing materials and an additional one to two follow-up visits typically occur over the first four to six weeks following surgery to monitor for and treat complications.

While FESS is the standard of care for treating chronic sinusitis, it has several limitations:

- ***Limited effectiveness.*** Inflammation and scarring in the postoperative period are common and can compromise the surgical result by negatively impacting the ability of the sinuses to heal. This increases the need for continued medical management and additional surgical procedures. Within the first year after surgery, approximately 64% of patients experience recurrent symptoms.
- ***Limited ability to address postoperative inflammation.*** While oral steroids prescribed postoperatively can be effective at addressing inflammation and scarring, the required doses are significant and can result in serious systemic side effects, including glaucoma, bone loss, weight gain, and psychosis. Further, oral steroids have restricted use in diabetic individuals, patients with glaucoma and certain psychological disorders. We believe, as a result, only 20% of physicians prescribe them routinely after surgery. The absence of anti-inflammatory steroid therapy leaves the surgical wound susceptible to postoperative complications.
- ***Pain and discomfort during postoperative period.*** During surgery, an ENT physician typically places sinus packing materials into the ethmoid sinuses to physically separate tissues in an attempt to prevent scarring and adhesions. Following surgery, physicians see patients two to three times in order to monitor for and, if necessary, to treat complications as well as remove these sinus packing materials. The sinus packing materials are removed by pulling or suctioning them from the newly opened cavity, a painful and time-consuming process, often necessitating pain medication. Moreover, the use of sinus packing materials obstructs the newly opened sinuses, leading to patient symptoms of congestion and discomfort. Despite the use of packing materials, scarring and adhesions are common, necessitating painful removal of additional tissue during postoperative treatments.
- ***Potential for revision surgery.*** Within the first year after FESS, approximately 10% of patients will return to the operating room to undergo a revision procedure, while additional patients will return for a revision procedure after one year. We believe the risk of potential revision surgery is a significant deterrent to some patients that would otherwise undergo FESS for chronic sinusitis.

Trend for treatment in the physician's office

Balloon sinus dilation devices along with other technological advances have expanded the treatable chronic sinusitis patient population. Sinus dilation is now being utilized by physicians in their offices to treat patients with mild chronic sinusitis who may not be willing to undergo or are not candidates for sinus surgery performed under general anesthesia in the operating room setting. The ability to treat patients in the office with sinus dilation has spurred interest amongst the ENT physician community for additional products that facilitate treatment of additional patients in the office setting.

We believe that because of the limitations of medical management and lack of disease resolution after FESS, many chronic sinusitis patients remain undertreated. We estimate that only a third of patients recommended for sinus surgery proceed with the potentially beneficial procedure, which we believe is due to its limitations and high risk for additional medical management and surgical revision. While balloon dilation has been introduced to open frontal, maxillary and sphenoid sinuses, or dependent sinuses, in a less invasive manner, balloons are not designed to treat disease in the most commonly involved sinuses, the ethmoids, and they do not address the underlying inflammation associated with chronic sinusitis. We believe that an opportunity exists to reach these undertreated patients by providing a more effective option to address their inflammatory disease, while improving the overall outcomes of FESS.

Our Solution

We are building a portfolio of products based on our drug releasing bioabsorbable implant technology that are designed to provide localized drug delivery to treat patients across the continuum of care in chronic sinusitis. In addition to the approved commercial uses of PROPEL and PROPEL mini in the ethmoid sinuses, we are conducting trials to expand the use of PROPEL mini in the frontal sinus and to evaluate two new products, NOVA, a product that has the potential to treat primary patients who have never received sinus surgery, and RESOLVE, designed to treat patients with recurrent sinusitis who might otherwise be candidates for an additional FESS procedure.

Our Technology Platform

Our drug releasing bioabsorbable implant technology consists of a polymer-based implant that is coated with a drug and polymer matrix. In fabricating the implant, we use polymers that are bioabsorbable and, over time, gradually and fully absorb into the body. The polymers chosen are materials with established safety profiles and have been used in medical devices for over 30 years. Individual polymer properties can further enhance biocompatibility in the sinus anatomy. For example, the polyethylene glycol used in the drug coating for PROPEL and PROPEL mini has been proven to be an anti-inflammatory, protein-resistant barrier.

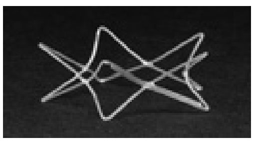
Our innovative design process enables us to develop the mechanical and drug delivery features independently, lending to our customization capability. Our highly specialized bioabsorbable polymer engineering capability, allows us to design the implant with various physical characteristics depending on the size, radial strength and other attributes that are appropriate to enable treatment of the underlying disease in its location. Our implants are designed to be self-expanding, which facilitates insertion when compressed, and expand to conform to the surrounding anatomy after insertion. The ability to control radial strength is important in enabling us to address different diseases at different states. For example, in some instances an implant may be used to maintain an already open passageway. In other situations, an implant with significantly greater strength may mechanically dilate a diseased passageway.

Our expertise in drug delivery allows us to effectively pair appropriate polymer delivery matrices with desired therapeutic agents. This allows us to select the therapeutic agent based on its clinical effectiveness and tailor the platform accordingly. In the case of PROPEL, we considered the wide range of off-patent corticosteroids, chose the one best suited for treatment of sinus inflammation, then customized the polymer delivery. Once a drug is selected, our specialized capability in drug formulation allow us to control the speed at which the drug elutes, allowing us to design implants from which the drug is released over a matter of weeks to even longer durations. As a result, we have the flexibility to select the type of drug to be used on the implant and then engineer the implant to control the amount, timing and delivery of the drug.

Our Commercial and Clinical Stage Products

Our two commercial products, PROPEL and PROPEL mini are indicated for use following ethmoid sinus surgery. In addition, we have submitted a PMA supplement to seek approval to expand the use of PROPEL mini following frontal sinus surgery and we are conducting clinical trials to evaluate two new products, RESOLVE and NOVA, for treatment of patients across the continuum of care in chronic sinusitis.

NOVA

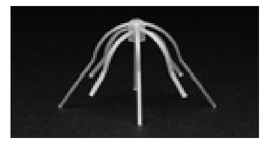


Office Treatment for Primary CS Patients

PROPEL/PROPEL mini

Treatment to Improve Surgical Outcomes

RESOLVE

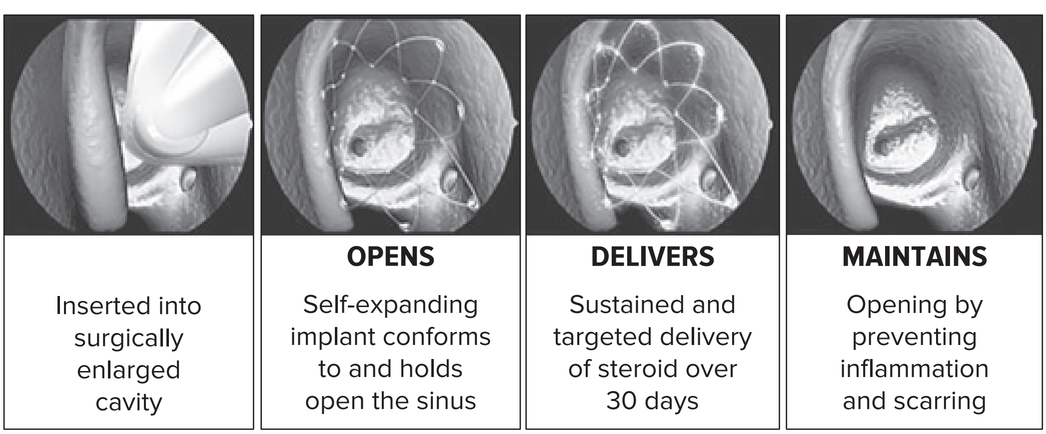


Office Treatment for Recurrent CS Patients

PROPEL and PROPEL mini

Our steroid releasing implants are the first and only FDA-approved drug releasing implants for chronic sinusitis sufferers and are indicated for use in patients 18 years or older following ethmoid sinus surgery to maintain patency. We submitted a supplemental premarket approval submission to the FDA in September 2015 seeking approval to expand the indication of PROPEL mini to treat patients undergoing frontal sinus surgery. Our PROPEL implants are designed to improve the outcomes of sinus surgery by holding open the sinus passageways, thereby reducing postoperative inflammation and scarring. These implants are inserted by a physician under endoscopic visualization following sinus surgery in the ethmoids. Once inserted, the self-expanding implants conform to and hold open the surgically enlarged sinus, while gradually releasing an anti-inflammatory steroid, mometasone furoate, directly to the sinus lining over a period of approximately 30 days. Mometasone furoate, which is available generically, is the active ingredient in NASONEX, a nasal spray used to treat allergic rhinitis and other indications. The implants fully absorb into the body over a period of four to six weeks or are removed at the discretion of a physician during a routine office visit. Once absorbed or removed, the implant no longer provides structural support.

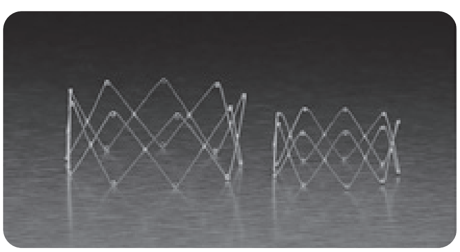
The graphic below illustrates the operation of PROPEL and PROPEL mini in the ethmoid sinuses:



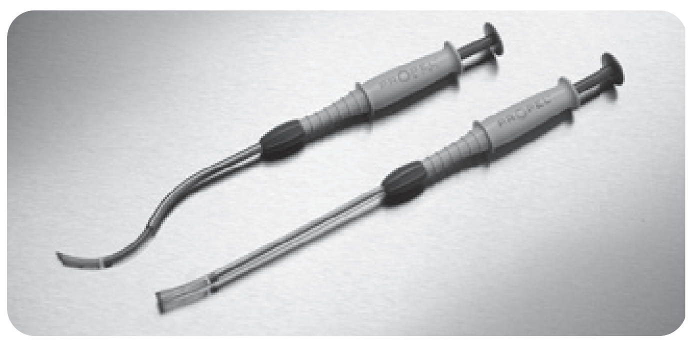
The PROPEL implant is formed from a bioabsorbable polymer fiber, poly-(L-lactide-co-glycolide), or PLG, a material that has been used in medical devices for 30 years. The implant is coated with a drug releasing coating containing 370 micrograms of mometasone furoate, a corticosteroid with anti-inflammatory properties, in a polymer matrix containing PLG and polyethylene glycol, or PEG. Because of its bioabsorbable nature, the implant will be fully and gradually absorbed into the body over a period of four to six weeks, or it may be removed prior to such time at the discretion of the physician. The implant is designed to accommodate the size and variability of the surgically enlarged ethmoid sinus anatomy and features a nominal expanded implant length of 23 millimeters. PROPEL is delivered using a one-handed ergonomically designed delivery system that provides access to the ethmoid sinuses using endoscopic visualization. The delivery system is comprised of a sheath with a curved distal tip, inside which the implant is housed for deployment. A funnel tool is included in the product kit and is attached to the distal tip of the delivery system to assist in the loading of the implant into the delivery system.

We designed the steroid drug release of PROPEL for a duration of approximately 30 days to match the postoperative healing cycle characterized in published medical literature. We selected mometasone furoate as the anti-inflammatory agent among numerous evaluated compounds based on three important characteristics: absorbability, binding affinity and low systemic bioavailability. The compound preferentially absorbs into the sinus lining instead of the surrounding mucous fluid. The drug has the highest glucocorticoid receptor binding affinity, making it highly potent in preventing inflammation once within tissue. Glucocorticoid receptors are the molecules in the surface membranes of cells throughout the body to which corticosteroids chemically bind. Additionally, the compound has low systemic bioavailability, meaning that it has negligible systemic safety side effects.

The PROPEL mini implant, is a smaller version of PROPEL and is manufactured from the same bioabsorbable polymer fiber and with the same drug releasing coating and other design characteristics. The nominal expanded implant length of the PROPEL mini is 16 millimeters. The profile of the delivery system is smaller, facilitating treatment of smaller anatomy. The distal tip is curved to allow for treatment of the ethmoid as well as additional sinuses as future indications are obtained. A crimper, loading tool and funnel are provided in the product kit to assist in the crimping and loading of the implant into the delivery system.



PROPEL and PROPEL mini steroid releasing implants



PROPEL and PROPEL mini implant delivery systems

We believe the principal benefits of our PROPEL steroid releasing implants when placed in the ethmoid sinuses include:

- ***Improved surgical outcomes.*** Our PROPEL implants have been clinically proven to improve FESS results by reducing postoperative inflammation and scarring. In a meta-analysis of prospective, multicenter, randomized, controlled, double-blind clinical studies, our PROPEL implants provided a 46% relative reduction in inflammation and a 70% relative reduction in scarring compared to the control implant. Postoperative complications, such as inflammation and polyps as well as scarring or adhesions, are common reasons for FESS failure.

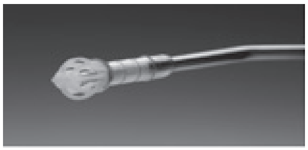
- ***Targeted steroid therapy to address postoperative inflammation.*** Our PROPEL implants are the first and only FDA approved drug releasing bioabsorbable sinus implants. They deliver an anti-inflammatory steroid postoperatively directly to the sinus lining in a controlled fashion over a period of approximately 30 days, which helps in the wound healing process. In a meta-analysis of prospective, multicenter, randomized, controlled, double-blind clinical studies, our PROPEL implants reduced the need for oral steroids by 40% compared to the control implant.
- ***Reduced pain and discomfort during postoperative period.*** Our PROPEL implants improve postoperative care. Once inserted, the self-expanding implants are designed to conform to and hold open the surgically enlarged ethmoid sinuses until fully absorbed into the body, which improves wound healing without obstructing the sinuses and causing congestion. Our steroid releasing implants are designed to obviate the need for sinus packing materials, which can be a significant source of postoperative pain and discomfort. Our PROPEL implants significantly reduce scarring and adhesions, which reduces the potential for pain in postoperative treatments.
- ***Reduced surgical revisions.*** In clinical studies, our PROPEL implants demonstrated a significant reduction in the need for postoperative surgical intervention. In a meta-analysis of prospective, multicenter, randomized, controlled, double-blind clinical studies, our PROPEL implants provided a 35% relative reduction in the need for postoperative oral steroids and surgical intervention compared to the control implant. We believe that patients who have been deterred by the high revision rates associated with FESS may now consider surgical intervention to treat their chronic sinusitis condition.

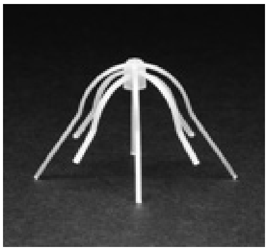
Similarly, based on the topline data we released from our PROGRESS study, a prospective, randomized, blinded, multicenter trial to assess the safety and efficacy of the PROPEL mini steroid releasing sinus implant when used following frontal sinus surgery, this use of PROPEL mini demonstrated a statistically significant 38% relative reduction in the need for postoperative interventions, such as the need for additional surgical procedures or need for oral steroid prescription, compared to surgery alone.

We believe these benefits will help expand the size of the FESS market as referring physicians increase their prescription of surgical intervention for chronic sinusitis and more patients elect to undergo sinus surgery to treat their condition.

RESOLVE

Our PROPEL steroid releasing implants are clinically proven to improve surgical results for patients undergoing FESS, reducing the need for postoperative surgical and steroid intervention. However, given the underlying chronic inflammation associated with this condition, recurrent obstruction of the sinus cavity can occur over time following sinus surgery, especially in patients afflicted with polyps, a sign of severe inflammation. Improving care of such chronic patients holds meaningful opportunity to significantly reduce healthcare costs by preventing revision surgery. We are developing the RESOLVE steroid releasing implant that can be placed in the physician office setting during a routine visit as an alternative treatment option for patients who are candidates for revision surgery. The implant is based on the same drug releasing bioabsorbable implant technology as PROPEL, but is designed to have greater radial strength in order to dilate an obstructed, polyp-filled sinus cavity, and deliver drug for an extended period of time. RESOLVE is subject to regulation as a drug product and will require the submission to the FDA of a New Drug Application, or NDA, and approval of the NDA before we can make RESOLVE commercially available in the U.S. We intend to pursue the NDA for this implant under Section 505(b)(2) of the FDCA. Section 505(b)(2) would enable us to rely, in part, on the FDA's findings of safety and efficacy for an existing product, or published literature, in support of our NDA.

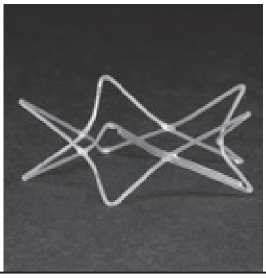




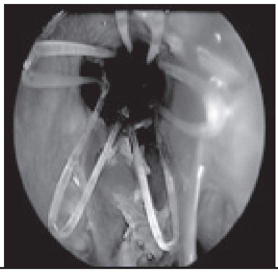
RESOLVE implant
in delivery system
and expanded

NOVA

We are also developing NOVA, a steroid releasing implant designed to fit the ostia, or openings, of the dependent sinuses following sinus enlargement in the operating room or in the office. NOVA has the potential to provide a cost-effective, less invasive solution for these patients. It is designed to facilitate delivery and placement in patients who have primary disease in the office setting and hence has a smaller size and lower profile than PROPEL mini. Therefore, we believe this product will further expand the addressable patient population to those that are either indicated for sinus surgery and choose not to proceed or those with less severe disease that would otherwise be treated with medical management. We have completed a 15 patient multicenter, non-randomized clinical study to assess the feasibility of this implant and are enrolling a prospective, randomized, blinded, multicenter trial of 80 patients designed to assess implant safety and efficacy in the frontal sinus.



Nova Implant for Primary
Chronic Sinusitis Patients



Nova Implant Placed in
Sinus Opening Following
Balloon Dilation (Ostium)

Our family of drug releasing implants consists of bioabsorbable polymers that control local drug release and provide structural support to adjacent tissues during the healing process, while the implant is gradually and fully absorbed into the body. We believe the development, manufacturing, and regulatory approval for products incorporating this technology requires capabilities in polymer science, drug delivery, analytical testing and combination products. These competencies allow our technical team to tailor drug formulation, polymer design, drug release duration, implant radial strength and degradation period to meet different clinical needs. This expertise has been utilized in the development of PROPEL and PROPEL mini and is currently being leveraged in the development of our pipeline products. Any new products we develop, or changes that we make in the therapeutic agent used in PROPEL or PROPEL mini, will require FDA approval prior to commercialization in the United States.

Other Products

Beyond chronic sinusitis, we may apply our drug releasing bioabsorbable implant technology to a variety of other ENT conditions, such as conditions affecting the ear and throat. We believe there are many opportunities to replace medical management and improve current surgical interventions with targeted drug releasing implants. In addition to building our product offering through internal product development efforts, we may selectively license or acquire complementary products and technologies, leveraging our experience at bringing new products to market and our commercial channel.

Clinical Trial Findings and In-Process Studies

PROPEL and PROPEL mini

PROPEL and PROPEL mini Ethmoid Sinus Studies. The safety and efficacy of PROPEL has been studied in three prospective, multicenter clinical trials conducted in the United States enrolling a total of 205 patients. The principal safety and efficacy information is derived from the ADVANCE II randomized clinical trial and is supported by the ADVANCE clinical trial and an initial pilot study. A meta-analysis that pooled data from the ADVANCE II study and the initial pilot study provides further evidence of efficacy. In all three studies, implants were placed following ethmoid sinus surgery, or ethmoidectomy, which entails removal of the honeycomb-like partitions between the ethmoid sinuses in order to create larger sinus cavities.

All three studies were designed to measure PROPEL's ability to improve the outcomes of sinus surgery. This included measuring the need for postoperative interventions such as adhesion lysis, which is a procedure to separate scar tissue and adhesions within the sinus cavity, and the need to prescribe oral steroids to treat inflammation. The studies also measured the impact of PROPEL on other postoperative complications, such as occurrence of polyposis and middle turbinate lateralization. Prevention of these complications contributes to the long-term success of sinus surgery. Polyposis represents a higher level inflammatory disease. The middle turbinate is a bony structure in the middle of the sinus, responsible for filtration, heating, and humidification of nasal air flow. Middle turbinate lateralization is an undesired complication where this structure curves towards the outer, or lateral, wall of the nose resulting in blockage of the ethmoid sinus passage.

In a meta-analysis, the two prospective, multicenter, randomized, controlled, double-blind studies enrolled a total of 143 patients utilizing an intra-patient control design. The results of these two trials, the ADVANCE II study and the initial Pilot study, were then pooled which represents the first and only Level 1a evidence for any devices used in sinus surgery today. Level 1a evidence is the highest level of evidence according to the criteria of the Centre for Evidence-Based Medicine at the University of Oxford. For evidence Level 1a, a meta-analysis of multiple randomized controlled trials is required.

Compared to the control implant, the drug releasing implant provided a 35% relative reduction in postoperative interventions, a 51% relative reduction in adhesion lysis and a 40% relative reduction in oral steroid intervention. The relative reduction in frank polyposis was 46%. Additional efficacy endpoints of significant, or severe, adhesions and middle turbinate lateralization, determined by clinical investigators at the study centers, were reduced by 70% (p=0.0013) and 75% (p=0.0225), respectively.

Principal Efficacy Results at Day 30 as graded by independent, blinded panel of physicians

Outcome Measure	Evaluable Patients*	Treatment Sides (n=143) No. (%)	Control Sides (n=143) No. (%)	Relative Reduction (%)	P Value
Postoperative intervention	128	42 (32.8)	65 (50.8)	-35	0.0008
Adhesion lysis	134	19 (14.2)	39 (29.1)	-51	0.0016
Oral steroid intervention	113	25 (22.1)	42 (37.2)	-40	0.0023
Frank polyposis	111	22 (19.8)	41 (36.9)	-46	<0.0001

* *Evaluable subjects were those with gradable sinuses on both sides*

PROPEL mini Frontal Sinus Study. We have completed a prospective, randomized blinded multicenter clinical trial to support an expanded indication for placement of PROPEL mini in the frontal sinuses called PROGRESS. PROPEL mini is currently indicated for placement in the ethmoid sinuses. As many as one in four patients undergoing sinus surgery for chronic sinusitis suffers from frontal sinus disease. We enrolled 80 patients in the study using an intra-patient control design to assess both safety and efficacy of PROPEL mini when placed following surgery of the frontal sinus, compared to surgery alone. The primary efficacy endpoint is the reduction in need for postoperative interventions such as the need for surgical intervention or oral steroids. In August 2015, we announced preliminary topline data from the PROGRESS trial, designed to evaluate the safety and efficacy of PROPEL mini when placed in the frontal sinuses following surgery, showing that the study met its primary efficacy endpoint and demonstrating a statistically significant 38% relative reduction in the need for postoperative interventions compared to surgery alone. We submitted a supplemental premarket approval submission to the FDA in September 2015 seeking approval to expand the indication of PROPEL mini to treat patients undergoing frontal sinus surgery.

RESOLVE

We are developing RESOLVE, a steroid releasing implant for refractory disease for the treatment of patients in the physician office setting. This product's primary mode of action is as a drug, and for this reason will require NDA approval from the FDA, rather than PMA approval. In order to support an NDA application with the FDA, we are sponsoring four studies of this product candidate: a pilot study, a pharmacokinetic study, RESOLVE and RESOLVE II.

Pilot Study. We sponsored an initial pilot study which was a prospective, multicenter feasibility study that enrolled 12 adult patients who had prior FESS, but experienced recurrent polyposis refractory to medical management at four study sites in the United States in November 2011. Implants were delivered under topical or anesthesia in a physician's office. Reductions in mean bilateral polyp grade as well as patient reported symptoms were demonstrated over 30 days and were sustained through six months. At six months follow-up, 64% of patients were no longer revision FESS candidates. No serious adverse events occurred.

This study provided initial clinical evidence of the feasibility, safety, and efficacy of in-office drug releasing implant placement in chronic sinusitis patients with recurrent polyposis after FESS. Based on these study results, we designed the RESOLVE study program.

Pharmacokinetic Study. A single-center pharmacokinetic study was conducted in 2013. The protocol required five patients to undergo serial blood sampling for one month following bilateral implant placement. The implant placement success rate was 100%. There was negligible systemic exposure to mometasone furoate delivered by the implant and no adrenal suppression nor serious adverse events.

The RESOLVE Study. We have completed the RESOLVE study, a Phase II prospective, randomized, blinded, multicenter clinical trial to study the safety and efficacy of the RESOLVE implant when placed in the office setting. The study enrolled 100 patients who suffered from chronic sinusitis due to recurrent ethmoid sinus obstruction so severe that revision surgery was indicated. The study met its primary *safety* endpoints, with 100% implant placement success, no ocular issues observed and no device-related serious adverse events. In addition, findings through the first 90 days of the six-month study demonstrated:

- Statistically significant reductions in clinicians' endoscopic scoring of bilateral nasal polyp burden and ethmoid sinus obstruction in the treatment group, as compared to the control group through 90 days.
- Clinically meaningful, two-fold greater improvement in patient symptoms measured by nasal obstruction/congestion score for the treatment group, as compared to controls at 90 days. This difference was statistically significant for patients (n=74) who had a higher polyp burden at baseline.
- 52% of patients in the treatment arm were no longer indicated for sinus surgery, compared with 22% of the patients in the control arm, demonstrating a clinically meaningful reduction in the need for revision surgery.

The results observed at the six month time point were consistent with those observed at earlier time points. Statistically significant reductions in both nasal polyp burden and percent sinus obstruction were observed by the clinical investigators and the improvement in nasal obstruction/congestion score in the treatment group continued to be twice as large as that of the control group.

RESOLVE II Study. We have initiated the RESOLVE II study, a pivotal Phase III clinical trial enrolling 300 patients at up to 45 U.S. centers. Primary study endpoints include assessment of improvements in both patient-reported symptoms and objective endoscopic outcomes as determined by clinical investigators and by an independent panel of surgeons. The RESOLVE II study builds upon our recently completed RESOLVE clinical study and is designed to provide safety and efficacy data to support the NDA.

NOVA

We are also developing NOVA, a steroid releasing implant designed to fit the ostia, or openings, of the dependent sinuses following enlargement of the sinuses. While sinus enlargement is performed on both revision and primary patients, NOVA has the potential to provide, in conjunction with balloon opening, a less invasive procedure performed in the physician's office for patients with primary chronic sinusitis who have not had sinus surgery. We commenced enrollment of the second cohort of patients in the PROGRESS study in July 2015. This phase of the PROGRESS study is an 80-patient prospective randomized blinded multicenter trial designed to assess the safety and efficacy of NOVA when placed in the frontal sinuses following sinus surgery.

Competition

Our industry is highly competitive, subject to change and significantly affected by new product introductions and other activities of industry participants. Many of the companies developing or marketing ENT products are publicly traded or are divisions of publicly-traded companies and may enjoy competitive advantages including:

- greater financial and human capital resources;
- significantly greater name recognition;
- established relationships with ENT physicians, referring physicians, customers and third-party payors;
- additional lines of products, and the ability to offer rebates or bundle products to offer greater discounts or incentives to gain a competitive advantage; and
- established sales, marketing and worldwide distribution networks.

Because of the size of the market opportunity for the treatment of chronic sinusitis, potential competitors have historically dedicated and will continue to dedicate significant resources to aggressively promote their products or develop new products. New product developments that could compete with us more effectively are possible because of the prevalence of chronic sinusitis and the extensive research efforts and technological progress that exist within the market. Large medical device companies with ENT divisions, such as Medtronic, also have capability in drug releasing stents.

Our commercially available products are designed to be used following sinus surgery. If another company successfully develops a surgical approach to the treatment of sinusitis that would not benefit from the use of our steroid releasing implants, if another company develops a device to treat the inflammation and scarring associated with sinus surgery that is more efficacious than our steroid releasing implants or if a pharmaceutical company successfully develops a drug that addresses chronic sinusitis without the need for surgical intervention, sales of our products would be significantly and adversely affected.

