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

FORM 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the fiscal quarter ended September 30, 2026

or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the transition period from to

Commission File Number: 001-39724

LIQUIDIA CORPORATION
(Exact Name of Registrant as Specified in Its Charter)

Delaware	**85-1710962**
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)
419 Davis Drive, Suite 100 **Morrisville, North Carolina**	**27560**
(Address of Principal Executive Offices)	(Zip Code)

Registrant's telephone number, including area code: **(919) 328-4400**

N/A
(Former name, former address and former fiscal year, if changed since last report)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, $0.001 par value per share	LQDA	The Nasdaq Stock Market LLC

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

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer ☐ Accelerated Filer ☐ Non-accelerated Filer ☒ Smaller Reporting Company ☐
Emerging Growth Company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act ☐

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

As of October 28, 2026, there were 90,106,442 shares of the registrant's common stock outstanding.

LIQUIDIA CORPORATION

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This Quarterly Report on Form 10-Q, includes our trademarks, trade names and service marks, such as Liquidia, the Liquidia logo, YUTREPIA and PRINT, which are protected under applicable intellectual property laws and are the property of Liquidia Technologies, Inc. This Quarterly Report on Form 10-Q also contains trademarks, trade names and service marks of other companies, which are the property of their respective owners. Solely for convenience, trademarks, trade names and service marks referred to in this Quarterly Report on Form 10-Q may appear without the ®, ™ or SM symbols, but such references are not intended to indicate, in any way, that we will not assert, to the fullest extent under applicable law, our rights or the right of the applicable licensor to these trademarks, trade names and service marks. We do not intend our use or display of other parties' trademarks, trade names or service marks to imply, and such use or display should not be construed to imply, a relationship with, or endorsement or sponsorship of us by, these other parties.

Cautionary Note Regarding Forward-Looking Statements

This Quarterly Report on Form 10-Q contains forward-looking statements. All statements other than statements of historical facts contained in this Quarterly Report on Form 10-Q may be forward-looking statements. We intend such forward-looking statements to be subject to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, including Section 27A of the Securities Act of 1933, as amended (the "Securities Act") and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The forward-looking statements are contained principally in the sections entitled "Risk Factors," and "Management's Discussion and Analysis of Financial Condition and Results of Operations," but are also contained elsewhere in this Quarterly Report on Form 10-Q. In some cases, you can identify forward-looking statements by terms such as "anticipates," "believes," "contemplates," "continue," "could," "estimates," "expects," "intends," "may," "might," "plans," "potential," "predicts," "projects," "should," "targets," "will," "would" or the negative of these terms or other similar expressions. Forward-looking statements involve known and unknown risks, uncertainties and other important factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Forward-looking statements include, but are not limited to, statements about:

- our ability to maintain regulatory approvals for our products, including YUTREPIA;
- our expectations regarding the size of the patient populations, market opportunities, market acceptance, third-party payor coverage and opportunities for our products, such as YUTREPIA, and product candidates;
- the costs and commercial impact of complying with our obligations under our Settlement Agreement (as defined below) with United Therapeutics Corporation ("UTC") and related agreements;
- our plans and ability to develop and commercialize our products, including YUTREPIA, and product candidates, and our commercialization, marketing and distribution capabilities and strategy;
- the clinical utility of our products, including YUTREPIA, and product candidates and their potential advantages or disadvantages compared to other treatments;
- our ability to establish and maintain arrangements for the manufacture of our products, including YUTREPIA, and product candidates and the ability and sufficiency of our current manufacturing facilities to produce clinical and commercial quantities of our products and product candidates;
- the planned and ongoing clinical trials for our products and product candidates and timing of the availability of data and related regulatory filings and/or applications for our products and product candidates, including clinical trials for YUTREPIA and L606;
- the timing and related contents of our planned regulatory filings and/or applications;
- the timing of and our ability to obtain regulatory approvals for our products and product candidates, including the potential for expanding the label for YUTREPIA to include new indications and the potential for, and timing regarding, final approval by the FDA (as defined below) of and our ability to commercialize L606, including the potential impact of regulatory review, approval, and exclusivity developments which may occur with competitors, and the scope of any such approvals and the indications for which we receive approval;
- our ability to establish and maintain collaborations, including any third-party license agreements;
- the availability and market acceptance of medical devices and components of medical devices used to administer our drug products, including Plastiape's RS00 Model dry powder inhaler, which we use for the administration of YUTREPIA, and any devices used for the administration of L606, including Vectura's nebulizer device;
- our and our business partners' ability to develop and to obtain and maintain regulatory clearances and approvals, and the timing of any such clearances and approvals, for medical devices used to administer our products and products we commercialize, including a nebulizer for the administration of L606;
- the effects on our company or our subsidiaries of future changes in law or changes in governmental agencies, including regulatory developments or legislative or executive actions, including changes in healthcare, environmental and other laws and regulations to which we are subject, changes at the FDA, tariffs that may apply to products that we purchase or sell, or judicial decisions overturning or establishing new legal precedents;
- adverse outcomes of pending or threatened litigation or governmental investigations, including any future litigation involving UTC or any other third party;
- the failure to renew, or the revocation of, any license or other required permits;
- our ability to retain, attract and hire key personnel;

- our intellectual property position and the duration of our patent rights;
- prevailing economic, market and business conditions;
- changes in the industry in which we operate;
- the volatility and unpredictability of the stock market and credit market conditions;
- conditions beyond our control, such as natural and man-made disasters, global health emergencies, such as pandemics and epidemics, or geopolitical conflict, such as acts of war, terrorism and civil disorder;
- our ability to satisfy the covenants contained in the HCR Agreement (as defined below);
- the cost and availability of capital and any restrictions imposed by lenders or creditors;
- unexpected charges or unexpected liabilities arising from a change in accounting policies or accounting estimates;
- the risk that our credit ratings or those of our subsidiaries may be different from market expectations, which may increase borrowing costs and/or make it more difficult for us to pay or refinance our debts and require us to borrow or divert cash flow from operations in order to service debt payments;
- conduct of and changing circumstances related to third-party relationships on which we rely, including the level of creditworthiness of counterparties;
- fluctuations in interest rates;
- fluctuations in the trading price of our common stock;
- variations between the stated assumptions on which forward-looking statements are based and our actual experience; and
- our estimates regarding future expenses, capital requirements and needs for additional financing.

You should refer to the "Risk Factors" section of this Quarterly Report on Form 10-Q for a discussion of important factors that may cause our actual results to differ materially from those expressed or implied by our forward-looking statements. The forward-looking statements in this Quarterly Report on Form 10-Q are only predictions, and we may not actually achieve the plans, intentions or expectations included in our forward-looking statements. We have based these forward-looking statements largely on our current expectations and projections about future events and financial trends that we believe may affect our business, financial condition and results of operations. Because forward-looking statements are inherently subject to risks and uncertainties, some of which cannot be predicted or quantified, you should not rely on these forward-looking statements as predictions of future events. The events and circumstances reflected in our forward-looking statements may not be achieved or occur and actual results could differ materially from those projected in the forward-looking statements.

These forward-looking statements speak only as of the date of this Quarterly Report on Form 10-Q. While we may elect to update these forward-looking statements at some point in the future, we have no current intention of doing so except to the extent required by applicable law. You should therefore not rely on these forward-looking statements as representing our views as of any date subsequent to the date of this Quarterly Report on Form 10-Q.

Unless the context otherwise requires, references in this Quarterly Report on Form 10-Q to "we," "us", "our", "Liquidia" and the "Company" refer to Liquidia Corporation, a Delaware corporation, and unless specified otherwise, include our wholly owned subsidiaries, Liquidia Technologies, Inc., a Delaware corporation ("Liquidia Technologies") and Liquidia PAH, LLC (formerly known as RareGen, LLC ("RareGen")), a Delaware limited liability company ("Liquidia PAH").

PART I. FINANCIAL INFORMATION

Item 1. Condensed Financial Statements

Liquidia Corporation
Condensed Consolidated Balance Sheets (unaudited)
(in thousands, except share and per share data)

	September 30, 2026	December 31, 2025
Assets		
Current assets:		
Cash and cash equivalents	$ 396,091	$ 190,680
Accounts receivable, net	106,749	54,093
Inventory	36,174	23,802
Litigation settlement receivable	10,000	—
Prepaid expenses and other current assets	47,701	4,826
Total current assets	596,715	273,401
Property, plant and equipment, net	44,510	11,844
Operating lease right-of-use assets, net	3,748	3,949
Indemnification asset, related party	—	8,392
Contract acquisition costs, net	—	6,818
Intangible asset, net	—	2,952
Goodwill	3,903	3,903
Deferred tax assets, net	985	—
Restricted cash, noncurrent	3,504	3,504
Other assets	29,577	13,171
Total assets	$ 682,942	$ 327,934
Liabilities and stockholders' (deficit) equity		
Current liabilities:		
Accounts payable	$ 7,846	$ 3,678
Accrued expenses and other current liabilities	140,137	73,197
Litigation settlement liability	362,653	—
Litigation settlement liability, related party	19,450	—
Litigation finance payable, current	8,547	—
Long-term debt, current	45,770	58,406
Operating and finance lease liabilities, current	994	487
Total current liabilities	585,397	135,768
Litigation finance payable, noncurrent	—	8,384
Long-term debt, noncurrent	116,370	132,935
Operating and finance lease liabilities, noncurrent	5,624	6,099
Long-term tax liability	985	—
Total liabilities	708,376	283,186
Commitments and contingencies (Note 13)		
Stockholders' (deficit) equity:		
Preferred stock — 10,000,000 shares authorized, none outstanding	—	—
Common stock — $0.001 par value, 115,000,000 shares authorized, 89,730,489 and 87,204,137 shares issued and outstanding as of September 30, 2026 and December 31, 2025, respectively	90	87
Additional paid-in capital	709,533	670,974
Accumulated deficit	(735,057)	(626,313)
Total stockholders' (deficit) equity	(25,434)	44,748
Total liabilities and stockholders' (deficit) equity	$ 682,942	$ 327,934

The accompanying notes are an integral part of these condensed consolidated financial statements.

Liquidia Corporation
Condensed Consolidated Statements of Operations and Comprehensive Loss (unaudited)
(in thousands, except share and per share data)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	2025	2026	2025
Revenues:				
Product sales, net	$ 222,744	$ 51,669	$ 523,007	$ 58,186
Service revenue, net	2,556	2,673	6,837	8,113
Total revenue	225,300	54,342	529,844	66,299
Costs and expenses:				
Cost of product sales	13,985	2,295	35,823	2,500
Cost of service revenue	792	878	2,356	3,687
Research and development	25,269	9,346	55,024	22,333
Selling, general and administrative	59,024	40,056	163,390	108,942
Litigation settlement, net (inclusive of $19,450 to related party)	389,749	—	389,749	—
Total costs and expenses	488,819	52,575	646,342	137,462
(Loss) income from operations	(263,519)	1,767	(116,498)	(71,163)
Interest expense, net	(2,880)	(5,300)	(11,422)	(12,316)
Loss before income taxes	(266,399)	(3,533)	(127,920)	(83,479)
Income tax benefit	(30,071)	—	(19,176)	—
Net loss and comprehensive loss	$ (236,328)	$ (3,533)	$ (108,744)	$ (83,479)
Net loss per common share, basic and diluted	$ (2.64)	$ (0.04)	$ (1.22)	$ (0.97)
Weighted average common shares outstanding, basic and diluted	89,521,467	86,333,772	88,810,687	85,700,936

The accompanying notes are an integral part of these condensed consolidated financial statements.

Liquidia Corporation
Condensed Consolidated Statements of Stockholders' Equity and Deficit (unaudited)
(in thousands, except share amounts)

	Common Stock Shares	Common Stock Amount	Additional Paid-in Capital	Accumulated Deficit	Total Stockholders' Equity (Deficit)
Balance as of December 31, 2025	87,204,137	$ 87	$ 670,974	$ (626,313)	$ 44,748
Issuance of common stock upon exercise of stock options	200,619	—	773	—	773
Issuance of common stock upon vesting of restricted stock units	824,292	1	(1)	—	—
Issuance of common stock under employee stock purchase plan	32,425	—	979	—	979
Issuance of common stock upon exercise of warrants	46,938	—	—	—	
Stock-based compensation	—	—	9,217	—	9,217
Net income	—	—	—	52,862	52,862
Balance as of March 31, 2026	88,308,411	$ 88	$ 681,942	$ (573,451)	$ 108,579
Issuance of common stock upon exercise of stock options	381,365	—	1,443	—	1,443
Issuance of common stock upon vesting of restricted stock units	409,683	1	(1)	—	—
Stock-based compensation	—	—	10,370	—	10,370
Net income	—	—	—	74,722	74,722
Balance as of June 30, 2026	89,099,459	$ 89	$ 693,754	$ (498,729)	$ 195,114
Issuance of common stock upon exercise of stock options	179,556	—	969	—	969
Issuance of common stock upon vesting of restricted stock units	408,365	1	(1)	—	—
Issuance of common stock under employee stock purchase plan	43,081	—	1,133	—	1,133
Issuance of common stock upon exercise of warrants	28	—	—	—	—
Stock-based compensation	—	—	13,678	—	13,678
Net loss	—	—	—	(236,328)	(236,328)
Balance as of September 30, 2026	89,730,489	$ 90	$ 709,533	$ (735,057)	$ (25,434)

	Common Stock Shares	Common Stock Amount	Additional Paid-in Capital	Accumulated Deficit	Total Stockholders' Equity
Balance as of December 31, 2024	84,683,063	$ 85	$ 636,682	$ (557,389)	$ 79,378
Issuance of common stock upon exercise of stock options	84,505	—	358	—	358
Issuance of common stock upon vesting of restricted stock units	414,053	—	—	—	—
Issuance of common stock under employee stock purchase plan	117,320	—	906	—	906
Stock-based compensation	—	—	7,438	—	7,438
Net loss	—	—	—	(38,367)	(38,367)
Balance as of March 31, 2025	85,298,941	$ 85	$ 645,384	$ (595,756)	$ 49,713
Issuance of common stock upon exercise of stock options	33,378	—	125	—	125
Issuance of common stock upon vesting of restricted stock units	528,630	1	(1)	—	—
Stock-based compensation	—	—	6,930	—	6,930
Net loss	—	—	—	(41,579)	(41,579)
Balance as of June 30, 2025	85,860,949	$ 86	$ 652,438	$ (637,335)	$ 15,189
Issuance of common stock upon exercise of stock options	343,484	1	1,552	—	1,553
Issuance of common stock upon vesting of restricted stock units	237,989	—	—	—	—
Issuance of common stock under employee stock purchase plan	74,740	—	945	—	945
Issuance of common stock upon exercise of warrants	302,050	—	—	—	—
Stock-based compensation	—	—	7,898	—	7,898
Net loss	—	—	—	(3,533)	(3,533)
Balance as of September 30, 2025	86,819,212	$ 87	$ 662,833	$ (640,868)	$ 22,052

The accompanying notes are an integral part of these condensed consolidated financial statements.

Liquidia Corporation
Condensed Consolidated Statements of Cash Flows (unaudited)
(in thousands)

	Nine Months Ended September 30,	
	2026	2025
Operating activities		
Net loss	$ (108,744)	$ (83,479)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		
Stock-based compensation	33,265	22,266
Depreciation and amortization	1,442	1,208
Non-cash lease expense	201	173
Accretion and non-cash interest expense	18,793	17,271
Acquired in-process research and development	1,000	—
Changes in operating assets and liabilities:		
Accounts receivable, net	(52,656)	(33,240)
Inventory	(11,841)	(23,931)
Prepaid expenses and other current assets	(42,875)	(3,064)
Other noncurrent assets	(17,546)	1,964
Accounts payable	1,167	(629)
Litigation settlement, net	389,749	—
Accrued expenses and other current liabilities	66,940	21,785
Operating lease liabilities	32	(254)
Other noncurrent liabilities	985	—
Net cash provided by (used in) operating activities	279,912	(79,930)
Investing activities		
Purchase of in-process research and development	(1,000)	—
Purchases of property, plant and equipment	(30,967)	(2,298)
Net cash used in investing activities	(31,967)	(2,298)
Financing activities		
Proceeds from long-term debt, net of fees	—	74,975
Payments on long-term debt	(47,994)	(13,033)
Principal payments on finance leases	—	(64)
Receipts from litigation financing	163	984
Proceeds from issuance of common stock under stock incentive plans	5,297	3,887
Net cash (used in) provided by financing activities	(42,534)	66,749
Net increase (decrease) in cash, cash equivalents, and restricted cash	205,411	(15,479)
Cash, cash equivalents, and restricted cash, beginning of period	194,184	176,479
Cash, cash equivalents, and restricted cash, end of period	$ 399,595	$ 161,000
Supplemental disclosure of cash flow information		
Cash paid for income taxes	$ 14,436	$ —
Cash paid for operating lease liabilities	$ 1,234	$ 1,022
Non-cash increase in property, plant and equipment through accounts payable	$ 3,001	$ 1,125
Non-cash increase in indemnification asset through accounts payable	$ —	$ 834

The accompanying notes are an integral part of these condensed consolidated financial statements.

Liquidia Corporation
Notes to Condensed Consolidated Financial Statements (unaudited)
(tabular dollars in thousands)

1. Business

Description of the Business

We are a biopharmaceutical company driven by science and compassion to revolutionize care for patients with challenging respiratory and vascular diseases. We operate through our wholly owned operating subsidiaries, Liquidia Technologies, Inc. and Liquidia PAH, LLC, formerly known as RareGen.

We currently generate product revenue through the sale of YUTREPIA® (treprostinil) inhalation powder ("YUTREPIA"). YUTREPIA is an inhaled dry powder formulation of treprostinil designed with our proprietary PRINT technology, a particle engineering platform that enables precise production of uniform drug particles, to improve the therapeutic profile of treprostinil by enhancing deep lung delivery while using a convenient, low effort dry-powder inhaler ("DPI") and by achieving higher dose levels than the labeled doses of other marketed inhaled treprostinil therapies. YUTREPIA was approved by the U.S. Food and Drug Administration ("FDA") in May 2025 for the treatment of pulmonary arterial hypertension ("PAH") and pulmonary hypertension associated with interstitial lung disease ("PH-ILD") and began commercialization in June 2025. In October 2026, we entered into a settlement agreement ("Settlement Agreement") with United Therapeutics Corporation ("UTC") settling all outstanding litigation between the parties and pursuant to which we agreed to cease promoting YUTREPIA for the treatment of PH-ILD and agreed to amend the label for YUTREPIA to remove PH-ILD.

Through the third quarter of 2026, we also generated revenue pursuant to a promotion agreement with Sandoz Inc. ("Sandoz"), dated as of August 1, 2018, as amended (the "Promotion Agreement"), under which we shared profit derived from the sale of Sandoz's generic treprostinil injection ("Treprostinil Injection") in the United States. Treprostinil Injection is a fully substitutable generic treprostinil for parenteral administration in the United States. The Promotion Agreement was terminated in October 2026 and we will no longer generate service revenue.

We employ a targeted commercial field force calling on healthcare providers involved in the treatment of PAH in the United States, as well as key stakeholders involved in the distribution and reimbursement of medicines to treat these patients.

We also conduct research, development and manufacturing of novel products by applying our subject matter expertise in respiratory and vascular diseases. For example, we are currently developing L606, an investigational, liposomal formulation of treprostinil, which we licensed from Pharmosa Biopharm Inc. ("Pharmosa"), that is administered twice-daily with a short-duration next-generation nebulizer. L606 is currently being evaluated in an open-label study in the United States for treatment of PAH and PH-ILD and in a worldwide, placebo-controlled pivotal study for the treatment of PH-ILD. In September 2026, we initiated a clinical study to evaluate YUTREPIA for the treatment of Raynaud's phenomenon associated with systemic sclerosis ("SSc-RP"). We are also planning to conduct clinical studies in pulmonary hypertension associated with chronic obstructive pulmonary disease ("PH-COPD"), idiopathic pulmonary fibrosis ("IPF"), and progressive pulmonary fibrosis ("PPF").

Recent Events

Settlement Agreement

On October 13, 2026, we entered into the Settlement Agreement with UTC resolving, without admission of liability by either party, all ongoing litigation between us and UTC, including the resolution of the '327 Patent Litigation, the '782 Patent Litigation, the Trade Secret Litigation, the Breach of Contract Litigation, the '494 Patent Litigation, and the RareGen Litigation, each as defined and discussed in *Note 14 Legal Proceedings*. The Settlement Agreement followed the September 30, 2026 decision of the U.S. District Court for the District of Delaware in the '327 Patent Litigation, and, as part of the Settlement Agreement, we agreed not to appeal that decision.

Under the terms of the Settlement Agreement, we will continue to market, sell and promote YUTREPIA for the treatment of PAH. In exchange, we (a) filed a supplement with the FDA to amend the current product label of YUTREPIA to remove PH-ILD as an indicated treatment as well as any reference to PH-ILD, (b) immediately and permanently ceased any and all activities relating to the marketing, advertising, promotion, and detailing of YUTREPIA for the treatment of PH-ILD, and (c) agreed to pay UTC (i) $185.0 million within thirty business days of October 13, 2026 and (ii) an aggregate of $145.4 million, to be paid in two equal installments of $72.7 million on or before January 31, 2027 and April 30, 2027, respectively (such payments, collectively, the "UTC Payments"). UTC agreed to pay us $10.0 million within thirty business days of October 13, 2026 in resolution of the RareGen Litigation. On October 19, 2026, we paid UTC the $185.0 million initial payment, and we received the $10.0 million payment from UTC on October 16, 2026. The Settlement Agreement does not grant us a license to UTC's patents. To secure the UTC Payments, on October 23, 2026, we caused irrevocable standby letters of credit to be issued in the aggregate amount of $145.4 million in favor of UTC (the "UTC Letters of Credit"). The UTC Letters of Credit are partially cash collateralized and as of October 23, 2026, $105.4 million of cash and cash equivalents has been legally restricted and is not available for operations until the UTC Payments have been made. (see *Note 16 Subsequent Events*).

Under the Settlement Agreement, we were required to secure a settlement of the antitrust and breach of contract proceedings brought by Sandoz and Liquidia PAH against UTC and Smiths Medical ASD, Inc. in the RareGen Litigation, as further discussed in *Note 14 Legal Proceedings*. Accordingly, we entered into agreements with each of Sandoz, Henderson SPV, LLC ("Henderson") and PBM RG Holdings, LLC ("PBM"), which held interests in the RareGen Litigation. The amounts payable under these agreements were determined as part of the negotiation of the Settlement Agreement and do not reflect arm's-length price discovery for the value of the RareGen Litigation.

Sandoz Agreement

On October 11, 2026, we entered into a Settlement and Termination Agreement with Sandoz (the "Sandoz Agreement") to settle Sandoz's entitlement to fifty percent of the proceeds from the RareGen Litigation pursuant to the Promotion Agreement. Under the Sandoz Agreement, Liquidia made a payment of $21.75 million (the "Sandoz Payment") into escrow on October 14, 2026, which amount will be released to Sandoz upon Sandoz's delivery into escrow of the documents necessary to dismiss the RareGen Litigation with prejudice and the entry by the Company and/or its affiliates into the Settlement Agreement. Upon release of the Sandoz Payment to Sandoz, Sandoz's interest in the RareGen Litigation is assigned to us and the Promotion Agreement terminates, other than Sandoz's obligation to pay net profits for the third quarter of 2026 and provisions that survive termination. The Sandoz Payment was released to Sandoz on October 26, 2026.

Henderson Agreement

On October 8, 2026, we entered into a Settlement and Termination Agreement with Henderson (the "Henderson Agreement"), which fixed the amount payable to Henderson in complete satisfaction of its economic rights under the Litigation Financing Agreement, dated as of June 4, 2020, by and between Henderson and RareGen, pursuant to which Henderson funded a portion of Liquidia PAH's legal and litigation expenses in the RareGen Litigation in exchange for a share of certain litigation or settlement proceeds (the "Financing Agreement"). Under the Henderson Agreement, we paid Henderson $19.05 million on October 16, 2026, which included repayment of the $8.5 million litigation finance payable, and the Financing Agreement terminated upon that payment.

PBM Agreement

On October 10, 2026, we entered into a Settlement and Termination Agreement with PBM (the "PBM Agreement"), which fixed the amount payable to PBM in complete satisfaction of its economic rights under the Litigation Funding and Indemnification Agreement, dated as of November 17, 2020 (the "Indemnification Agreement"), by and between PBM and RareGen, under which PBM controls the RareGen Litigation, reimburses Liquidia PAH's litigation expenses not reimbursed by Henderson and was entitled to the proceeds of the RareGen Litigation to which Henderson is not entitled. Under the PBM Agreement, we paid PBM $19.45 million on October 16, 2026, and the Indemnification Agreement, including our right to indemnification under it, terminated upon that payment. However, PBM will continue to reimburse Liquidia PAH's residual RareGen Litigation expenses.

PBM is a related party of the Company because it is controlled by Paul B. Manning, a stockholder of the Company who beneficially owns at least 5% of our outstanding common stock and is also a member of our Board of Directors (the "Board"), and it is also owned by Roger A. Jeffs, Ph.D., our Chief Executive Officer and a member of the Board, Damian deGoa, a member of the Board, and Russell Schundler, our General Counsel. The PBM Agreement was reviewed and approved by the disinterested members of the Board.

Seventh Amendment to Revenue Interest Financing Agreement

On October 13, 2026, we entered into a Seventh Amendment (the "Seventh Amendment") to the revenue interest financing agreement with HealthCare Royalty Partners IV, L.P. ("HCR") dated January 9, 2023, as amended (the "HCR Agreement"), pursuant to which HCR consented to the letters of credit issued in favor of UTC in connection with the Settlement Agreement. As consideration for such consent, we agreed to increase the minimum cash covenant under the HCR Agreement from $15.0 million to $45.0 million. The Seventh Amendment involved no fees and did not change the payment terms of the HCR Agreement (see *Note 11 Long-term Debt)*.

Accounting for the Settlements

The Settlement Agreement, the Sandoz Agreement, the Henderson Agreement and the PBM Agreement resolved litigation that was pending at September 30, 2026 and provided evidence of a liability that existed at that date. Accordingly, we recognized the settlements in the three and nine months ended September 30, 2026, and recorded a charge of $389.7 million, presented as "Litigation settlement, net" in the condensed consolidated statements of operations and comprehensive loss. See *Note 14 Legal Proceedings* for the components of the charge and the related balances at September 30, 2026, and *Note 16 Subsequent Events* for the payments made and events occurring after September 30, 2026.

Risks and Uncertainties

We are subject to risks and uncertainties common to companies in the biotechnology industry, including, but not limited to, development by competitors of new technological innovations, dependence on third parties and key personnel, protection of proprietary technology, compliance with government regulations, and the ability to secure additional capital to fund operations.

We operate in a dynamic and highly competitive industry and believe that changes in any of the following areas could have a material adverse effect on our future financial position, results of operations, or cash flows: advances and trends in new products, technologies and industry standards; results of clinical trials; regulatory approval, market acceptance and third-party payor coverage for our products; development of sales channels; certain strategic relationships; litigation or claims against us, including claims related to intellectual property, product, regulatory, or other matters; and our ability to attract and retain employees necessary to support our growth.

The current global macro-economic environment is volatile, which may result in supply chain constraints and elevated rates of inflation. We rely on single source manufacturers and suppliers for the supply of our products and product candidates, adding to the manufacturing risks we face. In the event of any failure by a supplier, we could be left without backup facilities. Any disruption from these manufacturers or suppliers could have a negative impact on our business, financial position and results of operations. Additionally, see Note 14 *Legal Proceedings* for discussion of the settlement of our litigation with UTC, including our agreement to remove the PH-ILD indication from the YUTREPIA label and to cease promotion of YUTREPIA for PH-ILD.

Liquidity and Capital Resources

We have historically incurred recurring annual operating losses and as of September 30, 2026, we had an accumulated deficit of $735.1 million. We have financed our growth and operations through a combination of funds generated from revenues, the issuance of convertible preferred stock and common stock, bank borrowings, bank borrowings with warrants, the issuance of convertible notes and warrants, and other long-term debt.

We expect to incur significant expenses for the foreseeable future as we continue commercialization of YUTREPIA and advance our product candidates through clinical trials, seek regulatory approval of such product candidates and pursue commercialization of any such approved product candidates. These efforts require significant amounts of capital, adequate personnel and infrastructure, and extensive compliance-reporting capabilities. It is uncertain whether and when, if ever, we will realize sustained revenue from sales of such additional product candidates. Additionally, the HCR Agreement contains fixed quarterly payments and minimum cash covenants that require us to maintain cash and cash equivalents in an amount at least equal to $45.0 million for the remainder of the payment term, which, based on amounts funded as of September 30, 2026, is expected to conclude in 2033. In addition, the UTC Letters of Credit are partially cash collateralized and as of October 23, 2026, $105.4 million of cash and cash equivalents has been legally restricted and is not available for operations until the UTC Payments have been made.

Our future funding requirements will be heavily determined by our ability to continue to successfully commercialize YUTREPIA and the resources needed to support further development of our products and product candidates. We believe we will have sufficient unrestricted cash and cash equivalents to meet our financial obligations, including the settlement payments discussed above, and to comply with minimum cash covenants for at least the next twelve months. We have included anticipated cash inflows from YUTREPIA product sales in our projections; actual cash inflows will depend on our ability to collect our outstanding receivables and the magnitude of potential returns. We have based our estimates on assumptions that may prove to be wrong, and we could use our available capital resources sooner than we currently expect. In the event revenues and cash inflows from YUTREPIA are insufficient to support our business operations and future capital needs, we expect that we would need further financing or we could be forced to delay, limit, reduce or terminate clinical studies or other ongoing activities, which could have a material adverse effect on our business, results of operations, and financial condition.

2. Basis of Presentation, Significant Accounting Policies and Fair Value Measurements

Basis of Presentation

The unaudited interim condensed consolidated financial statements as of September 30, 2026 and for the three and nine months ended September 30, 2026 and 2025 have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC") for interim financial reporting. These condensed consolidated financial statements are unaudited and, in the opinion of management, include all adjustments (consisting only of normal recurring adjustments and accruals) necessary for a fair statement of the results for the periods presented in accordance with accounting principles generally accepted in the United States of America ("GAAP"). The year-end condensed consolidated balance sheet data was derived from our audited consolidated financial statements but does not include all disclosures required by GAAP. Operating results for the three and nine months ended September 30, 2026 are not necessarily indicative of the results that may be expected for the fiscal year ending December 31, 2026. Certain information and footnote disclosures normally included in the annual consolidated financial statements prepared in accordance with GAAP have been omitted in accordance with the SEC's rules and regulations for interim reporting. Our financial position, results of operations and cash flows are presented in U.S. Dollars.

The accompanying unaudited condensed consolidated financial statements and related notes should be read in conjunction with our audited consolidated financial statements for the year ended December 31, 2025, which are included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2025 (the "2025 Annual Report on Form 10-K").

Consolidation

The accompanying condensed consolidated financial statements include our wholly owned subsidiaries, Liquidia Technologies and Liquidia PAH. All intercompany accounts and transactions have been eliminated.

Use of Estimates

The preparation of financial statements in accordance with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements, as well as the reported amounts of revenues and expenses during the period. These estimates are based on historical experience and various other assumptions believed to be reasonable under the circumstances. We evaluate our estimates on an ongoing basis, including those related to the valuation of stock-based awards, certain accruals, and intangible and contract acquisition cost amortization, and make changes to the estimates and related disclosures as our experience develops or new information becomes known. Actual results will most likely differ from those estimates.

Summary of Significant Accounting Policies

Our significant accounting policies are disclosed in Note 2 *Basis of Presentation, Significant Accounting Policies and Fair Value Measurements* of the consolidated financial statements for the years ended December 31, 2025 and 2024, which are included in our 2025 Annual Report on Form 10-K.

Recent Accounting Pronouncements

In November 2024, the FASB issued ASU 2024-03, *Disaggregation of Income Statement Expenses (DISE)*. This guidance requires disaggregated disclosure of income statement expenses for public business entities. ASU 2024-03 does not change the expense captions an entity presents on the face of the income statement; rather, it requires disaggregation of certain expense captions into specified categories in disclosures within the footnotes to the financial statements. As revised by ASU 2025-01, *Income Statement —Reporting Comprehensive Income—Expense Disaggregation Disclosures*, the provisions of ASU 2024-03 are effective for fiscal years beginning after December 15, 2026, with early adoption permitted. Except for expanding disclosures to include more granular income statement expense categories, we do not expect the adoption of ASU 2024-03 to have a material effect on our consolidated financial statements taken as a whole.

In July 2025, the FASB issued ASU 2025-05, *Measurement of Credit Losses for Accounts Receivable and Contract Assets*. In developing reasonable and supportable forecasts as part of estimating expected credit losses, all entities may elect a practical expedient that assumes that current conditions as of the balance sheet date do not change for the remaining life of the asset. We adopted ASU 2025-05 effective January 1, 2026. The adoption of this guidance did not have an impact on our consolidated financial statements.

Cash, Cash Equivalents and Restricted Cash

We consider all highly liquid investments with a maturity of three months or less at the date of purchase to be cash equivalents. Restricted cash represents cash held at financial institutions that is pledged as collateral for standby letters of credit.

Accounts Receivable, Net

Accounts receivable, net consists of trade receivables which are amounts due from our customers related to product sales and from Sandoz related to service revenue. We record trade receivables net of discounts, chargebacks, and any allowances for potential credit losses. An allowance for credit losses is determined based on the financial condition and creditworthiness of customers and we consider economic factors and events or trends expected to affect future collections experience. Any allowance would reduce the net receivables to the amount that is expected to be collected. We have not recorded any expected credit losses related to outstanding accounts receivable.

Concentration of Credit Risk

Financial instruments that potentially subject us to concentrations of credit risk consist of cash, cash equivalents, and restricted cash. We are exposed to credit risk, subject to federal deposit insurance, in the event of default by the financial institutions holding our cash, cash equivalents, and restricted cash to the extent of amounts recorded on the condensed consolidated balance sheet. Our cash, cash equivalents, and restricted cash are held at multiple accredited financial institutions. We have not experienced any losses on such accounts and do not believe that we are subject to unusual credit risk beyond the normal credit risk associated with commercial banking relationships. Such deposits have exceeded and will continue to exceed federally insured limits.

We are exposed to risks associated with extending credit to customers related to service revenue and product sales. We do not require collateral to secure amounts due from customers. One customer accounted for 100% of service revenue, net. The following table presents the percentage of gross product sales for the nine months ended September 30, 2026 and 2025 and accounts receivable as of September 30, 2026 and December 31, 2025 for our significant customers:

	Percentage of Gross Product Sales		Percentage of Accounts Receivable	
	Nine Months Ended September 30,			
	2026	2025	September 30, 2026	December 31, 2025
Customer A	44 %	54 %	31 %	41 %
Customer B	47 %	45 %	57 %	55 %

Prelaunch Inventory

We capitalize prelaunch inventory prior to receiving regulatory approval if regulatory approval and subsequent commercialization of a product is probable and we also expect future economic benefit from the sales of the product to be realized. Prior to this conclusion, we expense prelaunch inventory as research and development expense in the period incurred. For prelaunch inventory that is capitalized, we consider a number of specific facts and circumstances, including the product's shelf life, the product's current status in the development and regulatory approval process, results from related clinical trials, results from meetings with relevant regulatory agencies prior to the filing of regulatory applications, potential obstacles to the approval process, viability of commercialization and market trends.

Inventory

We value our inventories at the lower-of-cost or net realizable value on an average basis. We began capitalizing YUTREPIA in late 2023, when, based on our assessment of the legal and regulatory process, we concluded that we met the criteria to capitalize expenditures for prelaunch inventory.

Inventories include the cost for materials, third party contract manufacturing and packaging services, and overhead associated with manufacturing. We perform an assessment of the recoverability of inventory during each reporting period and write down any excess and obsolete inventories to their net realizable value in the period in which the impairment is first identified. If they occur, such impairment charges are recorded as a component of cost of product sales. Manufacturing cost is determined using an average cost method, which approximates actual cost. Inventory used for clinical development purposes is expensed to research and development expense when consumed.

Royalties

Royalties incurred in connection with our obligations are included in cost of product sales in the same period as the related product sales are recognized and are further described in Note 13 *Commitments and Contingencies*.

Long-Lived Assets

We review long-lived assets, including definite-life intangible assets, for realizability on an ongoing basis. Changes in depreciation and amortization, generally accelerated depreciation and variable amortization, are determined and recorded when estimates of the remaining useful lives or residual values of long-term assets change. We also review

for impairment when conditions exist that indicate the carrying amount of the assets may not be fully recoverable. In those circumstances, we perform undiscounted operating cash flow analyses to determine if an impairment exists. When testing for asset impairment, we group assets and liabilities at the lowest level for which cash flows are separately identifiable. Any impairment loss is calculated as the excess of the asset's carrying value over its estimated fair value. Fair value is estimated based on the discounted cash flows for the asset group over the remaining useful life or based on the expected cash proceeds for the asset less costs of disposal. Any impairment losses would be recorded in the consolidated statements of operations. In the three months ended September 30, 2026, we recognized impairment losses on the contract acquisition costs and the intangible asset related to the Promotion Agreement in connection with its termination (see Note 5 *Contract Acquisition Costs and Intangible Asset* and Note 14 *Legal Proceedings*).

Goodwill

We assess goodwill for impairment at least annually as of July 1 or whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. We have one reporting unit. We have the option to first assess qualitative factors to determine whether events or circumstances indicate it is more likely than not that the fair value of a reporting unit is greater than its carrying amount, in which case a quantitative impairment test is not required.

