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

FORM 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2013
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: 001-34475

OMEROS CORPORATION
(Exact name of registrant as specified in its charter)

Washington (State or other jurisdiction of incorporation or organization)	**91-1663741** (I.R.S. Employer Identification Number)
201 Elliott Avenue West **Seattle, Washington** (Address of principal executive offices)	**98119** (Zip Code)

(206) 676-5000
(Registrant's telephone number, including area code)

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, as amended, during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

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

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

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

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

As of November 6, 2013, the number of outstanding shares of the registrant's common stock, par value $0.01 per share, was 30,319,951.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, or Exchange Act, which are subject to the "safe harbor" created by those sections for such statements. Forward-looking statements are based on our management's beliefs and assumptions and on information currently available to our management. All statements other than statements of historical fact are "forward-looking statements." Terms such as "anticipate," "believe," "could," "estimate," "expect," "goal," "intend," "may," "plan," "potential," "predict," "project," "should," "will," "would," and similar expressions and variations thereof are intended to identify forward-looking statements, but these terms are not the exclusive means of identifying such statements. Examples of these statements include, but are not limited to, statements regarding:

- *our ability to receive regulatory approval for our New Drug Application, or NDA, and our Marketing Authorization Application, or MAA, for the commercialization of OMS302 in the United States and in the European Union, respectively, in 2014;*
- *our ability to successfully complete our Phase 2 clinical trial for OMS824 and our Phase 1 clinical trials for OMS721 and OMS824;*
- *our ability to initiate an additional Phase 3b clinical trial for OMS302 in order to expand our proposed marketing label for use in patients who have a history of using alpha adrenergic antagonists, additional Phase 3 trials for OMS103 and an additional Phase 2 trial for OMS824;*
- *our ability to initiate a Phase 2 clinical trial for OMS721;*
- *our ability to initiate a clinical trial for our PDE7 and plasmin programs in 2014;*
- *our ability to access the capital markets, including under our at-the-market equity facility with MLV & Co. LLC, or MLV;*
- *our expectations regarding the clinical benefits of our potential products, which we refer to as products;*
- *our expectation that 2014 is the earliest year in which any of our products will be commercially available or generate revenue;*
- *our anticipation that we will rely on contract manufacturers to develop and manufacture our products for commercial sale;*
- *our ability to enter into acceptable arrangements with potential corporate partners;*
- *the extent of protection that our patents provide and our pending patent applications may provide, if patents issue from such applications, to our technologies and programs;*
- *our estimate regarding how long our existing cash, cash equivalents and short-term investments will be sufficient to fund our anticipated operating expenses, capital expenditures and note payments;*
- *our involvement in potential claims, legal proceedings and administrative actions, the expected course and costs of existing claims, legal proceedings and administrative actions, and the potential outcomes and effects of both existing and potential claims, legal proceedings and administrative actions on our business, prospects, financial condition and results of operations; and*
- *our estimates regarding our future net losses, revenues, research and development expenses and selling, general and administrative expenses.*

Our actual results could differ materially from those anticipated in these forward-looking statements for many reasons, including the risks, uncertainties and other factors described in Item IA of Part II of this Quarterly Report on Form 10-Q under the heading "Risk Factors" and in our other filings with the Securities and Exchange Commission, or SEC. Given these risks, uncertainties and other factors, actual results or developments anticipated may not be realized or, even if substantially realized, they may not have the expected consequences to or effects on our company, business or operations. Accordingly, you should not place undue reliance on these forward-looking statements. These forward-looking statements represent our estimates and assumptions only as of the date of the filing of this Quarterly Report on Form 10-Q. You should read this Quarterly Report on Form 10-Q completely and with the understanding that our actual results in subsequent periods may materially differ from current expectations. Except as required by law, we assume no obligation to update these forward-looking statements, or to update the reasons actual results could differ materially from those anticipated in these forward-looking statements, even if new information becomes available in the future.

OMEROS CORPORATION
FORM 10-Q FOR THE QUARTER ENDED September 30, 2013

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PART I—FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

OMEROS CORPORATION

CONSOLIDATED BALANCE SHEETS

(In thousands, except share and per share data)

	September 30, 2013	December 31, 2012
	(unaudited)	
Assets		
Current assets:		
Cash and cash equivalents	$ 1,150	$ 1,520
Short-term investments	7,848	20,830
Grant and other receivables	881	1,934
Prepaid expenses and other current assets	391	416
Total current assets	10,270	24,700
Property and equipment, net	952	1,037
Restricted cash	679	679
Other assets	113	159
Total assets	$ 12,014	$ 26,575
Liabilities and shareholders' equity		
Current liabilities:		
Accounts payable	$ 3,361	$ 2,632
Accrued expenses	4,520	4,757
Deferred revenue	—	970
Current portion of notes payable, net of discount	4,019	—
Total current liabilities	11,900	8,359
Notes payable, net of current portion and discount	16,376	20,103
Deferred rent	7,631	4,644
Commitments and contingencies (Note 8)		
Shareholders' equity:		
Preferred stock, par value $0.01 per share:		
Authorized shares—20,000,000 at September 30, 2013 (unaudited) and December 31, 2012;		
Issued and outstanding shares—none	—	—
Common stock, par value $0.01 per share:		
Authorized shares—150,000,000 at September 30, 2013 (unaudited) and December 31, 2012;		
Issued and outstanding shares—29,849,830 and 25,897,483 at September 30, 2013 (unaudited) and December 31, 2012, respectively	298	259
Additional paid-in capital	228,337	207,787
Accumulated deficit	(252,528)	(214,577)
Total shareholders' deficit	(23,893)	(6,531)
Total liabilities and shareholders' equity	$ 12,014	$ 26,575

See notes to consolidated financial statements

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OMEROS CORPORATION

CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS

(In thousands, except share and per share data)

(unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	**2012**	**2013**	**2012**
Revenue	$ 196	$ 1,417	$ 1,431	$ 4,439
Operating expenses:				
Research and development	9,420	7,764	26,111	22,568
Selling, general and administrative	4,210	2,736	11,934	7,270
Litigation settlement	—	3,953	—	3,953
Total operating expenses	13,630	14,453	38,045	33,791
Loss from operations	(13,434)	(13,036)	(36,614)	(29,352)
Investment income	2	14	10	32
Interest expense	(592)	(413)	(1,768)	(1,360)
Other income (expense), net	154	159	421	(30)
Net loss	$ (13,870)	$ (13,276)	$ (37,951)	$ (30,710)
Comprehensive loss	$ (13,870)	$ (13,276)	$ (37,951)	$ (30,710)
Basic and diluted net loss per share	$ (0.46)	$ (0.51)	$ (1.36)	$ (1.30)
Weighted-average shares used to compute basic and diluted net loss per share	29,844,507	25,834,730	27,984,133	23,578,724

See notes to consolidated financial statements

OMEROS CORPORATION

CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands)

(unaudited)

	Nine months ended September 30,	
	2013	**2012**
Operating activities		
Net loss	$ (37,951)	$ (30,710)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	222	232
Stock-based compensation expense	4,364	2,276
Non-cash interest expense	371	290
Warrant modification expense	41	511
Changes in operating assets and liabilities:		
Grant and other receivables	1,053	408
Prepaid expenses and other current and noncurrent assets	31	(242)
Accounts payable and accrued expenses	453	1,702
Accrued settlement costs	—	3,953
Deferred revenue	(970)	(3,278)
Other liabilities	2,987	3,091
Net cash used in operating activities	(29,399)	(21,767)
Investing activities		
Purchases of property and equipment	(137)	(235)
Purchases of investments	(22,963)	(38,819)
Proceeds from the sale of investments	35,945	29,815
Net cash provided by (used in) investing activities	12,845	(9,239)
Financing activities		
Proceeds from issuance of common stock	16,120	32,306
Payments on notes payable	—	(4,596)
Proceeds from issuance of common stock upon exercise of stock options	64	351
Net cash provided by financing activities	16,184	28,061
Net (decrease) in cash and cash equivalents	(370)	(2,945)
Cash and cash equivalents at beginning of period	1,520	4,005
Cash and cash equivalents at end of period	$ 1,150	$ 1,060
Supplemental cash flow information		
Cash paid for interest	$ 1,243	$ 1,103
Reduction of equipment cost basis due to assets purchased with grant funding	$ —	$ 59

See notes to consolidated financial statements

OMEROS CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

Note 1—Organization and Significant Accounting Policies

Organization

We are a clinical-stage biopharmaceutical company committed to discovering, developing and commercializing products targeting inflammation, coagulopathies and disorders of the central nervous system. Our most clinically advanced product, OMS302 for lens replacement surgery, is derived from our proprietary PharmacoSurgery® platform that is designed to improve clinical outcomes of patients undergoing ophthalmological, arthroscopic, urological and other surgical and medical procedures. Our efforts are devoted to conducting research and development of our products, developing our patent portfolio, raising capital and commercializing our products.

Cash Generation Subsequent to September 30, 2013

In October, 2013, we settled our outstanding lawsuit with Carolina Casualty Insurance Corporation, or CCIC, and received a $12.5 million payment on October 24, 2013 (see Note 8). In addition, during October 2013, we sold 373,700 shares of our common stock through our at-the-market equity facility at an average price of $13.29 per share and received net proceeds of $4.9 million (see Note 9). We continue to seek additional means of accessing cash through a variety of sources including licensing of one or more of our programs, grants, and debt financings, as well as equity transactions.

