MYREXIS, INC.

FORM 10-Q
(Quarterly Report)

Filed 11/09/12 for the Period Ending 09/30/12

Address	305 CHIPETA WAY SALT LAKE CITY, UT 84108
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2012

OR

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

For the transition period from to

Commission file number: 001-34275

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

Delaware	**26-3996918**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
305 Chipeta Way Salt Lake City, Utah	**84108**
(Address of principal executive offices)	**(Zip Code)**

Registrant's telephone number, including area code: (801) 214-7800

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

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or 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. (Check one):

Large accelerated filer ☐	Accelerated filer ☒
Non-accelerated filer ☐ (Do not check if a smaller reporting company)	Smaller reporting company ☐

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

As of November 2, 2012, the registrant had 26,817,294 shares of common stock outstanding.

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PART I, Item 1 – FINANCIAL INFORMATION
MYREXIS, INC.
Balance Sheets (Unaudited)
(In thousands, except per share amounts)

	September 30, 2012	June 30, 2012
Assets		
Current assets:		
Cash and cash equivalents	$ 36,580	$ 19,707
Marketable investment securities	47,756	68,671
Equipment held for sale	700	974
Prepaid expenses and other assets	1,055	192
Total current assets	86,091	89,544
Equipment and leasehold improvements:		
Equipment	836	1,298
Leasehold improvements	1,197	1,197
	2,033	2,495
Less accumulated depreciation	1,787	1,846
Net equipment and leasehold improvements	246	649
Long-term marketable investment securities	1,123	1,248
Other assets	210	210
Total assets	$ 87,670	$ 91,651
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	$ 457	$ 197
Accrued liabilities	1,064	2,082
Total current liabilities	1,521	2,279
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, $0.01 par value, authorized 5,000 shares; no shares issued and outstanding	—	—
Common stock, $0.01 par value, authorized 60,000 shares; 26,817 shares issued and outstanding at September 30, 2012; 26,794 shares issued and outstanding at June 30, 2012	268	268
Additional paid-in capital	206,166	205,968
Accumulated other comprehensive income	4	4
Accumulated deficit	(120,289)	(116,868)
Total stockholders' equity	86,149	89,372
Total liabilities and stockholders' equity	$ 87,670	$ 91,651

See accompanying notes to financial statements (unaudited).

MYREXIS, INC.
Statements of Operations and Comprehensive Loss (Unaudited)
(In thousands, except per share amounts)

	Three Months Ended September 30,	
	2012	2011
Research revenue	$ —	$ —
Costs and expenses:		
Research and development expense	291	4,300
General and administrative expense	3,485	4,385
Total costs and expenses	3,776	8,685
Operating loss	(3,776)	(8,685)
Other income, net	355	99
Net loss	$ (3,421)	$ (8,586)
Loss per basic and diluted share	$ (0.13)	$ (0.33)
Weighted-average shares used to compute net loss per basic and diluted share	26,798	26,077
Comprehensive loss	$ (3,421)	$ (8,560)

See accompanying notes to financial statements (unaudited).

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MYREXIS, INC.
Statements of Cash Flows (Unaudited)
(In thousands)

	Three Months Ended September 30, 2012	2011
Cash flows from operating activities:		
Net loss	$ (3,421)	$ (8,586)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	221	336
Loss on impairment of assets	20	—
Share-based compensation expense	175	485
Gain on sale of assets	(318)	—
Gain on sale of marketable investment securities	—	(1)
Changes in operating assets and liabilities:		
Prepaid expenses	(257)	849
Other assets	(606)	302
Accounts payable	260	(189)
Accrued liabilities	(1,018)	36
Net cash used in operating activities	(4,944)	(6,768)
Cash flows from investing activities:		
Capital expenditures for equipment and leasehold improvements	—	(8)
Proceeds from sale of assets	754	—
Purchase of marketable investment securities	(68,238)	(22,787)
Proceeds from maturity of marketable investment securities	89,278	31,600
Net cash provided by investing activities	21,794	8,805
Cash flows from financing activities:		
Net proceeds from common stock issued under share-based compensation plans	23	12
Net cash provided by financing activities	23	12
Net increase in cash and cash equivalents	16,873	2,049
Cash and cash equivalents at beginning of period	19,707	19,189
Cash and cash equivalents at end of period	$ 36,580	$ 21,238

See accompanying notes to financial statements (unaudited).

MYREXIS, INC.

Notes to Financial Statements (Unaudited)

(1) Organization and Basis of Presentation

(a) Organization and Business Description

Myrexis, Inc. ("Myrexis" or the "Company") is a biopharmaceutical company that has generated a pipeline of differentiated drug candidates in oncology and autoimmune diseases. The Company currently retains all rights to all of its drug candidates and programs across all geographic markets and therapeutic indications.

In February 2012, the Company announced that it had suspended development activity on all of its preclinical and clinical programs and retained Stifel Nicolaus Weisel, an investment banking firm, to assist in reviewing and evaluating a full range of strategic alternatives to enhance shareholder value. Thereafter, in March 2012, the Company initiated an alignment of its resources involving a phased reduction in its workforce from approximately 59 employees to 10 current employees.

Based on the Company's evaluation of strategic alternatives, it determined to pursue the acquisition of one or more commercial-stage biopharmaceutical assets, with the goal of building a commercial-stage biopharmaceutical company by optimizing their performance and profitability. Integral to these efforts, on May 11, 2012, the Company announced a change in management, including the appointment of Richard B. Brewer as President and Chief Executive Officer and David W. Gryska as Chief Operating Officer, collectively bringing an extensive track record of commercializing, acquiring and marketing pharmaceutical products throughout their careers. In addition, both Mr. Brewer and Mr. Gryska were appointed as members of the Board of Directors.

On August 15, 2012, the Company announced the death of Richard B. Brewer, its President and Chief Executive Officer. The Board of Directors appointed David W. Gryska as the acting President and Chief Executive Officer while considering succession plans and proceeded to further evaluate the Company's strategic direction in light of this development and the Company's progress to date in identifying attractive biopharmaceutical assets.

On November 9, 2012, the Board of Directors concluded that it appeared unlikely that a strategic transaction at a valuation materially in excess of the Company's estimated liquidation value would be achieved in the near term. Based on these and other factors, the Board of Directors concluded that a statutory dissolution and liquidation was in the best interests of the Company and its stockholders and therefore unanimously adopted a Plan of Complete Liquidation and Dissolution (the "Plan of Dissolution"), subject to stockholder approval. The Company intends to file proxy materials with the Securities and Exchange Commission expeditiously and to hold a special meeting of stockholders as soon as practicable for the purpose of obtaining stockholder approval of the Plan of Dissolution.

The Plan of Dissolution contemplates an orderly wind down of the Company's business and operations in accordance with the provisions of Delaware law. If the Company's stockholders approve the Plan of Dissolution, the Company intends to file a Certificate of Dissolution with the Delaware Secretary of State dissolving the Company, delist the Company's shares of common stock from the NASDAQ Global Market, satisfy or resolve the Company's remaining liabilities and obligations, including but not limited to contingent liabilities and claims and costs associated with the dissolution and liquidation, make reasonable provisions for unknown claims and liabilities and attempt to convert all of our remaining assets into cash or cash equivalents, and make distributions to the Company's stockholders of cash available for distribution based upon their proportionate ownership at the time of the dissolution, subject to applicable legal requirements.

Pursuant to Delaware law, the Company will continue to exist for three years after the Certificate of Dissolution is filed or for such longer period as the Delaware Court of Chancery shall direct, solely for the purpose of prosecuting and defending suits against it and enabling it to close the Company's business, to dispose of its property, to discharge its liabilities and to distribute to its stockholders any remaining assets. The Plan of Dissolution contemplates the sale of all of the Company's remaining non-cash assets, including its intellectual property.

If the Company's stockholders do not approve the Plan of Dissolution, the Board of Directors and management will continue to explore other strategic alternatives. Even if the Company's stockholders approve the Plan of Dissolution, the Board of Directors has reserved the right, in its discretion, to the extent permitted by Delaware law, to abandon or delay implementation of the Plan of Dissolution, in order, for example, to permit the Company to pursue any new business opportunities or strategic transactions that may arise.

(b) Basis of Accounting and Combination

The accompanying financial statements have been prepared by Myrexis in accordance with U.S. generally accepted accounting principles ("GAAP") for interim financial information and pursuant to the applicable rules and regulations of the Securities and Exchange Commission (the "SEC"). In the opinion of management, the accompanying financial statements contain all adjustments necessary to present fairly all financial statements in accordance with GAAP, which consists of only normal recurring adjustments. The financial statements herein should be read in conjunction with the Company's audited financial statements and notes thereto for the fiscal year ended June 30, 2012, included in the Company's Annual Report on Form 10-K for the year ended June 30, 2012. Operating results for the three months ended September 30, 2012 may not necessarily be indicative of results to be expected for any

other interim period or for the full year.