Per ASC 350, *Intangibles—Goodwill and Other,* the quantitative goodwill impairment test is performed by comparing the fair value of the reporting unit with its carrying amount, including goodwill. If the fair value of the reporting unit exceeds its carrying amount, goodwill is not impaired. An impairment loss is recognized for any excess of the carrying amount of the reporting unit's goodwill over the fair value up to the amount of goodwill allocated to the reporting unit. Income tax effects from any tax-deductible goodwill on the carrying amount of the reporting unit are considered when measuring the goodwill impairment loss, if applicable.

We completed our annual impairment test as of July 1, 2026 and concluded that no impairment had occurred. We considered the September 30, 2026 decision in the '327 Patent Litigation and the subsequent settlement of our litigation with UTC (see Note 14 *Legal Proceedings*) to be an event requiring an interim assessment of goodwill. Based on a qualitative assessment as of September 30, 2026, we concluded that it was not more likely than not that the fair value of our reporting unit was less than its carrying amount, and no impairment of goodwill was recorded.

Leases

In accordance with ASC 842, *Leases* ("ASC 842"), we determine if an arrangement is or contains a lease at inception. A contract is or contains a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. At the lease commencement date, we classify leases as operating or finance leases and record a right-of-use asset and a lease liability for all leases with an initial lease term of greater than 12 months based on the present value of the lease payments over the lease term using the discount rate implicit in the lease. If the rate implicit is not readily determinable, we use an estimate of our incremental borrowing rate based upon the available information at the lease commencement date. Operating lease expense is recognized on a straight-line basis over the lease term.

Leases with an initial term of 12 months or less are not recorded in the balance sheet pursuant to the practical expedient available under ASC 842.

Acquired In-Process Research and Development Costs

Acquired in-process research and development ("IPR&D") expense consists of payments incurred in connection with the acquisition or licensing of products or technologies that do not meet the definition of a business under ASC 805, *Business Combinations*. Payments for acquired IPR&D as well as future product development milestones are initially treated as the acquisition of an asset but then immediately expensed as there is no future alternative use for the asset. These payments are reflected as a component of research and development expense as well as an investing activity

outflow on our condensed consolidated statements of cash flows due to the nature of the underlying acquisition of an asset. See Note 13 *Commitments and Contingencies* for further discussion of future product development milestones.

Long-term Debt

We recognized a liability related to amounts received pursuant to the HCR Agreement under ASC 470-10, *Debt* ("ASC 470") and ASC 835-30, *Interest – Imputation of Interest*. The liability will be accreted under the effective interest method based upon the amount of contractual future payments to be made pursuant to the HCR Agreement. Amendments are assessed under ASC 470 to determine the appropriate treatment as troubled debt restructurings, extinguishments or modifications. If the timing or amounts of any future payments change, we will prospectively adjust the effective interest and the related amortization of the liability.

Revenue Recognition

We recognize revenue in accordance with ASC 606, *Revenue from Contracts with Customers* ("ASC 606"). The core principle of ASC 606 is that a company should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. The following five steps are applied to achieve that core principle:

- Step 1: Identify the contract with the customer
- Step 2: Identify the performance obligations in the contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to the performance obligations in the contract
- Step 5: Recognize revenue when the company satisfies a performance obligation

In order to identify the performance obligations in a contract with a customer, we assess the promised goods or services in the contract and identify each promised good or service that is distinct.

If a good or service is not distinct, the good or service is combined with other promised goods or services until a bundle of goods or services is identified that is distinct.

The transaction price is the amount of consideration to which an entity expects to be entitled in exchange for transferring promised goods or services to a customer. The consideration promised in a contract with a customer may include fixed amounts, variable amounts, or both.

Variable consideration is included in the transaction price only to the extent that it is probable that a significant reversal in the amount of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is subsequently resolved. We evaluate any non-cash consideration, consideration payable to the customer, potential returns and refunds, and whether consideration contains a significant financing element in determining the transaction price.

Revenue is measured based on consideration specified in a contract with a customer. We recognize revenue when we satisfy a performance obligation by transferring control over a service to a customer. The amount of revenue recognized reflects estimates for refunds and returns, which are presented as a reduction of accounts receivable where the right of setoff exists.

Product Sales, Net

In the second quarter of 2025, YUTREPIA became available to patients with a prescription in the U.S. and we commenced commercial sales to customers. We sell YUTREPIA to customers, including specialty pharmacies and a specialty distributor who in turn sell YUTREPIA directly to patients, clinics, hospitals, and federal healthcare programs. We offer access programs to allow patients to obtain free prescription fills in certain circumstances. We exclude amounts related to these access programs from both gross and net revenue. The cost of product associated with such access programs is recognized as a selling, general and administrative cost in the condensed consolidated statements of operations.

We have determined that the delivery of YUTREPIA to our customers constitutes a single performance obligation. There are no other promises to deliver goods or services beyond what is specified in each accepted customer order. Product sales are recognized at the transaction price when the customer obtains control of our product, which occurs at a point in time upon delivery of the product to the customer.

Product sales, net are recorded at the transaction price, which reflects gross product sales reduced by corresponding gross-to-net ("GTN") adjustments, including estimated cash discounts, government chargebacks, government rebates, specialty distributor fees, copay assistance, and returns. These GTN adjustments represent variable consideration under ASC 606 and are estimated using the expected value method or most likely amount method and are recorded when revenue is recognized on the sale of the product. GTN adjustments are based on available information including the contractual terms with customers, historical trends, industry analogs, communications with customers, and the levels of inventory remaining in the distribution channel, as well as expectations about the market for the product and anticipated introduction of competitive products, in combination with management's informed judgments. Overall, these reserves reflect our best estimates of the amount of net cash proceeds we expect to realize from collection of current period gross sales less fees, discounts, and allowances and future estimated cash disbursements for the various GTN categories discussed below.

The amount of variable consideration which is included in the transaction price may be constrained, and is included in the net sales price, only to the extent that it is probable that a significant reversal in the amount of the cumulative revenue recognized under the contract will not occur in a future period. Actual amounts of consideration ultimately received may differ from our estimates. If actual results in the future vary from our original estimates, we will adjust these estimates, which would affect product sales and earnings in the period such variances become known. During the quarter ended September 30, 2026, adjustments to estimated provisions related to prior period sales were less than one percent of our total revenues for the quarter then ended.

GTN adjustments include:

- *Discounts for Prompt Payment:* We estimate cash discounts based on contractual terms and expectations regarding future customer payment patterns. We expect our customers will earn 100% of their prompt payment discounts. These discounts are recorded in the same period the related revenue is recognized, resulting in a reduction of product sales and accounts receivable.

- *Customer Discounts*: We have contractual arrangements to provide for agreed upon discounts. These discounts are recorded in the same period the related revenue is recognized, resulting in a reduction of product sales and accounts receivable.

- *Specialty Distributor Fees*: We pay fees to our specialty distributor for distribution services provided in connection with the sales of YUTREPIA. These specialty distributor fees are based on a contractually determined fixed percentage of sales. The adjustments are recorded in the same period the related revenue is recognized, resulting in a reduction of product sales and the establishment of a current liability which is included in accrued expenses.

- *Government Chargebacks*: Fees and discounts to qualified government healthcare providers represent the estimated obligations resulting from contractual commitments to sell products to qualified U.S. Department of

Veterans Affairs hospitals and 340B entities at prices lower than the list prices charged to customers who directly purchase the product from us. The 340B Drug Discount Program is a U.S. federal government program created in 1992 that requires drug manufacturers to provide outpatient drugs to eligible healthcare organizations and covered entities at significantly reduced prices. Customers charge us for the difference between what they pay for the product and the statutory selling price to the qualified government entity. These reserves are established in the same period that the related revenue is recognized, resulting in a reduction of product revenue and a corresponding reduction of either accounts receivable or establishment of a current liability. Chargeback amounts are generally determined at the time of resale to the qualified government healthcare provider by customers, and we generally issue credits for such amounts within a few weeks after the customer notifies us of the resale. Reserves for chargebacks consist of chargebacks that customers have claimed, but for which we have not yet issued a credit and credits that we expect to issue for product that has been recognized as revenue, but which remains in the distribution channel inventories at the end of each reporting period. There may be significant lag time between our reported net product sales and receipt of the corresponding government chargeback claims from our customers.

- *Product Returns Allowances*: Customers are contractually permitted to return purchased products only if the product is damaged or defective upon delivery or as required under applicable law. We estimate expected product returns for our allowance based on our expected returns volume. When historical data is available, we will use historical return rates of the product. Returned product is typically destroyed, since returns are generally only permitted due to damage and cannot be resold. These allowances are recorded in the same period the related revenue is recognized, resulting in a reduction of product revenue and the establishment of a current liability which is included in accrued expenses.

- *Managed Care Rebates:* We are subject to rebates in connection with our agreements with certain contracted payors. We estimate our managed care rebates based on our estimated payor mix and the applicable contractual rebate rate and estimated future claims that we expect to receive, which considers an estimate for inventory in the distribution channel. These adjustments are recorded in the same period the related revenue is recognized, resulting in a reduction of product revenue and the establishment of a current liability which is included in accrued expenses.

- *Manufacturer Discount Program ("MDP") Rebates*: Under the Inflation Reduction Act ("IRA") manufacturers are generally required to pay (1) a 10% rebate on Medicare Part D program drugs in the initial coverage phase (the phase during which the patient has satisfied the deductible and incurred costs less than the out-of-pocket threshold) and (2) a 20% rebate on Medicare Part D program drugs when a beneficiary enters the catastrophic coverage phase (the phase after the patient has incurred costs greater than or equal to the out-of-pocket threshold). We estimate our MDP rebates based on our estimate of the portion of sales attributed to patients covered by Medicare Part D plans. These adjustments are recorded in the same period the related revenue is recognized, resulting in a reduction of product revenue and the establishment of a current liability which is included in accrued expenses.

- *Medicaid Rebates*: We are subject to discount obligations under state government-managed Medicaid programs, whereby rebates are issued to participating state governments. These rebates arise when a patient treated with YUTREPIA is covered under Medicaid, resulting in a discounted price under the applicable Medicaid program. We estimate the portion of sales attributed to Medicaid patients and the estimated rebates to be paid to the respective state Medicaid programs. These rebates consist of estimates of claims for the current quarter and estimated future claims that will be made for product that has been recognized as revenue, but which remains in the distribution channel inventories at the end of each reporting period. There may be a significant time lag between our reported net product sales and receipt of the corresponding rebate notices from each state (generally several months or longer). Our estimates are based on estimates obtained from similar products in the industry as supplemented by management's judgment. When historical data is available, we will use historical claim levels by the state, as supplemented by management's judgment. These adjustments are recorded in the same period the related revenue is recognized, resulting in a reduction of product revenue and the establishment of a current liability which is included in accrued expenses.

- *Copay Programs*: We offer a copay assistance program, which is intended to provide financial assistance to qualified commercially insured patients with prescription drug co-payments required by payors. The calculation of the accrual for copay assistance is based on an estimate of claims and the cost per claim that we expect to receive associated with product that has been recognized as revenue but remains in the distribution channel inventories at the end of each reporting period. Estimates are based on similar products in the industry as supplemented by management's judgment. When historical data is available, we will use actual program participation and estimates of program redemption using data provided by the third party that administers the copay program. These adjustments are recorded in the same period the related revenue is recognized, resulting in a reduction of product revenue and the establishment of a current liability which is included in accrued expenses.

Service Revenue, Net

Services revenues, net were generated from the promotional services we performed to encourage the appropriate use of Treprostinil Injection in the U.S. under our Promotion Agreement with Sandoz. In exchange for conducting these promotional services, we were entitled to receive a share of Net Profits (as defined within the Promotion Agreement) based on specified profit levels. The share of Net Profits received was subject to adjustments from Sandoz for certain items, such as distributor chargebacks, rebates, inventory returns, inventory write-offs and other adjustments.

We determined that the performance of the promotional services constitutes a single performance obligation and recognize revenue as we satisfy our performance obligation. The transaction price is equal to our share of Net Profits. As of December 31, 2025, a $1.0 million refund liability was offset against accounts receivable from Sandoz related to expected refund amounts. As of September 30, 2026, there was no refund liability and the Promotion Agreement was terminated in October 2026.

Research and Development Expense

Research and development costs are expensed as incurred in accordance with ASC 730, *Research and Development* and include facility-related costs related to research and development activities, direct costs from third parties, such as contract research organizations ("CROs"), contract manufacturing organizations ("CMOs"), and consultants, as well as employee-related expenses, including salaries, benefits, and stock-based compensation. Research and development expenses also include costs of acquired product licenses and related technology rights where there is no alternative future use.

Accrued Research and Development Expenses

As part of the process of preparing the condensed consolidated financial statements, we are required to estimate accrued expenses. This process involves reviewing quotations and contracts, identifying services that have been performed on our behalf and estimating the level of service performed and the associated cost incurred for the service when we have not yet been invoiced or otherwise notified of the actual cost. The majority of our service providers invoice us monthly in arrears for services performed or when contractual milestones are met. We make estimates of our accrued expenses as of each balance sheet date in our condensed consolidated financial statements based on facts and circumstances known to us at that time. We periodically confirm the accuracy of these estimates with the service providers and make adjustments if necessary.

The significant estimates in our accrued research and development expenses are related to expenses incurred with respect to CROs, CMOs and other vendors in connection with research and development and manufacturing activities. The financial terms of our agreements with CROs and CMOs are subject to negotiation, vary from contract to contract and may result in uneven payment flows. There may be instances in which payments made to our vendors will exceed the level of services provided and result in a prepayment of the applicable research and development or manufacturing expense. In accruing service fees, we estimate the time period over which services will be performed and the level of effort to be expended in each period. If the actual timing of the performance of services or the level of effort varies from such estimate, we adjust the accrual or prepaid expense accordingly. Although we do not expect our estimates to be materially different from amounts actually incurred, our understanding of the status and timing of services performed

relative to the actual status and timing of services performed may vary and could result in us reporting amounts that are too high or too low in any particular period. There have been no material changes in estimates for the periods presented.

Patent Maintenance

We are responsible for all patent costs, past and future, associated with the preparation, filing, prosecution, issuance, maintenance, enforcement and defense of United States patent applications to which we have rights other than those patents that we license from Pharmosa that are not specific to L606. Such costs are recorded as general and administrative expenses as incurred. To the extent that our licensees share these costs, such benefit is recorded as a reduction of the related expenses.

Stock-Based Compensation

We estimate the grant date fair value of stock-based awards and amortize this fair value to compensation expense over the requisite service period or the vesting period of the respective award. In arriving at stock-based compensation expense, we estimate the number of stock-based awards that will be forfeited due to employee turnover. The forfeiture assumption is based primarily on historical turnover experience. If the actual forfeiture rate is higher than the estimated forfeiture rate, then an adjustment will be made to increase the estimated forfeiture rate, which will result in a decrease to the expense recognized in our financial statements. If the actual forfeiture rate is lower than the estimated forfeiture rate, then an adjustment will be made to lower the estimated forfeiture rate, which will result in an increase to expense recognized in our financial statements. The expense we recognize in future periods will be affected by changes in the estimated forfeiture rate and may differ from amounts recognized in the current period. See Note 9 *Stock-Based Compensation*.

Income Taxes

The asset and liability method is used in our accounting for income taxes. Under this method, deferred tax assets and liabilities are determined based on differences between financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws that are expected to be in effect when the differences are expected to reverse. We record a valuation allowance against deferred tax assets when realization of the tax benefit is uncertain.

A valuation allowance is recorded, if necessary, to reduce net deferred taxes to their realizable values if management believes it is more likely than not that the net deferred tax assets will not be realized.

We may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position are measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement.

Net Loss Per Share

Basic net loss per share is calculated by dividing net loss attributable to common stockholders by the weighted average shares outstanding during the period, without consideration of common stock equivalents. Diluted net loss per share is calculated by adjusting weighted average shares outstanding for the dilutive effect of common stock equivalents outstanding for the period, determined using the treasury-stock method. Due to their anti-dilutive effect, the calculation of diluted net loss per share excludes the following common stock equivalent shares:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	2025	2026	2025
Stock Options	7,713,874	8,734,054	7,962,809	8,863,374
Restricted Stock Units	4,279,133	4,708,901	4,652,532	4,819,627
Warrants	—	92,033	—	390,385
Total	11,993,007	13,534,988	12,615,341	14,073,386

Certain common stock warrants are included in the calculation of basic and diluted net loss per share since their exercise price is de minimis.

Fair Value Measurements

ASC 820, *Fair Value Measurements* ("ASC 820") defines fair value as the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants (an exit price). As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. ASC 820 establishes a three-tiered approach for valuation of financial instruments, which requires that fair value measurements be classified and disclosed in one of three tiers, whether or not recognized on our condensed consolidated balance sheets at fair value. The fair value hierarchy defines a three-level valuation hierarchy for disclosure of fair value measurements as follows:

Level 1 — Quoted prices in active markets for identical assets or liabilities;

Level 2 — Inputs other than quoted prices included in active markets that are observable for the asset or liability, either directly or indirectly; and

Level 3 — Unobservable inputs for the asset and liability used to measure fair value, to the extent that observable inputs are not available.

The categorization of a financial instrument within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement. The following table presents the placement in the fair value hierarchy of financial assets and liabilities measured at fair value as of September 30, 2026 and December 31, 2025:

September 30, 2026	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Carrying Value
Money market funds (cash equivalents)	$ 355,889	$ —	$ —	$ 355,889

December 31, 2025	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Carrying Value
Money market funds (cash equivalents)	$ 174,828	$ —	$ —	$ 174,828

Money market funds are included in cash and cash equivalents on our condensed consolidated balance sheet and are classified within Level 1 of the fair value hierarchy since they are valued using quoted market prices.

Other Fair Value Disclosures

The carrying amounts reflected in our condensed consolidated balance sheets for cash, accounts receivable, prepaid expenses and other current assets, accounts payable and accrued expenses and other current liabilities approximate their fair values due to their short-term nature. The carrying value and fair value of long-term debt as of September 30, 2026 and December 31, 2025 are as follows:

	September 30, 2026		December 31, 2025	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Long-term debt, including amounts due within one year	$ 162,140	$ 192,900	$ 191,341	$ 203,300

The fair value is estimated using Level 3 inputs based on a discounted cash flow model incorporating company-specific projections and market-based discount rates of 7.1% to 7.5% as of September 30, 2026 and 12.4% to 12.7% as of December 31, 2025, based on the tenor of the contractual payment, and reflective of debt with similar risk characteristics.

3. Inventory

Inventories are stated at the lower of average cost or net realizable value and consist of the following:

	September 30, 2026	December 31, 2025
Raw materials	$ 16,825	$ 8,547
Work in process	23,252	13,313
Finished goods	25,260	14,802
Inventory	65,337	36,662
Recognized as:		
Inventory	$ 36,174	$ 23,802
Other assets	29,163	12,860

Amounts recognized as Other Assets are comprised entirely of raw materials and work in process inventories not expected to be sold within one year of the date of the condensed consolidated balance sheet.

4. Property, Plant, and Equipment

Property, plant and equipment consisted of the following:

	September 30, 2026	December 31, 2025
Lab and build-to-suit equipment	$ 9,740	$ 5,231
Office equipment	7	7
Furniture and fixtures	574	497
Computer and other equipment	2,037	1,958
Leasehold improvements	13,417	13,028
Construction-in-progress	37,264	5,091
Total property, plant and equipment	63,039	25,812
Accumulated depreciation and amortization	(18,529)	(13,968)
Property, plant and equipment, net	$ 44,510	$ 11,844

We recorded depreciation and amortization expense related to property, plant and equipment of $0.2 million and $0.3 million for the three months ended September 30, 2026 and 2025, respectively, and of $0.8 million and $0.7 million for the nine months ended September 30, 2026 and 2025, respectively.

5. Contract Acquisition Costs and Intangible Asset

Contract acquisition costs and intangible asset are summarized as follows:

	September 30, 2026				December 31, 2025			
	Gross Carrying Amount	Accumulated Amortization	Impairment	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization		Net Carrying Amount
Contract acquisition costs	$ 12,980	$ (6,630)	$ (6,350)	$ —	$ 12,980	$ (6,162)	$	6,818
Intangible asset	$ 5,620	$ (2,871)	$ (2,749)	$ —	$ 5,620	$ (2,668)	$	2,952

We amortized the value of the contract acquisition costs and intangible asset on a pro-rata basis based on the estimated total service revenue or net profits to be recognized over the period from November 18, 2020 through December 2032, the prior expected termination date of the Promotion Agreement (see Note 2 *Basis of Presentation, Significant Accounting Policies and Fair Value Measurements*). Amortization of contract acquisition costs is recorded as a reduction of service revenue, net, and amortization of the intangible asset is recorded as cost of service revenue.

We recorded amortization related to the contract acquisition costs of $0.2 million and $0.1 million for the three months ended September 30, 2026 and 2025, respectively, and of $0.5 million and $0.4 million for the nine months ended September 30, 2026 and 2025, respectively. We recorded amortization related to the intangible asset of $0.1 million for the three months ended September 30, 2026 and 2025, and of $0.2 million for the nine months ended September 30, 2026 and 2025.

In October 2026, we entered into the Sandoz Agreement in connection with the Settlement Agreement (see Note 1 *Business* and Note 14 *Legal Proceedings*), under which the Promotion Agreement terminates upon release of the Sandoz Payment to Sandoz, other than Sandoz's obligation to pay net profits for the third quarter of 2026 and provisions that survive termination. Because the termination ends our promotion services for Treprostinil Injection and the related net profits, we determined that the contract acquisition costs and the intangible asset have no remaining future cash flows and that their fair value is zero. We recognized impairment losses equal to their carrying amounts of $6.4 million for the contract acquisition costs and $2.7 million for the intangible asset in the three and nine months ended September 30, 2026. The impairment losses are included in Litigation settlement, net in the condensed consolidated statements of operations and comprehensive loss.

6. Indemnification Asset with Related Party and Litigation Finance Payable

Under the Financing Agreement, Henderson funded $10.0 million of Liquidia PAH's legal and litigation expenses related to the RareGen Litigation (referred to as "Deployments") in exchange for a share of certain litigation or settlement proceeds. Deployments received from Henderson were recorded as a litigation finance payable.

Litigation proceeds were to be split equally between Liquidia PAH and Sandoz. Unless there was an event of default by Henderson, litigation proceeds received by Liquidia PAH were to be applied first to repayment of total Deployments received. Litigation proceeds in excess of Deployments received were to be split between Liquidia PAH and Henderson according to a formula. Unless there was an event of default by PBM, all proceeds received by Liquidia PAH were to be paid to PBM as described further below.

Under the terms of the Indemnification Agreement, PBM controls the RareGen Litigation, with Liquidia PAH's primary responsibility being to cooperate to support the litigation proceedings as needed. The Indemnification Agreement provided that Liquidia PAH and its affiliates would not be entitled to any proceeds resulting from, or bear any financial or other liability for, the RareGen Litigation unless there was an event of default by PBM. Any remaining RareGen Litigation expenses will be reimbursed by PBM.

As of December 31, 2025, the Indemnification Asset and Litigation Finance Payable were classified as long-term assets and liabilities, respectively, as it was considered unlikely that the RareGen Litigation would conclude within twelve months.

In October 2026, in connection with the Settlement Agreement, we entered into the Henderson Agreement and the PBM Agreement (see Note 1 *Business* and Note 14 *Legal Proceedings)*, under which we paid Henderson $19.05 million and PBM $19.45 million on October 16, 2026 in complete satisfaction of their rights under the Financing Agreement and the Indemnification Agreement, which terminated upon those payments. Because the settlements fixed the amount and timing of these payments, at September 30, 2026 the Litigation Finance Payable of $8.5 million is classified as a current liability and the Indemnification Asset was reduced to zero, with the $8.5 million write-off and the $19.45 million payable to PBM included in Litigation settlement, net in the condensed consolidated statements of operations and comprehensive loss. The $19.45 million due to PBM at September 30, 2026 is presented separately in the condensed consolidated balance sheet as it is due to a related party. The $10.5 million by which the Henderson payment exceeded the Litigation Finance Payable is also included in the Litigation settlement liability in the condensed consolidated balance sheet and in Litigation settlement, net in the condensed consolidated statements of operations and comprehensive loss as of and for the three and nine months ended September 30, 2026.

7. Accrued Expenses and Other Current Liabilities

Accrued expenses and other current liabilities consisted of the following:

	September 30, 2026	December 31, 2025
Accrued compensation	$ 11,853	$ 20,319
Accrued gross-to-net deductions	92,806	35,491
Accrued research and development expenses	5,403	3,229
Accrued inventory costs	15,992	5,757
Accrued other expenses	14,083	8,401
Total accrued expenses and other current liabilities	$ 140,137	$ 73,197

8. Stockholders' Deficit

Warrants

During the nine months ended September 30, 2026 and 2025, 46,970 and 459,315 warrants to purchase shares of common stock were exercised, respectively. Outstanding warrants consisted of the following as of September 30, 2026:

Number of warrants	Exercise Price	Expiration Date
112	$ 0.02	December 31, 2026

9. Stock-Based Compensation

2020 Long-Term Incentive Plan

Our 2020 Long-Term Incentive Plan (the "2020 Plan") provides for the granting of stock appreciation rights, stock awards, stock units, and other stock-based awards and for accelerated vesting under certain change of control transactions. The number of shares of our common stock available for issuance under the 2020 Plan will automatically increase on January 1 of each year through 2030, by an amount equal to the smaller of (a) 4% of the number of shares of common stock issued and outstanding on the immediately preceding December 31, or (b) an amount determined by the Board (the "Evergreen Provision"). On January 1, 2026, the number of shares of common stock available for issuance under the 2020 Plan automatically increased by 3,488,165 shares pursuant to the Evergreen Provision. As of September 30, 2026, there were 3,380,316 shares available for future grants under the 2020 Plan.

The 2020 Plan replaced all prior equity award plans and such plans have been discontinued. However, the awards outstanding under the prior equity award plans will continue to remain in effect in accordance with their terms. Awards that are forfeited under these prior plans upon cancellation, termination or expiration will not be available for grant under

the 2020 Plan. As of September 30, 2026, a total of 234,482 shares of common stock were reserved for issuance related to the remaining outstanding equity awards granted under the prior plans.

2022 Inducement Plan

On January 25, 2022, the Board approved the adoption of our 2022 Inducement Plan (the "2022 Inducement Plan"). The 2022 Inducement Plan was recommended for approval by the Compensation Committee of the Board (the "Compensation Committee"), and subsequently approved and adopted by the Board without stockholder approval pursuant to Rule 5635(c)(4) of the rules and regulations of The Nasdaq Stock Market LLC (the "Nasdaq Listing Rules").

310,000 shares of our common stock were reserved for issuance pursuant to equity awards that may be granted under the 2022 Inducement Plan, and the 2022 Inducement Plan will be administered by the Compensation Committee. In accordance with Rule 5635(c)(4) of the Nasdaq Listing Rules, equity awards under the 2022 Inducement Plan may only be made to an employee who has not previously been an employee or member of the Board, or following a bona fide period of non-employment by us, if he or she is granted such equity awards in connection with his or her commencement of employment with us and such grant is an inducement material to his or her entering into employment with us. As of September 30, 2026, a total of 27,608 shares were available for issuance under the 2022 Inducement Plan.

Employee Stock Purchase Plan

In November 2020, stockholders approved the Liquidia Corporation 2020 Employee Stock Purchase Plan (the "ESPP"). The number of shares of our common stock available for issuance under the ESPP will automatically increase on January 1 of each year through 2030, by the lesser of (a) 1.0% of the number of shares of common stock issued and outstanding on the immediately preceding December 31, (b) 150,000 shares, or (c) an amount determined by the Board. On January 1, 2026, the number of shares of common stock available for issuance under the ESPP increased by 150,000 shares. As of September 30, 2026, a total of 567,176 shares of common stock are reserved for issuance under the ESPP. The ESPP allows eligible employees to purchase shares of our common stock at a discount through payroll deductions, subject to plan limitations. Unless otherwise determined by the administrator, the common stock will be purchased for the accounts of employees participating in the ESPP at a price per share that is 85% of the lesser of the fair market value of our common stock on the first and last trading day of the offering period. During the nine months ended September 30, 2026 and 2025, 75,506 and 192,060 shares were issued under the ESPP, respectively.

Stock-Based Compensation Valuation and Expense

We account for employee stock-based compensation plans using the fair value method. The fair value method requires us to estimate the grant-date fair value of stock-based awards and amortize this fair value to compensation expense over the requisite service period or vesting term. The fair value of each option grant is estimated using a Black-Scholes option-pricing model. For restricted stock units ("RSUs") and performance stock units ("PSUs"), the grant-date fair value is based upon the market price of our common stock on the date of the grant. This fair value is then amortized to compensation expense over the requisite service period or vesting term.

Total stock-based compensation expense recognized for employees and non-employees was as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
By Expense Category:	**2026**	**2025**	**2026**	**2025**
Cost of service revenue	$ 84	$ 123	$ 264	$ 330
Research and development	667	384	1,727	1,011
Selling, general and administrative	12,927	7,391	31,274	20,925
Total stock-based compensation expense	$ 13,678	$ 7,898	$ 33,265	$ 22,266

The following table summarizes the unamortized compensation expense and the remaining years over which such expense would be expected to be recognized, on a weighted average basis, by type of award:

	As of September 30, 2026	
	Unamortized Expense	Weighted Average Remaining Recognition Period (Years)
Stock options	$ 527	0.4
Restricted and performance stock units	$ 70,844	2.1

Fair Value of Stock Options Granted and Purchase Rights Issued under the ESPP

We use the Black-Scholes option-pricing model to determine the fair value of stock options granted and purchase rights issued under the ESPP.

The following table summarizes the assumptions used for estimating the fair value of purchase rights granted to employees under the ESPP under the Black-Scholes option-pricing model:

	Nine Months Ended September 30,	
	2026	2025
Expected dividend yield	—	—
Risk-free interest rate	3.68% - 4.00%	3.99% - 4.31%
Expected volatility	61% - 67%	44% - 74%
Expected life (years)	0.50	0.50

Stock Options

Options generally vest over a four-year period in multiple tranches.

The following table summarizes stock option activity during the nine months ended September 30, 2026:

	Number of Shares	Weighted Average Exercise Price	Weighted Average Contractual Term (in years)	Aggregate Intrinsic Value
Outstanding as of December 31, 2025	8,373,814	$ 4.76		
Granted	—	—		
Exercised	(761,464)	4.18		
Cancelled	(375)	6.80		
Outstanding as of September 30, 2026	7,611,975	$ 4.82	5.2	$ 193,646
Exercisable as of September 30, 2026	7,495,476	$ 4.79	5.2	$ 190,896
Vested and expected to vest as of September 30, 2026	7,608,825	$ 4.82	5.2	$ 193,574

No options were granted during the nine months ended September 30, 2026 and 2025. The aggregate intrinsic value of stock options in the table above represents the difference between the $30.26 closing price of our common stock as of September 30, 2026 and the exercise price of outstanding, exercisable, and vested and expected to vest in-the-money stock options.

Restricted and Performance Stock Units

RSUs and PSUs represent the right to receive shares of our common stock at the end of a specified time period and/or upon the achievement of a specific milestone. RSUs and PSUs can only be settled in shares of our common stock.

RSUs generally vest over a four-year period similar to stock options granted to employees. RSUs granted to directors generally vest over a one-year period. PSUs granted to our executive officers during 2026 and 2025 included 523,004 and 749,793, respectively.

The PSUs granted during 2026 vest in multiple tranches over four years following the achievement of performance goals based on net product sales of YUTREPIA. The PSUs granted during 2025 vest in multiple tranches over four years following the achievement of the first commercial sale of YUTREPIA in the United States.

The tax withholding method used for most RSUs and PSUs is the sell-to-cover method, in which shares with a market value equivalent to the tax withholding obligation are sold on behalf of the holder of the RSUs and PSUs upon vesting and settlement to cover the tax withholding liability and the cash proceeds from such sales are remitted to taxing authorities by us. In circumstances where the sell-to-cover method is not used, the holder of the RSUs or PSUs is required to remit cash to us to cover the tax withholding liability and the cash is then remitted to taxing authorities by us.

The following table summarizes our RSU and PSU activity during the nine months ended September 30, 2026:

	Number of Shares	Weighted Average Grant-Date Fair Value
Unvested as of December 31, 2025	4,449,345	$ 12.08
Granted	1,630,689	39.77
Vested	(1,642,340)	11.75
Forfeited	(81,380)	30.07
Unvested as of September 30, 2026	4,356,314	$ 22.24

10. Leases

In February 2026, we entered into a cancellable operating sublease for additional office space in Durham, North Carolina that consists of approximately 10,000 square feet of space. The lease expires on January 31, 2028, with the option to extend for one year with appropriate notice.

In June 2025, we entered into a non-cancelable operating lease for a second manufacturing and office space in Morrisville, North Carolina that consists of approximately 70,131 square feet of space. The lease expires on November 1, 2036, with the option to extend for two additional periods of five years each with appropriate notice. The payments under this lease are subject to escalation clauses. The lease is not expected to commence until late 2026. As the lease commencement date has not yet occurred, no right-of-use asset or lease liability has been recognized in the current period condensed consolidated financial statements. Concurrent with the execution of the lease, we provided the landlord an automatically renewable standby letter of credit in the amount of $3.3 million. The standby letter of credit is collateralized by a high-yield savings account, which is classified as restricted cash, long-term in our condensed consolidated balance sheets.

We are also party to a non-cancelable operating lease for our laboratory, manufacturing and office space in Morrisville, North Carolina. The lease expires on December 31, 2031, with an option to extend for an additional period of five years with appropriate notice. We have not included the optional extension period in the measurement of lease liabilities because it is not reasonably certain that we will exercise the option to extend. The payments under this lease are subject to escalation clauses.

Operating lease cost is allocated between inventory, research and development, and selling, general, and administrative expenses based on the usage of the leased facilities. The related right-of-use assets are amortized on a straight-line basis over the lesser of the lease term or the estimated useful life of the asset.

Lease Balances, Costs, and Future Minimum Payments

Leases with an initial term of 12 months or less are not recorded on the balance sheet. As of September 30, 2026, we have not entered into any short-term leases. For lease agreements entered into or reassessed after the adoption of ASC 842 we combine lease and non-lease components, if any. Our lease agreements do not contain any material residual value guarantees or material restrictive covenants.

Our lease cost is reflected in the accompanying condensed statements of operations and comprehensive loss as follows:

		Three Months Ended September 30,		Nine Months Ended September 30,	
	Classification	2026	2025	2026	2025
Operating lease cost:					
Fixed lease cost	Selling, general, and administrative	$ 374	$ 314	$ 1,104	$ 941
Finance lease cost:					
Amortization of lease assets	Selling, general, and administrative	—	—	—	22
Interest on lease liabilities	Interest expense	—	—	—	1
Total Lease Cost		$ 374	$ 314	$ 1,104	$ 964

The weighted average remaining lease term and discount rates as of September 30, 2026 were as follows:

Weighted average remaining lease term (years):	
Operating leases	5.0
Weighted average discount rate:	
Operating leases	15.2 %

The discount rate for leases was estimated based upon market rates of collateralized loan obligations of comparable companies on comparable terms at the time of lease inception.

Lease liability maturities as of September 30, 2026, were as follows:

Year ending December 31:	Amount
2026 (three months remaining)	$ 462
2027	1,940
2028	1,717
2029	1,743
2030	1,795
Thereafter	1,849
Total minimum lease payments	9,506
Less: interest	(2,888)
Present value of lease liabilities	$ 6,618

The table above excludes $36.3 million of estimated fixed payment obligations under our lease for a second manufacturing and office space in Morrisville, North Carolina that has not yet commenced.

11. Long-term Debt

On January 9, 2023, we entered into the HCR Agreement, as amended, pursuant to which and subject to the terms and conditions contained therein, HCR has paid us an aggregate investment amount of $175.0 million (the "Investment Amount"). $25.0 million remains available for funding upon mutual agreement of HCR and us.

On October 13, 2026, we and HCR entered into the Seventh Amendment, under which HCR consented to the letters of credit issued in favor of UTC in connection with the Settlement Agreement (see Note 14 *Legal Proceedings*) and the related reimbursement obligations as permitted debt under the HCR Agreement, subject to conditions that their aggregate stated amount is not increased, reinstated after a drawing, or renewed or replaced after expiration without HCR's consent. As consideration for the consent, the minimum cash covenant was increased from $15.0 million to $45.0 million of cash and cash equivalents. The Seventh Amendment involved no fees and did not change any of the payment terms of the HCR Agreement.

As consideration for the Investment Amount and pursuant to the HCR Agreement, we have agreed to pay HCR according to a fixed quarterly payment schedule. As of September 30, 2026, we were required to pay $45.8 million within one year of the balance sheet date, which is classified as current in our condensed consolidated balance sheet.

Aggregate payments to HCR are capped at 175% of the funded portion of the Investment Amount (the "Hard Cap"), plus an amount, if any, that HCR would need to receive to yield an internal rate of return of (i) 18% on the first $67.5 million funded, (ii) 16% on the next $57.5 million funded, (iii) 13% on the next $50.0 million funded, and (iv) 12% on the next $25.0 million funded (the "IRR True-Up Payment"), unless the HCR Agreement is earlier terminated. If a change of control occurs or upon the occurrence of an event of default, HCR may accelerate payments due under the HCR Agreement up to the Hard Cap, plus the IRR True-Up Payment, plus any other obligations payable under the HCR Agreement.

