CVR ENERGY INC
Form 4
October 29, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
GOLDMAN SACHS GROUP INC/

(Last) (First) (Middle)

85 BROAD ST

(Street)

NEW YORK, NY 10004

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
CVR ENERGY INC [CVI]

3. Date of Earliest Transaction (Month/Day/Year)
10/25/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director __X__ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/25/2007		P		100	A	$ 22	31,433,460	I	See footnotes (1) (2)
Common Stock	10/25/2007		S		100	D	$ 21.88	31,433,360	I	See footnotes (1) (2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDMAN SACHS GROUP INC/ 85 BROAD ST NEW YORK, NY 10004		X		
GOLDMAN SACHS & CO 85 BROAD STREET NEW YORK, NY 10004		X		

Signatures

/s/ Yvette Kosic, Attorney-in-fact	10/29/2007
**Signature of Reporting Person	Date
/s/ Yvette Kosic, Attorney-in-fact	10/29/2007
**Signature of Reporting Person	Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

****** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group") and Goldman, Sachs & Co. ("Goldman Sachs", and together with GS Group, the "Reporting Persons"). The securities reported herein as indirectly purchased and sold were beneficially owned directly by Goldman Sachs. Without admitting any legal obligation, Goldman Sachs will remit appropriate profits, if any to the Company. Goldman Sachs is a direct and indirect wholly-owned subsidiary of GS Group.

(2) The 31,433,360 shares of CVR Energy, Inc. common stock, par value $0.01 per share ("Common Stock") reported herein are beneficially owned directly by Coffeyville Acquisition II LLC. Goldman Sachs and GS Group may be deemed to beneficially own indirectly, in the aggregate, the Common Stock owned by Coffeyville Acquisition II LLC through certain investment partnerships that are members of and own common units of Coffeyville Acquisition II LLC because (i) affiliates of Goldman Sachs and GS Group are the general partner, managing general partner, managing partner, managing member or member of those investment partnerships and (ii) those investment

partnerships control Coffeyville Acquisition II LLC and have the power to vote or dispose of the Common Stock owned by Coffeyville Acquisition II LLC.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. n" SIZE="2">56,554 $11,862

Exubera ® commercialization readiness revenue

United States

$1,744 $3,528 $3,489 $6,101

Total revenue

$60,223 $28,550 $89,182 $57,044

Significant Concentrations

Cash equivalents, short-term investments, and investments in marketable securities are financial instruments that potentially subject us to a concentration of risk. We limit our concentration of risk by diversifying our investment amount among a variety of industries and issuers and by limiting the average maturity to a period of one to two years. Our professional portfolio managers adhere to this investment policy as approved by our Board of Directors.

Our customers are primarily pharmaceutical and biotechnology companies that are located in the U.S. and EU. Our accounts receivable balance contains trade receivables from product sales and royalties, collaborative research agreements, and commercialization readiness revenue. We provide for a general allowance for doubtful accounts by reserving for specifically identified doubtful accounts plus a percentage of past due amounts. We have not experienced significant credit

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losses from our accounts receivable or collaborative research agreements, and none is currently expected. We perform a regular review of our customer s payment history and associated credit risk. We generally do not require collateral from our customers.

We are dependent on our partners, vendors, and contract manufacturers to provide raw materials, drugs, and devices of appropriate quality and reliability and to meet applicable regulatory requirements. Consequently, in the event that supplies are delayed or interrupted for any reason, our ability to develop and produce our products could be impaired, which could have a material adverse effect on our business, financial condition and results of operation.

We are dependent on Pfizer as the source of a significant proportion of our revenue. The termination of our collaboration arrangement with Pfizer would have a material adverse effect on our financial position and results of operations.

Fair Value of Financial Instruments

The carrying amounts of certain of the Company s financial instruments, including cash and cash equivalents, accounts receivable, accounts payable, accrued compensation and other accrued liabilities, approximate fair value because of their short term maturities.

Derivative Instruments

We are exposed to foreign currency exchange rate fluctuations and interest rate changes in the normal course of our business. As part of our risk management strategy, we may use derivative instruments, including forward contracts and options to hedge certain foreign currency and interest rate exposures. We do not use derivative contracts for speculative purposes.

To limit our exposure to foreign currency exchange rate fluctuations with respect to British Pounds, we have periodically purchased British Pounds on the spot market and held them in a U.S. bank account. At June 30, 2006 and at December 31, 2005, we held British Pounds valued at approximately nil and $1.3 million, respectively, using the exchange rate as of period end. Such amount is included in cash and cash equivalents on our balance sheet. Gains and losses resulting from revaluing the British Pound at the current exchange rate are recorded in other income (expense) and were less than $0.1 million for the three-month periods ended June 30, 2006 and 2005, respectively, and $0.1 million and $0.3 million for the six-month periods ended June 30, 2006 and 2005, respectively

Property and Equipment

Property and equipment are stated at cost. Major improvements are capitalized, while maintenance and repairs are expensed when incurred. Laboratory and other equipment are depreciated using the straight-line method generally over estimated useful lives of three to seven years. Leasehold improvements and buildings are depreciated using the straight-line method over the shorter of the estimated useful life or the remaining term of the lease.

Goodwill

Goodwill is tested for impairment at the respective reporting unit level annually, or on an interim basis if an event occurs or circumstances change that would more-likely-than-not reduce the fair value below our carrying value. During the three-month and six-month periods ended June 30, 2006 and 2005, we did not record impairment charges under SFAS No. 142, *Goodwill and Other Intangible Assets*, as no indicators of impairment were identified by management.

Comprehensive Loss

Comprehensive loss is comprised of net loss and other comprehensive loss. Other comprehensive loss includes unrealized gains (losses) on available-for-sale securities and currency translation adjustments. The comprehensive loss consists of the following components, net of related tax effects (in thousands):

	Three months ended June 30,		Six months ended June 30,	
	2006	2005	2006	2005
Net loss, as reported	$ (62,831)	$ (26,912)	$ (96,302)	$ (53,077)

Change in net unrealized gains/(losses) on available-for-sale securities	219	694	252	184
Currency translation adjustment	(106)	(273)	(46)	(695)
Total comprehensive loss	$ (62,506)	$ (26,491)	$ (96,004)	$ (53,588)

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The components of accumulated other comprehensive loss are as follows:

	June 30, 2006	December 31, 2005
Unrealized losses on available-for-sale securities	$ (1,705)	$ (1,957)
Currency translation adjustment	296	250
Total accumulated other comprehensive loss	$ (1,409)	$ (1,707)

Revenue Recognition

We recognize revenue in accordance with Securities and Exchange Commission Staff Accounting Bulletin No. 104, Revenue Recognition in Financial Statements (SAB 104). Effective July 1, 2003, we adopted the provisions of Emerging Issues Task Force, Issue No. 00-21, Revenue Arrangements with Multiple Deliverables (EITF 00-21) on a prospective basis.

Revenue is recognized when there is persuasive evidence that an arrangement exists, delivery has occurred, the price is fixed and determinable, and collection is reasonably assured. Allowances are established for estimated sales returns and uncollectible amounts.

We enter into collaborative research and development arrangements with pharmaceutical and biotechnology partners that may involve multiple deliverables. For multiple-deliverable arrangements judgment is required in the areas of separability of units of accounting and the fair value of individual elements. The principles and guidance outlined in EITF No. 00-21 provide a framework to (a) determine whether an arrangement involving multiple deliverables contains more than one unit of accounting, and (b) determine how the arrangement consideration should be measured and allocated to the separate units of accounting in the arrangement. Our arrangements may contain the following elements: collaborative research, milestones, manufacturing and supply, royalties and license fees. For each separate unit of accounting we have objective and reliable evidence of fair value using available internal evidence for the undelivered item(s) and our arrangements generally do not contain a general right of return relative to the delivered item. The Company uses the residual method to allocate the arrangement consideration when it does not have fair value of a delivered item(s). Under the residual method, the amount of consideration allocated to the delivered item equals the total arrangement consideration less the aggregate fair value of the undelivered items.

Contract research revenue from collaborative research and feasibility agreements is recorded when earned based on the performance requirements of the contract. Advance payments for research and development revenue received in excess of amounts earned are classified as deferred revenue until earned. Revenue from collaborative research and feasibility arrangements are recognized as the related costs are incurred. Amounts received under these arrangements are generally non-refundable if the research effort is unsuccessful.

Payments received for interim milestones achieved are deferred and recorded as revenue ratably over the next period of continued development. Management makes its best estimate of the period of time until the next milestone is reached. This estimate affects the recognition of revenue for completion of the previous milestone. The original estimate is periodically evaluated to determine if circumstances have caused the estimate to change and if so, amortization of revenue is adjusted prospectively. Final milestone payments are recorded and recognized upon achieving the respective milestone, provided that collection is reasonably assured.

Product revenues from our Advanced PEGylation Technology are primarily derived from cost-plus manufacturing and supply agreements with customers in our industry, and are recognized in accordance with the terms of the related contract.

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Product revenues from Exubera® (insulin inhalation powder and inhaler device) are primarily derived from the cost-plus manufacturing and supply agreement with Pfizer, and are recognized at the earlier of acceptance of products by Pfizer or sixty days from shipment. Exubera® product revenues for the three and six month periods ended June 30, 2006 were $34.0 million and $35.5 million, respectively. Product revenues and the related cost of goods for products that were shipped to Pfizer but have not been recognized within sixty days are recorded as deferred revenue, net of the deferred costs. At June 30, 2006, we had deferred Exubera® product revenue of $19.4 million and deferred cost of goods sold of $14.7 million, or net deferred Exubera® product revenue of $4.7 million. As we did not commence shipments of Exubera® until the first quarter of 2006, there were no deferred commercial revenues at December 31, 2005.

Exubera® commercialization readiness revenue represents reimbursement, by Pfizer, of certain agreed upon operating costs relating to our Exubera® drug powder manufacturing facilities and our device contract manufacturing locations in preparation for commercial production, plus a markup on such costs. Such reimbursable revenue will not necessarily equal actual costs incurred which are expensed as Exubera® commercialization readiness costs. Exubera® commercialization readiness revenue for the three-month periods ended June 30, 2006 and June 30, 2005 were $1.7 million and $3.5, respectively. Exubera® commercialization readiness revenue for the six-month periods ended June 30, 2006 and June 30, 2005 were $3.5 million and $6.1, respectively.

The allowance for sales returns was $0.1 million and nil as of June 30, 2006 and December 31, 2005, respectively.

Shipping and Handling Costs

We record costs related to shipping and handling of product to customers in cost of goods sold for all periods presented.

Research and Development

Research and development costs are expensed as incurred and include salaries, benefits, and other operating costs such as outside services, supplies, and allocated overhead costs. We perform research and development for our proprietary products and technology development and for other companies pursuant to feasibility agreements and development and license agreements. For our proprietary products and internal technology development programs, we frequently invest our own funds without reimbursement from a collaborative partner. Under our feasibility agreements, we are generally reimbursed for the cost of work performed. Feasibility agreements are designed to evaluate the applicability of our technologies to a particular molecule and therefore are generally completed in less than one year. Under our development and license agreements, products developed using our technologies may be commercialized by a collaborative partner. Under these development and license agreements, we may be reimbursed for development costs, may also be entitled to milestone payments when and if certain development and/or regulatory milestones are achieved, and may be compensated for the manufacture and supply of clinical and commercial product. We may also receive royalties on sales of commercial product. All of our research and development agreements are generally cancelable by the partner without significant financial penalty.

Clinical Trial Accruals

We record accruals for estimated clinical study costs. Most of our clinical studies are performed by third party contract research organizations (CROs). We accrue costs for clinical studies performed by CROs over the service periods specified in the contracts and adjust our estimates, if required, based upon our on-going review of the level of effort and costs actually incurred by the CRO. We validate our accruals quarterly with our vendors and perform detailed reviews of the activities related to our significant contracts.

In general, we have the right to terminate our CRO contracts at anytime and we are generally only liable for actual effort expended by the CRO through termination, regardless of payment status. Through June 30, 2006, differences between actual and estimated activity levels for any particular study were not significant enough to require a material adjustment.

Income Taxes

We account for income taxes under the liability method. Under this method, deferred tax assets and liabilities are determined based on differences between financial reporting and tax reporting bases of assets and liabilities and are measured

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using enacted tax rates and laws that are expected to be in effect when the differences are expected to reverse. Realization of deferred tax assets is dependent upon future earnings, if any, the timing and amount of which are uncertain. Because of our lack of earnings history, the net deferred tax assets for our operations outside of Alabama have been fully offset by a valuation allowance.

We did not record a provision for income taxes for the three-month and six-month periods ended June 30, 2006 and June 30, 2005, respectively, because our consolidated entity and respective subsidiaries had net losses for these periods.

Net Loss Per Share

Basic net loss per share is calculated based on the weighted-average number of common shares outstanding during the period presented.

The following table sets forth the computation of basic and diluted net loss per share (in thousands, except per share data):

	Three months ended June 30,		Six months ended June 30,	
	2006	2005	2006	2005
Numerator:				
Net loss	$ (62,831)	$ (26,912)	$ (96,302)	$ (53,077)
Denominator:				
Weighted average number of common shares outstanding	89,697	85,040	89,312	84,875
Net loss per share - basic and diluted	$ (0.70)	$ (0.32)	$ (1.08)	$ (0.63)

Diluted earnings per share would give effect to the dilutive impact of common stock equivalents which consists of convertible preferred stock and convertible subordinated debt (using the as-if converted method), and stock options and warrants (using the treasury stock method). Potentially dilutive securities have been excluded from the diluted earnings per share computations in all periods presented as such securities have an anti-dilutive effect on loss per share. Potentially dilutive securities consist of the following (in thousands):

	June 30,	
	2006	2005
Warrants	36	36
Options and restricted stock units	22,534	17,128
Convertible preferred stock		1,023
Convertible debentures and notes	16,896	3,831
Total	39,466	22,018

Note 2 - Cash and Cash Equivalents, Short-term investments, and Investments in marketable securities

We consider all highly liquid investments with a maturity at the date of purchase of three months or less to be cash equivalents. Cash and cash equivalents include demand deposits held in banks, interest bearing money market funds, commercial paper, federal and municipal government securities, and repurchase agreements.

Cash equivalents, short term investments, and investments in marketable securities (collectively investments) consist of federal and municipal government securities, corporate bonds, and commercial paper with A1, F1, or P1 short-term ratings and A or better long-term ratings with remaining maturities at date of purchase of greater than 90 days. Investments with maturities greater than one year are classified as long-term and represent investments of cash that are reasonably expected to be realized in cash and are available for use, if needed, in current operations.

As of June 30, 2006 and December 31, 2005, we held a portfolio exclusively of debt securities. Certain of these securities have a fair value less than their amortized cost. We have recorded the difference between the amortized cost and fair value as a component of accumulated other comprehensive income. Management has concluded that no impairment should be recognized related to these investments because the unrealized losses incurred to date are not considered other than

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temporary. Management has reached this conclusion based upon its intention to generally hold all debt investments with an unrealized loss until maturity at which point they are redeemed at full par value, a history of actually holding the majority of our investments to maturity, and our strategy of aligning of the maturity of our debt investments to meet our cash flow needs. Therefore, we have the ability and intent to hold all of our debt investments to maturity.