The alternative to delivering steroids to the sinuses postoperatively with PROPEL is the prescription of oral steroids. While oral steroids prescribed postoperatively can be effective at addressing inflammation and scarring, the required doses are significant and can result in serious systemic side effects, including glaucoma, bone loss, weight gain and psychosis. Further, oral steroids have restricted use in diabetic individuals, patients with glaucoma and some psychological disorders. We believe, as a result, only 20% of physicians prescribe them routinely after surgery. Additionally, there are commercially available packing materials on the market that provide a spacing function and are less expensive than PROPEL. During surgery, approximately 60% of ENT physicians place sinus packing materials, either absorbable or non-absorbable, into the ethmoid sinuses to physically separate tissues in an attempt to prevent scarring and adhesions. Sinus packing materials are not placed in the frontal sinuses. Following surgery, the sinus packing materials are removed by pulling or suctioning them from the newly opened cavity, a painful and time-consuming process, often necessitating pain medication. Despite the use of packing materials, scarring and adhesions are common, necessitating painful removal of additional tissue during postoperative treatments. Some physicians choose to soak these packing materials with steroid in liquid form in an effort to deliver steroid to the sinus. This practice is off-label and is not supported by clinical data. However, although we believe PROPEL and PROPEL mini have significant advantages over sinus packing materials and other treatment options, they are expensive relative to packing materials and may not be reimbursed by third-party payors. As a result, ENT physicians may choose to use oral steroid delivery or packing materials or a combination of the two, which are less expensive, in lieu of PROPEL or PROPEL mini.

We believe that our continued ability to compete favorably depends on:

- successfully expanding our commercial operations;
- continuing to innovate and maintain scientifically-advanced technology;
- developing technologies for applications in the sinuses and other areas of ENT;
- attracting and retaining skilled personnel;
- obtaining patents or other intellectual property protection for our products; and
- conducting clinical studies and obtaining and maintaining regulatory approvals.

Intellectual Property

As of December 31, 2015, we owned 59 issued patents globally, of which 29 were issued U.S. patents, and we owned 37 pending patent applications globally, of which 12 were pending patent applications in the United States. Subject to payments of required maintenance fees, annuities and other charges, our issued U.S. patents have expiration dates between 2017 and 2032, of which one will expire before 2020, 13 will expire between 2021 and 2025, and the remaining 15 will expire after 2025.

As of December 31, 2015, our trademark portfolio contains 24 trademark registrations, four of which are U.S. trademark registrations, as well as two foreign and one U.S. pending trademark applications.

We also rely upon trade secrets, know-how, continuing technological innovation, and may rely upon licensing opportunities in the future, to develop and maintain our competitive position. We protect our proprietary rights through a variety of methods, including confidentiality agreements and proprietary information agreements with suppliers, employees, consultants and others who may have access to proprietary information.

Manufacturing and Supply

We manufacture our steroid releasing implants at our facility in Menlo Park, California with components supplied by external suppliers. We perform inspections of these components before use in our manufacturing operations. Using these components, we assemble, inspect, test and package our implants, and send them to a third-party sterilization vendor. After sterilization, we perform inspections of the finished implants internally and via third-party laboratories to determine compliance with our specifications, release the lot to inventory and then ship the finished product to customers.

The active pharmaceutical ingredient, or API, and a number of our critical components used in our implants are supplied to us from single source suppliers. We rely on single source suppliers for some of our polymer materials, some extrusions and molded components, some off-the-shelf components and for finished goods testing. Our ability to commercially supply our products and to develop our product candidates depends, in part, on our ability to successfully obtain the API and polymer materials used in these products in accordance with regulatory requirements and in sufficient quantities for commercialization and clinical testing. We have entered into manufacturing, supply or quality agreements with a number of our single source suppliers pursuant to which they supply the API and components we need. We generally acquire our single source components pursuant to purchase orders placed in the ordinary course of business. However, we are not certain that our single source suppliers will be able to meet our demand for their products, whether because of the nature of our agreements with those suppliers, our limited experience with those suppliers or our relative importance as a customer to those suppliers. It may be difficult for us to assess their ability to timely meet our demand in the future based on past performance. To date, we have not experienced any significant supply constraints or delays in procuring components and materials and while our suppliers have generally met our demand for their products on a timely basis in the past, they may subordinate our needs in the future to the needs of their other customers.

We are currently improving our manufacturing capabilities and increasing capacity as we increase the extent of our commercialization efforts. We believe our manufacturing operations are in compliance with regulations mandated by the FDA. We are an FDA-registered medical device manufacturer and we were granted PMA approval for PROPEL in August 2011. Our manufacturing facilities and processes are subject to periodic inspections and audits by various federal, state and foreign regulatory agencies. For example, our facilities were inspected by the FDA in April and May 2011, December 2012, March 2013 and June 2014. The State of California regulatory authority audited our manufacturing facility in connection with granting a California Device Manufacturing License to us in August 2009. We maintain ISO 13485 certification. Our facility was last inspected in November 2015 by the European Notified Body in Ireland, National Standards Authority of Ireland, or NSAI, and no major nonconformance reports were issued as a result of that inspection.

We have manufacturing, supply or quality agreements with a number of our single source suppliers:

- In April 2014, we entered into an agreement with Hovione Inter Ltd., or Hovione, pursuant to which we are required to purchase 80% of our API from Hovione, in quantities to be specified in 12-month forecasts provided by us and updated on a quarterly basis. This agreement extends until April 2019. Either we or Hovione may terminate the agreement prior to that date for uncured material breach by or insolvency of the other party. We may also terminate the agreement in the event Hovione loses any required FDA approval rendering it unable to fulfill its contractual obligations, or if Hovione is engaged in felonious or fraudulent activities. Either we or Hovione may terminate the Agreement in the event regulatory agencies require changes to the product specifications that materially affect Hovione's cost of production and we are unable to reach an agreement with Hovione regarding an equitable pricing adjustment.
- In April 2014, we entered into an agreement with Polymer Solutions Incorporated, or PSI, pursuant to which PSI supplies us with analytical testing services for our polymer materials. The agreement has an indefinite term, but may be terminated by us at any time upon 30 days' notice to PSI or immediately upon written notice in the event of an uncured material breach by PSI.
- In January 2014, we entered into an agreement with AIM Plastics, Inc., or AIM, pursuant to which AIM provides us with injection molded components in quantities to be specified in rolling quarterly forecasts provided by us. The agreement extends for an initial period of one year from its effective date, with automatic one-year renewal periods applying thereafter unless we or AIM provide written notice of non-renewal at least 30 days prior to the end of the then-current term. Either we or AIM may terminate the agreement for an uncured material breach by the other party. We may also terminate the agreement upon 12 months written notice in the event of a change in control of AIM.
- In October 2015, we entered into an agreement with Exova Group Limited, or Exova, pursuant to which Exova supplies us with analytical testing services for our finished product. This agreement extends until December 2017.
- In November 2013, we entered into an agreement with Stephen Gould Corporation, or SGC, pursuant to which SGC supplies us with packaging components in accordance with a rolling quarterly forecast provided by us. The agreement extends for an initial period of two years from the effective date, with automatic one-year renewal periods applying thereafter unless we or SGC provide written notice of intent not to renew at least 30 days prior to the end of the then current term. Either we or SGC may

terminate the agreement for uncured material breach by the other party. We may also terminate the agreement at will upon 90 days prior written notice to SGC, or upon 12 months prior written notice in the event of a change in control of SGC. In October 2015, this agreement was amended with updated rolling forecasts and component pricing.

Each of these suppliers manufactures the components they produce for us or tests our components and devices to our specifications. We expect to be able to negotiate new agreements with these vendors in advance of the expiration of the current agreements. We intend to maintain sufficient supplies of the API and components from these single source suppliers in the event that our agreements with one or more of these suppliers were to terminate to enable us to continue to manufacture our implants for a sufficient amount of time necessary to obtain another source of API or components.

Government Regulation

United States Regulation of Medical Devices and Drugs

Our products and product candidates are drug releasing bioabsorbable implants that are regulated as combination products by the FDA. FDA's Office of Combination Products designates a primary mode of action for such drug-device combination products, with the respective primary Center within the FDA leading the regulatory review for the product, in consultation with the secondary designated Center. FDA determined that the primary mode of action for PROPEL and PROPEL mini was that of a medical device, so these products have been approved and are regulated in the United States as medical devices. Our product candidate for the physician office setting, however, was designated as having a drug primary mode of action, and thus our RESOLVE trials are and will be conducted under an Investigational New Drug, or IND, application, and if successful, this product candidate will need to be approved under the NDA pathway.

Medical Devices

Our PROPEL implants are regulated in the United States as Class III medical devices by the FDA under the Federal Food, Drug and Cosmetic Act, or FDCA. The FDA classifies medical devices into one of three classes based upon controls the FDA considers necessary to reasonably ensure their safety and effectiveness. Class I devices are subject to general controls such as labeling, adherence to good manufacturing practices and maintenance of product complaint records, but are usually exempt from premarket notification requirements. Class II devices are subject to the same general controls and also are subject to special controls such as performance standards, and FDA guidelines, and may also require clinical testing prior to approval. Class III devices are subject to the highest level of controls and require rigorous clinical testing prior to their approval and generally require a PMA, or a PMA supplement approval prior to their sale.

Manufacturers must file an Investigational Device Exemption, or IDE, application if human clinical studies of a device are required and if the investigational use of the device represents a potential for significant risk to the patient. The IDE application must be supported by data, typically including the results of animal and engineering testing of the device. If the IDE application is approved by the FDA, human clinical studies may begin at a specific number of investigational sites with a maximum number of patients, as approved by the FDA. The clinical studies must be conducted under the review of an independent institutional review board to ensure the protection of the patients' rights.

Generally, upon completion of these human clinical studies, a manufacturer seeks approval of a Class III medical device from the FDA by submitting a PMA application. A PMA application must be supported by extensive data, including the results of the clinical studies, as well as testing and literature to establish the safety and effectiveness of the device. PMA approval may be conditioned upon the conduct of certain post-approval studies, such as long term follow-up studies.

FDA regulations require us to register as a medical device manufacturer with the FDA. Additionally, the California Department of Health Services, or CDHS, requires us to register as a medical device manufacturer within the state. In order to maintain CE mark, we must maintain compliance with ISO 13485. Because of this, the FDA and the NSAI inspect us on a routine basis for compliance with current good manufacturing practices. These regulations require that we manufacture our products and maintain related documentation in a prescribed manner with respect to manufacturing, testing and control activities, and product release for distribution. We have undergone and expect to continue to undergo regular current good manufacturing practice inspections in connection with the manufacture of our products at our facility.

Drugs

The clinical testing, manufacturing, labeling, storage, distribution, record keeping, advertising, promotion, import, export and marketing, among other things, of our product candidates that are subject to FDA's drug authority are governed by extensive regulation by governmental authorities in the United States and other countries. The FDA, under the FDCA, regulates pharmaceutical products in the United States. The steps required before a drug may be approved for marketing in the United States generally include:

- preclinical laboratory tests and animal tests conducted under Good Laboratory Practices, or GLP;
- the submission to the FDA of an IND application for human clinical testing, which must become effective before human clinical trials commence;
- adequate and well-controlled human clinical trials to establish the safety and efficacy of the product and conducted in accordance with Good Clinical Practices, or GCP;
- the submission to the FDA of an NDA;
- FDA acceptance, review and approval of the NDA; and
- satisfactory completion of an FDA inspection of the manufacturing facilities at which the product is made to assess compliance with current Good Manufacturing Practices, or cGMPs.

Research and Development

Our research and development expenses totaled $16.6 million, $10.3 million and $9.5 million in the years ended December 31, 2015, 2014 and 2013, respectively. For more information, see "Management's Discussion and Analysis of Financial Condition and Results of Operations."

Employees

As of December 31, 2015, we had 275 employees, consisting of 57 in manufacturing, 62 in research and development and 156 in sales, general and administrative.

Information about Segment and Geographic Revenue

Information about segment and geographic revenue is set forth in Note 2 to the Financial Statements included in this Annual Report.

Corporate Information

We were incorporated in Delaware in October 2003 as Sinexus, Inc. We changed our name to Intersect ENT, Inc. in November 2009. Our offices are located at 1555 Adams Drive, Menlo Park, California 94025 and our telephone number is (650) 641-2100. Our website is www.intersectent.com. We completed our initial public offering in July 2014, and our common stock is listed on The NASDAQ Global Market under the symbol "XENT."

Our periodic and current reports, registration statements, proxy and information statements and other information are available for inspection and copying at the SEC's Public Reference Room at 100 F Street, NE, Washington, DC 20549 or may be obtained by calling the SEC at 1-800-SEC-0330. The SEC also maintains a website containing such information available free of charge to the public at www.sec.gov.

Item 1A. Risk Factors

RISK FACTORS

Before deciding to invest in us or to maintain or increase your investment, you should carefully consider the risks described below, in addition to the other information contained in this Annual Report on Form 10-K and in our other filings with the SEC. If any of the risks discussed in this report actually occur, they may materially harm our business, financial condition, operating results, cash flows or growth prospects. As a result, the market price of our common stock could decline, and you could lose all or part of your investment. Additional risks and uncertainties that are not yet identified or that we think are currently immaterial may also materially harm our business, financial condition, operating results, cash flows or growth prospects and could result in a partial or complete loss of your investment.

Risks Related to Our Business

We have incurred significant operating losses since inception and may not be able to achieve profitability.

We have incurred net losses since our inception in 2003. We had a net loss of $26.6 million, $18.4 million and $18.4 million for the years ended December 31, 2015, 2014 and 2013, respectively. As of December 31, 2015, we had an accumulated deficit of $123.3 million. To date, we have financed our operations primarily through private placements of our equity securities, certain debt-related financing arrangements and from sales of our approved products. We have devoted substantially all of our resources to research and development of our products, sales and marketing activities and clinical and regulatory initiatives to obtain approvals for our products. Our ability to generate sufficient revenue from our existing products or from any of our product candidates in development, and to transition to profitability and generate consistent positive cash flows is uncertain. We expect that our operating expenses will continue to increase as we continue to build our commercial infrastructure, develop, enhance and commercialize new products and incur additional operational and reporting costs associated with being a public company. As a result, we expect to continue to incur operating losses for the foreseeable future and may never achieve profitability.

All of our revenue is generated from our PROPEL and PROPEL mini steroid releasing implants and we are completely dependent on the success of these products. If these products fail to gain widespread market acceptance, our business will suffer.

We started selling PROPEL in August 2011 and PROPEL mini in November 2012. We expect that sales of these products will account for substantially all of our revenue for the foreseeable future and therefore our ability to become profitable will depend upon the commercial success of these products. We market these products primarily to ear, nose and throat, or ENT, physicians who may be slow, or fail to adopt our products or who may use our products in only a small percentage of their patients undergoing sinus surgery for a variety of reasons, including, among others:

- lack of experience with our products;
- lack of availability of adequate coverage and reimbursement for hospitals, ambulatory surgery centers and physicians;
- lack of evidence supporting cost benefits or cost effectiveness of our products over existing alternatives;
- lack of clinical data supporting patient benefits beyond six months; and
- liability risks generally associated with the use of new products and procedures.

If we are unable to effectively demonstrate to ENT physicians the benefits of our products when used during sinus surgery and our products fail to achieve market acceptance, our future revenue will be adversely impacted.

Because of the numerous risks and uncertainties associated with our commercialization efforts, we are unable to predict the extent to which we will continue to generate revenue from our products or the timing for when or the extent to which we will become profitable. Even if we do achieve profitability, we may not be able to sustain or increase profitability on an ongoing basis.

Pricing pressure from our hospital and ambulatory surgery center customers due to limited coverage and reimbursement for our products may impact our ability to sell our products at prices necessary to support our current business strategies.

Hospital and other healthcare provider customers, including ambulatory surgery centers, that purchase our products typically bill various third-party payors to cover all or a portion of the costs and fees associated with the sinus surgery procedures in which our products are used and bill patients for any deductibles or co-payments. Because there is often no separate reimbursement for supplies used in surgical procedures, the additional cost associated with the use of our steroid releasing implants can impact the profit margin of the hospital or surgery center where the sinus surgery is performed. Some of our target customers may be unwilling to adopt our steroid releasing implants in light of the additional associated cost. Further, any decline in the amount payors are willing to reimburse our customers for sinus surgery procedures could make it difficult for existing customers to continue using, or adopt, our steroid releasing implants and could create additional pricing pressure for us. If we are forced to lower the price we charge for our products, our gross margins will decrease, which will adversely affect our ability to invest in and grow our business.

We are actively seeking new billing codes for our products and the procedure associated with their use, including codes that are established by the Centers for Medicare & Medicaid Services, or CMS, and the American Medical Association, or AMA. Our ability to obtain new billing codes will depend, in part, on support from the ENT community and physician acceptance of our technology. Although obtaining billing codes may result in payment amounts that better reflect the costs and resources of our products and related procedure, there is a possibility that they may not do so.

We cannot assure you that we will be successful in garnering the necessary support for new codes from the ENT community or from third-party payors, who are responsible for determining which billing codes are to be used for procedures performed on their insured population. Even if we are able to establish reimbursement codes for our products, we will continue to be subject to significant pricing pressure, which could harm our business, results of operations, financial condition and prospects.

Our future growth depends on physician awareness and adoption of our steroid releasing implants.

We focus our sales, marketing and education efforts primarily on ENT physicians. We train physicians on the patient population that would benefit from our steroid releasing implants. This patient population is based on those included in our clinical studies and includes, for example, patients with or without polyps as well as patients undergoing either primary or revision surgery. Some physicians may choose to utilize our products on a subset of their patients such as patients with severe polyp disease that they deem at higher risk for postoperative complications. If we are not able to effectively demonstrate to those physicians that our products are beneficial in a broad range of patients on which they operate, their adoption of our products will be limited.

We train our physician customers on the proper techniques in using our devices to achieve the intended outcome. The successful use of our steroid releasing implants depends in large part on the physician’s adherence to the techniques that they are provided in training by our sales representatives. In the event that physicians do not adhere to these techniques or if they perceive that our products are too cumbersome for them to use, we may have difficulty facilitating adoption. Additionally, physicians may develop their own techniques for use of our products during insertion and during the period in which the drug is delivered and is bioabsorbed. For example, we are aware some physicians are removing our steroid releasing implants before all of the drug has been released into the surrounding tissue. While physicians were allowed to remove the implant at any time at their discretion in our clinical studies, early removal could lead to suboptimal outcomes. In addition, if physicians utilize our products in a manner that is inconsistent with how they were studied clinically, their outcomes may not be consistent with the outcomes achieved in our clinical studies, which may impact their perception of patient benefit and limit their adoption of our products.

In addition, the initial point of contact for many patients suffering from chronic sinusitis may be primary care physicians or other referring medical professionals who commonly treat patients experiencing sinus-related symptoms or complications. We believe that we must educate these primary care physicians and other referring medical professionals about our steroid releasing implants in order to grow the market beyond the over 3.5 million patients with chronic sinusitis who are currently managed by ENT physicians. If we fail to do so, these primary care physicians and other referring medical professionals may not refer patients to an ENT physician who will perform sinus surgery and use our steroid releasing implants. As a result, those patients may go untreated, attempt to manage their sinusitis through medical management alone or seek alternative surgical procedures. If we are not successful in educating primary care physicians and other referring medical professionals about our steroid releasing implants, our ability to increase our revenue may be impaired.

Our clinical studies were designed to demonstrate the safety and efficacy of PROPEL based on FDA requirements and may not be seen as compelling to physicians. Any subsequent clinical studies that are conducted and published may not be positive or consistent with our existing data, which would affect the rate of adoption of PROPEL.

Our success depends on the medical community's acceptance of our steroid releasing implants as tools that are useful to ENT physicians treating patients with chronic sinusitis. We have sponsored three multicenter, prospective studies of over 200 patients to track outcomes of treatment with our steroid releasing implants, which clinical data has resulted in the highest level of evidence generated for any product used in sinus surgery. The principal safety and efficacy information of our steroid releasing implants is derived from the ADVANCE II study, a prospective, multicenter, randomized controlled, double-blind, pivotal study that was completed in September 2010. We also sponsored the ADVANCE study, a prospective, multicenter, single-cohort, open-label trial completed in December 2009 and the PROPEL Pilot Study, a prospective, multicenter, randomized, controlled, double-blind feasibility study completed in April 2009. While the results of these three studies collectively indicate a favorable safety and efficacy profile, the study designs and results may not be viewed as compelling to our physician customers. If physicians do not find our data compelling, they may choose not to use our products or limit their use. Our PROPEL Pilot study and ADVANCE II study incorporated an intra-patient control design comparing PROPEL to a non-drug releasing control version of the implant in order to maintain blinding. Primary efficacy endpoints for these two studies were measured at 30 days after placement as we believe that proper healing in the immediate postoperative period is indicative of long-term outcomes. Additionally, it was important to allow for medical intervention after day 30 given one sinus side of each patient had the control device. Clinical efficacy demonstrated at this short-term endpoint does not guarantee long-term clinical benefits. Our ADVANCE study measured patient symptom improvements out to six months. The long-term effects of sinus surgery in conjunction with our steroid releasing implants beyond six months are not known. Certain ENT physicians, hospitals and surgery centers may prefer to see longer term efficacy data than we have produced. We cannot assure you that any data that we or others generate will be consistent with that observed in these studies or meet the endpoints, nor that the results will be maintained beyond the time points studied. We also cannot assure you that any data that may be collected will be compelling to the medical community because the data may not be scientifically meaningful and may not demonstrate that sinus surgery using our steroid releasing implants is an attractive procedure when compared against data from alternative treatments.

Each ENT physician's individual experience with our steroid releasing implants will vary, and we believe that physicians will compare actual long-term outcomes in their own practices using our steroid releasing implants against sinus surgery used in conjunction with traditional sinus packing techniques. A long-term, adequately-controlled clinical study comparing sinus surgery performed in conjunction with our steroid releasing implants against sinus surgery performed in conjunction with the variety of traditional sinus packing techniques incorporated by physicians would be expensive and time-consuming and we have not conducted, and are not currently planning to conduct, such a study. If the experience of physicians indicates that the use of our steroid releasing implants in FESS is not as safe or efficacious as other treatment options or does not provide a lasting solution to patients with chronic sinusitis, adoption of our products may suffer and our business would be harmed.

We utilize third-party, single source suppliers and service providers for many of the components, materials and services used in the production of our steroid releasing implants, and the loss of or disruption by any of these suppliers or service providers could harm our business.

The active pharmaceutical ingredient, or API, and a number of our critical components used in our steroid releasing implants are supplied to us from single source suppliers. We rely on single source suppliers for some of our polymer materials, some extrusions and molded components, some off-the-shelf components and for finished goods testing. If a supplier delivers products of insufficient quality, it could lead to lot issues, failures or recalls. Our ability to supply our products commercially and to develop our product candidates depends, in part, on our ability to obtain these components in accordance with regulatory requirements and in sufficient quantities and quality for commercialization and clinical testing. We have entered into manufacturing, supply or quality agreements with a number of our single source suppliers pursuant to which they supply the components we need. We are not certain that our single source suppliers will be able to meet our demand for their products, either because of the nature of our agreements with those suppliers, our limited experience with those suppliers or our relative importance as a customer to those suppliers. It may be difficult for us to assess their ability to timely meet our demand in the future based on past performance. While our suppliers have generally met our demand for their products on a timely basis in the past, they may subordinate our needs in the future to their other customers.

Establishing additional or replacement suppliers for the API or any of the components or processes used in our products, if required, may not be accomplished quickly. If we are able to find a replacement supplier, the replacement supplier would need to be qualified and may require additional regulatory authority approval, which could result in further delay. For example, the U.S. Food and Drug Administration, or FDA, could require additional supplemental data if we rely upon a new supplier for the API used in PROPEL and PROPEL mini. While we seek to maintain adequate inventory of the single source components and materials used in our products, any interruption or delay in the supply of components or materials, or our inability to obtain components or materials from alternate sources at acceptable prices in a timely manner, could impair our ability to meet the demand of our customers and cause them to cancel orders.

If our third-party suppliers fail to deliver the required commercial quantities of materials, on a timely basis and at commercially reasonable prices, and we are unable to find one or more replacement suppliers capable of production at a substantially equivalent cost in substantially equivalent volumes and quality, and on a timely basis, the continued commercialization of our products and the development of our product candidates would be impeded, delayed, limited or prevented, which could harm our business, results of operations, financial condition and prospects.

It is difficult to forecast future performance, which may cause our financial results to fluctuate unpredictably.

Our limited operating history and commercial experience make it difficult for us to predict future performance. As we gain additional commercial experience, a number of factors over which we have limited control may contribute to fluctuations in our financial results, such as seasonal variations in revenue. In the first quarter, our results can be impacted by adverse weather and by resetting of annual patient healthcare insurance plan deductibles, both of which may cause patients to delay elective procedures such as FESS. In the second quarter, demand may be impacted by the seasonal nature of allergies, the resultant onset of sinus-related symptoms and the growth of high deductible insurance plans which may cause patients to delay or decline elective surgery until their deductible is met later in the year. In the third quarter, the number of FESS procedures nationwide is historically lower than other quarters throughout the year, which we believe is attributable to the summer vacations of ENT physicians and their patients. In the fourth quarter, demand may be impacted by the onset of the cold and flu season and related symptoms, as well as the desire of patients to spend their remaining balances in flexible-spending accounts or because they have met their annual deductibles under their health insurance plans. Other factors that may impact our quarterly results include:

- ENT physician adoption of our steroid releasing implants;
- unanticipated pricing pressure;
- the hiring, retention and continued productivity of our sales representatives;
- our ability to expand the geographic reach of our sales and marketing efforts;
- our ability to obtain regulatory approval and reimbursement coverage for our products in development or for our current products outside the United States;
- our ability to maintain intellectual property protection for our products and our competitors being granted patents for competing products;
- results of clinical research and trials on our existing products and products in development;
- delays in receipt of anticipated purchase orders;
- timing of new product offerings, acquisitions, licenses or other significant events by us or our competitors;
- delays in, failure of, or quality issues with, component and raw material deliveries by our suppliers or service providers;
- manufacturing issues or lot failures; and
- positive or negative coverage in the media or clinical publications of our steroid releasing implants or products of our competitors or our industry.

In the event our actual revenue and operating results do not meet our forecasts for a particular period, the market price of our common stock may decline substantially.

Our long-term growth depends on our ability to develop and commercialize additional ENT products.

It is important to our business that we continue to build a more complete product offering within the ENT market. We are using our drug releasing bioabsorbable implant technology to develop new products for use in the physician office setting. Developing additional products is expensive and time-consuming and could divert management's attention away from our current sinus surgery products and harm our business. Even if we are successful in developing additional products, including those currently in development for use in the physician office setting, the success of any new product offering or enhancement to an existing product will depend on several factors, including our ability to:

- properly identify and anticipate ENT physician and patient needs;
- develop and introduce new products or product enhancements in a timely manner;
- avoid infringing upon the intellectual property rights of third parties;
- demonstrate, if required, the safety and efficacy of new products with data from preclinical studies and clinical trials;
- obtain the necessary regulatory clearances or approvals for new products or product enhancements;
- be fully FDA-compliant with marketing of new devices or modified products;

- provide adequate training to potential users of our products;
- receive adequate coverage and reimbursement for procedures performed with our products; and
- develop an effective and FDA-compliant, dedicated sales and marketing team.

If we are unsuccessful in developing and commercializing additional products in other areas of ENT, our ability to increase our revenue may be impaired.

If clinical studies of our future products or product indications do not produce results necessary to support regulatory clearance or approval in the United States or, with respect to our current or future products, elsewhere, we will be unable to commercialize these products.

We will likely need to conduct additional clinical studies in the future to support new product or product indication approvals, or for the approval of the use of our products in some foreign countries. Clinical testing takes many years, is expensive and carries uncertain outcomes. The initiation and completion of any of these studies may be prevented, delayed, or halted for numerous reasons, including, but not limited to, the following:

- the FDA, institutional review boards or other regulatory authorities do not approve a clinical study protocol, force us to modify a previously approved protocol, or place a clinical study on hold;
- patients do not enroll in, or enroll at a lower rate than we expect, or do not complete a clinical study;
- patients or investigators do not comply with study protocols;
- patients do not return for post-treatment follow-up at the expected rate;
- patients experience unexpected adverse event or side effects for a variety of reasons that may or may not be related to our products;
- sites participating in an ongoing clinical study withdraw, requiring us to engage new sites;
- difficulties or delays associated with establishing additional clinical sites;
- third-party clinical investigators decline to participate in our clinical studies, do not perform the clinical studies on the anticipated schedule, or are inconsistent with the investigator agreement, clinical study protocol, good clinical practices or other agency requirements;
- third-party organizations do not perform data collection and analysis in a timely or accurate manner;
- regulatory inspections of our clinical studies or manufacturing facilities require us to undertake corrective action or suspend or terminate our clinical studies;
- changes in federal, state, or foreign governmental statutes, regulations or policies;
- interim results are inconclusive or unfavorable as to immediate and long-term safety or efficacy;
- the study design is inadequate to demonstrate safety and efficacy; or
- the study does not meet the primary endpoints.