The HCR Agreement contains customary affirmative and negative covenants and customary events of default and other events that would cause acceleration, including, among other things, the occurrence of certain material adverse events or the material breach of certain representations and warranties and specified covenants, in which event HCR may elect to terminate the HCR Agreement and require us to make payments to HCR equal to the lesser of (a) the Hard Cap, plus any other obligations payable under the HCR Agreement, or (b) the funded portion of the Investment Amount, minus payments received by HCR, plus the IRR True-Up Payment. If the FDA grants final approval to an inhaled treprostinil product therapeutically equivalent to YUTREPIA and HCR has not received 100% of the amount funded by HCR to date, then we will be required to make payments to HCR equal to 100% of the amount funded by HCR to date, minus payments received by HCR.

The HCR Agreement contains certain restrictions on our ability, among other things, to incur additional debt, grant or permit additional liens, make investments and acquisitions, dispose of assets, pay dividends and distributions, subject to certain exceptions. In addition, the HCR Agreement contains a financial covenant that requires us to maintain cash and cash equivalents in an amount at least equal to $45.0 million for the remainder of the payment term, which based on amounts funded as of September 30, 2026, concludes in 2033.

As of the filing date of these condensed consolidated financial statements, we are not aware of any breach of covenants, or the occurrence of any material adverse event, nor have we received any notice of event of default from HCR.

We recorded the total funds received from HCR under the terms of the HCR Agreement as a liability. Cumulative fees to the lender and third parties of approximately $1.0 million are reflected as a discount on the long-term debt and are being accreted over the term using the effective interest method. All amendments to date were treated as debt modifications in accordance with ASC 470, *Debt*. The HCR Agreement's initial effective interest rate was 17.3%, which decreased to 17.2% following the Third Amendment. Following the Fourth Amendment, the effective interest rate was 18.0% and was 16.0% following the Fifth Amendment. Following the Sixth Amendment, the effective interest rate was 15.8%. Following the funding on June 23, 2025, the effective interest rate was 14.4%. We use the contractual payment schedule to determine the interest expense to record to accrete the liability to the amount ultimately due. Over the course of the HCR Agreement, the effective interest rate may be affected by potential changes in contractual payments.

The following table presents the changes in the HCR Agreement payable during the nine months ended September 30, 2026:

Balance as of December 31, 2025	$	191,341
Accretion		18,793
Payments		(47,994)
Balance as of September 30, 2026	$	162,140
Less: current portion of long-term debt		(45,770)
Long-term portion of long-term debt	$	116,370

The fixed contractual annual payments on long-term debt as of September 30, 2026 are as follows:

Year ending December 31:		**Amount**
2026 (three months remaining)	$	10,412
2027		47,145
2028		54,526
2029		36,865
2030		31,314
Thereafter		50,397
Total	$	230,659

12. Income Taxes

We account for income taxes in accordance with ASC 740, *Income Taxes*. Income tax benefit for interim periods is based on the estimated annual effective tax rate, applied to year-to-date pre-tax loss, adjusted for discrete items recognized in the period in which they occur.

During the three and nine months ended September 30, 2026, we recorded an income tax benefit of $30.1 million and $19.2 million, respectively, resulting in an effective tax rate of 11.3% and 15.0%, respectively, that includes the effects of various permanent book-to-tax adjustments, state/local taxes and partial release of valuation allowance. During both the three and nine months ended September 30, 2025, we recorded no income tax provision, resulting in an effective tax rate of 0%.

Deferred tax assets and liabilities are recognized for temporary differences between the financial reporting basis and tax basis of assets and liabilities. Management assesses the realizability of deferred tax assets each reporting period based on all available positive and negative evidence, including historical operating results, projections of future taxable income, and the timing of the reversal of existing temporary differences.

We are currently projecting future taxable income associated with the commercial launch of YUTREPIA in June of 2025 and our broader operating plan. While these developments represent positive evidence, management has concluded that such evidence was not sufficient as of the interim reporting date to support a full release of the valuation allowance. Continued improvement in operating results and the accumulation of additional positive evidence could result in a change in our assessment of the realizability of our deferred tax assets in a future reporting period. Accordingly, it is

reasonably possible that all or a portion of the valuation allowance could be released within the next twelve months. Any such release could result in the recognition of a material income tax benefit in the period in which the determination is made. The timing and amount of any potential release will depend upon our evaluation of the positive and negative evidence existing at the time of that assessment.

There have been no significant changes in uncertain tax positions during the nine months ended September 30, 2026.

13. Commitments and Contingencies

Vectura License Agreement

On October 27, 2025, we entered into an exclusive licensing agreement (the "Vectura License Agreement") with Vectura Limited ("Vectura"), which provided for, among other things, (i) the exclusive right for us to develop, manufacture and commercialize for use in the United States (the "Vectura Territory") products containing treprostinil, including L606, administered via Vectura's nebulizer device (the "Vectura Device") for treatment in the field of hypertension and interstitial lung diseases, including PAH and PH-ILD and (ii) that Vectura shall be responsible for manufacturing and supplying us with clinical and commercial supplies of the Vectura Device.

Under the Vectura License Agreement, we paid Vectura an upfront payment of $2.0 million during 2025 and we will pay (i) certain development milestone payments of up to $12.0 million; (ii) certain sales milestone payments of up to $92.5 million tied to commercial sales in the Vectura Territory and (iii) royalty payments with royalty rates ranging in the middle single digits tied to commercial sales in the Vectura Territory. As of September 30, 2026, development milestones of $1.0 million have been achieved under the Vectura License Agreement. The Vectura License Agreement also provides us with rights of first negotiation to add additional territories and indications during the term thereof.

Pharmosa License Agreement and Device License Agreement

In June 2023, we entered into a License Agreement with Pharmosa pursuant to which we were granted an exclusive license in North America to develop and commercialize L606, an inhaled, sustained-release formulation of treprostinil currently being evaluated for the treatment of PAH and PH-ILD, and a non-exclusive license for the manufacture, development and use (but not commercialization) of such licensed product in most countries outside North America (the "Pharmosa License Agreement"). On October 2, 2024, we and Pharmosa entered into a First Amendment to the Pharmosa License Agreement (the "First Amendment") which, among other things, expands our licensed territory beyond North America to include key markets in Europe, Japan and elsewhere.

Concurrently with the execution of the First Amendment, we and Pharmosa also entered into a Device License Agreement (the "Device License Agreement"). Pursuant to the terms of the Device License Agreement, Pharmosa will provide (i) an exclusive license to Liquidia Technologies for the right to develop, manufacture, use and commercialize Pharmosa's next-generation smart-technology nebulizers (the "Device") for use with L606 in most countries (subject to certain exceptions) (the "Pharmosa Territory") and (ii) a non-exclusive license to Liquidia Technologies for the right to develop, manufacture and use (but not commercialize) the Device outside of the Pharmosa Territory.

Under the terms of the Pharmosa License Agreement, as amended, we will be responsible for development, regulatory and commercial activities of L606 in the Pharmosa Territory. Pharmosa will manufacture clinical and commercial supplies of the liposomal formulation through its global supply chain and support us in establishing a redundant global supply chain. In consideration for these exclusive rights, we paid Pharmosa an upfront license fee of $10 million and paid an additional $3.5 million upfront license fee in 2024 in connection with the rights granted in the First Amendment and the Device License Agreement. In addition to the upfront fees, we will pay Pharmosa potential development milestone payments tied to clinical development and approvals in PAH and/or PH-ILD of up to $37.75 million, potential sales milestones of up to $185 million in North America and $150 million outside North America and two tiers of low, double-digit royalties on all net sales of L606. Pharmosa will also receive a $10 million milestone payment for each additional indication approved by the FDA after PAH and PH-ILD and each additional product approved by the FDA under the license, a $2.0 million milestone payment for each additional indication approved by the EMA after PAH and PH-ILD, and a $0.5 million milestone payment for each additional indication approved by the PMDA after PAH and

PH-ILD. As of September 30, 2026, no development milestones have been achieved under the Pharmosa License Agreement. We also retain the first right to negotiate for development and commercialization of L606 in other territories should Pharmosa seek a partner, subject to satisfaction of certain conditions as set forth in the Pharmosa License Agreement.

UNC License Agreement

In December 2008, we entered into the Amended and Restated License Agreement with The University of North Carolina at Chapel Hill ("UNC") for the use of certain patent rights and technology relating to our PRINT technology (the "UNC License Agreement"). As part of the UNC License Agreement, we hold an exclusive license to certain research and development technologies and processes in various stages of patent pursuit, for use in our research and development and commercial activities, with a term until the expiration date of the last to expire patent subject to the UNC License Agreement, subject to industry standard contractual compliance. Under the UNC License Agreement, we are obligated to pay UNC royalties equal to a low single digit percentage of all net sales of drug products whose manufacture, use or sale includes any use of the technology or patent rights covered by the UNC License Agreement, including YUTREPIA. We may grant sublicenses of UNC licensed intellectual property in return for specified payments based on a percentage of any fee, royalty or other consideration received.

Employment Agreements and Executive Severance and Change in Control Plan

We have agreements with certain employees and an Executive Severance and Change in Control Plan which covers certain other employees which require payments if certain events, such as a change in control or termination without cause, occur.

Purchase Obligations

We enter into contracts in the normal course of business with contract service providers to assist in the performance of research and development and manufacturing activities. Subject to required notice periods and obligations under binding purchase orders, we can elect to discontinue the work under these agreements at any time.

On July 14, 2023, we entered into an Amended and Restated Commercial Manufacturing Services and Supply Agreement (as amended, the "CSA") with Lonza Tampa LLC ("Lonza"). Lonza is our sole supplier for encapsulation and packaging services for YUTREPIA. Pursuant to the terms of the CSA, we deliver bulk treprostinil powder, manufactured using our proprietary PRINT technology, and Lonza encapsulates and packages it. The CSA was effective upon signing, will be in effect until December 31, 2028 and may thereafter be extended upon the mutual written agreement of the parties in accordance with the terms of the CSA. We are required to provide Lonza with quarterly forecasts of our expected production requirements for the following 24-month period, the first twelve months of which is considered a binding, firm order. We are required to purchase certain minimum annual order quantities, which may be adjusted by us after the thirteenth month after receipt of regulatory approval for YUTREPIA. The CSA provides for tiered pricing depending upon the batch size ordered.

In addition, in January 2020, we entered into a multi-year supply agreement with LGM Pharma, LLC ("LGM") to supply active pharmaceutical ingredients ("APIs") for YUTREPIA. Under the supply agreement with LGM, we are required to provide rolling forecasts, a portion of which will be considered a binding, firm order, subject to an annual minimum purchase commitment of $2.7 million for the term of the agreement. The agreement expires five years from the first marketing authorization approval for YUTREPIA.

As of September 30, 2026, we have non-cancelable commitments for product manufacturing and supply costs of approximately $81.7 million.

Other Contingencies and Commitments

In addition to the commitments described above, we are party to other commitments, including non-cancelable leases and long-term debt, which are described elsewhere in these notes to the condensed consolidated financial statements.

14. Legal Proceedings

‘327 Patent Litigation

In connection with an amendment to the Company’s new drug application (“NDA”) for YUTREPIA filed in July 2023 to add PH-ILD as an indication for YUTREPIA, UTC filed a complaint for patent infringement against the Company in the U.S. District Court for the District of Delaware (Case No. 1:23-cv-00975-RGA) (the “‘327 Patent Litigation”), asserting infringement by the Company of U.S. Patent No. 10,716,793, entitled “Treprostinil Administration by Inhalation” (the “‘793 Patent”), which was subsequently amended to include allegations of infringement of U.S. Patent No. 11,826,327, entitled “Treatment for Interstitial Lung Disease” (the “‘327 Patent”). In February 2024, UTC stipulated to the dismissal of the claims in the ‘327 Patent Litigation related to the ‘793 Patent. In September 2026, the Court issued an opinion finding that claims 1 and 14 of the ‘327 Patent were valid and infringed by YUTREPIA.

Prior to the Settlement Agreement, UTC was seeking injunctive relief that would have required YUTREPIA to be removed from the market and could have pursued damages based on our commercialization of YUTREPIA, and we were not able to reasonably estimate a range of potential losses. The Settlement Agreement fixed the amounts payable by us in resolution of the ‘327 Patent Litigation and the other matters described in this Note 14 *Legal Proceedings*. In connection with the Settlement Agreement, the ‘327 Patent Litigation was dismissed with prejudice. See “Settlement of Litigation with UTC and Related Agreements” below.

‘782 Patent Litigation

In May 2025, UTC filed a complaint for patent infringement against the Company in the U.S. District Court for the Middle District of North Carolina (Case No. 1:25CV368) (the “‘782 Patent Litigation”), asserting infringement by the Company of U.S. Patent No. 11,357,782, entitled “Treprostinil Administration By Inhalation.”

Prior to the Settlement Agreement, UTC was seeking injunctive relief that would have required YUTREPIA to be removed from the market and could have pursued damages based on our commercialization of YUTREPIA, and we were not able to reasonably estimate a range of potential losses. The Settlement Agreement fixed the amounts payable by us in resolution of the ‘782 Patent Litigation and the other matters described in this Note 14 *Legal Proceedings*. In connection with the Settlement Agreement, the ‘782 Patent Litigation was dismissed with prejudice. See “Settlement of Litigation with UTC and Related Agreements” below.

Trade Secret Litigation

In December 2021, UTC filed a complaint in the Superior Court in Durham County, North Carolina, alleging that the Company and a former UTC employee who later joined the Company as an employee many years after terminating his employment with UTC (the “Former Employee”) conspired to misappropriate certain trade secrets of UTC and engaged in unfair or deceptive trade practices (the “Trade Secret Litigation”).

Prior to the Settlement Agreement, UTC was seeking injunctive relief that would have required YUTREPIA to be removed from the market and could have pursued damages based on our commercialization of YUTREPIA, and we were not able to reasonably estimate a range of potential losses. The Settlement Agreement fixed the amounts payable by us in resolution of the Trade Secret Litigation and the other matters described in this Note 14 *Legal Proceedings*. In connection with the Settlement Agreement, the claims against the Company in the Trade Secret Litigation were dismissed with prejudice. See “Settlement of Litigation with UTC and Related Agreements” below.

Breach of Contract Litigation

In May 2024, UTC filed a second complaint in the Superior Court in Durham County, North Carolina (the “Breach of Contract Litigation”) against the Former Employee, alleging that he breached prior employment agreements with UTC by failing to assign to UTC his interest in patents obtained by the Company that are alleged to have relied upon or benefitted from certain inventions, discoveries, materials, authorship, derivatives and results developed by the Former Employee while he was employed by UTC. The Company was also named as a defendant in this lawsuit.

Prior to the Settlement Agreement, UTC was seeking declaratory judgment such that all right, title and interest in and to any patentable or unpatentable inventions, discoveries, and ideas made or conceived by the Former Employee while employed by the Company should be assigned and transferred to UTC because they involved the use of UTC's confidential information. The Settlement Agreement fixed the amounts payable by us in resolution of the Breach of Contract Litigation and the other matters described in this Note 14 *Legal Proceedings.* In connection with the Settlement Agreement, the claims against the Company in the Breach of Contract Litigation were dismissed with prejudice. See "Settlement of Litigation with UTC and Related Agreements" below.

'494 Patent Litigation

On April 21, 2025, the Company filed a complaint for patent infringement against UTC in the U.S. District Court for the Middle District of North Carolina (Case No. 1:25-cv-00299) (the "'494 Patent Litigation"), asserting infringement by UTC of U.S. Patent No. 10,898,494, entitled "Dry Powder Treprostinil for the Treatment of Pulmonary Hypertension" with respect to its Tyvaso DPI product. The '494 Patent Litigation was stayed until resolution of the Breach of Contract Litigation.

In connection with the Settlement Agreement, the '494 Patent Litigation was dismissed with prejudice. See "Settlement of Litigation with UTC and Related Agreements" below.

RareGen Litigation

In April 2019, Sandoz and Liquidia PAH (then known as RareGen) initiated the RareGen Litigation by filing a complaint against UTC and Smiths Medical (now ICU Medical) in the District Court of New Jersey (Case No. 3:19-cv-10170), alleging that UTC and Smiths Medical violated the Sherman Antitrust Act of 1890, state law antitrust statutes and unfair competition statutes by engaging in anticompetitive acts regarding the drug treprostinil for the treatment of PAH. In March 2020, Sandoz and Liquidia PAH filed a first amended complaint in the RareGen Litigation adding a claim that UTC breached a settlement agreement that was entered into in 2015, in which UTC agreed to not interfere with Sandoz's efforts to launch its generic treprostinil, by taking calculated steps to restrict and interfere with the launch of Sandoz's competing generic product.

In connection with the Settlement Agreement, the Sandoz Agreement, the Henderson Agreement and the PBM Agreement, the RareGen Litigation was dismissed with prejudice. See "Settlement of Litigation with UTC and Related Agreements" below.

Settlement of Litigation with UTC and Related Agreements

On October 13, 2026, we entered into the Settlement Agreement with UTC, which resolved, without admission of liability by either party, all pending litigation between us and UTC, including the '327 Patent Litigation, the '782 Patent Litigation, the Trade Secret Litigation, the Breach of Contract Litigation, the '494 Patent Litigation and the RareGen Litigation.

Under the Settlement Agreement, we agreed to pay UTC $185.0 million within thirty business days of October 13, 2026 and an additional $145.4 million in two installments of $72.7 million due on or before January 31, 2027 and April 30, 2027, for total consideration of $330.4 million, and UTC agreed to pay us $10.0 million within thirty business days of October 13, 2026 in resolution of the RareGen Litigation. On October 19, 2026, we paid UTC the $185.0 million initial payment, and we received the $10.0 million payment from UTC on October 16, 2026. We agreed not to appeal the District Court's September 30, 2026 decision in the '327 Patent Litigation, to remove the PH-ILD indication from the YUTREPIA label upon FDA approval of a label supplement that we have submitted, and to cease promotion of YUTREPIA for PH-ILD, and UTC agreed not to assert the patents at issue against the sale of YUTREPIA for the treatment of PAH. The Settlement Agreement does not grant us a license to UTC's patents.

Following our initial payment, the parties filed to dismiss the resolved proceedings, and the parties' mutual releases become effective upon the conditions set forth in the Settlement Agreement, including the exchange of the initial payments and the dismissals. To secure the payments to UTC, on October 23, 2026, we caused irrevocable standby

letters of credit to be issued in the aggregate amount of $145.4 million in favor of UTC (see Note 16 *Subsequent Events*). The fees for the letters of credit are expensed over the period they are outstanding. No liability is recorded for the letters of credit because they secure our unpaid recorded obligation to UTC.

The Settlement Agreement required us to secure a settlement of the RareGen Litigation. Accordingly, in October 2026 we entered into the Sandoz Agreement, the Henderson Agreement and the PBM Agreement described in Note 1 *Business*, under which we agreed to pay $21.75 million to Sandoz, $19.05 million to Henderson and $19.45 million to PBM, a related party, in complete satisfaction of those parties' interests in the RareGen Litigation and in connection with the termination of the Promotion Agreement, the Financing Agreement and the Indemnification Agreement, respectively. The amounts payable under these agreements were determined as part of the negotiation of the Settlement Agreement, the Sandoz Agreement, the Henderson Agreement and the PBM Agreement and do not reflect arm's-length price discovery for the value of the RareGen Litigation.

The Settlement Agreement and the related agreements resolved litigation that was pending at September 30, 2026 and provided evidence of a liability that existed at that date. Accordingly, we recognized the settlements in the three and nine months ended September 30, 2026 and recorded a charge of $389.7 million, presented as "Litigation settlement, net" within operating expenses in the condensed consolidated statements of operations and comprehensive loss. At September 30, 2026, our condensed consolidated balance sheet includes current assets and current liabilities in the aggregate of $380.7 million, representing the net cash to be paid under the Settlement Agreement and the related agreements. The charge and current liabilities are comprised of the following components:

	Litigation settlement expense, net	Litigation settlement payments, net
Amounts payable to UTC	$ 330,400	$ 330,400 (1)(3)
Amount receivable from UTC	(10,000)	(10,000)(2)(3)
Amounts payable to Sandoz	21,750	21,750 (1)
Impairment of contract acquisition costs	6,350	—
Impairment of intangible asset	2,749	—
Amounts payable to Henderson in excess of the litigation finance payable	10,503	10,503 (1)
Amounts payable in satisfaction of litigation finance payable	—	8,547 (4)
Amounts payable to PBM, related party	19,450	19,450 (5)
Write-off of indemnification asset, related party	8,547	—
Litigation settlement, net	$ 389,749	$ 380,650

(1) Amount included in Litigation settlement liability in the condensed consolidated balance sheet

(2) Amount included as Litigation settlement receivable in the condensed consolidated balance sheet.

(3) The amounts payable to and receivable from UTC are presented gross because each is a separate obligation under the Settlement Agreement that was settled by a separate payment.

(4) Amount included as Litigation Finance Payable, current in the condensed consolidated balance sheet. This amount was previously classified as a long-term liability, and was reclassified to current liabilities at September 30, 2026.

(5) Amount included as Litigation Settlement Liability, related party as it is due to PBM, a related party.

The indemnification asset, related party, previously classified as a long-term asset, was reduced to zero (see Note 6 *Indemnification Asset with Related Party and Litigation Finance Payable*). We determined that because the termination of the Promotion Agreement ends our promotion services for Treprostinil Injection and the related net profits, the contract acquisition costs and the intangible asset related to the Promotion Agreement have no remaining future cash flows and recognized non-cash impairment losses equal to their carrying amounts at September 30, 2026 of $6.4 million and $2.7 million, respectively (see Note 5 *Contract Acquisition Costs and Intangible Asset*). The amounts payable under

the Settlement Agreement and the related agreements are fixed, and we do not expect to incur any loss in excess of the amounts accrued.

15. Segment Information

We operate as a single business segment focused on revolutionizing care for patients with challenging respiratory and vascular diseases. The determination of a single business segment is consistent with the consolidated financial information regularly reviewed by our Chief Executive Officer, the chief operating decision maker ("CODM"), in assessing segment performance and deciding how to allocate resources on a consolidated basis. The accounting policies of the segment are the same as those described in the summary of significant accounting policies.

The CODM measures segment profit and loss by net loss as reported in the condensed consolidated income statements. The CODM uses net loss to monitor budget and forecast versus actual results to assess segment performance and to allocate resources across the organization. The measure of segment assets is reported on the condensed consolidated balance sheet as total assets.

The following table summarizes segment revenue, segment loss, and significant segment expenses regularly reported to the CODM during the three and nine months ended September 30, 2026 and 2025:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	2025	2026	2025
Revenues:				
Product sales, net	$ 222,744	$ 51,669	$ 523,007	$ 58,186
Service revenue, net	2,556	2,673	6,837	8,113
Total revenue	225,300	54,342	529,844	66,299
Cost of product sales	13,985	2,295	35,823	2,500
Cost of service revenue	792	878	2,356	3,687
Program expenses: (1)				
YUTREPIA	24,363	15,487	59,578	39,906
L606	14,176	3,199	30,775	9,260
Generic Treprostinil	—	21	(40)	297
Total program expenses	38,539	18,707	90,313	49,463
Non-program expenses (2)	8,185	6,705	23,183	16,310
Litigation settlement, net	389,749	—	389,749	—
Personnel, including stock-based compensation	37,569	23,990	104,918	65,502
(Loss) income from operations	(263,519)	1,767	(116,498)	(71,163)
Interest expense, net	(2,880)	(5,300)	(11,422)	(12,316)
Loss before income taxes	$ (266,399)	$ (3,533)	$ (127,920)	$ (83,479)
Income tax benefit	(30,071)	—	(19,176)	—
Net loss	$ (236,328)	$ (3,533)	$ (108,744)	$ (83,479)

(1) Includes external research and development and selling, general and administrative expenses

(2) Includes professional service fees, facilities & infrastructure expenses, insurance, depreciation & amortization, and other corporate expenses

16. Subsequent Events

We evaluated subsequent events through the date these condensed consolidated financial statements were issued. Other than as described below and in Note 1 *Business* and Note 14 *Legal Proceedings*, no other subsequent events requiring recognition or disclosure were identified.

Settlement of Litigation with UTC

On October 13, 2026, we entered into the Settlement Agreement with UTC and, between October 8 and October 11, 2026, the Sandoz Agreement, the Henderson Agreement and the PBM Agreement described in Note 1 *Business* and Note 14 *Legal Proceedings*. The settlements were recognized in the condensed consolidated financial statements for the quarter ended September 30, 2026 because they resolved litigation that was pending, and provided evidence of a liability that existed, at that date.

The following events occurred after September 30, 2026 and will be reflected in our financial statements for the year ending December 31, 2026.

UTC Letters of Credit

On October 23, 2026, JPMorgan Chase Bank, N.A. issued irrevocable standby letters of credit in the aggregate amount of $145.4 million in favor of UTC for the account of Liquidia Technologies, Inc. to secure the UTC Payments. The letters of credit secure our recorded obligation to UTC and do not increase our total liabilities; a drawing by UTC would create a reimbursement obligation to the issuing bank in place of the corresponding amount payable to UTC. The UTC Letters of Credit are partially cash collateralized and as of October 23, 2026, $105.4 million of cash and cash equivalents has been legally restricted until the UTC Payments have been made.

Settlement Payments and Termination of Agreements

On October 14, 2026, we deposited the $21.75 million Sandoz Payment into escrow. On October 16, 2026, we paid Henderson $19.05 million and PBM $19.45 million, upon which the Financing Agreement and the Indemnification Agreement terminated and the Litigation Finance Payable of $8.5 million was extinguished at its carrying amount. On October 19, 2026, we paid UTC the $185.0 million initial payment under the Settlement Agreement, and we received the $10.0 million payment from UTC on October 16, 2026. In October 2026, following such payments, the parties filed stipulations of dismissal with prejudice in the resolved proceedings. On October 26, 2026, the Sandoz Payment was released to Sandoz, Sandoz assigned its interest in the RareGen Litigation to us and the Promotion Agreement was terminated. These payments settled the liabilities and the receivable recorded at September 30, 2026 and will not result in any additional charge in our financial statements for the year ending December 31, 2026.

Seventh Amendment to HCR Agreement

On October 13, 2026, we entered into the Seventh Amendment described in Note 11 *Long-term Debt*, under which the minimum cash covenant was increased from $15.0 million to $45.0 million as consideration for HCR's consent to the UTC Letters of Credit. The amendment involved no fees and did not change the payment terms of the HCR Agreement.

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

You should read the following discussion and analysis of our financial condition and results of operations together with our condensed consolidated financial statements and related notes appearing in this Quarterly Report on Form 10-Q. This discussion and other parts of this Quarterly Report on Form 10-Q contain forward-looking statements that involve risks and uncertainties, such as statements of our plans, objectives, expectations and intentions. As a result of many factors, including those factors set forth in the "Risk Factors" section of this Quarterly Report on Form 10-Q, our actual results could differ materially from the results described in, or implied by, the forward-looking statements contained in the following discussion and analysis.

Objective

The following Management's Discussion and Analysis of Financial Condition and Results of Operations is intended to provide information necessary to understand our condensed consolidated financial statements and highlight certain other information which, in the opinion of management, will enhance a reader's understanding of our financial condition, changes in financial condition, results of operations, and cash flows. In particular, the discussion is intended to provide an analysis of significant trends and material changes in our financial position and the operating results of our business during the three and nine months ended September 30, 2026 as compared to the three and nine months ended September 30, 2025. This discussion should be read in conjunction with our condensed consolidated financial statements and related notes included elsewhere in this Quarterly Report on Form 10-Q as well as our Annual Report on Form 10-K for the fiscal year ended December 31, 2025, which includes detailed discussions of various items impacting our business, results of operations and financial condition.

Overview

We are a biopharmaceutical company driven by science and compassion to revolutionize care for patients with challenging respiratory and vascular diseases. We operate through our wholly owned operating subsidiaries, Liquidia Technologies, Inc. and Liquidia PAH, LLC, formerly known as RareGen.

We currently generate product revenue through the sale of YUTREPIA® (treprostinil) inhalation powder ("YUTREPIA"). YUTREPIA is an inhaled dry powder formulation of treprostinil designed with our proprietary PRINT technology, a particle engineering platform that enables precise production of uniform drug particles, to improve the therapeutic profile of treprostinil by enhancing deep lung delivery while using a convenient, low effort dry-powder inhaler ("DPI") and by achieving higher dose levels than the labeled doses of other marketed inhaled treprostinil therapies. YUTREPIA was approved by the U.S. Food and Drug Administration ("FDA") in May 2025 for the treatment of pulmonary arterial hypertension ("PAH") and pulmonary hypertension associated with interstitial lung disease ("PH-ILD") and began commercialization in June 2025. In October 2026, we entered into a settlement agreement ("Settlement Agreement") with United Therapeutics Corporation ("UTC") settling all outstanding litigation between the parties and pursuant to which we agreed to cease promoting YUTREPIA for the treatment of PH-ILD and agreed to amend the label for YUTREPIA to remove PH-ILD.

Through the third quarter of 2026, we also generated revenue pursuant to a promotion agreement with Sandoz Inc. ("Sandoz"), dated as of August 1, 2018, as amended (the "Promotion Agreement"), under which we shared profit derived from the sale of Sandoz's generic treprostinil injection ("Treprostinil Injection") in the United States. Treprostinil Injection is a fully substitutable generic treprostinil for parenteral administration in the United States. The Promotion Agreement was terminated in October 2026 and we will no longer generate service revenue.

We employ a targeted commercial field force calling on healthcare providers involved in the treatment of PAH in the United States, as well as key stakeholders involved in the distribution and reimbursement of medicines to treat these patients.

We also conduct research, development and manufacturing of novel products by applying our subject matter expertise in respiratory and vascular diseases. For example, we are currently developing L606, an investigational, liposomal formulation of treprostinil, which we licensed from Pharmosa Biopharm Inc. ("Pharmosa"), that is administered twice-

daily with a short-duration next-generation nebulizer. L606 is currently being evaluated in an open-label study in the United States for treatment of PAH and PH-ILD and in a worldwide, placebo-controlled pivotal study for the treatment of PH-ILD. In September 2026, we initiated a clinical study to evaluate YUTREPIA for the treatment of Raynaud's phenomenon associated with systemic sclerosis ("SSc-RP"). We are also planning to conduct clinical studies in pulmonary hypertension associated with chronic obstructive pulmonary disease ("PH-COPD"), idiopathic pulmonary fibrosis ("IPF"), and progressive pulmonary fibrosis ("PPF").

Recent Events

Settlement Agreement

On October 13, 2026, we entered into the Settlement Agreement with UTC resolving, without admission of liability by either party, all ongoing litigation between us and UTC, including the resolution of the '327 Patent Litigation, the '782 Patent Litigation, the Trade Secret Litigation, the Breach of Contract Litigation, the '494 Patent Litigation, and the RareGen Litigation, each as defined and discussed in *Note 14 Legal Proceedings*. The Settlement Agreement followed the September 30, 2026 decision of the U.S. District Court for the District of Delaware in the '327 Patent Litigation, and, as part of the Settlement Agreement, we agreed not to appeal that decision.

Under the terms of the Settlement Agreement, we will continue to market, sell and promote YUTREPIA for the treatment of PAH. In exchange, we (a) filed a supplement with the FDA to amend the current product label of YUTREPIA to remove PH-ILD as an indicated treatment as well as any reference to PH-ILD, (b) immediately and permanently ceased any and all activities relating to the marketing, advertising, promotion, and detailing of YUTREPIA for the treatment of PH-ILD, and (c) agreed to pay UTC (i) $185.0 million within thirty business days of October 13, 2026 and (ii) an aggregate of $145.4 million, to be paid in two equal installments of $72.7 million on or before January 31, 2027 and April 30, 2027, respectively (such payments, collectively, the "UTC Payments"). UTC agreed to pay us $10.0 million within thirty business days of October 13, 2026 in resolution of the RareGen Litigation. On October 19, 2026, we paid UTC the $185.0 million initial payment, and we received the $10.0 million payment from UTC on October 16, 2026. The Settlement Agreement does not grant us a license to UTC's patents. To secure the UTC Payments, on October 23, 2026, we caused irrevocable standby letters of credit to be issued in the aggregate amount of $145.4 million in favor of UTC (see *Note 16 Subsequent Events*).

Under the Settlement Agreement, we were required to secure a settlement of the antitrust and breach of contract proceedings brought by Sandoz and Liquidia PAH against UTC and Smiths Medical ASD, Inc. in the RareGen Litigation, as further discussed in *Note 14 Legal Proceedings*. Accordingly, we entered into agreements with each of Sandoz, Henderson SPV, LLC ("Henderson") and PBM RG Holdings, LLC ("PBM"), which held interests in the RareGen Litigation. The amounts payable under these agreements were determined as part of the negotiation of the Settlement Agreement and do not reflect arm's-length price discovery for the value of the RareGen Litigation.

Sandoz Agreement

On October 11, 2026, we entered into a Settlement and Termination Agreement with Sandoz (the "Sandoz Agreement") to settle Sandoz's entitlement to fifty percent of the proceeds from the RareGen Litigation pursuant to the Promotion Agreement. Under the Sandoz Agreement, Liquidia made a payment of $21.75 million (the "Sandoz Payment") into escrow on October 14, 2026, which amount will be released to Sandoz upon Sandoz's delivery into escrow of the documents necessary to dismiss the RareGen Litigation with prejudice and the entry by the Company and/or its affiliates into the Settlement Agreement. Upon release of the Sandoz Payment to Sandoz, Sandoz's interest in the RareGen Litigation is assigned to us and the Promotion Agreement terminates, other than Sandoz's obligation to pay net profits for the third quarter of 2026 and provisions that survive termination. The Sandoz Payment was released to Sandoz on October 26, 2026.

Henderson Agreement

On October 8, 2026, we entered into a Settlement and Termination Agreement with Henderson (the "Henderson Agreement"), which fixed the amount payable to Henderson in complete satisfaction of its economic rights under the

Litigation Financing Agreement, dated as of June 4, 2020, by and between Henderson and RareGen, pursuant to which Henderson funded a portion of Liquidia PAH's legal and litigation expenses in the RareGen Litigation in exchange for a share of certain litigation or settlement proceeds (the "Financing Agreement"). Under the Henderson Agreement, we paid Henderson $19.05 million on October 16, 2026, which included repayment of the $8.5 million litigation finance payable, and the Financing Agreement terminated upon that payment.

PBM Agreement

On October 10, 2026, we entered into a Settlement and Termination Agreement with PBM (the "PBM Agreement"), which fixed the amount payable to PBM in complete satisfaction of its economic rights under the Litigation Funding and Indemnification Agreement, dated as of November 17, 2020 (the "Indemnification Agreement"), by and between PBM and RareGen, under which PBM controls the RareGen Litigation, reimburses Liquidia PAH's litigation expenses not reimbursed by Henderson and was entitled to the proceeds of the RareGen Litigation to which Henderson is not entitled. Under the PBM Agreement, we paid PBM $19.45 million on October 16, 2026, and the Indemnification Agreement, including our right to indemnification under it, terminated upon that payment. However, PBM will continue to reimburse Liquidia PAH's residual RareGen Litigation expenses.

PBM is a related party of the Company because it is controlled by Paul B. Manning, a stockholder of the Company who beneficially owns at least 5% of our outstanding common stock and is also a member of our Board of Directors (the "Board"), and it is also owned by Roger A. Jeffs, Ph.D., our Chief Executive Officer and a member of the Board, Damian deGoa, a member of the Board, and Russell Schundler, our General Counsel. The PBM Agreement was reviewed and approved by the disinterested members of the Board.

Seventh Amendment to Revenue Interest Financing Agreement

On October 13, 2026, we entered into a Seventh Amendment (the "Seventh Amendment") to the revenue interest financing agreement with HealthCare Royalty Partners IV, L.P. ("HCR") dated January 9, 2023, as amended (the "HCR Agreement"), pursuant to which HCR consented to the letters of credit issued in favor of UTC in connection with the Settlement Agreement. As consideration for such consent, we agreed to increase the minimum cash covenant under the HCR Agreement from $15.0 million to $45.0 million. The Seventh Amendment involved no fees and did not change the payment terms of the HCR Agreement (see *Note 11 Long-term Debt)*.

Components of Statements of Operations

Product Sales, Net

We have generated product revenue since June 2025, following the receipt of FDA approval of YUTREPIA in May 2025 for the treatment of PAH and PH-ILD. Revenues from product sales are recognized net of variable consideration due to rebates, chargebacks, trade discounts and allowances, sales returns, and other incentives. Provisions for estimated reductions to revenue are provided for in the same period the related sales are recorded and are based on contractual terms, actual utilization data, forecasted payor mix, total prescriptions and industry data. As a result of the Settlement Agreement, in October 2026, we permanently ceased any and all activities relating to the marketing, advertising, promotion, and detailing of YUTREPIA for the treatment of PH-ILD, and we have filed a supplement with the FDA to amend the current product label of YUTREPIA to remove PH-ILD as an indicated treatment. The commercial impact of this change remains uncertain, and product sales may be negatively impacted as a result.

Service Revenue, Net

We generated service revenue pursuant to the Promotion Agreement, under which we received a 50% share in the profit derived from the sale of Treprostinil Injection in the United States. Liquidia PAH had the exclusive rights to conduct commercial activities to encourage the appropriate use of Treprostinil Injection. The Promotion Agreement was terminated during the fourth quarter of 2026 and no further service revenue will be recognized related to the Promotion Agreement.

Cost of Product Sales

Cost of product sales includes direct and indirect costs related to the manufacturing of inventory products sold, including third-party manufacturing costs, packaging services, freight, storage costs, allocation of overhead costs of employees involved with manufacturing and net sales-based royalty expense. As of September 30, 2026, we have sold through all inventory previously expensed to research and development and accordingly, our cost of product sales reflects the full cost of manufacturing YUTREPIA.