At June 30, 2006, all investments are designated as available-for-sale and are carried at fair value, with unrealized gains and losses, net of tax, reported in stockholders equity as accumulated other comprehensive loss. Investments are adjusted for amortization of premiums and accretion of discounts to maturity. Such amortization is included in interest income. Realized gains and losses and declines in value judged to be other-than-temporary on available-for-sale securities, if any, are included in other income (expense). The cost of securities sold is based on the specific identification method. Interest and dividends on securities classified as available-for-sale are included in interest income.

We determine the fair value amounts by using available market information. As of June 30, 2006 and December 31, 2005, the average portfolio duration was approximately one year, and the contractual maturity of any single investment did not exceed twenty-four months. Investments with maturities greater than two years are classified as available for sale when they represent investments of cash that are reasonably expected to be realized in cash and are available for use in current operations. There were less than $0.1 million gross unrealized gains on available for sale securities at June 30, 2006 and December 31, 2005. The gross unrealized losses on available for sale securities at June 30, 2006 and December 31, 2005, were approximately $1.7 million and $2.0 million, respectively. As of June 30, 2006, there were 54 securities that had been in a loss position for twelve months or more and which had a fair value of $83.8 million and an unrealized loss of $0.6 million. As of December 31, 2005, there were 58 securities that had been in a loss position for twelve months or more and which had a fair value of $103.9 million and an unrealized loss of $0.5 million.

The following is a summary of operating cash and available-for-sale securities as of June 30, 2006 (in thousands):

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Cash and Available-for-Sale Securities				
Obligations of U.S. government agencies	$ 69,805	$	$ (298)	$ 69,507
U.S. corporate commercial paper	237,763	8	(331)	237,440
Obligations of U.S. corporations	162,986		(1,084)	161,902
Repurchase agreements	12,272			12,272
Cash and other cash equivalents	10,018			10,018
	$ 492,844	$ 8	$ (1,713)	$ 491,139
Amounts included in cash and cash equivalents	$ 152,138	$ 7	$ (156)	$ 151,989
Amounts included in short-term investments (one year or less to maturity)	325,310	1	(1,380)	323,931
Amounts included in investments in marketable securities (one to two years to maturity)	15,396		(177)	15,219
	$ 492,844	$ 8	$ (1,713)	$ 491,139

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The following is a summary of operating cash and available-for-sale securities as of December 31, 2005 (in thousands):

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Cash and Available-for-Sale Securities				
Obligations of U.S. government agencies	$ 123,679	$	$ (631)	$ 123,048
U.S. corporate commercial paper	179,790	9	(202)	179,597
Obligations of U.S. corporations	180,253		(1,125)	179,128
Obligations of non-U.S. corporations	2,983		(8)	2,975
Repurchase agreements	64,199			64,199
Cash and other cash equivalents	17,476			17,476
	$ 568,380	$ 9	$ (1,966)	$ 566,423
Amounts included in cash and cash equivalents	$ 261,466	$ 9	$ (202)	$ 261,273
Amounts included in short-term investments (one year or less to maturity)	215,942		(1,014)	214,928
Amounts included in investments in marketable securities (one to two years to maturity)	90,972		(750)	90,222
	$ 568,380	$ 9	$ (1,966)	$ 566,423

At June 30, 2006 and December 31, 2005, we had letter of credit arrangements with certain financial institutions and vendors including our landlord totaling $2.6 million, which are secured by investments of similar amounts.

Note 3 - Inventories

Inventories are stated at the lower of cost or market and are computed on a first-in, first-out basis. Inventories are reflected net of reserves of $2.5 million and $3.1 million as of June 30, 2006 and December 31, 2005, respectively. Reserves are determined using specific identification plus an estimated reserve against finished goods for potential defective or excess inventory based on historical experience. The following is a breakdown of net inventory (in thousands):

	June 30, 2006	December 31, 2005
Raw materials	$ 9,482	$ 8,050
Work-in-process	5,106	2,740
Finished goods	1,659	7,837
Total inventories	$ 16,247	$ 18,627

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Note 4 Other Current Assets

Other current assets consist of the following (in thousands):

	June 30, 2006	December 31, 2005
Other accounts receivable	$ 24,785	$ 4,291
Interest receivable	3,062	3,546
Prepaid commercialization, net	4,168	4,168
Other	3,904	4,805
Total other current assets	$ 35,919	$ 16,810

Other accounts receivable at June 30, 2006 primarily represents $17.6 million receivable from Affymax related to a license agreement, $2.9 million receivable for exercise of stock options, $ 3.1 million of unbilled revenue, and $1.2 million of other receivables. Other accounts receivable at December 31, 2005 primarily represents unbilled revenue.

Note 5 Other Intangible Assets

The components of our other intangible assets at June 30, 2006, are as follows (in thousands, except for years):

	Useful Life in Years	Gross Carrying Amount	Accumulated Amortization	Net
Core technology	5	$ 15,270	$ 9,056	$ 6,214
Developed product technology	5	2,900	2,900	
Intellectual property	5-7	7,301	7,075	226
Supplier and customer relations	5	9,870	5,771	4,099
Total		$ 35,341	$ 24,802	$ 10,539

Amortization expense related to other intangible assets totaled $1.4 million and $1.1 million for the three-month periods ended June 30, 2006 and 2005, respectively (approximately $0.1 million was included in cost of sales for the three-month periods ended June 30, 2006 and 2005). Amortization expense related to other intangible assets totaled $2.9 million and $2.2 million for the six-month periods ended June 30, 2006 and 2005, respectively (approximately $0.3 million was included in cost of sales for the six-month periods ended June 30, 2006 and 2005, respectively). The following table presents expected future amortization expense for other intangible assets until they are fully amortized (in thousands):

Years Ending December 31,	
Remainder of 2006	$ 1,416
2007	2,380
2008	2,380
2009	2,380
2010	1,983
	$ 10,539

Note 6 Accrued Expenses

Accrued expenses consist of the following (in thousands)

	June 30, 2006	December 31, 2005
Accrued compensation	$ 17,742	$ 10,385
Accrued manufacturing costs	11,702	
Accrued general and administrative expense (other than compensation)	2,267	1,498
Accrued research and development expenses (other than compensation)	3,409	6,598
Accrued other	5,040	2,507
Total accrued expenses	$ 40,160	$ 20,988

Note 7 Accounting for Share-Based Compensation

Effective January 1, 2006, the Company adopted the fair value method of accounting for share-based compensation arrangements in accordance with Financial Accounting Standards Board (FASB) Statement No. 123R, *Share-Based Payment* (SFAS 123R), using the modified prospective method of transition. Under the provisions of SFAS 123R, the estimated fair value of options granted under the Company s Equity Incentive Plans (the Option Plans) is recognized as compensation expense over the option-vesting period. In addition, the Company s Employee Stock Purchase Plan (the ESPP) is considered to be a compensatory plan under SFAS 123R as purchases are made at a discount to the market price

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of the Company s common stock as reported on the first or last day of each semi-annual offering period (whichever is lower). Compensation expense is recognized based on the estimated fair value of the common stock during each offering period and the percentage of the purchase discount. Using the modified prospective method, compensation expense is recognized beginning with the effective date of adoption of SFAS 123R for all share-based payments (i) granted after the effective date of adoption and (ii) granted prior to the effective date of adoption and that remain unvested on the date of adoption.

Prior to January 1, 2006, the Company accounted for share-based employee compensation plans using the intrinsic value method of accounting in accordance with Accounting Principles Board Opinion No. 25, *Accounting for Stock Issued to Employees* (APB 25), and its related interpretations. Under the provisions of APB 25, no compensation expense was recognized with respect to purchases of the Company s common stock under the ESPP or when stock options were granted with exercise prices equal to or greater than market value on the date of grant.

The Company recorded approximately $5.4 million or $.06 per share, and $10.4 million or $0.12 per share, of recurring share-based compensation expense for the three and six month periods ended June 30, 2006 as required by the provisions of SFAS 123R. These amounts were primarily related to grants of stock options and restricted stock units and are calculated on a straight-line basis over the vesting periods of the related stock awards. In addition the Company recorded approximately $9.0 million or $0.10 per share, and $11.2 million or $0.13 per share, of share-based compensation expense for the three-month and six month periods ended June 30, 2006, related to acceleration of stock grants in connection with severance agreements with executives as of June 30, 2006. Share-based compensation expense for purchases under the ESPP is recognized based on the estimated fair value of the common stock during each offering period and the percentage of the purchase discount. These charges had no impact on the Company s reported cash flows. In addition, during the three-month and six-month periods ended June 30, 2005, the Company recorded approximately $0.5 million and $1.0 million, respectively, of stock compensation expense pursuant to APB 25 associated with the amortization of deferred stock compensation related to the vesting of stock options and restricted stock units that were granted at prices below the fair market value at the date of grant. Share-based compensation cost is allocated among the following categories:

	Three months Ended June 30, 2006	Six months ended June 30, 2006
Inventory	$ 108	$ 408
Cost of goods sold	204	331
Research and development	3,599	6,041
General and administrative expenses	10,485	14,819
Total	$ 14,396	$ 21,599

Under the modified prospective method of transition under SFAS 123R, the Company is not required to restate its prior period financial statements to reflect expensing of share-based compensation under SFAS 123R. Therefore, the results for the three-month and six month periods ended June 30, 2006 are not directly comparable to the same periods in the prior year.

As required by SFAS 123R, the Company has presented pro forma disclosures of its net loss and net loss per share for the prior year periods assuming the estimated fair value of the options granted prior to January 1, 2006 is amortized to expense over the option-vesting period as presented below.

	Revised Three months ended June 30, 2005	Revised Six months ended June 30, 2005
Net loss, as reported	$ (26,912)	$ (53,077)
Add: Share-based employee compensation expense included in reported net loss	474	948
Less: Total share-based employee compensation expense determined under fair value based method for all options granted	(5,953)	(12,037)
Pro forma net loss	$ (32,391)	$ (64,166)

Net loss per share:				
Basic and diluted - as reported	$	(0.32)	$	(0.63)
Basic and diluted - pro forma	$	(0.38)	$	(0.76)

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The revised reported pro forma net loss for the three-month and six month periods ended June 30, 2005 has been increased by approximately $1.0 million and decreased by approximately $ 1.0 million, respectively, for options exchanged under stock option exchange programs and adjustments from computational corrections.

For purposes of disclosure in the foregoing table and for purposes of determining estimated fair value under SFAS 123R, the Company has computed the estimated fair values of all share-based compensation using the Black-Scholes option pricing model and has applied the assumptions set forth in the following table. The Company increased the estimated life of stock options granted beginning in fiscal 2006 as a result of guidance from the SEC as contained in Staff Accounting Bulletin No. 107 permitting the initial application of a simplified method, which is based on the average of the vesting term and the term of the option. Previously, the Company calculated the estimated life based on the expectation that options would be exercised within five years on average. The Company based its estimate of expected volatility for options granted in fiscal year 2006 and 2005 on daily historical trading data of its common stock equivalent to the expected term of the respective share based grant. Generally the share based grants have expected terms ranging from 38 months to 64 months. The following table s list assumptions used to calculate the fair value of stock options and ESPP purchases:

	Three months ended		Six months ended	
Employee Stock Options	**June 30, 2006**	**June 30, 2005**	**June 30, 2006**	**June 30, 2005**
Average risk-free interest rate	5.0%	3.9%	5.0	3.8%
Dividend yield	0.0%	0.0%	0.0%	0.0%
Volatility Factor	66%	73%	67%	75%
Weighted average option life (years)	5.3 years	4.5 years	5.3 years	4.5 years

	Six months ended	
ESPP	**June 30, 2006**	**June 30, 2005**
Average risk-free interest rate	4.7%	1.8%
Dividend yield	0.0%	0.0%
Volatility Factor	41.3%	86.0%
Weighted average option life (years)	0.5 years	0.5 years

Generally, the fair value of restricted stock units (RSUs) approximates the market value of the underlying shares at the date of grant less any exercise price. The exercise price of our restricted stock units is $0.01. The weighted average life of the 2006 RSUs is estimated to be 2.4 years.

The total share-based compensation cost is derived from the Black-Scholes valuation as adjusted for the estimated historical forfeiture rate for the respective grant. The Company has separated the employee population into two groups: (1) executive management and board members (executives) and (2) all other employees (staff). For the period ended June 30, 2006, the annual forfeiture rate for executives and staff was calculated to be 4.7% and 7.4%, respectively.

The Black-Scholes option pricing model requires the input of highly subjective assumptions. Because the Company s employee stock options have characteristics significantly different from those of traded options, and because changes in the subjective input assumptions can materially affect the fair value estimate, in management s opinion, the existing models may not provide a reliable single measure of the fair value of its employee stock options or common stock purchased under the ESPP. In addition, management will continue to assess the assumptions and methodologies used to calculate estimated fair value of share-based compensation. Circumstances may change and additional data may become available over time, which could result in changes to these assumptions and methodologies, and which could materially impact the Company s fair value determination.

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A summary of option activity under the Option Plan as of June 30, 2006, and changes during the six months then ended is presented below.

Summary Details for Plan Share Options

	Number of Options	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Life (Years)	Aggregate Intrinsic Value (In millions)
Outstanding balance, December 31, 2005	13,249	$ 17.85		
Granted	592	$ 19.64		
Exercised	(1,022)	$ 9.07		
Forfeited or expired	(509)	$ 18.52		
Outstanding balance, June 30, 2006	12,310	$ 18.64	5.09	$ 229.4
Exercisable shares as of June 30, 2006	9,111	$ 19.79	5.59	$ 180.3

The weighted-average, grant-date fair value of options granted during the six-month period ended June 30, 2006 was $19.74 based on the Black-Scholes option pricing model on the date of grant. The total intrinsic value of options exercised during the six-month period ended June 30, 2006 was approximately $9.3 million and represents the difference between the exercise price of the option and the closing market price of the Company s common stock on the dates exercised.

A summary of the status of the Company unvested shares as of June 30, 2006, and changes during the six-month period then ended is presented below.

Unvested Shares Issued Under the Plan

	Unvested Shares	Weighted-Average Grant-Date Fair Value
Unvested balance, December 31, 2005	3,866	$ 14.74
Granted	592	$ 19.64
Vested	(750)	$ 20.02
Forfeited	(509)	$ 18.52
Unvested balance, June 30, 2006	3,199	$ 15.25

Unrecognized Share-Based Compensation Expense

As of June 30, 2006 there was approximately $45.5 million of total unrecognized compensation expense related to unvested share-based compensation arrangements granted under the Plan. This total unrecognized expense is expected to be recognized over a weighted-average period of approximately 2.4 years as follows:

Fiscal Year	(in millions)
2006 - remaining periods	$ 10.2
2007	14.6
2008	10.7
2009	7.1
2010 and thereafter	2.9

$	45.5

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During the period ended March 31, 2006, we issued performance-based restricted stock unit (RSU) awards totaling 997,300 shares of our common stock to certain employees. The performance-based RSU awards are settled by delivery of shares of our common stock on or shortly after the date the awards vest. These performance-based RSU awards become fully vested upon achieving three pre-determined performance milestones which are expected to occur over a period of 40 months. In connection with these performance-based RSU awards, we recorded compensation expense of $1.4 million and $2.4 million in the three-month and six-month periods ended June 30, 2006, which represents the vested portion at the fair market value of the restricted stock units on the date of grant.

