STEELCASE INC
Form 10-Q
December 23, 2014
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

þ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended November 28, 2014

or

o 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 1-13873

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

Michigan	38-0819050
(State or other jurisdiction of incorporation or organization)	(I.R.S. employer identification no.)
901 44th Street SE Grand Rapids, Michigan (Address of principal executive offices)	49508 (Zip Code)

(Registrant's telephone number, including area code) (616) 247-2710
None
(Former name, former address and former fiscal year, if changed since last report)

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

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 þ No o

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 þ Accelerated filer o Non-accelerated filer o Smaller reporting company o
(Do not check if a 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 o No þ

As of December 18, 2014, Steelcase Inc. had 88,967,074 shares of Class A Common Stock and 32,500,413 shares of Class B Common Stock outstanding.

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STEELCASE INC.
FORM 10-Q

FOR THE QUARTERLY PERIOD ENDED NOVEMBER 28, 2014

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements:

STEELCASE INC.
CONDENSED CONSOLIDATED STATEMENTS OF INCOME (Unaudited)
(in millions, except per share data)

	Three Months Ended		Nine Months Ended	
	November 28, 2014	November 22, 2013	November 28, 2014	November 22, 2013
Revenue	$800.0	$784.8	$2,309.8	$2,209.5
Cost of sales	549.0	541.1	1,589.6	1,511.7
Restructuring costs	36.1	0.9	31.8	1.0
Gross profit	214.9	242.8	688.4	696.8
Operating expenses	194.9	189.8	578.2	563.8
Goodwill and intangible asset impairment charges	—	12.9	—	12.9
Restructuring costs	1.3	0.8	2.3	8.4
Operating income	18.7	39.3	107.9	111.7
Interest expense	(4.5)	(4.4)	(13.3)	(13.3)
Investment income (expense)	0.3	0.6	1.2	(0.6)
Other income, net	2.3	3.0	9.0	4.8
Income before income tax expense	16.8	38.5	104.8	102.6
Income tax expense	5.0	15.5	41.5	38.8
Net income	$11.8	$23.0	$63.3	$63.8
Earnings per share:				
Basic	$0.09	$0.18	$0.51	$0.51
Diluted	$0.09	$0.18	$0.50	$0.50
Dividends declared and paid per common share	$0.105	$0.10	$0.315	$0.30

See accompanying notes to the condensed consolidated financial statements.

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STEELCASE INC.
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (Unaudited)
(in millions)

	Three Months Ended		Nine Months Ended	
	November 28, 2014	November 22, 2013	November 28, 2014	November 22, 2013
Net income	$11.8	$23.0	$63.3	$63.8
Other comprehensive income (loss), net:				
Unrealized gain on investments	—	—	—	0.2
Pension and other post-retirement liability adjustments	(3.0)	(1.4)	(5.6)	(3.8)
Derivative adjustments	0.1	—	0.1	—
Foreign currency translation adjustments	(7.5)	2.9	(9.1)	2.1
Total other comprehensive income (loss), net	(10.4)	1.5	(14.6)	(1.5)
Comprehensive income	$1.4	$24.5	48.7	62.3

See accompanying notes to the condensed consolidated financial statements.

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STEELCASE INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(in millions)

	(Unaudited) November 28, 2014	February 28, 2014
ASSETS		
Current assets:		
Cash and cash equivalents	$128.8	$201.8
Short-term investments	87.4	119.5
Accounts receivable, net of allowanct-size: 1pt">		

(1) Includes revenue from products we are no longer selling, revenue reduction for promotional costs to a wholesaler, grant revenue and other miscellaneous revenue.

(2) The sum of the individual amounts may not agree due to rounding.

(3) Each $1.00 increase or decrease in the assumed initial public offering price of $15.00 per share would increase or decrease, as applicable, our cash and cash equivalents, working capital, total assets and total shareholders equity by approximately $5.8 million, assuming the number of shares offered by us, as set forth on the cover page of this prospectus, remains the same and after deducting estimated underwriting discounts and commissions payable by us.

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Risk factors

Investing in our common stock involves a high degree of risk. You should carefully consider the following risks, together with all of the information included in this prospectus, before investing in our common stock. If any of the following risks were to occur, our business, financial condition and results of operations could be materially and adversely affected. In that case, the trading price of our common stock could decline, and you might lose all or part of your investment.

RISKS RELATED TO OUR BUSINESS

Our Caldolor product candidate has not been approved for sale and may never be successfully commercialized.

We anticipate that a substantial portion of our future growth will come from sales of our Caldolor product candidate. However, Caldolor has not been approved for marketing by the U.S. Food and Drug Administration, or FDA, and it is still subject to risks associated with its clinical development.

Caldolor is undergoing a clinical program to test its efficacy and safety. Delays associated with this program, which can result from unforeseen issues, FDA interventions, problems with enrolling patients and other reasons, could significantly delay commercial launch and affect our product development costs. Moreover, results from these clinical studies may not be as favorable as the results we obtained in prior, completed studies.

We are pursuing FDA approval of Caldolor. The FDA may decline to accept our application. If the FDA declines our application for approval, it may require that we conduct additional studies and submit additional data prior to resubmitting the application. If the FDA accepts and reviews the application, it may still require that we conduct additional studies or submit other data. Conducting studies and collecting, analyzing and submitting necessary data can be time-consuming and expensive. The FDA may not act on our application during the timeframe that we expect. Moreover, the FDA might not approve our application, in which event we would not be able to sell Caldolor in the U.S., or it might approve Caldolor for only limited uses, in which event the market for this product could be significantly reduced, adversely affecting our commercial opportunity. In addition, new government regulations could prevent or delay regulatory approval of Caldolor.

Caldolor, which is injectable ibuprofen, is a non-steroidal anti-inflammatory drug, or NSAID. The widespread use of NSAIDs has meant that the adverse effects of these relatively safe drugs have become increasingly prevalent. The two main adverse drug reactions associated with NSAIDs relate to the gastrointestinal tract and the kidneys. Recent studies suggest there may also be a risk of cardiovascular adverse effects associated with NSAIDs. While we have studied and continue to study the safety of Caldolor in our clinical trials, the FDA may require additional safety data be collected prior to or after any approval of the product.

Even if Caldolor is successfully developed and approved by the FDA, it may never gain significant acceptance in the marketplace and therefore never generate substantial revenue or profits for us. Physicians may determine that existing drugs are adequate to address patients needs. For example, oral non-narcotic pain and fever reducers, as well as narcotic IV pain relievers, are widely available and commonly prescribed. If physicians determine that Caldolor is safe and effective, it will still compete, on a patient-by-patient and physician-by-physician basis, with other therapeutic alternatives. Additionally, we are aware of other companies developing products that would address the same market that we are targeting for Caldolor. The extent to which Caldolor will be reimbursed by the U.S. government or third-party payors is also currently unknown, and reimbursement levels of Caldolor compared to those of other competitive drugs will also affect the level of market acceptance.

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Risk factors

As a result of the foregoing and other factors, we do not know the extent to which Caldolor will contribute to our future growth.

Sales of Acetadote and Kristalose currently generate almost all of our revenues. An adverse development regarding either of these products could have a material and adverse impact on our future revenues and profitability.