Basis of Presentation

The accompanying unaudited consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles, or GAAP, for interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. The information as of September 30, 2013 and for the three and nine months ended September 30, 2013 and 2012, includes all adjustments, which include normal recurring adjustments, necessary to present fairly our interim financial information. The consolidated balance sheet at December 31, 2012 has been derived from the audited financial statements at that date but does not include all of the information and footnotes required by GAAP for complete financial statements. As of December 31, 2012, deferred rent totaling $959,000 was reclassified from current liabilities to non-current liabilities in the accompanying balance sheet as management does not have the obligation or intention to pay this rent prior to December 31, 2013.

The accompanying unaudited consolidated financial statements and notes to consolidated financial statements should be read in conjunction with the audited consolidated financial statements and related notes thereto that are included in our Annual Report on Form 10-K for the year ended December 31, 2012.

Segments

We operate in one segment. Management uses cash flow as the primary measure to manage our business and does not segment our business for internal reporting or decision-making.

Principles of Consolidation

Our consolidated financial statements include the financial position and results of operations of Omeros Corporation, or Omeros, and nura, inc., or nura, our wholly owned subsidiary.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. We base our estimates on historical experience and on various other factors that we believe are reasonable under the circumstances; however, actual results could differ from those estimates.

Note 2—Net Loss Per Share

Basic net loss per share is calculated by dividing the net loss by the weighted-average number of common shares outstanding for the period. Diluted net loss per share is computed by dividing the net loss by the weighted-average number of unrestricted common shares and dilutive common share equivalents outstanding for the period, determined using the treasury-stock method. The basic and diluted net loss per share amounts for the three and nine months ended September 30, 2013 and 2012 were computed based on the shares of common stock outstanding during the respective periods. Historical outstanding dilutive securities not included in the diluted loss per share calculation are as follows:

	September 30,	
	2013	2012
Outstanding options to purchase common stock	6,909,332	4,120,225
Warrants to purchase common stock	609,016	609,016
Total	7,518,348	4,729,241

Note 3—Cash, Cash Equivalents and Investments

As of September 30, 2013 and December 31, 2012, all investments are classified as short-term and available-for-sale on the accompanying consolidated balance sheets. We did not own any securities with unrealized loss positions as of September 30, 2013 or December 31, 2012. Investment income consists primarily of interest income.

Note 4—Fair-Value Measurements

On a recurring basis, we measure certain financial assets at fair value. Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability, an exit price, in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The accounting standard establishes a fair value hierarchy that requires an entity to maximize the use of observable inputs, where available. The following summarizes the three levels of inputs required:

Level 1—Observable inputs for identical assets or liabilities, such as quoted prices in active markets;

Level 2—Inputs other than quoted prices in active markets that are either directly or indirectly observable; and

Level 3—Unobservable inputs in which little or no market data exists, therefore developed using estimates and assumptions developed by us, which reflect those that a market participant would use.

Our fair-value hierarchy for our financial assets and liabilities measured at fair value on a recurring basis are as follows:

	September 30, 2013			
	Level 1	Level 2	Level 3	Total
	(In thousands)			
Assets:				
Money-market funds classified as cash equivalents	$ 19	$ —	$ —	$ 19
Money-market funds classified as current restricted cash	193	—	—	193
Money-market funds classified as non-current restricted cash	679	—	—	679
Money-market funds classified as short-term investments	7,848	—	—	7,848
Total	$ 8,739	$ —	$ —	$ 8,739

	December 31, 2012			
	Level 1	Level 2	Level 3	Total
	(In thousands)			
Assets:				
Money-market funds classified as cash equivalents	$ 21	$ —	$ —	$ 21
Money-market funds classified as current restricted cash	193	—	—	193
Money-market funds classified as non-current restricted cash	679	—	—	679
Money-market funds classified as short-term investments	20,830	—	—	20,830
Total	$ 21,723	$ —	$ —	$ 21,723

Money-market funds classified as current restricted cash are included in prepaid expenses and other current assets on the accompanying consolidated balance sheets. Cash of $1.1 million and $1.5 million is excluded from our fair-value hierarchy disclosure as of September 30, 2013 and December 31, 2012, respectively. There were no unrealized gains and losses associated with our short-term investments as of September 30, 2013 or December 31, 2012.

Note 5—Certain Balance Sheet Accounts

Accrued Expenses

Accrued expenses consisted of the following:

	September 30, 2013	December 31, 2012
	(In thousands)	
National Institute of Health reimbursement (see Note 8)	$ 1,064	$ —
Legal	740	323
Clinical trials	697	1,842
Contract research	594	1,447
Employee compensation	588	458
Consulting & professional fees	467	252
Other accruals	370	435
Total	$ 4,520	$ 4,757

Note 6—Notes Payable

In October 2010, we entered into a loan and security agreement with Oxford Finance LLC, or Oxford. We refer to this loan agreement, as amended, as the Loan Agreement. Under the Loan Agreement, we had $20.0 million in principal outstanding indebtedness as of September 30, 2013 and December 31, 2012. In connection with the Loan Agreement, we agreed to pay Oxford a final payment fee of $1.4 million, which we recorded as a discount on the outstanding debt. Interest accrues at a fixed annual rate of 9.25%. The Loan Agreement provides for interest-only payments through December 31, 2013. Beginning on January 1, 2014, payments of principal and interest are payable for 36 months, in arrears. All unpaid principal, the final exit fee, and accrued and unpaid interest are due and payable on the maturity date, December 1, 2016. As security for our obligations under the Loan Agreement, we granted Oxford a security interest in substantially all of our assets, excluding intellectual property. As of September 30, 2013, the remaining unamortized discount and debt issuance costs associated with the debt were $1.1 million and $128,000, respectively.

Note 7—Revenue

We have received Small Business Innovative Research grants from the National Institutes of Health, or NIH, which are used to support the research and development of our products. We recorded revenue related to these grants of $196,000 and $88,000 for the three months ended September 30, 2013 and 2012, respectively, and $461,000 and $577,000 for the nine months ended September 30, 2013 and 2012, respectively. As of September 30, 2013, $1.4 million remained available under these grants.

In October 2010, we entered into a platform development funding agreement with Vulcan Inc. and its affiliate, which we refer to collectively as Vulcan, pursuant to which we received $20.0 million for our G protein-coupled receptor, or GPCR, program. Of the funds received from Vulcan, $10.8 million was recorded as a reduction of the cost of the intellectual property assets that we purchased from Patobios Limited, or Patobios, $994,000 was recorded in equity for the fair value of warrants issued to Vulcan, and the remaining $8.2 million was recorded as deferred revenue. The deferred revenue balance was recognized as revenue or as a reduction to the costs of assets purchased in direct proportion to the related GPCR expenses as they were incurred. We recognized as revenue the remaining deferred revenue balance of $970,000 under the Vulcan agreement during the first quarter of 2013 and therefore, no additional revenue was recognized during the three months ended September 30, 2013. For the three months ended September 30, 2012, we recorded reductions to the Vulcan deferred revenue balance of $1.3 million, which includes $1.3 million recognized as revenue and $0 recorded as cost reductions to assets. For the nine months ended September 30, 2013 and 2012, we recorded reductions of $970,000 and $3.2 million to the Vulcan deferred revenue balance, respectively. For the nine months ended September 30, 2012, the reduction included $3.2 million recorded as revenue and $60,000 recorded as cost reductions to assets. Also in October 2010, we entered into an agreement with the Life Sciences Discovery Fund Authority, a granting agency of the State of Washington, or LSDF, under which we received a $5.0 million grant award from LSDF that was paid to reimburse us for expenses we incurred and equipment we purchased related to our GPCR program. We recognized the remaining $624,000 of revenue under the LSDF agreement during the first quarter of 2012.

Note 8—Commitments and Contingencies

Litigation

Omeros and its chief executive officer, Gregory A. Demopulos, M.D., entered into a Settlement Agreement with Richard J. Klein, Omeros' former chief financial officer, in October 2012, to resolve a lawsuit filed by Mr. Klein alleging wrongful termination of Mr. Klein’s employment and asserting qui tam claims on behalf of the U.S. Government under the Federal False Claims Act related to two National Institute of Health, or NIH, grants. Pursuant to the terms of the Settlement Agreement, Omeros paid $3.95 million to Mr. Klein, which was recorded as litigation settlement expense in the quarter ended September 30, 2012, and all claims pending in the lawsuit were dismissed with prejudice to the parties in November 2012. The dismissal of these claims was without prejudice to the U.S. Government, which previously had declined to intervene in the lawsuit. The $3.95 million settlement cost was reimbursed to Omeros by its insurer, CCIC, during the quarter ended December 31, 2012.

In connection with an administrative review by NIH of the grants that were the subject of the Klein lawsuit, Omeros recognized $900,000 in the first quarter of 2013 and $164,000 in the third quarter of 2013 as selling, general and administrative expense. In October 2013, Omeros paid NIH the $1.064 million previously accrued. The administrative review will be complete following a review of Omeros’ financial systems related to the allocation of expenditures to cost categories for use by Omeros in current and any future grants.

On October 2, 2013, Omeros and its chief executive officer entered into a settlement agreement with CCIC related to CCIC’s defense of, and coverage obligations related to, the Klein lawsuit. Per the settlement agreement, CCIC paid Omeros $12.5 million on October 24, 2013. While Dr. Demopulos released all of his claims in exchange for this settlement, he elected to receive no portion of the settlement funds and to have all proceeds be paid to Omeros.

Contracts

In December 2006, we entered into a funding agreement with The Stanley Medical Research Institute, or SMRI, to develop a proprietary phosphodiesterase 10, or PDE10, inhibitor product for the treatment of schizophrenia. We hold the exclusive rights to the technology. In connection with the funding agreement with SMRI, beginning the first calendar year after commercial sales of a schizophrenia product, if and when a product is commercialized, we may become obligated to pay royalties based on net income, as defined in the agreement, not to exceed a set multiple of total grant funding received. Based on the amount of grant funding received as of September 30, 2013, the maximum amount of royalties payable by us under the agreement is $12.8 million. We have not paid any such royalties through September 30, 2013.