In March 31, 2005, we issued RSU awards totaling 110,000 shares of our common stock to certain employees on a time-based vesting schedule. These RSU awards are settled by delivery of shares of our common stock on or shortly after the date the awards vest. The RSU awards become fully vested over a period of 36 to 48 months. In connection with these RSU awards, we recorded compensation expense of $0.5 million and $1.0 million in the three-month and six-month periods ended June 30, 2006, which represents the vested portion at the fair market value of the restricted stock units on the date of grant.

Note 8 - Commitments and Contingencies

Legal Matters

On July 14, 2005, the University of Alabama Huntsville (UAH) filed a complaint against the Company and Nektar Therapeutics AL, Corporation, a wholly-owned subsidiary of the Company (Nektar AL), in the United States District Court for the Northern District of Alabama. The complaint alleged patent infringement, breach of a contract royalty obligation, violation of the Alabama Trade Secrets Act, and unjust enrichment. On August 3, 2005, UAH amended its complaint to add J. Milton Harris, a Nektar employee, as a party to the litigation and expand the claims and remedies sought by UAH in the litigation. On November 7, 2005 Nektar AL filed a counterclaim against UAH seeking recovery for royalty payments previously paid. UAH subsequently amended its complaint on December 13, 2005 and on April 4, 2006.

On June 30, 2006 the Company, Nektar AL, and Mr. Harris entered into a Settlement Agreement and General Release (the Settlement Agreement) with UAH. Under the terms of the Settlement Agreement, the Company, Nektar AL, Mr. Harris and UAH have agreed to full and complete satisfaction of all claims asserted in the litigation. In consideration for this settlement, the Company and Mr. Harris made an initial payment of $15.0 on June 30, 2006, of which the Company paid $11.0 million and Mr. Harris paid $4.0 million. Beginning July 1, 2007, the Company will pay UAH ten annual installment payments of $1.0 million each, representing an accrued liability of $6.7 million at June 30, 2006, or the present value of the future payments using an 8% annual discount rate. Nektar recorded a Litigation Settlement charge of $17.7 million during the quarter ended June 30, 2006 which reflects the net present value of the settlement payments. Also pursuant to the Settlement Agreement, a license agreement between UAH and Nektar AL dated June 17, 1993 was terminated and UAH granted the Company a fully paid up, royalty-free, worldwide, assignable, transferable, sole and exclusive (even as to UAH) license, with the right to grant and authorize sublicenses, under United States Patent No. 5,252,714.

From time to time, we may be involved in lawsuits, claims, investigations and proceedings, consisting of intellectual property, commercial, employment and other matters, which arise in the ordinary course of business. In accordance with the SFAS No. 5, Accounting for Contingencies, we make a provision for a liability when it is both probable that a liability has been incurred and the amount of the loss can be reasonably estimated. These provisions are reviewed at least quarterly and adjusted to reflect the impact of negotiations, settlements, ruling, advice of legal counsel, and other information and events pertaining to a particular case. Litigation is inherently unpredictable. If any unfavorable ruling were to occur in any specific period, there exists the possibility of a material adverse impact on the results of operations of that period or on our cash and/or liquidity.

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Manufacturing and Supply Agreement with Contract Manufacturers

We have a Manufacturing and Supply Agreement with our contract manufacturers to provide for the manufacturing of our pulmonary inhaler device for Exubera®. We have agreed to defend, indemnify, and hold harmless the contract manufacturers from and against third party liability arising out of the agreement, including product liability and infringement of intellectual property. There is no limitation on the potential amount of future payments we could be required to make under these indemnification obligations. We have never incurred costs to defend lawsuits or settle claims related to these indemnification obligations. If any of our indemnification obligations is triggered, we may incur substantial liabilities. Because the obligated amount of this agreement is not explicitly stated, the overall maximum amount of the obligations cannot be reasonably estimated.

Collaboration Agreements for Pulmonary Products

As part of our collaboration agreements with our partners for the development, manufacture, and supply of products based on our Pulmonary Technology, we generally agree to defend, indemnify, and hold harmless our partners from and against third party liabilities arising out of the agreement, including product liability and infringement of intellectual property. The term of these indemnification obligations is generally perpetual any time after execution of the agreement. There is no limitation on the potential amount of future payments we could be required to make under these indemnification obligations. We have never incurred costs to defend lawsuits or settle claims related to these indemnification obligations. If any of our indemnification obligations is triggered, we may incur substantial liabilities. Because the obligated amount of this agreement is not explicitly stated, the overall maximum amount of the obligations cannot be reasonably estimated. Historically, we have not been obligated to make significant payments for these obligations, and no liabilities have been recorded for these obligations on our balance sheet as of June 30, 2006 or December 31, 2005.

License, Manufacturing and Supply Agreements for Products Based on our Advanced PEGylation Technology

As part of our license, manufacturing, and supply agreements with our partners for the development and/or manufacture and supply of PEG reagents based on our Advanced PEGylation Technology, we generally agree to defend, indemnify, and hold harmless our partners from and against third party liabilities arising out of the agreement, including product liability and infringement of intellectual property. The term of these indemnification obligations is generally perpetual any time after execution of the agreement. There is no limitation on the potential amount of future payments we could be required to make under these indemnification obligations. We have never incurred costs to defend lawsuits or settle claims related to these indemnification obligations. If any of our indemnification obligations are triggered, we may incur substantial liabilities. Because the obligated amount of this agreement is not explicitly stated, the overall maximum amount of the obligations cannot be reasonably estimated. Historically, we have not been obligated to make significant payments for these obligations, and no liabilities have been recorded for these obligations on our balance sheet as of June 30, 2006 or December 31, 2005.

Lease Restoration

We have several leases for our facilities in multiple locations. In the event that we do not exercise our option to extend the term of the lease, we guarantee certain costs to restore the property to certain conditions in place at the time of lease. We believe the estimated fair value of this guarantee is not material to our operations. Historically, we have not been obligated to make significant payments for these obligations, and no liabilities have been recorded for these obligations on our balance sheet as of June 30, 2006 or December 31, 2005.

Note 9 Stockholders Equity

Series B Convertible Preferred Stock

In connection with a strategic alliance with Enzon Pharmaceuticals, Inc., we entered into a Preferred Stock Purchase Agreement pursuant to which we sold to Enzon and Enzon purchased from us 40,000 shares of non-voting Series B Preferred Stock at a purchase price of one thousand dollars ($1,000) per share for an aggregate purchase price of $40.0 million. A Certificate of Designation filed with the Secretary of State of Delaware sets forth the rights, privileges and preferences of the Series B Preferred Stock. Pursuant to the Certificate of Designation, the Series B Preferred Stock does not have voting rights. The Series B Preferred Stock was convertible, in whole or in part, into that number of shares of our Common Stock (the Conversion Shares) equal to the quotient of $1,000 per share divided by the Conversion Price. The Conversion Price was initially $22.79 per share or 125% of the Closing Price and at no time could the Preferred Stock convert into shares of Common Stock at a discount to the Closing Price. The Closing Price equaled $18.23 per share and was based upon the average of our closing bid prices as listed on the Nasdaq National Market for the twenty (20) trading days preceding the date of the closing of the transaction.

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The Series B Preferred Stock was convertible at the option of the holder. In accordance with the rights, privileges, and preferences of the Series B Preferred Stock pursuant to the certificate of designation, on January 7, 2005 the Conversion Price was adjusted to be equal to $19.49 per share based on the average of the closing bid prices of our common stock as quoted on the Nasdaq National Market for the 20 trading days preceding January 7, 2005.

To the extent not previously converted, the Series B Preferred Stock automatically converted into shares of our Common Stock, based on the then effective Conversion Price, upon the fourth anniversary of the Original Issue Date or January 7, 2006, at which time, all remaining and outstanding shares of Series B preferred stock were converted into 1,023,292 shares of our common stock.

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

The following discussion contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those discussed here. Factors that could cause or contribute to such differences include, but are not limited to, those discussed in this section as well as factors described in Part II, Item 1-A Risk Factors.

Overview

We are a biopharmaceutical company developing breakthrough products that make a difference in patients lives. We create differentiated, innovative products by applying our drug delivery technologies to established or novel medicines. Our leading technologies are Nektar Pulmonary Technology and Nektar Advanced PEGylation Technology. Nine products using these technologies have received regulatory approval in the United States (U.S.) or the European Union (EU). Our two technology platforms are the basis of nearly all of the partnered and proprietary products we currently have in preclinical and clinical development.

We create or enable breakthrough products in two ways. First, we develop products in collaboration with pharmaceutical and biotechnology companies that seek to improve and differentiate their products. Second, we apply our technologies to established medicines to create and develop our own differentiated, proprietary products. Our proprietary products are designed to target serious diseases in novel ways. We believe our proprietary products have the potential to raise the standards of current patient care by improving efficacy, safety, and/or ease-of-use.

Exubera® (insulin human [rDNA origin]) Inhalation Powder is a rapid-acting, powder human insulin that is inhaled normally through the mouth into the lungs prior to eating using the hand-held Exubera® Inhaler. Exubera® is the lead product using our Nektar Pulmonary Technology in partnership with Pfizer Inc. We believe Exubera® has the potential to revolutionize insulin therapy as it provides adults with Type 1 and Type 2 diabetes in the U.S. and the EU with the first non-invasive delivery form of insulin. Exubera® was approved for marketing in January 2006 in both the U.S. and the EU. On July 20, 2006, Pfizer announced that it would introduce Exubera® in the U.S. by commencing a comprehensive physician and patient education and training program on July 24, 2006, that would be rolled out in phases. Pfizer also said that initial supplies of Exubera will be available across the U.S. beginning in September.

We anticipate that the commercial success of Exubera® will be the key determinant of the success of our business in the next several years. We expect our future revenues to come increasingly from the manufacture and sale of Exubera® Inhalation Powder and Inhalers and royalties from end product sales by Pfizer Inc. The commercial success of Exubera® will be necessary for us to achieve our profitability objective and our ability to fund the key elements of our business strategy. In addition, we expect to continue the trend of receiving substantially less contract research and commercialization readiness revenue from Pfizer Inc as Exubera® transitions to the commercialization phase and revenues from commercialization sales of Exubera® will be required to replace the loss of contract research and commercialization readiness revenue. Like any product in the early launch phase, we face a number of uncertainties with respect to the commercial success of Exubera®, including the timing and success of the commercial launch of Exubera® by Pfizer Inc in various markets, physician and patient education and experiences, third party payor reimbursement, country specific pricing approvals, manufacturing and supply execution, and other risks and uncertainties identified in this report.

In addition, we are continuing to make significant investments in our proprietary product programs which will comprise a substantial portion of our research and development spending. Historically we have partnered with pharmaceutical and biotechnology companies in the early development phase which has helped fund the investment of our product programs. Our current strategy is to develop a portfolio of proprietary products that is intended to address critical unmet medical needs by exploiting our know-how and technology in combination with established medicines. Our objective is to advance these products into clinical development and potentially through regulatory marketing approval thereby capturing significantly more economic value from these products. This strategy requires us to make significant investments in early stage products where there is still substantial uncertainty regarding product efficacy, product safety, clinical results, regulatory approvals, competitive landscape, and market acceptance. Our decision as to when or whether to seek partners for our proprietary products will be made on a product-by-product basis and such decisions will have an important impact on our revenues, research and development spending, and financial position. While we believe this strategy may result in improved economics for any products ultimately developed and approved, it will require us to invest significant funds in developing these products without reimbursement from a collaborative partner.

We will continue to seek collaborative arrangements with pharmaceutical and biotechnology companies. Our partnering strategy enables us to develop a large and diversified pipeline of drug products using our technologies. As we continue to shift our focus towards our proprietary products programs, we expect to engage in a fewer number of higher value partnerships in order to optimize revenue potential, probability of success, and overall return on investment. To date the revenues we have received from the sales of our partner products have been insufficient to meet our operating and other expenses. Other than revenues we expect to generate from Exubera®, we do not anticipate receiving sufficient amounts of revenue from other partner product sales or royalties in the near future to meet our operating expenses.

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To fund the expense related to our research and development activities, we have raised significant amounts of capital through the sale of our equity and convertible debt securities. As of June 30, 2006, we had approximately $381.6 million in long-term convertible subordinated notes, $20.0 million in non-current capital lease obligations, and $43.1 million in other long-term liabilities. Our ability to meet the repayment obligations of this debt is dependent upon our and our partners ability to develop, obtain regulatory approvals, and successfully commercialize products. Even if we are successful in this regard, we will likely require additional capital to repay our debt obligations.

Critical Accounting Policies and Management Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Such estimates are described in Note 1, Organization and Summary of Significant Accounting Policies to the Unaudited Notes to Condensed Financial Statements. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, the results of which form our basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources, and evaluate our estimates on an ongoing basis. Actual results may differ from those estimates under different assumptions or conditions.

Revenue Recognition

Product revenues from Exubera® (insulin inhalation powder and inhaler device) are primarily derived from the cost-plus manufacturing and supply agreement with Pfizer, and are recognized at the earlier of acceptance of products by Pfizer or sixty days from shipment. Exubera® product revenues for the three and six month periods ended June 30, 2006 were $34.0 million and $35.5 million, respectively. Product revenues and the related cost of goods for products that were shipped to Pfizer but have not been recognized within sixty days are recorded as deferred revenue, net of the deferred costs. At June 30, 2006, we had deferred Exubera® product revenue of $19.4 million and deferred cost of goods sold of $14.7 million, or net deferred Exubera® product revenue of $4.7 million.

Share-Based Compensation

Effective January 1, 2006, we adopted the fair value method of accounting for share-based compensation arrangements in accordance with SFAS 123R, using the modified prospective method of transition. Share-based compensation arrangements covered by SFAS 123R currently include stock options granted under our Equity Incentive Plans (the Equity Incentive Plans) and purchases of common stock by our employees at a discount to the market price during each offering period under our Employee Stock Purchase Plan (the ESPP). Prior to January 1, 2006, we accounted for share-based employee compensation plans using the intrinsic value method of accounting in accordance with APB 25. Under the provisions of APB 25, no compensation expense was recognized with respect to purchases of our common stock under the ESPP or when stock options were granted with exercise prices equal to or greater than market value on the date of grant and no compensation expense was recognized for purchases of shares of our common stock by employees under our ESPP. Under the modified prospective method of transition, we are not required to restate our prior period financial statements to reflect expensing of share-based compensation under SFAS 123R. Therefore, the results as of the three months ended June 30, 2006 are not directly comparable to the same periods in the prior year.

As required by the provisions of SFAS 123R, we recorded $14.4 million or $0.16 per share, and $21.6 million or $0.24 per share of share-based compensation expense for the three and six month periods ended June 30, 2006, respectively, of which $9.0 million and $11.2 million, respectively, represents severance related costs associated with the acceleration of share-based grants. This total amount is allocated among cost of revenue, research and development expenses for proprietary drug discovery, and selling, general and administrative expenses based on the function of the applicable employee. This charge had no impact on our reported cash flows. We used the Black-Scholes option pricing model to determine the estimated fair value of our share-based compensation arrangements.