Cost of Service Revenue

Cost of service revenue consists of (i) an allocation of the cost of our commercial field force associated with calling on healthcare providers involved in the treatment of PAH with Treprostinil Injection, as well as key stakeholders involved in the distribution and reimbursement of Treprostinil Injection and (ii) amortization of the intangible asset associated with the Promotion Agreement. We amortize the intangible asset associated with the Promotion Agreement in a manner consistent with our recognition of the related revenue. The Promotion Agreement was terminated during the fourth quarter of 2026 and no further cost of service revenue will be recognized related to the Promotion Agreement.

Research and Development Expenses

Research and development expenses are incurred in connection with the development of our products and product candidates. We expense research and development costs as incurred. These expenses include employee-related expenses and stock-based compensation for personnel in research and development functions as well as regulatory costs, third-party costs related to conducting clinical trials, such as expenses incurred under agreements with CROs, and the cost of clinical trial materials. Research and development expenses also include costs of acquired product licenses and related technology rights where there is no alternative future use.

We expect our research and development expenses to increase related to planned clinical trials and development of L606, however, levels of research and development spending are inherently uncertain and highly dependent upon the progression of projects and may vary. This uncertainty is due to the numerous risks and uncertainties associated with the duration and cost of clinical trials and the terms and timing of regulatory approvals.

Selling, General and Administrative Expenses

Selling, general and administrative expenses primarily consist of salaries and related costs, including stock-based compensation, for personnel in executive, administrative, finance, legal, commercial and technical operations functions. Selling, general and administrative expenses also include corporate infrastructure and software costs, patent filing and prosecution costs and professional fees for marketing, litigation, auditing and tax services and insurance. Commercial costs include bona fide service fees related to distribution of YUTREPIA and the cost of certain patient support programs.

Interest Expense, Net

Interest expense, net consists of interest income earned on our cash equivalents and non-cash interest charges on long-term debt.

Comparison of the Three and Nine Months Ended September 30, 2026 and 2025

The following table summarizes our results of operations (in thousands, except for percentages):

	Three Months Ended September 30,		$	%	Nine Months Ended September 30,		$	%
	2026	2025	Change	Change	2026	2025	Change	Change
Revenues:								
Product sales, net	$ 222,744	$ 51,669	$ 171,075	331 %	$ 523,007	$ 58,186	$ 464,821	799 %
Service revenue, net	2,556	2,673	(117)	(4)%	6,837	8,113	(1,276)	(16)%
Total revenue	225,300	54,342	170,958	315 %	529,844	66,299	463,545	699 %
Costs and expenses:								
Cost of product sales	13,985	2,295	11,690	509 %	35,823	2,500	33,323	1,333 %
Cost of service revenue	792	878	(86)	(10)%	2,356	3,687	(1,331)	(36)%
Research and development	25,269	9,346	15,923	170 %	55,024	22,333	32,691	146 %
Selling, general and administrative	59,024	40,056	18,968	47 %	163,390	108,942	54,448	50 %
Litigation settlement, net (inclusive of $19,450 to related party)	389,749	—	389,749	* %	389,749	—	389,749	* %
Total costs and expenses	488,819	52,575	436,244	830 %	646,342	137,462	508,880	370 %
(Loss) income from operations	(263,519)	1,767	(265,286)	* %	(116,498)	(71,163)	(45,335)	64 %
Interest expense, net	(2,880)	(5,300)	2,420	(46)%	(11,422)	(12,316)	894	(7)%
Loss before income taxes	(266,399)	(3,533)	(262,866)	7,440 %	(127,920)	(83,479)	(44,441)	53 %
Income tax benefit	(30,071)	—	(30,071)	* %	(19,176)	—	(19,176)	* %
Net loss and comprehensive loss	$ (236,328)	$ (3,533)	$ (232,795)	6,589 %	$ (108,744)	$ (83,479)	$ (25,265)	30 %

* not meaningful

Product Sales, Net

Product sales, net, were $222.7 million for the three months ended September 30, 2026, compared to $51.7 million for the three months ended September 30, 2025. We began shipping YUTREPIA to our customers in the United States in June 2025, following receipt of full FDA approval for YUTREPIA on May 23, 2025. The increase of $171.0 million was due to higher volume of YUTREPIA sales.

Product sales, net, were $523.0 million for the nine months ended September 30, 2026, compared to $58.2 million for the nine months ended September 30, 2025. We began shipping YUTREPIA to our customers in the United States in June

2025, following receipt of full FDA approval for YUTREPIA on May 23, 2025. The increase of $464.8 million was due to higher volume of YUTREPIA sales.

Service Revenue, Net

Service revenue, net, was $2.6 million for the three months ended September 30, 2026, compared to $2.7 million for the three months ended September 30, 2025. The decrease of $0.1 million was primarily due to the impact of unfavorable gross-to-net adjustments.

Service revenue, net, was $6.8 million for the nine months ended September 30, 2026, compared to $8.1 million for the nine months ended September 30, 2025. The decrease of $1.3 million was primarily due to the impact of unfavorable gross-to-net adjustments.

Cost of Product Sales

Cost of product sales was $14.0 million for the three months ended September 30, 2026, compared to $2.3 million for the three months ended September 30, 2025. Cost of product sales is related to sales of YUTREPIA. The increase of $11.7 million was primarily due to higher volume of YUTREPIA sales.

Cost of product sales was $35.8 million for the nine months ended September 30, 2026, compared to $2.5 million for the nine months ended September 30, 2025. Cost of product sales is related to sales of YUTREPIA. The increase of $33.3 million was primarily due to higher volume of YUTREPIA sales.

Cost of Service Revenue

Cost of service revenue was $0.8 million for the three months ended September 30, 2026, compared to $0.9 million for the three months ended September 30, 2025. The decrease from 2025 to 2026 reflects a lower allocation of the cost of our commercial field force to Treprostinil Injection following the commercial launch of YUTREPIA in the second quarter of 2025.

Cost of service revenue was $2.4 million for the nine months ended September 30, 2026, compared to $3.7 million for the nine months ended September 30, 2025. The decrease from 2025 to 2026 reflects a lower allocation of the cost of our commercial field force to Treprostinil Injection following the commercial launch of YUTREPIA in the second quarter of 2025.

Research and Development Expenses

Research and development expenses were $25.3 million for the three months ended September 30, 2026, compared to $9.3 million for the three months ended September 30, 2025. The increase of $16.0 million or 170% was primarily due to an $11.1 million increase in expenses for our L606 program, a $3.2 million increase in expenses related to our YUTREPIA research and development activities, and a $1.2 million increase in personnel expenses driven by higher headcount.

Research and development expenses were $55.0 million for the nine months ended September 30, 2026, compared to $22.3 million for the nine months ended September 30, 2025. The increase of $32.7 million or 146% was primarily due to a $20.7 million increase in clinical expenses for our L606 program, a $7.0 million increase in expenses related to our YUTREPIA research and development activities, a $3.2 million increase in personnel expenses driven by higher headcount, and a $1.0 million L606 development milestone recognized during the second quarter of 2026.

Selling, General, and Administrative Expenses

Selling, general and administrative expenses were $59.0 million for the three months ended September 30, 2026, compared to $40.1 million for the three months ended September 30, 2025. The increase of $18.9 million or 47% was primarily due to a $6.4 million increase in personnel expenses and a $5.5 million increase in stock-based compensation

driven by higher headcount, and a $4.1 million increase in commercial and consulting expenses to support the commercialization of YUTREPIA.

Selling, general and administrative expenses were $163.4 million for the nine months ended September 30, 2026, compared to $108.9 million for the nine months ended September 30, 2025. The increase of $54.5 million or 50% was primarily due to a $25.0 million increase in personnel expenses and a $10.3 million increase in stock-based compensation driven by higher headcount, a $20.6 million increase in commercial and consulting expenses to support the commercialization of YUTREPIA, and a $1.9 million increase in facilities and infrastructure expenses. These increases were partially offset by a $9.6 million decrease in legal fees related to our YUTREPIA-related litigation, which was settled in October 2026.

Litigation Settlement, Net

Litigation settlement, net was $389.7 million for the three and nine months ended September 30, 2026 and reflects charges recorded for the settlement of our litigation with UTC and the related agreements with Sandoz, Henderson, and PBM, consisting of $330.4 million payable to UTC, less $10.0 million receivable from UTC, $60.3 million payable to Sandoz, Henderson and PBM (of which $8.5 million repaid the litigation finance payable and is not included in the charge), the $8.5 million write-off of the indemnification asset and $9.1 million of impairment losses on the contract acquisition costs and intangible asset related to the Promotion Agreement. See *Note 14 Legal Proceedings* to the condensed consolidated financial statements for additional information.

Interest Expense, Net

Interest expense, net was $2.9 million for the three months ended September 30, 2026, compared to $5.3 million for the three months ended September 30, 2025. The decrease of $2.4 million was primarily attributable to higher money market balances and lower interest accretion under the HCR Agreement.

Interest expense, net was $11.4 million for the nine months ended September 30, 2026, compared to $12.3 million for the nine months ended September 30, 2025. The decrease of $0.9 million was primarily attributable to higher money market balances offset by higher interest accretion under the HCR Agreement.

Income Tax Benefit

Income tax benefit was $30.1 million for the three months ended September 30, 2026. We did not recognize any income tax benefit during the three months ended September 30, 2025.

Income tax benefit was $19.2 million for the nine months ended September 30, 2026. We did not recognize any income tax benefit during the nine months ended September 30, 2025.

Liquidity and Capital Resources

Sources of Liquidity

We have financed our growth and operations through a combination of funds generated from revenues, the issuance of convertible preferred stock and common stock, bank borrowings, the issuance of convertible notes, and other long-term debt. Our principal uses of cash have been for working capital requirements and capital expenditures. As of September 30, 2026, we had cash and cash equivalents of $396.1 million, stockholders' deficit of $25.4 million, and an accumulated deficit of $735.1 million.

In January 2023, we entered into the HCR Agreement, as amended, pursuant to which HCR has paid us an aggregate investment amount of $175.0 million. $25.0 million remains available for funding upon mutual agreement of HCR and us. See Note 11 *Long-term Debt* to the condensed consolidated financial statements appearing elsewhere in this Quarterly Report on Form 10-Q for further information.

On October 23, 2026, JPMorgan Chase Bank, N.A. issued irrevocable standby letters of credit in the aggregate amount of $145.4 million in favor of UTC for the account of Liquidia Technologies, Inc. to secure the UTC Payments. The letters of credit secure our recorded obligation to UTC and do not increase our total liabilities; a drawing by UTC would create a reimbursement obligation to the issuing bank in place of the corresponding amount payable to UTC. The letters of credit are partially cash collateralized and as of October 23, 2026, $105.4 million of cash and cash equivalents has been legally restricted until the UTC Payments have been made.

Future Funding Requirements

We have historically incurred significant annual operating losses. Our net losses were $68.9 million and $128.3 million for the years ended December 31, 2025 and 2024, respectively. As of September 30, 2026, we had an accumulated deficit of $735.1 million. We expect to incur significant expenses for the foreseeable future as we continue commercialization of YUTREPIA and advance our product candidates through clinical trials, seek regulatory approval of such product candidates and pursue commercialization of any such approved product candidates. These efforts require significant amounts of capital, adequate personnel and infrastructure, and extensive compliance-reporting capabilities. It is uncertain whether and when, if ever, we will realize sustained revenue from sales of such additional product candidates. Additionally, our HCR Agreement contains fixed quarterly payments and minimum cash covenants that require us to maintain cash and cash equivalents in an amount at least equal to $45.0 million for the remainder of the payment term, which based on amounts funded as of September 30, 2026, is expected to conclude in 2033. In addition, the UTC Letters of Credit are partially cash collateralized and as of October 23, 2026, $105.4 million of cash and cash equivalents has been legally restricted and is not available for operations until the UTC Payments have been made.

Our future funding requirements will be heavily determined by our ability to continue to successfully commercialize YUTREPIA and the resources needed to support further development of our products and product candidates. We believe we will have sufficient unrestricted cash and cash equivalents to meet our financial obligations, including the settlement payments discussed above, and to comply with minimum cash covenants for at least the next twelve months. We have included anticipated cash inflows from YUTREPIA product sales in our projections; actual cash inflows will depend on our ability to collect our outstanding receivables and the magnitude of potential returns. We have based our estimates on assumptions that may prove to be wrong, and we could use our available capital resources sooner than we currently expect. In the event revenues and cash inflows from YUTREPIA are insufficient to support our business operations and future capital needs, we expect that we would need further financing or we could be forced to delay, limit, reduce or terminate clinical studies or other ongoing activities, which could have a material adverse effect on our business, results of operations, and financial condition.

There are numerous risks and uncertainties associated with research, development and commercialization of pharmaceuticals and our future funding requirements will depend on many factors, including:

- our ability to continue successfully commercializing YUTREPIA;
- the number and characteristics of the product candidates or new indications for approved products we pursue;
- the scope, progress, results and costs of researching and developing our products and product candidates, and conducting preclinical studies and clinical trials, including clinical trials to support new indications for our approved products;
- the timing of, and the costs involved in, obtaining regulatory approvals for our product candidates or new indications for our approved products and our ability to maintain any such approvals;
- our ability to manufacture sufficient volumes of products to meet market demand;
- the cost of manufacturing our product candidates and any product we successfully commercialize, including costs necessary to increase our manufacturing capacity to meet demand;
- our ability to establish and maintain strategic collaborations, licensing or other arrangements and the financial terms of such agreements;
- the costs involved in preparing, filing, prosecuting, maintaining, defending and enforcing patent claims, including litigation costs and the outcome of such litigation; and
- the timing, receipt and amount of sales of, or milestone payments related to or royalties on, our current or future products and product candidates, if any.

See “Risk Factors” for additional risks associated with our substantial capital requirements.

Cash Flows

The following table summarizes our sources and uses of cash, cash equivalents, and restricted cash:

	Nine Months Ended September 30,	
	2026	2025
Net cash provided by (used in):		
Operating activities	$ 279,912	$ (79,930)
Investing activities	(31,967)	(2,298)
Financing activities	(42,534)	66,749
Net increase (decrease) in cash, cash equivalents, and restricted cash	$ 205,411	$ (15,479)

Operating Activities

Net cash provided by operating activities increased $359.8 million to $279.9 million for the nine months ended September 30, 2026, compared to net cash used in operating activities of $79.9 million for the nine months ended September 30, 2025. The increase was primarily driven by a $371.3 million year-over-year change in operating assets and liabilities, largely reflecting the recognition of litigation settlement charges for which the associated cash payments will occur after September 30, 2026. This was partially offset by $11.5 million higher net loss adjusted for non-cash items.

Investing Activities

Net cash used in investing activities was $32.0 million for the nine months ended September 30, 2026, compared to $2.3 million for the nine months ended September 30, 2025. During the nine months ended September 30, 2026, we used $31.0 million to purchase property, plant and equipment and paid a $1.0 million L606 development milestone payment. During the nine months ended September 30, 2025, net cash used in investing activities related to property, plant, and equipment purchases.

Financing Activities

Net cash used in financing activities was $42.5 million during the nine months ended September 30, 2026, compared to $66.7 million provided by financing activities during the nine months ended September 30, 2025. During the nine months ended September 30, 2026, we made $48.0 million in payments under the HCR Agreement. These outflows were offset by $5.3 million received from the issuance of common stock under stock incentive plans. During the nine months ended September 30, 2025, we received $75.0 million net proceeds from the HCR Agreement and $3.9 million from the issuance of common stock under stock incentive plans. These inflows were offset by $13.0 million in payments under the HCR Agreement.

Contractual Obligations and Commitments

Milestone and Royalty Obligations

Under the UNC License Agreement, we are obligated to pay UNC royalties equal to a low single digit percentage of all net sales, as defined in the UNC License Agreement, of drug products whose manufacture, use or sale includes any use of the technology or patent rights covered by the UNC License Agreement, including YUTREPIA.

Under the Pharmosa License Agreement, we were granted an exclusive license in North America to develop and commercialize L606, an inhaled, sustained-release liposomal formulation of treprostinil currently being evaluated in a clinical trial for the treatment of PAH and PH-ILD. Under the First Amendment, we expanded our licensed territory to include key markets in Europe, Japan and elsewhere, in addition to licensing proprietary nebulizers controlled by

Pharmosa and being evaluated for use in a global pivotal study for the treatment of PH-ILD. In consideration for these exclusive rights, we will pay Pharmosa potential development milestone payments tied to clinical development and approvals in PAH and/or PH-ILD of up to $37.75 million, potential sales milestones of up to $185 million in North America and $150 million outside North America and two tiers of low, double-digit royalties on net sales of L606. Pharmosa will also receive a $10 million milestone payment for each additional indication approved by the FDA after PAH and PH-ILD and each additional product approved by the FDA under the license, a $2 million milestone payment for each additional indication approved by the EMA after PAH and PH-ILD, and a $0.5 million milestone payment for each additional indication approved by the PMDA after PAH and PH-ILD. As of September 30, 2026, no development milestones have been achieved under the Pharmosa License Agreement.

The Vectura License Agreement provides for, among other things, (i) the exclusive right for us to develop, manufacture and commercialize for use in the Vectura Territory products containing treprostinil, including L606, administered via the Vectura Device for treatment in the field of hypertension and interstitial lung diseases, including PAH and PH-ILD, and (ii) that Vectura shall be responsible for manufacturing and supplying us with clinical and commercial supplies of the Vectura Device. Under the Vectura License Agreement, we paid Vectura an upfront payment of $2.0 million and will pay (i) certain development milestone payments of up to $12.0 million; (ii) certain sales milestone payments of up to $92.5 million tied to commercial sales in the Vectura Territory and (iii) royalty payments with royalty rates ranging in the middle single digits tied to commercial sales in the Vectura Territory. As of September 30, 2026, a development milestone of $1.0 million has been achieved and paid under the Vectura License Agreement. The Vectura License Agreement also provides us with rights of first negotiation to add additional territories and indications during the term thereof.

Purchase Obligations

We enter into contracts in the normal course of business with contract third-party service providers to assist in the performance of research and development and manufacturing activities. Subject to required notice periods and obligations under binding purchase orders, we can elect to discontinue the work under these agreements at any time.

Under the CSA, we deliver bulk treprostinil powder, manufactured using our proprietary PRINT technology, and Lonza encapsulates and packages it. The CSA was effective upon signing and will be in effect until December 31, 2028 and may thereafter be extended upon the mutual written agreement of the parties in accordance with the terms of the CSA. We are required to provide Lonza with quarterly forecasts of our expected production requirements for the following 24-month period, the first twelve months of which is considered a binding, firm order. We are required to purchase certain minimum annual order quantities, which may be adjusted by us after the thirteenth month after receipt of regulatory approval of YUTREPIA. The CSA provides for tiered pricing depending upon the batch size ordered.

In addition, on January 10, 2020, we entered into a multi-year supply agreement with LGM to supply APIs for YUTREPIA. Under the supply agreement with LGM, we are required to provide rolling forecasts, a portion of which will be considered a binding, firm order, subject to an annual minimum purchase commitment of $2.7 million for the term of the agreement. The agreement expires five years from the first marketing authorization approval of YUTREPIA.

As of September 30, 2026, we have non-cancelable commitments for product manufacturing and supply costs of approximately $81.7 million.

Lease Obligations

We are party to three operating leases for laboratory, manufacturing, and office space. These leases expire, respectively, on January 31, 2028, with an option to extend for an additional year with appropriate notice; December 31, 2031, with an option to extend for an additional period of five years with appropriate notice; and on November 1, 2036, with the option to extend for two additional periods of five years each with appropriate notice. Minimum operating lease payments under these leases are $1.0 million in the remaining three months of 2026, $5.1 million in 2027, $5.0 million in 2028, $5.1 million in 2029, $5.3 million in 2030, and $24.3 million thereafter.

Litigation Settlement Obligations

Pursuant to the Settlement Agreement, Sandoz Agreement, PBM Agreement, and Henderson Agreement, we made payments totaling $245.25 million during October 2026 and are obligated to pay an additional $145.4 million in the aggregate, in two equal installments on or before January 31, 2027 and April 30, 2027. See Note 14 *Legal Proceedings* to the condensed consolidated financial statements appearing elsewhere in this Quarterly Report on Form 10-Q for further discussion of legal proceedings.

Other Obligations and Contingencies

We have an Executive Severance and Change in Control Plan which covers certain employees and requires payments if certain events, such as a change in control or termination without cause, occur.

Critical Accounting Estimates

We prepare our consolidated financial statements in conformity with U.S. GAAP. The preparation of these financial statements requires the use of estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the periods presented. Actual results could differ from those estimates and assumptions.

While we describe our significant accounting policies in Note 2 *Basis of Presentation, Significant Accounting Policies and Fair Value Measurements* to the condensed consolidated financial statements appearing elsewhere in this Quarterly Report on Form 10-Q, we have identified the following critical accounting estimates:

Revenue Recognition

Net product revenues from the sale of YUTREPIA are recorded at the transaction price, which reflects gross product sales reduced by corresponding gross-to-net ("GTN") adjustments, including estimated discounts, government chargebacks, government rebates, specialty distributor fees, copay assistance, and returns. These GTN adjustments represent variable consideration under ASC 606 and are estimated using the expected value method or most likely amount method and are recorded when revenue is recognized on the sale of the product. GTN adjustments are based on available information including the contractual terms with customers, historical trends, industry analogs, communications with customers, and the levels of inventory remaining in the distribution channel, as well as expectations about the market for the product and anticipated introduction of competitive products, in combination with management's informed judgments. Overall, these reserves reflect our best estimates of the amount of net cash proceeds we expect to realize from collection of current period gross sales less fees, discounts, and allowances and future estimated cash disbursements for the various GTN categories. These estimates are determined using a complex process which requires significant judgment and variances between actual and estimated amounts could have a material impact on our condensed consolidated financial statements.

Research and Development Expenses

As part of the process of preparing our condensed consolidated financial statements, we are required to estimate our incurred expenses. This process involves reviewing quotations and contracts, identifying services that have been performed on our behalf and estimating the level of service performed and the associated cost incurred for the service when we have not yet been invoiced or otherwise notified of the actual cost. The majority of our service providers invoice us monthly in arrears for services performed or when contractual milestones are met. We make estimates of our accrued expenses as of each balance sheet date in our condensed consolidated financial statements based on facts and circumstances known to us at that time. We periodically confirm the accuracy of our estimates with the service providers and make adjustments if necessary. The significant estimates in our accrued research and development expenses are related to expenses incurred with respect to CROs, CMOs and other vendors in connection with research and development and manufacturing activities.

We base our expenses related to CROs and CMOs on our estimates of the services received and efforts expended pursuant to quotations and contracts with such vendors that conduct research and development and manufacturing

activities on our behalf. The financial terms of these agreements are subject to negotiation, vary from contract to contract and may result in uneven payment flows. There may be instances in which payments made to our vendors will exceed the level of services provided and result in a prepayment of the applicable research and development or manufacturing expense. In accruing service fees, we estimate the time period over which services will be performed and the level of effort to be expended in each period. If the actual timing of the performance of services or the level of effort varies from our estimate, we adjust the accrual or prepaid expense accordingly. Although we do not expect our estimates to be materially different from amounts actually incurred, our understanding of the status and timing of services performed relative to the actual status and timing of services performed may vary and could result in us reporting amounts that are too high or too low in any particular period.

There have been no material changes in estimates for the periods presented within this Quarterly Report on Form 10-Q.

Off-Balance Sheet Arrangements

We did not have during the periods presented, and we do not currently have, any off-balance sheet arrangements, as defined in the rules and regulations of the SEC.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Credit and Interest Rate Risk

Our cash, cash equivalents, and restricted cash are held at multiple accredited financial institutions in deposit accounts or are invested in money market funds. Our investments in money market funds are not insured by the federal government and our deposits have exceeded and will continue to exceed federally insured limits. We have not experienced any losses on such accounts and do not believe that we are subject to unusual credit risk beyond the normal credit risk associated with commercial banking relationships. Our cash equivalents are subject to interest rate risk and the rate of return would be negatively impacted by a decrease in interest rates. Due to the short-term nature of our cash equivalents, a sudden change in interest rates would not be expected to have a material effect on our business, financial condition or results of operations. There has been no material change to our interest rate sensitivity during the nine months ended September 30, 2026.

Inflation Risk

Inflation has not had a material effect on our business, financial condition or results of operations during the three and nine months ended September 30, 2026 and 2025.

Foreign Exchange Risk

The majority of our business is conducted in U.S. dollars. However, we do conduct certain transactions in other currencies, including Euros and British Pounds. Historically, fluctuations in foreign currency exchange rates have not materially affected our results of operations. During the three and nine months ended September 30, 2026 and 2025, our results of operations were not materially affected by fluctuations in foreign currency exchange rates.

Item 4. Controls and Procedures.

Limitations on Effectiveness of Controls

Management recognizes that a control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. 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 or error, if any, have been prevented or detected. These inherent limitations include the realities that judgments in decision making can be faulty, and that breakdowns can occur. 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,

controls may become inadequate because of changes in conditions, or the degree of compliance with policies or procedures may deteriorate. Because of its inherent limitations, misstatements due to error or fraud may occur and not be prevented or detected.

Conclusions Regarding the Effectiveness of Disclosure Controls and Procedures

As of September 30, 2026, management, with the participation of the Chief Executive Officer and Chief Financial Officer, performed an evaluation of the effectiveness of the design and operation of the Company's disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act. Based on this evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective at the reasonable assurance level as of September 30, 2026, the end of the period covered by this Quarterly Report on Form 10-Q.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting during the quarter ended September 30, 2026 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION.

Item 1. Legal Proceedings.

For information on our legal proceedings, see Note 14 *Legal Proceedings* to the condensed consolidated financial statements appearing elsewhere in this Quarterly Report on Form 10-Q.

Item 1A. Risk Factors.

Investing in our common stock involves a high degree of risk. You should carefully consider the risks described below, as well as the other information in this Quarterly Report on Form 10-Q, including our financial statements and the related notes thereto, "Management's Discussion and Analysis of Financial Condition and Results of Operations," and the information contained under the heading "Cautionary Note Regarding Forward-Looking Statements" before deciding whether to invest in our common stock. The occurrence of any of the events or developments described below could harm our business, financial condition, results of operations and growth prospects. In such an event, the market price of our common stock could decline and you may lose all or part of your investment. Additional risks and uncertainties not presently known to us or that we currently deem immaterial also may impair our business operations. We may update these risk factors in our periodic and other filings with the SEC.

The following is a summary of the principal risk factors described in this section:

- We are primarily dependent on the success of YUTREPIA, which has been approved by the FDA, and L606, and these products and product candidates may fail to maintain or obtain final marketing approval (in a timely manner or at all) for some or all of the indications for which we are seeking approval or may not be commercialized successfully.
- We may be unable to manufacture sufficient quantities of our products to meet future commercial demand.
- We face significant competition from large pharmaceutical companies, among others, in developing and commercializing our products and product candidates, and our operating results will suffer if we are unable to compete effectively, including if one or more such products have a superior product profile to YUTREPIA and/or L606.
- We expect to incur significant expenses for the foreseeable future as we commercialize YUTREPIA and advance YUTREPIA and our other product candidates through clinical trials, seek regulatory approval and pursue commercialization of any new indications for YUTREPIA and any approved product candidates. The future viability of our company will depend on our ability to fund future operations and capital requirements with revenue from YUTREPIA and, if necessary, additional capital from external financing.
- We have a history of losses and our ability to sustain profitability in the future remains uncertain.
- Our preclinical studies and clinical trials, including clinical trials to support new indications for YUTREPIA and our pivotal clinical trial of L606, may not be successful and delays in such preclinical studies or clinical trials may cause our costs to increase and significantly impair our ability to commercialize our product candidates. Results of previous clinical trials or interim results of ongoing clinical trials may not be predictive of future results.
- Medical devices, which we do not control, are necessary for the administration of YUTREPIA and L606.
- In the event revenues from YUTREPIA are insufficient to support our future capital needs, we expect that we would need further financing for our existing business and future growth, which may not be available on acceptable terms, if at all. Failure to obtain funding, if needed, on acceptable terms and on a timely basis may require us to curtail, delay or discontinue our product commercialization and development efforts or other operations. The failure to obtain further financing may also prevent us from capitalizing on other potential product candidates or indications which may be more profitable than YUTREPIA and/or L606 or for which there may be a greater likelihood of success.

- Our financing facility with HealthCare Royalty Partners IV, L.P. ("HCR") contains operating and financial covenants that restrict our business and financing activities, and is subject to acceleration in specified circumstances, which may result in HCR taking possession and disposing of any collateral.
- Our products may not achieve market acceptance or third-party payor coverage.
- L606 is based on proprietary, novel technology, which has not been used to manufacture any products that have been previously approved by the FDA, making it difficult to predict the time and cost of development and of subsequently obtaining final regulatory approval.
- Our operations are concentrated in Morrisville, North Carolina and interruptions affecting us or our suppliers due to natural or man-made disasters or other unforeseen events could materially and adversely affect our operations and result in losses that may not be covered by insurance.
- We may not be able to scale or maintain our commercial operation, including scaling and maintaining marketing and sales capabilities or entering into agreements with third parties to market and sell our drug products.
- A significant portion of our accounts receivable are concentrated with a limited number of customers and our inability to collect accounts receivable from our customers may adversely affect our business, results of operations and cash flows.
- We depend on third parties for clinical and commercial supplies, including single suppliers for the active ingredient, the device, encapsulation and packaging of YUTREPIA and single suppliers for the drug product and device for L606. In the event of any disruption in these supplies, our ability to develop and commercialize, and the timeline for commercialization of, YUTREPIA and/or L606 may be adversely affected.
- We rely on third parties to conduct our preclinical studies and clinical trials.
- We may become involved in litigation, including litigation to protect our intellectual property, to enforce our intellectual property rights, to defend against claims of intellectual property infringement by third parties, or related to the Settlement Agreement with UTC. In addition, the Settlement Agreement does not preclude future patent litigation with UTC, including with respect to new products, such as L606, or new indications for YUTREPIA, so we may become involved in future patent litigation with UTC. Any such litigation could be expensive, time consuming, and may not be successful.
- We depend on skilled labor, and our business and prospects may be adversely affected if we lose the services of our skilled personnel, including those in senior management, or are unable to attract new skilled personnel.
- We expect that the market price of our common stock may be volatile, and you may lose all or part of your investment.
- As a public company, we are obligated to develop and maintain proper and effective internal control over financial reporting and any failure to do so may adversely affect investor confidence in us and, as a result, the trading price of our shares.

Risks Related to our Financial Position and Need for Additional Capital

We expect to incur significant expenses for the foreseeable future as we commercialize YUTREPIA and advance YUTREPIA and our other product candidates through clinical trials, seek regulatory approvals and pursue commercialization of new indications for YUTREPIA and any approved product candidates. The future viability of our company will depend on our ability to fund future operations and capital requirements with revenue from YUTREPIA and, if necessary, additional capital from external financing.

We are subject to risks and uncertainties common to companies in the biotechnology industry, including, but not limited to, development by competitors of new technological innovations, dependence on key personnel, protection of proprietary technology, compliance with government regulations, and the ability to fund future operations and capital requirements through product sales or, if necessary, additional capital from external financing. We expect to incur significant expenses for the foreseeable future as we commercialize YUTREPIA and advance YUTREPIA and our other product candidates through clinical trials, seek regulatory approval and pursue commercialization of any approved

product candidates. In addition, we have made and are required to make significant payments under the Settlement Agreement, the Sandoz Agreement, the Henderson Agreement and the PBM Agreement. Our ability to generate sustained revenue will be adversely affected if we are unable to continue successfully commercializing YUTREPIA or obtain marketing approval for and successfully commercialize one or more of our other product candidates. In connection with the Settlement Agreement, we filed a supplement with the FDA to amend the current product label of YUTREPIA to remove PH-ILD as an indicated treatment as well as any reference to PH-ILD and ceased any and all activities relating to the marketing, advertising, promotion, and detailing of YUTREPIA for the treatment of PH-ILD. We do not currently know the full commercial impact of this change to YUTREPIA's label. Even with marketing approval for YUTREPIA for the treatment of PAH and any of our other product candidates for which we may receive marketing approval in the future, we will continue to incur significant expenses, including those related to product manufacturing, marketing, sales and distribution. These efforts require significant amounts of capital, adequate personnel and infrastructure, and extensive compliance-reporting capabilities. It is uncertain whether we will be able to generate sustained profit from YUTREPIA sales and, even if our development efforts are successful with other product candidates, whether and when, if ever, we will realize sustained revenue from sales of such additional product candidates. The future viability of our company will depend on our ability to fund future operations and capital requirements with remaining cash and cash equivalents after the payments under the Settlement Agreement, the Sandoz Agreement, the Henderson Agreement and the PBM Agreement and revenue from YUTREPIA and, if necessary, additional capital from external financing. We may seek additional funding through public or private financings, debt financing or collaboration. Our inability to obtain funding, if and when needed, would have a negative impact on our financial condition and ability to pursue our business strategies.

We have a history of losses and our ability to sustain profitability in the future remains uncertain.

Although, excluding the effect of the payments under the Settlement Agreement, the Sandoz Agreement, the Henderson Agreement and the PBM Agreement, we achieved profitability in the third and fourth quarters of 2025 and first three quarters of 2026 and had positive cash flows in the fourth quarter of 2025 and first three quarters of 2026, our ability to maintain profitability and positive operating cash flows in the future remains uncertain. Because we agreed under the Settlement Agreement to discontinue our promotion of YUTREPIA for the treatment of PH-ILD and have sought approval from the FDA to remove PH-ILD from the YUTREPIA label, our past performance prior to these changes may not be predictive of our future performance. We have historically incurred net losses of $68.9 million and $128.3 million during the years ended December 31, 2025 and 2024, respectively. We also had negative operating cash flows for each of these periods. As of September 30, 2026, we had an accumulated deficit of $735.1 million.

Our ability to sustain profitability and positive cash flows will be affected by, among other factors, the timing and magnitude of our expenses, including payments under the Settlement Agreement and payments related to the HCR Agreement and expenses related to our planned clinical studies. Since our incorporation, we have invested heavily in the development of our products and product candidates and technologies, as well as in recruiting management and scientific personnel. We have only commercialized YUTREPIA since June 2025, and future cash flows from the sale of YUTREPIA remain uncertain and may be affected by the removal of PH-ILD from the label for YUTREPIA. Revenue generated from YUTREPIA may be insufficient to match our operating expenses. We expect to continue to devote substantial financial and other resources to the commercialization of YUTREPIA and further clinical development of YUTREPIA and our other product candidates and, as a result, must generate sustained revenue to achieve and maintain profitability. In the future, we may incur losses and have periods of negative cash flow and we may require additional funding to continue our operations and maintain compliance with debt covenants, and could be required to delay, reduce, or eliminate research and development programs, product portfolio expansion, or commercialization efforts, which could adversely affect our business prospects, or potentially force us to cease operations.

In the event revenues from YUTREPIA are insufficient to support our future capital needs, we expect that we would need further financing for our existing business and future growth, which may not be available on acceptable terms, if at all. Failure to obtain funding, if needed, on acceptable terms and on a timely basis may require us to curtail, delay or discontinue our product commercialization and development efforts or other operations. The failure to obtain further financing may also prevent us from capitalizing on other potential product candidates or indications which may be more profitable than YUTREPIA and/or L606 or for which there may be a greater likelihood of success.

We may need to raise additional funds to meet our future funding requirements for commercialization and further clinical development of YUTREPIA and continued research, development and commercialization of our product candidates and technology. Our future funding requirements will be heavily determined by the success of commercialization of YUTREPIA and the resources needed to support development of new indications for YUTREPIA and development of our other product candidates. In addition, we have made and are required to make significant payments under the Settlement Agreement, the Sandoz Agreement, the Henderson Agreement and the PBM Agreement. Under the terms of the Settlement Agreement, we are required to discontinue our promotion of YUTREPIA for the treatment of PH-ILD and to remove PH-ILD from the label for YUTREPIA, which will limit our ability to fully commercialize YUTREPIA. In the event that our remaining cash and cash equivalents after the payments under the Settlement Agreement, the Sandoz Agreement, the Henderson Agreement and the PBM Agreement and funds generated from our operations are insufficient to fund our future growth, we may raise additional funds through the issuance of equity or debt securities or by borrowing from banks or other financial institutions. We cannot assure you that we will be able to obtain such additional financing on terms that are acceptable to us, or at all. Global and local economic conditions could negatively affect our ability to raise funds. To the extent that we raise additional capital through the sale of equity or convertible debt securities, your ownership interest will be diluted, and the terms of such securities may include liquidation or other preferences that adversely affect your rights as a stockholder. Such financing, even if obtained, may be accompanied by restrictive covenants that may, among other things, limit our ability to pay dividends or require us to seek consent for payment of dividends, or restrict our freedom to operate our business by requiring consent for certain actions.

If we need additional financing and fail to obtain it on terms that are favorable to us, we may not be able to implement our growth plans, and we may be required to significantly curtail, delay or discontinue one or more of our research, development or manufacturing programs or the commercialization of YUTREPIA or any other approved product. Furthermore, if we fail to obtain additional financing on terms that are acceptable to us, we may forgo or delay the pursuit of opportunities presented by other potential product candidates or indications that may later prove to have greater commercial potential than the product candidates and indications that we have chosen to pursue.

Our financing facility with HCR contains operating and financial covenants that restrict our business and financing activities, and is subject to acceleration in specified circumstances, which may result in HCR taking possession and disposing of any collateral.