A number of factors may impact the effectiveness of our marketing and sales activities and the demand for our products, including:

Ø The prices of Acetadote and Kristalose relative to other drugs or competing treatments;

Ø Any unfavorable publicity concerning us, Acetadote or Kristalose, or the markets for these products such as information concerning product contamination or other safety issues in either of our product markets, whether or not directly involving our products;

Ø Perception by physicians and other members of the healthcare community of the safety or efficacy of Acetadote, Kristalose or competing products;

Ø Regulatory developments related to our marketing and promotional practices or the manufacture or continued use of Acetadote or Kristalose;

Ø The inability of the orphan drug designation of Acetadote (under which the FDA granted seven years marketing exclusivity for intravenous treatment of moderate to severe acetaminophen overdose) to prevent development and marketing of a different product that competes with Acetadote;

Ø Changes in intellectual property protection available for Acetadote or Kristalose or competing treatments;

Ø The availability and level of third-party reimbursement for sales of Acetadote and Kristalose; and

Ø The continued availability of adequate supplies of Acetadote and Kristalose to meet demand.

If demand for either Acetadote or Kristalose weakens, our revenues and profitability will likely decline.

Known adverse effects of our marketed products are documented in product labeling, including the product package inserts, medical information disclosed to medical professionals, and all marketing related materials. No unforeseen or serious adverse effects outside of those specified in current product labeling have been directly attributed to our approved products. The most frequently reported adverse events attributed to Acetadote include rash, urticaria (hives) and pruritus (itching), and anaphylactoid reactions. The most frequently reported adverse events attributed to Kristalose, and reported to us, include flatulence and nausea.

If any manufacturer we rely upon fails to produce our products and product candidates in the amounts we require on a timely basis, or fails to comply with stringent regulations applicable to pharmaceutical drug manufacturers, we may face delays in the commercialization of Caldolor, or may be unable to meet demand for

the product supplied by the manufacturer and may lose potential revenues.

We do not manufacture any of our products or product candidates, and we do not currently plan to develop any capacity to do so. Our dependence upon third parties for the manufacture of products could adversely affect our profit margins or our ability to develop and deliver products on a timely and competitive basis. If for any reason we are unable to obtain or retain third-party manufacturers on commercially acceptable terms, we may not be able to sell our products as planned. Furthermore, if we encounter delays or difficulties with contract manufacturers in producing our products, the distribution, marketing and subsequent sales of these products could be adversely affected. In either event, we may

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choose to or need to seek an alternative source of supply for, or abandon, a product line or sell a product line on unsatisfactory terms. We have agreements with Bioniche Teoranta, or Bioniche, and with Bayer Healthcare, LLC, or Bayer, for the manufacture and supply of Acetadote. Our agreement with Bioniche requires us to purchase minimum amounts of Acetadote.

We also have minimum purchase obligations under our Kristalose supply agreement with Inalco S.p.A. and Inalco Biochemicals, Inc., or collectively Inalco. If our purchase obligations exceed demand for our products, we may be forced to either breach our contract with that manufacturer or purchase a supply of the product that we may be unable to sell. Our contract with Bioniche extends until 2011, and our contract with Inalco extends until 2021.

On February 2, 2007, Mayne Pharma Pty. Ltd., our primary manufacturer of Caldolor, was acquired by Hospira Australia Pty. Ltd., or Hospira. If Hospira encounters integration problems or if we have disagreements with Hospira, with whom we have not collaborated in the past, our supply of Caldolor from Hospira could be interrupted. Our agreement with Bayer also provides for the manufacture and supply of Caldolor.

Caldolor is manufactured primarily at a facility in Australia and Acetadote is manufactured primarily at a facility in Ireland. Bayer s manufacturing plant in Kansas is an alternative manufacturing source for Acetadote and Caldolor. The active pharmaceutical ingredient for Kristalose is manufactured at a single facility in Italy. If any one of these facilities is damaged or destroyed, or if local conditions result in a work stoppage, we could suffer a delay or suspension of clinical trials, in the case of Caldolor, or an inability to meet demand, in the case of our marketed products. Kristalose is manufactured through a complex process involving trade secrets of the manufacturer; therefore, it would be particularly difficult to find a new manufacturer of Kristalose on an expedited basis. As a result of these factors, our ability to manufacture Kristalose may be substantially impaired if the manufacturer is unable or unwilling to supply sufficient quantities of the product.

In addition, all manufacturers of our products and product candidates must comply with current good manufacturing practices, referred to as cGMP, enforced by the FDA through its facilities inspection program. These requirements include quality control, quality assurance and the maintenance of records and documentation. Manufacturers of our product candidates may be unable to comply with cGMP requirements and with other FDA, state and foreign regulatory requirements. We have no control over our manufacturers compliance with these regulations and standards. If our third-party manufacturers do not comply with these requirements, we could be subject to:

Ø fines and civil penalties;

Ø suspension of production or distribution;

Ø suspension or delay in product approval;

Ø product seizure or recall; and

Ø withdrawal of product approval.

We are dependent on a variety of other third parties. If these third parties fail to perform as we expect, our operations could be disrupted and our financial results could suffer.

We have a relatively small internal infrastructure. We rely on a variety of third parties, other than our third-party manufacturers, to help us operate our business. Other third parties on which we rely include:

Ø Cardinal Health Specialty Pharmaceutical Services, a logistics and fulfillment company and business unit of Cardinal, which warehouses and ships both Kristalose and Acetadote;

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Ø Inventiv Commercial Services, LLC, which provides a field sales force that is the primary selling team for Kristalose; and

Ø Vanderbilt University and the Tennessee Technology Development Corporation, co-owners with us of Cumberland Emerging Technologies, Inc., or CET, and the universities that collaborate with us in connection with CET s research and development programs.

If these third parties do not continue to provide services to us, or collaborate with us, we might not be able to obtain others who can serve these functions. This could disrupt our business operations, delay completion of clinical trials, regulatory approval and market launch of Caldolor or any future product candidate, increase our operating expenses and otherwise adversely affect our operating results.

If we are unable to maintain and build an effective sales and marketing infrastructure, we will not be able to commercialize and grow our products and product candidates successfully.

Historically, we have relied on Cardinal to provide sales representatives to promote our products. In 2007, we exercised an option under our agreement with Cardinal to convert the hospital sales force for our products to Cumberland employees. This conversion was completed in January 2007. Our ability to maintain and increase our revenues and profitability, particularly in the near term, will depend on our ability to address any issues or inefficiencies that arise from transitioning this sales force from Cardinal employees to our employees.

As we grow, we may not be able to secure sales personnel or organizations that are adequate in number or expertise to successfully market and sell our products. This risk would be accentuated if we acquire products in areas outside of acute care/emergency medicine and gastroenterology, since our sales forces specialize in these areas. If we are unable to expand our sales and marketing capability or any other capabilities necessary to commercialize our products and product candidates, we will need to contract with third parties to market and sell our products. If we are unable to establish and maintain adequate sales and marketing capabilities:

Ø we may not be able to increase our product revenue;

Ø we may generate increased expenses; and

Ø we may not continue to be profitable.

Competitive pressures could reduce our revenues and profits.

The pharmaceutical industry is intensely competitive. Our strategy is to target differentiated products in specialized markets. However, this strategy does not relieve us from competitive pressures, and can entail distinct competitive risks. For example, a new entrant into a smaller market could have a disproportionately large impact on others in the market. In addition, certain of our competitors do not aggressively promote their products in our markets. A relatively modest increase in promotional activity in our markets could result in large shifts in market share, adversely affecting us.

Kristalose competes in the U.S. with several other prescription laxative products, including Amitiza®, which is marketed by Sucampo Pharmaceuticals Inc. and Takeda Pharmaceutical Company Limited. Acetadote competes

domestically with several orally administered prescription products for treating acetaminophen overdose. We are aware of products under development, including an intravenous acetaminophen product being developed by Cadence Pharmaceuticals Inc., which could compete with Caldolor. We have limited patent protection against direct competition.