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements, as well as the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

(2) Marketable Investment Securities

The amortized cost, gross unrealized holding gains and losses, and fair value for available-for-sale securities by major security type and class of security at September 30, 2012 and June 30, 2012 were as follows:

(In thousands)	Amortized cost	Gross unrealized holding gains	Gross unrealized holding losses	Estimated fair value
September 30, 2012:				
Available-for-sale:				
Money market funds	$ 36,370	$ —	$ —	$36,370
Corporate bonds and notes	33,097	—	—	33,097
Federal agency issues	15,656	3	—	15,659
Total	$ 85,123	$ 3	$ —	$85,126

(In thousands)	Amortized cost	Gross unrealized holding gains	Gross unrealized holding losses	Estimated fair value
June 30, 2012:				
Available-for-sale:				
Money market funds	$ 19,707	$ —	$ —	$19,707
Corporate bonds and notes	53,989	2	—	53,991
Federal agency issues	15,679	2	—	15,681
Total	$ 89,375	$ 4	$ —	$89,379

In addition, the Company holds $75,000 restricted cash in a 12-month certificate of deposit as collateral for a corporate purchasing card program and $48,000 in a restricted cash account as collateral for office equipment. On June 30, 2012, the Company held $200,000 restricted cash in an 18-month certificate of deposit as collateral for a corporate purchasing card program and $48,000 in a restricted cash account as collateral for office equipment. These amounts are included in long-term marketable securities on the balance sheet as of September 30, 2012 and June 30, 2012.

Maturities of debt securities classified as available-for-sale are as follows at September 30, 2012:

(In thousands)	Amortized cost	Estimated fair value
September 30, 2012:		
Available-for-sale:		
Due within one year	$ 47,753	$47,756
Due after one year through three years	1,000	1,000
	$ 48,753	$48,756

(3) Fair Value Measurements

The fair value of the Company's financial instruments reflects the amounts that the Company estimates to receive in connection with the sale of an asset or be paid in connection with the transfer of a liability in an orderly transaction between market participants at the measurement date (exit price). The fair value hierarchy prioritizes the use of inputs used in valuation techniques into the following three levels:

Level 1—quoted prices in active markets for identical assets and liabilities.

Level 2—observable inputs other than quoted prices in active markets for identical assets and liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities. Some of the Company's marketable securities utilize a the third party pricing service which provides documentation on an ongoing basis that includes, among other things, pricing information with respect to reference data, methodology, inputs summarized by asset class, pricing application, corroborative information, etc. The documentation includes consensus price or weighted average based on reported trades, broker/dealer quotes, benchmark securities, bids, offers, and reference data including market research publications. Also included are data from the vendor trading platform. We review, test and validate this information as appropriate.

Level 3—unobservable inputs.

The substantial majority of the Company's financial instruments are valued using quoted prices in active markets or based on other observable inputs. The following table sets forth the fair value of the Company's financial assets that the Company re-measured at September 30, 2012 and June 30, 2012:

(In thousands)	Level 1	Level 2	Level 3	Total
September 30, 2012				
Money market funds	$36,370	$ —	$ —	$36,370
Corporate bonds and notes	—	33,097	—	33,097
Federal agency issues	—	15,659	—	15,659
Total	$36,370	$48,756	$ —	$85,126

(In thousands)	Level 1	Level 2	Level 3	Total
June 30, 2012				
Money market funds	$19,707	$ —	$ —	$19,707
Corporate bonds and notes	—	53,991	—	53,991
Federal agency issues	—	15,681	—	15,681
Total	$19,707	$69,671	$ —	$89,379

In conjunction with the suspension of all development activities, the Company has evaluated its equipment and management has committed to a plan to sell the Company's laboratory equipment. Equipment categorized as equipment held for sale on the balance sheet at September 30, 2012 totaled $0.7 million. Equipment held for sale is no longer subject to depreciation, and is recorded at the lower of depreciated carrying value or fair market value less costs to sell. The fair value of the equipment was determined by using broker quotes for similar assets. The Company has classified the inputs used for determining the fair value of these assets as Level II in the fair value hierarchy.

(4) Comprehensive Loss

Comprehensive loss is comprised of net loss and other comprehensive income. Specifically, the Company includes in other comprehensive income the changes in unrealized gains and losses on its holdings of available-for-sale securities, which are excluded from its net loss. The following table sets forth the calculation of the Company's comprehensive net loss for the three months ended September 30:

(In thousands)	2012	2011
Net loss	$(3,421)	$(8,586)
Other comprehensive loss:		
Change in unrealized gain and on marketable securities	—	26
Total comprehensive net loss	$(3,421)	$(8,560)

(5) Earnings Per Share

The loss per basic and diluted share is calculated by dividing net loss by the weighted-average number of shares outstanding during the reported period. For the three months ended September 30, 2012, there were outstanding potential common equivalent shares of 2,102,644, compared to 2,392,617, in the same period in 2011 which were excluded from the computation of diluted earnings per share because the effect would have been anti-dilutive. These potential dilutive common equivalent shares may be dilutive to basic earnings per share in future periods.

The calculation of diluted loss per share is the same as the basic loss per share since the inclusion of any potentially dilutive securities would be anti-dilutive.

(6) Share-Based Compensation

The Company recognizes compensation expense using a fair-value based method for costs related to stock options and other equity-based compensation. The expense is measured based on the grant date fair value of the awards that are expected to vest, and the expense is recorded over the applicable requisite service period. In the absence of an observable market price for a share-based award, the fair value is based upon a valuation methodology that takes into consideration various factors, including the exercise price of the award, the expected term of the award, the current price of the underlying shares, the expected volatility of the underlying share price based on peer companies, the expected dividends on the underlying shares and the risk-free interest rate.

The Company has adopted two equity incentive plans, the Myrexis, Inc. 2009 Employee, Director and Consultant Equity Incentive Plan (the "Equity Incentive Plan") and the Myrexis, Inc. 2009 Employee Stock Purchase Plan (the "ESPP"). The Company is authorized to issue a total of 10,063,259 shares under the plans.

The Company's Equity Incentive Plan provides for the issuance of common stock based awards, including restricted stock, restricted stock units, stock options, stock appreciation rights and other equity based awards to its directors, officers, employees and consultants.

The Company's ESPP is intended to qualify as an "employee stock purchase plan" under Section 423 of the Internal Revenue Code of 1986, as amended. Full-time employees of Myrexis who will own less than five percent of Myrexis's outstanding shares of common stock are eligible to contribute a percentage of their base salary, subject to certain limitations, over the course of six-month offering periods for the purchase of shares of common stock. The purchase price for shares of common stock purchased under the ESPP will equal 85 percent of the fair market value of a share of common stock at the beginning or end of the relevant six-month offering period, whichever is lower.

Share-based compensation expense recognized for Myrexis employees included in the statements of operations for the three months ended September 30, 2012 and 2011 was as follows:

	Three Months Ended September 30,	
	2012	2011
(in thousands)		
Research and development	$ (53)	$ 335
General and administrative	228	150
Total employee stock-based compensation expense	$ 175	$ 485

During the three months ended September 30, 2012, the Company granted 60,000 options and 56,800 restricted stock units under the Equity Incentive Plan. The weighted-average option exercise price was $2.65 per share for options and the weighted-average grant price was $2.65 per share for restricted stock units.

During the three months ended September 30, 2012, 10,768 stock options were exercised at a weighted average price of $1.69 per share. As of September 30, 2012, unrecognized compensation expense related to the unvested portion of stock options granted to Myrexis employees was approximately $0.9 million, which will be recognized over a weighted-average period of 1.96 years.

The fair value of each option grant is estimated on the grant date using the Black-Scholes option pricing model. Expected option lives were based on historical option lives under the Myrexis equity compensation plan and volatilities used in fair value calculations are based on a benchmark of peer companies with similar expected option lives. The related expense is recognized on a straight-line basis over the vesting period.

Currently eligible Myrexis employees are participating in the ESPP offering period that began June 1, 2012 and will close November 30, 2012. Expense associated with Myrexis employees participating in the ESPP was approximately $6,000 for the period ended September 30, 2012.

(7) Income Taxes

In accordance with the interim reporting requirements, the Company uses an estimated annual effective rate for computing its provision for income taxes. The effective rate was zero for each of the three month periods ended September 30, 2012 and 2011.

The Company reduces deferred tax assets by a valuation allowance if, based on the weight of evidence, it is more likely than not that some portion or all of the deferred tax assets will not be realized. At September 30, 2012 the Company has certain deferred tax assets, primarily from NOL's and research and development tax credits generated since June 30, 2009, which have been offset in total by a valuation allowance.

The Company has adopted Accounting for Uncertainty in Income Taxes . For the three months ended September 30, 2012 and 2011, the Company recorded approximately $0 and $46,000, respectively, of additional liability for unrecognized tax benefits related to research tax credits. The Company includes any interest and penalties associated with any unrecognized tax benefits within the provision for income taxes on the statement of operations and comprehensive loss. The Company does not anticipate any material changes in the liability for unrecognized benefits in the next 12 months.

At September 30, 2012, the Company had Federal and State net operating loss carryforwards of approximately $126,257,000, of which $15,800,000 is attributable to excess tax benefits for which no deferred tax asset has been established. In addition, the Company had Federal research credit carryforwards of $2,650,000 and Utah research credit carryforwards of $1,082,000.These carryforward tax benefits can be used in certain circumstances to offset future tax liabilities. Pursuant to Sections 382 and 383 of the Internal Revenue Code, with which Utah complies, the Company's use of the carryforward tax benefits may be limited in any given year as a result of certain changes in the Company's ownership, including significant increases in ownership by the Company's 5-percent shareholders. While the Company believes that its carryforward tax benefits as of September 30, 2012 are not limited under Sections 382 and 383, significant changes in ownership in the future may limit such usage. In March, 2012, in an effort to protect the use of its carryforward tax benefits, the Company adopted a Tax Benefits Preservation Rights Plan that discourages significant changes in ownership of the Company's stock that might limit the use of our carryforward tax benefits.