In February 2009, we entered into a patent assignment agreement with an individual whereby we acquired all intellectual property rights, including patent applications, related to peroxisome proliferators activated receptor gamma, or PPAR γ, agonists for the treatment and prevention of addictions to substances of abuse, as well as other compulsive behaviors. No payments were made related to the technology acquisition. In February 2011, we amended the patent assignment agreement to include all intellectual property rights, including patent applications, related to dietary supplements that increase PPAR γ activity. Under the agreement, we will be required to make payments to the individual of up to $3.8 million in total, for both PPARγ agonists and dietary supplements that increase PPARγ activity, upon achievement of certain development events, such as the initiation of clinical trials and receipt of marketing approval. In addition, we are obligated to pay a low single-digit percentage royalty on any net sales of drug products that are covered by any patents that issue from the acquired patent application.

In March 2010, we entered into a license agreement with Daiichi Sankyo Co., Ltd. (successor-in-interest to Asubio Pharma Co., Ltd.), or Daiichi Sankyo, pursuant to which we received an exclusive license to phosphodiesterase 7, or PDE7, inhibitors claimed in certain patents and pending patent applications owned by Daiichi Sankyo for use in the treatment of movement disorders and other specified indications. In February 2011, we amended the agreement to include addiction and compulsive disorders in the field of use. In January 2013, we further amended the agreement to include all other indications except specified dermatologic conditions. Upon execution of the agreement, we paid Daiichi Sankyo $50,000 that was recognized as research and development expense. Under the amended agreement, we agreed to make milestone payments to Daiichi Sankyo of up to $33.5 million upon the achievement of certain events, such as successful completion of certain preclinical toxicology studies; dosing of human subjects in Phase 1, 2 and 3 clinical trials; receipt of marketing approval of a PDE7 inhibitor product; and reaching specified sales milestones. However, if only one of the three indications is advanced through each milestone, the total milestone payments would be $23.5 million. In addition, Daiichi Sankyo is entitled to receive from us a low single-digit percentage royalty of any net sales of a PDE7 inhibitor licensed under the agreement by us and/or our sublicensee(s), provided that if the sales are made by a sublicensee, then the amount payable by us to Daiichi Sankyo is capped at an amount equal to a low double-digit percentage of all royalty and specified milestone payments that we receive from the sublicensee.

In April 2010, we entered into an exclusive license agreement with Helion Biotech ApS, or Helion, pursuant to which we received a royalty bearing, worldwide exclusive license in and to all of Helion's intellectual property rights related to mannan-binding lectin-associated serine protease-2, or MASP-2, antibodies, polypeptides and methods in the field of inhibition of mannan-binding lectin-mediated activation of the complement system for the prevention, treatment or diagnosis of any disease or condition. Upon execution of the agreement, we paid Helion $500,000 that was recognized as research and development expense and agreed to make development and sales milestone payments to Helion of up to an additional $6.9 million upon the achievement of certain events, such as the filing of an Investigational New Drug Application, or IND, with the U.S. Food and Drug Administration, or FDA; initiation of Phase 2 and 3 clinical trials; receipt of marketing approval; and reaching specified sales milestones. In addition, Helion is entitled to receive from us a low single-digit percentage royalty of any net sales of a MASP-2 inhibitor product that is covered by the patents licensed by us under the agreement.

In connection with our funding agreements with Vulcan and LSDF discussed in Note 7, we have agreed to pay Vulcan and LSDF tiered percentages of the net proceeds, if any, derived from the GPCR program. The percentage rates of net proceeds payable to Vulcan and LSDF decrease as the cumulative net proceeds reach specified thresholds, and the blended percentage rate payable to Vulcan and LSDF in the aggregate is in the mid-teens with respect to the first approximately $1.5 billion of cumulative net proceeds that we receive from our GPCR program. If we receive cumulative net proceeds in excess of approximately $1.5 billion, the percentage rate payable to Vulcan and LSDF in the aggregate decreases to one percent. Pursuant to the agreement with Vulcan, at our option, we may pay a portion of Vulcan's share of the one percent of net proceeds to a life sciences initiative, or LSI, to be established in accordance with the LSDF agreement. The LSI will be a non-profit, tax-exempt organization with a mission to advance life sciences in the State of Washington.

Net proceeds are defined in the Vulcan and LSDF agreements as (1) all consideration received by us in any form relating directly to the GPCR program, such as from license fees, milestone fees, royalties, product sales, partnerships and a transfer of the GPCR program to a third party, subject to exceptions specified in such agreements, less (2) all expenses and expenditures in excess of $25.0 million incurred by us in connection with the GPCR program such as for research and development, related overhead, milestone and royalty payments, legal expenses, cost of goods sold and product sales deductions. Any consideration that we receive (a) from government entities (subject to specified exceptions), (b) from third parties that have designated such consideration for the purpose of funding research and development expenses and related overhead or (c) in the form of grants, as well as any expenses or expenditures that we incur that are paid for with such consideration, are excluded for purposes of determining net proceeds.

In November 2010, pursuant to our agreement with Vulcan, we purchased from Patobios intellectual property assets related to an assay technology for use in the GPCR program. We also issued to Vulcan three warrants to purchase our common stock, each with a five-year term and exercisable for 133,333 shares, with exercise prices of $20, $30 and $40 per share, respectively. The exercise price of the warrants may be paid in cash or on a "cashless" basis in which the number of shares issuable upon exercise of the warrant would be reduced by the number of shares having a fair market value equal to the applicable exercise price. Under our agreement with Vulcan, we granted Vulcan a security interest in our personal property related to the GPCR program, other than intellectual property, which security interest is junior to any existing or future security interests granted in connection with a financing transaction and which will be released automatically after Vulcan receives $25.0 million under the agreement. We also agreed not to grant any liens on intellectual property related to the GPCR program. The term of our agreement with Vulcan is 35 years, provided that the term will automatically extend until the cumulative net proceeds that we receive from the GPCR program are approximately $1.5 billion.

Under our agreement with LSDF, after LSDF receives $25.0 million from us, any remaining amounts that would be payable by us to LSDF pursuant to the agreement will instead be paid to LSI. Our obligations with respect to LSI are limited to creating LSI's charter documents, incorporating LSI, selecting directors and applying for tax-exempt status, all in consultation with LSDF. We have no other obligations, funding or otherwise, to LSI. The term of our agreement with LSDF expires on the six-month anniversary following the last date that we deliver a report related to our incurrence of grant-funded expenses described in the agreement, provided that certain obligations will survive the expiration of the term. The term of our payment obligations to LSDF is the same as that under our agreement with Vulcan.

We currently lease our office and laboratory in The Omeros Building under a lease agreement with BMR-201 Elliott Avenue LLC, or BMR. The initial term of the lease ends in November 2027 and we have two options to extend the lease term, each by five years. As of September 30, 2013, the remaining aggregate non-cancelable rent payable under the initial term of the lease is approximately $61.7 million and we have received net lease incentives of $4.5 million, which are recorded as deferred rent on our accompanying consolidated balance sheets. The additional $3.1 million of the deferred rent balance as of September 30, 2013 relates to rent deferrals since inception of our lease in November 2012.

Note 9—Shareholders' Equity

MLV At-the-Market Agreement

In December 2012, we entered into an at-the-market issuance sales agreement with MLV, or the Sales Agreement. Pursuant to the Sales Agreement, we may direct MLV to sell shares of our common stock having an aggregate offering price of up to $44.4 million directly on The NASDAQ Global Market or through or to a market maker other than on an exchange. With our prior written consent, sales may also be made in negotiated transactions and/or any other method permitted by law. MLV will receive a 2% commission from the gross proceeds of any sales. Subject to the terms and conditions of the Sales Agreement, MLV will use its commercially reasonable efforts to sell the shares of our common stock from time to time, based upon our instructions (including any price, time or size limits or other parameters or conditions that we may impose). We are not obligated to make any sales of common stock under the Sales Agreement, and no assurance can be given that we will sell any additional shares under the Sales Agreement, or, if we do, as to the price or amount of shares that we will sell, or the dates on which any such sales will take place. The Sales Agreement may be terminated by either party at any time upon 10 days' notice to the other party, or by MLV at any time in certain circumstances, including the occurrence of a material adverse effect to Omeros. In addition, the Sales Agreement will automatically terminate upon the sale of all common stock subject to the Sales Agreement, or upon the expiration of our currently effective shelf registration statement. Our currently effective shelf registration statement will expire upon the earlier of (1) the effective date of the replacement shelf registration statement that we filed with the U.S. Securities and Exchange Commission, or SEC, on October 17, 2013 and (2) April 16, 2014. We are in discussions to amend the Sales Agreement to continue under the replacement shelf registration statement, if and when declared effective. In October 2013, we sold 373,700 shares of our common stock at an average price of $13.29 per share under the Sales Agreement and received net proceeds of $4.9 million.

Direct Offering

In May 2013, we sold 3,903,004 shares of our common stock at a price of $4.14 per share in a registered direct offering. After deducting offering expenses of $39,000, we received net proceeds from the transaction of $16.1 million.

Warrants

On March 29, 2007, we issued five-year warrants to purchase up to an aggregate of 197,478 shares of our common stock at an exercise price of $12.25 per share to brokers who assisted us in connection with our Series E Preferred Stock financing. On March 28, 2012, we extended by one year the expiration dates of those warrants. As a result of the extension, the expiration date of these warrants was March 29, 2013. On March 28, 2013, we extended the expiration dates of the warrants an additional year to March 29, 2014. Pursuant to accounting guidance regarding equity-based compensation to non-employees, we evaluated the value of the warrants before and after the modification dates to determine the incremental change in their fair value. For the nine months ended September 30, 2013 and 2012, we recorded these changes in fair value of $41,000 and $511,000, respectively, in other expense.