Our competitors may sell or develop drugs that are more effective and useful and less costly than ours, and they may be more successful in manufacturing and marketing their products. Many of our

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competitors have significantly greater financial and marketing resources than we do. Additional competitors may enter our markets.

The pharmaceutical industry is characterized by constant and significant investment in new product development, which can result in rapid technological change. The introduction of new products could substantially reduce our market share or render our products obsolete. The selling prices of pharmaceutical products tend to decline as competition increases, through new product introduction or otherwise, which could reduce our revenues and profitability.

Governmental and private health care payors have recently emphasized substitution of branded pharmaceuticals with less expensive generic equivalents. An increase in the sales of generic pharmaceutical products could result in a decrease in our revenues. While there are no generic equivalents competing with Caldolor, Acetadote or Kristalose at this time, in the future we could face generic competition.

Our future growth depends on our ability to identify and acquire rights to products. If we do not successfully identify and acquire rights to products and successfully integrate them into our operations, our growth opportunities would be limited.

We acquired rights to Caldolor, Acetadote and Kristalose. Our business strategy is to continue to acquire rights to FDA-approved products as well as pharmaceutical product candidates in the late stages of development. We do not plan to conduct basic research or pre-clinical product development, except to the extent of our investment in CET. We have limited resources to acquire third-party products, businesses and technologies and integrate them into our current infrastructure. Many acquisition opportunities involve competition among several potential purchasers including large multi-national pharmaceutical companies and other competitors that have access to greater financial resources than we do. In addition, our bank credit agreement requires that we obtain the consent of the bank prior to making acquisitions unless the acquisitions meet certain criteria. See Management s discussion and analysis of financial condition and results of operations Liquidity and capital resources.

With future acquisitions, we may face financial and operational risks and uncertainties, including:

Ø not realizing the expected economic return or other benefits from an acquisition;

Ø incurring higher than expected acquisition and integration costs;

Ø assuming or otherwise being exposed to unknown liabilities;

Ø developing or integrating new products that could disrupt our business and divert our management s time and attention;

Ø not being able to preserve key suppliers or distributors of any acquired products;

Ø incurring substantial debt or issuing dilutive securities to pay for acquisitions; and

Ø acquiring products that could substantially increase our amortization expenses.

We are not precluded from engaging in a large acquisition in the future, including an acquisition that entails the investment of substantially all of the proceeds from this offering. While large acquisitions potentially present large opportunities, they also could magnify the risks identified above. As of the date of this prospectus, we have no commitments or agreements regarding any potential acquisitions.

We may not be able to engage in future product acquisitions, and those we do complete may not be beneficial to us in the long term.

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Continued consolidation of distributor networks in the pharmaceutical industry as well as increases in retailer concentration may limit our ability to profitably sell our products.

We sell most of our products to large pharmaceutical wholesalers, who in turn sell to, thereby supplying, hospitals and retail pharmacies. The distribution network for pharmaceutical products has become increasingly consolidated in recent years. Today, three large wholesalers control most of the market. Further consolidation among, or any financial difficulties of, pharmaceutical wholesalers or retailers could result in the combination or elimination of warehouses, which could cause product returns to us. In addition, further consolidation or financial difficulties could also cause our customers to reduce the amounts of our products that they purchase, which would materially and adversely affect our business, financial condition and results of operations.

If governmental or third-party payors do not provide adequate reimbursement for our products, our revenue and prospects for continued profitability will be limited.

Our financial success depends, in part, on the availability of adequate reimbursement from third-party healthcare payors. Such third-party payors include governmental health programs such as Medicare and Medicaid, managed care providers and private health insurers. Third-party payors are increasingly challenging the pricing of medical products and services, while governments continue to propose and pass legislation designed to reduce the cost of healthcare. Adoption of such legislation could further limit reimbursement for pharmaceuticals. For example, in December 2003, Congress enacted a limited prescription drug benefit for Medicare beneficiaries in the Medicare Prescription Drug, Improvement, and Modernization Act of 2003. Under this program, drug prices for certain prescription drugs are negotiated by drug plans, with the goal to lower costs for Medicare beneficiaries. Future cost control initiatives could decrease the price that we would receive for any products, which would limit our revenue and profitability. In addition, legislation and regulations affecting the pricing of pharmaceuticals might change.

Reimbursement practices of third-party payors might preclude us from achieving market acceptance for our products or maintaining price levels sufficient to realize an appropriate return on our investment in product acquisition and development. If we cannot obtain adequate reimbursement levels, our business, financial condition and results of operations would be materially and adversely affected.

Formulary practices of third-party payors could adversely affect our competitive position.

Many managed health care organizations are now controlling the pharmaceutical products listed on their formulary lists. The benefit of having products listed on these formulary lists creates competition among pharmaceutical companies which, in turn, has created a trend of downward pricing pressure in our industry. In addition, many managed care organizations are pursuing various ways to reduce pharmaceutical costs and are considering formulary contracts primarily with those pharmaceutical companies that can offer a full line of products for a given therapy sector or disease state. Our products might not be included on the formulary lists of managed care organizations, and downward pricing pressure in our industry generally could negatively impact our operations.

Our CET joint initiative may not result in our gaining access to commercially viable products.

Our CET joint initiative with Vanderbilt University and Tennessee Technology Development Corporation is designed to help us investigate, in a cost-effective manner, early-stage products and

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technologies. However, we may never gain access to commercially viable products from CET for a variety of reasons, including:

Ø CET investigates early-stage products, which have the greatest risk of failure prior to FDA approval and commercialization;

Ø In some programs, we do not have pre-set rights to product candidates developed by CET. We would need to agree with CET and its collaborators on the terms of any product license to, or acquisition by, us;

Ø We rely principally on government grants to fund CET s research and development programs. If these grants were no longer available, we or our co-owners might be unable or unwilling to fund CET operations at current levels or at all;

Ø We may become involved in disputes with our co-owners regarding CET policy or operations, such as how best to deploy CET assets or which product opportunities to pursue. Disagreement could disrupt or halt product development; and

Ø CET may disagree with one of the various universities with which CET is collaborating on research. A disagreement could disrupt or halt product development.

The size of our organization and our activities are growing, and we may experience difficulties in managing growth.

As of April 1, 2009, we had 53 full-time employees, which includes 26 hospital sales force representatives and district managers. We may need to continue to expand our managerial, operational, financial and other resources in order to increase our marketing efforts with regard to our currently marketed products, continue our business development and product development activities and commercialize our product candidates. We have experienced, and may continue to experience, rapid growth in the scope of our operations in connection with the commercial launch of new products. Our financial performance will depend, in part, on our ability to manage any such growth effectively. Our management, personnel, systems and facilities currently in place may not be adequate to support this future growth.

We depend on our key personnel, the loss of whom would adversely affect our operations. If we fail to attract and retain the talent required for our business, our business will be materially harmed.

We are a relatively small company, and we depend to a great extent on principal members of our management and scientific staff. If we lose the services of any key personnel, in particular, A.J. Kazimi, our Chief Executive Officer, it could have a material adverse effect on our business prospects. We currently have a key man life insurance policy covering the life of Mr. Kazimi. We have entered into agreements with each of our employees that contain restrictive covenants relating to non-competition and non-solicitation of our customers and suppliers for one year after termination of employment. Nevertheless, each of our officers and key employees may terminate his or her employment at any time without notice and without cause or good reason, and so as a practical matter these agreements do not guarantee the continued service of these employees. Our success depends on our ability to attract and retain highly qualified scientific, technical and managerial personnel and research partners. Competition among pharmaceutical companies for qualified employees is intense, and we may not be able to retain existing personnel or attract and retain qualified staff in the future. If we experience difficulties in hiring and retaining personnel in key

positions, we could suffer from delays in product development, loss of customers and sales and diversion of management resources, which could adversely affect operating results.