Under the terms of the HCR Agreement, we may not, among other actions, without the prior written consent of HCR, (a) pay any dividends or make any other distribution or payment or redeem, retire or purchase any capital stock, except in certain prescribed circumstances, (b) create, incur, assume, or be liable with respect to any indebtedness except certain permitted indebtedness, or make or permit any payment on any indebtedness, except under certain limited circumstances, or (c) make any sale, transfer, out-license, lease or other disposition of any property or any economic interest, other than certain limited exceptions. Additionally, we are required to maintain at all times minimum cash and cash equivalents of $45.0 million. Our obligations under the HCR Agreement are collateralized by all of our assets and property, subject to limited exceptions.

This indebtedness may create additional financing risk for us, particularly if our business or prevailing financial market conditions are not conducive to paying off or refinancing our outstanding debt obligations at maturity. This indebtedness could also have important negative consequences, including, among other things:

- increasing our vulnerability to adverse economic and industry conditions;
- limiting our ability to obtain additional financing on acceptable terms;

- requiring the dedication of a substantial portion of our cash flow from operations to service debt, reducing cash available for other purposes;
- limiting our flexibility to plan for, or react to, changes in our business; and
- placing us at a possible competitive disadvantage relative to competitors that are less leveraged or have better access to capital.

To the extent additional debt is added to our current debt levels, the risks described above could increase, which would further reduce the amount of money available to finance our operations, our research and development efforts and other general corporate activities.

If we breach certain of our covenants in the HCR Agreement and are unable to cure such breach within the prescribed period or are not granted waivers in relation to such breach or if we experience a material adverse event, it may constitute an event of default under the HCR Agreement, giving HCR the right to require us to repay the then outstanding obligations immediately, and HCR could, among other things, foreclose on the collateral granted to them to collateralize such indebtedness, which includes our intellectual property, if we are unable to pay the outstanding debt immediately.

Our management has broad discretion in using our available capital and may not use it effectively.

We are using our available capital, including funds generated through our business operations, the net proceeds of our financing facility with HCR, and the net proceeds of our prior public and private equity offerings, to support the development and commercialization of YUTREPIA, the development of L606, and for general corporate purposes. Our management has broad discretion in the application of such capital and could spend it in ways that do not improve our results of operations or enhance the value of our equity. The failure by our management to apply these funds effectively could result in financial losses that could have a material adverse effect on our business, diminish funds available to service our obligations to HCR, cause the value of our equity to decline and delay the development of our products and product candidates. Pending their use, we may invest such proceeds in short-term, investment-grade, interest-bearing securities, which may not yield favorable returns.

We depend on skilled labor, and our business and prospects may be adversely affected if we lose the services of our skilled personnel, including those in senior management, or are unable to attract new skilled personnel.

Our ability to continue our operations and manage our potential future growth depends on our ability to hire and retain suitably skilled and qualified employees, including those in senior management, in the long-term. Due to the specialized nature of our work, there is a limited supply of suitable candidates. We compete with other biotechnology and pharmaceutical companies, educational and research institutions and government entities, among others, for research, technical, clinical and sales and marketing personnel. In addition, in order to manage our potential future growth effectively, we may need to further improve our financial controls and systems and, as necessary, recruit sales, marketing, managerial and finance personnel. The loss of the services of members of our sales team could seriously harm our ability to successfully implement our business strategy. If we are unable to attract and retain skilled personnel, including in particular Roger A. Jeffs, Ph.D., our Chief Executive Officer, we may not be able to successfully implement the tasks necessary to further develop and commercialize our products and product candidates and, accordingly, our business and prospects may be materially and adversely affected.

Our ability to use our net operating loss carry forwards and research and development tax credits may be limited.

Under Section 382 of the Internal Revenue Code of 1986, as amended (the "IRC"), if a corporation undergoes an "ownership change," generally defined as a more than 50 percentage point change (by value) in its equity ownership over a three-year period, the corporation's ability to use its pre-change net operating loss carryforwards ("NOLs") and other pre-change tax attributes, such as research and development tax credits, to offset its post-change taxable income or tax liabilities may be limited. During the year ended December 31, 2025, we completed a study to assess whether historical equity transactions resulted in an ownership change within the meaning of Section 382 of the IRC. Based on this analysis, we determined that an ownership change occurred in a prior year. As a result, the utilization of a portion of our carryforwards is subject to an annual limitation under Section 382. The limitation may cause certain NOLs to

expire unused before being fully utilized. Subsequent ownership changes may further limit our ability to use our net operating loss carryforwards and research and development tax credits to offset future potential taxable income or tax liabilities. In addition, certain states have suspended use of net operating loss carryforwards for certain taxable years, and other states are considering similar measures. Depending on our future tax position, continued suspension of our ability to use NOLs could result in increased future tax liability to us and could have an adverse impact on our results of operations and financial condition.

Changes to existing tax laws, or challenges to our tax positions could adversely affect our business and financial condition.

The tax regimes to which we are subject or under which we operate are unsettled and may be subject to significant change. There is uncertainty regarding future legislative and regulatory changes and policies related to matters such as taxation and importation, and any such proposed or enacted regulations by the current or a future U.S. administration, Congress, or taxing authorities in other jurisdictions could materially affect our tax obligations and operating results.

For example, beginning in 2022, the Tax Cuts and Jobs Act of 2017 eliminated the option to deduct research and development expenditures in the year incurred and instead requires taxpayers to capitalize and subsequently amortize such expenditures over five years for research activities conducted in the United States and over 15 years for research activities conducted outside the United States. The One Big Beautiful Bill Act ("OBBBA") reinstates the option to deduct domestic research and development expenditures in the year incurred, commencing with tax years beginning after December 31, 2024. Foreign research and development expenditures remain subject to the 15-year capitalization and amortization requirement. The OBBBA also includes other significant provisions, including tax cut extensions and modifications to the international tax framework. In addition, the Inflation Reduction Act ("IRA"), among other things, included a new 15% alternative minimum tax on the adjusted financial statement income of certain large corporations for tax years beginning in 2023. To the extent that such changes have a negative impact on us, including as a result of related uncertainty, these changes could adversely impact our business, results of operations and financial position.

In addition, U.S. federal, state and local tax laws are extremely complex and subject to various interpretations. Although we believe that our tax estimates and positions are reasonable, there can be no assurance that our tax positions will not be challenged by relevant tax authorities. If the relevant tax authorities assess additional taxes on us, this could result in adjustments to, or impact the timing or amount of, taxable income, deductions or other tax allocations, which may adversely affect our results of operations and financial position.

We are a biopharmaceutical company with only one approved product, which may make it difficult for you to evaluate our business, financial condition and prospects.

We are a biopharmaceutical company with only one approved product, which was approved by the FDA in May 2025 and began commercialization in June 2025. Accordingly, we have only a short history of commercial operations upon which you can evaluate our prospects. Drug product development and commercialization involves a substantial degree of uncertainty. Having only obtained final marketing approval for YUTREPIA in May 2025, our first approved product, the future revenue, profitability and cash flows, if any, from commercialization of YUTREPIA remain uncertain. In addition, the commercial impact of removing PH-ILD from the label for YUTREPIA remains uncertain. We may not be able to continue to generate sustained revenue, profitability or positive cash flow from YUTREPIA or any other pharmaceutical products or successfully overcome the risks and uncertainties frequently encountered by companies undertaking drug product development and commercialization. Consequently, your ability to assess our business, financial condition and prospects may be significantly limited. Further, the net revenue and net losses that we incur may fluctuate significantly from quarter-to-quarter and year-to-year, such that a period-to-period comparison of our results of operations may not be a good indication of our future performance. Other unanticipated costs may also arise in connection with the development of our products and product candidates and commercialization of YUTREPIA.

Sales of YUTREPIA are dependent on market acceptance by patients, healthcare providers and by third-party payors, while interactions with these persons and entities are subject to compliance requirements.

Arrangements with healthcare providers, physicians, third-party payors and customers, and our sales, marketing and educational activities, may expose us to broadly applicable fraud and abuse and other healthcare laws and regulations that may constrain our business or financial arrangements and relationships.

The degree of market acceptance of YUTREPIA will depend on a number of factors, including:

- the efficacy, safety and potential advantages or disadvantages compared to alternative treatments;
- our ability to offer YUTREPIA for sale at competitive prices;
- the convenience and ease of administration compared to alternative treatments;
- product labeling or product insert requirements of the FDA or foreign regulatory authorities, including any limitations or warnings contained in a product's approved labeling, including any black box warning;
- the willingness of the target patient population to try and of physicians to prescribe new treatments;
- our ability to hire and retain sales and marketing personnel and their ability to support the commercialization of YUTREPIA;
- the strength of manufacturing and distribution support for YUTREPIA;
- any requirements by third-party payors to use other therapies prior to or in lieu of YUTREPIA, or any requirements by third-party payors to use YUTREPIA prior to or in lieu of other therapies;
- our ability to maintain availability of medical devices used to administer YUTREPIA and preferences of the target patient population and healthcare providers regarding the medical devices used to administer YUTREPIA versus medical devices used to administer alternative therapies;
- the availability of third-party coverage and adequate reimbursement for YUTREPIA;
- the prevalence and severity of any side effects;
- any restrictions on the use of YUTREPIA together with other medications;
- our ability to maintain relationships with the specialty pharmacies; and
- the services provided by specialty pharmacies related to use of YUTREPIA.

Our business may also be impacted by the need to maintain compliant operations (including oversight and monitoring of personnel and our activities) in relation to interactions with the persons and parties noted above, relative to FDA and healthcare law requirements, and with consideration of government and industry compliance best practices.

Medical devices, which we do not control, are necessary for the administration of YUTREPIA and L606.

In order for YUTREPIA or L606 to be administered to patients, patients must use certain other medical equipment, including dry powder inhalers (in the case of YUTREPIA) and nebulizers (in the case of L606). We do not manufacture or control such medical equipment, which is manufactured by third parties. Our ability to serve patients is dependent upon our ability to maintain sufficient inventory of such medical equipment to provide to patients. If manufacturers cease to manufacture or support medical equipment or if we are unable to obtain or maintain sufficient inventories of such medical equipment, our sales may be adversely impacted. If any manufacturers of such medical devices experience any quality problems, recalls or other adverse events, our ability to provide our products to patients will be limited.

We will require nebulizers in order to conduct clinical trials for L606. Failure by us or third parties to successfully supply nebulizers in sufficient quantities to meet the needs of our planned clinical trials could delay completion of the clinical trial or negatively impact the results of the clinical trial. In addition, the nebulizers we use in the clinical trials for L606 may not be the same as the nebulizers that will be included in our NDA for L606. Accordingly, our ability to seek and obtain final approval of L606 will depend on our and our suppliers' ability to timely and successfully identify and develop nebulizers that are suitable for commercialization of L606. If our partners are unable to timely and successfully identify and develop nebulizers that are suitable for the commercialization of L606, we may be required to seek out new nebulizers for use with L606. In any event, we may also be required to conduct bridging studies to demonstrate the comparability of any such nebulizer for which we may seek approval and the nebulizers that were

used in the clinical studies for L606. If we are unable to demonstrate comparability, we may be required to perform new clinical studies to re-evaluate the safety and efficacy of L606 with such new nebulizers.

Failure by us or third parties to successfully develop or supply the medical equipment or to obtain or maintain regulatory approval or clearance of such medical equipment could negatively impact the market acceptance of and sales of YUTREPIA.

We maintain our cash at financial institutions, often in balances that exceed federally insured limits.

Our cash is held in non-interest-bearing and interest-bearing accounts at multiple financial institutions that may exceed the Federal Deposit Insurance Corporation insurance limits. If such financial institutions were to fail, we could lose all or a portion of those amounts held in excess of such insurance limitations. If financial institutions with whom we hold accounts enter receivership or become insolvent in the future in response to financial conditions affecting the banking system and financial markets or otherwise, our ability to access our existing cash may be threatened and could have a material adverse effect on our business, financial condition and results of operations. Even if account holders are ultimately made whole with respect to a future bank failure, account holders' access to their accounts and assets held in their accounts may be substantially delayed. Any material loss that we may experience in the future or inability for a material time period to access our cash, cash equivalents, and restricted cash could have an adverse effect on our ability to pay our operational expenses or make other payments, which could adversely affect our business.

Risks Related to the Commercialization of our Products and Product Candidates

We face significant competition from large pharmaceutical companies, among others, in developing and commercializing our products and product candidates, and our operating results will suffer if we are unable to compete effectively, including if one or more such products have a superior product profile to YUTREPIA and/or L606.

We face significant competition from industry players worldwide, including large multi-national pharmaceutical companies, other emerging or smaller pharmaceutical companies, as well as universities and other research institutions. Many of our competitors have substantially greater financial, technical and other resources, such as a larger research and development staff and more experience in manufacturing and marketing, than we do. As a result, these companies may obtain marketing approval for their product candidates more quickly than we are able to and/or be more successful in commercializing their products, including generic treprostinil products, than us. Smaller or early-stage companies may also prove to be significant competitors, particularly through collaboration arrangements with large, established companies. We may also face competition as a result of advances in the commercial applicability of new technologies and greater availability of capital for investment in such technologies. Our competitors may also invest heavily in the discovery and development of novel drug products that could make our product candidates less competitive or may file FDA citizen petitions or other correspondence with the FDA, which may delay the approval process for our product candidates. Furthermore, our competitors may succeed in developing, acquiring or licensing, on an exclusive basis, pharmaceutical products that are easier to develop, more effective or less costly than any product candidates that we are currently developing or that we may develop. Our competitors may also succeed in asserting existing patents or developing new patents, including patents that may issue from patent applications that are currently being pursued by UTC, to which we do not have a license, in an attempt to prevent us from marketing our products. These competitors may also compete with us in recruiting and retaining qualified sales personnel or in enrolling our clinical studies.

Any new drug product that competes with a prior approved drug product must demonstrate advantages in safety, efficacy, tolerability or convenience in order to overcome price competition and to be commercially successful. YUTREPIA faces, and our product candidates if approved will face, competition from drug products that are already on the market, as well as those in our competitors' development pipelines. We expect that YUTREPIA, an inhaled treprostinil therapy approved by the FDA for the treatment of PAH, and L606, a nebulized, liposomal formulation of

treprostinil for treatment of PAH and PH-ILD, will face competition from the following inhaled prostacyclin analog therapies that are either currently marketed or in clinical development:

- Tyvaso (treprostinil), marketed by UTC, has been approved for the treatment of PAH in the United States since 2009 and for PH-ILD since 2021. Tyvaso is the reference listed drug in our NDA for YUTREPIA. Following patent litigation, UTC and Watson Pharmaceuticals reached a settlement whereby Watson Pharmaceuticals was permitted to enter the market with a generic version of Tyvaso, effective as of January 1, 2026. In September 2026, the FDA accepted UTC's supplemental NDA for nebulized Tyvaso for the treatment of IPF, which could be approved in April 2027. FDA and EMA have granted orphan drug designation to treprostinil for the treatment of IPF. UTC is awaiting results from a pivotal study of Tyvaso in PPF patients in second half of 2027.

- Tyvaso DPI (treprostinil), licensed from MannKind by UTC, is a dry-powder formulation of treprostinil that was approved for the treatment of PAH and PH-ILD in the United States in May 2022. UTC has stated that it plans to develop Tyvaso DPI for IPF in a pivotal safety and efficacy trial starting 2027, and intends to conduct a similar trial in PPF, pending the outcome of the pivotal study with Tyvaso.

- Treprostinil SMI, a version of inhaled treprostinil being developed by UTC as a soft mist inhaler ("SMI"). SMIs may be considered more convenient than nebulizers. First announced in February 2026, UTC has stated that it will seek approval in the same indications for which Tyvaso is already approved (PAH and PH-ILD). UTC has stated that it intends to submit an NDA for treprostinil SMI by the end of 2027, supported by pharmacokinetic bridging data. UTC may also seek approval of the SMI in IPF and PPF, following completion of pivotal safety and efficacy trials. In October 2026, UTC announced that the FDA has cleared it to proceed with SUMMIT, a Phase 2 study of treprostinil SMI to treat patients with PH-COPD.

- TPIP, a dry-powder formulation of a treprostinil prodrug being developed by Insmed to support once-daily dosing. Based on Phase 2 trial results shared in 2024 and 2025, Insmed has initiated its Phase 3 PALM program, under which pivotal studies for PH-ILD, PAH, and PPF are underway, and an additional study in IPF expected to begin in the first half of 2027. If the TPIP clinical program is successful in demonstrating less frequent dosing with similar efficacy and safety to YUTREPIA and Tyvaso DPI, then TPIP has the potential to be viewed as a more attractive option and may take market share rapidly.

- Ventavis (iloprost), marketed by Actelion, a division of Johnson & Johnson, has been approved for the treatment of PAH in the United States since 2004.

In addition to these other inhaled treprostinil therapies, we expect that YUTREPIA and L606 will also face competition from other treprostinil-based drugs, including Orenitram, which is administered orally, and Remodulin, which is administered parenterally, both of which are marketed by UTC. Branded pharmaceutical companies such as UTC continue to defend their products vigorously through, among other actions, life cycle management, marketing agreements with third-party payors, pharmacy benefits managers and generic manufacturers.

In addition to treprostinil-based therapies, other classes of therapeutic agents for the treatment of PAH and/or PH-ILD include the following:

- ***IP-agonists to treat PAH***, such as the oral formulations of selexipag, marketed by Actelion, and ralinepag, being developed by UTC, who announced positive top-line Phase 3 results in March 2026. In August 2026, the FDA accepted the NDA for ralinepag to treat PAH and set a PDUFA target action date of June 24, 2027. A dry powder formulation of ralinepag is also in non-clinical development by UTC in collaboration with MannKind, with the stated goal of filing an IND in 2027, but may target PH-ILD as the initial indication.

- ***Endothelin receptor antagonists to treat PAH***, such as bosentan and macitentan, both marketed by Actelion, and ambrisentan, marketed by Gilead. Generic versions of bosentan and ambrisentan are currently available.

- ***PDE-5 inhibitors to treat PAH***, such as tadalafil, marketed by UTC, and sildenafil, marketed by Pfizer Inc. Generic versions of both tadalafil and sildenafil are currently available.

- ***sGC stimulators and activators***, such as oral riociguat marketed by Bayer for PAH, and inhaled mosliciguat, an sGC activator, which is currently in Phase 3 clinical development by Pulmovant for the treatment of PH-ILD, following positive Phase 2 results reported in September 2026.

- ***Activin signaling inhibitor to treat PAH***, such as sotatercept marketed by Merck & Co.

Merck & Co's injectable sotatercept, with a brand name of Winrevair, was approved by the FDA in March 2024 and is a first-in-class molecule that targets the proliferation of cells in the pulmonary arterial wall. In September 2026, the FDA approved an update to the Winrevair label to include data from the Phase 3 HYPERION trial in adults diagnosed with PAH within the prior 12 months, and Winrevair received a strong recommendation as an add-on therapy in recently published European Respiratory Society clinical guidelines. It is possible that Winrevair may increasingly be used prior to prostacyclin therapies, which may have an adverse effect on the market potential for YUTREPIA and/or L606.

We are also aware of several other agents in clinical development that are exploring mechanisms of action which, if approved, could impact the standard of care for treating PAH and/or PH-ILD in the United States, including, but not limited to, programs from Cereno Scientific, Novartis AG, Inhibikase, GSK, and Forsee Pharmaceuticals among others. In addition, in September 2026, Gossamer Bio, Inc. submitted an NDA to the FDA for seralutinib, an inhaled kinase inhibitor, for the treatment of PAH, and has stated that, if the NDA is accepted for filing, seralutinib could be eligible for an FDA approval decision in the third quarter of 2027.

If one or more of these therapies that we have identified, or another new therapy, is more effective, more tolerable, more convenient or otherwise preferred by patients, physicians or payors in lieu of our products or as a prior line therapy to our products, the market opportunity for our products may be diminished, which may have a material adverse effect on our business.

We plan to evaluate inhaled treprostinil in indications beyond PAH and PH-ILD, including IPF, PPF, SSc-RP and PH-COPD. Expansion into these indications will expose us to additional risks and uncertainties, including increased competition from approved therapies and product development candidates, evolving standards of care, and shifting regulatory or reimbursement landscapes. Due to competitive pressures, we may elect to delay, scale back or discontinue one or more of these development programs.

There are a number of competitors seeking marketing approval and/or regulatory exclusivity with respect to products that are or would be competitive to L606 or products that are or would be competitive with YUTREPIA in the new indications that we are developing. Thus, we face the risk that one of our competitors will be granted marketing approval and/or regulatory exclusivity before we are able to obtain FDA approval for L606 or for such new indications for YUTREPIA. In that case, as stated above, there is the possibility that such a competitor would be able to prevent us from obtaining approval of and marketing our product candidate until the expiration of the competitor's term of FDA regulatory exclusivity, which could be a term of three years for so-called New Clinical Investigation exclusivity, or could conceivably be for longer periods of time if the competitor is successful in being granted other forms of FDA regulatory exclusivity which might include, for example, Orphan Drug Designation exclusivity (seven years), New Chemical Entity exclusivity (five years), or Pediatric exclusivity (six months beyond other existing exclusivities or patent terms). For example, the FDA has granted orphan drug designation to treprostinil for the treatment of IPF, and UTC's supplemental NDA for nebulized Tyvaso for IPF is under FDA review. If Tyvaso is approved for IPF and is granted orphan drug exclusivity, we may be unable to obtain FDA approval of YUTREPIA or L606 for IPF until that exclusivity expires.

In addition, if one of our competitors is granted marketing approval before we are able to obtain FDA approval for our product candidates, as was the case with respect to the approval of UTC's Tyvaso DPI product, such competitors will be able to promote and market their products before we are able to do so, which may place us at a competitive disadvantage in the marketplace.

One or more products that are competitive with YUTREPIA could also obtain approval for additional indications or broader conditions of use. These additional indications and broader conditions of use could be protected by one or more patents or regulatory exclusivities, preventing YUTREPIA from obtaining approval for the same indications or conditions of use. For instance, in connection with the Settlement Agreement, we filed a supplement with the FDA to amend the current product label of YUTREPIA to remove PH-ILD as an indicated treatment as well as any reference to PH-ILD and ceased any and all activities relating to the marketing, advertising, promotion, and detailing of YUTREPIA for the treatment of PH-ILD. As a result, Tyvaso and Tyvaso DPI will have broader labels than YUTREPIA. If UTC obtains FDA approval for IPF, the labels for Tyvaso and potentially Tyvaso DPI could be further broadened. If YUTREPIA has a narrower label than other competitive products, it may affect our ability to compete with such products.

Also, if we are unable to provide continuous access to YUTREPIA to patients, our reputation and ability to compete with our competitors may be impaired. For example, if we are unable to manufacture sufficient quantities of YUTREPIA to meet future market demand, YUTREPIA may be unavailable until we are able to increase our capacity. Any such unavailability of YUTREPIA, even if for a brief time period, could have a material adverse effect on our business.

The ability of competitors to utilize other regulatory incentive programs could also expedite their FDA review and approval timeline, which could result in their products reaching the market before our product candidate, and which could create further potential implications on exclusivity as noted above. For example, when a Priority Review Voucher is redeemed in connection with an NDA, the FDA's goal review period would generally be expedited to six months, although this timeframe is not guaranteed.

If we are unable to maintain our competitive position, our business and prospects will be materially and adversely affected.

If the FDA or comparable regulatory authorities in other countries approve generic versions of our product candidates, or do not grant our product candidates a sufficient period of market exclusivity before approving their generic versions, our ability to generate revenue may be adversely affected.

Once an NDA is approved, the drug product covered will be listed as a reference listed drug in the FDA's Orange Book. In the United States, manufacturers of drug products may seek approval of generic versions of reference listed drugs through the submission of ANDAs. Following the introduction of a generic drug product, a significant percentage of the sales of any reference listed drug may be lost to the generic drug product. In support of an ANDA, a generic manufacturer is generally required to show that its product has the same active pharmaceutical ingredient(s) ("APIs"), dosage form, strength, route of administration and conditions of use or labeling as the reference listed drug and that the generic version is bioequivalent to the reference listed drug. Generic drug products may be significantly less expensive to bring to market than the reference listed drug, and companies that produce generic drug products are generally able to offer them at lower prices. Because generic manufacturers need samples of a reference listed drug to conduct certain comparative testing required by the FDA, some have attributed the inability to timely obtain samples as a cause of delay in the entry of generic products.

The Creating and Restoring Equal Access to Equivalent Samples Act (the "CREATES Act") was enacted in 2019, which requires brand manufacturers of approved drugs to provide sufficient quantities of product samples on commercially reasonable, market-based terms to generic manufacturers. The CREATES Act establishes a private right of action allowing generic manufacturers to sue brand manufacturers that refuse to sell them product samples needed to support their applications. If we are required to provide product samples or allocate additional resources to respond to such requests or any legal challenges under the CREATES Act, our business could be adversely impacted.

The FDA will not approve an ANDA for a generic drug product until the applicable period of market exclusivity for the reference listed drug has expired. The applicable period of market exclusivity varies depending on the type of exclusivity granted. A grant of market exclusivity is separate from the existence of patent protection and manufacturers may seek to launch generic versions of our drug products following the expiration of their respective marketing exclusivity periods, even if our drug products are still under patent protection at the relevant time.

Any competition that YUTREPIA or our product candidates may face, if and when such product candidates are approved for marketing and commercialized, from generic versions could substantially limit our ability to realize a return on our investment in the development of our product candidates and have a material and adverse effect on our business and prospects.

Our products may not achieve market acceptance or adequate third-party payor coverage.

YUTREPIA was developed, and some or all of our future product candidates may be developed, under the 505(b)(2) regulatory pathway, which allows us to rely on existing knowledge of the safety and efficacy of the relevant reference listed drugs to support our applications for approval in the United States. While we believe that it will be less difficult for us to convince physicians, patients and other members of the medical community to accept and use our drug products as compared to entirely new drugs, our drug products may nonetheless fail to gain sufficient market acceptance by physicians, patients, other healthcare providers and third-party payors. If any of our drug products fail to achieve sufficient market acceptance or third-party payor coverage, we may not be able to continue to generate sufficient revenue to sustain profitability. The degree of market acceptance and third-party payor coverage of our drug products, including YUTREPIA, will depend on a number of factors, including but not limited to:

- the timing of our receipt of marketing approvals, the terms of such approvals and the countries in which such approvals are obtained;
- the safety, efficacy, reliability and ease of administration of our drug products;
- the prevalence and severity of undesirable side effects and adverse events;
- the extent of the limitations or warnings required by the FDA or comparable regulatory authorities in other countries to be contained in the labeling of our drug products;
- the clinical indications for which our drug products are approved;
- the availability and perceived advantages or disadvantages of our products as compared to alternative therapies;
- any publicity related to our drug products or those of our competitors;
- the quality and price of competing drug products;
- our ability to obtain third-party payor coverage and sufficient reimbursement;
- the willingness of patients to pay out of pocket in the absence of third-party payor coverage; and
- the selling efforts and commitment of our commercialization collaborators.

If our drug products fail to receive a sufficient level of market acceptance or sufficient third-party payor coverage, our ability to generate revenue from sales of our drug products will be limited, and our business and results of operations may be materially and adversely affected.

We may not be able to scale or maintain our commercial operation, including scaling and maintaining marketing and sales capabilities or entering into agreements with third parties to market and sell our drug products.

In order to market and sell any of our drug products, including YUTREPIA, we will be required to build and maintain our marketing and sales capabilities with respect to such products. We have significantly increased the size of our commercial field force in connection with our commercialization of YUTREPIA. However, we may be unable to retain or scale our commercial field force sufficiently to adequately promote YUTREPIA. We may face significant competition in recruiting and retaining our sales personnel. Moreover, we cannot assure you that we will be successful in further building or effectively managing our marketing and sales capabilities or be able to do so in a cost-effective manner. In addition, we may enter into collaboration arrangements with third parties to market our drug products. We may face significant competition for collaborators. In addition, collaboration arrangements may be time-consuming to negotiate and document. We cannot assure you that we will be able to negotiate collaborations for the marketing and sales of our drug products on acceptable terms, or at all. Even if we do enter into such collaborations, we cannot assure you that our collaborators will be successful in commercializing our products. If we or our collaborators are unable to successfully commercialize our drug products, whether in the United States or elsewhere, our business and results of operations may be materially and adversely affected.

As we seek to expand our commercial operation with respect to YUTREPIA, we also continue to evaluate and develop additional drug candidates, including L606, and new indications for our approved products, including YUTREPIA. There can be no assurance that we will be able to successfully manage the balance of our research and development operations with our commercial activities. Potential investors should be aware of the problems, delays, expenses and difficulties frequently encountered by companies balancing development of product candidates, which can include problems such as unanticipated issues relating to clinical trials and receipt of approvals from the FDA and foreign regulatory bodies, with commercialization efforts, which include problems relating to managing manufacturing and supply, reimbursement, marketing problems, and other additional costs.

There are risks involved with expanding and maintaining our sales, marketing, and other commercialization capabilities. For example, recruiting and training a commercial field force is expensive and time-consuming.

Factors that may impact our efforts to commercialize our drug candidates on our own and generate product revenues include:

- our inability to recruit and retain adequate numbers of effective sales and marketing personnel over a large geographic area;
- the costs and time associated with the initial and ongoing training of sales and marketing personnel on legal and regulatory compliance matters and monitoring their actions;
- understanding and training relevant personnel on the limitations on, and the transparency and reporting requirements applicable to, remuneration provided to actual and potential referral sources;
- the clinical indications for which the products are approved and the claims that we may make for the products;
- limitations or warnings, including distribution or use restrictions, contained in the products' approved labeling;
- the inability of sales personnel to obtain access to physicians or to effectively promote any products;
- the lack of complementary drugs to be offered by sales personnel, which may put us at a competitive disadvantage relative to companies with more extensive product lines;
- any distribution and use restrictions imposed by the FDA or to which we agree;
- liability for sales and marketing personnel who fail to comply with the applicable legal and regulatory requirements;
- our ability to maintain a healthcare compliance program including effective mechanisms for compliance monitoring; and
- unforeseen costs and expenses associated with creating a sales and marketing organization.

In the future, we may choose to participate in sales activities with collaborators for some of our drug candidates. However, there are also risks with entering into these types of arrangements with third parties to perform sales, marketing and distribution services. For example, we may not be able to enter into such arrangements on terms that are favorable to us. Our drug revenues or the profitability of these drug revenues to us are likely to be lower than if we were to market and sell any drug candidates that we develop ourselves. In addition, we likely will have little control over such third parties, and any of them may fail to devote the necessary resources and attention to sell and market our drug candidates effectively. If we do not establish sales and marketing capabilities successfully, either on our own or in collaboration with third parties, we will not be successful in commercializing our drug candidates. Further, our business, results of operations, financial condition and prospects will be materially adversely affected.

A significant portion of our accounts receivable are concentrated with a limited number of customers and our inability to collect accounts receivable from our customers may adversely affect our business, results of operations and cash flows.

Most of our net product sales are generated from sales to a limited number of customers, which currently account for, and have historically accounted for, a significant portion of our accounts receivable. Future sales and our ability to collect accounts receivable depend, in part, on the financial strength of our customers. In the event any of our larger customers were to experience liquidity issues, insolvency or difficulties marketing our products, including as a result of a

general economic downturn or recession, we may not be able to collect a significant portion of our accounts receivable or experience significant delays in collection. While we have procedures to monitor and limit exposure to credit risk on our accounts receivable, there can be no assurance such procedures will effectively limit our credit risk and avoid losses. Our accounts receivable are generally not secured by collateral, financing arrangements or credit insurance. If one or more of our customers default on their payment obligations to us, we would incur significant write-offs of accounts receivable, which would have a material adverse effect on our business, results of operations and financial condition.

We may be exposed to claims and may not be able to obtain or maintain adequate product liability insurance.

Our business is exposed to the risk of product liability and other liability risks that are inherent in the development, manufacture, clinical testing, commercialization and marketing of pharmaceutical products. These risks exist even if a product is approved for commercial sale by the FDA or comparable regulatory authorities in other countries and manufactured in licensed facilities. Our current products and product candidates, YUTREPIA and L606, are designed to affect important bodily functions and processes. Any side effects, manufacturing defects, misuse or abuse associated with our products could result in injury to a patient or even death.

Claims that are successfully brought against us could have a material and adverse effect on our financial condition and results of operations. Further, even if we are successful in defending claims brought against us, our reputation could suffer. Regardless of merit or eventual outcome, product liability claims may also result in, among other things:

- a decreased demand for our products;
- a withdrawal or recall of our products from the market;
- a withdrawal of participants from our ongoing clinical trials;
- the distraction of our management's attention from our core business activities to defend such claims;
- additional costs to us; and
- a loss of revenue.

Our insurance may not provide adequate coverage against our potential liabilities. Furthermore, we, our collaborators or our licensees may not be able to obtain or maintain insurance on acceptable terms, or at all. Our inability to obtain sufficient product liability insurance at an acceptable cost and/or scope of coverage to protect against potential product liability claims could prevent or inhibit the commercialization of products we develop, alone or with our collaborators. The market for insurance coverage is increasingly expensive, and the costs of insurance coverage will increase as our clinical programs and commercialization efforts increase in size. In addition, our collaborators or licensees may not be willing to indemnify us against these types of liabilities and may not themselves be sufficiently insured or have sufficient assets to satisfy any product liability claims. To the extent that they are uninsured or uninsurable, claims or losses that may be suffered by us, our collaborators or our licensees may have a material and adverse effect on our financial condition and results of operations.

Any claims against us, regardless of their merit, could severely harm our financial condition, strain our management and other resources, adversely affect or eliminate the prospects for commercialization or sales of a product that is the subject of any such claim, and could have a material adverse effect on our business, financial condition, results of operations, and growth prospects.

Our business and operations may be adversely affected by the effects of public health emergencies, including pandemics and epidemics.

Our business and operations could be adversely affected by public health emergencies, including pandemics and epidemics, in regions where we have offices, manufacturing facilities, clinical trial sites or other business operations, and could cause significant disruption in the operations of clinical trial sites, contract manufacturing organizations ("CMOs") or suppliers and contract research organizations ("CROs") upon whom we rely.

The extent to which such public health emergencies impact our business and operations, including our clinical development and regulatory efforts, will depend on future developments that are highly uncertain and cannot be predicted with confidence at the time of this Quarterly Report on Form 10-Q, such as the severity and duration of

outbreaks, the duration and effect of business disruptions and the administration, availability and efficacy of vaccination programs or other treatments and the effects of any travel restrictions, quarantines, social distancing requirements and business closures in the United States and other countries to contain and treat any such public health emergencies. These impacts could adversely affect our business, financial condition, results of operations and growth prospects.

In addition, to the extent any public health emergencies adversely affect our business and results of operations, it may also have the effect of heightening many of the other risks and uncertainties described in this "Risk Factors" section and the "Risk Factors" sections of the documents incorporated by reference herein.

We are currently operating in a period of global economic uncertainty and capital markets disruption, which has been significantly impacted by geopolitical instability. Changes and instability in global economic conditions and geopolitical matters could have a material adverse effect on our business, financial condition and results of operations.

The United States and global markets are experiencing and may in the future experience volatility and disruption, including diminished liquidity and credit availability, declines in consumer confidence, declines in economic growth, high inflation and interest rates, increases in unemployment rates and uncertainty about economic stability. The financial markets and the global economy may also be adversely affected by the current or anticipated impact of geopolitical conflicts, including in Russia and Ukraine, the Middle East and other areas, terrorism or other events. Sanctions, tariffs and enhanced export controls imposed by the United States and other countries, including those focusing on national security-related technologies, including biotechnology, may also adversely impact the financial markets and the global economy, and any economic countermeasures by the affected countries or others could exacerbate market and economic instability.

Changes in regulations and policies in the United States and the resulting political and economic uncertainty inside and outside the United States may also impact us, the financial markets and the global economy. The U.S. has sought to impose increased tariffs on certain countries pursuant to the International Emergency Economic Powers Act ("IEEPA"), designated "reciprocal tariffs" purportedly in response to the trade deficit national emergency announced on virtually all imported products from all countries. Other countries have responded, and may continue to respond, by announcing retaliatory tariffs on U.S. imports. In February 2026, the U.S. Supreme Court held that IEEPA did not provide the authority to impose such tariffs. In addition, the U.S. Department of Commerce initiated national security investigations into the importation of pharmaceuticals and pharmaceutical ingredients pursuant to Section 232 of the Trade Expansion Act of 1962, as amended ("Section 232"). Following the Section 232 investigations, in April 2026, an executive order was issued seeking to impose a 100% tariff on any branded or patented pharmaceuticals imported into the U.S. from drug manufacturers that do not have, or are not in the process of building, a manufacturing facility in the U.S. or have an agreement with the administration on Most Favored Nation drug pricing. While we have not experienced any material adverse effects from tariffs that are currently implemented, any changes to the terms and effects of any current or future tariffs, if and as they are implemented, and other policy changes are uncertain and could have adverse implications on drug pricing, drug production levels and patient access, and may result in supply chain or other operational disruptions. If we are required to change our current manufacturing partners or suppliers now or in the future in order to avoid such tariffs, the terms of new agreements that we may enter into may not be favorable to us and related operational disruptions may heighten manufacturing and compliance risks and derail commercialization plans.

The tariffs have disrupted, and may continue to disrupt, the global markets and escalate tensions between the U.S. and other countries. We procure APIs, medical devices and other raw materials from suppliers in South Korea, Taiwan, China, Italy and elsewhere. Tariffs imposed on or by one or more of these jurisdictions may increase our costs. The extent of the impact that such tariffs, trade policies, or new legislation or regulations will have on our business specifically, or on the U.S. market and global economy generally, are uncertain and in the long term, unpredictable, and could adversely affect our business, financial condition, and results of operations. In addition, the increased tariffs could impact our ability to commercialize future drug candidates for the U.S. market, which is relevant to our ability to generate future revenues from these activities. As a result, the continued impact of these tariffs may impair our plans for further drug development in the U.S. market as well as our ability to generate revenues.