(8) Commitments and Contingencies

Our former parent Myriad Genetics, Inc. ("MGI") had entered into a license agreement for exclusive rights to utilize certain intellectual property rights related to the drug candidate Azixa with Maxim Pharmaceuticals, Inc. and Cytovia, Inc. All licensed rights of Maxim and Cytovia were subsequently acquired by EpiCept Corporation, and Maxim, Cytovia and EpiCept are collectively referred to herein as EpiCept. Pursuant to the separation agreement with MGI, Myrexis assumed all rights and obligations under this license agreement, including an obligation to pay EpiCept milestone payments upon the occurrence of potential future events.

In September 2011, Myrexis announced that it had suspended any further development of Azixa. On August 28, 2012, Myrexis provided EpiCept notice of termination of the license agreement following its election to terminate all of

its efforts to develop and commercialize Azixa in any major market as such products and markets are defined in the agreement. As a result of the termination of the agreement, all rights and licenses granted under the agreement by EpiCept have terminated and reverted to EpiCept. Myrexis has no further obligation for royalty or milestone payments to EpiCept as a result of this notice to terminate.

Various legal claims have been filed against Myrexis that relate to the ordinary course of business and are currently pending resolution. In the opinion of management and upon consultation with legal counsel, the ultimate resolution of these matters is not expected to have a material adverse effect on the financial position or future results of operations of Myrexis.

(9) Reorganization

In conjunction with the March 2012 reorganization, the Company determined that there were indicators of impairment of certain fixed assets, based on quoted market prices, and evaluated whether the carrying value of assets with impairment indicators is recoverable. Management concluded that $20,000 of additional impairment loss should be recognized during the period ended September 30, 2012. This expense is reflected in the statement of operations and comprehensive income in general and administrative for the period ended September 30, 2012. Impairment charges of $281,000 were recorded in the year ended June 30, 2012 in conjunction with the March 2012 reorganization.

The Company has evaluated its equipment and management has committed to a plan to sell the Company's laboratory equipment. Equipment categorized as equipment held for sale on the balance sheet at September 30, 2012 totaled $0.7 million. Equipment held for sale is no longer subject to depreciation, and is recorded at the lower of depreciated carrying value or fair market value less costs to sell. For the three months ended September 30, 2012, the Company sold assets with a net book value of $457,000 recognizing a net gain of $318,000. The gain is reflected in other income in the statement of operations and comprehensive loss. The Company expects to sell these assets by the end of calendar year 2012.

(10) Subsequent Event

On November 9, 2012, the Board of Directors of the Company unanimously approved the dissolution of the Company pursuant to a Plan of Complete Liquidation and Dissolution ("Plan of Dissolution"), subject to stockholder approval. The Company intends to file proxy materials with the Securities and Exchange Commission expeditiously and to hold a special meeting of stockholders as soon as practicable for the purpose of obtaining stockholder approval of the Plan of Dissolution.

Upon stockholder approval of the Plan of Dissolution, the Company will adopt and present, as required, future financial statements on a liquidation basis of accounting.

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

You should read this discussion together with the financial statements, related notes and other financial information included elsewhere in this Quarterly Report on Form 10-Q. The following discussion may contain predictions, estimates and other forward-looking statements that involve a number of risks and uncertainties, including those discussed under "Risk Factors" in our Annual Report on Form 10-K for the year ended June 30, 2012 filed with the Securities and Exchange Commission, as supplemented under the heading "Risk Factors" in Part II, Item 1A of this Quarterly Report on Form 10-Q. These risks could cause our actual results to differ materially from any future performance suggested below.

Overview

We are a biopharmaceutical company that has generated a pipeline of differentiated drug candidates in oncology and autoimmune diseases. We currently retain all rights to all of our drug candidates and programs across all geographic markets and therapeutic indications.

In February 2012, we announced that we had suspended development activity on all of our preclinical and clinical programs and retained Stifel Nicolaus Weisel, an investment banking firm, to assist in reviewing and evaluating a full range of strategic alternatives to enhance shareholder value. Thereafter, in March 2012, we initiated an alignment of our resources involving a phased reduction in our workforce from approximately 59 employees to 10 current employees.

Based on our evaluation of strategic alternatives, we determined to pursue the acquisition of one or more commercial-stage biopharmaceutical assets, with the goal of building a commercial-stage biopharmaceutical company by optimizing their performance and profitability. Integral to these efforts, on May 11, 2012, we announced a change in management, including the appointment of Richard B. Brewer as President and Chief Executive Officer and David W. Gryska as Chief Operating Officer, collectively bringing an extensive track record of commercializing, acquiring and marketing pharmaceutical products throughout their careers. In addition, both Mr. Brewer and Mr. Gryska were appointed as members of the Board of Directors.

On August 15, 2012, we announced the death of Richard B. Brewer, our President and Chief Executive Officer. The Board of Directors appointed David W. Gryska as the acting President and Chief Executive Officer while considering succession plans and proceeded to further evaluate our strategic direction in light of this development and our progress to date in identifying attractive biopharmaceutical assets.

On November 9, 2012, the Board of Directors concluded that it appeared unlikely that a strategic transaction at a valuation materially in excess of the Company's estimated liquidation value would be achieved in the near term. Based on these and other factors, the Board of Directors concluded that a statutory dissolution and liquidation was in the best interests of the Company and its stockholders and therefore unanimously adopted a Plan of Complete Liquidation and Dissolution (the "Plan of Dissolution"), subject to stockholder approval. We intend to file proxy materials with the Securities and Exchange Commission expeditiously and to hold a special meeting of stockholders as soon as practicable for the purpose of obtaining stockholder approval of the Plan of Dissolution.

The Plan of Dissolution contemplates an orderly wind down of the Company's business and operations in accordance with the provisions of Delaware law. If our stockholders approve the Plan of Dissolution, we intend to file a Certificate of Dissolution with the Delaware Secretary of State dissolving the Company, delist the Company's shares of common stock from the NASDAQ Global Market, satisfy or resolve the Company's remaining liabilities and obligations, including but not limited to contingent liabilities and claims and costs associated with the dissolution and liquidation, make reasonable provisions for unknown claims and liabilities and attempt to convert all of our remaining assets into cash or cash equivalents, and make distributions to the Company's stockholders of cash available for distribution based upon their proportionate ownership at the time of the dissolution, subject to applicable legal requirements.

The Company currently estimates that it will establish a reserve of between $7 million and $12 million, which will be used to pay all expenses (including operating expenses up until the dissolution) and other known, non-contingent liabilities, and includes reasonable provision for expenses of liquidation and contingent and unknown liabilities as required by Delaware law. Based on this estimated reserve, the Company currently estimates that the aggregate amount of an initial liquidating distribution to stockholders will be between $72.9 million and $77.9 million, or between $2.72 to $2.91 per share, based on 26,817,294 shares of common stock outstanding as of November 2, 2012. The Company expects to make an initial liquidating distribution as soon as practicable following the dissolution.

The amount distributable to stockholders, however, may vary substantially from this estimate based on a number of factors, including the resolution of outstanding known and contingent liabilities, the possible assertion of claims that are currently unknown to the Company and costs incurred to wind down the Company's business. In particular, pursuant to the Company's Separation and Distribution Agreement with its former parent, Myriad Genetics, Inc., at the time of the Company's separation from Myriad Genetics in 2009, the Company assumed liability for certain pending or threatened legal matters related to the Company's business, and is obligated to indemnify Myriad Genetics for any liability arising out of such matters, including any costs of litigating such matters. Although the Company does not believe that any obligation it assumed under the Separation and Distribution Agreement will result in a material liability, it cannot predict with certainty the amount or timing of such liability, if any. The Board of Directors, in consultation with its advisors, has evaluated this contingent liability, as well as other matters, in order to make a determination about reasonable amounts to reserve, which is reflected in the estimated reserve described above. Although the Board of Directors believes there is a reasonable possibility that a substantial amount of the contingency portion of the reserve will ultimately be distributed to the stockholders, Delaware law requires that the Company's Board of Directors make reasonable provision for contingent and unknown obligations in connection with a dissolution and liquidation of the Company, which requires that a portion of the Company's assets be reserved until the resolution of such matters. Further, if additional amounts are ultimately determined to be necessary to satisfy any of these obligations, stockholders may receive substantially less than the current estimates.