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We face potential product liability exposure, and if successful claims are brought against us, we may incur substantial liability for a product or product candidate and may have to limit its commercialization.

We face an inherent risk of product liability lawsuits related to the testing of our product candidates and the commercial sale of our products. An individual may bring a liability claim against us if one of our product candidates or products causes, or appears to have caused, an injury. If we cannot successfully defend ourselves against the product liability claim, we may incur substantial liabilities. Liability claims may result in:

Ø decreased demand for our products;

Ø injury to our reputation;

Ø withdrawal of clinical trial participants;

Ø significant litigation costs;

Ø substantial monetary awards to or costly settlement with patients;

Ø product recalls;

Ø loss of revenue; and

Ø the inability to commercialize our product candidates.

We are highly dependent upon medical and patient perceptions of us and the safety and quality of our products. We could be adversely affected if we or our products are subject to negative publicity. We could also be adversely affected if any of our products or any similar products sold by other companies prove to be, or are asserted to be, harmful to patients. Also, because of our dependence upon medical and patient perceptions, any adverse publicity associated with illness or other adverse effects resulting from the use or misuse of our products or any similar products sold by other companies could have a material adverse impact on our results of operations.

We have product liability insurance that covers our clinical trials and the marketing and sale of our products up to a $10 million annual aggregate limit, subject to specified deductibles. Our current or future insurance coverage may prove insufficient to cover any liability claims brought against us. Because of the increasing costs of insurance coverage, we may not be able to maintain insurance coverage at a reasonable cost or obtain insurance coverage that will be adequate to satisfy any liability that may arise.

We have never paid cash dividends on our capital stock, and we do not anticipate paying any cash dividends in the foreseeable future.

We have never paid cash dividends on our capital stock. We do not anticipate paying cash dividends to our shareholders in the foreseeable future. The availability of funds for distributions to shareholders will depend substantially on our earnings. Furthermore, our loan agreement places certain restrictions on payment of dividends. Even if we become able to pay dividends in the future, we expect that we would retain such earnings to enhance

capital and/or reduce long-term debt.

RISKS RELATING TO GOVERNMENT REGULATION

We are subject to stringent government regulation. All of our products face regulatory challenges.

Virtually all aspects of our business activities are regulated by government agencies. The manufacturing, processing, formulation, packaging, labeling, distribution, promotion and sampling, and advertising of

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our products, and disposal of waste products arising from such activities, are subject to governmental regulation. These activities are regulated by one or more of the FDA, the Federal Trade Commission, or the FTC, the Consumer Product Safety Commission, the U.S. Department of Agriculture and the U.S. Environmental Protection Agency, or the EPA, as well as by comparable agencies in foreign countries. These activities are also regulated by various agencies of the states and localities in which our products are sold. For more information, see Business Government Regulation.

Like all pharmaceutical manufacturers, we are subject to regulation by the FDA under the authority of the Federal Food, Drug and Cosmetic Act, or the FDC Act. All new drugs must be the subject of an FDA-approved new drug application, or NDA, before they may be marketed in the U.S. The FDA has the authority to withdraw existing NDA approvals and to review the regulatory status of products marketed under the enforcement policy. The FDA may require an approved NDA for any drug product marketed under the enforcement policy if new information reveals questions about the drug s safety and effectiveness. All drugs must be manufactured in conformity with cGMP, and drug products subject to an approved NDA must be manufactured, processed, packaged, held and labeled in accordance with information contained in the NDA. Since we rely on third parties to manufacture our products, cGMP requirements directly affect our third party manufacturers and indirectly affect us. The manufacturing facilities of our third-party manufacturers are continually subject to inspection by such governmental agencies, and manufacturing operations could be interrupted or halted in any such facilities if such inspections prove unsatisfactory. Our third-party manufacturers are subject to periodic inspection by the FDA to assure such compliance.

Pharmaceutical products must be distributed, sampled and promoted in accordance with FDA requirements. The FDA also regulates the advertising of prescription drugs. The FDA has the authority to request post-approval commitments that can be time-consuming and expensive to comply with.

Under the FDC Act, the federal government has extensive enforcement powers over the activities of pharmaceutical manufacturers to ensure compliance with FDA regulations. Those powers include, but are not limited to, the authority to initiate court action to seize unapproved or non-complying products, to enjoin non-complying activities, to halt manufacturing operations that are not in compliance with cGMP, and to seek civil monetary and criminal penalties. The initiation of any of these enforcement activities, including the restriction or prohibition on sales of our products, could materially adversely affect our business, financial condition and results of operations.

Any change in the FDA s enforcement policy could have a material adverse effect on our business, financial condition and results of operations.

We cannot determine what effect changes in regulations or statutes or legal interpretation, when and if promulgated or enacted, may have on our business in the future. Such changes could, among other things, require:

Ø changes to manufacturing methods;

Ø expanded or different labeling;

Ø recall, replacement or discontinuance of certain products;

Ø additional record keeping; and

Ø expanded documentation of the properties of certain products and scientific substantiation.

Such changes, or new legislation, could have a material adverse effect on our business, financial condition and results of operations.

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RISKS RELATING TO INTELLECTUAL PROPERTY

Our strategy to secure and extend marketing exclusivity or patent rights may provide only limited protection from competition.

We seek to secure and extend marketing exclusivity for our products through a variety of means, including FDA exclusivity and patent rights. Acetadote has been designated as an orphan drug and is indicated to prevent or lessen hepatic (liver) injury when administered intravenously within eight to ten hours after ingesting quantities of acetaminophen that are potentially toxic to the liver. The FDA is authorized to grant orphan drug designation to drugs intended to treat a rare disease or condition. If a product that has orphan drug designation subsequently receives the first FDA approval for the disease for which it has such designation, the product is entitled to orphan drug exclusivity, which means that the FDA may not approve any other applications to market another drug using the same active ingredients for the same indication, except in very limited circumstances, for seven years. To this extent, Acetadote is protected until 2011 against competition from another drug using the same active ingredient to treat the same indication. Orphan drug marketing exclusivity does not, however, protect a drug from competition by a different drug marketed for the same indications.

We do not have composition of matter or use patents for our marketed products. We do have a U.S. patent, No. 6,727,286, and some related international patents, which are directed to ibuprofen solution formulations, methods of making the same, and methods of using the same, and which are related to our formulation and manufacture of Caldolor. We have applied for additional U.S. and international patent protection for our invention related to ibuprofen solution formulations, methods of making the same, and methods of using the same, but those applications may not result in issued patents. Additionally, the active ingredient in Caldolor ibuprofen is in the public domain, and if a competitor were to develop a sufficiently distinct formulation, it could develop and seek FDA approval for an ibuprofen product that competes with Caldolor. Following successful completion of our clinical studies, we also plan to seek three-year marketing exclusivity for Caldolor.

Inalco manufactures Kristalose and owns two U.S. patents, Nos. 5,003,061 and 5,480,491, related to the manufacture of Kristalose. These patents are not directed to the composition or use of Kristalose and do not prevent a competitor from developing a formulation and developing and seeking FDA approval for a product that competes with Kristalose.