Note 10—Stock-Based Compensation

Stock Options

Our 2008 Equity Incentive Plan, or 2008 Plan, provides for the grant of incentive and nonstatutory stock options, restricted stock, stock appreciation rights, performance units and performance shares to employees, directors and consultants and subsidiary corporations' employees and consultants. The 2008 Plan also allows any shares returned under our Amended and Restated 1998 Stock Option Plan, or 1998 Plan, as a result of cancellation of options or repurchase of shares issued pursuant to the 1998 Plan, to be issued under the 2008 Plan. In addition, the 2008 Plan provides for annual increases in the number of shares available for issuance thereunder on the first day of each fiscal year, beginning with the 2010 fiscal year, equal to the lowest of:

- five percent of the outstanding shares of our common stock on the last day of the immediately preceding fiscal year;
- 1,785,714 shares; or
- such other amount as our board of directors may determine.

On January 1, 2013, in accordance with the 2008 Plan annual increase provisions, the authorized shares in the 2008 Plan increased by 1,294,874 shares. As of September 30, 2013, a total of 7,520,691 shares were reserved for issuance under our stock plans, of which 611,359 were available for future grants under the 2008 Plan. Options are granted with exercise prices equal to the closing fair market value of the common stock on the date of the grant. The terms of options may not exceed 10 years. Generally, options vest over a four-year period, but may be granted with different vesting terms.

Compensation cost for stock options granted to employees is based on the grant-date fair value and is recognized over the vesting period of the applicable option on a straight-line basis. As stock-based compensation expense is based on options ultimately expected to vest, the expense has been reduced for estimated forfeitures. The fair value of each employee option grant was estimated on the date of grant using the Black-Scholes option- pricing model with the following assumptions during the periods ended:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Estimated weighted-average fair value	$ 6.77	$ 6.63	$ 6.73	$ 3.32
Weighted-average assumptions				
Expected volatility	88%	84%	87%	89%
Expected term, in years	5.8	6.0	5.8	5.7
Risk-free interest rate	1.66%	0.83%	1.65%	1.05%
Expected dividend yield	—%	—%	—%	—%

Stock-Based Compensation Summary

Stock-based compensation expense includes amortization of stock options granted to employees and non-employees' and has been reported in our consolidated statements of operations as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
	(In thousands)		(In thousands)	
Research and development	$ 1,371	$ 282	$ 2,518	$ 1,135
Selling, general and administrative	840	294	1,846	1,141
Total	$ 2,211	$ 576	$ 4,364	$ 2,276

Stock option activity for all stock plans and related information is as follows:

	Options Outstanding	Weighted-Average Exercise Price per Share	Remaining Contractual Life (in years)	Aggregate Intrinsic Value (In thousands)
Balance at December 31, 2012	5,390,582	$ 5.18		
Granted	1,734,301	9.31		
Exercised	(49,343)	1.29		
Forfeited	(166,208)	7.42		
Balance at September 30, 2013	6,909,332	$ 6.19	7.34	$ 25,351
Vested and expected to vest at September 30, 2013	6,605,953	$ 6.08	7.25	$ 24,973
Exercisable at September 30, 2013	3,873,323	$ 4.26	5.82	$ 21,525

At September 30, 2013, there were 3,036,009 unvested options outstanding that will vest over a weighted-average period of 2.9 years. Excluding non-employee stock options, the total estimated compensation expense to be recognized in connection with these shares is $16.0 million.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis should be read in conjunction with the unaudited consolidated financial statements and notes thereto included elsewhere in this Quarterly Report on Form 10-Q.

Overview

We are a clinical-stage biopharmaceutical company committed to discovering, developing and commercializing products targeting inflammation, coagulopathies and disorders of the central nervous system. Our most clinically advanced product, OMS302 for lens replacement surgery, is derived from our proprietary PharmacoSurgery® platform that is designed to improve clinical outcomes of patients undergoing ophthalmological, arthroscopic, urological and other surgical and medical procedures. Our PharmacoSurgery platform is based on low-dose combinations of therapeutic agents delivered directly to the surgical site throughout the duration of the procedure to preemptively inhibit inflammation and other problems caused by surgical trauma and to provide clinical benefits both during and after surgery. In addition to that for OMS302, we have five other clinical-stage programs in our pipeline. We also have a deep and diverse pipeline of preclinical programs as well as a platform capable of unlocking new drug targets. For each of our products and programs, we have retained all manufacturing, marketing and distribution rights.

Status of Our Clinical and Preclinical Programs

OMS302, our lead PharmacoSurgery product, previously completed a successful Phase 3 clinical program that evaluated the product in patients undergoing intraocular lens replacement, or ILR, surgery. We submitted an NDA for OMS302 to the FDA in July 2013 and an MAA for OMS302 to the European Medicines Agency, or EMA, in September 2013 to allow us to market and sell OMS302 in the United States and the European Union, respectively for use in patients undergoing ILR surgery. We announced in October 2013 that the NDA for OMS302 had been confirmed for filing by the FDA and that the MAA for OMS302 had been validated by the EMA. Assuming approval of at least one of these marketing applications within approximately one year of its initial submission, we expect to begin marketing OMS302 in the second half of 2014. In addition, we intend to initiate in the fourth quarter of 2013 a study designed to expand the currently proposed labeling specifically to include a subset of ILR patients who have a history of using alpha adrenergic antagonists, such as Flomax® (tamsulosin HCL), which has been associated with intraoperative floppy iris syndrome, or IFIS.

OMS103, our second PharmacoSurgery product, is being evaluated in a Phase 3 clinical program for its safety and ability to reduce pain following arthroscopic partial meniscectomy surgery. In December 2012, we completed a Phase 3 clinical trial in which the pre-specified primary endpoint was the Symptoms Subscale of the Knee Injury and Osteoarthritis Outcome Score (KOOS)-a patient-reported measure that is comprised of questions about knee swelling, clicking, catching and stiffness. In addition, pain measured in the early postoperative period was a pre-specified secondary endpoint. Although the Symptoms Subscale of the KOOS did not reach statistical significance, OMS103, as was seen in the Phase 2 trial in patients undergoing arthroscopic partial meniscectomy, achieved statistically significant reduction of postoperative pain. We are redesigning our Phase 3 clinical program in arthroscopic partial meniscectomy surgery to include reduction of early postoperative pain as the primary endpoint.

In addition to OMS302 and OMS103, we have a pipeline of other product development programs targeting inflammation, coagulopathies and disorders of the central nervous system. We have the following four clinical-stage programs in our pipeline: (1) our lead PDE10 inhibitor OMS824 for the treatment of cognitive disorders is in a Phase 2 clinical program for patients with stable schizophrenia and a Phase 2 clinical program for Huntington's disease is planned, (2) our lead MASP-2 antibody OMS721 for the treatment of thrombotic microangiopathies is in a Phase 1 clinical program, (3) our PPAR γ program, in which two Phase 2 clinical trials are being conducted by our collaborators to evaluate a PPAR γ agonist, alone or in combination with other agents, for treatment of addiction to opioids and to nicotine and (4) our PharmacoSurgery product OMS201 for use during urological procedures, including uroendoscopic procedures, has completed a Phase 1/Phase 2 clinical trial in 2010 and currently is not in active clinical trials.

In September 2013, we announced that the FDA had granted orphan drug designation to OMS824 for the treatment of Huntington's disease. We also reported positive results from our Phase 1 clinical trial evaluating the pharmacokinetics of OMS824 in September 2013. In October 2013, we reported additional positive clinical data from a Phase 1 clinical trial evaluating the extent to which OMS824, at a dose higher than previously reported, binds to PDE10 to a greater extent than reported for any PDE10 inhibitor. In addition, during the third quarter we initiated enrollment in a Phase 2 clinical trial of OMS824 in patients with psychiatrically stable schizophrenia, and we plan to advance OMS824 into Phase 2 clinical trials for Huntington's disease later this year. We have two INDs for OMS824 filed at FDA, one for schizophrenia and one for Huntington's disease, and have requested Fast Track designation in both programs.

In November 2013, we announced positive data using OMS721 in a well-established animal model of neovascular age-related macular degeneration (AMD), and reported positive clinical data from our Phase 1 clinical trial of OMS721. A Phase 2 clinical program to evaluate OMS721 in the treatment of thrombotic microangiopathies (TMAs), a family of disorders that occurs in the microcirculation of the body's organs, most commonly the kidney and brain, is expected to begin enrollment in early 2014.

Our preclinical programs include: (1) our PDE7 program in which we are developing proprietary compounds to treat movement disorders as well as addiction and compulsive disorders and (2) our Plasmin program in which we are advancing novel antifibrinolytic agents for the control of blood loss during surgery or resulting from trauma as well as for other hyperfibrinolytic states (*e.g.*, liver disease). We currently expect to initiate Phase 1 clinical trials for both our PDE7 and plasmin programs in 2014.

In our GPCR program, we are working to complete high-throughput surrogate de-orphanization of orphan GPCRs, or the identification of synthetic molecules that bind and functionally interact with the receptors, and to develop products that act at these new potential drug targets. As of October 31, 2013, we had publicly announced that we had identified and confirmed sets of small-molecule compounds that interact selectively with, and modulate signaling of, 52 Class A orphan GPCRs
and two Class B GPCRs (glucagon-like peptide-1 receptor, or GLP-1R, and parathyroid hormone 1 receptor, or PTH-1R).