Pursuant to Delaware law, the Company will continue to exist for three years after the Certificate of Dissolution is filed or for such longer period as the Delaware Court of Chancery shall direct, solely for the purpose of prosecuting and defending suits against it and enabling us to close the Company's business, to dispose of its property, to discharge its liabilities and to distribute to its stockholders any remaining assets. The Plan of Dissolution contemplates the sale of all of the Company's remaining non-cash assets, consisting of its Hsp90 Inhibitor program, Cancer Metabolism Inhibitor program, and Oral Anti-interferon program for the treatment of autoimmune diseases (each of which is described below), including all related intellectual property, preclinical and clinical trial data and related regulatory filings and other documentation and supplies. The Plan of Dissolution does not specify the manner in which we may sell the Company's assets. Such sales could take the form of individual sales of assets, sales of groups of assets organized by type of asset or otherwise, a single sale of all or substantially all of our assets, or some other form of sale. Sales of the Company's assets will be made on such terms as are approved by the Board of Directors in its sole discretion. The assets may be sold to one or more purchasers in one or more transactions over a period of time. If our stockholders approve the Plan of Dissolution, the Company will be authorized to cease operations, sell or otherwise dispose of its non-cash assets and dissolve the Company and its subsidiaries without further approval of the stockholders, unless required to obtain such approval under Delaware law.

If our stockholders do not approve the Plan of Dissolution, the Board of Directors and management will continue to explore other strategic alternatives. Because the Board of Directors and management believe that they have exhausted all reasonable and viable strategic alternatives, it is possible that the Company would seek voluntary dissolution at a later time and potentially with diminished assets. In addition, the Company could cease operations, make an assignment for the benefit of creditors, turn the Company over to a third-party management company or liquidator or file for bankruptcy protection. Even if our stockholders approve the Plan of Dissolution, the Board of Directors has reserved the right, in its discretion, to the extent permitted by Delaware law, to abandon or delay implementation of the Plan of Dissolution, in order, for example, to permit the Company to pursue any new business opportunities or strategic transactions that may arise.

Our Oncology Programs

We have two programs in oncology. As indicated in our February 2012 announcement, we have suspended development activities in these programs.

- **Hsp90 Inhibitor Program** . Our compound MPC-3100 is an Hsp90 inhibitor for the treatment of cancer. In November 2011, we presented the results of an open-label, dose-escalating, multiple-dose, Phase 1 study of MPC-3100 in 26 patients with recurrent cancer or cancer refractory to available systemic therapy. Our compound MPC-0767 is a novel L-alanine ester pro-drug of MPC-3100 that was designed to have improved aqueous solubility compared to MPC-3100. We have completed all preclinical activities required for submission of an investigational new drug application, or IND, for MPC-0767.

- **Cancer Metabolism Inhibitor Program** . MPC-8640 is our lead preclinical compound for the Cancer Metabolism Inhibitor, or CMI, program. As of June 2012, we have completed certain IND enabling studies.

Our Hsp90 Inhibitor Program for the Treatment of Cancer

Background

Heat shock protein 90, or Hsp90, is involved in the folding and stabilization of many proteins, including mutant oncogenes that become reliant on Hsp90 to maintain their activity, making them particularly sensitive to Hsp90 inhibition. Targeted therapies against such mutant oncogenes, such as ALK, HER2, FLT3 and B-RAF, have proven to be efficacious in the clinic and we believe that by inhibiting these targets through the different mechanism of Hsp90 inhibition, either as monotherapy or in combination with these targeted therapies, clinical efficacy and the duration of response can be improved.

We believe that the potential for Hsp90 inhibitors to improve therapeutic outcomes across a number of oncogene "addicted" cancers, coupled with the oral bioavailability, long half-life and the relative safety profile of our compounds makes our Hsp90 inhibitor program a potentially attractive program.

MPC-3100 and MPC-0767: Preclinical Development

MPC-3100 and MPC-0767, a pro-drug of MPC-3100, are fully synthetic, orally bio-available, non-geldanamycin Hsp90 inhibitors that have shown significant and broad preclinical anti-tumor activity in mouse models of human cancers. These unique molecules are structurally distinct from the geldanamycin family of early Hsp90 inhibitors, which are associated with certain toxicities. MPC-3100 inhibits Hsp90 by binding to the same site as geldanamycin and has displayed potent anti-cancer activity in multiple *in vitro* and *in vivo* models. MPC-3100 significantly and dose-dependently reduced tumor growth in studies conducted in mice implanted with a variety of human cancer cell lines, including colon, prostate, myeloid leukemia, small-cell lung, gastric, breast, and ovarian cancers. In April 2011, we reported additional preclinical data on our Hsp90 inhibitor program at the annual meeting of the American Association for Cancer Research in Orlando, Florida. The data presented included a demonstration that the combination of MPC-3100 with other targeted therapies, including erlotinib and sorafenib, showed greater *in vivo* anti-tumor activity compared to either agent alone, suggesting the potential of combining MPC-3100 with these targeted cancer therapies in the clinic. We also presented a preliminary assessment of MPC-0767, a novel L-alanine ester pro-drug of MPC-3100, which is designed to have improved aqueous solubility. Animal studies showed that MPC-0767 displayed pharmacokinetics comparable to MPC-3100 and equivalent efficacy, inducing significant tumor regressions.

MPC-3100: Clinical Development

We submitted an IND application for MPC-3100 in the first quarter of 2009 and initiated patient enrollment of a Phase 1 clinical trial in the second quarter of 2009 to investigate the safety and tolerability of MPC-3100, pharmacokinetics, and the potential for anti-tumor activity. The Phase 1 study was an open-label, dose-escalating, multiple-dose study in which 26 patients aged 45-85 years with recurrent cancer or cancer refractory to available systemic therapy were treated with MPC-3100. Patients received oral MPC-3100 either once daily for 21 days followed by seven days off (cohorts 1-5, at doses of 50, 100, 165, 245, and 340mg/m ^{2}, respectively) or continuously for a 28-day cycle at doses spaced 12 hours apart (cohorts 6-7, at total daily doses of 480mg/kg and 640mg/kg, respectively). The primary objective of the Phase 1 study was to determine the safety and tolerability of MPC-3100 in cancer patients. The study also included secondary objectives such as characterization of the pharmacokinetic parameters, determining anti-tumor activity of MPC-3100, and evaluating certain pharmacodynamic biomarkers. In November 2011, we presented the results of this study at the AACR-NCI-EORTC Molecular Targets and Cancer Therapeutics meeting in San Francisco. The study demonstrated that MPC-3100 was generally safe and well tolerated at doses below 600mg/kg per day. The most common adverse events were gastrointestinal, including diarrhea, nausea, and vomiting. Pharmacokinetic analysis indicated that the maximum plasma concentration, or Cmax, and the area under the curve, or AUC (0-12h), increased proportional to the dose of MPC-3100. The terminal plasma half-life of MPC-3100 ranged from 4.8 to 21.4 hours with a mean half-life of 11.2 hours. The best clinical response was stable disease (12/26; 46%), with a median duration of 11.1 weeks (range 3.0-52.3 weeks). On target activity of MPC-3100 was confirmed by biomarker analysis, which suggested effective and persistent *in vivo* inhibition of Hsp90.

MPC-3100 and MPC-0767: Future Clinical Development

We have conducted non-clinical studies as well as other technical, regulatory and market assessments with the objective of identifying optimal cancer indications and drug combination regimens to potentially advance one or both of our Hsp90 inhibitor compounds into Phase 2 clinical development. We believe we have completed all preclinical activities required for submission of an IND for MPC-0767.

Our Cancer Metabolism Inhibitor Program

Our CMI program is focused on the inhibition of Nicotinamide phosphoribosyltransferase, or Nampt, an enzyme involved in the production of Nicotinamide Adenine Dinucleotide, or NAD, which is an essential cofactor for the production of cellular energy that is critical for cell survival, growth, and DNA repair.

Cancer cells, in addition to spending energy on rapid, unregulated growth, must also invest significant energy on DNA synthesis and repair mechanisms to cope with the DNA damage. As a result, cancer cells are more susceptible to metabolic downshifts than healthy cells, and the NAD depletion caused by Nampt inhibitors has a greater effect on tumors versus normal tissue.

MPC-8640 is our lead preclinical compound for our CMI program. MPC-8640 is an orally bio-available pro-drug of a follow-on molecule to our prior CMI drug candidate, MPC-9528, that has enhanced solubility and distinct pharmacokinetic advantages and is being developed for the treatment of cancer. Both the active moiety of MPC-8640 (MPI-0487316) as well as MPC-9528 inhibit Nampt *in vitro* and in cells at picomolar drug concentrations and are tumoricidal in every cancer line tested to date representing 17 different tumor tissue types. Both compounds display on-target activity by potently reducing NAD levels, which leads to inhibition of glycolysis, energy deprivation and cell death in tumor cells, while NAD levels in normal tissues are less affected. In preclinical efficacy studies, MPC-8640 and MPC-9528 causes dramatic tumor regressions in multiple tumor types when administered orally with either a low daily dosing or a higher intermittent dose regimen and are well tolerated. This anti-tumor activity is dose-dependent and tightly correlated to the level of NAD depletion, confirming the on-target mechanism of action. The sensitivity of tumor cells to our Nampt inhibitors *in vitro* appears to parallel their anti-tumor potency in xenograft models and is linked to basal Nampt expression levels. Nampt expression levels may therefore have utility for predicting tumor response to Nampt inhibitors. Nicotinic acid is converted to NAD through an alternative pathway that is dependent upon the enzyme Nicotinic acid phosphoribosyltransferase (Naprt1) which does not involve Nampt. In tumor cell types with sufficient Naprt expression to support this NAD biosynthetic pathway, nicotinic acid (niacin, Vitamin B3) can completely block the NAD-reducing and tumoricidal activity of MPC-9528. Our studies have found that approximately 40% of tumor cell lines are deficient in Naprt1 and in these cells, nicotinic acid has little to no effect on MPC-9528 tumoricidal activity. Furthermore, in animal model studies, a combination of nicotinic acid with MPC-9528 increases the tolerated dose of MPC-9528, while still causing growth inhibition of tumors deficient in Naprt1. This demonstrates the potential to increase the therapeutic index and efficacy of a Nampt inhibitor by combining it with nicotinic acid to treat patients with tumors that are deficient in Naprt1. A diagnostic method designed to measure Naprt1 expression could be used to identify those patients with Naprt1 deficient tumors that are most likely to benefit from this combination therapy.