As of June 30 2006, there was $45.5 million of total unrecognized compensation expense related to unvested share-based compensation arrangements granted under the Equity Incentive Plans. These costs will be recognized over a weighted average period of 2.4 years. Within this amount $10.2 million will be recognized during the remainder of 2006.

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Results of Operations

Three and Six Months Ended June 30, 2006 and 2005

Revenue (in thousands except percentages)

	Three months ended June 30, 2006	2005	Increase / (Decrease) 2006 vs 2005	Percentage Increase / Decrease 2006 vs 2005
Contract research revenue	$ 14,322	$ 19,552	$ (5,230)	(27)%
Product sales and royalty revenue	44,157	5,470	38,687	>100%
Exubera ® commercialization readiness revenue	1,744	3,528	(1,784)	(51)%
Total revenue	$ 60,223	$ 28,550	$ 31,673	111%

	Six months ended June 30, 2006	2005	Increase / (Decrease) 2006 vs 2005	Percentage Increase / Decrease 2006 vs 2005
Contract research revenue	$ 29,139	$ 39,081	$ (9,942)	(25)%
Product sales and royalty revenue	56,554	11,862	44,692	>100%
Exubera ® commercialization readiness revenue	3,489	6,101	(2,612)	(43)%
Total revenue	$ 89,182	$ 57,044	$ 32,138	56%

Total revenue for the three-month period ended June 30, 2006 was approximately $60.2 million compared to approximately $28.6 million for the three-month period ended June 30, 2005, an increase of approximately $31.6 million, or 111%. Total revenue for the six-month period ended June 30, 2006 was approximately $89.2 million compared to approximately $57.0 million for the six-month period ended June 30, 2005, an increase of approximately $32.2 million or 56%. The increase in product sales and royalty revenue for the three months ended June 30, 2006 was primarily related to Exubera product sales to Pfizer Inc for inventory to support the commercial launch of Exubera including an incremental manufacturing cost reimbursement of $19.4 million that was recognized in the period ended June 30, 2006.

Contract research revenue for the three-month period ended June 30, 2006 was approximately $14.3 million compared to approximately $19.6 million for the three-month period ended June 30, 2005, a decrease of $5.2 million. Contract research revenue for the six-month period ended June 30, 2006, was approximately $29.1 million compared to approximately $39.1 million for the six-month period ended June 30, 2005, a decrease of $10.0 million. The decrease in contract research revenue for both the three-month and six-month periods ended June 30, 2006 as compared to the three and six month periods ended June 30, 2005, was primarily due to the approval of Exubera® in January 2006, and the transition of Pfizer revenue from contract research revenue to commercialization readiness revenue and product sales of Exubera® Inhalation Powder and Inhalers to Pfizer Inc.

Product sales and royalty revenue for the three-month period ended June 30, 2006 was approximately $44.2 million compared to approximately $5.5 million for the three-month period ended June 30, 2005, an increase of $38.7 million. Product sales and royalty revenue for the six-month period ended June 30, 2006, was approximately $56.6 million compared to approximately $11.9 million for the six-month period ended June 30, 2005, an increase of $44.7 million. The increase for both the three-month and six-month periods ended June 30, 2006 as compared to the three and six month periods ended June 30, 2005 was primarily due to the approval of Exubera® in January 2006, and the subsequent manufacturing cost reimbursements from Pfizer Inc related to Exubera® Inhalation Powder and Inhalers. Royalty revenues were $2.4 million and $0.9 million, for the three month periods ended June 30, 2006 and 2005, respectively, and $4.8 million and $0.9 million, for the six month periods ended June 30, 2006 and 2005, respectively.

Exubera® commercialization readiness revenue represents reimbursement, by Pfizer, of certain agreed upon operating costs relating to our Exubera® drug powder manufacturing facilities and our device contract manufacturing locations in preparation for commercial production, plus a markup on such costs. Such reimbursable revenue will not necessarily equal actual costs incurred which are expensed as Exubera®

commercialization readiness costs. Exubera® commercialization

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readiness revenue for the three-month periods ended June 30, 2006 and June 30, 2005 were $1.7 million and $3.5, respectively. Exubera® commercialization readiness revenue for the six-month periods ended June 30, 2006 and June 30, 2005 were $3.5 million and $6.1, respectively. The decrease in Exubera® commercialization readiness revenue was primarily due to the transition to commercialization and therefore a decrease in readiness activity. We expect to amortize the remaining capitalized commercialization readiness costs through Q3 of 2007.

Cost of Goods Sold (in thousands except percentages)

	Three months ended June 30, 2006	Three months ended June 30, 2005	Increase / (Decrease) 2006 vs 2005	Percentage Increase / Decrease 2006 vs 2005
Cost of goods sold	$ 35,731	$ 5,433	$ 30,298	> 100%
Product sales and royalty revenue gross margin	$ 8,426	$ 37	$ 8,389	> 100%
	19.1%	0.7%	18.4%	

	Six months ended June 30, 2006	Six months ended June 30, 2005	Increase / (Decrease) 2006 vs 2005	Percentage Increase / Decrease 2006 vs 2005
Cost of goods sold	$ 43,684	$ 10,688	$ 32,996	> 100%
Product sales and royalty revenue gross margin	$ 12,870	$ 1,174	$ 11,696	> 100%
	22.8%	9.9%	12.9%	

Cost of goods sold is associated with product sales and royalty revenue and was approximately $35.7 million and $5.4 million for the three-month periods ended June 30, 2006 and June 30, 2005, respectively, representing a gross margin of approximately $8.4 million and less than $0.1 million, or 19.1% and 0.7%, respectively. Cost of goods sold associated with product sales and royalty revenue was approximately $43.7 million and $10.7 million for the six-month periods ended June 30, 2006 and 2005, respectively, representing a gross margin of approximately $12.9 million and $1.2 million, or 22.8% and 9.9%, respectively. Increases in gross margin for both the three and six month periods ended June 30, 2006 as compared to the three and six month periods ended June 30, 2005 were primarily due to the sales of the Exubera® Inhalation Power and Inhalers to Pfizer Inc. which have a relatively higher margin than other product revenues. Royalty payments to Enzon were $1.0 million and $0.4 million, for the three month periods ended June 30, 2006 and 2005, respectively, and $2.2 million and $0.4 million, for the six month periods ended June 30, 2006 and 2005, respectively. Included in cost of sales for the three and six month periods ended June 30, 2006 was $0.2 million and $0.3 million, respectively, of share based compensation.

During the three-month period ended June 30, 2005, certain production resources were diverted to the completion of the construction and validation of a commercial production suite for the Nektar Advanced PEGylation products, which caused a lower than normal absorption of overhead and had a negative impact on gross margin.

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Exubera® commercialization readiness costs (in thousands except percentages)

	Three months ended June 30, 2006	Three months ended June 30, 2005	Increase / (Decrease) 2006 vs 2005	Percentage Increase / Decrease 2006 vs 2005
Exubera® commercialization readiness costs	$ 1,042	$ 2,666	$ (1,624)	(61)%

	Six months ended June 30, 2006	Six months ended June 30, 2005	Increase / (Decrease) 2006 vs 2005	Percentage Increase / Decrease 2006 vs 2005
Exubera® commercialization readiness costs	$ 2,084	$ 4,960	$ (2,876)	(58)%

Exubera® commercialization readiness costs are start up manufacturing costs we have incurred in our Exubera® Inhalation Powder manufacturing facility and our Exubera® Inhaler device manufacturing locations in preparation for commercial production. We do not anticipate incurring any additional costs related to commercialization readiness in connection with the ongoing commercial launch of Exubera®. We expect that remaining commercialization readiness costs previously incurred will be amortized through November 2007.

Research and Development Expenses (in thousands except percentages)

	Three months ended June 30, 2006	Three months ended June 30, 2005	Increase / (Decrease) 2006 vs 2005	Percentage Increase / Decrease 2006 vs 2005
Research and development	$ 41,630	$ 35,785	$ 5,845	16%

	Six months ended June 30, 2006	Six months ended June 30, 2005	Increase / (Decrease) 2006 vs 2005	Percentage Increase / Decrease 2006 vs 2005
Research and development	$ 73,031	$ 70,730	$ 2,301	3%

We expense all research and development expenses as they are incurred. Research and development expenses are associated with three general categories: (i) collaborative agreements under which a portion of spending is reimbursed by our partners; (ii) spending attributed to internally funded programs; and (iii) infrastructure costs associated with operations for our drug and device manufacturing.

Research and development expenses were approximately $41.6 million and $35.8 million for the three-month periods ended June 30, 2006 and 2005, respectively, and approximately $73.0 million and $70.7 million for the six-month periods ended June 30, 2006 and 2005, respectively. The increase for both the three-month and six-month periods ended June 30, 2006 as compared to 2005, was primarily due to personnel increases, stock compensation expenses, and outside services related to our proprietary product programs. These increases were partially offset by the decrease in development costs associated with Exubera®. Stock based compensation expenses were approximately $3.6 million and $6.0 million, respectively, in the three month and six month periods ended June 30, 2006, of which $0.5 million was related to executive severance. As a result of winding down our Nektar UK operations, we recorded charges of $3.7 million in the three month period ended June 30, 2006, of which $2.5 million was for severance and $1.2 million was for impairment of fixed assets, and $4.1 million in the six month period ended June 30, 2006, of which $2.9 million was for severance and $1.2 was for impairment of fixed assets.

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We expect research and development spending to increase over the next few years as we increase the number of proprietary products we take further into clinical development prior to seeking partnerships with biopharmaceutical partners, if at all.

General and Administrative Expenses (in thousands except percentages)

	Three months ended June 30, 2006	Three months ended June 30, 2005	Increase / (Decrease) 2006 vs 2005	Percentage Increase / Decrease 2006 vs 2005
General and administrative	$ 26,063	$ 10,135	$ 15,928	>100%

	Six months ended June 30, 2006	Six months ended June 30, 2005	Increase / (Decrease) 2006 vs 2005	Percentage Increase / Decrease 2006 vs 2005
General and administrative	$ 46,436	$ 19,245	$ 27,191	>100%

General and administrative expenses are associated with administrative staffing, business development, and marketing efforts.

General and administrative expenses were approximately $26.1 million and $10.1 million for the three-month periods ended June 30, 2006 and 2005, respectively. The increase of $15.9 million in general and administrative expenses for the three month period ended June 30, 2006 as compared to the three month period ended June 30, 2005 was primarily due to an increase in compensation costs of $13.4 million, and an increase in professional fees of $2.5 million. The increase of $13.4 million in compensation costs primarily represents $10.4 million of stock based compensation expense of which $8.5 million is due to executive severance, and $3.0 million of cash compensation, of which $1.7 million is due to executive severance. The increase of $2.5 million in professional fees is primarily due to legal services related to litigation support, audit and related services, and other consulting services.

General and administrative expenses were approximately $46.4 million and $19.2 million for the six-month periods ended June 30, 2006 and 2005, respectively. The increase of $27.2 million in general and administrative expenses for the six-month period ended June 30, 2006 as compared to the six month period ended June 30, 2005 was primarily due to an increase in compensation costs of $21.9 million, and an increase in professional fees of $5.2 million. The increase of $21.9 million in compensation costs primarily represents $14.8 million of stock based compensation expense, of which $10.7 million is due to executive severance, and $7.1 million of cash compensation, of which $3.0 million is due to executive severance. The increase of $5.2 million in professional fees is primarily due to legal services related to litigation support, audit and related services, and other consulting services.

Litigation Settlement

On July 14, 2005, the University of Alabama Huntsville (UAH) filed a complaint against the Company and Nektar Therapeutics AL, Corporation, a wholly-owned subsidiary of the Company (Nektar AL), in the United States District Court for the Northern District of Alabama. The complaint alleged patent infringement, breach of a contract royalty obligation, violation of the Alabama Trade Secrets Act, and unjust enrichment. On August 3, 2005, UAH amended its complaint to add J. Milton Harris, a Nektar employee, as a party to the litigation and expand the claims and remedies sought by UAH in the litigation. On November 7, 2005 Nektar AL filed a counterclaim against UAH seeking recovery for royalty payments previously paid. UAH subsequently amended its complaint on December 13, 2005 and on April 4, 2006.

On June 30, 2006 the Company, Nektar AL, and Mr. Harris entered into a Settlement Agreement and General Release (the Settlement Agreement) with UAH. Under the terms of the Settlement Agreement, the Company, Nektar AL, Mr. Harris and UAH have agreed to full and complete satisfaction of all claims asserted in the litigation. In consideration for this settlement, the Company and Mr. Harris made an initial payment of $15.0 on June 30, 2006, of which the Company paid $11.0 million and Mr. Harris paid $4.0 million. Beginning July 1, 2007, the Company will pay UAH ten annual installment payments of $1.0 million each, representing an accrued liability of $6.7 million at June 30, 2006, or the present value of the future payments using an 8% annual discount rate. Nektar recorded a Litigation Settlement charge of $17.7 million during the quarter ended June 30, 2006 which reflects the net present value of the settlement payments. Also pursuant to the Settlement Agreement, a license agreement between UAH and Nektar AL dated June 17, 1993 was terminated and UAH granted the Company a fully paid up, royalty-free, worldwide, assignable, transferable, sole and exclusive (even as to UAH) license, with the right to grant and authorize sublicenses, under United States Patent No. 5,252,714.

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Other Income (Expense) (in thousands except percentages)

	Three months ended June 30, 2006	Three months ended June 30, 2005	Increase / (Decrease) 2006 vs 2005	Percentage Increase / Decrease 2006 vs 2005
Other income (expense)	$ (1,055)	$ (118)	$ (937)	>100%

	Six months ended June 30, 2006	Six months ended June 30, 2005	Increase / (Decrease) 2006 vs 2005	Percentage Increase / Decrease 2006 vs 2005
Other income (expense)	$ (1,092)	$ (1,403)	$ 311	(22%)

Other income and expense primarily represents foreign currency transaction gains and losses and reserves for bad debt

Interest Income (in thousands except percentages)

	Three months ended June 30, 2006	Three months ended June 30, 2005	Increase / (Decrease) 2006 vs 2005	Percentage Increase / Decrease 2006 vs 2005
Interest income	$ 6,374	$ 2,512	$ 3,862	>100%

	Six months ended June 30, 2006	Six months ended June 30, 2005	Increase / (Decrease) 2006 vs 2005	Percentage Increase / Decrease 2006 vs 2005
Interest income	$ 11,256	$ 4,784	$ 6,472	>100%

Interest income was approximately $6.4 million for the three-month period ended June 30, 2006, as compared to approximately $2.5 million for the three-month period ended June 30, 2005, and approximately $11.3 million for the six-month period ended June 30, 2006, as compared to approximately $4.8 million for the six-month period ended June 30, 2005. The increase in interest income for the three and six month periods ended June 30, 2006 as compared to the three and six month periods ended June 30, 2005 is primarily due to an increase in our balance of cash, cash equivalents, and investments in marketable securities resulting from our $315.0 million subordinated debt offering in September 2005, and higher prevailing interest rates during the three and six month periods ended June 30, 2006.