While we consider patent protection when evaluating product acquisition opportunities, any products we acquire in the future may not have significant patent protection. Neither the U.S. Patent and Trademark Office nor the courts have a consistent policy regarding the breadth of claims allowed or the degree of protection afforded under many pharmaceutical patents. Patent applications in the U.S. and many foreign jurisdictions are typically not published until 18 months following the filing date of the first related application, and in some cases not at all. In addition, publication of discoveries in scientific literature often lags significantly behind actual discoveries. Therefore, neither we nor our licensors can be certain that we or they were the first to make the inventions claimed in our issued patents or pending patent applications, or that we or they were the first to file for protection of the inventions set forth in these patent applications. In addition, changes in either patent laws or in interpretations of patent laws in the U.S. and other countries may diminish the value of our intellectual property or narrow the scope of our patent protection. Furthermore, our competitors may independently develop similar technologies or duplicate technology developed by us in a manner that does not infringe our patents or other intellectual property. As a result of these factors, our patent rights may not provide any commercially valuable protection from competing products.

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If we are unable to protect the confidentiality of our proprietary information and know-how, the value of our technology and products could be adversely affected.

In addition to patents, we rely upon trade secrets, unpatented proprietary know-how and continuing technological innovation where we do not believe patent protection is appropriate or attainable. For example, the manufacturing process for Kristalose involves substantial trade secrets and proprietary know-how. We have entered into confidentiality agreements with certain key employees and consultants pursuant to which such employees and consultants must assign to us any inventions relating to our business if made by them while they are our employees, as well as certain confidentiality agreements relating to the acquisition of rights to products. Confidentiality agreements can be breached, though, and we might not have adequate remedies for any breach. Also, others could acquire or independently develop similar technology.

We depend on our licensors for the maintenance and enforcement of our intellectual property and have limited, if any, control over the amount or timing of resources that our licensors devote on our behalf.

When we license products, we often depend on our licensors to protect the proprietary rights covering those products. We have limited, if any, control over the amount or timing of resources that our licensors devote on our behalf or the priority they place on maintaining patent or other rights and prosecuting patent applications to our advantage. While any such licensor is expected to be under contractual obligations to us to diligently prosecute its patent applications and allow us the opportunity to consult, review and comment on patent office communications, we cannot be sure that it will perform as required. If a licensor does not perform and if we do not assume the maintenance of the licensed patents in sufficient time to make required payments or filings with the appropriate governmental agencies, we risk losing the benefit of all or some of those patent rights.

If the use of our technology conflicts with the intellectual property rights of third parties, we may incur substantial liabilities, and we may be unable to commercialize products based on this technology in a profitable manner or at all.

Third parties, including our competitors, could have or acquire patent rights that they could enforce against us. In addition, we may be subject to claims from others that we are misappropriating their trade secrets or confidential proprietary information. If our products conflict with the intellectual property rights of others, they could bring legal action against us or our licensors, licensees, manufacturers, customers or collaborators. If we were found to be infringing a patent or other intellectual property rights held by a third party, we could be forced to seek a license to use the patented or otherwise protected technology. We might not be able to obtain such a license on terms acceptable to us or at all. If an infringement or misappropriation legal action were to be brought against us or our licensors, we would incur substantial costs in defending the action. If such a dispute were to be resolved against us, we could be subject to significant damages, and the manufacturing or sale of one or more of our products could be enjoined.

We may be involved in lawsuits to protect or enforce our patents or the patents of our collaborators or licensors, which could be expensive and time consuming.

Competitors may infringe our patents or the patents of our collaborators or licensors. To counter infringement or unauthorized use, we may be required to file infringement claims, which can be expensive and time-consuming. In addition, in an infringement proceeding, a court may decide that a patent of ours is not valid or is unenforceable, or

may refuse to stop the other party from using the technology at issue on the grounds that our patents do not cover the technology in question. An adverse

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result in any litigation or defense proceeding could put one or more of our patents at risk of being invalidated or interpreted narrowly and could put our patent applications at risk of not issuing.

Interference proceedings brought by the U.S. Patent and Trademark Office may be necessary to determine the priority of inventions with respect to our patent applications or those of our collaborators or licensors. Litigation or interference proceedings may fail and, even if successful, may result in substantial costs and distract our management. We may not be able, alone or with our collaborators and licensors, to prevent misappropriation of our proprietary rights, particularly in countries where the laws may not protect such rights as fully as in the U.S.

Furthermore, because of the substantial amount of discovery required in connection with intellectual property litigation, some of our confidential information could be disclosed during this type of litigation. In addition, there could be public announcements of the results of hearings, motions or other interim proceedings or developments. If securities analysts or investors perceive these results to be negative, it could have a substantial adverse effect on the price of our common stock.

If we breach any of the agreements under which we license rights to our products and product candidates from others, we could lose the ability to continue commercialization of our products and development and commercialization of our product candidates.

We have exclusive licenses for the marketing and sale of certain products and may acquire additional licenses. Such licenses may terminate prior to expiration if we breach our obligations under the license agreement related to these pharmaceutical products. For example, the licenses may terminate if we fail to meet specified quality control standards, including cGMP with respect to the products, or commit a material breach of other terms and conditions of the licenses. Such early termination could have a material adverse effect on our business, financial condition and results of operations.

Our agreement with Inalco appoints us as the exclusive marketer, seller and distributor of Kristalose in the U.S. Either we or Inalco may terminate this agreement upon the breach of any material provision of the agreement if the breach is not cured within 45 days following written notice. If our agreement with Inalco were terminated, we would lose our right to continue commercialization of Kristalose in the U.S.

Under an agreement between us and Vanderbilt University, we have received certain clinical data to support regulatory approval for Caldolor. Either we or Vanderbilt may terminate this agreement upon the breach of any material provision of the agreement if the breach is not cured within 45 days following written notice. If our agreement with Vanderbilt were terminated, we would lose our right to use the data to support regulatory approval, and this loss might hinder our ability to commercialize Caldolor in accordance with our plans.

RISKS RELATED TO OUR FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Our operating results are likely to fluctuate from period to period.

We are a relatively new company seeking to capture significant growth. While our revenues and operating income have increased over time, we anticipate that there may be fluctuations in our future operating results. Potential causes of future fluctuations in our operating results may include:

- Ø new product launches, which could increase revenues but also increase sales and marketing expenses;
- Ø acquisition activity and other charges (such as for inventory expiration);
- Ø increases in research and development expenses resulting from the acquisition of a product candidate that requires significant additional development;

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Ø changes in the competitive, regulatory or reimbursement environment, which could drive down revenues or drive up sales and marketing or compliance costs; and

Ø unexpected product liability or intellectual property claims and lawsuits.

See also Management s discussion and analysis of financial condition and results of operations Liquidity and capital resources. Fluctuation in operating results, particularly if not anticipated by investors and other members of the financial community, could add to volatility in our stock price.

Our focus on acquisitions as a growth strategy has created a large amount of intangible assets whose amortization could negatively affect our results of operations.

Our total assets include intangible assets related to our acquisitions. As of March 31, 2009, intangible assets relating to product and data acquisitions represented approximately 27% of our total assets. We may never realize the value of these assets. Generally accepted accounting principles require that we evaluate on a regular basis whether events and circumstances have occurred that indicate that all or a portion of the carrying amount of the asset may no longer be recoverable, in which case we would write down the value of the asset and take a corresponding charge to earnings. Any determination requiring the write-off of a significant portion of unamortized intangible assets would adversely affect our results of operations.

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

We may need to raise additional funds in order to meet the capital requirements of running our business and acquiring and developing new pharmaceutical products. If we require additional funding, we may seek to sell common stock or other equity or equity-linked securities, which could result in dilution to purchasers of common stock in this offering. We may also seek to raise capital through a debt financing, which would result in ongoing debt-service payments and increased interest expense. Any financings would also likely involve operational and financial restrictions being imposed on us. We might also seek to sell assets or rights in one or more commercial products or product development programs. Additional capital might not be available to us when we need it on acceptable terms or at all. If we are unable to raise additional capital when needed, we could be forced to scale back our operations to conserve cash.