Additional preclinical studies of MPC-9528 support the potential of Nampt inhibitors for broad spectrum tumoricidal activity as monotherapy and in a variety of combinations with other agents. Inhibition of Nampt by MPC-9528 was shown to exhibit synergistic anti-tumor activity when coupled with DNA damaging agents, such as alkylating agents and thymidylate synthase inhibitors. These common classes of chemotherapy drugs also reduce NAD cellular levels as a result of their mechanism of action, specifically by activating the NAD-consuming enzyme poly (ADP-ribose) polymerase (PARP). The mechanism of action of our Nampt inhibitors is distinct from these other agents, leading to a combined effect on cellular NAD levels and synergistic anti-tumor activity.

In June 2011, preclinical studies on MPC-9528 and MPI-0487316, a structurally distinct Nampt inhibitor and the active moiety of MPC-8640, were presented at the annual meeting of the American Society of Clinical Oncology (ASCO) in Chicago. Oral administration of either compound resulted in tumor regressions in animal model studies across multiple dosing schedules. MPC-8640 is a pro-drug of MPI-0487316 with enhanced solubility and distinct pharmacokinetic advantages. In November 2011, we presented data from preclinical studies of MPC-8640 at the AACR-NCI-EORTC Molecular Targets and Cancer Therapeutics meeting in San Francisco. In these studies, mice with HT1080 human fibrosarcoma xenograft tumors were treated orally with MPC-8640 on either a once-daily or twice-daily dosing schedule. After one week of treatment, the mice demonstrated complete tumor growth inhibition at lower doses and substantial tumor regression at higher doses. Significantly, tumor regression could be achieved well below the maximum tolerated dose of MPC-8640, and the anti-tumor response observed after one week of dosing was maintained for at least one week without further treatment. The results also demonstrated that MPC-8640 is effectively converted into active Nampt inhibitor, either in the gut or immediately upon absorption, as evidenced by the lack of significant plasma concentrations of intact MPC-8640. Taken together, these results demonstrate that oral treatment with MPC-8640 is an effective mode of delivery of active Nampt inhibitor and that administration of this drug results in significant anti-tumor activity in animal models of cancer. We have completed certain IND enabling studies on MPC-8640 and have suspended any new development activities on this program.

Our Small-Molecule Autoimmune Disease Program

Oral Anti-interferon Program for the Treatment of Autoimmune Diseases

MPI-0485520 is our lead preclinical compound in our small-molecule anti-interferon program for autoimmune diseases. It has demonstrated proof of concept activity in an animal model of the autoimmune disease rheumatoid arthritis, or RA. As of June 2012, we have concluded all lead optimization activities and have suspended any new development activities on this program.

IKK ε and TBK1 are kinases that serve as key regulators of the pathway that activates alpha and beta interferon expression. Inhibition of these kinases thereby inhibits a major pro-inflammatory pathway involved in a number of autoimmune diseases, including RA, Lupus and psoriasis. We have demonstrated in preclinical studies that treatment with our oral anti-interferons, or OAI's, inhibits the interferon response in several animal models, including significant inhibition of this response and reduction in the severity of clinical symptoms in a mouse model of RA.

MPI-0485520 is an orally-available small molecule that potently and selectively inhibits IKK ε and TBK1 and is our lead preclinical compound in our small molecule anti-interferon program for autoimmune diseases. MPI-0485520 exhibits high oral bio-availability, favorable absorption, distribution, metabolism, and excretion pharmacokinetic properties and efficacy in an *in vivo* mouse model of RA. In cellular models of type I interferon production, MPI-0485520 potently inhibits induction of type I interferons (IFN α / β) following stimulation of a variety of receptors that mediate the type-I interferon to pathogens, such as TLR3, TLR4, RIG-I, and MDA-5. Inhibition of type I interferon production by IKK ε /TBK1 inhibitors may benefit patients with autoimmune disorders such as RA, systemic lupus erythematosus (SLE), scleroderma, Sjögren's syndrome, and polymyositis. In April 2011, results from preclinical studies of MPI-0485520 were presented at the European League Against Rheumatism (EULAR) Annual European Congress of Rheumatology in London. In a proof of concept study, in the well characterized collagen-induced mouse model of arthritis, mice treated with MPI-0485520 show a dose-dependent and statistically significant reduction in the severity of clinical symptoms and paw and joint histopathology, as well as lower weight loss compared to control mice. MPI-0485520 is one compound out of an extensive portfolio of potent and selective IKK epsilon/TBK1 inhibitors identified by our oral anti-interferon program.

Critical Accounting Policies and Use of Estimates

Critical accounting policies are those policies which are both important to the portrayal of a company's financial condition and results and require management's most difficult, subjective or complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain. Our critical accounting policies are as follows:

- impairment of long-lived assets.

Impairment of Long-Lived Assets

We assess the impairment of long-lived assets when events or changes in circumstances indicate that the carrying value of the assets or the asset grouping may not be recoverable. Factors that we consider in deciding when to perform an impairment review include significant negative industry or economic trends, and significant changes or planned changes in our use of the assets. We measure the recoverability of assets that will continue to be used in our operations by comparing the carrying value of the asset grouping to our estimate of the related total future undiscounted net cash flows. If an asset grouping's carrying value is not recoverable through the related undiscounted cash flows, the asset grouping is considered to be impaired. The impairment is measured by comparing the difference between the asset grouping's carrying value and its fair value. Fair value is the price that would be received from selling an asset in an orderly transaction between market participants at the measurement date. Long-lived assets such as intangible assets and property, plant and equipment are considered non-financial assets, and are recorded at fair value only when an impairment charge is recognized. We recorded impairment charges for the period ended September 30, 2012 and 2011 of $20,000 and $0, respectively. These charges are reflected in the statement of operations and comprehensive loss in general and administrative expenses.

We have evaluated our equipment and management has committed to a plan to sell our laboratory equipment. Equipment categorized as equipment held for sale on the balance sheet at September 30, 2012 totaled $0.7 million. Equipment held for sale is no longer subject to depreciation, and is recorded at the lower of depreciated carrying value or fair market value less costs to sell. We expect to sell these assets by the end of calendar year 2012.

Results of Operations for the Three Months Ended September 30, 2012 and 2011

We operate in one reportable operating segment, drug development.

Our drug research and development expenses included costs incurred for our drug candidates. The only costs we tracked for each drug candidate were external costs such as services provided to us by clinical research organizations, manufacturing of drug supply, and other outsourced research. We did not assign or allocate internal costs such as salaries and benefits, facilities costs, lab supplies and the costs of preclinical research and studies to individual development programs. All development costs for our drug candidates were expensed as incurred. Our research and development expenses recorded for the period ended September 30, 2012, were expenses associated with research and development activities completed during the quarter that were initiated prior to the announcement of the suspension of all our preclinical and clinical development activities in March 2012.

Research and Development

Research and development expenses are comprised primarily of salaries and related personnel costs, laboratory supplies, equipments costs, facilities expense, and costs associated with our clinical trials. Research and development expenses for the three months ended September 30, 2012 were $0.3 million compared to $4.3 million in the same quarter last year. This 93% decrease was primarily due to:

- decreased internal costs of approximately $1.1 million resulting from a reduction in headcount;
- decreased preclinical development costs of $1.4 million resulting from the Company's decision to suspend development activity on all clinical and preclinical programs; and
- decreased external drug candidate costs of approximately $1.5 million.

Research and development costs for the three months ended September 30, 2012 and 2011 were as follows:

(In thousands)	Three Months Ended September 30, 2012	2011
External costs, drug candidates:		
Azixa	$ 12	$ 1,140
MPC-4326	3	13
MPC-3100	7	116
MPC-0767	3	318
MPC-8640	145	149
MPI-0485520	68	3
Sub-total direct costs	238	1,739
Internal costs:		
Internal costs, drug candidates	53	1,198
Preclinical development costs	—	1,363
Total research and development	$ 291	$ 4,300

We expect to see reduced research and development costs as a result of the decision to suspend further development activities for all preclinical and clinical programs and the Board of Directors' approval of the dissolution and liquidation of the Company.

General and Administrative

General and administrative expenses consist primarily of salaries and related personnel costs for business development, executive, legal, finance and accounting, information technology, human resources, and facilities expenses. General and administrative expenses for the three months ended September 30, 2012 were $3.5 million compared to $4.4 million for the three months ended September 30, 2011. This 20% decrease in general and administrative expenses during the three months ended September 30, 2012, was due primarily to a reduction in headcount as a result of the Company's decision to suspend development activities for all clinical and preclinical programs. As a result of the Board of Directors' approval of the dissolution and liquidation of the Company, we expect to see reduced general and administrative expenses.