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Interest Expense (in thousands except percentages)

	Three months ended June 30, 2006	Three months ended June 30, 2005	Increase / (Decrease) 2006 vs 2005	Percentage Increase / Decrease 2006 vs 2005
Interest expense	$ 4,938	$ 2,856	$ 2,082	73%

	Six months ended June 30, 2006	Six months ended June 30, 2005	Increase / (Decrease) 2006 vs 2005	Percentage Increase / Decrease 2006 vs 2005
Interest expense	$ 10,080	$ 5,916	$ 4,164	70%

Interest expense was approximately $4.9 million for the three-month period ended June 30, 2006, as compared to approximately $2.9 million for the three-month period ended June 30, 2005, and approximately $10.1 million for the six-month period ended June 30, 2006, as compared to approximately $5.9 million for the six-month period ended June 30, 2005. The $2.1 million and $4.2 million increase in interest expense for the three and six month periods ended June 30, 2006 as compared to the three and six month periods ended June 30, 2005 was primarily due to a higher average balance of convertible subordinated debt outstanding resulting from our $315.0 million subordinated debt offering in September 2005.

Liquidity and Capital Resources

We have financed our operations primarily through public and private placements of debt and equity securities, revenue from development contracts, product sales, short-term research and feasibility agreements, financing of equipment acquisitions and tenant improvements, and interest income earned on our investments of cash. We do not utilize off-balance sheet financing arrangements as a source of liquidity or financing. At June 30, 2006, we had cash, cash equivalents and investments in marketable securities of approximately $491.1 million as compared to $566.4 million as of December 31, 2005. The decrease of $75.3 million during this six-month period resulted primarily from cash used in operating activities and a cash payment of $11.0 million in connection with the UAH settlement.

	Six months ended June 30,			Percentage
	2006	2005	Increase/ (Decrease) 2006 vs 2005	Increase/ (Decrease) 2006 vs 2005
Cash, cash equivalents and investments	$ 491.1	$ 378.5	$ 112.6	30%
Cash provided by/(used in):				
Operating activities	$ (71.5)	$ (36.5)	$ (34.5)	93%
Investing activities	$ (44.9)	$ 70.3	$ (115.2)	>(100%)
Financing activities	$ 7.0	$ 4.6	$ 2.4	52%
Capital expenditures (included in investing activities above)	$ (11.5)	$ 8.1	$ (19.6)	>(100%)

Our operations used cash of $71.5 million for the six-month period ended June 30, 2006 as compared to cash used of $36.5 million for the six-month period ended June 30, 2005. During the six-month period ended June 30, 2006, cash used in operations was primarily due to a net loss of $96.3 million and an increase in trade receivables of $36.9 million, which were partially offset by depreciation and amortization of $17.3 million, stock based compensation of $21.6 million, and accrued litigation settlement fees of $6.7 million. During the six-month period ended June 30, 2005, cash used in operations was primarily due to a net loss of $53.1 million partially offset by depreciation and amortization of $11.3 million.

Cash used in investing activities was $44.9 million for the six-month period ended June 30, 2006 as compared to cash provided of $70.3 million for the six-month period ended June 30, 2005. Cash flows related to investing activities for the six-month periods ended June 30, 2006 and 2005 were affected primarily by the purchase, sale, and maturity of investments. We purchased property and equipment of approximately $11.5 million and $8.1 million during the six-month periods ended June 30, 2006 and 2005, respectively.

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Cash flows provided by financing activities were $7.0 million for the six-month period ended June 30, 2006 compared to cash provided of $4.6 million for the six-month period ended June 30, 2005. During the six-month period ended June 30, 2006 cash provided by financing activities was primarily due to $11.1 million received from exercises of employee stock options offset by $4.9 million of payments for loans and capital lease obligations. During the six-month period ended June 30, 2005 cash provided by financing activities was primarily due to cash received from exercises of employee stock options of $5.2 million.

Aggregate principal amount of $102.7 million and $315.0 million of our outstanding convertible subordinated debt as of June 30, 2006 will mature in 2007 and 2012, respectively.

The following summarizes our outstanding convertible subordinated debt as of June 30, 2006:

Class	Maturity	Amount Outstanding	Conversion Price
5%	February 2007	$ 36.1 million	$ 38.36
3.5%	October 2007	$ 66.6 million	$ 50.46
3.25%	September 2012	$ 315.0 million	$ 21.52

Given our current cash requirements, we forecast that we will have sufficient cash to meet our net operating expense requirements through at least the end of 2007. We plan to continue to invest in our growth and the need for cash will be dependent upon the timing of these investments. Our capital needs will depend on many factors, including the success of Exubera ® commercialization, continued progress in our research and development arrangements, progress with preclinical and clinical trials of our proprietary and partnered products, our decision whether and when to partner one or more of our proprietary product programs, the time and costs involved in obtaining regulatory approvals, the costs of developing and scaling up manufacturing operations of our technologies, the timing and cost of our clinical and commercial production facilities, the costs involved in preparing, filing, prosecuting, maintaining and enforcing patent claims, the need to acquire licenses to new technologies, and the status of competitive products. To date we have been primarily dependent upon equity and convertible debt financings for capital and have incurred substantial debt as a result of our issuances of subordinated notes and debentures that are convertible into our common stock. Our substantial debt, the market price of our securities, and the general economic climate, among other factors, could have material consequences for our financial position and could affect our sources of short-term and long-term funding. There can be no assurance that additional funds, if and when required, will be available to us on favorable terms, if at all.

During the quarter ended June 30, 2006, there has not been a material change to the summary of contractual obligations in our Annual Report on Form 10-K/A for the year ended December 31, 2005.

Issuer Purchases of Equity Securities

There were no purchases of any class of our equity securities by us or any affiliate pursuant to any publicly announced repurchase plan in the three-month period ended June 30, 2006.

Approval of Non-Audit Services

During the three-month period ended June 30, 2006, the Audit Committee of the Board of Directors approved $10,000 in tax-related consultation and preparation services to be provided by Ernst & Young LLP, our independent registered public accounting firm.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Our market risks at June 30, 2006 have not changed significantly from those discussed in Item 7A of our Annual Report on Form 10-K/A for the year ended December 31, 2005 on file with the Securities and Exchange Commission.

Item 4. Controls and Procedures

Evaluation of our Disclosure Controls and Procedures

Under the supervision and with the participation of management, including our Chief Executive Officer and our Chief Financial Officer, we have evaluated the effectiveness of the design and operation of our disclosure controls and procedures (DCPs). DCPs are controls and procedures that are designed to ensure that information required to be disclosed in our reports filed or submitted under the Securities Exchange

Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission s rules and forms. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our DCPs were effective as of June 30, 2006.

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Changes in Internal Control over Financial Reporting

In the three months ended June 30, 2006, we continued to recruit and hire additional accounting staff with technical expertise and further refine our financial close and reporting processes. We anticipate making additional improvements and changes in future periods, however, except as described herein, there were no other changes in our internal control over financial reporting during the second quarter of 2006, that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Limitations on the Effectiveness of Controls.

Our management, including the Chief Executive Officer and Chief Financial Officer, does not expect that our DCP s or our internal control over financial reporting will prevent all error and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the control. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, control may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

PART II: OTHER INFORMATION

Item 1. Legal Proceedings

Reference is hereby made to our disclosures in Legal Matters under Note 7 of the Notes to Condensed Consolidated Financial Statements and the information under the heading Legal Matters is incorporated by reference herein.

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Item 1A. Risk Factors

We are providing the following cautionary discussion of risk factors, uncertainties and possibly inaccurate assumptions that we believe are relevant to our business. These are factors that, individually or in the aggregate, we think could cause our actual results to differ materially from expected and historical results and our forward-looking statements. We note these factors for investors as permitted by Section 21E of the Securities Exchange Act of 1934 and Section 27A of the Securities Act of 1933. You should understand that it is not possible to predict or identify all such factors. Consequently, you should not consider this section to be a complete discussion of all potential risks or uncertainties that may substantially impact our business. Risk factors that have substantively changed from those presented in our Annual Report on Form 10-K/A for the year ended December 31, 2005 are marked with a * .

***Our revenue and results of operations will depend on the successful commercial launch of Exubera®.**

We currently depend on Pfizer Inc as the source of a significant portion of our revenues. Revenue from Pfizer represented 70% and 67% of our total revenue for the three-month periods ended June 30, 2006 and 2005, respectively. Revenue from Pfizer represented 62% and 65% of our total revenue for the six-month periods ended June 30, 2006 and 2005, respectively. After receipt of regulatory approval for marketing in the U.S. and EU in January 2006 and the commercial launch of Exubera® by Pfizer Inc in 2006, we expect a significant portion of our future revenue from Pfizer Inc will come from the commercial manufacture and sale of Exubera® Inhalation Powderto Pfizer Inc, the sale of Exubera® Inhalers and component parts to Pfizer Inc, and royalties from Exubera® product sales by Pfizer Inc. There can be no assurance regarding the success of the Exubera® commercial launch which will depend on such factors as the scope and size of Pfizer Inc. s investment in the commercial launch of Exubera®, physician and patient education and experiences, third party payor reimbursement, country specific pricing approvals, and competition from alternative insulin therapies. On August 1, 2006, Novo Nordisk (NVO) filed a lawsuit against Pfizer Inc in the United States Federal Court in the Southern District of New York claiming that Pfizer Inc willfully infringes on NVO s patents covering inhaled insulin with Exubera®. NVO is also seeking a preliminary injunction to suspend Exubera® sales while the lawsuit is ongoing. If the commercial launch of Exubera® is delayed or not successful it would significantly and negatively impact our revenue and results of operations.

***If we are not able to manufacture and supply sufficient quantities of powder formulated drugs to meet market demand it would negatively impact our revenue and results of operations.**

Drug Powder Product Manufacturing

We have limited experience manufacturing powder drug products at commercial scale. With respect to drugs based on the Nektar Pulmonary Technology, such as Exubera®, we have only recently begun to perform powder processing on the scale needed for commercial production. We may encounter manufacturing and quality control problems as we continue to produce commercial quantities such as insulin powder manufacturing for Exubera®. We may not successfully scale-up or expand commercial production in a timely manner or at a commercially reasonable cost, if at all. Our failure to scale up manufacturing could delay or prevent large scale clinical testing and commercialization of our products and would negatively impact our revenues and results of operations. In addition, adding manufacturing capacity requires large capital investments and substantial periods of time to implement and obtain regulatory qualifications for additional manufacturing capacity. As a result of this manufacturing capacity limitation and long-lead times to add manufacturing capacity, unplanned fluctuations in demand could result in our inability to meet market demand or increased inventory requirements.

We anticipate periodic regulatory inspections of our insulin powder manufacturing facilities for compliance with applicable regulatory requirements. The results of these inspections could result in costly manufacturing changes, facility or capital equipment upgrades, or suspension or revocation of regulatory approval for our manufacturing site. Manufacturing delays pending resolution of regulatory suspensions or disqualifications would have a severe negative impact on our revenue and results of operations.

We rely primarily on two particular methods of powder processing. There is a risk that these technologies will not work with all drugs or that the cost of drug production with this processing will preclude the commercial viability of certain drugs. Additionally, there is a risk that any alternative powder processing methods we may pursue will not be commercially practical for aerosol drugs or that we will not have, or be able to acquire the rights to use, such alternative methods.

Drug Powder Packaging and Filling

Our fine particle powders and small quantity packaging utilized for drugs based on Nektar Pulmonary Technology, such as the Exubera® product, require special handling. We have designed and qualified automated filling equipment for small and moderate quantity packaging of fine powders and we have yet to prove that we can scale-up an automated filling system that can handle the small dose and particle sizes of our powders in commercial quantities. There is a risk that we will not be able to scale-up our automated filling equipment in a timely manner or at

commercially reasonable costs. Any failure or delay in such scale-up would delay product development or substantially impede commercialization of products based on Nektar Pulmonary Technology and would negatively impact our revenues and results of operations.

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There can be no assurance we will be able to manufacture products on our auto-filler system in a timely manner or at a commercially reasonable cost. Any delay or failure in further developing such technology would delay product development or impede commercialization of our products and would have a materially adverse effect on our business.

We depend on two contract manufacturers to manufacture the Exubera® Inhaler devices and the failure to manufacture sufficient quantities of inhalers to meet market demand would negatively impact our revenues and results of operations.

We depend on two contract manufacturers to manufacture the Exubera® Inhalers. Dependence on these two contract manufacturers for the manufacture of our Exubera® Inhalers and their suppliers may adversely affect our cost of goods and our ability to scale manufacturing to meet market demand. Because the manufacturing process for the Exubera® Inhaler is very complex and subject to extensive government regulations, alternative qualified contract manufacturers or increased capacity may not be available on a timely basis or at all. Increasing manufacturing capacity at our contract manufacturers involves risks and uncertainties including significant lead time requirements, increased capital investments, the recruitment and training of additional qualified personnel, and other operational complexities.

We also depend on the suppliers of our contract manufacturers to provide a large number of component parts for the Exubera® Inhaler in sufficient quantities and on a timely basis to meet market demand. A failure by one or more of these suppliers to provide sufficient parts or components on a timely basis to meet market demand would limit our Exubera® Inhaler production capacity and would have a negative impact on our revenue and results of operations.

In addition, we anticipate periodic regulatory inspections of our contract manufacturers facilities. Although our contract manufacturers have obligations to comply with regulatory requirements, the results of these regulatory inspections could result in costly manufacturing changes, facility or capital equipment upgrades or expansion, or suspension or revocation of U.S. and/or EU approval for one or both of our contract manufacturers. Manufacturing delays pending resolution of regulatory suspensions or disqualifications would have a severe impact on our results of operations, financial position, contractual obligations, regulatory approvals, and market share.

If Pfizer Inc is not able to manufacture or fill the bulk insulin powder in sufficient quantities to meet market demand it would negatively impact our revenues and results of operations.

Pfizer Inc has responsibility for manufacturing approximately half of the Exubera® Inhalation Powder. Pfizer may encounter manufacturing and control problems that cannot be remedied in a timely manner as they scale-up commercial scale powder processing. Pfizer may not be able to successfully achieve sufficient scale-up to meet market demand. In addition, we anticipate periodic FDA inspections of Pfizer Inc s Exubera® Inhalation Powder manufacturing facilities for regulatory compliance. The results of these regulatory inspections could result in costly manufacturing changes, facility or capital equipment upgrades, suspension or revocation of FDA approval for Pfizer Inc manufacturing sites. Manufacturing delays pending resolution of FDA suspension or disqualifications would have a negative impact on our revenue, results of operations, regulatory approvals, and public confidence in the Exubera® product.

Pfizer Inc has responsibility for the automated filling of all of the insulin blister packs for Exubera®. We have developed and transferred to Pfizer Inc an automated filling technology which we believe will be capable of filling blisters on a production scale for Exubera®. There are significant technical challenges in scaling-up an automated filling system that can handle the small dose and particle sizes of our powders in commercial quantities. Any failure, delay, or lack of scale in the automated filling process would impede commercialization of Exubera® and would negatively impact our revenues and results of operations.

In February 2006, Pfizer Inc announced that it had closed a transaction to acquire sanofi-aventis s partnership interest in the bulk insulin manufacturing facility located in Frankfurt, Germany. Any disruption in manufacturing as a result of post-acquisition integration challenges or other issues could impact the commercial supply of bulk insulin and it would negatively impact our revenues and results of operations.