Financial Summary

The majority of our operating expenses to date have been for research and development activities. Research and development expenses consist of costs associated with research activities as well as costs associated with our product development efforts, which include clinical trial and third-party manufacturing services. Internal research and development costs are recognized as incurred. Third-party research and development costs are expensed at the earlier of when the contracted work has been performed or when upfront and milestone payments are made. Research and development expenses include:

- employee and consultant-related expenses, which include salaries and benefits, and non-cash stock-compensation;
- external research and development expenses incurred pursuant to agreements with third-party manufacturing organizations, clinical research organizations, or CROs, clinical trial sites, and collaborators or licensors;
- facilities, depreciation and other allocated expenses, which include direct and allocated expenses for rent and maintenance of facilities and depreciation of leasehold improvements and equipment; and
- third-party supplier expenses including laboratory and other supplies.

We recognized net losses of $13.9 million and $13.3 million for the three months ended September 30, 2013 and 2012, respectively, and $38.0 million and $30.7 million for the nine months ended September 30, 2013 and 2012, respectively. These losses have resulted principally from expenses incurred in connection with research and development activities, consisting primarily of clinical trials, preclinical studies and manufacturing services associated with our current products. Compared to 2012, we expect our net losses to increase as we continue to add personnel for our anticipated growth and prepare for the commercial launch of OMS302, if it is approved, advance our clinical trials, and expand our research and development efforts. As of September 30, 2013, our accumulated deficit was $252.5 million and total shareholders' deficit was $23.9 million.

Results of Operations

Revenue

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
	(In thousands)		(In thousands)	
Revenue	$ 196	$ 1,417	$ 1,431	$ 4,439

Our revenue to date has consisted of grant funding from third parties and revenue recognized in connection with funding received under our agreements with Vulcan and LSDF, which are described in Note 7 to our consolidated financial statements. Other than grant funding, we do not expect to receive any revenue from our products unless we receive regulatory approval and commercialize our products or unless we enter into collaborative agreements with third parties for the development and commercialization of our products. We do not expect any of our current products to be commercially available before the second half of 2014, if at all. We continue to pursue government and private grant funding as well as collaboration funding for our products and research programs.

The decrease in revenue during the three and nine months ended September 30, 2013 was primarily due to lower revenue recognized from our GPCR program funding agreement with Vulcan and LSDF. We recognized the remaining revenue in connection with the Vulcan and LSDF agreements during the first quarters of 2013 and 2012, respectively. No further revenue remains to be recognized under these agreements as of September 30, 2013.

Research and Development Expenses

Our research and development expenses can be divided into direct external expenses, which include clinical research and development and preclinical research and development activities, internal, overhead and other expenses, and stock-based compensation expense. The following table illustrates our expenses associated with these activities:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
	(In thousands)		(In thousands)	
Direct external expenses:				
Clinical research and development:				
OMS302	$ 1,099	$ 2,921	$ 3,414	$ 6,739
OMS721	898	—	898	—
OMS103	5	575	373	2,480
OMS824	2,104	249	4,423	266
Other clinical programs	9	8	27	61
Total clinical research and development	4,115	3,753	9,135	9,546
Preclinical research and development	470	885	4,081	4,003
Total direct external expenses	4,585	4,638	13,216	13,549
Internal, overhead and other expenses	3,464	2,844	10,377	7,884
Stock-based compensation expense	1,371	282	2,518	1,135
Total research and development expenses	$ 9,420	$ 7,764	$ 26,111	$ 22,568

Direct external clinical research and development expenses consist primarily of external research and development and regulatory expenses incurred pursuant to agreements with third-party manufacturing organizations, CROs, clinical trial sites, collaborators, licensors and consultants. Direct external preclinical research and development expenses consist primarily of our preclinical research activities, including third-party manufacturing organizations and CROs, laboratory supplies and consulting. Costs are reported in preclinical research and development until the program enters the clinic. Internal, overhead and other expenses consist of personnel costs and other overhead costs such as rent, utilities and depreciation. Our internal resources, employees and infrastructure are not directly tied to any individual research project and are deployed across multiple clinical and preclinical projects we are advancing in parallel.

The increase in total research and development expenses during the three months ended September 30, 2013 was due primarily to higher clinical expenses related to our Phase 1 clinical trials evaluating OMS824, higher expense related to non-cash stock compensation, and costs related to our MASP-2 clinical program. The increase in total research and development expenses during the nine months ended September 30, 2013 was due primarily to higher direct external expenses related to our Phase 1 clinical trials evaluating OMS824 and OMS721; higher internal, overhead and other expenses related to advancing our MASP-2 program, the preparation and filing of the NDA and MAA for OMS302 and non-cash rent expense associated with the amortization of our BMR lease incentives; and expense related to non-cash stock compensation. Non-cash stock compensation expense increased for the three and nine months ended September 30, 2013 compared to the same periods in 2012 due to the grant of stock options during the fourth quarter of 2012 and the third quarter of 2013 related to annual performance reviews. These increased expenses for the three and nine months ended September 30, 2013 were partially offset by lower clinical research and development expenses related to the completion of our OMS302 Phase 3 clinical trial in January 2013 and the first OMS103 Phase 3 clinical trial for meniscectomy in December 2012. These two clinical programs were ongoing during the three and nine months ended September 30, 2012. We expect our research and development expenses to increase in the near term as we continue to advance OMS824, OMS721, OMS103, and OMS302 through further clinical development and initiate clinical trials for our PDE7 program.

At this time, due to the inherently unpredictable nature of preclinical and clinical development activities and given the early stage of our preclinical development programs, we are unable to estimate with any certainty the costs we will incur in the continued development of our products for potential commercialization. Clinical development timelines, the probability of success and development costs can differ materially from expectations. While we currently are focused on advancing our product development programs, our future research and development expenses will depend on the clinical success of each product, as well as on-going assessments of each product's commercial potential. In addition, we cannot forecast with any degree of certainty which products may be subject to future collaborations, when such arrangements will be secured, if at all, and to what degree such arrangements would affect our development plans and capital requirements.

The lengthy process of completing clinical trials and seeking regulatory approval for our products requires the expenditure of substantial resources. Any failure or delay in completing clinical trials, or in obtaining regulatory approvals, could cause a delay in generating product revenue and cause our research and development expenses to increase and, in turn, have a material adverse effect on our operations, financial condition and liquidity. We do not expect any of our current products to be commercially available before the second half of 2014, if at all. Because of the factors above, we are not able to estimate with any certainty when we would recognize any net cash inflows from our research and development projects.

Selling, General and Administrative Expenses

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
	(In thousands)		(In thousands)	
Selling, general and administrative, excluding stock-based compensation expense	$ 3,370	$ 2,442	$ 10,088	$ 6,129
Stock-based compensation expense	840	294	1,846	1,141
Total selling, general and administrative expenses	$ 4,210	$ 2,736	$ 11,934	$ 7,270

The increase in selling, general and administrative expenses during the three and nine months ended September 30, 2013 was primarily due to legal matters, including expenses incurred in connection with the CCIC matter and legal fees related to our products, higher expenses associated with the preparation for our planned commercial launch of OMS302 in the second half of 2014, expenses related to non-cash stock-compensation, employee costs and non-cash rent expense associated with the amortization of our BMR lease incentives. For the nine months ended September 30, 2013, the selling, general and administrative expenses also increased due to legal costs incurred in the first quarter of 2013 in connection with our settled lawsuit with our former chief financial officer and our lawsuit with CCIC, which settled on October 2, 2013. See Part II, Item 1 - Legal Proceedings. We expect our selling, general and administrative expenses to increase in the near term as we prepare for the potential commercial launch of OMS302.

Litigation Settlement

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
	(In thousands)		(In thousands)	
Litigation Settlement	$ —	$ 3,953	$ —	$ 3,953

Litigation settlement consists solely of expenses incurred by us in connection with the settlement agreement, effective October 26, 2012, that we entered into with our former chief financial officer and treasurer.

Interest Expense

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
	(In thousands)		(In thousands)	
Interest expense	$ 592	$ 413	$ 1,768	$ 1,360

The increase in interest expense during the three and nine months ended September 30, 2013 was due primarily to a higher interest rate and a higher average balance on our Oxford notes during the 2013 period.

Other Income (Expense), Net

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2013		2012		2013		2012	
	(In thousands)				(In thousands)			
Other income (expense), net	$	154	$	159	$	421	$	(30)

Other income (expense) principally includes rental income and costs associated with warrant modifications. The increase in other income (expense) during the nine months ended September 30, 2013 is due to a decrease in warrant modification expenses from $511,000 in the first quarter of 2012 to $41,000 in the first quarter of 2013.

Financial Condition - Liquidity and Capital Resources

As of September 30, 2013, we had $9.0 million in cash, cash equivalents and short-term investments. In addition, during October 2013, we received $12.5 million from the settlement of the CCIC matter (See Part II, Item 1 - Legal Proceedings for further information), and we received $4.9 million in net proceeds from the sale of 373,700 shares of common stock at an average price of $13.29 per share under our MLV Sales Agreement. Our cash, cash equivalents and short-term investment balances are held principally in interest-bearing instruments, including money-market accounts. Cash in excess of immediate requirements is invested in accordance with established guidelines to preserve principal and maintain liquidity. We believe that our existing cash, cash equivalents and short-term investments, proceeds from the settlement of the CCIC matter, together with capital that we may be able to raise through one or more corporate partnerships, equity offerings, including under our agreement with MLV, and debt financings, will be sufficient to fund our anticipated operating expenses, capital expenditures and note payments for at least the next 12 months.