The United States has also enacted regulations or policies that affect trade or otherwise impact the pharmaceutical industry by restricting U.S. pharmaceutical companies from contracting with certain countries for the development, research or manufacturing of pharmaceutical products. In December 2025, the BIOSECURE Act was signed into law as part of the National Defense Authorization Act, which restricts U.S. government agencies from purchasing or obtaining certain biotechnology equipment or services from "biotechnology companies of concern" ("BCC"); entering, extending or renewing a contract with any entity using biotechnology equipment or services provided by a BCC to perform a government contract; or granting government funds or loans for such biotechnology equipment or services provided by a BCC. While we do not currently anticipate any material impact from the BIOSECURE Act, it may have significant implications for U.S. companies with government contracts that obtain biotechnology equipment or services from a BCC, including contracts with the Department of Veterans Affairs, and any related impact on reimbursement under Medicaid and Medicare Part B.

Further, executive orders were signed to implement Most Favored Nation drug pricing policies designed to align certain prescription drug prices in the U.S. to lower prices available in other countries. If such Most Favored Nation policies are implemented, changes to drug pricing are expected to affect the profitability of pharmaceutical and biotech companies in the U.S. as well as in other countries, as a price referencing policy to the U.S. market could make it commercially unviable to commercialize a drug product in a price constrained market. The details of the proposed policies are unclear and the final terms and impact remain uncertain, and may pose long-term risks to our business and our future commercialization plans of YUTREPIA and our other drug candidates.

Any executive order, legislative action or potential sanctions on certain countries could materially impact our current manufacturing partners. See *Risk Factors—Risks Related to Our Dependence on Third Parties—We depend on third parties for clinical and commercial supplies, including single suppliers for the active ingredient, the device, encapsulation and packaging of YUTREPIA and single suppliers for the drug product and device for L606. In the event of any disruption in these supplies, our ability to develop and commercialize, and the timeline for commercialization of, YUTREPIA and/or L606 may be adversely affected*. In addition, natural and man-made disasters and global health emergencies, including pandemics and epidemics, may also adversely affect the financial markets and the global economy and result in significant business disruption. See *Risk Factors—Risks Related to the Manufacturing of our Products and Product Candidates—Our operations are concentrated in Morrisville, North Carolina and interruptions affecting us or our suppliers due to natural or man-made disasters or other unforeseen events could materially and adversely affect our operations and result in losses that may not be covered by insurance*.

The volatile business environment or continued unpredictable and unstable market conditions may result in further deterioration of the equity and credit markets, significant volatility in commodity prices, as well as supply chain interruptions and result in an economic downturn, which would make any equity or debt financing more difficult, costly and dilutive. Failure to secure any necessary financing in a timely manner and on favorable terms could have a material adverse effect on our growth strategy, financial performance and stock price and could require us to delay, limit, reduce, or terminate our product development or future commercialization efforts.

Although our business has not been materially impacted by the tariffs or regulatory changes adopted to date or adverse effects of geopolitical events, natural or man-made disasters or other business disruptions, such matters may affect our business in the future and it is impossible to predict the extent to which our operations, or those of our suppliers and manufacturers, will be impacted in the short and long term, or the ways in which such matters may impact our business. The extent and duration of such adverse geopolitical events, natural or man-made disasters or other business disruptions and actual or perceived political or economic instability and resulting market disruptions are impossible to predict but could be substantial. Any such disruptions may also magnify the impact of other risks described herein.

The political and economic environment in the United States could materially impact our business operations and financial performance, and uncertainty surrounding the potential legal, regulatory and policy changes by the United States may directly affect us and the global economy.

The political and economic environment in the United States and elsewhere has resulted in and will continue to result in some uncertainty. Changing regulatory policies because of the changing political environment could impact our regulatory and compliance costs and future revenues, all of which could materially and adversely affect our business,

financial condition and operating results. For example, government shutdowns, significant layoffs or turnover at the FDA could affect the FDA's ability to respond to regulatory filings in a timely manner, which could result in delays in our obtaining necessary approvals. See *Risk Factors—Risks Related to the Development and Regulatory Approval of our Products and Product Candidates—Disruptions at the FDA, the SEC and other government agencies caused by funding shortages, government shutdowns, layoffs or global health emergencies or their inability to hire, retain or deploy key leadership and other personnel, could prevent new or modified products from being developed, approved or commercialized in a timely manner or at all or otherwise prevent those agencies from performing normal business functions on which the operation of our business may rely, which could negatively impact our operations.* Failure to adapt to or comply with evolving regulatory requirements or investor or stakeholder expectations and standards could negatively impact our reputation, ability to do business with certain partners, access to capital and our stock price.

Further, the political environment in the United States may result in increased regulatory and economic uncertainty. Changes in federal policy by the executive branch and regulatory agencies may occur over time through the administration's and/or Congress's policy and personnel changes, which could lead to changes involving the level of oversight and focus on the pharmaceutical industry; however, the nature, timing and economic and political effects of such potential changes remain highly uncertain. Any future changes in federal and state laws and regulations, as well as the interpretation and implementation of such laws and regulations, could affect us in substantial and unpredictable ways. At this time, it is unclear what laws, regulations and policies may change and whether future changes or uncertainty surrounding future changes will adversely affect our operating environment and therefore our business, financial condition and results of operations.

Risks Related to the Development and Regulatory Approval of our Products and Product Candidates

We are primarily dependent on the success of YUTREPIA, which has been approved by the FDA, and L606, and these products and product candidates may fail to maintain or obtain marketing approval (in a timely manner or at all) for some or all of the indications for which we are seeking approval or may not be commercialized successfully.

Our ability to generate revenue from sales of YUTREPIA and to achieve sustained profitability depends on our ability, alone or with strategic collaboration partners, to continue to commercialize YUTREPIA and successfully complete the development of, and obtain the regulatory and marketing approvals necessary to commercialize our other product candidates. We expect that a substantial portion of our efforts and expenditure over the next few years will be devoted to expanding the labeled indications for YUTREPIA and to seeking approval for our product candidate, L606, a nebulized, liposomal formulation of treprostinil for treatment of PAH and PH-ILD.

UTC invested considerable time and resources to delay the approval and commercialization of YUTREPIA. In connection with the Settlement Agreement, we have made and are required to make significant payments under the Settlement Agreement, the Sandoz Agreement, the Henderson Agreement and the PBM Agreement. In addition, we filed a supplement with the FDA to amend the current product label of YUTREPIA to remove PH-ILD as an indicated treatment as well as any reference to PH-ILD and ceased any and all activities relating to the marketing, advertising, promotion, and detailing of YUTREPIA for the treatment of PH-ILD. We do not currently know the full commercial impact of this change to YUTREPIA's label. Our ability to generate sustained revenue will be adversely affected if we are unable to continue successfully commercializing YUTREPIA or obtain marketing approval for and successfully commercialize one or more of our other product candidates.

Expectations for YUTREPIA and/or L606 also may be impacted by competing products, including Tyvaso DPI. See *Risk Factors – We face significant competition from large pharmaceutical companies, among others, in developing and commercializing our products and product candidates, and our operating results will suffer if we are unable to compete effectively, including if one or more such products have a superior product profile to YUTREPIA and/or L606.*

We cannot assure you that we will be able to receive approval for any new indications for YUTREPIA or that we will receive marketing approval for L606. Even if we do receive approval for additional indications for YUTREPIA or receive final marketing approval for L606, we cannot provide assurance regarding the indications for which they will receive approval. In addition, the FDA may delay, limit or deny approval for changes to the manufacturing process or other changes to YUTREPIA that may be necessary in order for us to continue to supply YUTREPIA. With respect to

L606 and new indications for YUTREPIA, the FDA or comparable regulatory authorities in other countries may delay, limit or deny final approval for various reasons. For example, such authorities may disagree with the design, scope or implementation of our clinical trials, or with our interpretation of data from our preclinical studies or clinical trials. Further, there are numerous FDA personnel assigned to review different aspects of an NDA or any amendments or supplements to an NDA, both before and after approval, and there may be turnover and/or vacancies at the FDA, which may delay review of our NDAs or any changes. In addition, uncertainties can be presented by the ability of FDA personnel, including any new FDA personnel who have not previously reviewed our NDA, to exercise judgment and discretion during the review process. During the course of review prior to approval, the FDA may request or require additional preclinical, clinical, CMC or other data and information or conduct additional inspections. If any additional issues were identified in such information requests or inspections or if FDA determines that we failed to include required CMC information in the NDA or other submissions for our products, including YUTREPIA, we may be delayed in obtaining approval for such NDA or submission. Furthermore, responses to FDA's requests may be time-consuming and expensive. Status as a combination product, as is the case for YUTREPIA and L606, may complicate or delay the FDA review process. Products and product candidates that the FDA deems to be combination products, such as YUTREPIA and L606, or that otherwise rely on innovative drug delivery systems, may face additional challenges, risks and delays in the product development and regulatory approval process. Moreover, the applicable requirements for approval may differ from country to country.

We cannot assure you that YUTREPIA or, if approved, L606 will be commercialized in a timely manner or successfully. For example, such products may not achieve a sufficient level of market acceptance or third-party payor coverage, or we may not be able to effectively build or scale our marketing and sales capabilities or scale our manufacturing operations to meet commercial demand. The successful commercialization of YUTREPIA and L606 will also, in part, depend on factors that are beyond our control. Therefore, we may not be able to generate sustained revenue from the sale of such products. Any delay or setback we face in the commercialization of YUTREPIA and/or L606 may have a material and adverse effect on our business and prospects, which will adversely affect your investment in our company.

Our preclinical studies and clinical trials, including our planned clinical trials in new indications for YUTREPIA and pivotal clinical trial of L606, may not be successful and delays in such preclinical studies or clinical trials may cause our costs to increase and significantly impair our ability to commercialize our product candidates. Results of previous clinical trials or interim results of ongoing clinical trials may not be predictive of future results.

Before we are able to commercialize our drug products, we are required to undertake extensive preclinical studies and clinical trials to demonstrate that our drug products are safe and effective for their intended uses. However, we cannot assure you that our drug products will, in preclinical studies and clinical trials, demonstrate safety and efficacy as necessary to obtain marketing approval. Due to the nature of drug product development, many product candidates, especially those in early stages of development, may be terminated during development. YUTREPIA has been studied only for the treatment of PAH and PH-ILD, and L606 has, to date, been tested only in a relatively small study population. Results from prior clinical trials in PAH and PH-ILD for YUTREPIA may not be predictive of results in planned clinical studies for the treatment of new indications. Moreover, the results from smaller clinical trials, such as our open-label clinical trial in L606, may be less reliable than results achieved in larger clinical trials. Additionally, the outcome of preclinical testing and early clinical trials may not be predictive of the success of later clinical trials, and preliminary and interim results of a clinical trial do not necessarily predict final results.

Preclinical studies and clinical trials may fail due to factors such as flaws in trial design, dose selection, patient enrollment criteria and demographics of enrolled patients. The results of preclinical studies and early clinical trials may not be indicative of the results of subsequent clinical trials. Product candidates may, in later stages of clinical testing, fail to show the desired safety and efficacy traits despite having progressed through preclinical studies and earlier clinical trials. Moreover, there may be significant variability in safety or efficacy results between different trials of the same product candidate due to factors including, but not limited to, changes in trial protocols, differences in the composition of the patient population, adherence to the dosing regimen and other trial protocols and amendments to protocols and the rate of drop-out among patients in a clinical trial. If our preclinical studies or clinical trials are not successful and we are

unable to bring our product candidates to market as a result for the indications studied, or at all, our business and prospects may be materially and adversely affected.

Furthermore, conducting preclinical studies and clinical trials is a costly and time-consuming process. The length of time required to prepare for and conduct the required studies and trials may vary substantially according to the type, complexity, novelty and intended use of the product candidate. A single clinical trial may take up to several years to complete. Moreover, our preclinical studies and clinical trials may be delayed or halted due to various factors, including, among others:

- delays in raising the funding necessary to initiate or continue a clinical trial;
- delays in manufacturing sufficient quantities of product candidates for clinical trials;
- delays in obtaining suitable medical devices for the conduct of a clinical trial;
- delays in reaching agreement on acceptable terms with prospective CROs and clinical trial sites;
- delays in obtaining approvals from IRBs, DSMBs, and ECs at clinical trial sites and from governmental authorities in the jurisdictions of such clinical trial sites;
- delays in recruiting suitable patients to participate in a clinical trial, including delays caused by competition from clinical trials conducted by third parties or from the commercial availability of other therapies;
- delays in patients' completion of clinical trials or their post-treatment follow-up;
- regulatory authorities' interpretation of our preclinical and clinical data;
- delays in regulatory authorities' review and approval of products caused by government funding shortages, government shutdowns, government personnel shortages and layoffs, global health emergencies or other disruptions; and
- unforeseen safety issues, including a high and unacceptable severity, or prevalence, of undesirable side effects or adverse events caused by our product candidates or similar drug products or product candidates.

If our preclinical studies or clinical trials are delayed, the commercialization of our approved products in new indications and our product candidates will be delayed and, as a result, we may incur substantial additional costs or not be able to recoup our investment in the development of our products and product candidates, which would have a material and adverse effect on our business.

Clinical trials and data analysis can be expensive, time-consuming and difficult to design and implement. If we are unsuccessful in obtaining regulatory approval for any of our products or product candidates for the indications studied, or any required clinical studies of our products do not provide positive results, we may be required to delay or abandon development of such products or indications, which would have a material adverse impact on our business.

Continuing product development requires additional and extensive clinical testing. Human clinical trials are very expensive and difficult to design and implement, in part because they are subject to rigorous regulatory requirements. The clinical trial process is also time-consuming. We cannot provide any assurance or certainty regarding whether or when we might receive regulatory approval for any additional indications for YUTREPIA or our other product candidates, including L606. Furthermore, failure can occur at any stage of the process, and we could encounter problems that cause us to abandon an NDA filed with the FDA or any amendment or supplement to an NDA or repeat clinical trials. The commencement and completion of clinical trials for any new indication or current or future development product candidate may be delayed by several factors, including:

- unforeseen safety issues;
- determination of dosing issues;
- lack of effectiveness during clinical trials;
- slower than expected rates of patient recruitment;
- inability to monitor patients adequately during or after treatment; and
- inability or unwillingness of medical investigators to follow our clinical protocols or amendments to our protocols.

In addition, the FDA or IRBs, DSMBs, or ECs may suspend our clinical trials at any time if it appears that we are exposing participants to unacceptable health risks or if the FDA finds deficiencies in our IND submissions or the conduct of these trials. Therefore, we cannot provide any assurance or predict with certainty the schedule for future clinical trials. Although clinical data is an essential part of NDA filings, NDAs must also contain a range of additional data including CMC data to meet FDA standards for approval. In the event we do not ultimately receive final regulatory approval for any new indications for YUTREPIA or for our other product candidates, including L606, we may be required to terminate development of these indications or product candidates.

Interim, "top-line," or preliminary data from our clinical trials that we announce or publish from time to time may change as more patient data become available and are subject to audit and verification procedures that could result in material changes in the final data.

From time to time, we may disclose interim data from our preclinical studies and clinical trials. Interim data from clinical trials that we may complete are subject to the risk that one or more of the clinical outcomes may materially change as patient enrollment continues and more patient data become available. Adverse differences between interim data and final data could significantly harm our business prospects.

From time to time, we may also publicly disclose top-line or preliminary data from our clinical trials, which is based on a preliminary analysis of then-available data, and the results and related findings and conclusions are subject to change following a more comprehensive review of the data related to the particular study or trial. We also make assumptions, estimations, calculations and conclusions as part of our analyses of data, and we may not have received or had the opportunity to fully and carefully evaluate all data. As a result, the top-line or preliminary results that we report may differ from future results of the same studies, or different conclusions or considerations may qualify such results, once additional data have been received and fully evaluated. Top-line or preliminary data also remain subject to audit and verification procedures that may result in the final data being materially different from the top-line or preliminary data we previously published. As a result, top-line and preliminary data should be viewed with caution until the final data are available.

The marketing approval processes of the FDA and comparable regulatory authorities in other countries are unpredictable and our products and product candidates may be subject to multiple rounds of review or may not receive marketing approval.

Pursuing marketing approval for a pharmaceutical product candidate (for example, through the NDA process) or for any new indication for a pharmaceutical product (for example, through an amendment or supplement to an NDA) is an extensive, lengthy, expensive and inherently uncertain process. We cannot assure you that we will receive marketing approval for any new indications for YUTREPIA or for any of our product candidates, including L606. Regulatory authorities may delay, limit or deny approval of new indications for YUTREPIA or of our product candidates for many reasons, including, but not limited to, the following:

- the FDA or comparable regulatory authorities may, for a variety of reasons, take the view that the data collected from our preclinical and clinical trials and human factors testing, or data that we otherwise submit or reference to support an application, are not sufficient to support approval of an indication or a product candidate;
- the FDA or comparable regulatory authorities in other countries may ultimately conclude that our manufacturing processes or facilities or those of our third-party manufacturers do not sufficiently demonstrate compliance with cGMP to support approval of a product candidate, that the drug CMC data or device biocompatibility data for our product candidates otherwise do not support approval or that additional CMC data or information for our product candidates must be submitted for review;
- we may be unable to demonstrate to the satisfaction of the FDA or comparable regulatory authorities in other countries that our product or product candidate is safe and effective for the proposed indication(s), or that its clinical and other benefits outweigh its safety risks for such indication(s); or
- the approval policies of the FDA or comparable regulatory authorities in other countries may change in a manner that renders our data insufficient for approval.

Even if we obtain marketing approval, the FDA or comparable regulatory authorities in other countries may approve our products or product candidates for fewer or more limited indications than those for which we requested approval or may include safety warnings or other restrictions that may negatively impact the commercial viability of our product candidates. Likewise, regulatory authorities may grant approval contingent on the performance of costly post-marketing clinical trials or other studies or the conduct of expensive risk evaluation and mitigation strategies, or REMS, which could significantly reduce the potential for commercial success or viability of our products and product candidates. We also may not be able to find acceptable collaborators to manufacture our drug products, if and when approved, in commercial quantities and at acceptable prices, or at all.

We may encounter difficulties in enrolling patients in our clinical trials.

We may not be able to commence or complete clinical trials for our products and product candidates if we are unable to locate and enroll a sufficient number of eligible patients to participate in these trials.

Patient enrollment may be affected by a variety of factors, including, among others:

- the severity of the disease under investigation;
- the design of the clinical trial protocol and amendments to a protocol;
- the size and nature of the patient population;
- eligibility criteria for the clinical trial in question;
- the perceived risks and benefits of the product or product candidate under clinical testing, including a high and unacceptable severity, or prevalence, of undesirable side effects or adverse events caused by our products or product candidates or similar products or product candidates;
- the existing body of safety and efficacy data in respect of the product or product candidate under clinical testing;
- the proximity of patients to clinical trial sites;
- the number and nature of competing therapies and clinical trials; and
- other environmental factors such as natural and man-made disasters and global health emergencies, such as pandemics and epidemics.

Any negative results we may report in clinical trials of our product candidates may also make it difficult or impossible to recruit and retain patients in other clinical trials of that same product or product candidate. In addition, any negative results we may report in clinical trials of our approved products, including YUTREPIA, may negatively affect the commercialization of such products, even for indications other than the indication to which the negative results relate.

We may encounter difficulties enrolling patients in our clinical trials because of a limited number of eligible patients with the disease being studied. Furthermore, we are aware of a number of therapies for PAH, PH-ILD, IPF and PH-COPD that are being developed or that are already available on the market, and we expect to face competition from these investigational drugs or approved drugs for potential subjects in our clinical trials, including planned clinical trials for YUTREPIA and L606, which may delay enrollment in our planned clinical trials.

Delays or failures in planned patient enrollment or retention may result in increased costs, program delays, or both. We may, as a result of such delays or failures, be unable to carry out our clinical trials as planned or within the timeframe that we expect or at all, and our business and prospects may be materially and adversely affected as a result.

Products and product candidates that the FDA deems to be combination products, such as YUTREPIA and L606, or that otherwise rely on innovative drug delivery systems, may face additional challenges, risks and delays in the product development and regulatory approval process.

The FDA has indicated that it considers both YUTREPIA, which is delivered by a dry powder inhaler, and L606, which is delivered by a next generation nebulizer, to be drug-device combination products, with the primary mode of action determined to be a drug. Accordingly, the medical devices used to administer these products will be evaluated as part of our NDA filing and potentially any amendment or supplement to our NDA. When evaluating products that utilize a

specific drug delivery system or device, the FDA will evaluate the characteristics of that delivery system and its functionality, as well as the potential for undesirable interactions between the drug and the delivery system, including the potential to negatively impact the safety or effectiveness of the drug. The FDA review process can be more complicated for combination products, and may result in delays, particularly if novel delivery systems are involved. We rely on third parties for the design and manufacture of the delivery systems for our products, including the dry powder inhaler for YUTREPIA and the nebulizer for L606, and in some cases for the right to refer to their data on file with the FDA or other regulators. Quality or design concerns with the delivery system, or commercial disputes with these third parties, could delay or prevent regulatory approval and commercialization of our product candidates.

We pursued the 505(b)(2) pathway for YUTREPIA and may pursue the 505(b)(2) pathway for other product candidates. If we are unable to rely on the 505(b)(2) regulatory pathway, or otherwise choose not to rely on the 505(b)(2) regulatory pathway, to apply for marketing approval of our product candidates in the United States, seeking approval of these product candidates through the 505(b)(1) NDA pathway would require full reports of investigations of safety and effectiveness, and the process of obtaining marketing approval for our product candidates may be significantly longer and more costly.

YUTREPIA was approved pursuant to the 505(b)(2) regulatory pathway, an abbreviated regulatory pathway that permits the filing of an NDA where at least some of the information required for approval comes from studies that were not conducted by or for the applicant and for which the applicant has not obtained a right of reference. Section 505(b)(2), if applicable to us for a particular product candidate, would allow an NDA we submit to the FDA to rely in part on data in the public domain or the FDA's prior conclusions regarding the safety and effectiveness of approved compounds, which could expedite and/or reduce the cost of the development program for a product candidate by potentially decreasing the amount of clinical data that we would need to generate in order to obtain FDA approval. In addition, pursuant to the Settlement Agreement, we have agreed not to submit an NDA under the 505(b)(2) regulatory pathway citing Tyvaso or Tyvaso DPI as the reference listed drug. Even if we choose to pursue the 505(b)(2) regulatory pathway for L606 or any other future product candidate and the FDA allows us to rely on the 505(b)(2) regulatory pathway for such product candidate, we cannot assure you that marketing approval will be obtained in a timely manner, or at all.

For example, the FDA may require us to perform additional clinical trials to support any change from the reference listed drug, which could be time-consuming and substantially delay our receipt of marketing approval. Also, as has been the experience of others in our industry, our competitors may file citizen petitions or other correspondence with the FDA or lawsuits against the FDA to contest approval of our NDA or any amendments or supplements to our NDA, which may delay or even prevent the FDA from approving any NDA that we submit under the 505(b)(2) regulatory pathway or require the FDA to withdraw approval of our NDA. For instance, UTC filed lawsuits against us and the FDA and filed a citizen petition in an attempt to prevent or delay the approval for YUTREPIA, and UTC may employ similar tactics with respect to L606. If an FDA decision or action relative to our product candidate, or the FDA's interpretation of Section 505(b)(2) more generally, is successfully challenged, it could result in delays or even prevent the FDA from approving a 505(b)(2) application for our product candidates or for certain indications for our product candidates. Even if we are able to utilize the 505(b)(2) regulatory pathway, the approval of a drug developed under the 505(b)(2) regulatory pathway may be delayed by one or more regulatory exclusivities. For example, Tyvaso DPI was granted New Clinical Investigation exclusivity, which delayed final approval for YUTREPIA until May 2025. Also, a drug approved via this pathway may be subject to the same post-approval limitations, conditions and requirements as any other drug.

In addition, we may face Hatch-Waxman litigation in relation to our NDAs submitted under the 505(b)(2) regulatory pathway or any amendments or supplements to such NDAs, which may further delay or prevent the approval of our product candidates or require withdrawal of approval of our products. The pharmaceutical industry is highly competitive, and 505(b)(2) NDAs are subject to special requirements designed to protect the patent rights of sponsors of previously approved drugs that are referenced in a 505(b)(2) NDA. If the previously approved drugs referenced in an applicant's 505(b)(2) NDA are protected by patent(s) listed in the Orange Book, the 505(b)(2) applicant is required to make a claim after filing its NDA or certain types of amendments or supplements to its NDA that each such patent is invalid, unenforceable or will not be infringed. The patent holder may thereafter bring suit for patent infringement, which will trigger a mandatory 30-month delay (or the shorter of dismissal of the lawsuit or expiration of the patent(s)) in approval of the 505(b)(2) NDA. In addition, in the event the court in any such lawsuit finds that any claims of any of the asserted patents are both valid and infringed, the court would likely issue an injunction prohibiting approval of the product at

issue, or withdrawal of approval of the product at issue if it has previously been approved, until the expiration of the patent(s) found to have been infringed.

For example, the YUTREPIA NDA was filed under the 505(b)(2) regulatory pathway with Tyvaso as the reference listed drug. Under the Hatch-Waxman Act, as a result of the litigation commenced by UTC in June 2020, the FDA was automatically precluded from approving the YUTREPIA NDA for up to 30 months. Also, in connection with an amendment to our NDA filed in July 2023 to add PH-ILD as an indication for YUTREPIA, we provided a new notice of the paragraph IV certification to UTC as the owner of the patents that are the subject of the certification to which the NDA for YUTREPIA refers. As a result, in September 2023, UTC filed the '327 Patent Litigation in connection with which we signed the Settlement Agreement and agreed to remove PH-ILD from the label for YUTREPIA.

If we decide not to utilize the 505(b)(2) regulatory pathway for any of our product candidates or the FDA determines that any of our product candidates do not qualify for the 505(b)(2) regulatory pathway, we will be subject to more extensive requirements and risks such as conducting additional clinical trials, providing additional data and information or meeting additional standards for marketing approval. As a result, the time and financial resources required to obtain marketing approval for our product candidates would likely increase substantially and further complications and risks associated with our product candidates may arise. For example, due to restrictions imposed on us under the Settlement Agreement and in order to avoid the prospect of Hatch-Waxman litigation, we plan to pursue an approval of L606 under the 505(b)(1) pathway. Accordingly, we may be required to conduct additional clinical studies beyond those that are currently in process, which may take additional time and financial resources. Also, new competing products may reach the market faster than ours, which may materially and adversely affect our competitive position, business and prospects.

It is also not uncommon, regardless of the regulatory pathway chosen, for a manufacturer of an approved product to file a citizen petition or other correspondence with the FDA seeking to delay approval of, or impose additional approval requirements for, pending competing products or to take other actions, such as engaging in litigation with the FDA to enjoin approval of a competing product. If successful, such petitions, correspondence or litigation can significantly delay, or even prevent, the approval of the new product.

We may be unable to continually develop a pipeline of product candidates, which could affect our business and prospects.

A key element of our long-term strategy is to continually develop a pipeline of product candidates by developing products for the treatment of respiratory and vascular diseases and proprietary innovations to drug products using our PRINT technology. If we are unable to identify suitable product candidates for the treatment of respiratory and vascular diseases or off-patent drug products for which we can develop proprietary innovations using our PRINT technology or are otherwise unable to expand our product candidate pipeline, whether through licensed or co-development opportunities, and obtain marketing approval for such product candidates within the timeframes that we anticipate, or at all, our business and prospects may be materially and adversely affected.

Disruptions at the FDA, the SEC and other government agencies caused by funding shortages, government shutdowns, layoffs or global health emergencies or their inability to hire, retain or deploy key leadership and other personnel, could prevent new or modified products from being developed, approved or commercialized in a timely manner or at all or otherwise prevent those agencies from performing normal business functions on which the operation of our business may rely, which could negatively impact our operations.

The ability of the FDA and other government agencies to review and approve new or modified products or other regulatory filings can be affected by a variety of factors, including government shutdowns, government budget and funding levels, statutory, regulatory and policy changes, layoffs, a government agency's ability to hire and retain key personnel and accept the payment of user fees, and other events that may otherwise affect the government agency's ability to perform routine functions and impact average review times at the FDA and other government agencies. For example, layoffs conducted at several U.S. health agencies, including the FDA, the Department of Health and Human Services (the "HHS"), the Centers for Disease Control and Prevention and the National Institutes of Health, have impacted the FDA's ability to review and approve new medicines and conduct necessary inspections. The HHS has also proposed a potential major reorganization of the FDA by consolidating product centers for drugs, biologics, devices,

tobacco and veterinary medicine, which regulates different product types under distinct rules and regulations and operates under different review processes and timelines for product approval. Over the last several years, the U.S. government has also shut down several times and certain regulatory agencies, such as the FDA and SEC, have had to furlough employees, experience substantial funding cuts and pause or delay critical activities. In addition, government funding of agencies on which our operations may rely, including those that fund research and development activities, is subject to the political process, which is inherently fluid and unpredictable, and spending allocation priorities may undergo significant changes through congressional budgeting and appropriations process. Such disruptions at the FDA and other agencies may also increase the time necessary for new drugs or modifications to approved drugs to be reviewed and/or approved, including delays in PDUFA reviews and related activities, which would adversely affect our business. If prolonged government shutdowns, inadequate funding, loss of employees (including those employees who were previously involved in the review of the NDA for YUTREPIA), changes in regulations or policies or other disruptions were to occur at the FDA, FDA decisions on our submissions related to our products and product candidates could be delayed.

We have conducted, and may in the future conduct, clinical trials for our product candidates outside the United States and the FDA may not accept data from such trials.

Although the FDA may accept data from clinical trials conducted outside the United States in support of safety and efficacy claims for our product candidates, if not conducted under an IND, this is subject to certain conditions set out in 21 C.F.R. § 312.120. For example, we are conducting our Phase 3 pivotal clinical trial for L606 in multiple sites around the world and we plan to use such data to support our NDA in the United States for the approval of L606. In order for the FDA to accept data from a foreign clinical trial, the study must have been conducted in accordance with GCP including review and approval by an independent ethics committee and obtaining the informed consent from subjects of the clinical trials. The FDA must also be able to validate the data from the study through an onsite inspection if the agency deems it necessary. In addition, foreign clinical data submitted to support FDA applications should be applicable to the U.S. population and U.S. medical practice. Other factors that may affect the acceptance of foreign clinical data include differences in clinical conditions, study populations or regulatory requirements between the United States and the foreign country.

Even with regulatory approval for YUTREPIA, our products and business remain subject to ongoing regulatory obligations and review.

YUTREPIA and any of our other product candidates that are approved are subject to ongoing regulatory requirements for manufacturing, labeling, packaging, storage, drug supply chain security surveillance and tracking, advertising, promotion, sampling, record-keeping, conduct of post-marketing studies and submission of safety, efficacy and other post-market information, including both federal and state requirements in the United States and comparable requirements outside of the United States. Accordingly, we and others with whom we work must continue to expend time, money and effort in all areas of regulatory compliance, including manufacturing, production and quality control. YUTREPIA and any other regulatory approvals that we may receive for our product candidates will also be subject to limitations on the approved indicated uses for which the product may be marketed or to the conditions of approval and surveillance to monitor the safety and efficacy of the product candidate. The FDA may also require potentially costly post-marketing testing, including Phase 4 clinical trials, or a REMS as a condition of approval of our product candidates, which could include requirements for a medication guide, physician communication plans or additional elements to ensure safe use, such as restricted distribution methods, patient registries and other risk minimization tools. We will also be required to report certain adverse reactions and production problems, if any, to the FDA or other regulatory agencies and to comply with requirements concerning advertising and promotion for our products. Promotional communications with respect to prescription drugs are subject to a variety of legal and regulatory restrictions and must be consistent with the information in the product's approved label. As such, we may not promote our products for indications or uses for which they do not have FDA or other regulatory agency approval. For example, following execution of the Settlement Agreement, we will not be able to promote YUTREPIA for the treatment of PH-ILD. The holder of an approved NDA must also submit new or supplemental applications and obtain FDA approval for certain changes to the approved product, product labeling, or manufacturing process. We could also be asked to conduct post-marketing clinical studies to verify the safety and efficacy of our product candidates in general or in specific patient subsets. An unsuccessful post-marketing study or failure to complete such a clinical study could result in the withdrawal of marketing approval. Furthermore, any new

legislation addressing drug safety issues could result in delays in product development or commercialization or increased costs to assure compliance. Foreign regulatory authorities impose similar requirements. If a regulatory agency discovers previously unknown problems with a product, such as adverse events of unanticipated severity or frequency, or disagrees with the promotion, marketing or labeling of a product, such regulatory agency may impose restrictions on that product or us, including requiring withdrawal of the product from the market. If we fail to comply with applicable regulatory requirements, a regulatory agency or enforcement authority may, among other things:

- issue warning letters asserting that we are in violation of the law;
- seek an injunction or impose civil or criminal penalties or monetary fines;
- suspend or withdraw regulatory approval;
- suspend any of our ongoing clinical trials;
- refuse to approve pending applications or supplements to approved applications submitted by us or our strategic partners;
- restrict the marketing or manufacturing of our products;
- seize or detain products, or require a product recall;
- refuse to permit the import or export of our products; or
- refuse to allow us to enter into government contracts.

Any government investigation of alleged violations of law could require us to expend significant time and resources in response and could generate negative publicity. Any failure to comply with ongoing regulatory requirements may significantly and adversely affect our ability to commercialize and generate revenue from our products. If regulatory sanctions are applied or if regulatory approval is withdrawn, the value of our company and our operating results will be adversely affected.

We also cannot predict the likelihood, nature or extent of government regulation that may arise from future legislation or administrative or executive action, either in the United States or abroad. If we are slow or unable to adapt to changes in existing requirements or the adoption of new requirements or policies, or if we are not able to maintain regulatory compliance, we may lose any marketing approval that we may have obtained and we may not be able to generate sustained revenue or achieve sustained profitability, which would adversely affect our business, prospects, financial condition and results of operations.

Even with approval of YUTREPIA in the United States and even if we obtain marketing approval for our other product candidates in the United States, we or our collaborators may not obtain marketing approval for YUTREPIA or our other product candidates elsewhere.

We may enter into strategic collaboration arrangements with third parties to commercialize YUTREPIA or our other product candidates outside of the United States. In order to market any product outside of the United States, we or our collaborators will be required to comply with numerous and varying regulatory requirements of other countries regarding safety and efficacy. Clinical trials conducted in one country may not be recognized or accepted by regulatory authorities in other countries, and obtaining marketing approval in one country does not mean that marketing approval will be obtained in any other country. Approval processes vary among countries and additional product testing and validation, or additional administrative review periods, may be required from one country to the next.

Seeking marketing approval in countries other than the United States could be costly and time-consuming, especially if additional preclinical studies or clinical trials are required to be conducted. We currently do not have any products approved for sale in any non-U.S. jurisdiction, and we do not have experience in obtaining marketing approval in non-U.S. markets. We currently also have not identified any collaborators to market our products outside of the United States and cannot assure you that such collaborators, even if identified, will be able to successfully obtain marketing approval for our product candidates outside of the United States. If we or our collaborators fail to obtain marketing approval in non-U.S. markets, or if such approval is delayed, our target market may be reduced, and our ability to realize the full market potential of our products will be adversely affected.

Risks Related to Government Regulation

The pharmaceutical industry is subject to a range of laws and regulations in areas including healthcare program requirements and fraud, waste, and abuse; healthcare and related marketing compliance and transparency; and privacy and data security. Our failure to comply with these laws and regulations as they are, or in the future become, applicable to us may have an adverse effect on our business.

Healthcare providers, physicians and third-party payors often play a primary role in the recommendation and prescription of any drug products for which we have or may obtain marketing approval, or for which we may provide contracted promotional services to third parties. Our current and future arrangements with healthcare providers, physicians, third-party payors and customers, and our sales, marketing and educational activities, may expose us to broadly applicable fraud and abuse and other healthcare laws and regulations (at the federal and state level) that may constrain our business or financial arrangements and relationships through which we market, sell, or distribute drug products.

In addition, we may be subject to transparency laws and patient privacy and security regulation by both the federal government and the states in which we conduct our business. We also plan to conduct clinical trials and may in the future conduct business in jurisdictions outside of the United States, which may cause us to become subject to laws and regulations related to transparency, privacy and security and reimbursement.