Clinical failure can occur at any stage of the testing. Our clinical studies may produce negative or inconclusive results, and we may decide, or regulators may require us, to conduct additional clinical and non-clinical testing in addition to those we have planned. Our failure to adequately demonstrate the safety and efficacy of any of our devices would prevent receipt of regulatory clearance or approval and, ultimately, the commercialization of that device or indication for use. Even if our future products are approved in the United States, commercialization of our products in foreign countries would require approval by regulatory authorities in those countries. Approval procedures vary among jurisdictions and can involve requirements and administrative review periods different from, and greater than, those in the United States, including additional preclinical studies or clinical trials. Any of these occurrences may harm our business, results of operations, financial condition and prospects.

Consolidation in the healthcare industry could lead to demands for price concessions, which may impact our ability to sell our products at prices necessary to support our current business strategies.

Healthcare costs have risen significantly over the past decade, which has driven numerous cost reform initiatives by legislators, regulators and third-party payors. A typical FESS procedure is paid at a Medicare rate of approximately $10,000. Private insurer payment rates average 139 percent of Medicare rates nationally. Cost reform has elicited a consolidation trend in the healthcare industry to aggregate purchasing power, which may create more requests for pricing concessions in the future. Additionally, group purchasing organizations, independent delivery networks and large single accounts may continue to use their market power to consolidate purchasing decisions for hospitals and ambulatory surgery centers. We expect that market demand, government regulation, third-party coverage and reimbursement policies and societal pressures will continue to change the healthcare industry worldwide, resulting in further business consolidations and alliances among our customers, which may exert further downward pressure on the prices of our products and may adversely impact our business, results of operations, financial condition and prospects.

We compete or may compete in the future against other companies, some of which have longer operating histories, more established products and greater resources, which may prevent us from achieving significant market penetration or improved operating results.

Our industry is highly competitive, subject to change and significantly affected by new product introductions and other activities of industry participants. Many of the companies developing or marketing ENT products are publicly traded companies, including Medtronic, Olympus, Johnson & Johnson, Stryker, Smith & Nephew and Entellus. Most of these companies enjoy several competitive advantages, including:

- greater financial and human capital resources;
- significantly greater name recognition;
- established relationships with ENT physicians, referring physicians, customers and third-party payors;
- additional lines of products, and the ability to offer rebates or bundle products to offer greater discounts or incentives to gain a competitive advantage; and
- established sales, marketing and worldwide distribution networks.

Because of the size of the market opportunity for the treatment of chronic sinusitis, we believe potential competitors have historically dedicated and will continue to dedicate significant resources to aggressively promote their products or develop new products. New product developments that could compete more effectively with our products are possible because of the prevalence of chronic sinusitis and the extensive research efforts and technological progress that exist within the market. Large medical device companies with ENT divisions, such as Medtronic, also have capability in drug releasing stents and smaller companies may develop competing products. Though we are not aware of any such products to date, these or other companies may develop drug releasing products that could compete with our products.

Our commercially available products are designed to be used during sinus surgery. If another company successfully develops an approach for the treatment of chronic sinusitis that would not benefit from the use of our steroid releasing implants, if another company develops a device to treat the inflammation and scarring associated with sinus surgery that is more efficacious than our steroid releasing implants, or if a pharmaceutical company successfully develops a drug that addresses chronic sinusitis without the need for surgical intervention, sales of our products would be significantly and adversely affected.

If physicians treat more patients in their offices instead of performing surgery in the operating room, our ability to sell PROPEL may be harmed

The prevalence of sinus procedures being performed in the office has increased since sinus dilation products for use in the office setting received category one reimbursement codes in 2011. As a result, the number of companies selling sinus dilation products has increased and, as of 2015, well-known companies such as Medtronic, Entellus and Johnson & Johnson have begun to sell sinus dilation products. This has led to increased marketing investments to sell these sinus dilation products in an attempt to not only grow the overall sinus procedure market but also to shift procedures from the operating room to the office. If more patients are treated for chronic sinusitis in a physician's office with a sinus dilation product rather than through FESS procedures in the operating room, the volume of FESS procedures performed may not grow as anticipated and our ability to sell our products may be harmed.

We face the risk of product liability claims that could be expensive, divert management's attention and harm our reputation and business. We may not be able to maintain adequate product liability insurance.

Our business exposes us to the risk of product liability claims that are inherent in the testing, manufacturing and marketing of medical devices and drug products. This risk exists even if a device or product is approved for commercial sale by the FDA and manufactured in facilities licensed and regulated by the FDA, such as the case with PROPEL and PROPEL mini, or an applicable foreign regulatory authority. Our products and product candidates are designed to affect important bodily functions and processes. Any side effects, manufacturing defects, misuse or abuse associated with our products or our product candidates could result in patient injury or death. The medical device industry has historically been subject to extensive litigation over product liability claims, and we cannot offer any assurance that we will not face product liability suits. We may be subject to product liability claims if our steroid releasing implants cause, or merely appear to have caused, patient injury or death. In addition, an injury that is caused by the activities of our suppliers, such as those who provide us with components and raw materials, may be the basis for a claim against us. Product liability claims may be brought against us by consumers, health care providers or others selling or otherwise coming into contact with our products or product candidates, among others. If we cannot successfully defend ourselves against product liability claims, we will incur substantial liabilities and reputational harm. In addition, regardless of merit or eventual outcome, product liability claims may result in:

- costs of litigation;
- distraction of management's attention from our primary business;
- the inability to commercialize our products or, if approved, our product candidates;
- decreased demand for our products or, if approved, product candidates;
- impairment of our business reputation;
- product recall or withdrawal from the market;
- withdrawal of clinical trial participants;
- substantial monetary awards to patients or other claimants; or
- loss of revenue.

While we may attempt to manage our product liability exposure by proactively recalling or withdrawing from the market any defective products, any recall or market withdrawal of our products may delay the supply of those products to our customers and may impact our reputation. We can provide no assurance that we will be successful in initiating appropriate market recall or market withdrawal efforts that may be required in the future or that these efforts will have the intended effect of preventing product malfunctions and the accompanying product liability that may result. Such recalls and withdrawals may also be used by our competitors to harm our reputation for safety or be perceived by patients as a safety risk when considering the use of our products, either of which could have an adverse effect on our business.

In addition, although we have product liability and clinical study liability insurance that we believe is appropriate, this insurance is subject to deductibles and coverage limitations. Our current product liability insurance may not continue to be available to us on acceptable terms, if at all, and, if available, coverage may not be adequate to protect us against any future product liability claims. If we are unable to obtain insurance at an acceptable cost or on acceptable terms with adequate coverage or otherwise protect against potential product liability claims, we will be exposed to significant liabilities, which may harm our business. A product liability claim, recall or other claim with respect to uninsured liabilities or for amounts in excess of insured liabilities could have a material adverse effect on our business, financial condition and results of operations.

The misuse or off-label use of our products may harm our image in the marketplace, result in injuries that lead to product liability suits or result in costly investigations and sanctions by regulatory bodies if we are deemed to have engaged in the promotion of these uses, any of which could be costly to our business.

The products we currently market have been approved by the FDA for specific treatments. We train our marketing and direct sales force to not promote our products for uses outside of the FDA-approved indications for use, known as “off-label uses.” We cannot, however, prevent a physician from using our products off-label, when in the physician’s independent professional medical judgment he or she deems it appropriate. There may be increased risk of injury to patients if physicians attempt to use our products off-label. Furthermore, the use of our products for indications other than those approved by the FDA or any foreign regulatory body may not effectively treat such conditions, which could harm our reputation in the marketplace among physicians and patients.

Physicians may also misuse our products or use improper techniques if they are not adequately trained, potentially leading to injury and an increased risk of product liability. If our products are misused or used with improper technique, we may become subject to costly litigation by our customers or their patients. Product liability claims could divert management’s attention from our core business, be expensive to defend, and result in sizable damage awards against us that may not be covered by insurance. In addition, if the FDA or any foreign regulatory body determines that our promotional materials or training constitute promotion of an off-label use, it could request that we modify our training or promotional materials or subject us to regulatory or enforcement actions, including the issuance of an untitled letter, a warning letter, injunction, seizure, civil fine or criminal penalties. It is also possible that other federal, state or foreign enforcement authorities might take action if they consider our business activities to constitute promotion of an off-label use, which could result in significant penalties, including, but not limited to, criminal, civil and administrative penalties, damages, fines, disgorgement, exclusion from participation in government healthcare programs, and the curtailment of our operations. Any of these events could significantly harm our business and results of operations and cause our stock price to decline.

Our ability to maintain our competitive position depends on our ability to attract and retain highly qualified personnel.

We believe that our continued success depends, to a significant extent, upon the efforts and abilities of our key executives. All of our executive officers and other employees are at-will employees, and therefore may terminate employment with us at any time with no advance notice. The replacement of any of our key personnel likely would involve significant time and costs and may significantly delay or prevent the achievement of our business objectives and would harm our business.

Our future success also depends on our ability to continue to attract and retain our executive officers and other key employees. Many of our employees have become or will soon become vested in a substantial amount of stock or number of stock options. Our employees may be more likely to leave us if the shares they own or the shares underlying their vested options have significantly appreciated in value relative to the original purchase prices of the shares or the exercise prices of the options, or if the exercise prices of the options that they hold are significantly below the market price of our common stock. Further, our employees' ability to exercise those options and sell their stock in a public market may result in a higher than normal turnover rate. We do not carry any "key person" insurance policies.

If our facilities or the facility of a supplier or customer become inoperable, we will be unable to continue to research, develop, manufacture, commercialize and sell our products and, as a result, our business will be harmed until we are able to secure a new facility.

We do not have redundant facilities. We perform substantially all of our research and development, manufacturing and commercialization activity and maintain all our raw material and finished goods inventory in a single location in Menlo Park, California. Menlo Park is situated on or near earthquake fault lines. Our facility and equipment would be costly to replace and could require substantial lead time to repair or replace. The facility may be harmed or rendered inoperable by natural or man-made disasters, including, but not limited to, earthquakes, flooding, fire, water shortages and power outages, which may render it difficult or impossible for us to perform our research, development, manufacturing and commercialization activities for some period of time. The inability to perform those activities, combined with our limited inventory of raw materials and finished product reserve, may result in the inability to continue manufacturing our products during such periods and the loss of customers or harm to our reputation. Although we possess insurance for damage to our property and the disruption of our business, this insurance may not be sufficient to cover all of our potential losses and this insurance may not continue to be available to us on acceptable terms, or at all. The occurrence of natural disasters or acts of terrorism could also cause delays in our customers' supply chain, causing them to delay their requirements for our products until they resolve shortages from their other suppliers. Any such occurrences of natural disasters or acts of terrorism could have a material adverse effect on our business, our results of operations and our financial condition.

If we experience significant disruptions in our information technology systems, our business may be adversely affected.

We depend on our information technology systems for the efficient functioning of our business, including accounting, data storage, compliance, purchasing and inventory management. Our current systems provide virtual redundancy but are operated from one physical location in Menlo Park. However, we are in the process of upgrading the level of redundancy for our IT systems. We expect these upgrades to take one to two years to complete. While we will attempt to mitigate interruptions, we may experience difficulties in implementing some upgrades which could impact our business operations, or experience difficulties in operating our business during the upgrade, either of which could disrupt our operations, including our ability to timely ship and track product orders, project inventory requirements, manage our supply chain and otherwise adequately service our customers. In the event we experience significant disruptions, such as natural disasters or security breaches, as a result of the current implementation of our information technology systems, we may not be able to repair our systems in an efficient and timely manner. Accordingly, such events may disrupt or reduce the efficiency of our entire operation and have a material adverse effect on our results of operations and cash flows.

We are increasingly dependent on sophisticated information technology for our infrastructure. Our information systems require an ongoing commitment of significant resources to maintain, protect and enhance existing systems. Failure to maintain or protect our information systems and data integrity effectively could have a materially adverse effect on our business. For example, third parties may attempt to hack into our information systems and may obtain our proprietary information.

Risks Relating to Regulatory Matters

The existence of adequate coverage and reimbursement is important for sales of our products. Inadequate coverage and reimbursement policies for procedures using our steroid releasing implants could affect the adoption of our products and our future revenue.

Successful sales of our steroid releasing implants depend on the availability of adequate coverage and reimbursement from third-party payors for either the products specifically, the procedures associated with the use of the products, or both. Providers that purchase our products generally rely on third-party payors to reimburse all or part of the costs and fees associated with the procedures performed with these medical devices or the devices themselves. Adequate coverage and reimbursement from third-party payors, including governmental payors, such as Medicare and Medicaid, therefore, is important for obtaining product acceptance and widespread adoption in the marketplace.

In the United States, coverage and reimbursement for medical devices vary among payors. In addition, payors continually review new technologies for possible coverage and can, without notice, deny coverage for these new products and procedures. We estimate that private payors covering a significant number of U.S. covered lives currently have non-coverage policies with respect to PROPEL and PROPEL mini and they consider these products investigational or experimental. Some governmental and private third-party payors do not currently cover or reimburse our products because they have determined insufficient evidence of favorable clinical outcomes is available. Although some consider the steroid releasing implants investigational or experimental at this time, these payors may in the future determine sufficient evidence has been developed to cover and reimburse our products and related procedures. We are actively working to reverse these non-coverage decisions but cannot provide assurance that we will be successful in these efforts. If we are not successful in reversing existing non-coverage policies, or if other third-party payors issue similar policies, this could have a material adverse effect on our business and operations. Further, third-party payors who currently cover and reimburse customers for procedures using our products may in the future choose to decrease current levels of reimbursement or eliminate reimbursement altogether, either of which will cause our business to suffer.

To contain costs of new technologies, governmental healthcare programs and third-party payors are increasingly scrutinizing new and even existing treatments by requiring extensive evidence of favorable clinical outcomes and cost effectiveness before extending or continuing coverage, respectively. Such evidence generally must be derived from well-designed independent studies and published in peer-reviewed journals. Payors also may be influenced by positive position statements on the value of this technology issued by medical specialty societies. For example, payors may be persuaded to extend coverage by positive clinical data demonstrating the long-term safety and efficacy of FESS performed with our steroid releasing implants against FESS alone. A long-term clinical study randomizing FESS using our products against FESS alone would require an extremely large patient population to demonstrate these differences, and would be expensive and time-consuming. We have not conducted and are not currently planning to conduct such a study. Further, even positive study results do not guarantee adequate third-party payor coverage and reimbursement. Although the American Rhinologic Society has issued a positive position statement regarding the use of our steroid releasing implants, if the society changes its position in an unfavorable manner, third-party payors may reverse existing favorable coverage and reimbursement policies or otherwise decline to adopt favorable policies for our products, either of which will cause our business to suffer.

Generally, third-party payors currently reimburse hospitals, ambulatory surgery centers and physicians for the FESS procedures during which our technology is implanted using existing Category I Current Procedure Terminology, or CPT, codes relating to the FESS procedures performed. These CPT codes do not currently distinguish between procedures performed with or without our steroid releasing implants. The amount of reimbursement received by our customers from third-party payors is dependent generally on fee schedules established by these payors for the existing FESS CPT codes. For governmental payors, such as Medicare and Medicaid, the fee schedule amount is determined by statutory and regulatory formulas. For commercial payors, the reimbursement amount generally is dependent upon the specific contract terms between the provider and payor. We cannot provide assurance that government or private third-party payors will continue to reimburse for FESS with our products using the existing codes, nor can we provide assurance that the payment rates will be adequate. If providers and physicians are unable to obtain reimbursement for FESS with the use of our products at cost-effective levels, this could have a material adverse effect on our business and operations. Hospitals and ambulatory surgery centers are unlikely to purchase our products if they do not receive payment sufficient to cover the cost of our products and related procedures. In addition, in the event that the current coding and/or payment methodology for these procedures changes, this could have a material adverse effect on our business and business operations.

To secure separate payment for our products, whether for our currently marketed products or those under development, a unique billing code is required for either the implant, the procedure associated with use of our products, or both. Although a unique billing code currently exists for our marketed products, it is not associated with payment by most payors and is not reportable to many payors, including Medicare. In March 2015, the American Medical Association announced the creation of Category III CPT codes for the placement of drug eluting implants as either a stand-alone procedure or in conjunction with sinus biopsy, polypectomy or debridement. These codes could ultimately facilitate payment to the physician when performed in an office setting. As such, these codes are primarily relevant to future in-office product candidates. Many third-party payors consider Category III codes non-covered. Therefore, third-party payors may not cover these in-office products if they become commercially available unless the codes are graduated to Category I status. As of now, it is not possible to assess the full impact of product or procedure-specific codes on our business or results of operations or the likelihood of securing such specific codes. If new product or procedure-specific codes are adopted, and the level of reimbursement declines significantly below current levels, our business and results of operations would be harmed and our stock price would likely decline.

Healthcare cost containment pressures and legislative or administrative reforms resulting in restrictive reimbursement practices of third-party payors could decrease the demand for our products, the prices that customers are willing to pay and the number of procedures performed using our steroid releasing implants, which could have an adverse effect on our business.

All third-party payors, whether governmental or commercial, whether inside the United States or outside, are developing increasingly sophisticated methods of controlling healthcare costs. These cost-control methods include prospective payment systems, bundled payment models, capitated arrangements, group purchasing, benefit redesign, pre-authorization processes, and requirements for second opinions prior to major surgery. These cost-control methods also potentially limit the amount that healthcare providers may be willing to pay for medical devices. Therefore, coverage or reimbursement for medical devices may decrease in the future.

Further, from time to time, typically on an annual basis, payment amounts are updated and revised by third-party payors. Because the cost of our products generally is recovered by the healthcare provider as part of the payment for performing a procedure and not separately reimbursed, these updates could directly impact the demand for our products. An example of payment updates is the Medicare program updates to physician payments, which is done on an annual basis using a prescribed statutory formula. In the past, when the application of the formula resulted in lower payment, Congress has passed interim legislation to prevent the reductions. Most recently, the Protecting Access to Medicare Act of 2014, signed into law in April 2014, provided for a 0.5% update from 2013 payment rates under the Medicare Physician Fee Schedule through 2014 and a 0% update from January 1 until March 31, 2015. If Congress fails to intervene to prevent the negative update factor in future years, the resulting decrease in payment may adversely affect our revenue and results of operations. In addition, the Medicare physician fee schedule has been adapted by some private payors into their plan-specific physician payment schedule. We cannot predict how pending and future healthcare legislation will impact our business, and any changes in coverage and reimbursement that further restricts coverage of our products or lowers reimbursement for procedures using our products could materially affect our business.

Reimbursement in international markets may require us to undertake country-specific reimbursement activities, including additional clinical studies, which could be time-consuming and expensive and may not yield acceptable reimbursement rates.

In international markets, market acceptance of our products will likely depend in large part on the availability of reimbursement within prevailing healthcare payment systems. Reimbursement and healthcare payment systems in international markets vary significantly by country, and by region in some countries, and include both government-sponsored healthcare and private insurance. We may not obtain international reimbursement approvals in a timely manner, if at all. In addition, even if we do obtain international reimbursement approvals, the level of reimbursement may not be enough to commercially justify expansion of our business into the approving jurisdiction. To the extent we or our customers are unable to obtain reimbursement for our steroid releasing implants in major international markets in which we seek to market and sell our products, our international revenue growth would be harmed, and our business and results of operations would be adversely affected.

Our products are subject to extensive regulation by the FDA, and other agencies, including the requirement to obtain approval prior to commercializing our products and the requirement to report adverse events. If we fail to obtain necessary FDA device or drug approvals for our products, or are subject to regulatory enforcement action as a result of our failure to properly report adverse events or otherwise comply with regulatory requirements, our commercial operations would be harmed.

Our steroid releasing implants are subject to extensive regulation by the FDA and various other federal, state and foreign governmental authorities. The Premarket Approval, or PMA, and New Drug Application, or NDA, approval processes can be expensive and lengthy. Despite the time, effort and cost required to obtain approval, there can be no assurance that any product that we intend to commercialize in the future will be approved by the FDA in a timely fashion, if at all. For example, we do not have prior experience in obtaining approval of an NDA, which could delay or adversely affect our ability to obtain approval for RESOLVE.

Our currently marketed products are subject to Medical Device Reporting, or MDR, obligations, which require that we report to the FDA any incident in which our products may have caused or contributed to a death or serious injury, or in which our products malfunctioned and, if the malfunction were to recur, it could likely cause or contribute to a death or serious injury. In the European Union, our CE marked products are subject to vigilance reporting.

The FDA and state authorities have broad enforcement powers. Our failure to comply with applicable regulatory requirements could result in enforcement action by the FDA or state agencies, which may include any of the following sanctions:

- adverse publicity, warning letters, fines, injunctions, consent decrees and civil penalties;
- repair, replacement, recall or seizure of our products;
- operating restrictions or partial suspension or total shutdown of production;
- delaying or refusing our requests for approval of new products, new intended uses or modifications to our existing products;
- refusal to grant export approval for our products;
- withdrawing product approvals that have already been granted; and
- criminal prosecution.

If any of these enforcement actions were to be taken by the government, our business could be harmed.

If we materially modify our approved products, we may need to seek and obtain new approvals, which, if not granted, would prevent us from selling our modified products.

A component of our strategy is to continue to modify and upgrade our steroid releasing implants. Medical devices can be marketed only for the indications for which they are approved. We have received a number of PMA supplement approvals since the original approvals of PROPEL and PROPEL mini. We may not be able to obtain additional regulatory approvals for new products or for modifications to, or additional indications for, our existing products in a timely fashion, or at all. Delays in obtaining future approvals would adversely affect our ability to introduce new or enhanced products in a timely manner, which in turn would harm our revenue and potential future profitability.

We may fail to obtain foreign regulatory approvals to market our products in other countries.

We do not have any sales outside the United States. Sales of our steroid releasing implants outside the United States would be subject to foreign regulatory requirements that vary widely from country to country. In addition, the FDA regulates exports of medical devices from the United States. Complying with international regulatory requirements can be an expensive and time-consuming process and approval is not certain. The time required to obtain approvals, if required by other countries, may be longer than that required for FDA approvals, and requirements for such approvals may significantly differ from FDA requirements. In certain countries we may rely upon a third-party or third-party distributors to obtain all required regulatory approvals, and these distributors may be unable to obtain or maintain such approvals. Our distributors in these countries may also incur significant costs in attempting to obtain and in maintaining foreign regulatory approvals or qualifications, which could increase the difficulty of attracting and retaining qualified distributors. If these distributors experience delays in receiving necessary qualifications, clearances or approvals to market our products outside the United States, or if they fail to receive those qualifications, clearances or approvals, we may be unable to market our products or enhancements in certain international markets effectively, or at all.

If we expand our operations outside the United States, we will need to expand our international marketing. International jurisdictions require separate regulatory approvals and compliance with numerous and varying regulatory requirements. The approval procedures vary among countries and may involve requirements for additional testing, and the time required to obtain approval may differ from country to country and from that required to obtain clearance or approval in the United States.

Approval in the United States does not ensure approval or certification by regulatory authorities in other countries or jurisdictions, and approval or certification by one foreign regulatory authority does not ensure approval or certification by regulatory authorities in other foreign countries or by the FDA. The foreign regulatory approval or certification process may include all of the risks associated with obtaining FDA approval. In addition, some countries only approve or certify a product for a certain period of time, and we are required to re-approve or re-certify our products in a timely manner prior to the expiration of our prior approval or certification. We may not obtain foreign regulatory approvals on a timely basis, if at all. We may not be able to file for regulatory approvals or certifications and may not receive necessary approvals to commercialize our products in any market. If we fail to receive necessary approvals or certifications to commercialize our products in foreign jurisdictions on a timely basis, or at all, or if we fail to have our products re-approved or re-certified, our business, results of operations and financial condition could be adversely affected.

These and other factors may have a material adverse effect on our international operations or on our business, results of operations and financial condition generally.

If we, our suppliers or service providers fail to comply with ongoing FDA or foreign regulatory authority requirements, or if we experience unanticipated problems with our products, these products could be subject to restrictions or withdrawal from the market.

Any product for which we obtain approval, and the manufacturing processes, reporting requirements, post-approval clinical data and promotional activities for such product, will be subject to continued regulatory review, oversight and periodic inspections by the FDA and other domestic and foreign regulatory bodies. In particular, we and our third-party suppliers are required to comply with the FDA's current good manufacturing practice. These FDA regulations cover the methods and documentation of the design, testing, production, control, quality assurance, labeling, packaging, sterilization, storage and shipping of our products. Compliance with applicable regulatory requirements is subject to continual review and is monitored rigorously through periodic inspections by the FDA. If we, or our suppliers, fail to adhere to current good manufacturing practice requirements in the United States, this could delay production of our products and lead to fines, difficulties in obtaining regulatory approvals, recalls, enforcement actions, including injunctive relief or consent decrees, or other consequences, which could, in turn, have a material adverse effect on our financial condition or results of operations.

In addition, the FDA audits compliance with the current good manufacturing practice through periodic announced and unannounced inspections of manufacturing and other facilities. The failure by us or one of our suppliers to comply with applicable statutes and regulations administered by the FDA, or the failure to timely and adequately respond to any adverse inspectional observations or product safety issues, could result in any of the following enforcement actions:

- untitled letters, warning letters, fines, injunctions, consent decrees and civil penalties;
- unanticipated expenditures to address or defend such actions;
- customer notifications or repair, replacement, refunds, recall, detention or seizure of our products;
- operating restrictions, partial suspension or total shutdown of production;
- refusing or delaying our requests for regulatory approvals of new products or modified products;
- withdrawing PMA approvals that have already been granted;
- refusal to grant export approval for our products; or
- criminal prosecution.

Any of these sanctions could have a material adverse effect on our reputation, business, results of operations and financial condition. Furthermore, our key component suppliers may not currently be or may not continue to be in compliance with all applicable regulatory requirements, which could result in our failure to produce our products on a timely basis and in the required quantities, if at all.

If we expand our operations outside the United States, our products and operations will be required to comply with standards set by foreign regulatory bodies, and those standards, types of evaluation and scope of review differ among foreign regulatory bodies. We intend to comply with the standards enforced by such foreign regulatory bodies as needed to commercialize our products. If we fail to comply with any of these standards adequately, a foreign regulatory body may take adverse actions similar to those within the power of the FDA. For example, in Europe, we are subject to a conformity assessment procedure under which a so-called Notified Body, an organization accredited by a member state of the European Economic Area, or EEA, which will audit and examine our quality system for the manufacture, design, and release of our products and confirm adherence with applicable regulatory requirements. If we fail to maintain a CE mark in accordance with these requirements, we would be precluded from selling our products in the EEA. Any such action or circumstance may harm our reputation and business, and could have an adverse effect on our business, results of operations and financial condition.

Our products may in the future be subject to product recalls. A recall of our products, either voluntarily or at the direction of the FDA or another governmental authority, or the discovery of serious safety issues with our products, could have a significant adverse impact on us.

The FDA and similar foreign governmental authorities have the authority to require the recall of commercialized products in the event of material deficiencies or defects in design or manufacture. In the case of the FDA, the authority to require a recall must be based on an FDA finding that there is reasonable probability that the device would cause serious injury or death. In addition, foreign governmental bodies have the authority to require the recall of our products in their respective jurisdictions in the event of material deficiencies or defects in the design or manufacture of our products. We may, under our own initiative, recall a product if any material deficiency in our steroid releasing implants is found. The FDA requires that recalls be reported to the FDA within 10 working days after the recall is initiated. A government-mandated or voluntary recall by us or one of our international distributors could occur as a result of an unacceptable risk to health, component failures, malfunctions, manufacturing errors, design or labeling defects or other deficiencies and issues. Recalls of any of our products would divert managerial and financial resources and have an adverse effect on our reputation, results of operations and financial condition, which could impair our ability to produce our products in a cost-effective and timely manner in order to meet our customers' demands. We may also be subject to liability claims, be required to bear other costs, or take other actions that may have a negative impact on our future sales and our ability to generate profits. Companies are required to maintain certain records of recalls, even if they are not reportable to the FDA. We may initiate voluntary recalls involving our products in the future that we determine do not require notification of the FDA. If the FDA disagrees with our determinations, they could require us to report those actions as recalls. A future recall announcement could harm our reputation with customers and negatively affect our sales. In addition, the FDA could take enforcement action for failing to report the recalls when they were conducted.