We have a relatively short history of profitability and may not be able to sustain or increase our net income levels.

We were incorporated in 1999 and incurred operating losses until 2004. We recorded our first year of profitability in 2004 and have remained profitable in each of 2005, 2006, 2007 and 2008. As of March 31, 2009, we had retained earnings of $2.7 million, representing the amount by which our historical profits have exceeded our historical losses. We may not be able to maintain or improve our current levels of revenue or net income. In such event, investors are likely to lose confidence in our ability to grow, and our stock price would suffer.

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RISKS RELATED TO THIS OFFERING AND AN INVESTMENT IN OUR STOCK

As a new investor, you will experience immediate and substantial dilution in the net tangible book value of your shares.

The initial public offering price of our common stock in this offering is considerably more than the net tangible book value per share of our outstanding common stock. Investors purchasing shares of common stock in this offering will pay a price that substantially exceeds the value of our tangible assets after subtracting liabilities. As a result, investors in this offering will:

Ø incur immediate dilution of $9.89 per share, based on an assumed initial public offering price of $15.00 per share;

Ø contribute 85.1% of the total amount invested to date to fund our company based on an assumed initial offering price to the public of $15.00 per share;

Ø but will own only 34.1% of the shares of common stock outstanding after the offering.

These percentages do not give effect to the exercise of options and warrants to purchase up to an aggregate of 7,276,205 shares of common stock or the vesting of 6,550 shares of restricted stock. See Dilution.

We may conduct substantial additional equity offerings or issue equity as consideration in an acquisition or otherwise. These future equity issuances, together with the exercise of outstanding options or warrants, could result in future dilution to investors.

The market price of our common stock may fluctuate substantially.

The initial public offering price for the shares of our common stock sold in this offering has been determined by negotiation between the representatives of the underwriters and us. This price may not reflect the market price of our common stock following this offering. The price of our common stock may decline. In addition, the market price of our common stock is likely to be highly volatile and may fluctuate substantially.

The realization of any of the risks described in these Risk factors could have a dramatic and material adverse impact on the market price of our common stock. In addition, securities class action litigation has often been instituted against companies whose securities have experienced periods of volatility in market price. Any such securities litigation brought against us could result in substantial costs and a diversion of management s attention and resources, which could negatively impact our business, operating results and financial condition.

We will incur increased costs as a result of operating as a public company, and our management will be required to devote additional time to new compliance initiatives.

We will incur increased costs as a result of operating as a public company, and our management will be required to devote additional time to new compliance initiatives. As a public company, we will incur legal, accounting and other expenses that we did not incur as a private company. In addition, the Sarbanes-Oxley Act of 2002, or the Sarbanes-Oxley Act, as well as rules subsequently implemented by the SEC and Nasdaq, have imposed various

requirements on public companies, including requiring establishment and maintenance of effective disclosure and financial controls and changes in corporate governance practices. These rules and regulations will increase our legal and financial compliance costs and will render some activities more time-consuming and costly.

The Sarbanes-Oxley Act will require, among other things, that we maintain effective internal controls for financial reporting and disclosure controls and procedures. In particular, we must perform system

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and process evaluation and testing of our internal controls over financial reporting to allow management and our independent registered public accounting firm to report on the effectiveness of our internal controls over financial reporting, beginning with our Annual Report on Form 10-K for the fiscal year ending December 31, 2010, as required by Section 404 of the Sarbanes-Oxley Act. Our testing, or the subsequent testing by our independent registered public accounting firm, may reveal deficiencies in our internal controls over financial reporting that are deemed to be material weaknesses.

Our compliance with Section 404 will require that we incur substantial accounting expense and expend significant management efforts. Moreover, if we are not able to comply with the requirements of Section 404 in a timely manner, or if we or our independent registered public accounting firm identifies deficiencies in our internal controls over financial reporting that are deemed to be material weaknesses, the market price of our stock could decline and we could be subject to sanctions or investigations by Nasdaq, the SEC or other regulatory authorities, which would require additional financial and management resources.

There may not be a viable public market for our common stock.

Prior to this offering, there has been no public market for our common stock, and a regular trading market might not develop or continue after this offering. Moreover, the market price of our common stock might decline below the initial public offering price.

We will have broad discretion in how we use the proceeds of this offering, and we may not use these proceeds effectively, which could affect our results of operations and cause our stock price to decline.

We will have broad discretion over the use of proceeds from this offering. We expect that the net proceeds from this offering will be used to fund continued development for Caldolor as well as other research, marketing and development activities, and to fund working capital, capital expenditures and other general corporate purposes. We may also use a portion of the net proceeds to acquire products. We have no present agreements with respect to any such product acquisitions. We will have considerable discretion in the application of the net proceeds, and you will not have the opportunity, as part of your investment decision, to assess whether the proceeds are being used appropriately. The net proceeds may be used for purposes that do not increase our operating results or market value. Until the net proceeds are used, they may be placed in investments that do not produce significant income or that lose value.

Future sales of our common stock may depress our stock price.

Sales of a substantial number of shares of our common stock in the public market after this offering or the perception that these sales may occur could cause the market price of our common stock to decline. In addition, the sale of these shares in the public market could impair our ability to raise capital through the sale of additional common or preferred stock. After this offering, we will have 18,341,191 shares of common stock outstanding. Of these shares, all shares sold in the offering, other than shares, if any, purchased by our affiliates, will be freely tradable.

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Some provisions of our second amended and restated charter, bylaws, credit facility and Tennessee law may inhibit potential acquisition bids that you may consider favorable.

Our corporate documents contain provisions that may enable our board of directors to resist a change in control of our company even if a change in control were to be considered favorable by you and other shareholders. These provisions include:

- Ø the authorization of undesignated preferred stock, the terms of which may be established and shares of which may be issued without shareholder approval;
- Ø advance notice procedures required for shareholders to nominate candidates for election as directors or to bring matters before an annual meeting of shareholders;
- Ø limitations on persons authorized to call a special meeting of shareholders;
- Ø a staggered board of directors;
- Ø a requirement that vacancies in directorships are to be filled by a majority of the directors then in office and the number of directors is to be fixed by the board of directors; and
- Ø no cumulative voting.

These and other provisions contained in our second amended and restated charter and bylaws could delay or discourage transactions involving an actual or potential change in control of us or our management, including transactions in which our shareholders might otherwise receive a premium for their shares over then current prices, and may limit the ability of shareholders to remove our current management or approve transactions that our shareholders may deem to be in their best interests and, therefore, could adversely affect the price of our common stock.

Under our bank credit agreement, it is an event of default if any person or entity obtains ownership or control, in one or a series of transactions, of more than 30% of our common stock or 30% of the voting power entitled to vote in the election of members of our board of directors.

In addition, we are subject to control share acquisitions provisions and affiliated transaction provision of the Tennessee Business Corporation Act, the applications of which may have the effect of delaying or preventing a merger, takeover or other change of control of us and therefore could discourage attempts to acquire our company. For more information, see Description of capital stock Anti-takeover effects of Tennessee law and provisions of our charter and bylaws.

Some of our shareholders have registration rights, which could impair our ability to raise capital or involve us in disputes.

Holders of our preferred stock have rights to be included in registration statements we file with the U.S. SEC. These rights could interfere with our ability to raise capital. To the extent that these rights might have applied to this

offering, we have obtained waivers from preferred holders for all but approximately 1% of our shares to be outstanding after this offering. We do not believe that these rights apply to this offering, although the non-waiving parties might claim otherwise.