	Nine months ended September 30,			
	2013		2012	
	(In thousands)			
Selected cash flow data				
Cash provided by (used in):				
Operating activities	$	(29,399)	$	(21,767)
Investing activities		12,845		(9,239)
Financing activities		16,184		28,061

Operating Activities. Expenditures related to operating activities were primarily for research and development and selling, general and administrative expenses in support of our operations. Net cash used in operating activities increased for the nine months ended September 30, 2013, as compared to the same period in 2012, primarily due to higher expenses related to our Phase 1 clinical trial evaluating OMS824, the preparation and filing of the NDA and MAA for OMS302, higher expenses related to our MASP-2 program, higher legal costs, increased marketing expenses tied to the planned commercial launch of OMS302 in the second half of 2014, and employee costs. The increases in 2013 were partially offset by lower clinical trial expenses related to the completion of Phase 3 clinical trials for our OMS302 and OMS103 programs in January 2013 and December 2012, respectively. In addition, cash used in operating activities was reduced in the 2012 period by a $3.0 million cash lease incentive payment we received from BMR.

Investing Activities. Net cash provided from investing activities in the nine months ended September 30, 2013 was primarily due to the sale of short-term investments to fund our operations, which was partially offset by the purchase of short-term investments with the net proceeds we received from the sale of common stock in our registered direct offering in May 2013. Investing activities, other than the purchases and sales of short-term investments, consist primarily of purchases of property and equipment. Cash flows from investing activities primarily reflect cash used to purchase short-term investments and receipts from the sale of short-term investments, thus causing a shift between our cash and cash equivalents and short-term investment balances. Because we manage our cash usage with respect to our total cash, cash equivalents and short-term investments, we do not consider these cash flows to be important to the understanding of our liquidity and capital resources.

Financing Activities. Net cash provided from financing activities in the nine months ended September 30, 2013 was due primarily to the net proceeds we received from the sale of common stock in our registered direct offering in May 2013. In the registered direct offering, we sold 3,903,004 shares of our common stock at a price of $4.14 per share. After deducting offering expenses of $39,000, we received net proceeds from the transaction of $16.1 million. During the 2012 period, cash provided by financing activities was due primarily to the $32.3 million in net proceeds we received from the sale of common stock in our public offering in July 2012, partially offset by principal payments on our Oxford notes. In December 2012, we amended the Oxford notes to provide for interest-only payments through December 31, 2013.

Funding Requirements

Because of the numerous risks and uncertainties associated with the development and commercialization of our products, and to the extent that we may or may not enter into collaborations with third parties to participate in development and commercialization, we are unable to estimate the amounts of increased capital requirements and operating expenditures required in the future. Our future operating and capital requirements will depend on many factors, including:

- the progress and results of our preclinical and clinical programs;
- costs related to manufacturing services;
- whether the hiring of a number of new employees to support our continued growth will occur at salary levels consistent with our estimates;
- the terms and timing of payments of any collaborative or licensing agreements that we have or may establish;
- the cost, timing and outcomes of the regulatory processes for our products;
- the costs of commercialization activities, including product manufacturing, marketing, sales and distribution;
- the commercial success of OMS302, if and when OMS302 is approved for sale in the U.S. and/or the European Union;
- the cost of preparing, filing, prosecuting, defending and enforcing patent claims and other intellectual property rights;
- the extent to which we acquire or invest in businesses, products or technologies, although we currently have no commitments or agreements relating to these types of transactions;
- whether we receive grant funding for our programs;
- the extent to which we raise capital by selling our stock through our at-the-market equity facility with MLV, under which MLV is required to use its commercially reasonable efforts to sell up to $44.4 million of our stock in accordance with our instructions;
- the extent to which we otherwise access the capital markets; and
- the outcomes of our existing administrative proceedings.

We expect our continued operating losses to result in an increase in the total amount of cash used in operations until at least the time OMS302, if approved, becomes cash flow positive, which may be in several years if at all. To meet our future capital requirements, we will need to finance our future cash needs through public or private equity offerings, debt financings or corporate collaboration and licensing arrangements. If we do not raise additional capital through equity or debt financings and/or one or more corporate partnerships, we may be required to delay, reduce the scope of or eliminate our research and development programs or reduce our planned commercialization efforts. We currently do not have any commitments for future external equity or debt funding. Additional equity or debt financing or corporate collaboration and licensing arrangements may not be available on acceptable terms, if at all, and any future equity funding will dilute the ownership of our equity investors.

MLV At-the-Market Agreement

In December 2012, we entered into an at-the-market issuance sales agreement with MLV, or the Sales Agreement. Pursuant to this agreement, we may direct MLV to sell shares of our common stock having an aggregate offering price of up to $44.4 million directly on The NASDAQ Global Market or through or to a market maker other than on an exchange. With our prior written consent, sales may also be made in negotiated transactions and/or any other method permitted by law. MLV will receive a 2.0% commission from the gross proceeds of any sales. Subject to the terms and conditions of the Sales Agreement, MLV will use its commercially reasonable efforts to sell the shares of our common stock from time to time, based upon our instructions (including any price, time or size limits or other parameters or conditions that we may impose). We are not obligated to make any sales of common stock under the Sales Agreement, and no assurance can be given that we will sell any additional shares under the Sales Agreement, or, if we do sell additional shares, as to the price or amount of shares that we will sell, or the dates on which any such sales will take place. The Sales Agreement may be terminated by either party at any time upon 10 days' notice to the other party, or by MLV at any time in certain circumstances, including the occurrence of a material adverse effect to Omeros. In addition, the Sales Agreement will automatically terminate upon the sale of all common stock subject to the Sales Agreement or upon the expiration of our currently effective shelf registration statement. Our currently effective shelf registration statement will expire upon the earlier of (1) the effective date of the replacement shelf registration statement that we filed with the U.S. Securities and Exchange Commission, or SEC, on October 17, 2013 and (2) April 16, 2014. We are in discussions to amend our agreement with MLV to continue under the replacement shelf registration statement, if and when declared effective. In October 2013, we sold 373,700 shares of our common stock under the Sales Agreement and received $4.9 million in net proceeds, which resulted in the reduction in availability under the Sales Agreement from $49.3 million to $44.4 million.

Oxford Loan and Security Agreement

In October 2010, we entered into the Loan Agreement pursuant to which Oxford agreed to lend us up to $20.0 million in two tranches of $10.0 million each. Interest under the Loan Agreement accrues at a fixed annual rate of 9.25%. The Loan Agreement provides for interest-only payments through December 31, 2013. We had $20.0 million in principal outstanding indebtedness under the Loan Agreement as of September 30, 2013 and December 31, 2012. In connection with the Loan Agreement, we agreed to pay Oxford a final payment fee equal to 7.0% of the borrowed $20.0 million, or $1.4 million, which we recorded as a discount on the outstanding debt. The final payment fee will be due upon the last payment date of the amounts we borrowed, whether upon maturity on December 1, 2016, or on the date of any prepayment of such amounts or in the event of acceleration upon a default. We also capitalized in other assets $168,000 of debt issuance costs that we incurred. Both of these amounts are being amortized to interest expense using the effective-interest method over the amended repayment term.

We may prepay the outstanding principal balance under the Loan Agreement in its entirety, plus accrued and unpaid interest, at any time upon delivery of prior notice to Oxford and the payment of a prepayment fee equal to 1.0% of the then-outstanding principal amount, which prepayment fee would be waived if we refinance the indebtedness with Oxford. As security for our obligations under the Loan Agreement, we granted Oxford a security interest in substantially all of our assets, excluding intellectual property. The Loan Agreement contains customary affirmative and negative covenants, including covenants that limit or restrict our ability to, among other things, incur indebtedness, grant liens, merge or consolidate, dispose of assets, make investments, make acquisitions, enter into certain transactions with affiliates, pay dividends or make distributions, or repurchase stock, in each case subject to customary exceptions for a loan agreement of this size and type. The Loan Agreement contains no cash covenant.

The Loan Agreement includes customary events of default that include, among other things, non-payment, inaccuracy of representations and warranties, covenant breach, occurrence of a material adverse effect, or MAE, cross default to material indebtedness, bankruptcy or insolvency, material judgment defaults, and a change of control. The occurrence of an event of default could result in the acceleration of our indebtedness to Oxford. Under certain circumstances, a default interest rate will apply on all obligations during the existence of an event of default under the Loan Agreement at a per annum rate equal to 5.0% above the otherwise applicable interest rate.

MAE is defined in the Loan Agreement as a material adverse effect upon (i) the business operations, properties, assets, results of operations or financial condition of Omeros, taken as a whole with respect to our viability, that reasonably would be expected to result in our inability to repay any portion of the loans in accordance with the terms of the Loan Agreement, (ii) the validity, perfection, value or priority of Oxford's security interest in the collateral, (iii) the enforceability of any material provision of the Loan Agreement or related agreements, or (iv) the ability of Oxford to enforce its rights and remedies under the Loan Agreement or related agreements. We considered the MAE definition and believe that the MAE clause has not been triggered as of September 30, 2013.

Carolina Casualty Insurance Company Litigation and NIH Matter

On October 2, 2013, Omeros and its chief executive officer entered into a settlement agreement with CCIC related to CCIC's defense of, and coverage obligations related to, the Klein lawsuit. Per the settlement agreement, CCIC paid Omeros $12.5 million on October 24, 2013. See Part II, Item 1 - Legal Proceedings.

In October 2013, in connection with an administrative review by NIH of the grants that were the subject of the Klein lawsuit, Omeros paid NIH the $1.064 million accrued as of September 30, 2013. See Part II, Item 1 - Legal Proceedings.