If the third parties on which we rely to conduct our clinical trials do not perform as contractually required or expected, we may not be able to obtain regulatory approval for or commercialize our products.

We often must rely on third parties, such as medical institutions, clinical investigators and contract laboratories to conduct our clinical trials and provide data or prepare deliverables for our PMA or NDA submissions. If these third parties do not successfully carry out their contractual duties or regulatory obligations or meet expected deadlines, if these third parties need to be replaced, or if the quality or accuracy of the data they obtain is compromised due to the failure to adhere to our clinical protocols or regulatory requirements or for other reasons, our clinical trials may be extended, delayed, suspended or terminated, and we may not be able to obtain regulatory approval for, or successfully commercialize, our products on a timely basis, if at all, and our business, operating results and prospects may be adversely affected. Furthermore, our third-party clinical trial investigators may be delayed in conducting our clinical trials for reasons outside of their control.

We may be subject to enforcement action if we engage in improper marketing or promotion of our products.

Our promotional materials and training methods must comply with FDA and other applicable laws and regulations, including the prohibition of the promotion of unapproved, or off-label, use. Physicians may use our products off-label, as the FDA does not restrict or regulate a physician's choice of treatment within the practice of medicine. However, if the FDA determines that our promotional materials or training constitutes promotion of an off-label use, it could request that we modify our training or promotional materials or subject us to regulatory or enforcement actions, including the issuance of an untitled letter, a warning letter, injunction, seizure, civil fine or criminal penalties. It is also possible that other federal, state or foreign enforcement authorities might take action if they consider our promotional or training materials to constitute promotion of an off-label use, which could result in significant fines or penalties under other statutory authorities, such as laws prohibiting false claims for reimbursement. In that event, our reputation could be damaged and adoption of the products could be impaired. Although our policy is to refrain from statements that could be considered off-label promotion of our products, the FDA or another regulatory agency could disagree and conclude that we have engaged in off-label promotion. In addition, the off-label use of our products may increase the risk of product liability claims. Product liability claims are expensive to defend and could divert our management's attention, result in substantial damage awards against us, and harm our reputation.

If we fail to comply with U.S. federal and state healthcare regulatory laws, we could be subject to penalties, including, but not limited to, administrative, civil and criminal penalties, damages, fines, disgorgement, exclusion from participation in governmental healthcare programs, and the curtailment of our operations, any of which could adversely impact our reputation and business operations.

There are numerous U.S. federal and state healthcare regulatory laws, including, but not limited to, anti-kickback laws, false claims laws, privacy laws, and transparency laws. Our relationships with healthcare providers and entities, including but not limited to, physicians, hospitals, ambulatory surgery centers, group purchasing organizations and our international distributors are subject to scrutiny under these laws. Violations of these laws can subject us to penalties, including, but not limited to, administrative, civil and criminal penalties, damages, fines, disgorgement, imprisonment, exclusion from participation in federal and state healthcare programs, including the Medicare, Medicaid and Veterans Administration health programs, and the curtailment of our operations. Healthcare fraud and abuse regulations are complex, and even minor irregularities can potentially give rise to claims that a statute or prohibition has been violated. The laws that may affect our ability to operate include, but are not limited to:

- the federal Anti-Kickback Statute, which prohibits, among other things, persons and entities from knowingly and willfully soliciting, receiving, offering, or paying remuneration, directly or indirectly, in cash or in kind, in exchange for or to induce either the referral of an individual for, or the purchase, lease, order or recommendation of, any good, facility, item or service for which payment may be made, in whole or in part, under federal healthcare programs such as Medicare and Medicaid;
- the federal civil False Claims Act, which prohibits, among other things, individuals or entities from knowingly presenting, or causing to be presented, claims for payment from Medicare, Medicaid or other third-party payors that are false or fraudulent; knowingly making, using, or causing to be made or used, a false record or statement to get a false or fraudulent claim paid or approved by the government; or knowingly making, using, or causing to be made or used, a false record or statement to avoid, decrease or conceal an obligation to pay money to the federal government;
- the federal criminal False Claims Act, which imposes criminal fines or imprisonment against individuals or entities who make or present a claim to the government knowing such claim to be false, fictitious or fraudulent;
- the civil monetary penalties statute, which imposes penalties against any person or entity who, among other things, is determined to have presented or caused to be presented, a claim to a federal healthcare program that the person knows, or should know, is for an item or service that was not provided as claimed or is false or fraudulent;
- the federal Health Insurance Portability and Accountability Act of 1996, as amended, which created federal criminal laws that prohibit executing a scheme to defraud any healthcare benefit program or making false statements relating to healthcare matters;
- HIPAA, as amended by the Health Information Technology for Economic and Clinical Health Act of 2009, or HITECH, and their respective implementing regulations, which impose requirements on certain covered healthcare providers, health plans and healthcare clearinghouses as well as their business associates that perform services for them that involve individually identifiable health information, relating to the privacy, security and transmission of individually identifiable health information without appropriate authorization, including mandatory contractual terms as well as directly applicable privacy and security standards and requirements;
- the Federal Trade Commission Act and similar laws regulating advertisement and consumer protections;

- the federal Foreign Corrupt Practices Act of 1997, which prohibits corrupt payments, gifts or transfers of value to foreign officials; and
- foreign or U.S. state law equivalents of each of the above federal laws, such as anti-kickback and false claims laws which may apply to items or services reimbursed by any third-party payor, including commercial insurers.

Further, the Patient Protection and Affordable Care Act, as amended by the Health Care and Education Reconciliation Act of 2010, or, collectively, the Affordable Care Act, among other things, amends the intent requirements of the federal Anti-Kickback Statute and certain criminal statutes governing healthcare fraud. A person or entity can now be found guilty of violating the statute without actual knowledge of the statute or specific intent to violate it. In addition, the Affordable Care Act provides that 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 federal False Claims Act. Moreover, while we do not submit claims and our customers make the ultimate decision on how to submit claims, from time-to-time, we may provide reimbursement guidance to our customers. If a government authority were to conclude that we provided improper advice to our customers or encouraged the submission of false claims for reimbursement, we could face action against us by government authorities. Any violations of these laws, or any action against us for violation of these laws, even if we successfully defend against it, could result in a material adverse effect on our reputation, business, results of operations and financial condition.

We have entered into consulting agreements with physicians, including some who influence the ordering of and use our products in procedures they perform. While we believe these transactions were structured to comply with all applicable laws, including state and federal anti-kickback laws, to the extent applicable, regulatory agencies may view these transactions as prohibited arrangements that must be restructured, or discontinued, or for which we could be subject to other significant penalties. We could be adversely affected if regulatory agencies interpret our financial relationships with ENT physicians who influence the ordering of and use our products to be in violation of applicable laws. This could subject us to the penalties described above.

Because of the breadth of these laws and the narrowness of the statutory exceptions and regulatory safe harbors available under such laws, it is possible that some of our business activities, including our relationships with healthcare providers and entities, including, but not limited to, physicians, hospitals, ambulatory surgery centers, group purchasing organizations and our independent distributors and certain sales and marketing practices, including the provision of certain items and services to our customers, could be subject to challenge under one or more of such laws.

To enforce compliance with the healthcare regulatory laws, federal and state enforcement bodies have recently increased their scrutiny of interactions between healthcare companies and healthcare providers, which has led to a number of investigations, prosecutions, convictions and settlements in the healthcare industry. Responding to investigations can be time and resource consuming and can divert management's attention from the business. Additionally, as a result of these investigations, healthcare providers and entities may have to agree to additional onerous compliance and reporting requirements as part of a consent decree or corporate integrity agreement. Any such investigation or settlement could increase our costs or otherwise have an adverse effect on our business.

In certain cases, federal and state authorities pursue actions for false claims on the basis that manufacturers and distributors are promoting off-label uses of their products. Pursuant to FDA regulations, we can only market our products for cleared or approved uses. Although physicians are permitted to use medical devices for indications other than those cleared or approved by the FDA in their professional medical judgment, we are prohibited from promoting products for off-label uses. We market our products and provide promotional materials and training programs to physicians regarding the use of our products. If it is determined that our business activities, including our marketing, promotional materials or training programs constitute promotion of unapproved uses, we could be subject to significant fines in addition to regulatory enforcement actions, including the issuance of a warning letter, injunction, seizure and criminal penalty.

In addition, there has been a recent trend of increased federal and state regulation of payments and transfers of value provided to healthcare professionals or entities. The Physician Payment Sunshine Act that imposes new annual reporting requirements on device manufacturers for payments and other transfers of value provided by them, directly or indirectly, to physicians and teaching hospitals, as well as ownership and investment interests held by physicians and their family members. A manufacturer's failure to submit timely, accurately and completely the required information for all payments, transfers of value or ownership or investment interests may result in civil monetary penalties of up to an aggregate of $150,000 per year, and up to an aggregate of $1.0 million per year for "knowing failures." Manufacturers are required to report to CMS the detailed payment and transfers of value data and submit legal attestation to the accuracy of such data by the 90th day of each calendar year. Due to the difficulty in complying with the Physician Payment Sunshine Act, we cannot assure you that we will successfully report all payments and transfers of value provided by us, and any failure to comply could result in significant fines and penalties. Some states, such as California and Connecticut, also mandate implementation of commercial compliance programs, and other states, such as Massachusetts and Vermont, impose restrictions on device manufacturer marketing practices and tracking and reporting of gifts, compensation and other remuneration to healthcare professionals and entities. The shifting commercial compliance environment and the need to build and maintain robust and expandable systems to comply with different compliance and reporting requirements in multiple jurisdictions increase the possibility that a healthcare company may fail to comply fully with one or more of these requirements.

Although compliance programs can mitigate the risk of investigation and prosecution for violations of these laws, the risks cannot be entirely eliminated. Any action against us for violation of these laws, even if we successfully defend against it, could cause us to incur significant legal expenses and divert our management's attention from the operation of our business.

Most of these laws apply to not only the actions taken by us, but also to actions taken by our distributors. We have limited knowledge and control over the business practices of our distributors, and we may face regulatory action against us as a result of their actions which could have a material adverse effect on our reputation, business, results of operations and financial condition.

In addition, the scope and enforcement of these laws are uncertain and subject to rapid change in the current environment of healthcare reform, especially in light of the lack of applicable precedent and regulations. Federal or state regulatory authorities might challenge our current or future activities under these laws. Any such challenge could have a material adverse effect on our reputation, business, results of operations and financial condition. Any state or federal regulatory review of us, regardless of the outcome, would be costly and time-consuming. Additionally, we cannot predict the impact of any changes in these laws, whether or not retroactive.

Legislative or regulatory healthcare reforms may make it more difficult and costly for us to obtain regulatory approval of our products and to produce, market and distribute our products after approval is obtained.

FDA regulations and guidance are often revised or reinterpreted by the FDA in ways that may significantly affect our business and our products. Any new regulations or revisions or reinterpretations of existing regulations may impose additional costs or lengthen review times of our products. Delays in receipt of, or failure to receive, regulatory approvals for our new products would have a material adverse effect on our business, results of operations and financial condition.

Federal and state governments in the United States have recently enacted legislation to overhaul the nation's healthcare system. While the goal of healthcare reform is to expand coverage to more individuals, it also involves increased government price controls, additional regulatory mandates and other measures designed to constrain medical costs. The Affordable Care Act significantly impacts the medical device industry. Among other things, the Affordable Care Act:

- imposes an annual excise tax of 2.3% on any entity that manufactures or imports medical devices offered for sale in the United States beginning in 2013;
- establishes a new Patient-Centered Outcomes Research Institute to oversee and identify priorities in comparative clinical effectiveness research in an effort to coordinate and develop such research;
- implements payment system reforms including a national pilot program on payment bundling to encourage hospitals, physicians and other providers to improve the coordination, quality and efficiency of certain healthcare services through bundled payment models; and
- creates an independent payment advisory board that will submit recommendations to reduce Medicare spending if projected Medicare spending exceeds a specified growth rate.

The medical device excise tax was recently suspended by the Consolidated Appropriations Act of 2016 (the "CAA") for calendar years 2016 and 2017. Absent further congressional action the excise tax will be reinstated for medical device sales beginning January 1, 2018. The CAA also temporarily delays implementation of other taxes intended to help fund Affordable Care Act programs. Further, there have been judicial and congressional challenges to other aspects of the Affordable Care Act, and we expect there will be additional challenges and amendments to the Affordable Care Act in the future.

In addition, other legislative changes have been proposed and adopted since the Affordable Care Act was enacted. On August 2, 2011, President Obama signed into law the Budget Control Act of 2011, which, among other things, created the Joint Select Committee on Deficit Reduction to recommend to Congress proposals in spending reductions. The Joint Select Committee did not achieve a targeted deficit reduction of at least $1.2 trillion for the years 2013 through 2021, triggering the legislation's automatic reduction to several government programs. This includes reductions to Medicare payments to providers of 2% per fiscal year, which went into effect in April 2013 and, following passage of the Bipartisan Budget Act of 2015, will stay in effect through 2025, unless additional congressional action is taken. On January 2, 2013, President Obama signed into law the American Taxpayer Relief Act of 2012, or the ATRA, which, among other things, further reduced Medicare payments to several providers, including hospitals, imaging centers and cancer treatment centers and increased the statute of limitations period for the government to recover overpayments to providers from three to five years. We expect that additional state and federal healthcare reform measures will be adopted in the future, any of which could limit the amounts that federal and state governments will pay for healthcare products and services, which could result in reduced demand for our products or additional pricing pressure.

Our financial performance may be adversely affected by medical device tax provisions in the healthcare reform laws.

The Affordable Care Act imposes, among other things, an excise tax of 2.3% on any entity that manufactures or imports specified medical devices offered for sale in the United States beginning in 2013. Under these provisions, the Congressional Research Service predicts that the total cost to the medical device industry may be up to $29 billion over the next decade. The Internal Revenue Service issued final regulations implementing the tax in December of 2012 which requires, among other things, bi-monthly payments and quarterly reporting. Sales of our products in the United States have been subject to this 2.3% excise tax. During the years ended December 31, 2015, 2014 and 2013, we recognized $1.1 million, $0.7 million and $0.3 million, respectively, in tax expense associated with the medical device tax in the United States which is included in selling, general and administrative expenses. The excise tax has been suspended for calendar years 2016 and

2017, and under current law will be reinstated for calendar year 2018. We cannot predict whether this tax will be reinstated or what effect the excise tax may have on our financial performance in future years if the tax is reinstated as planned.

Our operations involve the use of hazardous and toxic materials, and we must comply with environmental laws and regulations, which can be expensive, and may affect our business and operating results.

We are subject to a variety of federal, state and local regulations relating to the use, handling, storage, disposal and human exposure to hazardous materials. Liability under environmental laws can be joint and several, and without regard to comparative fault, and environmental laws could become more stringent over time, imposing greater compliance costs and increasing risks and penalties associated with violations, which could harm our business. Although we believe that our activities conform in all material respects with environmental laws, there can be no assurance that violations of environmental and health and safety laws will not occur in the future as a result of human error, accident, equipment failure or other causes. The failure to comply with past, present or future laws could result in the imposition of fines, third-party property damage and personal injury claims, investigation and remediation costs, the suspension of production, or a cessation of operations. We also expect that our operations will be affected by other new environmental and health and safety laws on an ongoing basis. Although we cannot predict the ultimate impact of any such new laws, they will likely result in additional costs, and may require us to change how we manufacture our products, which could have a material adverse effect on our business.

Failure to comply with the United States Foreign Corrupt Practices Act, or the FCPA, and similar laws associated with any activities outside the United States could subject us to penalties and other adverse consequences.

We are subject to the FCPA and other anti-bribery legislation around the world. The FCPA generally prohibits covered entities and their intermediaries from engaging in bribery or making other prohibited payments, offers or promises to foreign officials for the purpose of obtaining or retaining business or other advantages. In addition, the FCPA imposes recordkeeping and internal controls requirements on publicly traded corporations and their foreign affiliates, which are intended to, among other things, prevent the diversion of corporate funds to the payment of bribes and other improper payments, and to prevent the establishment of “off books” slush funds from which such improper payments can be made. Although we do not currently have any operations outside the United States, in the future we may face significant risks if we fail to comply with the FCPA and other laws that prohibit improper payments, offers or promises of payment to foreign governments and their officials and political parties by us and other business entities for the purpose of obtaining or retaining business or other advantages. In many foreign countries, particularly in countries with developing economies, some of which represent significant markets for us, it may be a local custom that businesses operating in such countries engage in business practices that are prohibited by the FCPA or other laws and regulations. Although we have implemented a company policy requiring our employees and consultants to comply with the FCPA and similar laws, such policy may not be effective at preventing all potential FCPA or other violations. There can be no assurance that none of our employees and agents, or those companies to which we outsource certain portions of our business operations will not take actions that violate our policies or applicable laws, for which we may be ultimately held responsible. As a result of our focus on managing our growth, our development of infrastructure designed to identify FCPA matters and monitor compliance is at an early stage. Any violation of the FCPA and related policies could result in severe criminal or civil sanctions, which could have a material and adverse effect on our reputation, business, operating results and financial condition.

Risks Relating to Intellectual Property Matters

Intellectual property rights may not provide adequate protection, which may permit third parties to compete against us more effectively.

Our success depends significantly on our ability to protect our proprietary rights to the technologies and inventions used in, or embodied by, our products. To protect our proprietary technology, we rely on patent protection, as well as a combination of copyright, trade secret and trademark laws, as well as nondisclosure, confidentiality and other contractual restrictions in our consulting and employment agreements. However, these legal means afford only limited protection and may not adequately protect our rights or permit us to gain or keep any competitive advantage.

Patents

The process of applying for patent protection itself is time consuming and expensive and we cannot assure you that all of our patent applications will issue as patents or that, if issued, they will issue in a form that will be advantageous to us. The rights granted to us under our patents, including prospective rights sought in our pending patent applications, may not be meaningful or provide us with any commercial advantage and they could be opposed, contested or circumvented by our competitors or be declared invalid or unenforceable in judicial or administrative proceedings.

We own numerous issued patents and pending patent applications that relate to the sinus delivery of sustained release therapeutics, sinus delivery of implants, implant designs, as well as individual components of our steroid releasing systems. The API contained in our steroid releasing implants is generic and is not the subject of independent patent protection. If any of our patents are challenged, invalidated or legally circumvented by third parties, and if we do not own other enforceable patents protecting our products, competitors could market products and use processes that are substantially similar to, or superior to, ours, and our business may suffer. In addition, the patents we own may not be of sufficient scope or strength to provide us with any meaningful protection or commercial advantage, and competitors may be able to design around our patents or develop products that provide outcomes comparable to ours without infringing on our intellectual property rights.

Recent patent reform legislation may increase the uncertainties and costs surrounding the prosecution of our patent applications and the enforcement or defense of our issued patents. On September 16, 2011, the Leahy-Smith America Invents Act, or the Leahy-Smith Act, was signed into law. The Leahy-Smith Act includes a number of significant changes to U.S. patent law. These include provisions that affect the way patent applications are prosecuted, redefine prior art, may affect patent litigation, and switch the U.S. patent system from a “first-to-invent” system to a “first-to-file” system. Under a “first-to-file” system, assuming the other requirements for patentability are met, the first inventor to file a patent application generally will be entitled to the patent on an invention regardless of whether another inventor had made the invention earlier. The U.S. Patent and Trademark Office, or USPTO, recently developed new regulations and procedures to govern administration of the Leahy-Smith Act, and many of the substantive changes to patent law associated with the Leahy-Smith Act, and in particular, the first-to-file provisions, only became effective on March 16, 2013. Accordingly, it is not clear what, if any, impact the Leahy-Smith Act will have on the operation of our business. However, the Leahy-Smith Act and its implementation may increase the uncertainties and costs surrounding the prosecution of our patent applications and the enforcement or defense of our issued patents, all of which may have a material adverse effect on our business and financial condition. In addition, patent reform legislation may pass in the future that may lead to additional uncertainties and increased costs surrounding the prosecution, enforcement, and defense of our patents and applications.

We may be subject to a third-party preissuance submission of prior art to the USPTO, or become involved in opposition, derivation, reexamination, inter partes review, post-grant review, or other patent office proceedings or litigation, in the United States or elsewhere, challenging our patent rights. An adverse determination in any such submission, proceeding or litigation may reduce the scope of, or invalidate, our patent rights, allow third parties to commercialize our technology or products and compete directly with us, without payment to us, or result in our inability to manufacture or commercialize products without infringing third-party patent rights.

Moreover, the USPTO and various foreign governmental patent agencies require compliance with a number of procedural, documentary, fee payment and other similar provisions during the patent application process. In addition, periodic maintenance fees on issued patents often must be paid to the USPTO and foreign patent agencies over the lifetime of the patent. While an unintentional lapse can in many cases be cured by payment of a late fee or by other means in accordance with the applicable rules, there are situations in which noncompliance can result in abandonment or lapse of the patent or patent application, resulting in partial or complete loss of patent rights in the relevant jurisdiction. Non-compliance events that could result in abandonment or lapse of a patent or patent application include, but are not limited to, failure to respond to official actions within prescribed time limits, non-payment of fees and failure to properly legalize and submit formal documents. If we fail to maintain the patents and patent applications covering our products or procedures, we may not be able to stop a competitor from marketing products that are the same as or similar to our products, which may have a material adverse effect on our business.

Competing products may also be sold in other countries in which our patent coverage might not exist or be as strong. We do not have patent rights in certain foreign countries in which a market may exist in the future, and the laws of many foreign countries may not protect our intellectual property rights to the same extent as the laws of the United States. Thus, we may not be able to stop a competitor from marketing and selling in foreign countries products that are the same as or similar to our products.

Trademarks

We rely on our trademarks as one means to distinguish our products from the products of our competitors, and have registered or applied to register many of these trademarks. Our trademark applications may not be approved, however. Third parties may oppose our trademark applications, or otherwise challenge our use of the trademarks. In the event that our trademarks are successfully challenged, we may be forced to rebrand our products, which may result in loss of brand recognition and may require us to devote resources to advertising and marketing new brands. Our competitors may infringe our trademarks and we may not have adequate resources to enforce our trademarks.

Trade Secrets and Know-How

We may not be able to prevent the unauthorized disclosure or use of our technical knowledge or other trade secrets by consultants, vendors, former employees or current employees, despite the existence generally of confidentiality agreements and other contractual restrictions. Monitoring unauthorized uses and disclosures of our intellectual property is difficult, and we do not know whether the steps we have taken to protect our intellectual property will be effective.

Moreover, our competitors may independently develop equivalent knowledge, methods and know-how. Competitors could purchase our steroid releasing implants and attempt to replicate some or all of the competitive advantages we derive from our development efforts, willfully infringe our intellectual property rights, design around our protected technology or develop their own competitive technologies that fall outside of our intellectual property rights. If our intellectual property is not adequately protected so as to protect our market against competitors’ products and methods, our competitive position may be adversely affected, as may our business.

We may in the future be a party to patent and other intellectual property litigation and administrative proceedings that may be costly and may interfere with our ability to sell our steroid releasing implants.

The medical device industry has been characterized by frequent and extensive intellectual property litigation. Additionally, the ENT market is extremely competitive. Our competitors, such as Medtronic, Olympus, Johnson & Johnson, Stryker, Smith & Nephew and Entellus, or other patent holders may assert that our steroid releasing implants and the methods employed in our steroid releasing implants are covered by their patents. If our steroid releasing implants or methods are found to infringe, we may be prevented from manufacturing or marketing our steroid releasing implants. In the event that we become involved in such a dispute, we may incur significant costs and expenses, may be prevented from marketing our products and may need to devote resources to resolving any claims, which would reduce the cash we have available for operations and may be distracting to management. If we lose a patent lawsuit, alleging our infringement of a competitor's patents, we may be prevented from marketing our steroid releasing implants in one or more countries. We may also initiate litigation against third parties to protect our own intellectual property. Our intellectual property has not been tested in litigation. If we initiate litigation to protect our rights, we run the risk of having our patents invalidated, which may undermine our competitive position.

Litigation related to infringement and other intellectual property claims, with or without merit, is unpredictable, may be expensive and time-consuming and may divert management's attention from our core business. If we lose this kind of litigation, a court may require us to pay substantial damages, treble damages and attorneys' fees, and prohibit us from using technologies essential to our steroid releasing implants, any of which may have a material adverse effect on our business, results of operations and financial condition. If relevant patents are upheld as valid and enforceable and we are found to infringe, we may be prevented from selling our steroid releasing implants unless we can obtain licenses to use technology covered by such patents. We do not know whether any necessary licenses would be available to us on satisfactory terms, if at all. If we cannot obtain these licenses, we may be forced to design around those patents at additional cost or abandon our products altogether. As a result, our ability to grow our business and compete in the market may be harmed.

We may be subject to damages resulting from claims that we or our employees have wrongfully used or disclosed alleged trade secrets of our competitors or are in breach of non-competition or non-solicitation agreements with our competitors.

Many of our employees were previously employed at other medical device companies, including our competitors or potential competitors, in some cases until recently. We may in the future be subject to claims that we or our employees have inadvertently or otherwise used or disclosed alleged trade secrets or other proprietary information of these former employers or competitors. In addition, we have been and may in the future be subject to claims that we caused an employee to breach the terms of his or her non-competition or non-solicitation agreement. Litigation may be necessary to defend against these claims. Even if we are successful in defending against these claims, litigation may result in substantial costs and may be a distraction to management. If our defense to those claims fails, in addition to paying monetary damages, a court may prohibit us from using technologies or features that are essential to our products, if such technologies or features are found to incorporate or be derived from the trade secrets or other proprietary information of the former employers. An inability to incorporate technologies or features that are important or essential to our products may have a material adverse effect on our business, and may prevent us from selling our products. In addition, we may lose valuable intellectual property rights or personnel. Any litigation or the threat thereof may adversely affect our ability to hire employees or contract with independent sales representatives. A loss of key personnel or their work product may hamper or prevent our ability to commercialize our products, which may have an adverse effect on our business, results of operations and financial condition.

Risks Relating to Our Capital Requirements and Finances

We may need substantial additional funding and may be unable to raise capital when needed, which would force us to delay, reduce, eliminate or abandon our commercialization efforts or product development programs.

Our ability to continue as a going concern may require us to obtain additional financing to fund our operations. We may need to raise substantial additional capital to:

- expand the commercialization of our products;
- fund our operations and clinical studies;
- continue our research and development activities;
- defend, in litigation or otherwise, any claims that we infringe third-party patents or other intellectual property rights;
- enforce our patent and other intellectual property rights;
- address legal or enforcement actions by the FDA or other governmental agencies and remediate underlying problems;
- commercialize our new products in development, if any such products receive regulatory clearance or approval for commercial sale; and
- acquire companies and in-license products or intellectual property.

We believe that our existing cash, cash equivalents and short-term investments, including the proceeds from our initial public offering of our common stock in July 2014, follow-on offering in June 2015, revenue and available debt financing arrangements will be sufficient to meet our capital requirements and fund our operations at least through the next twelve months. However, we have based these estimates on assumptions that may prove to be wrong, and we could spend our available financial resources much faster than we currently expect. Any future funding requirements will depend on many factors, including:

- market acceptance of our products;
- the scope, rate of progress and cost of our clinical studies;
- the cost of our research and development activities;
- the cost of filing and prosecuting patent applications and defending and enforcing our patent or other intellectual property rights;
- the cost of defending, in litigation or otherwise, any claims that we infringe third-party patents or other intellectual property rights;
- the cost and timing of additional regulatory clearances or approvals;
- the cost and timing of establishing additional sales, marketing and distribution capabilities;
- costs associated with any product recall that may occur;
- the effect of competing technological and market developments;
- the extent to which we acquire or invest in products, technologies and businesses, although we currently have no commitments or agreements relating to any of these types of transactions; and
- the costs of operating as a public company.

