



**THE FOUNDATION
FOR SECURE
MARKETS**

#45611

DATE: SEPTEMBER 9, 2019

**SUBJECT: ACHAOGEN, INC. – BROKER-TO-BROKER
SETTLEMENT/EXERCISE CONSIDERATIONS
OPTION SYMBOL: AKAOQ**

Effective September 9, 2019, the National Securities Clearing Corporation (“NSCC”) will no longer accept AKAOQ exercise and assignment activity for settlement. As a result, all exercise and assignment activity for AKAOQ options beginning September 9, 2019 will be subject to broker to broker settlement. It is unknown if and when AKAOQ shares will be eligible for settlement through NSCC again.

The deliverable for AKAOQ options contracts will remain the underlying 100 AKAOQ Common Shares.

No Exercise Restrictions

OCC has determined not to impose any exercise restrictions with respect to AKAOQ options. Therefore, OCC will continue to accept and process exercise instructions in accordance with its Rules and as further described below. Because OCC has been informed NSCC will not accept exercise/assignment transactions involving AKAOQ for settlement, such settlement will be effected as follows.

Broker-to-Broker Settlement

Pursuant to OCC By-Law Article VI, Section 19, OCC has determined that, effective with exercises of September 9, 2019 and thereafter, all AKAOQ exercise and assignment activity shall settle on a broker-to-broker basis. The deliverable for AKAOQ options contracts will remain 100 AKAOQ Common Shares. If it is not possible for the delivering Clearing Member to effect delivery of the AKAOQ shares on the designated settlement date, then the settlement obligations of both delivering and receiving Members shall be delayed until such time as OCC designates a new exercise settlement date, settlement method and/or settlement value. This determination allows delivering Members the opportunity to effect settlement if they have AKAOQ shares and are able to effect delivery, but delays the settlement obligation when this is not possible. Both the delivering and receiving Clearing Members are required to immediately notify OCC if they are unable to effect settlement.

In determining that delivery of the AKAOQ shares is in fact not possible in respect of a given exercise or assignment, OCC shall require an appropriate officer(s) of the delivering Clearing Member to represent in writing that delivery is not possible. (Upon exercise or assignment of AKAOQ options, OCC will contact each delivering Clearing Member to provide the specific requirements and procedures for such representation.)

Pursuant to customary OCC broker to broker settlement procedures, inability to effect delivery may subsequently occasion cash settlement as determined by OCC.

Broker-to-Broker Delivery Advice/Settlement Procedures

Clearing Members should note that AKAOQ exercise and assignment activity will be reported on the **Broker-to-Broker Delivery Advice**, which is a separate report from the regular Delivery Advice. Members will need to refer to this report each day to be informed of AKAOQ exercise/assignment activity. The Broker-to-Broker Delivery Advice will also identify the opposite side Clearing Member with whom settlement is to be made. **Members are responsible for contacting the opposite side on all AKAOQ activity and for making arrangements for settlement. Both delivering and receiving Members are also reminded of their obligation to inform OCC when settlement is made.** OCC will continue to margin AKAOQ exercise/assignment activity until settlement is accomplished.

DISCLAIMER

This Information Memo provides an unofficial summary of the terms of corporate events affecting listed options or futures prepared for the convenience of market participants. OCC accepts no responsibility for the accuracy or completeness of the summary, particularly for information which may be relevant to investment decisions. Option or futures investors should independently ascertain and evaluate all information concerning this corporate event(s).

The determination to adjust options and the nature of any adjustment is made by OCC pursuant to OCC By-Laws, Article VI, Sections 11 and 11A. The determination to adjust futures and the nature of any adjustment is made by OCC pursuant to OCC By-Laws, Article XII, Sections 3, 4, or 4A, as applicable. For both options and futures, each adjustment decision is made on a case by case basis. Adjustment decisions are based on information available at the time and are subject to change as additional information becomes available or if there are material changes to the terms of the corporate event(s) occasioning the adjustment. **ALL CLEARING MEMBERS ARE REQUESTED TO IMMEDIATELY ADVISE ALL BRANCH OFFICES AND CORRESPONDENTS ON THE ABOVE.**

For questions regarding this memo, call Investor Services at 1-888-678-4667 or email investorservices@theocc.com. Clearing Members may contact Member Services at 1-800-544-6091 or, within Canada, at 1-800-424-7320, or email memberservices@theocc.com.