The laws in the United States that may affect our ability to operate include, but are not limited to, the following examples:

- The federal Anti-Kickback Statute ("AKS") prohibits, among other things, persons and entities including pharmaceutical manufacturers from, among other things, knowingly and willfully soliciting, receiving, offering or paying remuneration, directly or indirectly, overtly or covertly, in cash or in kind, to induce or reward, or in return for, either the referral of an individual for or the purchase, lease, or order of, or the arranging for an item or service for which payment may be made, in whole or in part, under federal healthcare programs such as the Medicare and Medicaid programs. A person or entity does not need to have actual knowledge of the statute or specific intent to violate it in order to have committed a violation. This statute has been interpreted to apply to arrangements between pharmaceutical manufacturers on the one hand and prescribers, purchasers and formulary managers on the other. Although there are several statutory exceptions and regulatory safe harbors protecting certain common activities from prosecution, they are drawn narrowly, and practices that involve remuneration intended to induce prescribing, purchasing or recommending or arranging for the prescription or purchase of any drug product may be subject to scrutiny if they do not qualify for an exception or safe harbor. This law applies to our marketing practices, educational programs, pricing policies and relationships with healthcare providers. We continue to evaluate what effect, if any, these rules will have on our business.
- The federal civil and criminal false claims laws and civil monetary penalty laws impose a range of prohibitions and compliance considerations. For example, the False Claims Act ("FCA") prohibits individuals or entities from, among other things, knowingly presenting, or causing to be presented, claims for payment to, or approval by, the federal government that are false, fictitious or fraudulent or knowingly making, using or causing to be made or used, a false record or statement material to a false or fraudulent claim to avoid, decrease or conceal an obligation to pay money to the federal government. Claims resulting from a violation of the federal AKS or the FDCA constitute a false or fraudulent claim for purposes of the FCA. Promotion that is deemed to be "off label" can also be the basis of FCA exposure.
- The federal Civil Monetary Penalties law prohibits, among other things, offering or transferring remuneration to a federal healthcare beneficiary that a person knows or should know is likely to influence the beneficiary's decision to order or receive items or services reimbursable by the government from a particular provider or supplier.
- The federal Health Insurance Portability and Accountability Act of 1996 ("HIPAA"), as amended by the Health Information Technology for Economic and Clinical Health Act of 2009 ("HITECH") and its

implementing regulations imposes criminal and civil liability for fraud and false statements relating to healthcare matters. The healthcare fraud statute prohibits knowingly and willfully executing, or attempting to execute, a scheme to defraud any healthcare benefit program, including private payors. The false statements statute prohibits knowingly and willfully falsifying, concealing or covering up a material fact or making any materially false, fictitious or fraudulent statement in connection with the delivery of or payment for healthcare benefits, items or services. Similar to the federal AKS, a person or entity does not need to have actual knowledge of the statute or specific intent to violate it in order to have committed a violation. A violation of these statutes is a felony and may result in fines, imprisonment or exclusion from government sponsored programs, or integrity oversight and reporting obligations to resolve allegations of non-compliance.

- Privacy and data security laws may apply to our business. Under Section 5(a) of the Federal Trade Commission Act, the Federal Trade Commission (the "FTC") expects a company's data security measures to be reasonable and appropriate in light of the sensitivity and volume of consumer information it holds, the size and complexity of its business, and the cost of available tools to improve security and reduce vulnerabilities. Medical data is considered sensitive data that merits stronger safeguards. The FTC's guidance for appropriately securing consumers' personal information is similar to what is required by the HIPAA Security Rule. The FTC's authority under Section 5 is concurrent with HIPAA's jurisdiction and with any action taken under state law. States may also impose requirements, for example the California Consumer Privacy Act created data privacy obligations for covered companies and providing privacy rights to California residents, including the right to opt out of certain disclosures of their information and other states have adopted consumer privacy laws and regulations, including those specific to health information. HIPAA, as amended by HITECH and its implementing regulations, also imposes obligations on certain covered entity healthcare providers, health plans, and healthcare clearinghouses as well as their business associates that perform certain services involving the use or disclosure of individually identifiable health information, including mandatory contractual terms, with respect to safeguarding the privacy, security and transmission of individually identifiable health information. HITECH created new tiers of civil monetary penalties, made civil and criminal penalties directly applicable to business associates, and gave state attorneys authority to file civil actions for damages or injunctions in federal courts to enforce HIPAA laws and seek attorneys' fees and costs. While we are not currently a covered entity or a business associate under HIPAA, our future operations could subject us to HIPAA as a business associate or covered entity, depending on the scope of such operations.
- The federal physician payment transparency requirements, sometimes referred to as the "Physician Payments Sunshine Act," requires applicable manufacturers of covered drugs, devices, biologics and medical supplies for which payment is available under government healthcare programs to annually report to the Centers for Medicare and Medicaid Services ("CMS") information related to certain payments or other transfers of value made or distributed to physicians, certain non-physician practitioners and teaching hospitals, as well as ownership and investment interests held by such healthcare provider and their immediate family members.
- For both investigational and commercialized products, interactions with or communications directed to healthcare providers, patients or patient- or disease-advocates or advocacy groups, and payors, are subject to heightened scrutiny by the FDA. Relative to nonpromotional communications, for example, there are specific and limited FDA accommodations for nonpromotional, truthful and non-misleading sharing of information regarding products in development and off-label uses including dissemination of peer-reviewed reprints, support of independent continuing medical education, and healthcare economic discussions with payors. In a competitive environment, a company's communications about products in development may also be subject to heightened scrutiny.
- Analogous state laws and regulations, such as state anti-kickback and false claims laws, may apply to items or services reimbursed by any third-party payor, including commercial insurers, and in some cases may apply regardless of payor (i.e., even for self-pay scenarios). Some state laws require pharmaceutical companies to comply with the pharmaceutical industry's voluntary compliance guidelines and the relevant compliance guidance promulgated by the federal government in addition to requiring drug manufacturers to report pricing and marketing information, including, among other things, information related to payments to physicians and other healthcare providers or marketing expenditures, state and local laws that require the registration of pharmaceutical sales representatives. Many of these state laws differ from each other in significant ways and

may not have the same effect, and may apply more broadly or be stricter than their federal counterparts, thus complicating compliance efforts; and

- Price reporting laws require the calculation and reporting of complex pricing metrics, where such reported prices may be used in the calculation of reimbursements or discounts on our drug products. Participation in such programs and compliance with their requirements may subject us to increased infrastructure costs and potentially limit our ability to price our drug products.

Ensuring that our business and business arrangements with third parties comply with applicable healthcare laws, as well as responding to possible investigations by government authorities, can be time- and resource-consuming and can divert management's attention from the business, even if the government ultimately finds that no violation has occurred.

Further, our executive officers, directors, employees and consultants and certain other persons are also subject to insider trading rules prohibiting the use of material nonpublic information to purchase, sell or otherwise trade in our securities or those of other companies. In August 2026, the SEC and the FDA announced a memorandum of understanding to establish a formal framework for interagency information sharing, coordination and protocols for exchange of nonpublic information regarding FDA-regulated products and activities, including clinical trial results, status of FDA review, product approvals, facility inspection observations, and other matters within the FDA's regulatory authority. Such developments may increase the risk that our directors, officers, employees, principal investigators, CROs, CMOs, consultants, or other insiders with access to material nonpublic information related to FDA regulatory matters could become the subject of SEC enforcement actions for insider trading or related violations. Although such persons are required to comply with our insider trading policy, there can be no assurance that these measures will be effective in preventing or detecting all instances of insider trading, misuse of material nonpublic information, or other misconduct.

It is possible that governmental authorities will conclude that our business practices may not comply with current or future statutes, regulations or case law involving applicable fraud and abuse or other healthcare laws and regulations. A government investigation, regardless of its outcome, could impact our business practices, harm our reputation, divert attention of management, increase our expenses and reduce availability of assistance to patients. If our operations are found to be in violation of any of these laws or any other governmental regulations that may apply to us, we may be subject to significant penalties, including civil, criminal and administrative penalties, damages, fines, disgorgement, imprisonment, exclusion from participation in government-funded healthcare programs, such as Medicare and Medicaid, integrity oversight and reporting obligations, contractual damages, reputational harm, diminished profits and future earnings and the curtailment or restructuring of our operations. Defending against any such actions can be costly and time-consuming and may require significant financial and personnel resources. Therefore, even if we are successful in defending against any such actions that may be brought against us, our business may be impaired. Further, if any of the physicians or other healthcare providers or entities with whom we expect to do business are found not to be in compliance with applicable laws or regulations, they may be subject to significant criminal, civil or administrative sanctions, including exclusions from government-funded healthcare programs.

Ensuring that our business arrangements with third parties comply with applicable healthcare laws and regulations involves substantial costs. The compliance and enforcement landscape, and related risk, is informed by government enforcement precedent and settlement history, Office of Inspector General advisory opinions, and special fraud alerts. Our approach to compliance may evolve over time in light of these types of developments. Additionally, the potential safe harbors available under the federal AKS are subject to change through legislative and regulatory action, and we may decide to adjust our business practices or be subject to heightened scrutiny as a result. If our operations, including activities to be conducted by our sales team, were to be found to be in violation of any of these laws or any other governmental regulations that may apply to us, we may be subject to significant civil, criminal and administrative penalties, damages, fines, exclusion from government-funded healthcare programs, such as Medicare and Medicaid, qui tam actions brought by individual whistleblowers in the name of the government, and the curtailment or restructuring of our operations.

Recently enacted and future legislation and other developments may increase the difficulty and cost for us to obtain marketing approval of and commercialize our products and product candidates and affect the prices we may obtain.

In the United States and some foreign jurisdictions, there have been a number of legislative and regulatory changes and proposed changes regarding the healthcare system that could prevent or delay marketing approval of our product candidates, restrict or regulate post-approval activities and affect our ability to set the price and profitably sell products for which we have or will obtain marketing approval.

In the United States, the Patient Protection and Affordable Care Act (the "ACA") is a sweeping law intended to broaden access to health insurance, reduce or constrain the growth of healthcare spending, enhance remedies against fraud and abuse, add new transparency requirements for the healthcare and health insurance industries, impose taxes and fees on the health industry and impose additional health policy reforms.

Among the provisions of the ACA of importance to our products and product candidates are the following:

- establishment of a new pathway for approval of lower-cost biosimilars to compete with biologic products;
- an annual, nondeductible fee payable by any entity that manufactures or imports specified branded prescription drugs and biologic agents;
- an increase in the statutory minimum rebates a manufacturer must pay under the Medicaid Drug Rebate Program;
- a new Medicare Part D coverage gap discount program, in which manufacturers must agree to offer point-of-sale discounts off negotiated prices, now reformed as a result of the IRA;
- expansion of manufacturers' Medicaid rebate liability; and
- expansion of the entities eligible for discounts under the Public Health Service pharmaceutical pricing program.

Since its enactment, there have been judicial, executive and Congressional challenges to certain aspects of the ACA. The OBBBA has enacted, among other things, changes to eligibility requirements for premium tax credits, which has resulted, and is expected to result, in less coverage in the ACA's health insurance marketplace over the next few years. In addition, the OBBBA has made other changes to the enrollment and eligibility requirements for Medicaid. Further, the CMS has proposed two mandatory payment model pilots, the Guarding U.S. Medicare Against Rising Drug Costs Model, focused on Part D drugs, and Global Benchmark for Efficient Drug Pricing, focused on Part B drugs, which will require pharmaceutical companies to pay additional rebates on certain medicines whose U.S. net-of-discount prices exceed those in certain other countries.

Further, in March 2021, the American Rescue Plan Act of 2021 was signed into law, which, among other things, eliminated the statutory cap on drug manufacturers' Medicaid Drug Rebate Program rebate liability, effective January 1, 2024, removing the 100% cap that was established in the ACA. In addition, on September 20, 2024, CMS issued a final rule titled "Medicaid Program; Misclassification of Drugs, Program Integrity Updates Under the Medicaid Drug Rebate Program" which may impact our reimbursement and rebate strategy. The ACA expanded the 340B drug discount program to additional facilities for outpatient drugs. These facilities may purchase drugs at the discounted price provided to Medicaid and dispense drugs to people with commercial insurance coverage. This program has greatly expanded over time with qualifying facilities establishing relationships with contract pharmacies, which has continued to exert downward pressure on price and profitability of outpatient medicines. Any changes to Medicaid required rebates could also affect our 340B pricing. Other aspects of the 340B program are subject to ongoing litigation, the resolution of which could impact the scope of the 340B program. We expect that other healthcare reform measures that may be adopted in the future may result in additional reductions in Medicare and other healthcare funding, more rigorous coverage criteria, new payment methodologies and additional downward pressure on the price that we receive for YUTREPIA or any other approved products. Any reduction in reimbursement from Medicare or other government programs may result in a similar reduction in payments from private payors. The implementation of cost containment measures or other healthcare reforms may prevent us from being able to price our products at what we consider to be a fair or competitive price, generate revenue, attain profitability, or commercialize YUTREPIA or our product candidates, if approved.

Moreover, there has been heightened governmental scrutiny over the manner in which manufacturers set prices for their marketed products. Individual states in the United States have become increasingly active in implementing regulations through state Prescription Drug Affordability Boards designed to contain pharmaceutical and biological product pricing, including price or patient reimbursement constraints, discounts, restrictions on certain product access and marketing cost disclosure and transparency measures. Further, executive orders were signed to implement Most Favored Nation drug pricing policies designed to align certain prescription drug prices in the U.S. to lower prices available in other countries. The details of the proposed policies are unclear and the final terms and impact remain uncertain, and may pose long-term risks to our business and our future commercialization plans of YUTREPIA and our other drug candidates. In addition, the Fair Prescription Drug Prices for Americans Act was re-introduced in May 2025 and proposes to cap the retail list price of prescription drugs and biological products in the United States at the average retail list price for such product among certain countries. Although it is uncertain if these pricing proposals will take effect, if made effective, such regulations could significantly impact coverage, pricing, and reimbursement for any approved product. These and other similar developments could significantly limit the degree of market acceptance of YUTREPIA or any of our other product candidates that receive marketing authorization.

The IRA, among other things, requires manufacturers of certain drugs to engage in the drug price negotiation program with Medicare or face steep penalties if they don't agree to provide their drug at the government-set price subject to a cap; imposes rebates under Medicare Part B and Medicare Part D to penalize price increases that outpace inflation; establishes an out-of-pocket maximum for beneficiaries in Part D; and replaces the Part D coverage gap discount program with a new discounting program. The IRA permits the Secretary of the HHS to implement many of these provisions through guidance, as opposed to regulation, for the initial years. HHS has and will continue to issue and update guidance as these programs are implemented. If any of our approved products are subject to price negotiations, it could, among other things, lead to lower revenues prior to the expiry of intellectual property protections. The Medicare drug price negotiation program is currently subject to legal challenges and therefore, its outcome remains uncertain. We continue to evaluate the impact of the IRA on our business, operations and financial condition.

Legally mandated price controls on payment amounts by third-party payors or other restrictions could harm our ability to price our products appropriately, which could negatively impact our business, results of operations, financial condition and prospects. In addition, regional healthcare authorities and individual hospitals are increasingly using bidding procedures to determine what pharmaceutical products and which suppliers will be included in their prescription drug and other healthcare programs. This could reduce the ultimate demand for YUTREPIA or our product candidates, if approved, or put pressure on our product pricing, which could negatively affect our business, results of operations, financial condition and prospects.

Legislative and regulatory proposals have been made to expand post-approval requirements and restrict sales and promotional activities for pharmaceutical products. We cannot be sure whether additional legislative changes will be enacted, or whether the FDA or foreign regulations, guidance or interpretations will be changed, or what the impact of such changes on the marketing approvals of our product candidates, if any, may be. Further, the FDA has made significant policy changes affecting research, testing, regulatory approval or clearance, manufacturing and marketing of FDA-regulated products. The FDA has also adopted certain programs, including the PreCheck Program and Commissioner's National Priority Review Voucher Program, designed to increase domestic production of FDA-regulated products, and increased enforcement activities by issuing larger numbers of warning letters to pharmaceutical companies related to violation of regulatory standards governing direct-to-consumer advertising. In addition, increased scrutiny by Congress of the FDA's approval process may significantly delay or prevent marketing approval, as well as subject us to more stringent product labeling and post-marketing testing and other requirements. Changes to healthcare regulation and policies, agency priorities, enforcement initiatives and focus, and coverage and reimbursement for healthcare products and services may be sudden and unexpected, and we may experience increased costs to monitor for such changes and respond to any new requirements affecting our business and operations.

There is also a great degree of uncertainty regarding how the U.S. Supreme Court decisions, including Loper Bright Enterprises v. Raimondo and Corner Post, Inc. v. Board of Governors of the Federal Reserve System, will impact enforcement and decision-making authority of regulatory agencies, including those of the FDA. Loper Bright explicitly overturned Chevron deference, which previously gave judicial deference to administrative action by agencies in the executive branch. Further, the U.S. Supreme Court's decision in Corner Post may result in challenges to FDA

decisions by new litigants long into the future, resulting in greater uncertainty about our continued operations. In February 2025, an executive order was signed asserting greater authority over all federal agencies, including those established by Congress as independent from direct presidential control. The executive order may lead to continued delays, if not cancellations, of pending and proposed regulations at federal agencies and introduces uncertainty as it subjects all significant regulatory actions by the agencies to presidential supervision and control. We cannot predict the impact that such executive order, any future executive orders or legislation implementing executive orders may have on our business or our results of operations.

We and the third parties with whom we work are subject to stringent and evolving U.S. and foreign laws, regulations and rules, contractual obligations, industry standards, policies and other obligations related to data privacy and security. Any actual or perceived failure to comply with such obligations could lead to government enforcement actions (which could include civil or criminal penalties), private litigation (including class claims), negative publicity or other adverse consequences that could negatively affect our operating results and business.

In the ordinary course of business, we and our partners process sensitive data, including personal data. As a result, we and our partners may be subject to numerous data privacy and security obligations, such as various federal, state and foreign laws and regulations, guidance, industry standards, external and internal privacy and security policies, contractual requirements and other obligations relating to data privacy and security. In the United States, numerous federal, state and local governments have enacted laws and regulations, including state data breach notification laws, state health information privacy laws, federal and state consumer protection laws and other similar regulations that govern the processing of sensitive data, including health-related information. For example, HIPAA, as amended by HITECH, imposes specific requirements relating to the privacy, security and transmission of individually identifiable protected health information. There are additional federal and state privacy and security-related laws that may be more restrictive than HIPAA and could impose additional penalties. For example, even when HIPAA does not apply, failing to take appropriate steps to keep consumers' personal information secure may constitute unfair acts or practices in or affecting commerce in violation of the Federal Trade Commission Act. The FTC expects a company's data security measures to be reasonable and appropriate in light of the sensitivity and volume of consumer information it holds, the size and complexity of its business, and the cost of available tools to improve security and reduce vulnerabilities.

In addition, several U.S. states have enacted comprehensive privacy laws that impose certain obligations on covered businesses, including, without limitation, providing specific disclosures in privacy notices and affording residents with certain rights concerning their personal data. As applicable, such rights may include the right to access, correct or delete certain personal data, and to opt-out of certain data processing activities, such as targeted advertising, profiling and automated decision-making. Failure to comply with these laws, where applicable, can result in significant statutory fines. For example, the California Consumer Privacy Act, as amended by the California Privacy Rights Act of 2020 (collectively the "CCPA"), applies to personal data of consumers, business representatives and employees who are California residents, and requires businesses to provide specific disclosures in privacy notices and honor requests of such individuals to exercise certain privacy rights. The CCPA and other comprehensive U.S. state privacy laws provide exceptions for some data processed in the context of clinical trials, but these developments may further complicate compliance efforts and increase legal risk and compliance costs for us and the third parties with whom we work. The existence of comprehensive privacy laws in different states in the country would make our compliance obligations more complex and costly and may increase the likelihood that we may be subject to enforcement actions or otherwise incur liability for noncompliance.

Outside the United States, an increasing number of laws and regulations, including the General Data Protection Regulation in the EU and United Kingdom (collectively, the "GDPR") may also apply to our processing of sensitive data, including health-related and other personal data. The GDPR imposes strict obligations and restrictions on the ability to collect, analyze and transfer personal data, including health data from clinical trials and adverse event reporting. In particular, these obligations and restrictions concern, when required, the consent of the individuals to whom the personal data relates, the information provided to the individuals, the transfer of personal data out of the EU or the United Kingdom, security breach notifications, security and confidentiality of the personal data and imposition of substantial potential fines for breaches of the data protection obligations. In addition, the EU and other jurisdictions have enacted laws restricting the transfer of personal data from the EU and other jurisdictions to the United States due to data localization requirements or limitations on cross-border data flows. Although there are currently various

mechanisms that may be used to transfer personal data from the EU and United Kingdom to the United States in compliance with law, these mechanisms are subject to legal challenges, and there is no assurance that we can satisfy or rely on these measures to lawfully transfer personal data to the United States.

Obligations related to data privacy and security (and consumers' data privacy expectations) are rapidly evolving, becoming increasingly stringent and creating uncertainty. Additionally, these obligations may be subject to differing applications and interpretations, which may be inconsistent or conflict among jurisdictions. Preparing for and complying with U.S. and foreign data privacy and security laws, rules and regulations could require us to take on more onerous obligations in our contracts, require us to engage in costly compliance exercises, restrict our ability to collect, use and disclose sensitive data, or, in some cases, impact our or our partners' or suppliers' ability to operate in certain jurisdictions. Any actual or perceived failure to comply with U.S. and foreign data protection laws and regulations could result in government investigations and enforcement actions (which could include civil or criminal penalties), fines, private litigation or adverse publicity and could negatively affect our operating results and business. In particular, plaintiffs have become increasingly more active in bringing privacy-related claims against companies, including class claims and mass arbitration demands. Moreover, patients about whom we or our partners obtain information, as well as the providers who share this information with us, may contractually limit our ability to use and disclose the information. Claims that we have violated individuals' privacy rights, failed to comply with data protection laws or breached our contractual obligations, even if we are not found liable, could be expensive and time-consuming to defend and could result in adverse publicity that could harm our business.

We, directly or through our third-party service providers, may adopt, use or incorporate artificial intelligence ("AI") technology and capabilities into the information technology systems or software that we use in our business and operations. Defects in such AI technology or related security breaches, loss of data and other disruptions as well as changes in implementation standards and enforcement practices under a rapidly evolving regulatory framework for AI technology may adversely affect our business and operations and potentially expose us to increasing liability.

We, directly or through our third-party service providers, may adopt, use or incorporate AI technology and capabilities into information technology systems, software or other tools to help us operate our business more efficiently than existing industry tools. Use of AI technology may introduce operational, cybersecurity, privacy, intellectual property, data-integrity, bias and quality-control risks, including risks arising from inaccurate outputs, inappropriate reliance on AI-generated content, unauthorized use or disclosure of confidential or personal information and failures by vendors to develop, deploy or monitor AI tools in accordance with applicable requirements. The regulatory framework for AI technologies is rapidly evolving as many federal, state and foreign government bodies and agencies have introduced, enacted or are considering additional laws, regulations, executive orders, guidance and other enforcement initiatives that may affect the development, procurement, deployment and use of AI technology. In addition, existing laws and regulations may be interpreted in ways that would affect the use of AI in our business.

In the European Union, the EU Artificial Intelligence Act (the "EU AI Act") establishes a comprehensive, risk-based governance framework for AI in the EU market. The EU AI Act and developing interpretation and application of the GDPR in respect of automated decision making, together with developing guidance and/or decisions concerning the impact of AI technology on data privacy may affect our use of AI technologies. Further, interpretation and implementation of intellectual property protection in the field of AI are rapidly evolving and there is uncertainty and ongoing litigation in different jurisdictions as to the degree and extent of protection warranted for AI and relevant system inputs and outputs. If we fail to obtain protection for intellectual property rights for any of our intellectual property that may incorporate or be developed using AI technologies, or later have our intellectual property rights invalidated or otherwise diminished, our competitors may be able to take advantage of our research and development efforts to develop competing products that could adversely affect our business, reputation and financial condition. Further, other parties may have, or in the future may obtain, patents or other proprietary rights that would prevent, limit or interfere with our ability to use any AI technologies that we may develop or use in our business.

The evolving regulatory framework for AI technologies and related implementation standards and enforcement practices remain uncertain, and we cannot yet determine the impact that current or future laws, regulations, standards, agency guidance, enforcement priorities or market perception of such requirements may have on our business and may not always be able to anticipate how to respond to these laws or regulations. We may need to expend resources to

adjust our systems in certain jurisdictions if the laws, regulations, decisions or guidance are not consistent across jurisdictions. Further, the cost to comply with such laws, regulations, decisions and/or guidance interpreting existing laws could be significant and would increase our operating expenses. Such an increase in operating expenses, as well as any actual or perceived failure to comply with such laws and regulations, could materially and adversely affect our business, financial condition, results of operations, and prospects.

Environmental, social and governance matters may impact our business and reputation.

Compliance with environmental, social and governance (collectively, "ESG") regulations and policies may result in increased costs associated with developing, manufacturing and distributing our products. Our ability to compete could also be affected by changing customer preferences and requirements, such as growing demand for more environmentally friendly products, packaging or supplier practices, or by failure to meet such customer expectations or demand. Regulatory changes and policies have scaled back or halted proposed or enacted ESG-related regulations, which has impacted the requirements and preferences of various government agencies and external stakeholders. To the extent ESG-related regulations and policies remain in place, if we do not meet the ESG expectations of our investors, customers and other stakeholders, we could experience reduced demand for our products, loss of customers, and other negative impacts on our business and results of operations.

Climate change or legal, regulatory or market measures to address climate change may negatively affect our business, results of operations, cash flows and prospects.

We believe that climate change has the potential to negatively affect our business and results of operations, cash flows and prospects. We are exposed to physical risks (such as extreme weather conditions or rising sea levels), risks in transitioning to a low-carbon economy (such as additional legal or regulatory requirements, changes in technology, market risk and reputational risk) and social and human effects (such as population dislocations and harm to health and well-being) associated with climate change. These risks can be either acute (short-term) or chronic (long-term).

The adverse impacts of climate change include increased frequency and severity of natural and man-made disasters and extreme weather events such as hurricanes, flooding, typhoons, tornados, wildfires and fires, drought, extreme heat, earthquakes, water shortages, blizzards and other extreme weather conditions. Extreme weather and sea-level rise pose physical risks to our facilities as well as those of our suppliers. Such risks include losses incurred as a result of physical damage to facilities, loss or spoilage of inventory, power outages, telecommunications, transportation or other infrastructure failure, cybersecurity incidents and other business interruption caused by such natural and man-made disasters and extreme weather events. Other potential physical impacts due to climate change include reduced access to high-quality water in certain regions and the loss of biodiversity, which could impact future product development. These risks could disrupt our operations and our supply chain, which may result in increased costs.

New legal or regulatory requirements may be enacted to prevent, mitigate, or adapt to the implications of a changing climate and its effects on the environment. These regulations, which may differ across jurisdictions, could result in us being subject to new or expanded carbon pricing or taxes, increased compliance costs, restrictions on greenhouse gas emissions, investment in new technologies, increased carbon disclosure and transparency, upgrade of facilities to meet new building codes, and the redesign of utility systems, which could increase our operating costs, including the cost of electricity and energy used by us. Our supply chain would likely be subject to these same transitional risks and would likely pass along any increased costs to us.

Risks Related to Our Dependence on Third Parties

We rely on third parties to conduct our preclinical studies and clinical trials.

We currently rely on, and plan to continue to rely on, third-party CROs to monitor and manage data for our preclinical studies and clinical trials. However, we are responsible for ensuring that each of our trials is conducted in accordance with the applicable regulatory standards and our reliance on CROs does not relieve us of our regulatory responsibilities.

The CROs on which we rely are required to comply with FDA regulations (and the regulations of comparable regulatory authorities in other countries) regarding GCP. Regulatory authorities enforce GCP standards through periodic inspections. If any of the CROs on which we rely fail to comply with the applicable GCP standards, the clinical data generated in our clinical trials may be deemed unreliable. While we have contractual agreements with these CROs, we have limited influence over their actual performance and cannot control whether or not they devote sufficient time and resources to our preclinical studies and clinical trials. A failure to comply with the applicable regulations in the conduct of the preclinical studies and clinical trials for our product candidates may require us to repeat such studies or trials, which would delay the process of obtaining marketing approval for our product candidates and have a material and adverse effect on our business and prospects.

Some of our CROs have the ability to terminate their respective agreements with us if, among other things, it can be reasonably demonstrated that the safety of the patients participating in our clinical trials warrants such termination. If any of our agreements with our CROs is terminated, and if we are not able to enter into agreements with alternative CROs on acceptable terms or in a timely manner, or at all, the clinical development of our product candidates may be delayed and our development expenses could be increased.

We depend on third parties for clinical and commercial supplies, including single suppliers for the active ingredient, the device, encapsulation and packaging of YUTREPIA and single suppliers for the drug product and device for L606. In the event of any disruption in these supplies, our ability to develop and commercialize, and the timeline for commercialization of, YUTREPIA and/or L606 may be adversely affected.

We depend on third-party suppliers for clinical and commercial supplies for the supply of materials and components necessary for clinical and commercial production of YUTREPIA and L606, including the APIs which are used in our product candidates. These supplies may not always be available to us at the standards we require or on terms acceptable to us, or at all, and we may not be able to locate alternative suppliers in a timely manner, or at all. If we are unable to obtain necessary clinical or commercial supplies, our manufacturing operations and clinical trials and the clinical trials of our collaborators may be delayed or disrupted and our business and prospects may be materially and adversely affected as a result.

For example, we currently rely on a sole supplier for treprostinil, the API of YUTREPIA, which sources treprostinil from a manufacturer in South Korea, with whom we have a long-term supply agreement. If our supplier is unable to supply treprostinil to us in the quantities we require, or at all, or otherwise defaults on its supply obligations to us, or if it ceases its relationship with us, we may not be able to obtain alternative supplies of treprostinil from other suppliers on acceptable terms, in a timely manner, or at all. We also rely on a sole supplier located in Tampa, Florida for encapsulation and packaging services, with whom we have a long-term contract. Furthermore, YUTREPIA is administered using the RS00 Model DPI, which is manufactured by Plastiape, which is located in Italy. In the event of any prolonged disruption to our supply of treprostinil, the encapsulation and packaging services, or the manufacture and supply of RS00 Model DPI, our ability to develop and commercialize YUTREPIA may be adversely affected.

In addition, for L606, we rely upon single sources of supply for the API, the device, manufacture of bulk drug product and packaging, some of which are located in Taiwan. The operations of our current manufacturing partners and those of their suppliers may be materially disrupted by changes in regulations or policies, including increased tariffs or restrictions on trade, development, research or manufacturing of pharmaceutical products with certain countries. See *Risk Factors—Risks Related to the Commercialization of our Products and Product Candidates—We are currently operating in a period of global economic uncertainty and capital markets disruption, which has been significantly impacted by geopolitical instability.* Changes and instability in global economic conditions and geopolitical matters could have a material adverse effect on our business, financial condition and results of operations. Any such executive orders, legislative action or potential sanctions on certain countries could result in trade wars, supply chain disruptions and heightened geopolitical tensions and instability and we may be unable to secure an adequate supply of L606 at a reasonable cost or in a timely manner, if at all. While we are currently working to establish a secondary supply chain outside of Taiwan, we cannot be certain if or when such secondary supply chain will be established.

In addition, while we have secured a device to use in our clinical study for L606, the device we plan to use in the clinical study will not be available for use commercially. If we are unable to secure approval for a device to use

commercially for our L606 program, if any required bridging studies related to such new device are unsuccessful or if we are unable to establish an agreement with the manufacturer of that device for the commercial supply of such devices or obtain adequate quantities of that device in a timely manner or at all, we may be unable to successfully obtain approval for or commercialize L606, even if our clinical studies with the current device are successful, or to do so in a timely manner.

If any of our limited source suppliers are adversely affected by geopolitical events, natural or man-made disasters, public health emergencies or other events that disrupt or adversely affect their operations or their ability to supply us, our business may be adversely affected.

If we are unable to establish or maintain licensing and collaboration arrangements with other pharmaceutical companies on acceptable terms, or at all, we may not be able to develop and commercialize additional product candidates using our PRINT technology.

We have collaborated with, and may consider collaborating with, among others, pharmaceutical companies to expand the applications for our PRINT technology through licensing as well as joint product development arrangements. In addition, if we are able to obtain marketing approval for our product candidates from regulatory authorities, we may enter into strategic relationships with collaborators for the commercialization of such products.

Collaboration and licensing arrangements are complex and time-consuming to negotiate, document, implement and maintain. We may not be successful in our efforts to establish collaboration or other alternative arrangements should we so choose to enter into such arrangements. In addition, the terms of any collaboration or other arrangements that we may enter into may not be favorable to us or may restrict our ability to enter into further collaboration or other arrangements with third parties. For example, collaboration agreements may contain exclusivity arrangements which limit our ability to work with other pharmaceutical companies to expand the applications for our PRINT technology, as is the case in our collaboration agreement with GSK which restricts our ability to use PRINT for inhaled applications with respect to certain identified compounds.

If we are unable to establish licensing and collaboration arrangements or the terms of such agreements we enter into are unfavorable to us or restrict our ability to work with other pharmaceutical companies, we may not be able to expand the applications for our PRINT technology or commercialize our products, if and when approved, and our business and prospects may be materially and adversely affected.

Our collaboration and licensing arrangements may not be successful.

Our collaboration and licensing arrangements, as well as any future collaboration and licensing arrangements that we may enter into, may not be successful. The success of our collaboration and licensing arrangements will depend heavily on the efforts and activities of our collaborators, which are not within our control. We may, in the course of our collaboration and licensing arrangements, be subject to numerous risks, including, but not limited to, the following:

- our collaborators may have significant discretion in determining the efforts and resources that they will contribute;
- our collaborators may delay clinical trials, provide insufficient funding for a clinical trial program, stop a clinical trial, abandon a product candidate, repeat or conduct new clinical trials or require a new formulation of a product candidate for clinical testing;
- our collaborators may independently, or in conjunction with others, develop products that compete directly or indirectly with our product candidates;
- we may grant exclusive rights to our collaborators that would restrict us from collaborating with others. For example, we are currently subject to certain restrictions with regard to our ability to enter into collaboration arrangements to use PRINT for the development of inhaled therapeutics using certain identified compounds pursuant to our collaboration with GSK;
- our collaborators may not properly maintain or defend our intellectual property rights or may use our intellectual property or proprietary information in a way that gives rise to actual or threatened litigation that

could jeopardize or invalidate our intellectual property or proprietary information or expose us to potential liability;
- disputes may arise between us and our collaborators, which may cause a delay in or the termination of our research, development or commercialization activities;
- our collaboration and licensing arrangements may be terminated;
- our collaborators may own or co-own certain intellectual property arising from our collaboration and licensing arrangements with them, which may restrict our ability to develop or commercialize such intellectual property; and
- our collaborators may alter the strategic direction of their business or may undergo a change of control or management, which may affect the success of our collaboration arrangements with them.

Risks Related to our Intellectual Property

We may be subject to claims from third parties that our products infringe their intellectual property rights.

The pharmaceutical industry has experienced rapid technological change and obsolescence in the past, and our competitors have strong incentives to stop or delay any introduction of new drug products or related technologies by, among other things, establishing intellectual property rights over their drug products or technologies and aggressively enforcing these rights against potential new entrants into the market. We expect that we and other industry participants will be increasingly subject to infringement claims as the number of competitors and drug products grows.

Our commercial success depends in large part upon our ability to develop, manufacture, market and sell our drug products or product candidates, including L606, without infringing on the patents or other proprietary rights of third parties. It is not always clear to industry participants, including us, what the scope of a patent covers. Due to the large number of patents in issue and patent applications filed in our industry, there is a risk that third parties will claim that our products or technologies infringe their intellectual property rights.

Claims for infringement of intellectual property which are brought against us, whether with or without merit, and which are generally uninsurable, could result in time-consuming and costly litigation, diverting our management's attention from our core business and reducing the resources available for our drug product development, manufacturing and marketing activities, and consequently have a material and adverse effect on our business and prospects, regardless of the outcome. Moreover, such proceedings could put our patents at risk of being invalidated or interpreted narrowly and our patent applications at risk of not being issued. We also may not prevail in any lawsuits that we initiate and the damages or other remedies awarded, if any, may not be commercially meaningful. Uncertainties resulting from the initiation and continuation of litigation or other proceedings could also have a material and adverse effect on our ability to compete in the market. Third parties making claims against us could obtain injunctive or other equitable relief against us, which could prevent us from further developing or commercializing our product candidates, including L606.

In particular, if we seek to supplement the NDA for YUTREPIA to add a new indication or if we seek approval for any of our product candidates, including L606, under the 505(b)(2) regulatory pathway, we could become subject to litigation under the Hatch-Waxman Act, under which the owner of patents listed on the Orange Book and referenced by an NDA that we file may bring patent infringement suit against us after receipt of our notice of paragraph IV certification. For example, in connection with an amendment to our NDA filed in July 2023 to add PH-ILD as an indication for YUTREPIA, a new notice of the paragraph IV certification was provided to UTC as the owner of the patents that are the subject of the certification to which the NDA for YUTREPIA refers. As a result, UTC filed the '327 Patent Litigation. In October 2026, we entered into the Settlement Agreement, which resolved, without admission of liability by either party, all ongoing litigation between us and UTC, including dismissal of the '327 Patent Litigation. In connection with the Settlement Agreement, we have made and are required to make significant payments under the Settlement Agreement, the Sandoz Agreement, the Henderson Agreement and the PBM Agreement. In addition, we filed a supplement with the FDA to amend the current product label of YUTREPIA to remove PH-ILD as an indicated treatment as well as any reference to PH-ILD and ceased any and all activities relating to the marketing, advertising, promotion, and detailing of YUTREPIA for the treatment of PH-ILD.

In addition, our Settlement Agreement with UTC does not preclude them from asserting new patent claims against us with respect to new products, such as L606, or new indications for YUTREPIA. Thus, UTC or other third parties may bring lawsuits alleging that we infringe patents even outside of the Hatch-Waxman context. In such lawsuits, the party bringing the lawsuit may seek to require the FDA to deny or withdraw final approval for YUTREPIA or our other product candidates, including L606, for one or more indications or other monetary or equitable relief.

In the event of a successful infringement claim against us, including an infringement claim filed in response to a paragraph IV certification, we may be required to pay damages, cease the development or commercialization of our drug products or product candidates, limit the label of our products to fewer indications than intended, re-engineer or redevelop our drug products or product candidates or enter into royalty or licensing agreements, any of which could have a material and adverse impact on our business, financial condition and results of operations. Any effort to re-engineer or redevelop our products would require additional monies and time to be expended and may not ultimately be successful.