Other Income

Other income of $355,000 and $99,000 for the three months ended September 30, 2012 and 2011, respectively, reflects interest income earned on our marketable investment securities of $36,000 for the period ended September 30, 2012 and $88,000 for the same period in 2011, respectively. The decrease in interest income of 59% is a result of the reduction in our invested balance in marketable securities for the three months ended September 30, 2012 as compared to 2011. In addition, other income includes a net gain on the sale of assets of $318,000 for the period ended September 30, 2012 and $0 for the same period in 2011. The increase in gain on disposal of assets is a result of our decision to sell our laboratory equipment after our decision to suspend development activity on all our clinical and preclinical activities. The majority of the gain recorded results from the sale of assets that were fully depreciated or written off as a result of previous reorganizations in the Company.

Liquidity and Capital Resources

Net cash used in operating activities was $4.9 million during the three months ended September 30, 2012 compared to $6.8 million used in operating activities for the same three months in 2011. The change in cash flow from operating activity can be attributed primarily to the timing and payment of liabilities which were offset, in part, by a lower net loss in 2012.

Our investing activities provided $21.8 million in cash during the three months ended September 30, 2012 compared to $8.8 million used for the same three months in 2011. The change is primarily due to a reduction in our overall cash position and timing of new purchases and maturity of our marketable securities.

Approximately $23,000 in cash was provided by financing activities during the three months ended September 30, 2012 as a result of proceeds from stock options exercised during the period compared to $12,000 for the same three months in 2011. The change is primarily due to terminated employees exercising in-the-money stock options during the period ended September 30, 2012.

As of September 30, 2012, we had $85.5 million in cash, cash equivalents and marketable securities. If we do not dissolve and liquidate our assets, and notwithstanding the factors listed below, we believe our cash, cash equivalents and marketable securities are sufficient for at least the next 12 months. If we do not dissolve and liquidate our assets, our future capital requirements, cash flows, and results of operations could be affected by and will depend on many factors that are currently unknown to us, including:

- the outcome of our review and evaluation of any additional strategic alternatives;
- changes in our business strategy;
- regulatory developments or enforcement in the United States and foreign countries;
- developments or disputes concerning patents or other proprietary rights;
- changes in estimates or recommendations by securities analysts, if any cover our common stock;
- the ability to partner, sell or out-license rights to our programs on favorable terms;
- failure to secure adequate capital to fund our operations if and when needed, or the issuance of equity securities at prices below the current market price;
- litigation;
- future sales of our common stock;
- general market conditions;
- economic and other external factors or other disasters or crises;
- period-to-period fluctuations in our financial results; and
- overall fluctuations in U.S. equity markets.

If we do not dissolve and liquidate our assets, to the extent our capital resources are insufficient to meet our future capital requirements, we will need to finance our future cash needs through public or private equity offerings, collaboration agreements, debt financings or licensing arrangements. Additional funding may not be available to us on acceptable terms or at all. In addition, the terms of any financing may adversely affect the holdings or the rights of our stockholders. For example, if we raise additional funds by issuing equity securities or by selling convertible debt securities, further dilution to our existing stockholders may result. If we raise funds through licensing arrangements, we may be required to relinquish rights to our technologies or drug candidates, or grant licenses on terms that are not favorable to us.

We may elect to raise additional funds even before we need them if the conditions for raising capital are favorable. We have an effective universal shelf registration statement on Form S-3 pursuant to which we have up to $80 million of securities available for issuance.

Certain Factors That May Affect Future Results of Operations

The Securities and Exchange Commission, or SEC, encourages companies to disclose forward-looking information so that investors can better understand a company's future prospects and make informed investment decisions. This Quarterly Report on Form 10-Q contains such "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995.

Words such as "may," "anticipate," "estimate," "expects," "projects," "intends," "plans," "believes" and words and terms of similar substance used in connection with any discussion of future operating or financial performance, identify forward-looking statements. All forward-looking statements are management's present expectations of future events and are subject to a number of risks and uncertainties that could cause actual results to differ materially and adversely from those described in the forward-looking statements. These risks include, but are not limited to those set forth under the heading "Risk Factors" contained in Item 1A of our Annual Report on Form 10-K for the year ended June 30, 2012 that we have filed with the SEC , *as supplemented under the heading "Risk Factors" in Part II, Item 1A of this Quarterly Report on Form 10-Q* .

In light of these assumptions, risks and uncertainties, the results and events discussed in the forward-looking statements contained in this Quarterly Report on Form 10-Q might not occur. Stockholders are cautioned not to place undue reliance on the forward-looking statements, which speak only as of the date of this Quarterly Report on Form 10-Q. We are not under any obligation, and we expressly disclaim any obligation, to update or alter any forward-looking statements, whether as a result of new information, future events or otherwise. All subsequent forward-looking statements attributable to Myrexis, Inc. or to any person acting on its behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this section.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

We maintain a portfolio of cash, cash equivalents and short term and long term marketable securities which are subject to interest rate risk. Our investments consist primarily of highly liquid securities of various types and maturities of two years or less, with a maximum average maturity of one year. Changes in interest rates affect the fair market value of these marketable investment securities. There have been no material changes in our exposure to market risk as compared to our disclosures under Item 7A in our Annual Report on Form 10-K for the year ended June 30, 2012.

Item 4. Controls and Procedures.

(a) *Evaluation of Disclosure Controls and Procedures* . Our acting principal executive officer and principal financial officer evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended, or the Exchange Act) as of the end of the period covered by this Quarterly Report on Form 10-Q. Based on this evaluation, our acting principal executive officer and principal financial officer have concluded that our disclosure controls and procedures were effective to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms, and is accumulated and communicated to our management, including our principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

(b) *Changes in Internal Controls* . There were no changes in our internal control over financial reporting, identified in connection with the evaluation of such internal control that occurred during our last fiscal quarter that have materially affected, or are reasonably likely to materially affect our internal control over financial reporting.

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PART II - OTHER INFORMATION

Item 1. Legal Proceedings.

In the ordinary course of business, various legal claims have been asserted, and in the future may be asserted, against Myrexis. In addition, as previously disclosed, under the terms of our Separation and Distribution Agreement with our former parent Myriad Genetics, Inc. we have the obligation to indemnify Myriad Genetics with respect to certain legal claims against Myriad Genetics which we assumed in connection with our spin-out from Myriad Genetics.

Item 1A. Risk Factors.

In addition to the risk factors described in the "Risk Factors" section in our Annual Report on Form 10-K for the year ended June 30, 2012 filed with the Securities and Exchange Commission on September 13, 2012, as amended on October 29, 2012, the following risk factors should be considered in connection with the proposed liquidation and dissolution of the Company.

The amount we distribute to our stockholders in the initial liquidating distribution may be substantially less than the amount we currently estimate if the amounts of our liabilities, other obligations and expenses or claims against us are higher than we currently anticipate.

We currently estimate that we will establish a reserve of between $7 million and $12 million, which will be used to pay all expenses (including operating expenses up until the dissolution) and other known, non-contingent liabilities, and includes reasonable provision for expenses of liquidation and contingent and unknown liabilities as required by Delaware law. Based on this estimated reserve, we currently estimate that the aggregate amount of an initial liquidating distribution to stockholders will be between $72.9 million and $77.9 million, or between $2.72 to $2.91 per share, based on 26,817,294 shares of common stock outstanding as of November 2, 2012. We expect to make an initial liquidating distribution as soon as practicable following the dissolution. The amount of cash ultimately distributed to our stockholders in liquidating distributions depends on the amount of our liabilities, obligations and expenses and claims against us, and contingency reserves that we establish during the liquidation process. We have attempted to estimate reasonable reserves for such liabilities, obligations, expenses and claims against us. However, those estimates may be inaccurate. Factors that could impact our estimates include the following:

- if any of the estimates regarding the Plan of Dissolution, including the expenses to satisfy outstanding obligations, liabilities and claims during the liquidation process, are inaccurate;
- if unforeseen claims are asserted against us, we will have to defend or resolve such claims or establish a reasonable reserve before making distributions to our stockholders; and
- if the estimates regarding the expenses to be incurred in the liquidation process, including expenses of personnel required and other operating expenses (including legal, accounting and other professional fees) necessary to dissolve and liquidate the Company, are inaccurate.

If any of the foregoing occurs, the amount we initially distribute to our stockholders may be substantially less than the amount we currently estimate.

We cannot assure you of the exact amount or timing of any additional liquidating distributions to our stockholders under the Plan of Dissolution.

We currently estimate that we will establish a reserve of between $7 million and $12 million, which will be used to pay all expenses (including operating expenses up until the dissolution) and other known, non-contingent liabilities, and includes reasonable provision for expenses of liquidation and contingent and unknown liabilities as required by Delaware law. The liquidation and dissolution process is subject to numerous uncertainties, and may not result in any remaining capital for additional liquidating distributions to our stockholders following the initial liquidating distribution. The precise nature, amount and timing of any additional liquidating distribution to our stockholders will depend on and could be delayed by, among other things, sales of our non-cash assets, claim settlements with creditors, and unexpected or greater than expected expenses.