The discovery of any new or more severe side effects or negative efficacy findings for Exubera® could significantly harm our business.

While the safety of Exubera® for patients has been extensively studied in clinical trials with generally mild to moderate side-effects to date, Pfizer Inc is conducting controlled long-term safety and efficacy studies of Exubera®. Exubera® is known

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to have certain side effects such as a small decrease in lung function generally within the first months of treatment, lowered blood sugar levels that typically occurs with other insulin therapies and a mild cough within seconds to minutes after taking Exubera®. There can be no assurance that additional or more severe side effects or negative efficacy findings may be discovered based on Pfizer Inc s long-term safety and efficacy studies or required reporting of adverse events regarding Exubera®, any of which could severely harm our business and result in one or more of the following regulatory events:

a voluntary or involuntary recall or market withdrawal of Exubera®;

labeling changes such as additional contraindications, warnings, precautions, or adverse reactions that would limit Exubera® market potential; and/or

a boxed warning in the label; narrowing or other negative alterations to the labeling; restrictions on distribution.

In addition, one or more of the above factors would also have the potential to negatively impact pending and planned regulatory registrations for Exubera® in other countries.

*** If any of our pending patent applications do not issue or following issuance are deemed invalid or if any of our patents are deemed invalid, we may lose valuable intellectual property protection. If any of our products infringe third-party intellectual property rights, we may suffer adverse effects to our ability to develop and commercialize products and to our revenues and results from operations.**

We have filed patents applications (and we plan to file additional patent applications) covering, among other things, aspects of: Nektar Pulmonary Technology (in general and as it relates to specific molecules) including, without limitation, our powder processing technology, our powder formulation technology, and our inhalation device technology; our Advanced PEGylation Technology; and certain other early stage technologies. As of June 30, 2006 we owned 1,086 issued U.S. and foreign patents that cover various aspects of our technologies, and we have a number of patent applications pending.

The patent positions of pharmaceutical, biotechnology and drug delivery companies, including ours, are uncertain and involve complex legal and factual issues. There can be no assurance that patents we apply for will be issued, or that patents that are issued will be valid and enforceable. Even if such patents are enforceable, we anticipate that any attempt to enforce our patents could be time consuming and costly. Additionally, the coverage claimed in a patent application can be significantly reduced before the patent is issued. As a consequence, we do not know whether any of our pending patent applications will be granted with broad coverage or whether the claims that eventually issue or that have issued will be circumvented. Since publication of discoveries in scientific or patent literature often lag behind actual discoveries, we cannot be certain that we were the first inventor of inventions covered by our issued patents or pending patent applications or those we were the first to file patent applications for such inventions. Moreover, we may have to participate in interference proceedings declared by the U.S. Patent and Trademark Office, which could result in substantial cost to us, even if the eventual outcome is favorable. An adverse outcome could subject us to significant liabilities to third parties, require disputed rights to be licensed from or to third parties or require us to cease using the technology in dispute.

Numerous pending and issued U.S. and foreign patent rights and other proprietary rights owned by third parties relate to pharmaceutical compositions and reagents, medical devices, and equipment and methods for preparation, packaging, and delivery of pharmaceutical compositions. We cannot predict with any certainty which, if any, patent references will be considered relevant to our technology by authorities in the various jurisdictions where such rights exist, nor can we predict with certainty which, if any, of these rights will or may be asserted against us by third parties. There can be no assurance that we can obtain a license to any technology that we determine we need on reasonable terms, if at all, or that we could develop or otherwise obtain alternate technology. The failure to obtain licenses if needed would have a material adverse effect on us.

We also rely upon trade secret protection for our confidential and proprietary information. No assurance can be given that others will not independently develop substantially equivalent proprietary information and techniques or otherwise gain access to our trade secrets or disclose such technology, or that we can meaningfully protect our trade secrets.

Third parties from time to time have asserted or may assert that we and/or our commercial partners are infringing their proprietary rights based upon issued patents, trade secrets or know-how that they believe cover our technology. In addition, future patents may be issued to third parties that our technology may infringe. We agree, in certain circumstances, to indemnity and hold harmless our commercial partners from claims of infringement that relate to our technology. We could incur substantial costs in defending ourselves and our commercial partners against any such

claims. Furthermore, parties making such claims may be able to obtain injunctive or other equitable relief, which could effectively block our ability or the ability of our partners to develop or commercialize some or all of our products in the United States and abroad, and could result in the award of substantial damages. On August 1, 2006, Novo Nordisk (NVO) filed a lawsuit against Pfizer Inc in the United States Federal Court in the Southern District of New York claiming that Pfizer Inc willfully infringes on NVO s patents covering inhaled insulin with Exubera®. NVO is seeking a preliminary injunction to suspend Exubera® sales while the lawsuit is ongoing. In the event of a claim of infringement, we and our commercial partners may be required to obtain one or more licenses from third parties. There can be no assurance that our commercial partners and we will be able to obtain such licenses at a reasonable cost, if at all. Defense of any lawsuit or failure to obtain any such required license could have a material adverse effect on us.

Access, or our partners access, to drugs to be formulated using our various delivery technologies affects our ability to develop and commercialize our technologies. We intend generally to rely on the ability of our partners to provide access to drugs that we formulate for pulmonary and other forms of delivery. There is a risk that our partners will not be able to provide access to such drugs. This situation is complex, and as such, the ability of any one company, including us, to commercialize a particular drug is unpredictable.

In addition, formulations of drugs that are presently under development by us, as well as our drug formulation and delivery technologies, may be subject to issued U.S. and foreign patents (and may be subject in the future to patents that issue from pending patent applications) owned by competitors. Therefore, even if our partners provide access to drugs for the formulation of pulmonary and other forms of delivery, there is a risk that third parties will accuse, and possibly a court or a governmental agency will determine, that we and/or our partners infringe third party patent rights covering such drugs and/or the formulation or delivery technologies utilizing such drugs, and we will be prohibited from working with the drug or formulation or delivery technology, or we will be found liable for damages that may not be subject to indemnification, or we may elect to pay such third party royalties under a license to such patent rights if one is available. Any such restrictions on access to drugs, liability for damages, prohibition, or payment of royalties would negatively impact our revenues and results of operations.

***We may incur material litigation costs, which may adversely affect our business and results of operations.**

From time to time, we are party to various other litigation matters, including several that relate to our patent and intellectual property rights. We cannot predict with certainty the eventual outcome of any pending litigation or potential future litigation, and we might have to incur substantial expense in defending these or future lawsuits or indemnifying third parties with respect to the results of such litigation. For example, on June 30, 2006, we entered into a litigation settlement agreement with the University of Alabama Hunstville pursuant to which the Company paid $11 million and agreed to pay an additional $10 million in equal annual installments over ten years.

If government and private insurance programs do not pay for our products they will not be widely accepted and it would have a negative impact on our revenue and results of operations.

In both domestic and foreign markets, sales of our products under development will depend in part upon pricing approvals by government authorities and the availability of reimbursement from third-party payors, such as government health administration authorities, managed care providers, private health insurers and other organizations. In addition, such third-party payors are increasingly challenging the price and cost effectiveness of medical products and services. Significant uncertainty exists as to the pricing approvals for, and the reimbursement status of, newly approved health care products. For example, Type 1 and Type 2 diabetes patients have current insulin therapies available to them, primarily injectable and oral insulin therapies. Pricing for Exubera® could be at a premium to currently available insulin therapies. Therefore, an important factor in the success of the Exubera® commercial launch will be the timing and availability of reimbursement from third-party payors. Moreover, legislation and regulations affecting the pricing of pharmaceuticals may change before regulatory agencies approve our proposed products for marketing. Adoption of such legislation and regulations could further limit pricing approvals for, and reimbursement of, medical products. A government or third-party payor decision not to approve pricing for, or provide adequate coverage and reimbursements of, our products would limit market acceptance of such products.

If product liability lawsuits are brought against us, we may incur substantial liabilities.

The manufacture, testing, marketing and sale of medical products involves an inherent risk of product liability. If product liability costs exceed our product liability insurance coverage, we may incur substantial liabilities that could have a severe negative impact on our financial position. Whether or not we were ultimately successful in product liability litigation, such litigation would consume substantial amounts of our financial and managerial resources, and might result in adverse publicity, all of which would impair our business. We may not be able to maintain our clinical trial insurance or product liability insurance at an acceptable cost, if at all, and this insurance may not provide adequate coverage against potential claims or losses.

If we are not successful in designing and developing new and next generation pulmonary inhaler devices it would negatively impact our revenue and results of operations.

We face many technical challenges in developing our pulmonary inhaler device to work with a broad range of drugs, to produce such devices in sufficient quantities once developed, and to adapt the devices to different powder formulations. Our pulmonary inhaler device being used with

Exubera® has been approved by regulators in the U.S. and EU. Following commercialization of Exubera® or in connection with other pulmonary products that we are developing or may develop, additional design and development work may be required to optimize the device for field reliability, changes required by regulators or other issues that may be important to its commercial success such as device portability, convenience, reliability, and ease of use. Additional design and development work could lead to a delay in regulatory approval for any product that incorporates the device. There is a risk that we will not successfully meet one or more of these challenges and it would negatively impact our revenues and results of operations.

If our competitors develop and sell better drug delivery and formulation technologies, then our products or technologies may be uncompetitive or obsolete and it would negatively impact our revenues and results of operations.

We are aware of other companies engaged in developing and commercializing drug delivery and formulation technologies similar to our technologies. Some of our competitors with regard to Nektar Pulmonary Technology include Alexza MDC, Alkermes, Inc., Aradigm Corporation, 3M, MannKind Corporation, Microdose Technologies Inc., Quadrant Technologies Limited, Skyepharma, and Vectura. In the non-invasive delivery of insulin, there are companies working on

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inhaled insulin products such as Aradigm Corporation, Alkermes, Inc., Microdose Technologies Inc., Quadrant Technologies Limited, and MannKind Corporation, all of which are working on pulmonary products and most with announced pharmaceutical partners. Although none of these products are currently approved, if they are approved in any of the markets where Exubera® is approved, this could affect our revenues from Exubera®. In particular, certain of our competitors have announced inhaled insulin programs that, if approved, could compete with Exubera® based on smaller devices and/or different insulin formulations that may provide increased efficacy, convenience, ease of use, and/or reliability. Some of our competitors with regard to Nektar Advanced PEGylation Technology include Dow Chemical Company, SunBio Corporation, Mountain View Pharmaceuticals, Inc., Neose, NOF Corporation, and Valentis, Inc., and there may be several chemical, biotechnology, and pharmaceutical companies also developing PEGylation technologies. Some of these companies license or provide the technology to other companies, while others are developing the technology for internal use.

Many of our competitors have greater research and development capabilities, experience, manufacturing, marketing, financial and managerial resources than we do and represent significant competition for us. Acquisitions of or collaborations with competing drug delivery companies by large pharmaceutical or biotechnology companies could enhance our competitors financial, marketing and other resources. Accordingly, our competitors may succeed in developing competing technologies, obtaining regulatory approval for products, or gaining market acceptance before us. Developments by others could make our products or technologies uncompetitive or obsolete. For example, certain competitors for our Exubera® product could successfully develop, obtain regulatory approval, and commercialize a more convenient, easy to use, smaller pulmonary insulin inhaler device for insulin which could negatively impact market share for Exubera®. There can be no assurance that we or our partners will successfully develop, obtain regulatory approvals, and commercialize next generation products or new products that will successfully compete with those of certain of our competitors.

If the collaborative partners we depend on to obtain regulatory approvals for and commercialize our partner products are not successful, or if such collaborations fail, then the product development or commercialization of our partner products may be delayed or unsuccessful.

When we sign a collaborative development agreement or license agreement to develop a product with a drug or biotechnology company, the drug or biotechnology company is generally expected to:

- synthesize active pharmaceutical ingredients to be used as medicines;
- design and conduct large scale clinical studies;
- prepare and file documents necessary to obtain government approvals to sell a given drug product; and/or
- market and sell our products when and if they are approved.

Reliance on collaborative relationships poses a number of risks, including:

- the potential inability to control whether and the extent to which our collaborative partners will devote sufficient resources to our programs or products;
- disputes which may arise in the future with respect to the ownership of rights to technology and/or intellectual property developed with collaborative partners;
- disagreements with collaborative partners which could lead to delays in or termination of the research, development or commercialization of product candidates, or result in litigation or arbitration;

the potential for contracts with our collaborative partners to fail to provide significant protection or to be effectively enforced if one of these partners fails to perform. Collaborative partners have considerable discretion in electing whether to pursue the development of any additional products and may pursue alternative technologies or products either on their own or in collaboration with our competitors;

the potential for collaborative partners with marketing rights to choose to devote fewer resources to the marketing of our products than they do to products of their own development;

risks related to the ability of our collaborative partners to pay us; and

the potential for collaborative partners to terminate their agreements with us unilaterally for any or no reason.

Given these risks, there is a great deal of uncertainty regarding the success of our current and future collaborative efforts.

We have entered into collaborations in the past that have been subsequently terminated. If other collaborations are suspended or terminated, our ability to commercialize certain other proposed products could also be negatively impacted. If our collaborations fail, our product development or commercialization of products could be delayed or cancelled and it would negatively impact our revenues and results of operations.

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If we are not able to manufacture our dry powder inhaler device in commercially feasible quantities or at commercially feasible costs, then our Pulmonary Technology products may not be successfully commercialized.

In addition to our inhaler device being used with Exubera®, we are developing a breath-actuated compact dry powder inhaler device (DPI). We are developing the DPI device to be appropriate for the delivery of either large or small molecules for short-term use. We face many unique technical challenges in developing the DPI device to work with a broad range of drugs, producing the DPI device in sufficient quantities and adapting the DPI device to different powder formulations. Our DPI device is still in clinical testing and production scale-up work is ongoing. Further design and development will be required to obtain regulatory approval for the DPI device, enable commercial manufacturing, insure field reliability or manage other issues that may be important to its commercial success. Such additional design and development work may lead to a delay in efforts to obtain regulatory approval for any product that incorporates the DPI device, or could delay the timeframe within which the device could be ready for commercial launch. There is a risk that we will not successfully achieve any of these challenges. Our failure to overcome any of these challenges would negatively impact our revenues and results of operations.

***Our increasing investment in the development and commercialization of our proprietary products prior to seeking partnering arrangements may be unsuccessful and adversely impact our financial condition and liquidity.**

We intend to fund significant development expenses associated with the development and commercialization of new products, including clinical trials, prior to seeking collaborative relationships with pharmaceutical and biotechnology partners. While we believe this strategy may result in improved economics for any products ultimately developed and approved, it will require us to invest significant funds in developing these products without reimbursement from a collaborative partner. If we are ultimately not able to negotiate acceptable collaborative arrangements with respect to these products, or any arrangements we do negotiate are not successful, we may not receive an adequate return on these investments and our results of operations and financial condition would suffer. Even if our development efforts are ultimately successful, our increased investment in the development of these products could adversely impact our results of operations and liquidity prior to their commercialization.

If we fail to establish future successful collaborative relationships, then our financial results may suffer and our product development efforts may be delayed or unsuccessful.