Infringement claims may be brought against us in the future, and we cannot assure you that we will prevail in any ensuing litigation given the complex technical issues and inherent uncertainties involved in intellectual property litigation. Our competitors may have substantially greater resources than we do and may be able to sustain the costs of such litigation more effectively than we can.

Even if we are able to reach a settlement agreement to resolve any such litigation, we may have subsequent disputes regarding compliance with the terms of such settlement agreement. For example, if UTC believes that we have breached the terms of the Settlement Agreement, they may file a claim for breach of contract in which they seek monetary or equitable relief.

Any lawsuit, regardless of its outcome, could impact our business practices, harm our reputation, divert attention of management and increase our expenses. Therefore, even if we are successful in defending against any such lawsuits that may be brought against us, our business may be impaired.

Our commercial success depends largely on our ability to protect our intellectual property.

Our commercial success depends, in large part, on our ability to obtain and maintain patent protection and trade secret protection in the United States and elsewhere in respect of our product candidates and PRINT technology. If we fail to adequately protect our intellectual property rights, our competitors may be able to erode, negate or preempt any competitive advantage we may have. To protect our competitive position, we have filed and will continue to file for patents in the United States and elsewhere in respect of our product candidates and PRINT technology. The process of identifying patentable subject matter and filing a patent application is expensive and time-consuming. We cannot assure you that we will be able to file the necessary or desirable patent applications at a reasonable cost, in a timely manner, or at all. Further, since certain patent applications are confidential until patents are issued, third parties may have filed patent applications for subject matter covered by our pending patent applications without us being aware of such applications, and our patent applications may not have priority over patent applications of others. In addition, we cannot assure you that our pending patent applications will result in patents being obtained. Once published, all patent applications and publications throughout the world, including our own, become prior art to our new patent applications and may prevent patents from being obtained or interfere with the scope of patent protection that might be obtained. The standards that patent offices in different jurisdictions use to grant patents are not always applied predictably or uniformly and may change from time to time.

Even if we have been or are able to obtain patent protection for our product candidates or PRINT technology, if the scope of such patent protection is not sufficiently broad, we may not be able to rely on such patent protection to prevent third parties from developing or commercializing product candidates or technology that may copy our product candidates or technology. The enforceability of patents in the pharmaceutical industry involves complex legal and scientific questions and can be uncertain. Accordingly, we cannot assure you that third parties will not successfully challenge the validity, enforceability or scope of our patents. A successful challenge to our patents may lead to generic versions of our drug products being commercialized before the expiration of our patents or otherwise limit our ability to stop others from using or commercializing similar or identical products and technology. A successful challenge to our patents may also reduce the duration of the patent protection of our drug products or technology. In addition, we cannot

assure you that we will be able to detect unauthorized use or take appropriate, adequate and timely actions to enforce our intellectual property rights. If we are unable to adequately protect our intellectual property, our business, competitive position and prospects may be materially and adversely affected.

Even if our patents or patent applications are unchallenged, they may not adequately protect our intellectual property or prevent third parties from designing around our patents or other intellectual property rights. If the patent applications we file or may file do not lead to patents being granted or if the scope of any of our patent applications is challenged, we may face difficulties in developing our product candidates, companies may be dissuaded from collaborating with us, and our ability to commercialize our product candidates may be materially and adversely affected. We are unable to predict which of our patent applications will lead to patents or assure you that any of our patents will not be found invalid or unenforceable or challenged by third parties. The patents of others may prevent the commercialization of product candidates incorporating our technology. In addition, given the amount of time required for the development, clinical testing and regulatory review of new product candidates, any patents protecting our product candidates may expire before or shortly after such product candidates might become approved for commercialization.

Moreover, the issuance of a patent is not conclusive as to the inventorship of the patented subject matter, or its scope, validity or enforceability. We cannot assure you that all of the potentially relevant prior art, that is, any evidence that an invention is already known, relating to our patents and patent applications, has been found. If such prior art exists, it may be used to invalidate a patent or may prevent a patent from being issued.

In addition, we, our collaborators or our licensees may fail to identify patentable aspects of inventions made in the course of development and commercialization activities before it is too late to obtain patent protection on them. As a result, we may miss potential opportunities to seek patent protection or strengthen our patent position.

Patent terms may be inadequate to protect our competitive position on our product candidates for an adequate amount of time.

Patents have a limited lifespan. In the United States, the natural expiration of a patent is generally 20 years after it is filed. While various extensions may be available, the life of a patent, and the protection it affords, is limited. Given the amount of time required for the development, testing and regulatory review of new product candidates, patents protecting such candidates might expire before or shortly after such candidates are commercialized.

We intend to seek extensions of patent terms in the United States and, if available, in other countries where we prosecute patents. In the United States, the Hatch-Waxman Act permits patent owners to request a patent term extension, based on the regulatory review period for a product, of up to five years beyond the normal expiration of the patent, which is limited to one patent claiming the approved drug product or use in an indication (or any additional indications approved during the period of extension). However, the applicable authorities, including the FDA and the USPTO, in the United States, and comparable regulatory authorities in other countries, may not agree with our assessment of whether such extensions are available, and may refuse to grant extensions to our patents, or grant more limited extensions than we had requested. In addition, if we apply for any such extension to a patent that is subsequently invalidated, we may lose the benefit of any such extension. In such event, our competitors may be able to take advantage of our investment in development and clinical trials by referencing our preclinical and clinical data in their marketing approval applications with the FDA to launch their drug product earlier than might otherwise be the case.

If we are unable to protect our trade secrets, the value of our PRINT technology and product candidates may be negatively impacted, which would have a material and adverse effect on our competitive position and prospects.

In addition to patent protection, we rely on trade secret protection to protect certain aspects of our intellectual property. We also license trade secrets from Pharmosa with respect to L606. While we require parties who have access to any portion of our trade secrets, such as our employees, consultants, advisers, CROs, CMOs, collaborators and other third parties, to enter into non-disclosure and confidentiality agreements with us, we cannot assure you that these parties will not disclose our proprietary information, including our trade secrets, in breach of their contractual obligations. Enforcing a claim that a party has illegally disclosed or misappropriated a trade secret is difficult, costly and time-consuming, and we may not be successful in doing so. If the steps we have taken to protect our trade secrets are deemed by the

adjudicating court to be inadequate, we may not be able to obtain adequate recourse against a party for misappropriating our trade secrets.

Trade secrets can be difficult to protect as they may, over time, be independently discovered by our competitors or otherwise become known despite our trade secret protection. If any of our trade secrets were to be lawfully obtained or independently developed by our competitors, we would have no right to prevent such competitors, or those to whom they communicate such technology or information, from using that technology or information to compete with us. Such competitors could attempt to replicate some or all of the competitive advantages we derive from our development efforts, willfully infringe our intellectual property rights, design around our protected technology or develop their own competitive technologies that fall outside of our intellectual property rights.

If our trade secrets were to be disclosed to or independently developed by our competitors, our competitors may be able to exploit our PRINT technology to develop competing product candidates, and the value of our PRINT technology and our product candidates may be negatively impacted. This would have a material and adverse effect on our competitive position and prospects.

We rely on licenses to intellectual property that are owned by third parties.

We have entered and may, in the future, enter into license agreements with third parties to license the rights to use their technologies in our research, development and commercialization activities. License agreements generally impose various diligence, milestone payment, royalty, insurance and other obligations on us, and if we fail to comply with these obligations, our licensors may have the right to terminate these license agreements. Termination of these license agreements or the reduction or elimination of our licensed rights or the exclusivity of our licensed rights may have an adverse impact on, among other things, our ability to develop and commercialize our product candidates. We cannot assure you that we will be able to negotiate new or reinstated licenses on commercially acceptable terms, or at all.

In addition, we license certain patent rights for our PRINT technology from UNC under the UNC License Agreement. Under the UNC License Agreement, UNC has the right to terminate our license if we materially breach the agreement and fail to cure such breach within the stipulated time. In the event that UNC terminates our license and we have a product that relies on that license, including YUTREPIA, it may bring a claim against us, and if they are successful, we may be required to compensate UNC for the unauthorized use of their patent rights through the payment of royalties.

Similarly, under our license agreement with Pharmosa, Pharmosa has the right to terminate our license if we materially breach the agreement and fail to cure such breach within the stipulated time. In the event that Pharmosa terminates our license and we have a product that relies on that license, including L606, it may bring a claim against us, and if they are successful, we may be required to compensate Pharmosa for the unauthorized use of their patent rights through the payment of royalties.

Also, the agreements under which we license patent rights may not give us control over patent prosecution or maintenance, so that we may not be able to control which claims or arguments are presented and may not be able to secure, maintain or successfully enforce necessary or desirable patent protection from those patent rights. We do not have primary control over patent prosecution and maintenance for certain of the patents we license, and therefore cannot assure you that these patents and applications will be prosecuted or maintained in a manner consistent with the best interests of our business. We also cannot assure you that patent prosecution and maintenance activities by our licensors, if any, will be conducted in compliance with applicable laws and regulations or will result in valid and enforceable patents.

Pursuant to the terms of some of our license agreements with third parties, some of our third-party licensors have the right, but not the obligation, in certain circumstances, to control the enforcement of our licensed patents or defense of any claims asserting the invalidity of these patents. Even if we are permitted to pursue such enforcement or defense, we will require the cooperation of our licensors, and we cannot assure you that we will receive such cooperation on commercially acceptable terms, or at all. We also cannot assure you that our licensors will allocate sufficient resources or prioritize their or our enforcement of these patents or defense of these claims to protect our interests in the licensed

patents. If we cannot obtain patent protection, or enforce existing or future patents against third parties, our competitive position, business and prospects may be materially and adversely affected.

Further, licenses to intellectual property may not always be available to us on commercially acceptable terms, or at all. In the event that the licenses we rely on are not available to us on commercially acceptable terms, or at all, our ability to commercialize our PRINT technology or product candidates, and our business and prospects, may be materially and adversely affected.

We may become involved in litigation to protect our intellectual property, to enforce our intellectual property rights or to defend against claims of intellectual property infringement by third parties, which could be expensive, time-consuming and may not be successful.

Competitors may infringe our patents or misappropriate or otherwise violate our intellectual property rights. To counter infringement or unauthorized use, we may engage in litigation to, among other things, enforce or defend our intellectual property rights, determine the validity or scope of our intellectual property rights and those of third parties, and protect our trade secrets. Such actions may be time-consuming and costly and may divert our management's attention from our core business and reduce the resources available for our clinical development, manufacturing and marketing activities, and consequently have a material and adverse effect on our business and prospects, regardless of the outcome.

In addition, in an infringement proceeding, a court may decide that a patent owned by, or licensed to, us is invalid or unenforceable, or may refuse to stop the other party from using the technology in question on the ground that our patents do not cover such technology. An adverse result in any litigation proceeding could put one or more of our patents at risk of being invalidated, held unenforceable or interpreted narrowly. Furthermore, because of the substantial amount of discovery required in connection with intellectual property litigation, there is a risk that our confidential information may be compromised by disclosure.

We may not be able to enforce our intellectual property rights throughout the world.

Filing, prosecuting, enforcing and defending patents on our PRINT technology and our products and product candidates throughout the world may be prohibitively expensive and may not be financially or commercially feasible. In countries where we have not obtained patent protection, our competitors may be able to use our proprietary technologies to develop competing product candidates.

Also, the legal systems of non-U.S. jurisdictions may not protect intellectual property rights to the same extent or in the same manner as the laws of the United States, and we may face significant difficulty in enforcing our intellectual property rights in these jurisdictions. The legal systems of certain developing countries may not favor the enforcement of patents and other intellectual property rights. We may therefore face difficulty in stopping the infringement or misappropriation of our patents or other intellectual property rights in those countries.

We need to protect our trademark, trade name and service mark rights to prevent competitors from taking advantage of our name recognition.

We believe that the protection of our trademark, trade name and service mark rights, such as Liquidia, the Liquidia logo, PRINT, and YUTREPIA, is an important factor in product recognition, protecting our brand, maintaining goodwill and maintaining or increasing market share. We may expend substantial cost and effort in an attempt to register new trademarks, trade names and service marks and maintain and enforce our trademark, trade name and service mark rights. If we do not adequately protect our rights in our trademarks, trade names and service marks from infringement, any name recognition that we have developed in those trademarks could be lost or impaired.

Third parties may claim that the sale or promotion of YUTREPIA and our product candidates, including L606, when and if approved, may infringe on the trademark, trade name and service mark rights of others. Trademark, trade name and service mark infringement problems occur frequently in connection with the sale and marketing of pharmaceutical products. If we become involved in any dispute regarding our trademark, trade name and service mark rights, regardless of whether we prevail, we could be required to engage in costly, distracting and time-consuming litigation that could

harm our business. If the trademarks, trade names and service marks we use are found to infringe upon the trademarks, trade names or service marks of another company, we could be liable for damages and be forced to stop using those trademarks, trade names or service marks, and as a result, we could lose all the name recognition that has been developed in those trademarks, trade names or service marks.

Risks Related to the Manufacturing of our Products and Product Candidates

We may experience unexpected challenges as we ramp up our manufacturing capacity to meet demand or during commercial manufacturing, which may result in our inability to supply sufficient quantities of product to meet demand.

We may need to expand our manufacturing capabilities to effectively commercialize YUTREPIA and meet market growth. The manufacturing process for our products is complex, due in part to strict regulatory requirements. A failure of our quality control systems in our facilities or those of our CMOs could cause problems to arise in connection with facility operations for a variety of reasons, including equipment malfunction, viral contamination, failure to follow specific manufacturing instructions, protocols and standard operating procedures, problems with raw materials or environmental factors. In addition, we may experience quality issues related to our products as a result of contamination or other factors affecting our ability to meet product quality specifications. Such problems could affect a single batch or a series of batches, requiring the destruction, withdrawal or recall of products, or could halt manufacturing operations altogether. For instance, as we scale up the manufacture of YUTREPIA, we will need to file supplements to our NDA for YUTREPIA to describe any changes in our manufacturing process. In addition, if demand for our products exceeds our expectations, we will need to build additional manufacturing capacity. If the FDA does not approve such supplements in a timely manner or at all or if we are unable to increase our manufacturing capacity in time to meet demand, we may be unable to timely deliver products to our customers in sufficient quantities to meet demand, which in turn could damage our reputation for quality and service. Any such incident, including any quality defects that lead to the destruction, withdrawal or recall of product, could, among other things, lead to increased costs, lost revenue, damage to our reputation and relationships with patients, healthcare providers and third-party payors, time and expense spent investigating the cause of any failure of supply and, depending on the cause, similar losses with respect to other batches. With respect to our commercial manufacturing, if manufacturing problems are not discovered before the product is released to the market, we may be subject to regulatory actions, including product recalls, product seizures, injunctions to halt manufacture and distribution, restrictions on our operations, civil sanctions, including monetary sanctions, and criminal actions. In addition, such issues could subject us to litigation, the cost of which could be significant.

L606 is based on proprietary, novel technology, which has not been used to manufacture any products that have been previously approved by the FDA, making it difficult to predict the time and cost of development and of subsequently obtaining final regulatory approval.

To our knowledge, no regulatory authority has granted final approval to market or commercialize drugs made using Pharmosa's proprietary liposomal technology. We may never receive final approval to market and commercialize any product candidate that uses Pharmosa's liposomal technology. In addition, we may experience unexpected challenges as we ramp up our manufacturing capacity for L606 to supply sufficient quantities for clinical and, if approved, commercial requirements. If we are unable to successfully develop and obtain final approval for L606, our business will be adversely affected.

Our facilities are subject to extensive and ongoing regulatory requirements and failure to comply with these regulations may result in significant liability.

Our company and our facilities are subject to payment of fees, registration and listing requirements, ongoing review and periodic inspections by the FDA and other regulatory authorities for compliance with quality system regulations, including the FDA's cGMP requirements. These regulations cover all aspects of the manufacturing, testing, quality control and record-keeping of our drug products. Furthermore, the facilities where our products and product candidates are manufactured may be subject to inspections by the FDA before we can obtain final marketing approval and remain subject to periodic inspection even after our products and product candidates have received marketing approval.

Suppliers of components and materials, such as APIs, used to manufacture our drug products are also required to comply with the applicable regulatory standards.

The manufacture of pharmaceutical products is complex and requires significant expertise and capital investment, including the development of advanced manufacturing techniques and process controls. We and any CMOs that we may engage in the future must comply with cGMP requirements. Manufacturers of pharmaceutical products often encounter difficulties in production, particularly in scaling up and validating initial production and contamination controls. These problems include difficulties with production costs and yields, quality control, including stability of the product, quality assurance testing, operator error, shortages of qualified personnel, as well as compliance with strictly enforced federal, state and foreign regulations. Furthermore, if microbial, viral or other contaminations are discovered in our products or product candidates or in the manufacturing facilities in which our products and product candidates are made, such manufacturing facilities may need to be closed for an extended period of time to investigate and remedy the contamination.

Compliance with these regulatory standards often requires significant expense and effort. If we or our suppliers are unable to comply with the applicable regulatory standards or take satisfactory corrective steps in response to adverse results of an inspection, this could result in enforcement action, including, among other things, the issue of a public warning letter, a shutdown of or restrictions on our or our suppliers' manufacturing operations, delays in approving our drug products and refusal to permit the import or export of our drug products. Any adverse regulatory action taken against us could subject us to significant liability and harm our business and prospects.

Our operations are concentrated in Morrisville, North Carolina and interruptions affecting us or our suppliers due to natural or man-made disasters or other unforeseen events could materially and adversely affect our operations and result in losses that may not be covered by insurance.

Most of our current operations are concentrated in Morrisville, North Carolina. In addition, our inventory and certain equipment necessary for the manufacturing of our raw materials and for encapsulating and packaging our products is held in a limited number of locations. Our and our suppliers' operations could be subject to the impact of natural or man-made disasters and other business disruptions, which include, but are not limited to, hurricanes, flooding, typhoons, tornados, wildfires and fires, drought, extreme heat, earthquakes, water shortages, blizzards and other extreme weather conditions, as well as power outages, telecommunications, transportation or other infrastructure failure, cybersecurity incidents or physical security breaches, public health emergencies, such as pandemics and epidemics, and geopolitical conflicts, including acts of terrorism, war and civil disorder or unforeseen events, resulting in significant damage to our facilities, to our inventory or to equipment which is necessary for our operations, which could significantly disrupt or curtail or require us to cease our operations. It would be difficult, costly and time-consuming to transfer resources from one facility to another, to repair or replace our facility or to replace inventory or equipment in the event that it is significantly damaged. In addition, our insurance may not be sufficient to cover all of our losses and may not continue to be available to us on acceptable terms, or at all. The cost of insurance has increased significantly, including as a result of the impact of climate change and inflation, and we may not be able to obtain sufficient coverage at a reasonable cost to protect us against losses from such disasters or unforeseen events. In addition, if one of our suppliers experiences a similar disaster or unforeseen event, we could face significant loss of our inventory and significant delays in obtaining our supplies or be required to source supplies from an alternative supplier and may incur substantial costs as a result. Any significant uninsured loss, prolonged or repeated disruption to operations or inability to operate, experienced by us or by our suppliers, could materially and adversely affect our business, financial condition and results of operations.

We are subject to information technology systems failures, security breaches, loss or leakage of data, technological malfunctions or other disruptions, which could result in, among other things, material disruption of our operations, financial losses, the inability to process transactions, the unauthorized release of confidential information and reputational risk, restrictions on accessing critical information and potential exposure to liability, all of which would negatively impact our business, financial condition or results of operations.

Our use of technology, infrastructure and data is critical to our continued operations. We are susceptible to operational, financial and information security risks resulting from security breaches, loss or leakage of data, technological malfunctions or other disruptions. Successful security breaches or technological malfunctions affecting us, our CROs,

CMOs, suppliers or other third-party service providers can result in, among other things, material disruption of our operations, including our product development programs, financial losses, the inability to process transactions, the unauthorized release of confidential information, proprietary or other business information (including personal data), reputational risk, restrictions on accessing critical information and potential exposure to liability.

Cyber-attacks include, but are not limited to, deployment of harmful malware, ransomware, denial-of-service attacks, social engineering and other means to affect service reliability and threaten the confidentiality, integrity and availability of our and our service providers' systems and the information on such systems. Cyber-attacks can also include phishing attempts or e-mail fraud to cause unauthorized payments or information to be transmitted to an unintended recipient, or to permit unauthorized access to systems. As cybersecurity threats continue to evolve, we may be required to use additional resources to continue to modify or enhance protective measures or to investigate security vulnerabilities, which could have a material adverse effect on our business, financial condition or results of operations.

Any security breach or other incident, whether actual or perceived, could impact our reputation and/or operations, cause us to incur significant costs, including legal expenses, harm customer confidence, hurt our expansion into new markets, cause us to incur remediation costs, or cause us to lose existing customers. For example, the loss of clinical trial data from clinical trials could result in delays in our regulatory approval efforts and significantly increase our costs to recover or reproduce the data. To the extent that any disruption or security breach affects our systems (or those of our third-party service providers) or were to result in a loss of or accidental, unlawful or unauthorized access, use, release or other processing of personally identifiable information, confidential or proprietary information or damage to our data or applications, our product development programs could be materially disrupted and we could incur liability and become subject to significant fines, penalties or liabilities for any noncompliance with certain privacy and security laws.

We have also outsourced elements of our information technology infrastructure, and as a result, a number of third-party vendors have access to our confidential information. If the information technology systems of our third-party vendors become subject to disruptions or security breaches that compromise our confidential, proprietary or other business information (including personal data), we may incur liability and reputational damage but have insufficient recourse against such third parties. We will also have to expend significant resources to mitigate the impact of such an event and develop and implement protections to prevent future events of this nature from occurring.

Further, despite the implementation of security measures, our information technology systems and those of our third-party service providers are vulnerable to cybersecurity attacks, breakdowns or other damages or disruptions from service interruptions, system malfunction, unauthorized access or use, natural and man-made disasters, geopolitical conflicts and telecommunications, power outages or other infrastructure failures. Although we currently hold cybersecurity insurance, the costs related to significant security breaches or disruptions could be material and cause us to incur significant expenses.

Risks Related to our Common Stock

Future sales of our common stock or securities convertible into our common stock in the public market could cause our stock price to fall.

Our stock price could decline as a result of sales of a large number of shares of our common stock or the perception that these sales could occur. These sales, or the possibility that these sales may occur, also might make it more difficult for us to sell equity securities in the future at a time and at a price that we deem appropriate.

As of October 28, 2026, 90,106,442 shares of our common stock were outstanding, of which 83,737,991 shares of common stock, or 92.9% of our outstanding shares as of October 28, 2026, are freely tradable without restriction or further registration under the Securities Act, provided however, some of these shares are held by persons deemed to be "affiliates" under the Securities Act, including our officers and directors, as well as our principal stockholders, and may not be sold except: (i) in compliance with Rule 144 under the Securities Act or (ii) pursuant to any other applicable exemption under the Securities Act. The remaining 6,368,451 shares held by our stockholders as of October 28, 2026 have not been registered under the Securities Act and may only be sold (i) pursuant to an effective registration statement

under the Securities Act covering the sale of those shares, (ii) in compliance with Rule 144 under the Securities Act or (iii) pursuant to any other applicable exemption under the Securities Act.

Shares issued upon purchase under the Employee Stock Purchase Plan or upon the exercise of stock options or vesting of restricted stock units outstanding under our equity incentive plans or pursuant to future awards granted under those plans will become available for sale in the public market to the extent permitted by the provisions of applicable vesting schedules, any applicable market standoff and lock-up agreements, and Rule 144 and Rule 701 under the Securities Act. We have registered the offer and sale of all shares of common stock that we may issue under our equity compensation plans, including the employee stock purchase plan.

We expect that the market price of our common stock may be volatile, and you may lose all or part of your investment.

The trading prices of the securities of pharmaceutical and biotechnology companies have been highly volatile. As such, the trading price of our common stock may be highly volatile and could be subject to wide fluctuations in response to various factors, some of which are beyond our control. The market price for our common stock may be influenced by many factors, including:

- the results of our efforts to commercialize YUTREPIA and any other product candidate we may develop, including L606, in the event we receive final approval from the FDA for such product candidate;
- results and timing of commencement or completion of any clinical trials of any product or product candidate we may develop, including YUTREPIA and L606, or those of our competitors;
- our cash resources;
- the approvals or success of competitive products or technologies;
- our ability to obtain and maintain approvals of our products, including YUTREPIA, and any product candidates we may develop, including L606, for marketing by the FDA or equivalent foreign regulatory authorities (and, if approved, the scope of the indications for which such product candidates are approved) or any failure to obtain such approvals;
- our involvement in and the outcome of significant lawsuits, such as stockholder litigation, litigation involving the FDA, or litigation related to intellectual property, including inter partes review proceedings, patent litigation with third parties which may hold intellectual property they assert against us and patent litigation we assert against others;
- regulatory or legal developments in the United States and other countries;
- developments or disputes concerning patents or other proprietary rights;
- the recruitment or departure of key personnel;
- the level of expenses related to any of our product candidates or clinical development programs;
- the results of our efforts to discover, develop, acquire or in-license additional product candidates or products;
- actual or anticipated changes in estimates as to financial results, development timelines or recommendations by securities analysts;
- variations in our financial results or those of companies that are perceived to be similar to us;
- changes in the structure of healthcare payment systems;
- market conditions in the pharmaceutical and biotechnology sectors and issuance of new or changed securities analysts' reports or recommendations;
- general economic, industry and market conditions; and
- the other factors described in this "Risk Factors" section.

The stock market in general, and market prices for the securities of pharmaceutical companies like ours in particular, have from time to time experienced volatility that often has been unrelated to the operating performance of the underlying companies. These broad market and industry fluctuations may adversely affect the market price of our common stock, regardless of our operating performance. Stock prices of many pharmaceutical companies have fluctuated in a manner unrelated or disproportionate to the operating performance of those companies. In several recent situations when the market price of a stock has been volatile, holders of that stock have instituted securities class action litigation against the company that issued the stock. If any of our stockholders were to bring a lawsuit against us, the

defense and disposition of the lawsuit could be costly and divert the time and attention of our management and harm our operating results.

Our principal stockholders and management own a significant percentage of our stock and will be able to exercise significant influence over matters subject to stockholder approval.

Our executive officers, directors and principal stockholders, together with their respective affiliates, beneficially owned 44.4% of our common stock as of October 28, 2026. Accordingly, our executive officers, directors and principal stockholders have significant influence in determining the composition of our Board, and voting on all matters requiring stockholder approval, including mergers and other business combinations, and continue to have significant influence over our operations. This concentration of ownership could have the effect of delaying or preventing a change in our control or otherwise discouraging a potential acquirer from attempting to obtain control of us that you may believe are in your best interests as one of our stockholders. This in turn could have a material adverse effect on our stock price and may prevent attempts by our stockholders to replace or remove the Board or management.

As a public company, we are obligated to develop and maintain proper and effective internal controls over financial reporting and any failure to do so may adversely affect investor confidence in us and, as a result, the trading price of our shares.

Effective internal controls over financial reporting are necessary for us to provide reliable financial reports and, together with adequate disclosure controls and procedures, are designed to prevent fraud. Any failure to implement required new or improved controls, or difficulties encountered in their implementation could cause us to fail to meet our reporting obligations. Our current controls and any new controls that we develop may become inadequate because of changes in accounting principles or in our business conditions.

Inferior internal controls could also cause investors to lose confidence in our reported financial information, which could have a negative effect on the trading price of our common stock. In addition, any future testing by us conducted in connection with Section 404 of the Sarbanes-Oxley Act of 2002, as amended (the "Sarbanes-Oxley Act") or the subsequent testing by our independent registered public accounting firm, may reveal deficiencies in our internal controls over financial reporting that are deemed to be material weaknesses or that may require prospective or retroactive changes to our consolidated financial statements or identify other areas for further attention or improvement, which could subject us to litigation or investigations requiring management resources and costly remediations.

Any material weaknesses identified in the future or retroactive changes to our consolidated financial statements may impact management's assessment of the effectiveness of our internal controls over financial reporting such that those reports should no longer be relied upon. There can be no assurances that our current internal controls over financial reporting are sufficient to prevent or avoid any potential future material weaknesses.

Anti-takeover provisions in our charter documents and under Delaware law could make an acquisition of us difficult, limit attempts by our stockholders to replace or remove our current management and adversely affect our stock price.

Provisions of our certificate of incorporation and bylaws may delay or discourage transactions involving an actual or potential change in our control or change in our management, including transactions in which stockholders might otherwise receive a premium for their shares, or transactions that our stockholders might otherwise deem to be in their best interests. Therefore, these provisions could adversely affect the price of our stock. Among other things, the certificate of incorporation and bylaws:

- permit the Board to issue up to 10 million shares of preferred stock, with any rights, preferences and privileges as they may designate;
- provide that the authorized number of directors may be changed only by resolution of our Board;
- provide that all vacancies, including newly created directorships, may, except as otherwise required by law, be filled by the affirmative vote of a majority of directors then in office, even if less than a quorum;
- require that any action to be taken by our stockholders must be effected at a duly called annual or special meeting of stockholders and may not be taken by written consent;

- create a staggered board of directors such that all members of our Board are not elected at one time;
- allow for the issuance of authorized but unissued shares of our capital stock without any further vote or action by our stockholders; and
- establish advance notice requirements for nominations for election to the Board or for proposing matters that can be acted upon at stockholders' meetings.

In addition, because we are incorporated in Delaware, we are governed by the provisions of Section 203 of the Delaware General Corporation Law ("DGCL") which generally prohibits a Delaware corporation from engaging in any of a broad range of business combinations with any stockholder owning in excess of 15% of our outstanding stock for a period of three years following the date on which the stockholder obtained such 15% equity interest in us.

The terms of our authorized preferred stock selected by our Board at any point could decrease the amount of earnings and assets available for distribution to holders of our common stock or adversely affect the rights and powers, including voting rights, of holders of our common stock without any further vote or action by the stockholders. As a result, the rights of holders of our common stock will be subject to, and may be adversely affected by, the rights of the holders of any preferred stock that may be issued by us in the future, which could have the effect of decreasing the market price of our common stock.

Any provision of our certificate of incorporation or bylaws or Delaware corporate law that has the effect of delaying or deterring a change in control could limit opportunities for our stockholders to receive a premium for their shares of common stock, and could also affect the price that investors are willing to pay for our common stock.

Our certificate of incorporation designates the Court of Chancery of the State of Delaware as the sole and exclusive forum for certain types of actions and proceedings that may be initiated by our stockholders, which could limit our stockholders' ability to obtain a favorable judicial forum for disputes with us or our directors, officers or other employees.

Our certificate of incorporation provides that, to the fullest extent permitted by law, the Court of Chancery of the State of Delaware will be the sole and exclusive forum for: (i) any derivative action or proceeding brought on our behalf; (ii) any action asserting a claim of breach of a fiduciary duty owed by any of our directors or officers to us or our stockholders; (iii) any action asserting a claim against us arising pursuant to any provision of the DGCL, our certificate of incorporation or our bylaws; or (iv) any action asserting a claim against us governed by the internal affairs doctrine; provided, that, this provision would not apply to suits brought to enforce a duty or liability created by the Securities Act or Exchange Act. Furthermore, our bylaws designate the federal district courts of the United States as the exclusive forum for the resolution of any complaint asserting a cause of action arising under the Securities Act. Any person or entity purchasing or otherwise acquiring any interest in shares of our capital stock is deemed to have received notice of and consented to the foregoing provisions. This choice of forum provision may limit a stockholder's ability to bring a claim in a judicial forum that it finds more favorable for disputes with us or our directors or officers, which may discourage such lawsuits against us and our directors or officers. Alternatively, if a court were to find this choice of forum provision inapplicable to, or unenforceable in respect of, one or more of the specified types of actions or proceedings, we may incur additional costs associated with resolving such matters in other jurisdictions, which could adversely affect our business, financial condition, prospects or results of operations.

Because we do not anticipate paying any cash dividends on our common stock in the foreseeable future, capital appreciation, if any, will be your sole source of gain.

We have never declared or paid cash dividends on our equity securities. We currently intend to retain all of our future earnings, if any, to finance the growth and development of our business. In addition, the terms of our existing HCR Agreement preclude us, and the terms of any future debt or financing agreement may preclude us, from paying dividends. As a result, capital appreciation, if any, of our equity securities will likely be your sole source of gain for the foreseeable future.

An impairment of our long-lived assets, including goodwill, could have a material non-cash adverse impact on our results of operations.

Under GAAP, we must assess, at least annually and potentially more frequently, whether the value of goodwill has been impaired. The valuation of goodwill depends on a variety of factors and the success of our business, including our ability to continue successfully commercializing YUTREPIA, global market and economic conditions, earnings growth and expected cash flows. Impairments may be caused by factors outside our control, such as actions by the FDA, increasing competitive pricing pressures, and various other factors. Significant and unanticipated changes or our inability to obtain or maintain regulatory approvals for our products and product candidates could require a non-cash charge for impairment in a future period, which may significantly affect our results of operations in the period of such charge.

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

None.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

None.

Item 5. Other Information.

Rule 10b5-1 Trading Plans

During the three months ended September 30, 2026, the following Rule 10b5-1 trading arrangements (as defined in Item 408(a)(1)(i) of Regulation S-K) and non-Rule 10b5-1 trading arrangements (as defined in Item 408(c) of Regulation S-K) intended to satisfy the affirmative defense of Rule 10b5-1(c) of the Exchange Act were adopted, modified, or terminated by our directors and/or executive officers (as defined in Section 16 of the Exchange Act):

Adopted

Name	Title	Date of Adoption of Rule 10b5-1 Trading Arrangement[1][2]	Scheduled Expiration Date of Rule 10b5-1 Trading Arrangement	Aggregate Number of Securities to Be Sold
Joanna Horobin	Director	August 14, 2026	December 31, 2027	90,872
Roger A. Jeffs, Ph.D.	Chief Executive Officer and Director	August 14, 2026	December 31, 2027	1,011,828 (3)
Michael Kaseta	Chief Operating Officer and Chief Financial Officer	August 19, 2026	December 31, 2027	268,909 (3)
Russell Schundler	General Counsel	August 18, 2026	December 31, 2026	393,521 (3)
Scott Moomaw	Chief Commercial Officer	August 17, 2026	December 31, 2027	249,493
Dana Boyle	Chief Accounting Officer	August 20, 2026	December 18, 2027	67,212 (3)

(1) Date of adoption of Rule 10b5-1 trading arrangements is in accordance with both the Company's insider trading policy and applicable SEC rules and regulations.

(2) The first trade pursuant to the Rule 10b5-1 trading arrangement will be, in accordance with both the Company's insider trading policy and applicable SEC rules and regulations, on a date after the date of adoption of the Rule 10b5-1 trading arrangement.

(3) The Rule 10b5-1 trading arrangement was terminated during October 2026, prior to its effective date.

Item 6. Exhibits

The exhibits listed on the Exhibit Index hereto are filed or furnished (as stated therein) as part of this Quarterly Report on Form 10-Q.

Exhibit No.	Document
10.1++	Settlement Agreement, dated October 13, 2026, by and between Liquidia Technologies, Inc. and United Therapeutics Corporation (incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, filed with the SEC on October 14, 2026).
10.2++	Settlement and Termination Agreement, dated October 11, 2026, by and between Liquidia Technologies, Inc. and Sandoz Inc. (incorporated herein by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K, filed with the SEC on October 14, 2026).
10.3++	Settlement and Termination Agreement, dated October 8, 2026, by and among Liquidia PAH, LLC, Liquidia Technologies, Inc. and Henderson SPV, LLC (incorporated herein by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K, filed with the SEC on October 14, 2026).
10.4++	Settlement and Termination Agreement, dated October 10, 2026, by and among Liquidia PAH, LLC, Liquidia Technologies, Inc. and PBM RG Holdings, LLC (incorporated herein by reference to Exhibit 10.4 to the Company's Current Report on Form 8-K, filed with the SEC on October 14, 2026).
10.5++	Seventh Amendment to Revenue Interest Financing Agreement, dated October 13, 2026, by and between Liquidia Technologies, Inc. and HealthCare Royalty Partners IV, L.P. (incorporated herein by reference to Exhibit 10.5 to the Company's Current Report on Form 8-K, filed with the SEC on October 14, 2026).
10.6*++	Form of Irrevocable Standby Letters of Credit, dated October 23, 2026, issued by JPMorgan Chase Bank, N.A. in favor of United Therapeutics Corporation for the Account of Liquidia Technologies, Inc.
31.1*	Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act.
31.2*	Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act.
32.1**	Certification of Principal Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act.
32.2**	Certification of Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act.
101.INS*	Inline XBRL Instance Document
101.SCH*	Inline XBRL Taxonomy Extension Schema Document
101.CAL*	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF*	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB*	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104*	Cover Page Interactive Data File (formatted in Inline XBRL and contained in Exhibit 101).

* Filed herewith.
** Furnished herewith.
++ Portions of this exhibit have been redacted because the company has determined that the redacted information is not material and is the type that the Company treats as private or confidential.

SIGNATURES

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

DATE: November 10, 2026

LIQUIDIA CORPORATION

By: /s/ Roger A. Jeffs, Ph.D.
Roger A. Jeffs, Ph.D.
Chief Executive Officer
Principal Executive Officer

By: /s/ Michael Kaseta
Michael Kaseta
Chief Operating Officer and Chief Financial Officer
Principal Financial Officer

By: /s/ Dana Boyle
Dana Boyle
Chief Accounting Officer
Principal Accounting Officer