Contractual Obligations and Commitments

We currently lease our office and laboratory space in The Omeros Building under a lease agreement with BMR. The initial term of the lease ends in November 2027 and we have two options to extend the lease term, each by five years. As of September 30, 2013, the remaining aggregate non-cancelable rent payable under the initial term of the lease is approximately

$61.7 million and we have received net lease incentives of $4.5 million, which were recorded as deferred rent on our accompanying consolidated balance sheet.

We may also be required to make certain royalty and milestone payments that we cannot, at this time, determine when or if the related milestones will be achieved or the events triggering the commencement of payment obligations will occur. See Note 8 to our consolidated financial statements included in this Quarterly Report on Form 10-Q for a description of the agreements that include these royalty and milestone payment obligations.

Critical Accounting Policies and Significant Judgments and Estimates

The discussion and analysis of our financial condition and results of operations is based on our consolidated financial statements, which have been prepared in accordance with generally accepted accounting principles in the United States. The preparation of our financial statements requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. We base our estimates on historical experience and on various other factors that we believe are reasonable under the circumstances; however, actual results could differ from those estimates. An accounting policy is considered critical if it is important to a company’s financial condition and results of operations, and if it requires the exercise of significant judgment and the use of estimates on the part of management in its application. Although we believe that our judgments and estimates are appropriate, actual results may differ materially from our estimates.

For a more detailed listing of our critical accounting estimates, refer to our 2012 Form 10-K.

Off-Balance Sheet Arrangements

We have not engaged in any off-balance sheet arrangements.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Our exposure to market risk is primarily confined to our investment securities and notes payable. The primary objective of our investment activities is to preserve our capital to fund operations. We also seek to maximize income from our investments without assuming significant risk. To achieve our objectives, we maintain a portfolio of investments in high-credit-quality securities. As of September 30, 2013, we had cash, cash equivalents and short-term investments of $9.0 million. In accordance with our investment policy, we invest funds in highly liquid, investment-grade securities. These securities in our investment portfolio are not leveraged and are classified as available-for-sale. We currently do not hedge interest rate exposure. Because of the short-term maturities of our investments, we do not believe that an increase in market rates would have a material negative impact on the realized value of our investment portfolio. We actively monitor changes in interest rates and with our current portfolio of short term investments. We are not exposed to potential loss due to changes in interest rates.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our principal executive and financial officer, evaluated the effectiveness of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, as of September 30, 2013. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on the evaluation of our disclosure controls and procedures as of September 30, 2013, our principal executive officer and principal financial officer concluded that, as of such date, our disclosure controls and procedures were effective at the reasonable assurance level.

Changes in Internal Control over Financial Reporting

There was no change in our internal control over financial reporting identified in connection with the evaluation required by Rule 13a-15(d) and 15d-15(d) under the Exchange Act that occurred during the period covered by this report that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II—OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

Effective October 26, 2012, Omeros Corporation and Gregory A. Demopulos, M.D., our chairman, chief executive officer, and president, and Richard J. Klein, our former chief financial officer and treasurer, entered into a settlement agreement and release, or the Settlement Agreement, settling and releasing all of the parties' respective claims in the lawsuit captioned *United States of America, ex. rel. Richard J. Klein v. Omeros Corporation and Gregory Demopulos*, No. C09-1342 JCC. This lawsuit is described in Part II, Item 1 of our Quarterly Report on Form 10-Q filed with the SEC on August 7, 2012. Under an order filed by the U.S. District Court for the Western District of Washington on November 5, 2012, all claims asserted by Omeros, Dr. Demopulos and Mr. Klein were dismissed with prejudice and all of Mr. Klein's claims asserted against Omeros on behalf of the United States Government under the Federal False Claims Act, or the Qui Tam Claims, were dismissed without prejudice to the United States Government, which had declined to intervene and thus was not a party to the proceeding.

Effective October 2, 2013, Omeros and Dr. Demopulos entered into a settlement agreement and release with CCIC related to CCIC's defense of, and coverage obligations related to, the above-described lawsuit filed by Mr. Klein, settlement and releasing all of the parties' respective claims in the lawsuit captioned *Carolina Casualty Ins. Co. v Omeros Corp., et al,* No. 2:12-CV-00287. This lawsuit was filed by CCIC in 2012 as a declaratory judgment action in the U.S. District Court for the Western District of Washington relating to its coverage obligations under Omeros' directors, officers and corporate liability insurance policy that was in effect at the time Mr. Klein's employment with us was terminated. In connection with this lawsuit, Omeros and Dr. Demopulos filed counterclaims against CCIC alleging that CCIC breached its duty to defend under the insurance policy, acted unreasonably and in bad faith, and unreasonably denied a claim for coverage in violation of Washington law. Pursuant to the terms of the settlement agreement, the parties settled and released all of their respective claims in the CCIC litigation and CCIC was required to make a one-time payment of $12.5 million to Omeros, which was paid on October 24, 2013. On October 31, 2013, all claims asserted by Omeros, Dr. Demopulos and CCIC in this lawsuit were dismissed with prejudice. While Dr. Demopulos released all of his claims in exchange for this settlement, he elected to receive no portion of the settlement funds and to have all proceeds be paid to Omeros.

In connection with the administrative review by NIH of the two grants that were the subject of the Qui Tam Claims, we recognized $900,000 in the first quarter of 2013 and $164,000 in the third quarter of 2013 as selling, general and administrative expense. In October 2013, we repaid to NIH the $1.064 million previously accrued. The administrative review will be complete following a review of Omeros' financial systems related to the allocation of expenditures to cost categories for use by Omeros in current and any future grants.

ITEM 1A. RISK FACTORS

Our business, prospects, financial condition or operating results could be materially adversely affected by any of the risks and uncertainties described below, as well as other risks not currently known to us or that we currently deem immaterial. You should carefully consider these risks before making an investment decision. The trading price of our common stock could decline due to any of these risks and you may lose all or part of your investment. In assessing the risks described below, you should also refer to the other information contained in this Quarterly Report on Form 10-Q and in our Annual Report on Form 10-K for the year ended December 31, 2012.

Risks Related to Our Products, Programs and Operations

We are focusing a significant portion of our activities and resources on OMS302 and our success may largely depend on our ability to obtain regulatory approval and to successfully commercialize this product.

We are a biopharmaceutical company with no products approved for commercial sale and we have not generated any revenue from product sales. We have incurred, and expect to continue to incur, significant costs relating to the development and commercialization of our lead PharmacoSurgery product, OMS302, for use during ILR procedures. We intend to focus a significant portion of our activities and resources on gaining regulatory approval for, and subsequently commercializing, OMS302, and we believe a substantial portion of the value of our company relates to our ability to obtain marketing approval for, and to successfully commercialize, this product.

We have submitted an NDA with the FDA and an MAA with EMA, and both are currently under substantive review. The regulatory process is subject to substantial agency discretion and risks, including those described later in these risk factors. Either agency may decide not to approve our application, requiring us to obtain additional data regarding OMS302 and to resubmit our marketing application(s), further delaying our ability to market and generate revenue from the sale of OMS302.

Even if we receive regulatory approval for OMS302, our ability to successfully commercialize this product will be subject to numerous uncertainties and risks, including those described later in these risk factors. If there are any negative decisions or delays in the regulatory process or if the anticipated or actual timing and plan for commercializing OMS302, or, ultimately, the market acceptance of OMS302 do not meet our, your, analysts' or others' expectations, the market price of our common stock could decline significantly.

Our existing and future products, including OMS302 and OMS103, may never achieve market acceptance even if we obtain regulatory approvals.

Even if we receive regulatory approvals for the commercial sale of one or more of our existing or future products, including OMS302 and OMS103, the commercial success of these products will depend on, among other things, their acceptance by physicians, patients, third-party payors and other members of the medical community. If our products fail to gain market acceptance, we may be unable to earn sufficient revenue to continue our business. Market acceptance of, and demand for, any product that we may develop and commercialize will depend on many factors, including:

- our ability to provide acceptable evidence of safety and efficacy;
- the availability, relative cost and relative efficacy of alternative and competing treatments;
- the effectiveness of our marketing and distribution strategy to, among others, hospitals, surgery centers, physicians and/or pharmacists;
- prevalence of the condition for which the product is approved or frequency of the related surgical procedure;
- acceptance by physicians of each product as a safe and effective treatment;
- perceived advantages over alternative treatments;
- relative convenience and ease of administration;
- the availability of adequate reimbursement by Medicare and other third parties;
- the frequency and severity of adverse side effects; and
- publicity concerning our products or competing products and treatments.

Further, the number of operations in which our PharmacoSurgery products, if approved, would be used may be significantly less than the total number of such operations performed. If our products do not become widely accepted by physicians, patients, third-party payors and other members of the medical community, it is unlikely that we will ever become profitable, and if we are unable to increase market penetration of our products, our growth prospects would be significantly harmed.

We are subject to extensive government regulation, including the requirement of approval before our products may be marketed.

Both before and after approval of our products, we, our products, and our suppliers, contract manufacturers and clinical investigators are subject to extensive regulation by governmental authorities in the United States and other countries, covering, among other things, testing, manufacturing, quality control, clinical trials, labeling, advertising, promotion, distribution, and import and export. Failure to comply with applicable requirements could result in, among other things, one or more of the following actions: warning letters; unanticipated expenditures; delays in approval or refusal to approve a product; product recall or seizure; interruption of manufacturing or clinical trials; operating restrictions; injunctions; criminal prosecution and civil or criminal penalties including fines and other monetary penalties. We, the FDA or an independent Institutional Review Board or Ethics Committee may suspend or terminate human clinical trials at any time on various grounds, including a finding that the patients are being exposed to an unacceptable health risk or because of the way in which the investigators on which we rely carry out the trials.