We intend to seek future collaborative relationships with pharmaceutical and biotechnology partners to fund some of our research and development expenses and to develop and commercialize certain of our proprietary products. Further, we anticipate that the timing of drug development programs under existing collaborative agreements with our partners will continue to affect our revenues from such agreements. We may not be able to negotiate acceptable collaborative arrangements in the future, and any arrangements we do negotiate may not be successful. If we fail to establish additional collaborative relationships, we will be required to undertake research, development, marketing, and manufacturing of our proprietary product programs at our own expense or discontinue or reduce these activities.

***If our technologies are not commercially feasible, then it would negatively impact our revenues and results of operations.**

We are in an early stage of development with respect to most of our products. There is a risk that our technologies will not be commercially feasible. Even if our technologies are commercially feasible, they may not be commercially accepted across a range of large and small molecule drugs. Exubera® is the only product using Nektar Pulmonary Technology that has been approved for use. Although the Nektar Advanced PEGylation Technology has been incorporated in eight products most of the products incorporating this technology are still in clinical trials. Our potential products require extensive research, development and preclinical and clinical testing. Our potential products require extensive research, development and preclinical and clinical testing. Our potential products also may involve lengthy regulatory reviews and require regulatory approval before they can be sold. We do not know if, and cannot provide assurance that, any of our potential products will prove to be safe and effective, accomplish the objectives that we or our collaborative partners are seeking through the use of our technologies, meet regulatory standards, or continue to meet such standards if already approved. There is a risk that we, or our collaborative partners, may not be able to produce any of our potential products in commercial quantities at acceptable costs, or market them successfully. Failure to achieve commercial feasibility, demonstrate safety, achieve clinical efficacy, obtain regulatory approval for, or successfully market products will negatively impact our revenues and results of operations.

If our pre-clinical or clinical testing trials are delayed or unsuccessful, then we will experience delay or be unsuccessful in having our products commercialized, and our business will be significantly harmed.

Except for Exubera® and products using Nektar Advanced PEGylation Technology that have already been approved for marketing by the FDA or other regulatory agencies, our product candidates are still in research and development, including preclinical testing and clinical trials. Preclinical testing and clinical trials are long, expensive and uncertain processes. It may

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take us, or our collaborative partners, several years to complete these trials, and failure can occur at any stage in the process. Success in preclinical testing and early clinical trials does not ensure that later clinical trials will be successful. A number of companies in the pharmaceutical and biotechnology industries have suffered significant setbacks in later stage clinical trials, even after promising results in earlier trials.

Any clinical trial may fail to produce results satisfactory to us, our collaborative partners, the FDA, or other regulatory authorities. Preclinical and clinical data can be interpreted in different ways, which could delay, limit or prevent regulatory approval or commercialization. Negative or inconclusive results or adverse medical events during a clinical trial could cause a clinical trial to be repeated or a program to be terminated. We typically rely on collaborative partners and third-party clinical investigators to conduct clinical trials of our products and, as a result, we may face additional delaying factors outside our control.

We do not know if any of our research and development efforts, including preclinical testing or clinical trials, will adhere to our planned schedules or be completed on a timely basis or at all. Typically, there is a high rate of attrition for product candidates in preclinical and clinical trials.

If our technologies do not satisfy certain basic feasibility requirements such as total system efficiency and the ability to efficiently attached PEG polymer chains, then our products may not be commercially feasible or competitive.

We may not be able to achieve the total system efficiency for products based on our Pulmonary Technology that is needed to be competitive with alternative routes of delivery or formulation technologies. We determine total system efficiency by the amount of drug loss during manufacture, in the delivery system, and in reaching the ultimate site at which the drug exhibits its activity. We would not consider a drug to be a good candidate for development and commercialization using our Pulmonary Technology if drug loss is excessive at any one stage or cumulatively in the manufacturing and delivery process.

Our ability to efficiently attach PEG polymer chains to a drug molecule is the initial screen for determining whether drug formulations using our Advanced PEGylation Technology are commercially feasible. We would not consider a drug formulation to be a good candidate for development and commercialization using our Advanced PEGylation Technology if we could not efficiently attach a PEG polymer chain to such drug without destroying the drug s activity.

If our drug formulations are not stable, then we will not be able to develop or commercialize products.

We may not be able to identify and produce powdered or other formulations of drugs that retain the physical and chemical properties needed to work effectively with our inhaler devices for deep lung delivery using our Pulmonary Technology, or through other methods of drug delivery using our Advanced PEGylation Technology. Formulation stability is the physical and chemical stability of the drug over time and under various storage, shipping and usage conditions. Formulation stability will vary with each drug formulation and the type and amount of ingredients that are used in the formulation. Since our drug formulation technology is new and largely unproven, we do not know if our drug formulations will retain the needed physical and chemical properties and performance of the drugs. Problems with formulated drug powder stability in particular would negatively impact our ability to develop products based on our Pulmonary Technology or obtain regulatory approval for or market such products.

If our drug delivery technologies are not safe, then regulatory approval of our (or our partners) products may not be obtained, or our (or our partners) products may not be developed or marketed of our (or our partners) products may be suspended following commercialization.

We, or our collaborative partners, may not be able to prove that potential products using our technologies are safe. Our products require lengthy laboratory, animal and human testing. We cannot be certain that these products, and our technology upon which these products are based, will be safe or will not produce adverse side effects. The safety of our formulations will vary with each drug and the ingredients used in our formulation. If any product is found not to be safe, the product will not be approved for marketing or commercialization. In addition, even if a product is approved and commercialized, regulatory authorities could still later suspend or terminate the license to market the product if it is determined that the product does not meet safety or other standards.

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If the products using Nektar Pulmonary Technology do not provide consistent doses of medicine, then we will not be able to develop, and we or our partners will not be able to obtain regulatory approval for and commercialize products.

We may not be able to provide reproducible dosing of stable formulations of drug compounds. Reproducible dosing is the ability to deliver a consistent and predictable amount of drug into the bloodstream over time both for a single patient and across patient groups. Reproducible dosing of drugs based on our Pulmonary Technology requires the development of:

- an inhalation or other device that consistently delivers predictable amounts of dry powder to the deep lung;
- accurate unit dose packaging of dry powder; and
- moisture resistant packaging.

Since our Pulmonary Technology is still in development and has only been approved for Exubera® and has yet to be commercialized on a broad scale, we cannot be certain that we will be able to develop reproducible dosing of any potential product.

If we or our partners do not obtain regulatory approval for our products on a timely basis, then our revenues and results of operations may be affected negatively.

There is a risk that we, or our partners, will not obtain regulatory approval (which in some countries includes pricing approval) for unapproved products on a timely basis, or at all. Unapproved products must undergo rigorous animal and human testing and an extensive FDA mandated or equivalent foreign authorities review process. This process generally takes a number of years and requires the expenditure of substantial resources. The time required for completing such testing and obtaining such approvals is uncertain. The FDA and other U.S. and foreign regulatory agencies also have substantial discretion to terminate clinical trials, require additional testing, delay or withhold registration and marketing approval and mandate product withdrawals including recalls. Even though our partners have obtained regulatory approval for some of our products, these products and our manufacturing processes are subject to continued review by the FDA and other regulatory authorities. Even if we or our partners receive regulatory approval of a product, the approval may limit the indicated uses for which the product may be marketed. In addition, any marketed products and manufacturing facilities used in the manufacture of such products will be subject to continual review and periodic inspections. Later discovery from such review and inspection of previously unknown problems may result in restrictions on marketed products or on us, including withdrawal of such products from the market, voluntary recall, or suspension of our manufacturing operations. The failure to obtain timely regulatory approval of products, any product marketing limitations or a product withdrawal would negatively impact our revenues and results of operations.

In addition, we may encounter delays or rejections based upon changes in FDA regulations or policies, including policies relating to current Good Manufacturing Practices, during the period of product development. We or our partners may encounter similar delays in other countries.

If our technologies cannot be integrated successfully to bring products to market, then our or our partners ability to develop, obtain approval for, or market products, may be delayed or unsuccessful.

We may not be able to integrate all of the relevant technologies to provide complete drug delivery and formulation systems. In particular, our development of drugs based on our Pulmonary Technology relies upon the following several different but related technologies:

- dry powder formulations;
- dry powder processing technology;
- dry powder packaging technology; and

deep lung delivery devices.

Our other technologies may face similar challenges relating to the integration of drug formulation, processing, packaging and delivery device technologies. At the same time we or our partners must:

perform laboratory, pre-clinical, and clinical testing of potential products; and

scale-up manufacturing processes.

All of these steps must be accomplished without delaying any aspect of product development. Any delay in one component of product or business development could delay our or our partners ability to develop, obtain approval for, or market products using our delivery and formulation technologies.

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If we are not able to manufacture products using Nektar Advanced PEGylation Technology in commercially feasible quantities or at commercially feasible costs, then our products will not be successfully commercialized.

If we are not able to scale-up to large clinical trials or commercial manufacturing for products based on Nektar Advanced PEGylation Technology in a timely manner or at a commercially reasonable cost, we risk not meeting our customers supply requirements or our contractual obligations. Production problems encountered during the second and third quarters of 2004 resulted in the temporary shutdown of our manufacturing facility with respect to our Advanced PEGylation products. This resulted in a decrease in product revenues and gross margin compared to 2003. Although we believe we have addressed these manufacturing problems by expanding our manufacturing capacity, our failure to satisfactorily address these issues in the future or additional production problems may negatively impact our product revenues and results of operations in future periods. In addition, our failure to solve any of these problems could delay or prevent late stage clinical testing, regulatory approval for, and commercialization of our products using Nektar Advanced PEGylation Technology and could negatively impact our revenues and results of operations.

If the market does not accept products based on our technologies, then our revenues and results of operations will be adversely affected.

The commercial success of our potential products depends upon market acceptance by health care providers, third-party payors like health insurance companies and government reimbursement programs, and patients. Our products under development use new technologies and there is a risk that the market will not accept our potential products. Market acceptance will depend on many factors, including:

the safety and efficacy of products demonstrated in clinical trials;

favorable regulatory approval and product labeling;

the frequency of product use;

the ease of product use;

the availability of third-party reimbursement;

the availability of alternative technologies; and

the price of our products relative to alternative technologies.

There is a risk that health care providers, patients or a third party payors will not accept products using our drug delivery and formulation technologies. If the market does not accept our potential products, our revenues and results of operations would be significantly and negatively impacted.

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If earthquakes, tornadoes, hurricanes and other catastrophic events strike, our business may be negatively affected.

Our corporate headquarters, including a substantial portion of our research and development and manufacturing operations, are located in the San Francisco Peninsula, a region known for seismic activity. A significant natural disaster such as an earthquake could have a material adverse impact on our business, results of operations, and financial condition. There are no backup facilities for some of our manufacturing operations located in the San Francisco Peninsula and in the event of any earthquake or other natural disaster or terrorist event, we would not be able to manufacture and supply bulk powder drugs without significant disruption to certain of our other facilities and certain of our collaborative partners located elsewhere may also be subject to catastrophic events such as hurricanes and tornadoes, any of which could have a material adverse effect on our business, results of operations, and financial condition.

Investors should be aware of industry-wide risks, which are applicable to us and may affect our revenues and results of operations.

In addition to the risks associated specifically with us described above, investors should also be aware of general risks associated with drug development and the pharmaceutical and biotechnology industries. These include, but are not limited to:

changes in and compliance with government regulations;

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handling and disposal of hazardous materials;

workplace health and safety requirements;

hiring and retaining qualified people; and

insuring against product liability claims.

If we do not generate sufficient cash flow through increased revenues or raising additional capital, then we may not be able to meet our substantial debt obligations.

As of June 30, 2006, we had approximately $381.6 million in long-term convertible subordinated notes, $20.0 million in non-current capital lease obligations, and $43.1 million in other long-term liabilities. Our substantial long-term indebtedness, which totaled $444.7 million as of June 30, 2006, has and will continue to impact us by:

making it more difficult to obtain additional financing; and

constraining our ability to react quickly in an unfavorable economic climate.

Currently we are not generating positive cash flow. If the commercial launch of Exubera® is not successful, or other adverse occurrences related to our product development efforts will adversely impact our ability to meet our obligations to repay the principal amounts on our convertible subordinated notes when due. In addition, if the market price of our common stock is below the related conversion price, the holders of the related outstanding convertible subordinated notes will not likely convert such securities to equity in accordance with their existing terms. If we are unable to satisfy our debt service requirements, substantial liquidity problems could result. As of June 30, 2006 we had cash, cash equivalents, short-term investments, and investments in marketable securities valued at approximately $491.1 million. We expect to use a substantial portion of these assets to fund our on-going operations over the next few years. Of our approximately $417.7 million of convertible subordinated notes outstanding as of June 30, 2006, $102.7 million will mature in 2007, and the remaining $315.0 million will mature in 2012. We may not generate sufficient cash from operations to repay our convertible subordinated notes or satisfy any other of these obligations when they become due and may have to raise additional funds from the sale of equity or debt securities or otherwise restructure our obligations in order to do so. There can be no assurance that any such financing or restructuring will be available to us on commercially acceptable terms, if at all.

If we cannot raise additional capital our financial condition may suffer.

Our capital needs may change as a result of numerous factors including without limitation significant investments in our proprietary product programs, and may result in additional funding requirements. In addition, we may choose to raise additional capital due to market conditions or strategic considerations. To the extent that additional capital is raised through the sale of equity or convertible debt securities, the issuance of such securities could result in dilution to our stockholders.

We have no material credit facility or other material committed sources of capital. To the extent operating and capital resources are insufficient to meet future requirements; we will have to raise additional funds to continue the development and commercialization of our technologies and products. Such funds may not be available on favorable terms, or at all. In particular, our substantial leverage may limit our ability to obtain additional financing. In addition, as an early stage biotechnology company, we do not qualify to issue investment grade debt and therefore any financing we do undertake will likely involve the issuance of equity, convertible debt instruments and/or high-yield debt. These sources of capital may not be available to us in the event we require additional financing. If adequate funds are not available on reasonable terms, we may be required to curtail operations significantly or obtain funds by entering into financing, supply or collaboration agreements on unattractive terms. Our inability to raise capital could negatively impact our business.

If we fail to manage our growth effectively, our business may suffer.

Our ability to offer commercially viable products, achieve our expansion objectives, manage our growth effectively and satisfy our commitments under our collaboration agreements depend on a variety of factors, all of which must be successfully managed. Key factors include our ability to develop products internally, enter into strategic partnerships with collaborators, attract and retain skilled employees and effectively expand our internal organization to accommodate anticipated growth including integration of any potential businesses that we may acquire. If we are unable to manage some or all of these factors effectively, our business could grow too slowly or too quickly to be successfully sustained, thereby resulting in material adverse effects on our business, financial condition and results of operations.

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If we fail to manage our executive officer transitions, our business may suffer.

In the six month period ended June 30, 2006, both our former Chief Financial Officer and our Chief Executive Officer resigned. Although we believe our current Chief Financial Officer is very experienced and our interim Chief Executive Officer has been involved with the Company for a significant period of time as a prior executive officer and director, any delays or inefficiencies in the transition of responsibilities may also hinder our growth and progress. In addition, we are currently in the process of recruiting a new Chief Executive Officer and a prolonged delay in successfully recruiting this person or inefficiencies in the transition of duties may also hinder our growth and progress.