In particular, as previously disclosed, pursuant to our Separation and Distribution Agreement with our former parent, Myriad Genetics, Inc., at the time of our separation from Myriad Genetics in 2009, we assumed liability for certain pending or threatened legal matters related to the Company's business, and we are obligated to indemnify Myriad Genetics for any liability arising out of such matters, including any costs of litigating such matters. Although we do not believe that any obligation we assumed under the Separation and Distribution Agreement will result in a material liability, we cannot predict with certainty the amount or timing of such liability, if any. The Board of Directors, in consultation with its advisors, has evaluated this contingent liability, as well as other matters, in order to make a determination about reasonable amounts to reserve, which is reflected in the estimated reserve described above. Although the Board of Directors believes there is a reasonable possibility that a substantial amount of the contingency portion of the reserve will ultimately be distributed to the stockholders, Delaware law requires that the Company's Board of Directors make reasonable provision for contingent and unknown obligations in connection with a dissolution and liquidation of the Company, which requires that a portion of the Company's assets be reserved until the resolution of such matters.

If our stockholders vote against the Plan of Dissolution, it would be very difficult for us to continue our business operations.

If our stockholders do not approve the Plan of Dissolution, we would have to continue our business operations from a difficult position, in light of our announced intent to liquidate and dissolve. We are not actively conducting any clinical development programs and have generally ceased normal business operations and terminated all but ten of our employees. Prospective employees, vendors and other third parties may refuse to form relationships or conduct business with us if they do not believe we will continue to operate as a going concern.

Our Board of Directors may abandon or delay implementation of the Plan of Dissolution even if approved by our stockholders.

Even if our stockholders approve the Plan of Dissolution, our Board of Directors has reserved the right, in its discretion, to the extent permitted by Delaware law, to abandon or delay implementation of the Plan of Dissolution, in order, for example, to permit us to pursue new business opportunities or strategic transactions.

The payment of liquidating distributions, if any, to our stockholders could be delayed.

Although our Board of Directors has not established a firm timetable for liquidating distributions to our stockholders, the Board of Directors intends, subject to contingencies inherent in winding down our business, to make such liquidating distributions, if any, as promptly as practicable as creditor claims and contingent liabilities are paid or settled. However, we are currently unable to predict the precise timing of any such liquidating distributions or whether any liquidating distributions will occur at all. The timing of any such liquidating distributions will depend on and could be delayed by, among other things, the timing of sales of our non-cash assets and claim settlements with creditors. Additionally, a creditor could seek an injunction against the making of such distributions to our stockholders on the ground that the amounts to be distributed were needed to provide for the payment of our liabilities and expenses. Any action of this type could delay or substantially diminish the amount available for such distribution to our stockholders.

We will continue to incur claims, liabilities and expenses that will reduce the amount available for distribution out of the liquidation to stockholders.

Claims, liabilities and expenses from operations, such as operating costs, salaries, directors' and officers' insurance payroll and local taxes, legal, accounting and consulting fees and miscellaneous office expenses, will continue to be incurred as we wind down. These expenses will reduce the amount of assets available for ultimate distribution to stockholders.

If we fail to create an adequate contingency reserve for payment of our expenses and liabilities, each stockholder receiving liquidating distributions could be held liable for payment to our creditors of his, her or its pro rata share of amounts owed to creditors in excess of the contingency reserve, up to the amount actually distributed to such stockholder in dissolution.

If the Plan of Dissolution is approved by our stockholders, we will file a Certificate of Dissolution with the Delaware Secretary of State dissolving Myrexis, Inc. Pursuant to the Delaware General Corporation Law (the "DGCL"), we will continue to exist for three years after the Certificate of Dissolution is filed or for such longer period as the Delaware Court of Chancery shall direct, for the purpose of prosecuting and defending suits against us and enabling us gradually to close our business, to dispose of our property, to discharge our liabilities and to distribute to our stockholders any remaining assets. Under the DGCL, in the event we fail to create during this three-year period an adequate contingency reserve for payment of our expenses and liabilities, each stockholder of record as of the date of the filing of the Certificate of Dissolution, which is referred to hereinafter as the Final Record Date, could be held liable for payment to our creditors of such stockholder's pro rata share of amounts owed to creditors in excess of the contingency reserve, up to the amount actually distributed to such stockholder in dissolution.

Although the liability of any stockholder is limited to the amounts previously received by such stockholder from us (and from any liquidating trust or trusts) pursuant to the Plan of Dissolution, this means that a stockholder could be required to return all liquidating distributions previously made to such stockholder and receive nothing from us under the Plan of Dissolution. Moreover, in the event a stockholder has paid taxes on amounts previously received, a repayment of all or a portion of such amount could result in a stockholder incurring a net tax cost if the stockholder's repayment of an amount previously distributed does not cause a commensurate reduction in taxes payable. While we will endeavor to make adequate reserves for all known, contingent, and unknown liabilities, there is no guarantee that the reserves established by us will be adequate to cover all such expenses and liabilities.

No further stockholder approval will be required.

Approval of the Plan of Dissolution and the actions contemplated thereby requires the affirmative vote of a majority of the votes cast at a meeting of stockholders duly called at which a quorum is present. If our stockholders approve the Plan of Dissolution, we will be authorized to cease operations, sell, license or otherwise dispose of our non-cash assets and dissolve the Company and its subsidiaries without further approval of our stockholders, unless required to do so by Delaware law.

We intend to have our common stock delisted from the NASDAQ Global Market and our stock transfer books closed at the close of business on the date we file the Certificate of Dissolution with the Delaware Secretary of State, after which it will not be possible for stockholders to publicly trade our stock.

We will request that our common stock be delisted from the NASDAQ Global Market at the close of business on the date we file the Certificate of Dissolution with the Delaware Secretary of State and intend to close our stock transfer books and discontinue recording transfers of our common stock at that time. Thereafter, certificates representing our common stock will not be assignable or transferable on our books except by will, intestate succession or operation of law. The proportionate interests of all of our stockholders will be fixed on the basis of their respective stock holdings at the close of business on the Final Record Date, and, after the Final Record Date, any distributions made by us will be made solely to the stockholders of record at the close of business on the Final Record Date, except as may be necessary to reflect subsequent transfers recorded on our books as a result of any assignments by will, intestate succession or operation of law. It is possible that the trading of our common stock on the NASDAQ Global Market will effectively terminate before the Final Record Date if we are unable to meet NASDAQ's requirements for continued listing.

We will continue to incur the expenses of complying with public company reporting requirements.

We have an obligation to continue to comply with the applicable reporting requirements of the Exchange Act even though compliance with such reporting requirements is economically burdensome. In order to curtail expenses, we intend, after filing our Certificate of Dissolution, to seek relief from the SEC from the reporting requirements under the Exchange Act. However, the SEC may not grant any such relief, in which case we would be required to continue to bear the expense of being a public reporting company until at least the filing of our Annual Report on Form 10-K for the year ending June 30, 2013.

Our Board of Directors may at any time turn management of the liquidation over to a third party, and some or all of our directors may resign from our Board of Directors at any time.

Our Board of Directors may at any time turn our management over to a third party to complete the liquidation of our remaining assets and distribute the available proceeds to our stockholders, and some or all of our directors may resign from our Board of Directors at any time. If management is turned over to a third party and all of our directors resign from our Board of Directors, the third party would have sole control over the liquidation process, including the sale or distribution of any remaining assets.

If we decide to use a liquidating trust, interests of our stockholders in such a trust may not be transferable.

The interests of our stockholders in a liquidating trust set up by us may not be transferable, which could adversely affect your ability to realize the value of such interests. Even if transferable, the interests are not expected to be listed on a national securities exchange, and the extent of any trading market therein cannot be predicted. Moreover, the interests may not be accepted by commercial lenders as security for loans as readily as more conventional securities with established trading markets. In addition, as stockholders will be deemed to have received a liquidating distribution equal to their pro rata share of the value of the net assets distributed to an entity which is treated as a liquidating trust for tax purposes, the distribution of non-transferable interests would result in tax liability to the interest holders without their being readily able to realize the value of such interest to pay such taxes or otherwise.

Stockholders may not be able to recognize a loss for U.S. federal income tax purposes until they receive a final distribution from us.

As a result of our dissolution and liquidation, for U.S. federal income tax purposes, our stockholders generally will recognize gain or loss equal to the difference between (1) the sum of the amount of cash and the fair market value (at the time of distribution) of property, if any, distributed to them, and (2) their tax basis for their shares of our common stock. Liquidating distributions pursuant to the Plan of Dissolution may occur at various times and in more than one tax year. Any loss generally will be recognized by a stockholder only when the stockholder receives our final liquidating distribution to stockholders, and then only if the aggregate value of all liquidating distributions with respect to a share is less than the stockholder's tax basis for that share. Stockholders are urged to consult their own tax advisors as to the specific tax consequences to them of our dissolution and liquidation pursuant to the Plan of Dissolution.

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

None.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

None.

Item 6. Exhibits.

(a) *Exhibits*

2.1 Plan of Complete Liquidation and Dissolution of Myrexis, Inc. Incorporated by reference to Exhibit 2.1 to the Registrant's Current Report on Form 8-K filed November 9, 2012 (File No. 001-34275).