If we raise additional funds by issuing equity securities, our stockholders may experience dilution. Any future debt financing into which we enter may impose upon us covenants that restrict our operations, including limitations on our ability to incur liens or additional debt, pay dividends, repurchase our stock, make certain investments and engage in certain merger, consolidation or asset sale transactions. Any debt financing or additional equity that we raise may contain terms that are not favorable to us or our stockholders. If we raise additional funds through collaboration and licensing arrangements with third parties, it may be necessary to relinquish some rights to our technologies or our products, or grant licenses on terms that are not favorable to us. If we are unable to raise adequate funds, we may have to liquidate some or all of our assets, or delay, reduce the scope of or eliminate some or all of our development programs.

We cannot be certain that additional funding will be available on acceptable terms, if at all. If we do not have, or are not able to obtain, sufficient funds, we may have to delay development or commercialization of our products or license to third parties the rights to commercialize products or technologies that we would otherwise seek to commercialize. We also may have to reduce marketing, customer support or other resources devoted to our products or cease operations. Any of these factors could harm our operating results.

Our ability to use our net operating losses and research and development credit carryforwards to offset future taxable income may be subject to certain limitations.

In general, under Sections 382 and 383 of the Internal Revenue Code of 1986, as amended, or the Code, a corporation that undergoes an "ownership change," generally defined as a greater than 50% change by value in its equity ownership over a three-year period, is subject to limitations on its ability to utilize its pre-change net operating losses, or NOLs, and its research and development credit carryforwards to offset future taxable income. Our existing NOLs and research and development credit carryforwards may be subject to limitations arising from previous ownership changes, and if we undergo an ownership change, our ability to utilize NOLs and research and development credit carryforwards could be further limited by Sections 382 and 383 of the Code. Future changes in our stock ownership, some of which might be beyond our control, could result in an ownership change under Section 382 of the Code. For these reasons, in the event we experience a change of control, we may not be able to utilize a material portion of the NOLs and research and development credit carryforwards, even if we attain profitability.

Risks Related to Our Common Stock

An active trading market may not be sustained.

Prior to our IPO in July 2014, there was no public market for our common stock. Although our stock is currently traded on the NASDAQ Global Market, an active trading market may not be sustained. The lack of an active market may impair the value of your shares and your ability to sell your shares at the time you wish to sell them. An inactive market may also impair our ability to both raise capital by selling shares and acquire other complementary products, technologies or businesses by using our shares as consideration.

We expect that the price of our common stock will fluctuate substantially.

The market price of our common stock has been, and is likely to continue to be, highly volatile. From our IPO in July 2014 through January 31, 2016, the price of our common stock has fluctuated from a low of $12.02 to a high of $32.85. The price of our common stock may continue to fluctuate substantially due to many factors, including:

- volume and timing of sales of our steroid releasing implants;
- the introduction of new products or product enhancements by us or others in our industry;
- disputes or other developments with respect to our or others' intellectual property rights;
- our ability to develop, obtain regulatory clearance or approval for, and market new and enhanced products on a timely basis;

- product liability claims or other litigation;
- quarterly variations in our results of operations or those of others in our industry;
- sales of large blocks of our common stock, including sales by our executive officers and directors;
- media exposure of our steroid releasing implants or products of others in our industry;
- changes in governmental regulations or in the status of our regulatory approvals or applications;
- changes in earnings estimates or recommendations by securities analysts; and
- general market conditions and other factors, including factors unrelated to our operating performance or the operating performance of our competitors.

In recent years, the stock markets generally have experienced extreme price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of those companies. Broad market and industry factors may significantly affect the market price of our common stock, regardless of our actual operating performance. These fluctuations may be even more pronounced in the trading market for our common stock.

In addition, in the past, class action litigation has often been instituted against companies whose securities have experienced periods of volatility in market price. Securities litigation brought against us following volatility in our stock price, regardless of the merit or ultimate results of such litigation, could result in substantial costs, which would hurt our financial condition and operating results and divert management's attention and resources from our business.

These and other factors may make the price of our stock volatile and subject to unexpected fluctuation.

Securities analysts may not publish favorable research or reports about our business or may publish no information at all, which could cause our stock price or trading volume to decline.

The trading market for our common stock will be influenced to some extent by the research and reports that industry or financial analysts publish about us and our business. We do not control these analysts. As a newly public company, we may be slow to attract research coverage and the analysts who publish information about our common stock will have had relatively little experience with our company or industry, which could affect their ability to accurately forecast our results and could make it more likely that we fail to meet their estimates. In the event we obtain securities or industry analyst coverage, if any of the analysts who cover us provide inaccurate or unfavorable research or issue an adverse opinion regarding our stock price, our stock price could decline. If one or more of these analysts cease coverage of our company or fail to publish reports covering us regularly, we could lose visibility in the market, which in turn could cause our stock price or trading volume to decline.

A significant portion of our total outstanding shares are owned by our pre-IPO investors and could be sold into the market in the near future. This could cause the market price of our common stock to drop significantly, even if our business is doing well.

Sales of a significant number of shares of our common stock in the public market could occur at any time. These sales, or the perception in the market that the holders of a significant number of shares intend to sell their shares, could result in a decrease in the market price of our common stock. Moreover, holders of a significant number of shares of our common stock, including shares of our common stock issuable upon the exercise of stock options, have rights, subject to some conditions, to require us to file registration statements covering their shares or to include their shares in registration statements that we may file for ourselves or other stockholders. We have also registered all shares of common stock that we may issue under our equity compensation plans. These shares can be freely sold in the public market upon issuance, subject to volume limitations applicable to affiliates.

If we experience material weaknesses in the future or otherwise fail to maintain an effective system of internal controls in the future, we may not be able to accurately report our financial condition or results of operations which may adversely affect investor confidence in us and, as a result, the value of our common stock.

We are required, under Section 404 of the Sarbanes-Oxley Act to furnish a report by management on the effectiveness of our internal control over financial reporting, and our auditors are required to express an opinion on the effectiveness of our internal controls, beginning with this Annual Report on Form 10-K. This will result in increased compliance fees. Our management assessment needs to include disclosure of any material weaknesses identified by our management in our internal control over financial reporting. A material weakness is a deficiency or combination of deficiencies in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of a company's annual and interim financial statements will not be detected or prevented on a timely basis.

Though we have enhanced our internal controls, processes and related documentation necessary to perform the evaluation needed to comply with Section 404, future evaluations and tests may reveal material weaknesses. If during the evaluation and testing process, we identify one or more material weaknesses in our internal control over financial reporting, we will be unable to assert that our internal controls are effective. The effectiveness of our controls and procedures may be limited by a variety of factors, including:

- faulty human judgment and simple errors, omissions or mistakes;
- fraudulent action of an individual or collusion of two or more people;
- inappropriate management override of procedures; and
- the possibility that any enhancements to controls and procedures may still not be adequate to assure timely and accurate financial control.

If we are unable to confirm that our internal control over financial reporting is effective, or if our auditors are unable to express an opinion on the effectiveness of our internal controls, we could lose investor confidence in the accuracy and completeness of our financial reports, which could cause the price of our common stock to decline.

Our disclosure controls and procedures may not prevent or detect all errors or acts of fraud.

We are subject to the periodic reporting requirements of the Securities Exchange Act of 1934, as amended, or the Exchange Act. We designed our disclosure controls and procedures to provide reasonable assurance that information we must disclose in reports we file or submit under the Exchange Act is accumulated and communicated to management, and recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC. We believe that any disclosure controls and procedures, no matter how well-conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met.

These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people or by an unauthorized override of the controls. Accordingly, because of the inherent limitations in our control system, misstatements due to error or fraud may occur and not be detected.

Provisions in our corporate charter documents and under Delaware law could make an acquisition of us more difficult and may prevent attempts by our stockholders to replace or remove our current management.

Provisions in our amended and restated certificate of incorporation and our amended and restated bylaws may discourage, delay or prevent a merger, acquisition or other change in control of us that stockholders may consider favorable, including transactions in which stockholders might otherwise receive a premium for their shares. These provisions could also limit the price that investors might be willing to pay in the future for shares of our common stock, thereby depressing the market price of our common stock. In addition, these provisions may frustrate or prevent any attempts by our stockholders to replace or remove our current management by making it more difficult for stockholders to replace members of our board of directors. Because our board of directors is responsible for appointing the members of our management team, these provisions could in turn affect any attempt by our stockholders to replace current members of our management team. Among others, these provisions include that:

- our board of directors has the right to expand the size of our board of directors and to elect directors to fill a vacancy created by the expansion of the board of directors or the resignation, death or removal of a director, which prevents stockholders from being able to fill vacancies on our board of directors;
- our stockholders may not act by written consent or call special stockholders' meetings; as a result, a holder, or holders, controlling a majority of our capital stock would not be able to take certain actions other than at annual stockholders' meetings or special stockholders' meetings called by the board of directors, the chairman of the board, the chief executive officer or the president;
- our certificate of incorporation prohibits cumulative voting in the election of directors, which limits the ability of minority stockholders to elect director candidates;
- the affirmative vote of holders of at least 66-2/3% of the voting power of all of the then outstanding shares of voting stock, voting as a single class, will be required (a) to amend certain provisions of our certificate of incorporation, including provisions relating to the size of the board, removal of directors, special meetings, actions by written consent and cumulative voting and (b) to amend or repeal our bylaws, although our bylaws may be amended by a simple majority vote of our board of directors;
- stockholders must provide advance notice and additional disclosures in order to nominate individuals for election to the board of directors or to propose matters that can be acted upon at a stockholders' meeting, which may discourage or deter a potential acquiror from conducting a solicitation of proxies to elect the acquiror's own slate of directors or otherwise attempting to obtain control of our company; and
- our board of directors may issue, without stockholder approval, shares of undesignated preferred stock; the ability to issue undesignated preferred stock makes it possible for our board of directors to issue preferred stock with voting or other rights or preferences that could impede the success of any attempt to acquire us.

Moreover, because we are incorporated in Delaware, we are governed by the provisions of Section 203 of the Delaware General Corporation Law, which prohibits a person who owns in excess of 15% of our outstanding voting stock from merging or combining with us for a period of three years after the date of the transaction in which the person acquired in excess of 15% of our outstanding voting stock, unless the merger or combination is approved in a prescribed manner.

Item 1B. Unresolved Staff Comments

None.

Item 2. Properties

We occupy approximately 50,400 square feet of leased office and laboratory space located in Menlo Park, California which expires on May 31, 2020. We believe that our facilities are sufficient to meet our current needs.

Item 3. Legal Proceedings

We are not currently a party to any material legal proceedings.

Item 4. Mine Safety Disclosures

Not applicable.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Shares of our common stock have been traded on The NASDAQ Global Market, or NASDAQ, under the symbol "XENT" since July 24, 2014. The following table sets forth, for the period beginning July 24, 2014, through December 31, 2015, the high and low intraday prices per share of our common stock as reported by NASDAQ.

	High	Low
Fiscal Year Ended December 31, 2015		
First quarter	$28.80	$18.10
Second quarter	29.98	22.26
Third quarter	32.85	19.30
Fourth quarter	23.13	15.74
Fiscal Year Ended December 31, 2014		
Third quarter (beginning July 24, 2014)	$18.30	$12.02
Fourth quarter	21.39	15.05

As of January 29, 2016, the closing price of our common stock was $17.83 and stockholders of record were approximately 38. Because many of our shares are held by brokers and other institutions on behalf of stockholders, we are unable to estimate the total number of stockholders represented by these record holders.

Dividend Policy

We have never declared or paid any cash dividends on our capital stock, and we do not currently intend to pay any cash dividends on our capital stock in the foreseeable future. We currently intend to retain all available funds and any future earnings to support operations and to finance the growth and development of our business. Any future determination to pay dividends will be made at the discretion of our board of directors subject to applicable laws, and will depend upon, among other factors, our results of operations, financial condition, contractual restrictions and capital requirements. Our future ability to pay cash dividends on our capital stock may also be limited by the terms of any future debt or preferred securities or future credit facility.

Recent Sales of Unregistered Securities

There were no sales of equity securities by us that were not registered under the Securities Act of 1933, as amended, or the Securities Act, during fiscal year ended December 31, 2015, that have not been previously reported in a Quarterly Report on Form 10-Q or in a Current Report on Form 8-K.

Issuer Purchases of Equity Securities

None.

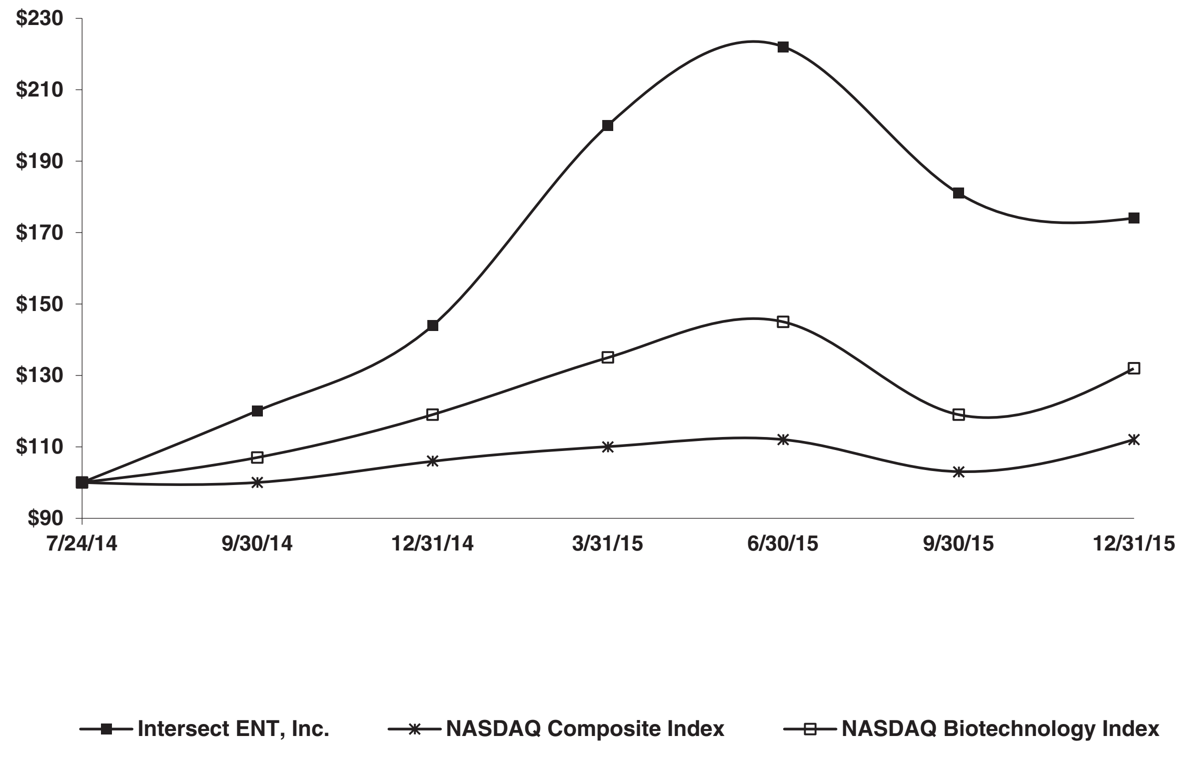
Performance Graph

The graph below compares the cumulative total return to security holders of our common stock with the comparable cumulative returns of the NASDAQ Composite and Biotechnology Indexes. The graph assumes the investment of $100 on July 24, 2014, the date on which our common stock began trading on The NASDAQ Global Market, through December 31, 2015. Points on the graph represent the performance as of end of each calendar quarter.

The information under the heading "Performance Graph" shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.

CUMULATIVE TOTAL RETURN*

Among Intersect ENT, Inc. and the NASDAQ Composite and Biotechnology Indices



*$100 invested on July 24, 2014 in stock or index. Fiscal year ended December 31, 2015.

	Cumulative Total Return as of						
	7/24/14	9/30/14	12/31/14	3/31/15	6/30/15	9/30/15	12/31/15
Intersect ENT, Inc.	$ 100	$ 120	$ 144	$ 200	$ 222	$ 181	$ 174
NASDAQ Composite Index	100	100	106	110	112	103	112
NASDAQ Biotechnology Index	100	107	119	135	145	119	132

The stock price performance included in this graph is not necessarily indicative of future stock price performance.

Since shares of our common stock have only been publicly traded since July 24, 2014, information surrounding stockholder returns in comparison to the NASDAQ Composite and Biotechnology Indices may not be meaningful to investors.

The material in this section is not “soliciting material” and is not deemed “filed” with the SEC and is not to be incorporated by reference into any filing of Intersect ENT, Inc. made under the Securities Act or the Exchange Act whether made before or after the date hereof and irrespective of any general incorporation language in any such filing except to the extent we specifically incorporate this section by reference.

Item 6. Selected Financial Data

The following selected financial information has been derived from our audited financial statements. The financial information as of December 31, 2015 and 2014, and for each of the three years in the period ended December 31, 2015, are derived from audited financial statements included elsewhere in this Annual Report on Form 10-K. The financial information as of December 31, 2013 and 2012, and for the year ended December 31, 2012, are derived from audited financial statements not included in this Annual Report on Form 10-K. The information set forth below is not necessarily indicative of results of future operations and should not be relied upon as an indicator of our future performance. You should read the selected financial data set forth in the table below, together with the Financial Statements and related Notes to Financial Statements included in this Annual Report, as well as Part II, Item 7, *Management's Discussion and Analysis of Financial Condition and Results of Operations*, of this Annual Report.

	Fiscal Years Ended December 31,			
(in thousands, except per share data)	**2015**	**2014**	**2013**	**2012**
Statements of operations data:				
Revenue	$ 61,593	$ 38,587	$ 17,931	$ 5,863
Cost of sales	12,288	10,223	8,150	3,837
Gross profit	49,305	28,364	9,781	2,026
Operating expenses:				
Selling, general and administrative	59,637	36,111	18,229	9,251
Research and development	16,608	10,331	9,518	9,260
Total operating expenses	76,245	46,442	27,747	18,511
Loss from operations	(26,940)	(18,078)	(17,966)	(16,485)
Interest and other income (expense), net	306	(284)	(403)	120
Net loss	$ (26,634)	$ (18,362)	$ (18,369)	$ (16,365)
Net loss per share, basic and diluted	$ (1.02)	$ (1.61)	$ (12.57)	$ (16.38)
Weighted average common shares used to compute net loss per share, basic and diluted	26,159	11,384	1,461	999

	December 31,			
(in thousands)	**2015**	**2014**	**2013**	**2012**
Balance sheet data:				
Cash, cash equivalents and short-term investments	$ 124,300	$ 48,443	$ 12,294	$ 2,060
Working capital	128,142	52,167	13,118	1,152
Total assets	144,635	62,953	21,035	7,227
Total liabilities	14,404	9,141	6,892	5,627
Convertible preferred stock	—	—	90,760	60,320
Accumulated deficit	(123,255)	(96,621)	(78,259)	(59,890)
Total stockholders' equity (deficit)	130,231	53,812	(76,617)	(58,720)

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis of our financial condition and results of operations together with the section entitled "Selected Financial Data," should be read in conjunction with our Financial Statements and the related notes to those statements included elsewhere in this Annual Report. In addition to historical financial information, the following discussion and analysis contains forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act. These forward-looking statements relate to future events or our future financial performance that involve risks, uncertainties and assumptions. Our actual results and timing of events may differ materially from those anticipated in these forward-looking statements as a result of many factors, including those discussed under "Risk Factors" and elsewhere in this prospectus. Please see "Cautionary Information Regarding Forward-Looking Statements" at the beginning of this Form 10-K for additional information you should consider regarding forward-looking statements. We undertake no obligation to revise or update any forward-looking statements to reflect any event or circumstance that arises after the date of this report, or to conform such statements to actual results or changes in our expectations.

Overview

We are a commercial stage drug-device company committed to improving the quality of life for patients with ear, nose and throat conditions. We have developed a drug releasing bioabsorbable implant technology that enables targeted and sustained release of therapeutic agents. This targeted drug delivery technology is designed to allow ear, nose and throat, or ENT, physicians to improve patient care. Our approved and in-development products are designed to treat the spectrum of needs among the estimated 3.5 million U.S. patients who are managed by ENT physicians for chronic sinusitis, one of the most prevalent chronic diseases in the United States and one of the most costly conditions for U.S. employers. Chronic sinusitis patients include those needing and electing surgery, those who have not had sinus surgery and those that have had one or more surgeries but continue to suffer from symptoms. To address these patient groups, we are:

- Marketing PROPEL® and PROPEL mini, the first and only steroid releasing implants approved by the U.S. Food and Drug Administration, or FDA, for use in patients undergoing surgery for chronic sinusitis. PROPEL has been proven clinically in a meta-analysis of prospective, multicenter, randomized, controlled, double-blind clinical studies to improve surgical outcomes, including a 35% reduction in the need for postoperative oral steroid and surgical intervention. Inserted by a physician into the ethmoid sinuses following sinus surgery, the self-expanding implants are designed to conform to and hold open the surgically enlarged sinus, while gradually releasing an anti-inflammatory steroid over a period of approximately 30 days, before being fully absorbed into the body.
- Seeking approval for the use of PROPEL mini in the frontal sinus. We announced preliminary topline data from the PROGRESS trial, designed to evaluate the safety and efficacy of PROPEL mini when placed in the frontal sinuses following surgery, showing that the study met its primary efficacy endpoint and demonstrating a statistically significant 38% relative reduction in the need for postoperative interventions compared to surgery alone. We submitted a supplemental premarket approval submission to the FDA in September 2015 seeking approval to expand the indication of PROPEL mini to treat patients undergoing frontal sinus surgery.
- Conducting clinical trials of RESOLVE, a steroid releasing implant designed to provide a cost-effective, less invasive solution for patients that have had ethmoid sinus surgery yet suffer from recurrent sinus obstruction due to polyps. The RESOLVE implant is designed to be placed in the ethmoid sinus in a procedure conducted in the physician's office as an alternative to other treatment options such as further medical therapy or revision surgery. We have completed three studies of RESOLVE in a total of 117 patients and in December 2014, we commenced RESOLVE II, a phase III trial enrolling 300 patients to assess the safety and efficacy of the product.
- Conducting clinical trials of NOVA, a steroid releasing implant designed to fit the ostia, or openings, of the dependent sinuses following enlargement of the sinuses. While sinus enlargement is performed on

both revision and primary patients, NOVA has the potential to provide, in conjunction with balloon openings, a less invasive procedure performed in the physician's office for patients with primary chronic sinusitis who have not had sinus surgery. We commenced enrollment of the second cohort of patients in the PROGRESS study in July 2015. This phase of the PROGRESS study is an 80-patient prospective randomized blinded multicenter trial designed to assess the safety and efficacy of NOVA when placed in the frontal sinuses following sinus surgery.

We have expanded our sales organization and we intend to continue to grow our sales force in order to expand our communication of the benefits of our steroid releasing implants to our physician customers. We are working to maintain or increase the account activity of current physician users and to expand our physician user base in order to grow our business.

In June 2015, we completed our follow-on offering by issuing 4,119,300 shares of common stock at an offering price of $25.00 per share, for net proceeds of approximately $96.4 million, after deducting underwriting discounts and commissions and offering expenses.

Components of Our Results of Operations

Revenue

All of our revenue is currently derived from sales of PROPEL and PROPEL mini in the United States. We expect our revenue to increase as we expand our sales, marketing and reimbursement infrastructure and increase awareness of our products. We also expect our revenue to fluctuate from quarter to quarter due to a variety of factors. In the first quarter of any calendar year, our results can be impacted by adverse weather and by resetting of annual patient healthcare insurance plan deductibles, both of which may cause patients to delay or decline elective procedures such as functional endoscopic sinus surgery, or FESS. In the second quarter, demand may be impacted by the seasonal nature of allergies, the resultant onset of sinus-related symptoms and the growth of high deductible insurance plans which may cause patients to delay or decline elective surgery until their deductible is met later in the year. In the third quarter, the number of FESS procedures nationwide is historically lower than other quarters throughout the year, which we believe is attributable to the summer vacations of ENT physicians and their patients. In the fourth quarter, demand may be impacted by the onset of the cold and flu season and related symptoms, as well as the desire of patients to spend their remaining balances in flexible-spending accounts or because they have met their annual deductibles under their health insurance plans.

Our currently approved products are commonly treated as general supplies utilized in sinus surgery and are paid for as part of the FESS procedure. We believe that establishment of reimbursement codes specific to the use of drug releasing implants for chronic sinusitis is an important factor in expanding access to our products, especially in the physician office setting.

All of our revenue is based in the U.S. and no single customer accounted for more than 10% of our revenue during the years ended December 31, 2015, 2014 and 2013.

Cost of Sales and Gross Profit

We manufacture PROPEL and PROPEL mini at our facility in Menlo Park, California. Cost of sales consists primarily of manufacturing overhead costs, material costs, direct labor and other direct costs such as shipping costs. A significant portion of our cost of sales currently consists of manufacturing overhead costs. These overhead costs include the cost of quality assurance, material procurement, inventory control, facilities, equipment and operations supervision and management. We expect overhead costs as a percentage of revenue to become less significant as our production volume increases. We expect cost of sales to increase in absolute dollars primarily as, and to the extent, our revenue grows.

We calculate gross margin as gross profit divided by revenue. Our gross margin has been and will continue to be affected by a variety of factors, primarily production volumes, manufacturing costs and product yields, and to a lesser extent the implementation of cost-reduction strategies. We expect our gross margin to fluctuate based on changes in the average selling price and the manufacturing costs of our products. Manufacturing cost will change as our production volume changes. The per unit allocation of our fixed manufacturing costs may decrease as production volume increases until we increase our manufacturing capacity, at which point the per unit allocation of our fixed manufacturing costs may increase due to the additional costs of our increased manufacturing capacity.

Selling, General and Administrative Expenses

Selling, general and administrative, or SG&A, expenses consist primarily of compensation for personnel, including stock-based compensation, related to selling, marketing, finance, information technology, business development and human resource functions. Additional SG&A expenses include commissions, training, travel expenses, promotional activities, conferences, trade shows, professional services fees, audit and Sarbanes-Oxley Act of 2002 compliance fees, insurance costs and general corporate expenses including allocated facilities-related expenses. We expect SG&A expenses to continue to increase in absolute dollars for the foreseeable future as we expand our commercial infrastructure to drive and support the anticipated growth in revenue and incur additional legal, accounting, insurance and other professional service fees associated with the expiration of our emerging growth company status.

Research and Development Expenses

Research and development, or R&D, expenses consist primarily of product development, clinical and regulatory affairs, consulting services and other costs associated with products and technologies in development. These expenses include employee compensation, stock-based compensation, supplies, quality assurance and related travel and facilities expenses. Clinical expenses include clinical trial design, clinical site reimbursement, data management and travel expenses, and the cost of manufacturing products for clinical trials. We expect R&D expenses to increase in absolute dollars for the foreseeable future as we continue to develop, enhance and commercialize new products and technologies. However, we expect R&D expenses as a percentage of revenue to vary over time depending on the level and timing of initiating new product development efforts as well as our clinical development activities.

Results of Operations

	Fiscal Years Ended December 31,		
(in thousands, except percentages)	**2015**	**2014**	**2013**
Revenue	$ 61,593	$ 38,587	$ 17,931
Cost of sales	12,288	10,223	8,150
Gross profit	49,305	28,364	9,781
Gross margin	*80%*	*74%*	*55%*
Operating expenses:			
Selling, general and administrative	59,637	36,111	18,229
Research and development	16,608	10,331	9,518
Total operating expenses	76,245	46,442	27,747
Loss from operations	(26,940)	(18,078)	(17,966)
Interest and other income (expense), net	306	(284)	(403)
Net loss	$(26,634)	$(18,362)	$(18,369)

Comparison of Years Ended December 31, 2015 and 2014

Revenue

Revenue increased $23.0 million, or 60%, to $61.6 million during the year ended December 31, 2015, compared to $38.6 million during the year ended December 31, 2014. The growth in revenue was attributable to an increase in unit sales of PROPEL and PROPEL mini from 54,900 units to 85,600 units, or 56%. The increase in units was driven by an expansion of our sales, marketing and reimbursement organizations.

Cost of Sales and Gross Margin

Cost of sales increased $2.1 million, or 20%, to $12.3 million during the year ended December 31, 2015, compared to $10.2 million during the year ended December 31, 2014. The increase in cost of sales was primarily attributable to the growth in the number of PROPEL and PROPEL mini units sold.

Gross margin for the year ended December 31, 2015, increased to 80%, compared to 74% for the year December 31, 2014. The increase in gross margin was primarily due to the growth in unit sales during the year ended December 31, 2015, which allowed us to spread the fixed portion of our manufacturing overhead costs over more production units. The fixed portion of our manufacturing overhead allows our cost of sales to grow at a slower rate than our revenue.