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Special note regarding forward-looking statements

Statements in this prospectus that are not historical factual statements are forward-looking statements. Forward-looking statements include, among other things, statements regarding our intent, belief or expectations, and can be identified by the use of terminology such as may, will, expect, believe, intend, plan, estimate, sho anticipate and other comparable terms or the negative thereof. In addition, we, through our senior management, from time to time make forward-looking oral and written public statements concerning our expected future operations and other developments. While forward-looking statements reflect our good-faith beliefs and best judgment based upon current information, they are not guarantees of future performance and are subject to known and unknown risks and uncertainties, including those mentioned in Risk factors, Management s discussion and analysis of financial condition and results of operations and elsewhere in this prospectus. Actual results may differ materially from the expectations contained in the forward-looking statements as a result of various factors. Such factors include, without limitation:

- legislative, regulatory or other changes in the healthcare industry at the local, state or federal level which increase the costs of, or otherwise affect our operations;

- changes in reimbursement available to us by government or private payers, including changes in Medicare and Medicaid payment levels and availability of third-party insurance coverage;

- competition; and

- changes in national or regional economic conditions, including changes in interest rates and availability and cost of capital to us.

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Use of proceeds

We estimate that the net proceeds to us from the sale of the 6,250,000 shares of common stock offered hereby will be approximately $83.1 million, assuming an initial public offering price of $15.00, which is the midpoint of the range listed on the cover page of this prospectus, and after deducting underwriting discounts and commissions and estimated offering expenses. If the underwriters exercise their over-allotment option in full, we estimate that our net proceeds will be approximately $96.2 million. Each $1.00 increase (decrease) in the assumed initial public offering price of $15.00 per share would increase (decrease) the net proceeds to us from this offering by approximately $5.8 million, assuming that the number of shares offered by us, as set forth on the cover page of this prospectus, remains the same. Depending on market conditions at the time of pricing of this offering and other considerations, we may sell fewer or more shares than the number set forth on the cover page of this prospectus.

We plan to use the net proceeds from this offering principally for acquisitions of product candidates, new products, intellectual property rights to products or companies that complement our business. We actively seek out acquisitions in the markets in which we have developed our sales forces hospital acute care and gastroenterology. We concentrate our efforts on products that are in the late stages of development or that are currently marketed. We do not currently have a letter of intent or definitive purchase agreement for any potential target. We may undertake one large acquisition, utilizing substantially all of the net proceeds from this offering, or we may engage in one or more smaller acquisitions. It is also possible that we do not identify and complete any acquisitions. Our bank credit agreement requires that we obtain the consent of the bank prior to making acquisitions unless the acquisitions meet certain criteria. See Management s discussion and analysis of financial condition and results of operations Liquidity and capital resources.

Subject to the foregoing, we currently expect to use our net proceeds from this offering as follows:

Ø the majority for potential acquisition of rights to additional products or product candidates, as discussed above;

Ø approximately $4.0 million for ongoing clinical work, product development and other costs related to Caldolor;

Ø approximately $12.0 million for expected commercial introduction of Caldolor to the U.S. market;

Ø approximately $15.0 million for expansion of our hospital and field sales forces to a total of approximately 130 representatives and district managers;

Ø approximately $1.0 million for product development by CET, our 85%-owned subsidiary; and

Ø the remainder to fund working capital and for general corporate purposes.

The expected uses of net proceeds of this offering represent our current intentions based upon our present plans and business conditions. As of the date of this prospectus, we cannot specify with certainty all of the particular uses for the net proceeds to be received upon completion of this offering. Accordingly, our management will have broad discretion in the application of the net proceeds, and you will be relying on the judgment of our management regarding the application of the proceeds of this offering.

The amounts we actually expend for the above-specified purposes may vary depending on a number of factors, including the extent of our success in identifying and completing acquisitions, changes in our business strategy, the amount of our future revenues and expenses and our future cash flow. If our future revenues or cash flow are less than we currently anticipate, we may need to support our ongoing business operations with net proceeds from this offering

that we would otherwise use to support acquisitions and other methods of growth.

Until we use the net proceeds from this offering for the above purposes, we intend to invest the funds in short-term, investment-grade, interest-bearing securities as directed by our investment policy. Our goals with respect to the investment of these net proceeds are capital preservation and liquidity so that such funds are readily available.

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Dividend policy

We have not declared or paid any cash dividends on our common stock and do not anticipate paying cash dividends on our common stock for the foreseeable future. We currently intend to retain any future earnings for use in the operation of our business and to fund future growth. The payment of dividends by us on our common or preferred stock is limited by our loan agreement with Bank of America. Any future decision to declare and pay dividends will be at the sole discretion of our board of directors.

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Capitalization

The following table sets forth our capitalization as of March 31, 2009:

Ø on an actual basis;

Ø on a pro forma basis to give effect to the conversion of all of our outstanding preferred stock into 1,625,498 shares of common stock; and

Ø on a pro forma as adjusted basis to give further effect to the sale of 6,250,000 shares of common stock that we are offering at an assumed initial public offering price of $15.00 per share, which is the midpoint of the range listed on the cover page of this prospectus, after deducting underwriting discounts and commissions and estimated offering expenses to be paid by us.

You should read the following table in conjunction with our consolidated financial statements and related notes and Management s discussion and analysis of financial condition and results of operations appearing elsewhere in this prospectus.

	As of March 31, 2009		
	Actual	Pro Forma	Pro Forma as Adjusted
	(in thousands)		
Cash and cash equivalents[1]	$ 10,072	$ 10,072	$ 93,160
Long-term debt and long-term obligations (less current portion)	$ 5,545	$ 5,545	$ 5,545
Shareholders equity:[1]			
Convertible preferred stock, no par value; 3,000,000 shares authorized, 812,749 shares issued and outstanding, actual; and 3,000,000 shares authorized, no shares issued or outstanding, pro forma and pro forma as adjusted[2]	2,604		
Common stock, no par value; 100,000,000 shares authorized, 10,465,693 shares issued and outstanding, actual; 100,000,000 shares authorized, 12,091,191 shares issued and outstanding, pro forma; and 100,000,000 shares authorized, 18,341,191 shares issued and outstanding, pro forma as adjusted[3]	13,191	15,795	98,883
Retained earnings	2,669	2,669	2,669
Total shareholders equity[1]	18,464	18,464	101,552
Noncontrolling interests	(12)	(12)	(12)
Total equity[1][4]	18,452	18,452	101,540
Total capitalization[1][4]	$ 23,997	$ 23,997	$ 107,085

(1) Each $1.00 increase or decrease in the assumed initial public offering price of $15.00 per share would increase or decrease, as applicable, the amount of cash and cash equivalents, total shareholders equity, total equity and total capitalization by approximately $5.8 million, assuming the number of shares offered by us, as set forth on the cover of this prospectus, remains the same and after deducting the estimated underwriting discounts and commissions payable by us.

(2) Upon the completion of this offering, the outstanding shares of preferred stock will convert into an aggregate of 1,625,498 shares of common stock.

(3) Excludes:

- Ø 6,550 shares of unvested restricted common stock;
- Ø 7,207,247 shares of common stock issuable upon exercise of outstanding options at a weighted-average exercise price of $2.04 per share;
- Ø 2,361,322 shares of common stock reserved for future issuance under our current incentive plans; and
- Ø 68,958 shares of common stock issuable upon the exercise of outstanding warrants at a weighted-average exercise price of $6.17 per share.

(4) The sum of the individual amounts may not agree due to rounding.