10.1 Retention Bonus Agreement by and between Myrexis, Inc. and Andrea Kendell, entered into effective July 2, 2012.

31.1	Certification of principal executive officer under Section 302(a) of the Sarbanes-Oxley Act of 2002.
31.2	Certification of principal financial officer under Section 302(a) of the Sarbanes-Oxley Act of 2002.
32.1	Certifications of the principal executive officer and the principal financial officer under Section 906 of the Sarbanes-Oxley Act of 2002.
101*	The following materials from Myrexis, Inc.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 2012, formatted in XBRL (eXtensible Business Reporting Language): (i) the Unaudited Balance Sheets as of September 30, 2012 and June 30, 2012, (ii) the Unaudited Statements of Operations and Comprehensive Loss for the three months ended September 30, 2012 and 2011, (iii) the Unaudited Statements of Cash Flows for the three months ended September 30, 2012 and 2011, and (iv) Notes to Unaudited Financial Statements.

* Users of the XBRL data are advised pursuant to Rule 406T of Regulation S-T that this interactive data file is deemed not filed or part of a registration statement or prospectus for purposes of sections 11 or 12 of the Securities Act of 1933, is deemed not filed for purposes of section 18 of the Securities Exchange Act of 1934, and otherwise is not subject to liability under these sections.

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SIGNATURES

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

MYREXIS, INC.

Date: November 9, 2012

By: /s/ DAVID W. GRYSKA
David W. Gryska
Acting President and Chief Executive Officer, Chief Operating Officer
(principal executive officer)

Date: November 9, 2012

By: /s/ ANDREA KENDELL
Andrea Kendell
Chief Financial Officer
(principal accounting and financial officer)

Exhibit 10.1

RETENTION BONUS AGREEMENT

This Retention Bonus Agreement (the "Agreement"), entered into effective July 2, 2012, is by and between Andrea Kendell ("Executive") and Myrexis, Inc. ("Company"), located at 305 Chipeta Way, Salt Lake City, Utah 84108.

WHEREAS, the Company and the Executive are parties to that certain Executive Severance and Change in Control Agreement dated September 22, 2011 (the "Severance Agreement");

WHEREAS, the Company has made the determination to suspend further development activities;

WHEREAS, the Company will continue to need the services of the Executive in order to maximize Company value for its shareholders; and

WHEREAS, in order to incentivize the Executive to continue her services to the Company, the Company desires to enter into this Agreement with the Executive providing certain benefits to the Executive if she continues in the employ of the Company;

NOW THEREFORE, the Company and the Executive, in exchange for the mutual promises and covenants and other consideration herein, hereby agree as follows:

1. **Retention Bonus** . If Executive does not resign other than for Good Reason (as such term is defined in the Severance Agreement) and is not terminated for Cause (as such term is defined in the Severance Agreement) prior to November 10, 2013, the Company will pay to the Executive a retention bonus in an amount equal to $100,000 (the "Retention Bonus") on the earlier of (i) November 10, 2013, and (ii) the date the Executive's employment is terminated by the Company without Cause or the Executive's resignation for Good Reason. The Retention Bonus will be paid to the Executive in one lump-sum amount.

2. **Conditions to Payment** . In the event that the Retention Bonus is payable prior to November 10, 2013 as result of the termination of the Executive's employment by the Company without Cause or by the Executive for Good Reason, payment of the Retention Bonus is conditioned upon Executive's execution of the general release of claims as set forth under Section 4.4 of the Severance Agreement, provided however, that if the period in which the Executive must execute the general release of claims begins in one taxable year of the Executive and ends in another taxable year, the payment will be made in the later taxable year.

3. **Section 409A** . If any of the benefits in this Agreement payable in connection with the Executive's termination of employment constitute "non-qualified deferred compensation" subject to Section 409A of the Internal Revenue Code of 1986, as amended (the "Code"), then any termination of the Executive's employment triggering payment of benefits must constitute a "separation from service" under Section 409A (a)(2)(A)(i) of the Code and Treas. Reg. §1.409A-1(h) before distribution of such benefits can commence. To the extent that the termination of the Executive's employment does not constitute a separation of service under Section 409A(a)(2)(A)(i) of the Code and Treas. Reg. §1.409A-1 (h) (as the result of further services that are reasonably anticipated to be provided by the Executive to the Company at the time the Executive's employment terminates), any benefits payable under this Agreement that constitute non-qualified deferred compensation under Section 409A shall be delayed until after the date of a subsequent event constituting a separation of service under Section

409A(a)(2)(A)(i) of the Code and Treas. Reg. §1.409A-1(h). For purposes of clarification, this paragraph shall not cause any forfeiture of benefits on the Executive's part, but shall only act as a delay until such time as a "separation from service" occurs. If the Executive is a "specified employee" (as that term is used in Section 409A and regulations and other guidance issued thereunder) on the date her separation from service becomes effective, any benefits payable under this Agreement that constitute non-qualified deferred compensation subject to Section 409A and payable upon a separation of service shall be delayed until the earlier of (A) the business day following the six-month anniversary of the date her separation from service becomes effective, and (B) the date of the Executive's death, but only to the extent necessary to avoid the adverse tax consequences and penalties under Section 409A. On the earlier of (A) the business day following the six-month anniversary of the date her separation from service becomes effective, and (B) the Executive's death, the Company shall pay the Executive in a lump sum the aggregate value of the non-qualified deferred compensation that the Company otherwise would have paid the Executive prior to that date under this Agreement. It is intended that the payment provided under this Agreement shall be treated as a separate "payment" for purposes of Section 409A and neither the Company nor the Executive shall have the right to accelerate or defer the delivery of any such payment except to the extent specifically permitted or required by Section 409A.

4. **Entire Agreement**. This Agreement contains the entire agreement and understanding of the Company and Executive concerning the payment of a retention bonus and this Agreement supersedes and replaces all prior negotiations, proposed agreements, agreements or representations whether written or oral concerning the payment of a retention bonus. The parties agree and acknowledge that neither the Company nor the Executive, including any agent or attorney of either, has made any representation, guarantee or promise whatsoever not contained in this Agreement to induce the other to execute this Agreement, and neither party is relying on any representations, guarantee, or promise not contained in this Agreement in entering into this Agreement. Notwithstanding the foregoing, this Agreement does not supersede or replace the Severance Agreement.

5. **Modifications**. There may be no modification of this Agreement except in writing signed by both parties. If any of the provisions of this Agreement are found null, void, or inoperative, for any reason, the remaining provisions will remain in full force and effect.

6. **Choice of Law**. This Agreement and the rights and obligations hereunder shall be governed by, and construed and interpreted in all respects in accordance with, the substantive laws of the State of Utah.

7. **Disputes**. All claims by the Executive for payment under this Agreement shall be directed to and determined by the Board of Directors of the Company and shall be in writing. Any denial by the Board of Directors of a claim for payment under this Agreement shall be delivered to the Executive in writing and shall set forth the specific reasons for the denial and the specific provisions of the Agreement relied upon. The Board of Directors shall afford a reasonable opportunity for the Executive for a review of the decision denying a claim. Any further dispute or controversy arising under or in connection with this Agreement shall be settled exclusively by arbitration in Salt Lake City, Utah, in accordance with the rules of the American Arbitration Association then in effect. Judgment may be entered on the arbitrator's award in any court having jurisdiction. The prevailing party in any action or proceeding between the Company and Employee, whether by suit, arbitration, or otherwise, as to the rights or obligations under this Agreement shall be entitled to all costs incurred in connection therewith, including reasonable attorneys' fees and expert fees.

IN WHITNESS WHEREOF, the parties hereto have executed this Agreement as of the date and year first set forth above.

MYREXIS, INC.

/s/ Gerald P. Belle
By: Gerald P. Belle
Chairman of the Board

EXECUTIVE

/s/ Andrea Kendell
Andrea Kendell

Exhibit 31.1

CERTIFICATIONS UNDER SECTION 302

I, David W. Gryska, certify that:

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

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

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

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

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

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

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

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

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

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

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

Date: November 9, 2012

/s/ D AVID W. G RYSKA

David W. Gryska
Acting President and Chief Executive Officer, Chief Operating Officer
(principal executive officer)

Exhibit 31.2

CERTIFICATIONS UNDER SECTION 302

I, Andrea Kendell, certify that:

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

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

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

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

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

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

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

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

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

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

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

Date: November 9, 2012

/s/ A NDREA K ENDELL
Andrea Kendell
Chief Financial Officer
(principal accounting and financial officer)

Exhibit 32.1

CERTIFICATIONS UNDER SECTION 906

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code), each of the undersigned officers of Myrexis, Inc., a Delaware corporation (the "Company"), does hereby certify, to such officer's knowledge, that:

The Quarterly Report on Form 10-Q for the period ended September 30, 2012 (the "Form 10-Q") of the Company fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, and the information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: November 9, 2012

/s/ D AVID W. G RYSKA
David W. Gryska
Acting President and Chief Executive Officer, Chief Operating Officer
(principal executive officer)

Dated: November 9, 2012

/s/ A NDREA K ENDELL
Andrea Kendell
Chief Financial Officer
(principal accounting and financial officer)

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.