Selling, General and Administrative Expenses

SG&A expenses increased $23.5 million, or 65%, to $59.6 million during the year ended December 31, 2015, compared to $36.1 million during the year ended December 31, 2014. The increase in SG&A expenses was primarily due to the build out of our infrastructure to support the ongoing commercialization of PROPEL and PROPEL mini.

The primary component of this increase was employee-related expenses of our sales, marketing and reimbursement organizations which increased $16.9 million for the year ended December 31, 2015, compared to the year ended December 31, 2014, as we increased headcount to in these organizations 129 as of December 31, 2015, compared to 97 as of December 31, 2014. In addition, other SG&A expenses increased $6.6 million for the year ended December 31, 2015, compared to the year ended December 31, 2014, primarily due to an increase in headcount and expenses associated with being a public company.

Research and Development Expenses

R&D expenses increased $6.3 million, or 61%, to $16.6 million during the year ended December 31, 2015, compared to $10.3 million during the year ended December 31, 2014. The increase in R&D expenses was primarily due to an increase in personnel costs as we increased headcount and clinical trial costs.

Interest and Other Income (Expense), Net

Interest and other income (expense), net, increased $0.6 million to $0.3 million of income during the year ended December 31, 2015, compared to $0.3 million of expense during the year ended December 31, 2014. The changes in interest and other expense, net, were primarily attributable to the fair value adjustments of the preferred stock warrants and interest income. The preferred stock warrants were converted to common stock warrants upon the completion of our IPO in July 2014, and are no longer required to be marked-to-market at each reporting period.

Comparison of Years Ended December 31, 2014 and 2013

Revenue

Revenue increased $20.7 million, or 115%, to $38.6 million during the year ended December 31, 2014, compared to $17.9 million during the year ended December 31, 2013. The growth in revenue was attributable to an increase in unit sales of PROPEL and PROPEL mini from 25,600 units to 54,900 units, or 114%. The increase in units was driven by an expansion of our sales, marketing and reimbursement organizations.

Cost of Sales and Gross Margin

Cost of sales increased $2.0 million, or 25%, to $10.2 million during the year ended December 31, 2014, compared to $8.2 million during the year ended December 31, 2013. The increase in cost of sales was primarily attributable to the growth in the number of PROPEL and PROPEL mini units sold. In addition, cost of sales incurred during the year ended December 31, 2013, included a charge of $0.8 million for expenses associated with establishing and qualifying our new manufacturing facility in Menlo Park, California and $0.5 million related to a packaging issue.

Gross margin for the year ended December 31, 2014, increased to 74%, compared to 55% for the year ended December 31, 2013. The increase in gross margin was primarily due to the growth in unit sales during the year ended December 31, 2014, which allowed us to spread the fixed portion of our manufacturing overhead costs over more production units, and the impact of the qualification of our new facility and the charge related to a packaging issue during the year ended December 31, 2013.

Selling, General and Administrative Expenses

SG&A expenses increased $17.9 million, or 98%, to $36.1 million during the year ended December 31, 2014, compared to $18.2 million during the year ended December 31, 2013. The increase in SG&A expenses was primarily due to the build out of our infrastructure to support the ongoing commercialization of PROPEL and PROPEL mini. The primary driver of this increase was employee-related expenses of our sales, marketing and reimbursement organizations which increased $14.0 million, as we increased headcount in these organizations to 97 as of December 31, 2014, compared to 55 at December 31, 2013. In addition, other SG&A expenses increased $3.9 million, primarily due to an increase in headcount and expenses associated with being a public company.

Research and Development Expenses

R&D expenses increased $0.8 million, or 9%, to $10.3 million during the year ended December 31, 2014, compared to $9.5 million during the year ended December 31, 2013. The increase in R&D expenses was primarily due to an increase in personnel costs as we increased headcount.

Interest and Other Income (Expense), Net

Interest and other income (expense), net, decreased $0.1 million to $0.3 million of expense during the year ended December 31, 2014, compared to $0.4 million of expense during the year ended December 31, 2013. The changes in interest and other expense, net, were primarily attributable to the fair value adjustments of the convertible preferred stock financing option and preferred stock warrants. The preferred stock warrants were converted to common stock warrants upon the completion of our IPO in July 2014, and are no longer required to be marked-to-market at each reporting period.

Liquidity and Capital Resources

Overview

As of December 31, 2015, we had cash, cash equivalents and short-term investments of $124.3 million and an accumulated deficit of $123.3 million, compared to cash and cash equivalents of $48.4 million and an accumulated deficit of $96.6 million as of December 31, 2014. In June 2015, we completed our follow-on offering, issuing 4,119,300 shares of common stock at an offering price of $25.00 per share yielding net proceeds of $96.4 million after deducting underwriting discounts and commissions and offering expenses.

Cash Flows

(in thousands)	Fiscal Years Ended December 31, 2015	2014	2013
Net cash (used in) provided by:			
Operating activities	$(20,087)	$(17,954)	$(19,101)
Investing activities	(56,669)	(35,519)	(467)
Financing activities	98,162	54,582	29,802
Net increase in cash and cash equivalents	$ 21,406	$ 1,109	$ 10,234

Net cash Used in Operating Activities

During the year ended December 31, 2015, net cash used in operating activities was $20.1 million, consisting primarily of a net loss of $26.6 million, partially offset by non-cash charges of $6.4 million and a decrease in net operating assets of $0.1 million. The cash used in operations was primarily due to the ongoing commercialization of PROPEL and PROPEL mini. To support the ongoing commercialization of these products, we continued to expand our sales, marketing and reimbursement organizations. The non-cash charges primarily consisted of stock-based compensation expense. The decrease in net operating assets is primarily due to an increase in accrued compensation, partially offset by an increase in accounts receivable and inventory.

During the year ended December 31, 2014, net cash used in operating activities was $18.0 million, consisting primarily of a net loss of $18.4 million and an increase in net operating assets of $2.2 million, partially offset by non-cash charges of $2.6 million. The cash used in operations was primarily due to the ongoing commercialization of PROPEL and PROPEL mini. To support the ongoing commercialization of these products, we continued to expand our sales, marketing and reimbursement organizations resulting in an increase in accounts receivable, partially offset by an increase in accrued compensation. The non-cash charges primarily consisted of stock-based compensation expense, depreciation and amortization and the change in fair value of convertible preferred stock warrants.

During the year ended December 31, 2013, net cash used in operating activities was $19.1 million, consisting primarily of a net loss of $18.4 million and an increase in net operating assets of $2.1 million, partially offset by non-cash charges of $1.4 million. The cash used in operations was primarily due to the expansion our sales, marketing and reimbursement organizations to support the ongoing commercialization of PROPEL and PROPEL mini resulting in increases in accounts receivable and inventory, partially offset by an increase in accrued compensation due to the growth in our sales, marketing and reimbursement organizations. Non-cash charges consisted primarily of depreciation and stock-based compensation.

Net Cash Used in Investing Activities

During the year ended December 31, 2015, net cash used in investing activities was $56.7 million, consisting primarily of net purchases of short-term investments, available-for-sale, of $55.1 million.

During the year ended December 31, 2014, net cash used in investing activities was $35.5 million, consisting of purchases of short-term investments, available-for-sale, of $35.1 million.

During the year ended December 31, 2013, net cash used in investing activities was $0.5 million, consisting of purchases of property and equipment.

Net Cash Provided by Financing Activities

During the year ended December 31, 2015, net cash provided by financing activities was $98.2 million, consisting primarily of net proceeds from our follow-on offering of $96.4 million.

During the year ended December 31, 2014, net cash provided by financing activities was $54.6 million, consisting primarily of net proceeds from our IPO of $55.8 million, partially offset by the repayments in full of our equipment loan and capital lease of $1.5 million.

During the year ended December 31, 2013, net cash provided by financing activities was $29.8 million, consisting primarily of net proceeds from the issuance of our Series D convertible preferred stock of $30.1 million.

Liquidity

We currently believe that our existing cash, cash equivalents and short-term investments as of December 31, 2015, will be sufficient to meet our capital requirements and fund our operations for at least the next twelve months. If these sources are insufficient to satisfy our liquidity requirements, we may seek to sell additional equity or debt securities or obtain credit facilities. If we raise additional funds by issuing equity securities, our stockholders would experience dilution. Debt financing, if available, may involve covenants restricting our operations or our ability to incur additional debt. Any debt financing or additional equity that we raise may contain terms that are not favorable to us or our stockholders. Additional financing may not be available at all, or in amounts or on terms unacceptable to us. If we are unable to obtain additional financing, we may be required to delay the development, commercialization and marketing of our products.

Off-Balance Sheet Arrangements

As of December 31, 2015 and 2014, we were not a party to any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on our financial condition, changes in financial condition, revenue or expenses, results of operations, liquidity, capital expenditures or capital resources.

Contractual Obligations

The following table sets out our contractual obligations due by period as of December 31, 2015.

	Due by Period				
	Less Than 1 Year	1-3 Years	3-5 Years	More Than 5 Years	Total
Operating lease obligations	$ 1,494	$ 3,116	$ 2,310	$ —	$ 6,920
Purchase commitments	1,671	187	—	—	1,858
	$ 3,165	$ 3,303	$ 2,310	$ —	$ 8,778

Our contractual obligations as of December 31, 2015, have not significantly changed from contractual obligations of $8.3 million as of December 31, 2014.

Related Parties

For a description of our related party transactions, see Common Stock Warrant in Note 6 and Option Modification in Note 7 of our Financial Statements included in this Annual Report.

Critical Accounting Policies and Estimates

Management's discussion and analysis of our financial condition and results of operations is based on our financial statements, which have been prepared in accordance with U.S. generally accepted accounting principles. The preparation of these financial statements requires us to make estimates and assumptions for the reported amounts of assets, liabilities, revenue, expenses and related disclosures. Our estimates are based on our historical experience and on various other factors that we believe are reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions and any such differences may be material.

While our significant accounting policies are more fully described in Note 2 of our Financial Statements included in this Annual Report, we believe the following discussion addresses our most critical accounting policies, which are those that are most important to the portrayal of our financial condition and results of operations and require our most difficult, subjective and complex judgments.

Revenue Recognition

We derive revenue from the sale of PROPEL and PROPEL mini to hospitals and ambulatory surgery centers in the United States. We recognize revenue when persuasive evidence of an arrangement exists, product delivery has occurred or there is no further obligation, pricing is fixed or determinable and collection is reasonably assured. We must make significant assumptions regarding the future collectability of amounts receivable from customers to determine whether revenue recognition criteria have been met. If collectability is not reasonably assured at the time of shipment, we defer revenue until such criteria have been met. In general, our standard terms and conditions of sale do not allow for product returns. We expense shipping and handling costs as incurred and include them in the cost of sales. In those cases where we bill shipping and handling costs to customers, we classify the amounts billed as a component of revenue.

Common Stock Valuation and Stock-based Compensation

We maintain an equity incentive plan to provide long-term incentive for employees, consultants and members of the board of directors. The plan allows for the issuance of non-statutory and incentive stock options to employees and non-statutory stock options to consultants and non-employee directors.

We are required to determine the fair value of equity incentive awards and recognize compensation expense for all equity incentive awards made to employees, consultants and directors. Stock-based compensation expense is recognized over the requisite service period in the statements of operations and comprehensive loss and is based on awards ultimately expected to vest, therefore the amount of expense has been reduced for estimated forfeitures. We use the straight-line method for expense attribution, except for awards issued with performance-based conditions which require an accelerated attribution method over the requisite performance and service periods.

The valuation model we use for calculating the fair value of awards for stock-based compensation expense is the Black-Scholes option-pricing model, or the Black-Scholes model. The Black-Scholes model requires us to make assumptions and judgments about the variables used in the calculation, including the expected term weighted average period of time that the options granted are expected to be outstanding, the volatility of common stock and an assumed risk-free interest rate.

Following our IPO on July 23, 2014, the fair market value of our common stock is determined based on the closing price of our common stock on The NASDAQ Global Market. Prior to our IPO, the fair value of the shares of our common stock underlying the stock options had historically been determined by our board of directors. Because there was no public market for our common stock, our board of directors had determined the fair value of our common stock at the time of grant of the option by considering a number of objective and subjective factors, including valuations of comparable companies, sales of our convertible preferred stock, our operating and financial performance and the general and industry-specific economic outlook.

Convertible Preferred Stock Warrant Liability

For a warrant classified as a derivative liability, we recorded the fair value of that warrant on the balance sheet at the inception of such classification and adjusted to fair value at each financial reporting date. We recorded the changes in the fair value of the warrants in the statements of operations and comprehensive loss as a component of interest and other income or expense as appropriate. We continued to adjust the carrying value of the convertible preferred stock warrant liability for changes in the fair value of the warrants until the earlier of: the exercise of the warrants, at which time we reclassified the liability to temporary equity; the conversion of the underlying preferred stock into common stock, at which time we reclassified the liability to stockholders' equity; or the expiration of the warrant, at which time we reversed the entire amount and reflect it in the statements of operations and comprehensive loss. Our assumptions with regard to the warrant valuation were based on estimates of the valuation of the underlying preferred stock, volatility, interest rate and such estimates could have varied significantly. In connection with our IPO in July 2014, the warrants for convertible preferred stock were converted to warrants for common stock, resulting in the reclassification of the related redeemable convertible preferred stock warrant liability of $0.4 million to additional paid-in capital.

Convertible Preferred Stock Financing Option

For freestanding options to purchase a future round of financing, we determined the fair value of that option based on the underlying estimated future fair value of the convertible preferred stock, the timing of when such obligation would have been satisfied, the discount factor applied based on the timing of the satisfaction of the obligation and the probability that the obligation would have been satisfied. In February 2013, we recorded the initial fair value of the series D convertible preferred stock financing option liability on the balance sheet at its inception and adjusted it to fair value at each financial reporting date. We recorded the changes in fair value in the statement of operations and comprehensive loss as a component of interest and other expense until it was exercised in October 2013. The assumptions used in determining the fair value of the obligation required significant judgment.

Recent Accounting Pronouncements

Please see Note 2 to the Financial Statements included in this Annual Report.

Item 7A. Quantitative and Qualitative Disclosure About Market Risk

Interest Rate Risk

The risk associated with fluctuating interest rates is primarily limited to our cash equivalents and short-term investments which are carried at fair market value. We do not currently use or plan to use financial derivatives in our investment portfolio.

As of December 31, 2015, we had cash, cash equivalents and short-term investments of $124.3 million. Cash equivalents and short-term investments are composed of money market funds, corporate debt securities and commercial paper. Our investment policy requires investments to be of high credit quality and generally limits the amount of credit exposure to any single issuer or group of issuers. Our objective is the preservation of capital and to maintain proper liquidity to meet our operating requirements while at the same time maximizing the income we receive from our financial instruments without significantly increasing risk. Because our short-term investments have a weighted average maturity of not more than one year, we believe the impact of a hypothetical 10% change in market interest rates at December 31, 2015 would not have a material effect on our financial position, results of operations or cash flows.

Credit Risk

As of December 31, 2015, our cash, cash equivalents and short-term investments were maintained with two financial institutions in the United States, and our current deposits are likely in excess of insured limits. We have reviewed the financial statements of these institutions and believe they have sufficient assets and liquidity to conduct their operations in the ordinary course of business with little or no credit risk to us.

Our accounts receivable primarily relate to revenue from the sale of PROPEL and PROPEL mini to hospitals and ambulatory surgery centers in the United States. No single customer represented more than 10% of our accounts receivable as of December 31, 2015 and 2014.

Foreign Currency Risk

Our business is conducted in U.S. dollars. Any transactions that may be conducted in foreign currencies are not expected to have a material effect on our results of operations, financial position or cash flows.

Item 8. Financial Statements and Supplementary Data

Please see the Financial Statements included in this Annual Report on Form 10-K, beginning on Page F-l following the signature page to this Form 10-K, which are incorporated by reference here.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Management, with the participation of our Chief Executive Officer and our Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures as of December 31, 2015. The term "disclosure controls and procedures," as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company's management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives, and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on the evaluation of our disclosure controls and procedures as of December 31, 2015, our Chief Executive Officer and Chief Financial Officer concluded that, as of such date, our disclosure controls and procedures were effective at the reasonable assurance level.

Management's Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is a process designed by, or under the supervision of, our Chief Executive Officer and Chief Financial Officer to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles and includes those policies and procedures that (1) pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of our assets; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with authorizations of our management and directors; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the consolidated financial statements.

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on criteria established in “Internal Control — Integrated Framework (2013)” issued by the Committee of Sponsoring Organizations of the Treadway Commission, or COSO. Our management concluded that our internal control over financial reporting was effective as of December 31, 2015.

Our independent registered public accounting firm, Ernst & Young LLP, has audited the effectiveness of our internal control over financial reporting as of December 31, 2015 as stated in their report which is included herein.

Limitations on Effectiveness of Controls and Procedures and Internal Control over Financial Reporting

In designing and evaluating the disclosure controls and procedures and internal control over financial reporting, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures and internal control over financial reporting must reflect the fact that there are resource constraints and that management is required to apply judgment in evaluating the benefits of possible controls and procedures relative to their costs.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting during the three months ended December 31, 2015, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Stockholders of
Intersect ENT, Inc.

We have audited Intersect ENT, Inc.'s internal control over financial reporting as of December 31, 2015, based on criteria established in Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). Intersect ENT, Inc.'s management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Intersect ENT, Inc. maintained, in all material respects, effective internal control over financial reporting as of December 31, 2015, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the 2015 financial statements of Intersect ENT, Inc. and our report dated February 25, 2016 expressed an unqualified opinion thereon.

/s/ Ernst & Young

Redwood City, California
February 25, 2016

Item 9B. Other Information

None.

PART III

Certain information required by Part III is omitted from this Annual Report and is incorporated herein by reference from our Definitive Proxy Statement, relating to our 2016 Annual Meeting of Stockholders to be held on June 2, 2015, pursuant to Regulation 14A of the Exchange Act, or Proxy Statement, which will be filed with the SEC within 120 days of December 31, 2015.

Item 10. Directors, Executive Officers and Corporate Governance

The information required by this Item concerning our directors and executive officers is incorporated by reference to the sections of our Proxy Statement under the headings "Proposal 1—Election of Directors," "Board Committees and Meetings," "Stockholder Communications With The Board of Directors," "Management," and "Section 16(a) Beneficial Ownership Reporting Compliance."

Our written Code of Ethics applies to all of our directors and employees, including our executive officers, including without limitation our principal executive officer, principal financial officer, principal accounting officer or controller or persons performing similar functions. The Code of Ethics is available on our website at www.intersectent.com in the Investors section under "Corporate Governance." Changes to or waivers of the Code of Ethics will be disclosed on the same website. We intend to satisfy the disclosure requirement under Item 5.05 of Form 8-K regarding any amendment to, or waiver of, any provision of the Code of Ethics by disclosing such information on the same website.

Item 11. Executive Compensation

The information required by this Item is incorporated by reference to the sections of the Proxy Statement under the headings "Executive Compensation," "Compensation Committee Interlocks and Insider Participation," and "Compensation of Non-Employee Board Members."

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information required by this Item is incorporated by reference to the sections of the Proxy Statement under the headings "Security Ownership of Certain Beneficial Owners and Management" and "Securities Authorized for Issuance under Equity Compensation Plans."

Item 13. Certain Relationships and Related Transactions, and Director Independence

The information required by this Item is incorporated by reference to the sections of the Proxy Statement under the headings "Proposal 1 — Election of Directors," and "Certain Relationships and Related Party Transactions."

Item 14. Principal Accountant Fees and Services

The information required by this Item is incorporated by reference to the section of the Proxy Statement under the heading "Principal Accountant Fees and Services."

With the exception of the information specifically incorporated by reference in Part III to this Annual Report from our Proxy Statement, our Proxy Statement shall not be deemed to be filed as part of this report.

PART IV

Item 15. Exhibits and Financial Statement Schedules

(a) The following documents are filed as part of this Annual Report on Form 10-K:

(1) *Financial Statements*

The Financial Statements of the Company are included herein as required under Part II, Item 8, *Financial Statements and Supplementary Data*, of this Annual Report. See Index to Financial Statements on page F-l.

(2) *Financial Statement Schedule*

For the three fiscal years ended December 31, 2015 — Schedule II Valuation and Qualifying Accounts

Schedules not listed above have been omitted because information required to be set forth therein is not applicable or is shown in the financial statements or notes thereto.

(3) *Exhibits* (numbered in accordance with Item 601 of Regulation S-K)

See Part IV, Item 15(b) below.

(b) The following exhibits are filed or incorporated by reference into this Annual Report:

The Exhibit Index to this Annual Report on Form 10-K, which is incorporated by reference here.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Intersect ENT, Inc.

Date: February 25, 2016	By: /s/ LISA D. EARNHARDT Lisa D. Earnhardt President and Chief Executive Officer
Date: February 25, 2016	By: /s/ JERYL L. HILLEMAN Jeryl L. Hilleman Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Lisa D. Earnhardt and Jeryl L. Hilleman, jointly and severally, his or her attorneys-in-fact, each with the power of substitution, for him or her in any and all capacities, to sign any amendments to this Annual Report on Form 10-K, and to file the same, with exhibits thereto and other documents in connection therewith with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Name	Title	Date
/s/ LISA D. EARNHARDT Lisa D. Earnhardt	President and Chief Executive Officer (Principal Executive Officer) and Director	February 25, 2016
/s/ JERYL L. HILLEMAN Jeryl L. Hilleman	Chief Financial Officer (Principal Financial and Accounting Officer)	February 25, 2016
/s/ KIERAN T. GALLAHUE Kieran T. Gallahue	Lead Director	February 25, 2016
/s/ CYNTHIA L. LUCCHESE Cynthia L. Lucchese	Director	February 25, 2016
/s/ DANA G. MEAD, JR. Dana G. Mead, Jr.	Director	February 25, 2016
/s/ FREDERIC H. MOLL Frederic H. Moll	Director	February 25, 2016
/s/ CASEY M. TANSEY Casey M. Tansey	Director	February 25, 2016
/s/ W. ANTHONY VERNON W. Anthony Vernon	Director	February 25, 2016

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INTERSECT ENT, INC.

Index to Financial Statements

For the Three Fiscal Years Ended

December 31, 2015

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Stockholders of
Intersect ENT, Inc.

We have audited the accompanying balance sheets of Intersect ENT, Inc. as of December 31, 2015 and 2014, and the related statements of operations and comprehensive loss, convertible preferred stock and stockholders' equity (deficit) and cash flows for each of the three years in the period ended December 31, 2015. Our audits also included the financial statement schedule listed in the Index at Item 15(a). These financial statements and schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Intersect ENT, Inc. at December 31, 2015 and 2014, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2015, in conformity with U.S. generally accepted accounting principles. Also, in our opinion, the related financial statement schedule, when considered in relation to the basic financial statements taken as a whole, presents fairly in all material respects, the information set forth therein.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Intersect ENT, Inc.'s internal control over financial reporting as of December 31, 2015, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) and our report dated February 25, 2016 expressed an unqualified opinion thereon.

/s/ Ernst & Young

Redwood City, California
February 25, 2016

INTERSECT ENT, INC.

BALANCE SHEETS
(in thousands, except per share data)

	December 31, 2015	December 31, 2014
Assets		
Current assets:		
Cash and cash equivalents	$ 34,809	$ 13,403
Short-term investments, available-for-sale	89,491	35,040
Accounts receivable, net	11,468	8,337
Inventory	3,949	2,547
Prepaid expenses and other current assets	1,495	951
Total current assets	141,212	60,278
Property and equipment, net	3,183	1,474
Other non-current assets	240	1,201
Total assets	$ 144,635	$ 62,953
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	$ 1,908	$ 2,128
Accrued compensation	9,588	5,085
Other current liabilities	1,574	898
Total current liabilities	13,070	8,111
Deferred rent	1,334	1,030
Total liabilities	14,404	9,141
Commitments and contingencies (note 8)		
Stockholders' equity:		
Preferred stock, $0.001 par value; Authorized shares: 100,000 at December 31, 2015 and 2014; Issued and outstanding shares: none	—	—
Common stock, $0.001 par value; Authorized shares: 150,000 at December 31, 2015 and 2014; Issued and outstanding shares: 28,159 and 23,379 at December 31, 2015 and 2014, respectively	28	23
Additional paid-in capital	253,450	150,410
Accumulated other comprehensive income	8	—
Accumulated deficit	(123,255)	(96,621)
Total stockholders' equity	130,231	53,812
Total liabilities and stockholders' equity	$ 144,635	$ 62,953

See Accompanying Notes to Financial Statements

INTERSECT ENT, INC.

STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS
(in thousands, except per share data)

	Fiscal Years Ended December 31,		
	2015	2014	2013
Revenue	$ 61,593	$ 38,587	$ 17,931
Cost of sales	12,288	10,223	8,150
Gross profit	49,305	28,364	9,781
Operating expenses:			
Selling, general and administrative	59,637	36,111	18,229
Research and development	16,608	10,331	9,518
Total operating expenses	76,245	46,442	27,747
Loss from operations	(26,940)	(18,078)	(17,966)
Interest and other income (expense), net	306	(284)	(403)
Net loss	$(26,634)	$(18,362)	$(18,369)
Other comprehensive income:			
Unrealized gain on short-term investments	8	—	—
Comprehensive loss	$(26,626)	$(18,362)	$(18,369)
Net loss per share, basic and diluted	$ (1.02)	$ (1.61)	$ (12.57)
Weighted average common shares used to compute net loss per share, basic and diluted	26,159	11,384	1,461

See Accompanying Notes to Financial Statements

INTERSECT ENT, INC.