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Dilution

Our net tangible book value as of March 31, 2009 was $10.7 million, or $1.02 per share. Net tangible book value per share represents the amount of our total tangible assets less total liabilities, divided by the total number of shares of common stock outstanding. Our pro forma net tangible book value per share as of March 31, 2009 was $0.89. Pro forma net tangible book value per share gives effect to the conversion of all of our preferred stock into 1,625,498 shares of our common stock, which will occur upon completion of this offering.

After giving further effect to the sale by us of 6,250,000 shares of common stock in this offering at an assumed initial public offering price of $15.00 per share, which is the midpoint of the range listed on the cover page of this prospectus, and after taking into account the automatic conversion of our preferred stock upon completion of this offering, and after deducting underwriting discounts and commissions and estimated offering expenses payable by us, our pro forma as adjusted net tangible book value as of March 31, 2009 would have been approximately $93.8 million, or approximately $5.11 per share. This amount represents an immediate increase in pro forma net tangible book value of $4.22 per share to our existing shareholders and an immediate dilution in pro forma net tangible book value of approximately $9.89 per share to new investors purchasing shares of common stock in this offering. We determine dilution by subtracting the pro forma as adjusted net tangible book value per share after this offering from the amount of cash that a new investor paid for a share of common stock.

The following table illustrates this dilution on a per share basis:

Assumed initial public offering price per share		$ 15.00
Net tangible book value per share as of March 31, 2009	$ 1.02	
Effect on net tangible book value per share on conversion of preferred stock into common stock	(0.13)	
Pro forma net tangible book value per share as of March 31, 2009	0.89	
Increase per share attributable to this offering	4.22	
Pro forma as adjusted net tangible book value per share after this offering		5.11
Dilution per share to new investors		$ 9.89

A $1.00 increase (decrease) in the assumed initial public offering price of $15.00 per share would increase (decrease) our pro forma as adjusted net tangible book value as of March 31, 2009 by approximately $5.8 million, the pro forma as adjusted net tangible book value per share after this offering by $0.31 and the dilution in pro forma as adjusted net tangible book value to new investors in this offering by $0.69 per share, assuming the number of shares offered by us, as set forth on the cover page of this prospectus, remains the same and after deducting estimated underwriting discounts and commissions and estimated offering expenses payable by us.

In addition, the above discussion and table do not account for the vesting of 6,550 shares of restricted stock or the exercise of stock options and warrants after March 31, 2009. As of March 31, 2009, we had outstanding options to purchase a total of 7,207,247 shares of common stock at a weighted-average exercise price of $2.04 per share and outstanding warrants to purchase a total of 68,958 shares of common stock at a weighted-average exercise price of $6.17 per share. If all such options and warrants had been exercised and the restricted stock had vested as of March 31, 2009, pro forma as adjusted net tangible book value per share would have been $4.25 per share, and

dilution to new investors would have been $10.75 per share.

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Dilution

The following table summarizes, as of March 31, 2009, the differences between the number of shares purchased from us, the total consideration paid to us and the average price per share that existing shareholders and new investors paid. The table gives effect to the conversion of all of our outstanding preferred stock into 1,625,498 shares of common stock, which will occur upon completion of this offering. The calculation below is based on an assumed initial public offering price of $15.00 per share, which is the midpoint of the range listed on the cover page of this prospectus, and before deducting underwriting discounts and commissions and estimated offering expenses that we must pay.

	Total Shares		Total Consideration		Average Price per Share
	Number	%	Number	%	
Existing shareholders	12,091,191	65.9%	$ 16,425,468	14.9%	$ 1.36
New investors	6,250,000	34.1%	93,750,000	85.1%	15.00
Total	18,341,191	100.0%	$ 110,175,468	100.0%	

Assuming that the 6,550 shares of restricted stock had vested, that all options and warrants outstanding as of March 31, 2009 had been exercised for 7,276,205 shares of common stock, and the aggregate exercise price of approximately $15.1 million had been applied to repurchase 1,008,560 shares of common stock (at a repurchase price equal to the assumed initial public offering price of $15.00 per share, which is the midpoint of the range listed on the cover page of this prospectus), new investors would have purchased 25.4% of our shares of common stock outstanding after this offering.

A $1.00 increase (decrease) in the assumed initial public offering price of $15.00 per share would increase (decrease) total consideration paid to us by investors participating in this offering by approximately $5.8 million, assuming the number of shares offered by us, as set forth on the cover page of this prospectus, remains the same and after deducting estimated underwriting discounts and commissions and estimated offering expenses payable by us.

The discussion and tables above assume no exercise of the underwriters over-allotment option. If the underwriters over-allotment option is exercised in full (but assuming no exercise of outstanding options or warrants or vesting of restricted stock), the number of shares of common stock held by existing shareholders would be reduced to 62.7% of the total number of shares of common stock to be outstanding after this offering, and the number of shares of common stock held by investors participating in this offering would be 37.3% of the total number of shares of common stock to be outstanding after this offering.

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Selected consolidated financial data

The selected consolidated financial data set forth below should be read in conjunction with the consolidated financial statements and related notes and Management s discussion and analysis of financial condition and results of operation and other financial information appearing elsewhere in this prospectus. The consolidated statement of income data for the years ended December 31, 2006, 2007 and 2008 and consolidated balance sheet data as of December 31, 2007 and 2008 are derived from consolidated financial statements audited by KPMG LLP and are included elsewhere in this prospectus. The consolidated statements of income data for the years ended December 31, 2004 and 2005 and the consolidated balance sheet data as of December 31, 2004, 2005 and 2006 have been derived from our audited consolidated financial statements that do not appear in this prospectus. The consolidated statements of income data for the three months ended March 31, 2008 and 2009 and the consolidated balance sheet data as of March 31, 2009 have been derived from our unaudited financial statements which are included elsewhere in this prospectus. Our unaudited consolidated financial statements include, in the opinion of management, all adjustments consisting of only normal recurring adjustments necessary for a fair presentation of these statements. The historical results are not necessarily indicative of the results to be expected for any future periods.

	Years Ended December 31,					Three months Ended March 31,	
Statement of income data[1]:	**2004**	**2005**	**2006**	**2007**	**2008**	**2008**	**2009**
	(in thousands, except per share data)						
Net revenues	$ 12,032	$ 10,690	$ 17,815	$ 28,064	$ 35,075	$ 8,304	$ 9,405
Operating costs and expenses:							
Cost of products sold	816	533	2,399	2,670	3,046	755	733
Selling and marketing	6,802	5,647	7,349	10,053	14,387	3,364	4,140
Research and development	746	1,158	2,233	3,694	4,429	1,110	770
General and administrative	2,358	2,588	2,999	4,138	5,140	1,083	1,445
Amortization of product license rights			515	687	687	172	172
Other	6	13	96	97	104	26	27
Total operating costs and expenses	10,729	9,940	15,592	21,338	27,793	6,510	7,288
Gain on insurance recovery	266						
Operating income	1,569	750	2,224	6,725	7,282	1,794	2,117
Interest income	1	89	209	383	241	82	18
Interest expense	(1,012)	(63)	(722)	(640)	(213)	(114)	(98)
Other expense		(6)	(3)				
Net income before income taxes	558	770	1,708	6,469	7,310	1,762	2,037
Income tax benefit (expense)		1,184	2,697	(2,424)	(2,544)	(367)	(831)
Net income	558	1,954	4,404	4,044	4,766	1,395	1,206

Net loss at subsidiary attributable to noncontrolling interests													12
Net income attributable to common shareholders	$	558	$	1,954	$	4,404	$	4,044	$	4,766	$	1,395	$ 1,218
Earnings per share attributable to common shareholders basic	$	0.06	$	0.21	$	0.45	$	0.40	$	0.47	$	0.14	$ 0.12