If we acquire additional companies, products or technologies, we may not be able to effectively integrate personnel and operations and such failure may disrupt our business and results of operations.

We have acquired companies, products and/or technologies in the past, and may continue to acquire or make investments in complementary companies, products or technologies in the future. We may not receive the anticipated benefits of these acquisitions or investments. We may face risks relating to difficult integrations of personnel, technology and operations, uncertainty whether any integration will be successful and whether earnings will be negatively affected, and potential distractions to our management with respect to these acquisitions. In addition, our earnings may suffer because of acquisition-related costs.

We expect to continue to lose money for the next few years and may not reach profitability if our products do not generate sufficient revenue.

We have never had a profitable year and, through June 30, 2006, we have an accumulated deficit of approximately $998.5 million. We expect to continue to incur substantial and potentially increasing losses over at least the next few years as we expand our research and development efforts, testing activities and manufacturing operations, and as we further expand our late stage clinical and early commercial production facilities. Most of our potential products are in the early stages of development. Our revenues to date have consisted primarily of payments under short-term research and feasibility agreements and development contracts.

To achieve and sustain profitable operations, we must, alone or with others, successfully develop, obtain regulatory approval for, manufacture, introduce, market and sell products using our drug delivery technologies. In particular, the successful commercial launch and market acceptance of Exubera® will be very important to our financial condition. There is risk that we will not generate sufficient product or contract research revenue to become profitable or to sustain profitability.

Anti-takeover provisions in our charter documents and under Delaware law may make it more difficult to acquire us, even though such acquisitions may be beneficial to our stockholders.

Provisions of our certificate of incorporation and bylaws, as well as provisions of Delaware law, could make it more difficult for a third party to acquire us, even though such acquisitions may be beneficial to our stockholders. These anti-takeover provisions include:

- establishment of a classified board of directors such that not all members of the board may be elected at one time;
- lack of a provision for cumulative voting in the election of directors, which would otherwise allow less than a majority of stockholders to elect director candidates;
- the ability of our board to authorize the issuance of blank check preferred stock to increase the number of outstanding shares and thwart a takeover attempt;
- prohibition on stockholder action by written consent, thereby requiring all stockholder actions to be taken at a meeting of stockholders;

establishment of advance notice requirements for nominations for election to the board of directors or for proposing matters that can be acted upon by stockholders at stockholder meetings; and

limitations on who may call a special meeting of stockholders.

Further, we have in place a preferred share purchase rights plan, commonly known as a poison pill. The provisions described above, our poison pill and provisions of Delaware law relating to business combinations with interested stockholders may discourage, delay or prevent a third party from acquiring us. These provisions may also discourage, delay or prevent a third party from acquiring a large portion of our securities, or initiating a tender offer or proxy contest, even if our stockholders might receive a premium for their shares in the acquisition over the then current market prices.

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We expect our stock price to remain volatile.

Our stock price is volatile. In the twelve-month period ending June 30, 2006, based on closing bid prices on the NASDAQ National Market, our stock price ranged from $14.66 to $22.75. We expect our stock price to remain volatile. A variety of factors may have a significant effect on the market price of our common stock, including:

- announcement of results indicating the level of success of the commercial launch and market acceptance of Exubera®;
- clinical trial results or product development delays or delays in product approval or launch;
- announcements by collaboration partners as to their plans or expectations related to products using our technologies;
- announcements or terminations of collaborative relationships by us or our competitors;
- fluctuations in our results of operations;
- developments in patent or other proprietary rights;
- announcements of technological innovations or new therapeutic products that may compete with our approved products or products under development;
- governmental regulation;
- litigation brought against us;
- public concern as to the safety of drug formulations developed by us or others; and
- general market conditions.

New and potential new accounting pronouncements may impact our future financial position and results of operations.

There may be potential new accounting pronouncements or regulatory rulings, which may have an impact on our future financial position and results of operations. For example, in December 2004, the FASB issued an amendment to SFAS No. 123, *Accounting For Stock-Based Compensation (FAS 123R)*. We have implemented this standard for the reporting period commencing January 1, 2006. FAS 123R eliminates the ability to account for share-based compensation transactions using Accounting Principles Board Opinion No. 25 (APB 25), and instead requires companies to recognize compensation expense using a fair-value based method for costs related to share-based payments including stock options, restricted stock awards, and employee stock purchase plans. The adoption of FAS 123R will materially impact our financial position and results of operations for future periods. In the quarter ended June 30, 2006, we recognized $14.4 million in share-based compensation expense. Our actual share-based compensation expense in 2006 and subsequent periods will be dependent on a number of factors, including the amount of awards granted, the fair value of those awards at the time of grant, the hiring of additional executives and other personnel, and the impact of any severance arrangements that we enter into during the course of the year. Also, a change in accounting pronouncements or taxation rules or practices can have a significant effect on our reported results and may even affect our reporting of transactions completed before the

change is effective. Other new accounting pronouncements or taxation rules and varying interpretations of accounting pronouncements or taxation practice have occurred and may occur in the future. Changes to existing rules, future changes, if any, or the questioning of current practices may adversely affect our reported financial results or the way we conduct our business, which may also adversely affect our stock price.

Our business is subject to changing regulation of corporate governance and public disclosure that has increased both our costs and the risk of noncompliance.

We are subject to rules and regulations of federal, state and financial market exchange entities charged with the protection of investors and the oversight of companies whose securities are publicly traded. These entities, including the Public Company Accounting Oversight Board, the SEC and NASDAQ, have issued new requirements and regulations and continue to develop additional regulations and requirements in response to recent laws enacted by Congress, most notably The Sarbanes-Oxley Act of 2002 (SOX). Our efforts to comply with these new regulations have resulted in, and are likely to continue to result in, substantial general and administrative expenses and a diversion of management time and attention to SOX compliance activities.

In particular, our efforts to comply with Section 404 of SOX and the related regulations regarding our required assessment of our internal controls over financial reporting and our external auditors audit of that assessment has required, and continues to require, the commitment of significant financial and managerial resources. Our management determined, as of the year ended December 31, 2004, that we had a material weakness in our internal control over financial reporting and

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that our disclosure controls and procedures were not effective. We began our remediation efforts in the first half of 2005 and management continued to evaluate the effectiveness of our internal controls over financial reporting through December 31, 2005, when we concluded that there were no deficiencies in our internal control over financial reporting that would constitute a material weakness as of that date. Although we are making additional improvements in our internal controls over financial reporting including those made in the quarter ending June 30, 2006, in future periods we may conclude that we have one or more material weaknesses and remedying these material weaknesses may require significant additional financial and managerial resources and could result in a loss of investor confidence in our internal controls and financial reporting.

Moreover, because these laws, regulations, and standards are subject to varying interpretations, their application in practice may evolve over time as new guidance becomes available. This evolution may result in continuing uncertainty regarding compliance matters and additional costs necessitated by ongoing revisions to our disclosure and governance practices. The continuing uncertainty that we will meet or continue to meet the requirements of these laws, regulations, and standards, may negatively impact our business operations and financial position.

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

None.

Item 3. Defaults Upon Senior Securities

None.

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Item 4. Submission of Matters to a Vote of Security Holders

A. The annual meeting of the stockholders was held on June 1, 2006.

B. The following matters were voted upon at the annual meeting:

1. To elect the following directors to hold office until the 2009 annual meeting of stockholders:

Nominee	In Favor	Withheld
Robert B. Chess	82,416,178	2,015,753
Susan Wang	80,498,266	3,933,665
Roy A. Whitfield	80,461,531	3,970,400

In addition to the directors elected above, Christopher A. Kuebler, Irwin Lerner, John S. Patton, Ph.D., Michael A Brown, and Joseph J. Krivulka continued to serve as directors after the annual meeting.

2. To approve an amendment to our 2000 Equity Incentive Plan to increase the aggregate number of shares of common stock authorized for issuance under the plan by 7,000,000 shares.

For	Against	Abstain
37,698,339	23,266,204	145,363

3. To ratify the selection by the audit committee of the board of directors of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2006.

For	Against	Abstain
82,153,656	2,224,075	54,200

Item 5. Other Information

We file electronically with the Securities and Exchange Commission (SEC) our annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K, and amendments to those reports, pursuant to Section 13(a) or 15(d) of the 1934 Act. The public may read or copy any materials we file with the SEC at the SEC s Public Reference Room at 100 F Street, N.E., NW, Washington, DC 20549. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC maintains an Internet site that contains reports, proxy and information statements, and other information statements, and other information regarding issuers that file electronically with the SEC. The address of that site is http://www.sec.gov.

You may obtain a free copy of our annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K and amendments to those reports on the day of filing with the SEC on our website at http://www.nektar.com, by contacting the Investor Relations Department at our corporate offices by calling (650) 631-3100 or by sending an e-mail message to investors@nektar.com.

Disclosure regarding the operations of our board of director nominating committees and the means by which security holders may communicate with directors can be found in the definitive proxy statement for our 2006 Annual Meeting of Stockholders filed with the SEC on April 18, 2006 (the Proxy Statement) under the heading Nominating and Corporate Governance Committee.

As permitted by SEC Rule 10b5-1, certain of our executive officers, directors and other employees have set up a predefined, structured stock trading program with his/her broker to sell our stock. The stock trading program allows a broker acting on behalf of the executive officer, director or other employee to trade our stock during blackout periods or while such executive officer, director or other employee may be aware of material, nonpublic information, if the trade is performed according to a pre-existing contract, instruction or plan that was established with the broker during a non-blackout period and when such executive officer, director or employee was not aware of any material, nonpublic information. Our executive officers, directors and other employees may also trade our stock outside of the stock trading programs set up under Rule 10b5-1 subject to our blackout periods and insider trading rules.

Item 6. Exhibits

Except as so indicated in Exhibit 32.1, the following exhibits are filed as part of, or incorporated by reference into, this Quarterly Report on Form 10-Q.

Exhibit

Number	**Description of Documents**
2.1(1)	Agreement and Plan of Merger, dated June 4, 1998, by and between Inhale Therapeutic Systems, a California corporation, and Inhale Therapeutic Systems (Delaware), Inc., a Delaware corporation.
2.2(5)	Recommended Offer, dated December 21, 2000, by Cazenove & Co. on behalf of Nektar Therapeutics for Bradford Particle Design plc.
2.3(8)	Agreement and Plan of Merger and Reorganization, dated May 22, 2001, by and among Nektar Therapeutics, Square Acquisition Corp., Shearwater Corporation, Certain Shareholders of Shearwater Corporation and J. Milton Harris as Shareholders Agent.
2.4(8)	Amendment to Agreement and Plan of Merger and Reorganization, dated June 21, 2001, by and among Nektar Therapeutics, Square Acquisition Corp., Shearwater Corporation, J. Milton Harris, as Shareholders Agent and a Designated Shareholder, and Puffinus, L.P.
3.1(1)	Certificate of Incorporation of Inhale Therapeutic Systems (Delaware), Inc.
3.2(1)	Bylaws of Nektar Therapeutics.
3.3(3)	Certificate of Amendment of the Amended Certificate of Incorporation of Nektar Therapeutics.

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3.4(7)	Certificate of Designation of Series A Junior Participating Preferred Stock of Nektar Therapeutics.
3.5(9)	Certificate of Designation of Series B Convertible Preferred Stock of Nektar Therapeutics.
3.6(10)	Certificate of Ownership and Merger of Nektar Therapeutics.
4.1	Reference is made to Exhibits 3.1, 3.2, 3.3, 3.4, 3.5 and 3.6.
4.2(2)	Indenture, dated February 8, 2000, by and between Nektar Therapeutics, as Issuer, and Chase Manhattan Bank and Trust Company, National Association, as Trustee.
4.3(10)	Specimen Common Stock certificate.
4.4(4)	Specimen warrants to purchase shares of Common Stock.
4.5(6)	Indenture, dated October 17, 2000, by and between Nektar Therapeutics, as Issuer, and Chase Manhattan Bank and Trust Company, National Association, as Trustee.
4.6(7)	Rights Agreement, dated as of June 1, 2001, by and between Nektar Therapeutics and Mellon Investor Services LLC., as Rights Agent.
4.7(7)	Form of Right Certificate.
4.8(11)	Resale Registration Rights Agreement, dated June 30, 2003, by and among Nektar Therapeutics, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Deutsche Bank Securities Inc., Lehman Brothers Inc., Friedman, Billings, Ramsey & Co. Inc. and SG Cowen Securities Corporation
4.9(12)	Resale Registration Rights Agreement, dated October 9, 2003, by and among Nektar Therapeutics and the entities named therein.
10.1(13)	Nektar Therapeutics 2000 Equity Incentive Plan, as amended.

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10.2(14)	Settlement Agreement and General Release, dated June 30, 2006, by and between The Board of Trustees of the University of Alabama, The University of Alabama in Huntsville, Nektar Therapeutics AL, Corporation, Nektar Therapeutics and J. Milton Harris.
31.1(14)	Certification of Nektar Therapeutics principal executive officer required by Rule 13a-14(a) or Rule 15d-14(a).
31.2(14)	Certification of Nektar Therapeutics principal financial officer required by Rule 13a-14(a) or Rule 15d-14(a).
32.1(14)	Section 1350 Certifications.

(1) Incorporated by reference to the indicated exhibit in Nektar Therapeutics Quarterly Report on Form 10-Q for the quarter ended June 30, 1998.
(2) Incorporated by reference to the indicated exhibit in Nektar Therapeutics Annual Report on Form 10-K for the year ended December 31, 1999.
(3) Incorporated by reference to the indicated exhibit in Nektar Therapeutics Quarterly Report on Form 10-Q for the quarter ended June 30, 2000.
(4) Incorporated by reference to the indicated exhibit in Nektar Therapeutics Quarterly Report on Form 10-Q for the quarter ended September 30, 2000.
(5) Incorporated by reference to the indicated exhibit in Nektar Therapeutics Current Report on Form 8-K, filed on January 11, 2001.
(6) Incorporated by reference to Nektar Therapeutics Registration Statement on Form S-3 (No. 333-53678), filed on January 12, 2001.
(7) Incorporated by reference to Nektar Therapeutics Current Report on Form 8-K, filed on June 4, 2001.
(8) Incorporated by reference to Nektar Therapeutics Current Report on Form 8-K, filed on July 10, 2001.
(9) Incorporated by reference to Nektar Therapeutics Current Report on Form 8-K, filed on January 8, 2002.
(10) Incorporated by reference to the indicated exhibit in Nektar Therapeutics Current Report on Form 8-K, filed on January 23, 2003.
(11) Incorporated by reference to the indicated exhibit in Nektar Therapeutics Current Report on Form 8-K, filed on July 2, 2003.
(12) Incorporated by reference to the indicated exhibit in Nektar Therapeutics Current Report on Form 8-K, filed on November 3, 2003.
(13) Incorporated by reference to the indicated exhibit in Nektar Therapeutics Current Report on Form 8-K, filed on June 7, 2006.
(14) Filed herewith.

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SIGNATURES

Pursuant to the requirement 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.

By: /s/ Robert B. Chess
Robert Chess
Acting Chief Executive Officer and

President, and Director

Date: August 9, 2006

By: /s/ LOUIS DRAPEAU
Louis Drapeau
Senior Vice President, Finance,

and Chief Financial Officer

Date: August 9, 2006

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