STATEMENTS OF CONVERTIBLE PREFERRED STOCK AND STOCKHOLDERS' EQUITY (DEFICIT)
(in thousands)

	Convertible Preferred Stock		Common Stock		Additional Paid-in Capital	Note Receivable From Related Party	Accumulated Other Comprehensive Income	Accumulated Deficit	Total Stockholders' Equity (Deficit)
	Shares	Amount	Shares	Amount					
Balance at December 31, 2012	11,283	$60,320	1,022	$ 1	$ 1,169	$ —	$ —	$ (59,890)	$ (58,720)
Issuance of Series A convertible preferred stock upon exercise of warrants	22	82	—	—	—	—	—	—	—
Issuance of Series D convertible preferred stock, net of issuance cost and preferred stock financing option	4,396	30,358	—	—	—	—	—	—	—
Issuance of common stock upon exercise of stock options	—	—	740	1	364	—	—	—	365
Note receivable from related party	—	—	—	—	—	(275)	—	—	(275)
Stock-based compensation expense	—	—	—	—	326	56	—	—	382
Net loss	—	—	—	—	—	—	—	(18,369)	(18,369)
Balance at December 31, 2013	15,701	90,760	1,762	2	1,859	(219)	—	(78,259)	(76,617)
Issuance of Series A convertible preferred stock upon exercise of warrants	3	29	—	—	—	—	—	—	—
Conversion of convertible preferred stock to common stock	(15,704)	(90,789)	15,704	16	90,773	—	—	—	90,789
Conversion of convertible preferred stock warrants to common stock warrants	—	—	—	—	406	—	—	—	406
Issuance of common stock upon initial public offering, net of issuance costs	—	—	5,750	5	55,797	—	—	—	55,802
Issuance of common stock upon exercise of stock options	—	—	163	—	244	—	—	—	244
Stock-based compensation expense	—	—	—	—	1,358	192	—	—	1,550
Reclass upon forgiveness of note receivable from related party	—	—	—	—	(27)	27	—	—	—
Net loss	—	—	—	—	—	—	—	(18,362)	(18,362)
Balance at December 31, 2014	—	—	23,379	23	150,410	—	—	(96,621)	53,812
Issuance of common stock upon exercise of stock options	—	—	560	1	908	—	—	—	909
Issuance of common stock upon employee stock purchase plan	—	—	53	—	811	—	—	—	811
Issuance of common stock upon exercise of warrants	—	—	48	—	69	—	—	—	69
Issuance of common stock upon follow-on offering, net of issuance costs	—	—	4,119	4	96,388	—	—	—	96,392
Stock-based compensation expense	—	—	—	—	4,864	—	—	—	4,864
Unrealized gain on short-term investments	—	—	—	—	—	—	8	—	8
Net loss	—	—	—	—	—	—	—	(26,634)	(26,634)
Balance at December 31, 2015	—	$ —	28,159	$ 28	$ 253,450	$ —	$ 8	$ (123,255)	$ 130,231

See Accompanying Notes to Financial Statements

INTERSECT ENT, INC.
STATEMENTS OF CASH FLOWS
(in thousands)

	Fiscal Years Ended December 31,		
	2015	2014	2013
Operating activities:			
Net loss	$ (26,634)	$ (18,362)	$ (18,369)
Adjustments to reconcile net loss to cash used in operating activities:			
Depreciation and amortization	826	583	505
Stock-based compensation expense	4,864	1,550	382
Amortization of net investment premium paid	682	112	—
Loss on sales of short-term investments	20	—	—
Change in fair value of convertible preferred stock warrants	—	198	134
Change in fair value of convertible preferred stock financing option	—	—	212
Forgiveness of notes receivable from related party	—	100	100
Loss on disposal of fixed assets	—	52	26
Changes in operating assets and liabilities:			
Accounts receivable, net	(3,131)	(4,137)	(2,901)
Inventory	(1,402)	(350)	(822)
Prepaid expenses and other current assets	(544)	(541)	3
Other non-current assets	—	(167)	(2)
Accounts payable	(230)	645	360
Accrued compensation	4,503	2,130	1,051
Other current liabilities and deferred rent	959	233	220
Net cash used in operating activities	(20,087)	(17,954)	(19,101)
Investing activities:			
Purchases of short-term investments	(184,672)	(35,152)	—
Sales of short-term investments	6,516	—	—
Maturities of short-term investments	123,011	—	—
Purchases of property and equipment	(1,524)	(367)	(467)
Net cash used in investing activities	(56,669)	(35,519)	(467)
Financing activities:			
Proceeds from issuance of common stock	1,770	232	122
Proceeds from capital lease financing	—	—	106
Repayments related to equipment loans	—	(1,365)	(636)
Repayments related to capital lease financing	—	(87)	(18)
Proceeds from public offering, net of issuance costs	96,392	55,802	—
Proceeds from the exercise of Series A convertible preferred warrants	—	—	82
Proceeds from issuance of Series D convertible preferred stock, net of issuance costs	—	—	30,146
Net cash provided by financing activities	98,162	54,582	29,802
Net increase in cash and cash equivalents	21,406	1,109	10,234
Cash and cash equivalents:			
Beginning of the period	13,403	12,294	2,060
End of the period	$ 34,809	$ 13,403	$ 12,294
Non-cash investing activities:			
Lessor funded building improvements	$ 40	$ 961	$ —
Property and equipment included in accounts payable	43	33	17
Notes issued to related party for the exercise of stock options	—	—	500
Warrants issued for growth capital facility	—	—	10
Supplemental cash flow information:			
Interest paid	$ —	$ 53	$ 93

See Accompanying Notes to Financial Statements

INTERSECT ENT, INC.

NOTES TO FINANCIAL STATEMENTS

1. Organization

Description of Business

Intersect ENT, Inc. (the "Company") is incorporated in the state of Delaware and its facilities are located in Menlo Park, California. The Company is a commercial stage drug-device company committed to improving the quality of life for patients with ear, nose and throat conditions. The Company's sole commercial products are the PROPEL and PROPEL mini drug releasing implants for patients undergoing sinus surgery to treat chronic sinusitis. The Company received approval from the U.S. Food and Drug Administration ("FDA") for PROPEL in August 2011 and for PROPEL mini in November 2012. In the first half of 2013, the Company began scaling its U.S. direct commercial presence and currently markets its products only in the United States.

Liquidity and Business Risks

As of December 31, 2015, the Company had cash, cash equivalents and short-term investments of $124.3 million, and an accumulated deficit of $123.3 million. The Company expects its cash, cash equivalents and short-term investments will be sufficient to fund its operations through at least the next twelve months.

2. Summary of Significant Accounting Policies

Basis of Preparation

The financial statements have been prepared in accordance with U.S. generally accepted accounting principles ("U.S. GAAP") and pursuant to the rules and regulations of the United States Securities and Exchange Commission ("SEC").

1-for-4 Reverse Stock Split

In July 2014, the board of directors and stockholders approved, and the Company filed, an amended and restated certificate of incorporation effecting a 1-for-4 reverse stock split of common stock and all convertible preferred stock. The par value of the common and convertible preferred stock was not adjusted as a result of the reverse stock split. All issued and outstanding common stock, convertible preferred stock, warrants for preferred stock, stock options and per share amounts contained in the financial statements have been retroactively adjusted to reflect this reverse stock split for all periods presented.

Initial Public Offering

In July 2014, the Company completed its IPO by issuing 5,750,000 shares of common stock, including 750,000 shares pursuant to the full exercise by the underwriters of their option to purchase additional shares, at an offering price of $11.00 per share, for net proceeds of $55.8 million, after deducting underwriting discounts and commissions of $4.5 million and offering expenses of $3.0 million. In connection with the IPO, the Company's outstanding shares of convertible preferred stock were automatically converted into 15,703,875 shares of common stock and warrants exercisable for convertible preferred stock were automatically converted into warrants exercisable for 53,357 shares of common stock, resulting in the reclassification of the related redeemable convertible preferred stock warrant liability of $0.4 million to additional paid-in capital.

Follow-on Public Offering

In June 2015, the Company completed its follow-on public offering by issuing 4,119,300 shares of common stock, including 537,300 shares pursuant to the full exercise by the underwriters of their option to purchase additional shares, at an offering price of $25.00 per share, for net proceeds of approximately $96.4 million, after deducting underwriting discounts and commissions of $6.2 million and offering expenses of $0.4 million.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts and disclosures reported in the financial statements. Management uses significant judgment when making estimates related to its common stock valuation and related stock-based compensation, the valuations of the convertible preferred stock warrant liability, convertible preferred stock financing option, as well as certain accrued liabilities. Management bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results could differ from those estimates.

Cash and Cash Equivalents

The Company considers all highly liquid securities, readily convertible to cash, that mature within 90 days or less from the date of purchase to be cash equivalents.

Short-term Investments, Available-for-Sale

Short-term investments, which are available-for-sale, represent highly liquid debt instruments with maturities greater than 90 days at date of purchase. Such investments are recorded at fair value and unrealized holding gains and losses are reported as a separate component of accumulated comprehensive income (loss) in stockholders' equity until realized. The Company reviews its investment portfolio periodically to assess for other-than-temporary impairment. Should the Company determine that any unrealized losses on the investments are other-than-temporary, the amount of that impairment to be recognized in earnings will depend on whether the Company intends to sell the security or more likely than not will be required to sell the security before recovery of its amortized cost basis less any current period credit loss. The specific identification method is used to determine the cost of securities disposed of, with realized gains and losses reflected in interest and other income or expense, as appropriate, in the statement of operations.

Fair Value of Financial Instruments

The Company measures certain financial assets and liabilities at fair value on a recurring basis, including cash equivalents, short-term investments, the convertible preferred stock warrant liability and the convertible preferred stock financing option. Fair value is an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or a liability. A three-tier fair value hierarchy is established as a basis for considering such assumptions and for inputs used in the valuation methodologies in measuring fair value:

Level 1 — Observable inputs such as quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2 — Include other inputs that are based upon quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active and model-based valuation techniques for which all significant inputs are observable in the market or can be derived from observable market data. Where applicable, these models project future cash flows and discount the future amounts to a present value using market-based observable inputs including interest rate curves, foreign exchange rates, and credit ratings.

Level 3 — Unobservable inputs that are supported by little or no market activities, which would require the Company to develop its own assumptions.

The fair value hierarchy also requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value.

Cash, Cash Equivalents and Short-term Investments

The following is a summary of cash, cash equivalents and short-term investments, available-for-sale, by type of instrument measured at fair value on a recurring basis (in thousands):

	December 31,							
	2015				2014			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Cash	$ 2,702	$ —	$ —	$ 2,702	$ 1,971	$ —	$ —	$ 1,971
Money market funds	26,856	—	—	26,856	11,432	—	—	11,432
Corporate debt securities	—	57,517	—	57,517	—	28,790	—	28,790
Commercial paper	—	37,225	—	37,225	—	6,250	—	6,250
	$ 29,558	$ 94,742	$ —	$124,300	$ 13,403	$ 35,040	$ —	$ 48,443
Reported as:								
Cash and cash equivalents				$ 34,809				$ 13,403
Short-term investments, available-for-sale				89,491				35,040
				$124,300				$ 48,443

There were no transfers in and out of Level 1 and Level 2 fair value measurements during the years ended December 31, 2015 and 2014.

Convertible Preferred Stock Warrant Liability

The following table sets forth a summary of the changes in the estimated fair value of the Company's convertible preferred stock warrants, which represent financial instruments with valuations classified as Level 3. When a determination is made to classify a financial instrument within Level 3, the determination is based upon the significance of the unobservable inputs to the overall fair value measurement. However, Level 3 financial instruments typically include, in addition to the unobservable inputs, observable inputs (that is, components that are actively quoted and can be validated to external sources). Accordingly, the expense in the table below includes changes in fair value due in part to observable factors that are part of the Level 3 methodology (in thousands):

	Fiscal Years Ended December 31,	
	2014	2013
Beginning of the period	$ 237	$ 93
Issued	—	10
Exercised	(29)	—
Reclassified to equity (1)	(406)	—
Change in fair value	198	134
End of the period	$ —	$ 237

(1) In connection with the Company's IPO in July 2014, warrants for convertible preferred stock were converted to warrants for common stock, resulting in the reclassification of the related redeemable convertible preferred stock warrant liability to additional paid-in capital.

The fair value of the convertible preferred stock warrants was determined using the option pricing method, the probability weighted expected return method or Black-Scholes option pricing model using the following assumptions:

	Fiscal Years Ended December 31,	
	2014	2013
Expected term (years)	2.0	2.0
Expected volatility	46%	45%
Risk-free interest rate	0.5%	0.4%
Dividend yield	0.0%	0.0%

Series D Convertible Preferred Stock Financing Option

In February 2013, the Company completed the initial closing of the Series D convertible preferred stock financings. The total net cash proceeds from this initial closing totaled $18.2 million and 2,656,636 shares of Series D convertible preferred stock were issued. In March 2013, the Company completed an additional closing of the Series D convertible preferred stock financings. The total net cash proceeds from this additional closing totaled $2.5 million and 370,129 shares of Series D convertible preferred stock were issued. The March 2013 closing included 72,548 shares purchased by certain employees of the Company for $0.5 million.

The Series D convertible preferred stock financing contained a provision that obligated the investors to purchase additional shares ("convertible preferred stock financing option") at the same price as the initial closing upon notification by the Company that it had achieved an annualized revenue rate of at least $16.0 million over a trailing three-month period. This convertible preferred stock financing option to purchase Series D convertible preferred stock in the future tranche was considered to be a freestanding financial instrument for accounting purposes. Therefore, in February 2013, the Company recorded a financing liability of $0.9 million representing the fair value of this convertible preferred stock financing option at the time of issuance. In October 2013, shortly after achieving the annualized revenue rate, the Company issued the additional 1,369,008 shares of Series D convertible preferred stock to the investors for net proceeds of $9.4 million. Since the convertible preferred stock financing option expired in October 2013 as a result of the issuance of Series D convertible preferred stock, the carrying and fair value of the convertible preferred stock financing option of $1.1 million in October 2013 was reclassified from liability to Series D convertible preferred stock. The Company recorded total charges related to the change in fair value during the year ended December 31, 2013 of $0.2 million related to this financing option liability.

The following table sets forth a summary of the changes in the estimated fair value of the Company's convertible preferred stock financing option, which represents financial instruments with valuations classified as Level 3 (in thousands):

	Fiscal Year Ended December 31, 2013
Beginning of the period	$ —
Issued	885
Exercised	(1,097)
Change in fair value	212
End of the period	$ —

The fair value of the convertible preferred stock financing liability was determined using the present value methodology with the following assumptions which are categorized as Level 3:

	February 2013	October 2013
Total consideration per share	$ 1.72	$ 1.72
Additional investment per share	1.72	1.72
Discount rate	20.0%	20.0%
Probability of achievement	95.0%	95.0%
Years until milestone achieved	0.5	0.7

Concentration of Credit Risk

Financial instruments, which potentially subject the Company to concentrations of credit risk, consist principally of cash equivalents, short-term investments and accounts receivable. The Company believes that the credit risk in its accounts receivable is mitigated by its credit evaluation process, relatively short collection terms and dispersion of its customer base. The Company generally does not require collateral and losses on accounts receivable have historically been within management's expectations.

The Company's investment policy limits investments to certain types of debt securities issued by the U.S. government, its agencies, and institutions with investment-grade credit ratings, as well as corporate debt or commercial paper issued by the highest quality financial and non-financial companies, and places restrictions on maturities and concentration by type and issuer. The Company is exposed to credit risk in the event of a default by the financial institutions holding its cash and cash equivalents and issuers of investments to the extent recorded on the balance sheets. However, as of December 31, 2015 and 2014, the Company has limited its credit risk associated with cash, cash equivalents and short-term investments by placing its investments with banks it believes are highly creditworthy and with highly rated investments.

Allowance for Doubtful Accounts

The Company will provide for uncollectible accounts receivable by recording an allowance for doubtful accounts for accounts receivable deemed uncollectible. The Company evaluates the collectability of its accounts receivable based on known collection risks and historical experience. In circumstances where the Company is aware of a specific customer's inability to meet its financial obligations to the Company (e.g., bankruptcy filings, substantial downgrading of credit ratings), the Company records a specific allowance for bad debts against amounts due to reduce the carrying amount of accounts receivable to the amount it reasonably believes will be collected.

If circumstances change, such as higher-than-expected defaults or an unexpected material adverse change in a major customer's ability to meet its financial obligations, the Company's estimates of the recoverability of the amounts due could be reduced by a significant amount. Based on the high creditworthiness of the customers that the Company sells to, the Company has experienced no significant collection issues.

Inventory

Inventory is valued at the lower of cost or market, computed on a first-in, first-out basis, or net realizable value. This requires the Company to make estimates regarding the recoverability of its inventory, including an assessment of excess or obsolete inventory. The Company determines excess and obsolete inventory based on future demand for products within a specified time horizon, generally 12 months, product life cycles and expiration of inventory prior to sale. Any inventory written down creates a new cost basis for the inventory value.

Property and Equipment

Property and equipment are stated at cost, less accumulated depreciation and amortization. Depreciation is determined using the straight-line method over the estimated useful lives of the respective assets, generally three to five years. Leasehold improvements are amortized on a straight-line basis over the shorter of their estimated useful lives or the term of the lease. Amortization of assets under capital leases is included in depreciation and amortization expense. Maintenance and repairs are charged to operations as incurred.

Impairment of Long-lived Assets

Long-lived assets consists primarily of property and equipment and are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. If circumstances require that a long-lived asset be tested for possible impairment, the Company compares the undiscounted cash flows expected to be generated by the asset group to the carrying amount of the asset group. If the carrying amount of the long-lived asset is not recoverable on an undiscounted cash flow basis, an impairment is recognized to the extent that the carrying amount exceeds its fair value. The Company determines fair value using the income approach based on the present value of expected future cash flows or other appropriate measures of estimated fair value. The Company's cash flow assumptions consider historical and forecasted revenue and operating costs and other relevant factors. Since inception, the Company has not recorded impairment charges on long-lived assets.

Convertible Preferred Stock Warrant Liability

For a warrant classified as a derivative liability, the fair value of that warrant was recorded on the balance sheet at the inception of such classification and adjusted to fair value at each financial reporting date. The changes in the fair value of the warrants were recorded in the statement of operations and comprehensive loss as a component of interest and other income or expense, as appropriate. The Company continued to adjust the carrying value of the convertible preferred stock warrant liability for changes in the fair value of the warrants until the earlier of: the exercise of the warrants, at which time the liability was reclassified to temporary equity; the conversion of the underlying convertible preferred stock into common stock, at which time the liability was reclassified to stockholders' equity (deficit); or the expiration of the warrant, at which time the entire amount would have been reversed and reflected in the statement of operations and comprehensive loss. In connection with the Company's IPO in July 2014, the warrants for convertible preferred stock were converted to warrants for common stock, resulting in the reclassification of the related redeemable convertible preferred stock warrant liability of $0.4 million to additional paid-in capital.

Convertible Preferred Stock Financing Option

For a freestanding option to purchase in a future round of financing, the fair value of that option was recorded on the balance sheet at the inception of such classification and adjusted to fair value at each financial reporting date. The change in the fair value of the convertible preferred stock financing option was recorded in the statement of operations and comprehensive loss as a component of interest and other income or expense, as appropriate. The Company adjusted the carrying value of the convertible preferred stock financing option liability for changes in the fair value of the option and continued to do so until the earlier of when the convertible preferred stock financing option was exercised or expired.

Revenue Recognition

Revenue is derived from the sale of PROPEL and PROPEL mini to hospitals and ambulatory surgery centers in the United States. The Company recognizes revenue when persuasive evidence of an arrangement exists, product delivery has occurred or there is no further obligation, pricing is fixed or determinable and collection is reasonably assured. The Company must make significant assumptions regarding the future collectability of amounts receivable from customers to determine whether revenue recognition criteria have been met. If collectability is not reasonably assured at the time of shipment, the Company defers revenue until such criteria have been met. In general, the Company's standard terms and conditions of sale do not allow for product returns. The Company expenses shipping and handling costs as incurred and includes them in the cost of sales. In those cases where shipping and handling costs are billed to customers, the Company classifies the amounts billed as a component of revenue.

Cost of Sales

Cost of sales consists primarily of manufacturing overhead costs, material costs and direct labor. A significant portion of the Company's cost of sales currently consists of manufacturing overhead costs. These overhead costs include the cost of quality assurance, material procurement, inventory control, facilities, equipment and operations supervision and management. Cost of sales also includes depreciation expense for production equipment and certain direct costs such as shipping costs.

Research and Development

Research and development expenses consist primarily of product development, clinical and regulatory affairs, consulting services and other costs associated with products and technologies in development. These expenses include employee compensation, stock-based compensation, supplies, quality assurance and related travel and facility costs. Clinical expenses include clinical trial design, clinical site reimbursement, data management and travel expenses, and the cost of manufacturing products for clinical trials.

Common Stock Valuation and Stock-based Compensation

The Company maintains a payment equity incentive plans to provide long-term incentives for employees, consultants and members of the board of directors. The plan allows for the issuance of non-statutory and incentive stock options to employees and non-statutory stock options to consultants and non-employee directors.

The Company is required to determine the fair value of equity incentive awards and recognize compensation expense for all equity incentive awards made to employees and directors, including employee stock options. Stock-based compensation expense is recognized over the requisite service period in the statements of operations and comprehensive loss and is based on awards ultimately expected to vest, therefore the amount of expense has been reduced for estimated forfeitures. The Company uses the straight-line method for expense attribution, except for awards issued with performance-based conditions which require an accelerated attribution method over the requisite performance and service periods.

Under the applicable accounting guidance for equity incentive awards issued to non-employees, the date at which the fair value of such awards is measured is equal to the earlier of: 1) the date at which a commitment for performance by the counterparty to earn the equity instrument is reached; or 2) the date at which the counterparty's performance is complete. The Company recognizes stock-based compensation expense for the fair value of the vested portion of the non-employee awards in the statements of operations and comprehensive loss. The fair value of options granted to non-employees is remeasured as the options vest.

The valuation model used for calculating the fair value of awards for stock-based compensation expense is the Black-Scholes option-pricing model (the "Black-Scholes model"). The Black-Scholes model requires the Company to make assumptions and judgments about the variables used in the calculation, including the expected term (weighted average period of time that the options granted are expected to be outstanding), the volatility of common stock and an assumed risk-free interest rate. The risk-free rate is based on the U.S. Treasury yield curve in effect at the time of grant for periods corresponding with the expected term of the option. Since stock-based compensation expense is based on awards ultimately expected to vest, potential forfeitures are estimated based on the Company's historical forfeiture experience and an analysis of similar companies. To the extent actual forfeitures differ from the estimates, the Company records the difference as a cumulative adjustment in the period that the estimates are revised.

Deferred Rent

Rent expense is recognized on a straight-line basis over the non-cancelable term of the Company's operating lease and, accordingly, the Company records the difference between cash rent payments and the recognition of rent expense as a deferred rent liability. The Company also records lessor-funded lease incentives, such as leasehold improvements, as a deferred rent liability, which is amortized as a reduction of rent expense over the non-cancelable term of its operating lease.

Advertising Expenses

The Company expenses the costs of advertising, including promotional expenses, as incurred. Advertising expenses were $0.3 million, $0.1 million and $46,000 during the years ended December 31, 2015, 2014 and 2013, respectively.

Income Taxes

The Company accounts for income taxes under the liability method. Under this method, deferred tax assets and liabilities are determined based on the differences between the financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates that will be in effect when the differences are expected to reverse. Valuation allowances against deferred tax assets are established when necessary to reduce deferred tax assets to the amounts expected to be realized. Currently, the Company has recorded a full valuation allowance against its deferred tax assets and there is no provision for income taxes, as the Company has incurred operating losses to date. The Company's policy is to record interest and penalties expense related to uncertain tax positions as "other expense" in the statement of operations.

Net Loss per Share

Basic net loss per share is computed by dividing the net loss by the weighted average number of shares of common stock outstanding during the period. Diluted net loss per share is computed by dividing the net loss by the weighted average number of shares of common stock and dilutive potential shares of common stock outstanding during the period. Because the Company has reported a net loss for all periods presented, diluted net loss per share is the same as basic net loss per share for those periods as all potentially dilutive shares consisting of convertible preferred stock, stock options and warrants were antidilutive in those periods.

The Company allocates no loss to participating securities because the participating securities have no contractual obligation to share in the losses of the Company. The shares of the Company's convertible preferred stock participate in any dividends declared by the Company and are therefore considered to be participating securities.

Net loss per share was determined as follows (in thousands, except per share amounts):

	Fiscal Years Ended December 31,		
	2015	2014	2013
Net loss	$(26,634)	$(18,362)	$(18,369)
Weighted average common stock outstanding (1)	26,159	11,384	1,461
Net loss per share, basic and diluted (1)	$ (1.02)	$ (1.61)	$ (12.57)

(1) In connection with the Company's IPO in July 2014, the convertible preferred stock outstanding was converted into 15,703,875 shares of common stock on a one-for-one basis.

The following potentially dilutive securities outstanding have been excluded from the computations of weighted average shares outstanding because such securities have an antidilutive impact due to losses reported, in common stock equivalent shares (in thousands):

	Fiscal Years Ended December 31,		
	2015	2014	2013
Convertible preferred stock outstanding (1)	—	—	15,701
Convertible preferred stock warrants (1)	—	—	57
Common stock warrants	—	66	—
Common stock options	2,946	2,458	1,928
ESPP	252	—	—
	3,198	2,524	17,686

(1) In connection with the Company's IPO in July 2014, the convertible preferred stock outstanding was converted into 15,703,875 shares of common stock and the convertible preferred stock warrants were converted into common stock warrants, both on a one-for-one basis.

Comprehensive Loss

Comprehensive loss consists of net loss and changes in unrealized gains and losses on short-term investments, available-for-sale.

Segment, Geographical and Customer Concentration

The Company has one operating segment. All of the Company's assets and revenue are based in the U.S. No single customer accounted for more than 10% of its revenue during the years ended December 31, 2015, 2014 and 2013, and no single customer accounted for more than 10% of its accounts receivable at December 31, 2015 and 2014.

Recent Accounting Pronouncements

In August 2015, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2015-14, *Revenue from Contracts with Customers: Deferral of the Effective Date* ("ASU 2015-14"), which defers the effective date of ASU No. 2014-09, *Revenue from Contracts with Customers* ("ASU 2014-09") by one year. ASU 2014-09, requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers and will replace most existing revenue recognition guidance in U.S. GAAP when it becomes effective. In doing so, companies will need to use more judgment and make more estimates than under current guidance. These may include identifying performance obligations in the contract, estimating the amount of variable consideration to include in the transaction price and allocating the transaction price to each separate performance obligation. ASU 2014-09 is now effective for all entities for annual reporting periods beginning after December 15, 2017, including interim periods within that reporting period. Early adoption is now permitted only as of annual reporting periods beginning after December 15, 2016, including interim reporting periods within that reporting period. The standard permits the use of either the retrospective or cumulative effect transition method. The Company is evaluating the effect that ASU 2014-09 will have on its financial statements and related disclosures.

In August 2014, the FASB issued ASU No. 2014-15, *Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern* ("ASU 2014-15"). ASU 2014-15 requires that, in connection with preparing financial statements for each annual and interim reporting period, the Company should evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about its ability to continue as a going concern within one year after the date the financial statements are issued or within one year after the date that the financial statements are available to be issued. If the Company identifies conditions or events that raise substantial doubt about its ability to continue as a going concern, the Company should disclose how it plans are intended to mitigate or alleviate those relevant conditions or events raising substantial doubt about its ability to continue as a going concern. ASU 2014-15 is effective for all entities with annual periods ending after December 15, 2016 and interim periods thereafter. Early adoption is permitted. The adoption of ASU 2014-15 is not expected to have a material impact on the Company's financial condition or results of operations.

In June 2014, the FASB issued ASU No. 2014-12, *Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved after the Requisite Service Period* ("ASU 2014-12"). ASU 2014-12 requires that a performance target that affects vesting of share-based payment awards and that could be achieved after the requisite service period be treated as a performance condition. Compensation cost should be recognized in the period in which it becomes probable that the performance target will be achieved and should represent the compensation cost attributable to the periods for which the requisite service has already been rendered. If the performance target becomes probable of being achieved before the end of the requisite service period, the remaining unrecognized compensation cost should be recognized prospectively over the remaining requisite service period. The total amount of compensation cost recognized during and after the requisite service period should reflect the number of awards that are expected to vest and should be adjusted to reflect those awards that ultimately vest. The requisite service period ends when the employee can cease rendering service and still be eligible to vest in the award if the performance target is achieved. ASU 2014-12 is effective for all entities for annual periods and interim periods within those annual periods beginning after December 15, 2015. Early adoption is permitted. An entity may apply the amendments in ASU 2014-12 either (i) prospectively to all awards granted or modified after the effective date or (ii) retrospectively to all awards with performance targets that are outstanding as of the beginning of the earliest annual period presented in the financial statements and to all new or modified awards thereafter. The adoption of ASU 2014-12 is not expected to have a material impact on the Company's financial condition or results of operations.

3. Composition of Certain Financial Statement Items

Accounts Receivable (in thousands):

	December 31,	
	2015	2014
Accounts receivable	$11,554	$ 8,337
Allowance for doubtful accounts	(86)	—
	$11,468	$ 8,337

Inventory (in thousands):

	December 31,	
	2015	2014
Raw materials	$ 911	$ 761
Work-in-process	187	141
Finished goods	2,851	1,645
	$ 3,949	$ 2,547

Property and Equipment (in thousands):

	December 31, 2015	December 31, 2014
Computer equipment and software	$ 632	$ 546
Furniture and office equipment	417	158
Laboratory equipment	3,191	2,276
Leasehold improvements	1,256	128
	5,496	3,108
Less: accumulated depreciation and amortization	(2,313)	(1,634)
	$ 3,183	$ 1,474

4. Cash, Cash Equivalents and Short-term Investments

The following is a summary of cash, cash equivalents and short-term investments, available-for-sale, by type of instrument (in thousands):

	December 31,							
	2015				2014			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Cash	$ 2,702	$ —	$ —	$ 2,702	$ 1,971	$ —	$ —	$ 1,971
Money market funds	26,856	—	—	26,856	11,432	—	—	11,432
Corporate debt securities	57,546	—	(29)	57,517	28,797	3	(10)	28,790
Commercial paper	37,188	37	—	37,225	6,243	7	—	6,250
	$124,292	$ 37	$ (29)	$124,300	$ 48,443	$ 10	$ (10)	$ 48,443
Reported as:								
Cash and cash equivalents				$ 34,809				$ 13,403
Short-term investments, available-for-sale				89,491				35,040
				$124,300				$ 48,443

Management has the intent and ability, if necessary, to liquidate any of the Company's investments in order to meet the Company's liquidity needs in the next 12 months. Accordingly, investments with contractual maturities greater than one year from the date of purchase, if any, are available-for-sale and classified as short-term on the accompanying balance sheets. As of December 31, 2015 and 2014, the Company had no investments with a maturity of greater than one year.

Based on an evaluation of securities that have been in a loss position, the Company did not recognize any other-than-temporary impairment charges during the years ended December 31, 2015, 2014 and 2013. The Company considered various factors which included a credit and liquidity assessment of the underlying securities and the Company's intent and ability to hold the underlying securities until the estimated date of recovery of its amortized cost.

5. Equipment Loans

In September 2012, the Company entered into an equipment loan with an aggregate principal amount of $2.0 million, all of which was drawn down in December 2012. Payments were being made in monthly installments over a 36-month period with an annual interest rate of 5.1%. In August 2014, the amount outstanding under this equipment loan of $0.9 million was fully repaid.

In April 2013, the Company entered into a capital lease for a principal amount of $0.1 million. Payments were made in monthly installments over a 38-month period with an interest rate of 14.88%. In November 2014, the amount outstanding under this equipment loan of $59,000 was fully repaid.

6. Stockholders' Equity

2014 Equity Incentive Plan

In July 2014, the Company's board of directors approved the 2014 Equity Incentive Plan ("2014 Plan"). The 2014 Plan became effective on the effective date of the IPO, at which time the Company ceased making awards under the 2013 Equity Incentive Plan (the "2013 Plan"). Under the 2014 Plan, the Company may grant stock options, stock appreciation rights, restricted stock, restricted stock units and certain other awards to individuals who are employees, officers, directors or consultants of the Company. A total of 4,750,000 shares of common stock were initially reserved for issuance under the 2014 Plan. The number of shares of common stock reserved for issuance under the 2014 Plan will automatically increase on January 1 of each year, beginning on January 1, 2015, and continuing through and including January 1, 2024, by 3% of the total number of shares of the Company's capital stock outstanding on December 31 of the preceding calendar year, or a lesser number of shares determined by the Company's board of directors. The maximum number of shares that may be issued upon the exercise of ISOs under the 2014 Plan is 10.0 million. Incentive stock options ("ISOs") and non-statutory stock options ("NSOs") may be granted with exercise prices at no less than 100% of the fair value of the common stock on the date of grant. Options granted to a 10% stockholder shall be at no less than 110% of the fair value and ISO stock option grants to such 10% stockholders expire five years from the date of grant. ISOs granted under the 2014 Plan generally vest 25% after the completion of 12 months of service and the balance vests in equal monthly installments over the next 36 months of service and expire 10 years from the grant date, unless subject to provisions regarding 10% stockholders. NSOs vest per the specific agreement and expire 10 years from the date of grant. New shares are issued upon exercise of options under the stock plan. On January 1, 2015, the total number of shares of common stock reserved for issuance increased by 701,328 shares to 5,451,328 shares.

2013 Equity Incentive Plan

The Company ceased making awards under the 2013 Plan upon the effective date of the Company's IPO. Under the 2013 Plan approved by the Company's Board of Directors in September 2013, shares of common stock were reserved for the issuance of ISOs, NSOs, stock bonuses and rights to acquire restricted stock to employees, officers, directors and consultants of the Company. There were 10,000 options issued with 100% of the shares vested as of the date of grant during the year ended December 31, 2014 and no options issued with 100% of the shares vested as of the date of grant during the year ended December 31, 2013. Options outstanding under the 2013 Plan will expire upon forfeiture. As of December 31, 2015, 0.5 million options were outstanding under the 2013 Plan.

The 2013 Plan was the successor to the 2003 Equity Incentive Plan ("2003 Plan") which expired in September 2013. Options outstanding under the 2003 Plan will expire upon forfeiture.

A summary of the Company's stock option activity and related information is as follows (in thousands, except price data):

	Fiscal Years Ended December 31,					
	2015		2014		2013	
	Options	Price	Options	Price	Options	Price
Outstanding, beginning of period	2,458	$ 4.84	1,928	$ 1.08	1,594	$ 0.88
Granted	1,181	22.90	819	12.88	1,033	1.20
Granted - below fair market value	—	—	—	—	94	1.32
Exercised	(560)	1.59	(163)	1.42	(740)	0.84
Forfeited	(85)	20.27	(126)	3.86	(53)	1.08
Expired	(48)	5.58	—	—	—	—
Outstanding, end of period	2,946	12.24	2,458	4.84	1,928	1.08
Vested and expected to vest	2,853	11.84	2,338	4.67	1,752	1.08
Exercisable	1,547	6.35	1,612	2.66	1,314	1.00

As of December 31, 2015, the aggregate pre-tax intrinsic value of options outstanding was $31.5 million and options outstanding and exercisable was $25.2 million, the weighted average remaining contractual term of options outstanding were 8.1 years and options outstanding and exercisable were 7.4 years. The aggregate pre-tax intrinsic value of options exercised was $12.7 million, $1.5 million and $0.3 million during the years ended December 31, 2015, 2014 and 2013, respectively.

2014 Employee Stock Purchase Plan

In July 2014, the Company's board of directors approved the 2014 Employee Stock Purchase Plan ("2014 ESPP"). The 2014 ESPP became effective on the effective date of the IPO. A total of 496,092 shares were initially reserved for issuance under the 2014 ESPP. In March 2015, the Company approved the implementation of the 2014 ESPP to begin in May 2015. During the year ended December 31, 2015, 53,242 shares were issued.

Common Stock Warrant

In May 2015, warrants issued in connection with the purchase of three sinus irrigation tool patents from Medilyfe Inc. in March 2009 were fully exercised for 43,750 shares of the Company's common stock at $1.00 per share. A member of the Company's Medical Advisory Board holds an executive-level position in Medilyfe Inc., a Canadian corporation.

Convertible Preferred Stock

In connection with the Company's IPO in July 2014, the convertible preferred stock, issued in series, was converted into 15,703,875 share of common stock on a one-for-one basis, resulting in the reclassification of the related redeemable convertible preferred stock of $90.8 million to common stock and additional paid-in capital.

Convertible Preferred Stock Warrants

In connection with the Company's IPO in July 2014, the warrants for convertible preferred stock were converted to warrants for common stock, resulting in the reclassification of the related redeemable convertible preferred stock warrant liability of $0.4 million to additional paid-in capital.

In January 2015, warrants issued in connection with a venture loan to purchase 47,554 shares of Series A convertible preferred stock were exercised for common stock through a cashless exercise provision. Net shares of 39,961 were issued and 7,593 shares were withheld for the exercise price.

In February 2015, warrants issued in connection with the loan and security agreement ("Loan Agreement") with Silicon Valley Bank in August 2013 to purchase 5,803 shares of Series D convertible preferred stock were exercised for common stock through a cashless exercise provision. Net shares of 4,024 were issued and 1,779 shares were withheld for the exercise price. The Company cancelled the Loan Agreement in August 2014 and had not received any advances under the Loan Agreement.

In March 2014, warrants to purchase 4,076 shares of Series A convertible preferred stock were exercised through a cashless exercise provision. Net shares of 2,431 were issued and 1,645 shares were withheld for the exercise price. The outstanding convertible preferred stock was subsequently converted to common stock in connection with the Company's IPO in July 2014.

In January 2013, warrants to purchase 22,418 shares of Series A convertible preferred stock were exercised at a price of $3.68 per share.

7. Stock-Based Compensation Expense

Total stock-based compensation expense recognized is as follows (in thousands):

	Fiscal Years Ended December 31,		
	2015	**2014**	**2013**
Cost of sales	$ 280	$ 49	$ 21
Selling, general and administrative	3,837	1,361	273
Research and development	747	140	88
	$4,864	$1,550	$ 382

As of December 31, 2015, the amount of unearned stock-based compensation currently estimated to be expensed from now through the year 2019 related to unvested employee stock-based payment awards was $13.2 million and the weighted average period over which the unearned stock-based compensation is expected to be recognized was 2.8 years. If there are any modifications or cancellations of the underlying unvested securities, the Company may be required to accelerate, increase or cancel any remaining unearned stock-based compensation expense. Future stock-based compensation expense and unearned stock-based compensation will increase to the extent that the Company grants additional share-based payments.

The Company estimates the fair value of stock-based compensation on the date of grant using the Black-Scholes option-pricing model. The Black-Scholes model determines the fair value of stock-based payment awards based on the fair market value of the Company's common stock on the date of grant and is affected by assumptions regarding a number of highly complex and subjective variables. These variables include, but are not limited to, the fair market value of the Company's common stock, volatility over the expected term of the awards and actual and projected employee stock option exercise behaviors. The Company has opted to use the "simplified method" for estimating the expected term of options, whereby the expected term equals the arithmetic average of the vesting term and the original contractual term of the option. Due to the Company's limited operating history and a lack of company specific historical and implied volatility data, the Company has based its estimate of expected volatility on the historical volatility of a group of similar companies that are publicly traded. When selecting these public companies on which it has based its expected stock price volatility, the Company generally selected companies with comparable characteristics to it, including enterprise value, stages of clinical development, risk profiles, position within the industry and with historical share price information sufficient to meet the expected life of the stock-based awards. The historical volatility data was computed using the daily closing prices for the selected companies' shares during the equivalent period of the calculated expected term of the share-based payments. The Company will continue to analyze the historical stock price volatility and expected term assumptions as more historical data for the Company's common stock becomes available. The risk-free rate assumption is based on the U.S. Treasury instruments with maturities similar to the expected term of the Company's stock options. The expected dividend assumption is based on the Company's history of not paying dividends and its expectation that it will not declare dividends for the foreseeable future.

As stock-based compensation expense is based on awards ultimately expected to vest, the amount of expense has been reduced for estimated forfeitures. Potential forfeitures are estimated based on the Company's historical forfeiture experience and an analysis of similar companies. To the extent actual forfeitures differ from the estimates, the Company records the difference as a cumulative adjustment in the period that the estimates are revised.

The fair value of options granted to employees or directors during the periods presented below were estimated as of the grant date using the Black-Scholes model assuming the weighted average assumptions listed in the following table:

	Fiscal Years Ended December 31,		
	2015	2014	2013
Expected term (years)	6.0	6.0	6.0
Expected volatility	48%	56%	67%
Risk-free interest rate	1.6%	1.9%	1.6%
Dividend yield	0.0%	0.0%	0.0%
Weighted average fair value	$10.66	$ 6.80	$ 0.96

The fair value of options granted under the 2014 ESPP to employees was estimated as of the grant date using the Black-Scholes model assuming the weighted average assumptions listed in the following table:

	Fiscal Year Ended December 31, 2015
Expected term (years)	1.3
Expected volatility	38%
Risk-free interest rate	0.4%
Dividend yield	0.0%
Weighted average fair value	$ 7.29

Option Modification

In April 2013, options held by the President and Chief Executive Officer, Ms. Earnhardt, a related party, were modified to permit exercise with promissory notes of up to $0.5 million. Under the terms of the notes, one quarter of the principal and interest was to be forgiven on each anniversary date of the note as long as Ms. Earnhardt remains the Company's Chief Executive Officer. In addition, the entire principal and interest of the notes was to be forgiven on the earlier of an initial public offering or the closing of a liquidation event (as defined in the certificate of incorporation), in each case where total proceeds payable to the Company or its stockholders is greater than $200.0 million. The Company had the option to accelerate the maturity date if, at the Company's reasonable discretion, such acceleration may be necessary due to any applicable law, rule or regulation, including, without limitation, the Sarbanes-Oxley Act of 2002. The economic effect of the modification was equivalent to converting options to purchase 0.6 million shares to a grant of restricted stock with four-year vesting and a contingent vesting acceleration provision. The incremental cost of the modification was $0.3 million, of which $50,000, $0.2 million and $50,000 was recognized during the years ended December 31, 2015, 2014 and 2013, respectively.

In June 2014, the entire principal amount and all accrued and unpaid interest of the loan was forgiven in full. In connection with the forgiveness of the note, the unamortized modification cost relating to the vested options of $0.2 million was immediately recognized. The remaining unamortized modification cost of $0.1 million was amortized over the remaining vesting period.

8. Commitments and Contingencies

Contingencies

In the normal course of business, the Company enters into contracts and agreements that contain a variety of representations and warranties and provide for general indemnifications. The Company's exposure under these agreements is unknown because it involves claims that may be made against the Company in the future, but have not yet been made. The Company accrues a liability for such matters when it is probable that future expenditures will be made and such expenditures can be reasonably estimated.

Indemnification

The Company's amended and restated certificate of incorporation contains provisions limiting the liability of directors, and its amended and restated bylaws provide that the Company will indemnify each of its directors to the fullest extent permitted under Delaware law. The Company's amended and restated certificate of incorporation and amended and restated bylaws also provide its board of directors with discretion to indemnify its officers and employees when determined appropriate by the board. In addition, the Company has entered and expects to continue to enter into agreements to indemnify its directors and executive officers.

Litigation

The Company is not currently a party to any material legal proceedings. The Company may at times be involved in litigation and other legal claims in the ordinary course of business. When appropriate in the Company's estimation, it may record reserves in its financial statements for pending litigation and other claims.

Building Lease

As of December 31, 2015, the Company has one leased facility under an operating lease agreement entered into in March 2012. In December 2014, the operating lease agreement was amended for an additional 17,900 square feet for a total of 50,400 square feet and the expiration was extended to May 31, 2020. Rental payments are charged to expense on a straight-line basis over the period of the lease. The lease agreement requires the Company to pay executory costs such as real estate taxes, insurance and repairs, and includes a renewal provision allowing the Company to extend this lease for an additional three years at 95% of the then-current fair market rental rate. Because of the terms of the amended lease agreement, the Company is the deemed owner, for accounting purposes only, of the building improvements. Accordingly, the Company recorded an asset of $1.0 million, representing the total costs of the building improvements payable by the lessor, the legal owner of the building, with a corresponding offset recorded as deferred rent. The building improvements are being amortized over the life of the lease.

Future minimum annual operating lease payments are as follows (in thousands):

Fiscal Years Ending December 31,	December 31, 2015
2016	$ 1,494
2017	1,536
2018	1,580
2019	1,625
2020	685
	$ 6,920

Rent expense was $1.9 million, $1.3 million and $1.4 million during the years ended December 31, 2015, 2014 and 2013, respectively.

Purchase Commitments

As of December 31, 2015, the Company had commitments to suppliers for purchases totaling $1.9 million.

9. Employee Retirement Plan

In January 2007, the Company established a qualified retirement plan under section 401(k) of the Internal Revenue Code ("IRC") under which participants may contribute up to 100% of their eligible compensation, subject to maximum deferral limits specified by the IRC. The Company may make a discretionary profit sharing contribution to each eligible employee, subject to limits specified by the IRC, on an annual basis, provided the employee is employed with the Company on the last day of the plan year which is December 31. In addition, the Company may also make matching contributions of up to 3% of an employee's eligible compensation. The Company's contributions will vest 25% per year over four years. In January 2015, the Company approved the implementation of matching contributions to begin in April 2015. Total matching contributions were $0.2 million during the year ended December 31, 2015.

10. Income Taxes

The Company has a history of losses and therefore has made no provision for income taxes.

The amount computed by applying the federal statutory rate to loss before taxes reconciles to the provision for income taxes is as follows (in thousands):

	Fiscal Years Ended December 31,		
	2015	**2014**	**2013**
Tax at federal statutory rate	$(9,056)	$(6,243)	$(6,245)
State tax, net of federal benefit	(589)	(1,264)	(826)
Permanent items	675	515	368
R&D tax credit	(559)	(315)	(584)
Other	—	12	(2)
Change in valuation allowance	9,529	7,295	7,289
	$ —	$ —	$ —

Significant components of net deferred tax assets are as follows (in thousands):

	December 31,	
	2015	**2014**
Deferred tax assets:		
Net operating losses	$ 40,136	$ 33,912
R&D tax credit	3,691	2,888
Accruals and other	5,296	2,465
	49,123	39,265
Deferred tax liabilities:		
Depreciation and amortization	(391)	(62)
	(391)	(62)
Net deferred tax asset:	48,732	39,203
Valuation allowance	(48,732)	(39,203)
	$ —	$ —

Deferred income taxes reflect the tax effects of net operating loss ("NOL") and tax credit carryforwards and the net temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes.

Realization of the deferred tax assets is dependent upon the generation of future taxable income, if any, the amount and timing of which are uncertain. Based on available objective evidence, management believes it is more likely than not that the deferred tax assets are not recognizable and will not be recognizable until the Company has sufficient taxable income. Accordingly, the net deferred tax assets have been fully offset by a valuation allowance. The valuation allowance increased by $9.5 million and $7.3 million during the years ended December 31, 2015 and 2014, respectively.

NOL carryforwards created by excess tax benefits from the exercise of stock options are not recorded as deferred income tax assets. To the extent such NOL carryforwards are utilized, the benefits realized will increase stockholders' equity. As of December 31, 2015, the Company's federal NOL carryforwards of $112.4 million will expire at various dates beginning in 2023, if not utilized, and federal research and development tax credits of $3.0 million will begin to expire in 2023. In addition, NOL carryforwards for state income tax purposes of $55.9 million began to expire in 2015 and state research and development tax credits of $2.5 million do not expire.

Utilization of the NOL carryforwards may be subject to an annual limitation due to the ownership change limitations provided by the Internal Revenue Code of 1986 and similar state provisions. The annual limitation may result in the expiration of the NOL before utilization.

The Company had unrecognized tax benefit of $1.1 million and $0.9 million as of and December 31, 2015 and 2014, respectively, all of which is offset by a full valuation allowance. These unrecognized tax benefits, if recognized, would not affect the effective tax rate. There was no interest or penalties accrued at the adoption date and at December 31, 2015.

A reconciliation of the change in the unrecognized tax benefit during the year is as follows (in thousands):

	December 31,		
	2015	2014	2013
Beginning of year	$ 861	$ 715	$ 505
Additions for tax positions related to:			
Current year	227	140	210
Prior years	6	6	—
End of year	$1,094	$ 861	$ 715

The Company does not expect a significant change to its unrecognized tax benefits over the next twelve months. The unrecognized tax benefits may increase or change during the next twelve months for items that arise in the ordinary course of business.

The Company files income tax returns in the U.S. federal and various state jurisdictions. Tax years beginning in 2004 through 2015 remain open to examination by the major taxing authorities to which the Company is subject to. The Company's policy is to record interest related to uncertain tax positions as interest expense and any penalties as other expense in its statements of operations and comprehensive loss. The Company has not recorded any interest expense or penalties associated with unrecognized tax benefits.

Supplemental Quarterly Financial Information (unaudited)

The following table sets forth unaudited statements of operations data for each of the Company's last eight quarters. This quarterly information is unaudited and has been prepared on the same basis as the annual financial statements. In the Company's opinion, this quarterly information reflects all adjustments necessary for a fair presentation of the periods presented. The operating results for any quarter are not necessarily indicative of results for any future period.

	Fiscal Years Ended December 31,							
	2015				2014			
	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4
Revenue	$13,372	$15,198	$14,232	$18,791	$ 7,497	$ 8,565	$ 9,100	$13,425
Cost of sales	2,792	2,904	2,877	3,715	2,360	2,320	2,576	2,967
Gross profit	10,580	12,294	11,355	15,076	5,137	6,245	6,524	10,458
Gross margin	*79%*	*81%*	*80%*	*80%*	*69%*	*73%*	*72%*	*78%*
Operating expenses:								
Sales, general and administrative	12,620	14,117	16,420	16,480	6,658	8,291	9,667	11,495
Research and development	3,326	4,038	4,799	4,445	2,577	2,377	2,758	2,619
Total operating expenses	15,946	18,155	21,219	20,925	9,235	10,668	12,425	14,114
Loss from operations	(5,366)	(5,861)	(9,864)	(5,849)	(4,098)	(4,423)	(5,901)	(3,656)
Interest and other income (expense), net (1)	28	48	126	104	(311)	41	16	(30)
Net loss	$ (5,338)	$ (5,813)	$ (9,738)	$ (5,745)	$(4,409)	$ (4,382)	$ (5,885)	$ (3,686)
Basic and diluted net loss per share	$ (0.23)	$ (0.23)	$ (0.35)	$ (0.20)	$ (2.49)	$ (2.36)	$ (0.32)	$ (0.16)
Shares used to compute basic and diluted net loss per share	23,488	25,015	27,979	28,084	1,773	1,860	18,217	23,375

(1) The first quarter of 2014 included $0.3 million in fair value expense adjustments for the preferred stock warrants classified as liabilities.

INTERSECT ENT, INC.

SCHEDULE II — VALUATION AND QUALIFYING ACCOUNTS
(in thousands)

	Fiscal Years Ended December 31,		
	2015	**2014**	**2013**
Allowance for doubtful accounts:			
Beginning	$ —	$ —	$ —
Charges	92	—	—
Write-offs	(6)	—	—
Ending	$ 86	$ —	$ —

EXHIBIT INDEX

Exhibit	Description	Incorporation By Reference Form	SEC File No.	Exhibit	Filing Date
3.1	Amended and Restated Certificate of Incorporation.	8-K	001-36545	3.1	7/30/2014
3.2	Amended and Restated Bylaws.	S-1	333-196974	3.4	7/9/2014
4.1	Form of Common Stock Certificate of the Registrant.	S-1	333-196974	4.1	7/14/2014
10.1	Form of Indemnity Agreement between the Registrant and its directors and officers.	S-1	333-196974	10.1	7/9/2014
10.2	2003 Equity Incentive Plan, as amended, and Form of Stock Option Grant Notice, Option Agreement and Form of Notice of Exercise.	S-1	333-196974	10.2	7/9/2014
10.3	2013 Equity Incentive Plan and Form of Stock Option Grant Notice, Option Agreement and Form of Notice of Exercise.	S-1	333-196974	10.3	7/9/2014
10.4	2014 Equity Incentive Plan and Form of Stock Option Grant Notice, Option Agreement and Form of Notice of Exercise.	S-1	333-196974	10.4	7/14/2014
10.5	2014 Employee Stock Purchase Plan.	S-1	333-196974	10.5	7/14/2014
10.6	Third Amended and Restated Investor Rights Agreement, dated as of February 15, 2013, by and among the registrant and certain of its stockholders.	S-1	333-196974	10.6	6/23/2014
10.7	Lease by and between the registrant and Menlo Business Park, LLC, dated as of March 2, 2012.	S-1	333-196974	10.6	6/23/2014
10.8	First Amendment to Lease by and between the registrant and Menlo Prepi I, LLC, dated as of December 17, 2014	8-K	001-36545	10.1	12/18/2014
10.9	2016 Compensation Arrangements with Named Executive Officers.	8-K	001-36545	10.1	1/20/2016
10.10	Offer Letter by and between the registrant and Lisa D. Earnhardt, dated as of January 28, 2008, as amended.	S-1	333-196974	10.8	6/23/2014
10.11	Offer Letter by and between the registrant and Jeryl L. Hilleman, dated as of May 15, 2014.	S-1	333-196974	10.10	6/23/2014
10.12	Offer Letter by and between the registrant and Richard E. Kaufman, dated as of December 6, 2006, as amended.	S-1	333-196974	10.11	6/23/2014
10.13	Offer Letter by and between the registrant and James W. Stambaugh, dated as of September 15, 2006, as amended.	S-1	333-196974	10.12	6/23/2014
10.14	Offer Letter by and between the registrant and Amy C. Wolbeck, dated as of November 24, 2008, as amended.	S-1	333-196974	10.14	6/23/2014
10.15	Amendment to Offer Letter by and between the registrant and Lisa D. Earnhardt, dated as of January 26, 2015.	10-Q	001-36545	10.2	5/11/2015
10.16	Amendment to Offer Letter by and between the registrant and Jeryl L. Hilleman, dated as of January 26, 2015.	10-Q	001-36545	10.3	5/11/2015

Exhibit	Description	Incorporation By Reference			
		Form	SEC File No.	Exhibit	Filing Date
10.17	Amendment to Offer Letter by and between the registrant and Richard E. Kaufman, dated as of January 26, 2015.	10-Q	001-36545	10.4	5/11/2015
10.18	Amendment to Offer Letter by and between the registrant and James W. Stambaugh, dated as of January 28, 2015.	10-Q	001-36545	10.5	5/11/2015
10.19	Amendment to Offer Letter by and between the registrant and Amy C. Wolbeck, dated as of January 30, 2015.	10-Q	001-36545	10.6	5/11/2015
10.20	Offer Letter by and between the registrant and Charles S. McKhann, dated as of January 21, 2015.	10-Q	001-36545	10.7	5/11/2015
10.21	Non-Employee Director Compensation Policy.	8-K	001-36545	10.1	4/10/2015
10.22	Loan and Security Agreement by and between the registrant and Silicon Valley Bank, dated as of August 30, 2013.	S-1	333-196974	10.15	6/23/2014
10.23#	Supply Agreement by and between the registrant and HOVIONE Inter Ltd, dated as of April 14, 2014.	S-1	333-196974	10.16	6/23/2014
10.24#	Supply Agreement by and between the registrant and AIM Plastics Inc., dated as of Supply January 28, 2014.	S-1	333-196974	10.17	6/23/2014
10.25#	Supply Agreement by and between the registrant and Stephen Gould Corporation, dated as of November 14, 2013.	S-1	333-196974	10.18	6/23/2014
10.26†	Amendment to Supply Agreement by and between the registrant and Stephen Gould Corporation, dated as of October 7, 2015.				
10.27#	Master Services Agreement by and between the registrant and Polymer Solutions Corporation, dated as of April 9, 2014.	S-1	333-196974	10.20	6/23/2014
10.28†	Analytical Testing Partnership Program 2016-2017 by and between the registrant and Exova, dated as of October 6, 2015.				
23.1	Consent of Independent Registered Public Accounting Firm.				
24.1	Power of Attorney (see signature page hereto).				
31.1	Certification of Principal Executive Officer pursuant to Rule 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.				
31.2	Certification of Principal Financial Officer pursuant to Rule 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.				

Exhibit	Description	Incorporation By Reference Form	SEC File No.	Exhibit	Filing Date
32.1*	Certification of Principal Executive Officer and Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.				
101.INS	XBRL Instance Document.				
101.SCH	XBRL Taxonomy Extension Schema Document.				
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document.				
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document.				
101.LAB	XBRL Taxonomy Extension Label Linkbase Document.				
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document.				

Confidential Treatment Granted.
† Confidential Treatment Requested.
* Exhibit 32.1 is being furnished and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liability of that section, nor shall such exhibit be deemed to be incorporated by reference in any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as otherwise specifically stated in such filing.

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SENIOR LEADERSHIP

Lisa D. Earnhardt
President, Chief Executive Officer and Director

Jeryl L. Hilleman
Chief Financial Officer

Richard E. Kaufman
Senior Vice President, Chief Operating Officer

David A. Lehman
General Counsel

Charles S. McKhann
Chief Commercial Officer

James W. Stambaugh
Vice President, Clinical Affairs

Amy C. Wolbeck
Vice President, Regulatory Affairs and Quality

BOARD OF DIRECTORS

Kieran T. Gallahue (Lead Director)
Former Chairman and Chief Executive Officer
CareFusion Corporation

Lisa D. Earnhardt
President and Chief Executive Officer
Intersect ENT, Inc.

Cynthia L. Lucchese
Chief Administrative Officer and Chief Financial Officer
Hulman & Company

Dana G. Mead, Jr.
Strategic Advisor
Kleiner Perkins Caufield & Byers

Frederic H. Moll, M.D.
Chairman and Chief Executive Officer
Auris Surgical Robotics, Inc.

Casey M. Tansey
General Partner
U.S. Venture Partners

W. Anthony Vernon
Former Chief Executive Officer and Director
Kraft Foods Group, Inc.

ANNUAL MEETING OF STOCKHOLDERS

Held at 10:00 a.m. on June 2, 2016
at the Company's Headquarters at
1555 Adams Drive
Menlo Park, CA 94025

TRANSFER AGENT AND REGISTRAR

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College Station, TX 77845
Toll free: 800-736-3001
Local & International: +1 (781) 575 3100
Email: web.queries@computershare.com
Website: www.computershare.com

CORPORATE HEADQUARTERS

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Phone: (650) 641-2100
Fax: (650) 641-2120

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Ernst & Young LLP
275 Shoreline Drive
Redwood City, CA 94065

OUTSIDE COUNSEL

Cooley LLP
3175 Hanover Street
Palo Alto, CA 94304

INVESTOR INFORMATION

Exchange: The NASDAQ Global Market
Symbol: XENT

COMPANY INQUIRIES

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