Our products cannot be marketed in the United States without FDA approval, and can only be marketed for the indications for which they may be approved. The FDA has not approved any of our products for sale in the United States. All of our products are in development, and will have to be approved by the FDA before they can be marketed in the United States. Obtaining FDA approval requires substantial time, effort, and financial resources, and may be subject to both expected and unforeseen delays, and there can be no assurance that any approval will be granted on a timely basis, if at all.

The FDA may decide that our data are insufficient for approval of our products and require additional preclinical, clinical or other studies. As we develop our products, we periodically discuss with the FDA clinical, regulatory and manufacturing matters, and our views may, at times, differ from those of the FDA. For example, the FDA regulates our products that consist of two or more active ingredients as combination drugs under its Combination Drug Policy. The Combination Drug Policy requires that we demonstrate that each active ingredient in a drug product contributes to the product's claimed effect. The FDA has questioned the means by which we intend to demonstrate such contribution and whether available data and information demonstrate contribution for each active ingredient in OMS103. If we are unable to resolve these questions, we may be required to provide additional information, which may include the results of additional preclinical studies or clinical trials.

If we are required to conduct additional clinical trials or other testing of our products beyond those that we currently contemplate for regulatory approval, if we are unable to successfully complete our clinical trials or other testing, or if the results of these and other trials or tests fail to demonstrate efficacy or raise safety concerns, we may be delayed in obtaining marketing approval for our products, or may never be able to obtain marketing approval.

Even if regulatory approval of a product is obtained, such approval may be subject to significant limitations on the indicated uses for which that product may be marketed, conditions of use, and/or significant post approval obligations, including additional clinical trials. These regulatory requirements may, among other things, limit the size of the market for the product. Even after approval, discovery of previously unknown problems with a product, manufacturer, or facility, such as previously undiscovered side effects, may result in restrictions on any product, manufacturer, or facility, including, among other things, a possible withdrawal of approval of the product.

Failure to obtain regulatory approval in foreign jurisdictions would prevent us from marketing our products internationally.

We intend to have our products marketed outside the United States. In order to market our products in the European Union and many other non-U.S. jurisdictions, we must obtain separate regulatory approvals and comply with numerous and varying regulatory requirements. We may be unable to file for regulatory approvals and may not receive necessary approvals to commercialize our products in any market. The approval procedure varies among countries and can involve additional testing and data review. The time required to obtain foreign regulatory approval may differ from that required to obtain FDA approval. The foreign regulatory approval process may include all of the risks associated with obtaining FDA approval discussed in these “Risk Factors.” We may not obtain foreign regulatory approvals on a timely basis, if at all. Approval by the FDA does not ensure approval by regulatory agencies in other countries, and approval by one foreign regulatory authority does not ensure approval by regulatory agencies in other foreign countries or by the FDA. The failure to obtain these approvals could harm our business.

We cannot be certain that OMS103 will receive regulatory approval or be successfully commercialized.

We have an ongoing Phase 3 clinical program evaluating OMS103 in patients undergoing arthroscopic partial meniscectomy surgery. We are redesigning the program to include postoperative pain reduction as the primary endpoint. While OMS103 demonstrated a drug effect in the first Phase 3 clinical trial by reducing early postoperative pain, which was a secondary endpoint, we can provide no assurance that in subsequent trials OMS103 will meet the primary endpoint of early postoperative pain reduction following arthroscopic partial meniscectomy or that the design of our Phase 3 program will be acceptable to regulatory authorities. Also, we can provide no assurances that we will have sufficient resources to conduct any subsequent clinical trials that we or regulatory authorities may deem necessary. If the data from any subsequent trials are negative or if our program design is not acceptable to regulatory authorities, we may be unable to seek, or be significantly delayed in seeking, marketing approval of OMS103, which could cause the market price of our common stock to decline significantly.

If we are unable to obtain adequate reimbursement from governments or third-party payors for any products that we may develop or if we are unable to obtain acceptable prices for those products, they may not be purchased or used and, as a result, our revenue and prospects for profitability could suffer.

Our future revenue and profit will depend heavily on the availability of adequate reimbursement for the use of our approved products from governmental and other third-party payors, both in the United States and in other countries. Even if we are successful in bringing one or more products to market, these products may not be considered cost-effective, and the amount reimbursed for any product may be insufficient to allow us to sell the product profitably. Reimbursement by a third-party payor may depend on a number of factors, including the third-party payor’s determination that use of a product is:

- a covered benefit under its health plan;
- safe, effective and medically necessary;
- appropriate for the specific patient;
- cost-effective; and
- neither experimental nor investigational.

Obtaining reimbursement approval for a product from each government or third-party payor is a time-consuming and costly process that will require the build-out of a sufficient staff and could require us to provide supporting scientific, clinical and cost-effectiveness data for the use of our products to each payor. Because none of our products has been approved for marketing, we can provide no assurances at this time regarding their cost-effectiveness and the amount, if any, or method of reimbursement. Further, we can provide no assurance that the amounts, if any, reimbursed to surgical facilities for utilization of our surgery-related products or to surgeons for the administration and delivery of these products will be considered adequate to justify the use of these products. There may be significant delays in obtaining reimbursement coverage for newly approved products and we may not be able to provide data sufficient to gain acceptance with respect to reimbursement. Even when a payor determines that a product is eligible for reimbursement, coverage may be more limited than the purposes for which the product is approved by the FDA or foreign regulatory agencies. Increasingly, third-party payors who reimburse healthcare costs, such as government and private payors, are requiring that companies provide them with predetermined discounts from list prices and challenging the prices charged for medical products. Moreover, eligibility for coverage does not mean that any product will be reimbursed at a rate that allows us to make a profit in all cases, or at a rate that covers our costs, including research, development, manufacturing, sales and distribution. In non-U.S. jurisdictions, we must obtain separate reimbursement approvals and comply with related foreign legal and regulatory requirements. In some countries, including those in the European Union, our products may be subject to government price controls. Pricing negotiations with governmental authorities can take a considerable amount of time and expenditure of resources after the receipt of marketing approval for a product. If the reimbursement we are able to obtain for any product we develop is inadequate in light of our development and other costs or is significantly delayed, our business could be materially harmed.

If we are unable to establish sales and marketing capabilities or enter into agreements with third parties to market and sell our products, we may be unable to generate product revenue.

Omeros has never sold, marketed or distributed any biopharmaceutical product. Developing an internal sales force is expensive and time-consuming, and a delay in hiring and training an internal sales force could impact the timing or effectiveness of any product launch. If we enter into arrangements with third parties to perform sales and marketing services, our product revenues are likely to be lower than if we market and sell any approved products ourselves. Factors that may inhibit our efforts to commercialize any approved products without commercialization partners include:

- our inability to recruit in a timely manner, and retain, adequate numbers of effective sales and marketing personnel, or to partner or contract with a third party to provide sales and marketing services, in the applicable region of the world, particularly before our planned market launch of OMS302, if approved, in the second half of 2014;
- the inability of sales personnel to sell our product(s) to adequate numbers of hospitals, surgery centers, physicians and/or pharmacists;
- our inability to develop and maintain adequate internal information systems to monitor sales by distribution channel, report pricing, maintain customer lists and track selling and marketing operations;
- the lack of complementary products to be offered by sales personnel, which may put us at a competitive disadvantage relative to companies with more extensive product lines; and
- unforeseen costs and expenses associated with creating an independent sales and marketing organization.

In order to launch OMS302 successfully, if approved, in regions outside of the U.S., it may be necessary to enter into agreements with one or more commercialization partners, and we may not be able to enter any such agreement on terms acceptable to us or in a timely manner, if at all. If we are unsuccessful in building a sales and marketing infrastructure or unable to partner with one or more third parties to perform sales and marketing services for our products, we will have difficulty commercializing our products, which would adversely affect our business and financial condition.

We have a history of operating losses, and we may not achieve or maintain profitability.

We have not been profitable and have generated substantial operating losses since we were incorporated in June 1994. We had net losses of approximately $38.0 million and $30.7 million for the nine months ended September 30, 2013, and 2012, respectively. As of September 30, 2013, we had an accumulated deficit of approximately $252.5 million. We do not anticipate generating revenue from the sale of our products until the second half of 2014 at the earliest and expect to incur additional losses for at least the next several years and cannot be certain that we will ever achieve profitability. As a result, our business is subject to all of the risks inherent in the development of a new business enterprise, such as the risks that we may be unable to obtain additional capital needed to support the preclinical and clinical expenses of development and commercialization of our products, to develop a market for our products, to successfully transition from a company with a research and development focus to a company capable of commercializing products and to attract and retain qualified management as well as technical and scientific staff.

If we are unable to raise additional capital when needed or on acceptable terms, we may be unable to complete the development and commercialization of OMS302, OMS103 or our other products, or continue our other preclinical development programs.

Our operations have consumed substantial amounts of cash since inception. We expect to continue to spend substantial amounts to:

- prepare for the potential commercialization of OMS302;
- continue the Phase 3 clinical program of OMS103 for use in arthroscopic partial meniscectomy surgery;

- continue the clinical development of OMS824 and OMS721;
- continue our development efforts in our GPCR program to advance this program for potential partnering or for internal development of products targeting GPCRs;
- scale-up and produce clinical and commercial supplies of products, and conduct clinical studies for our products, including for OMS302, OMS103, OMS824, OMS721, and products being developed in our PDE7 and Plasmin programs;
- continue research and development in all of our programs;
- make principal and interest payments when due under our debt facility with Oxford;
- initiate and conduct clinical trials for other products;
- make milestone payments to our collaborators; and
- launch and commercialize any products for which we receive regulatory approval.

If we do not raise additional capital, we may be unable to commercialize OMS302, if it is approved, or complete all of the clinical trials in our Phase 3 clinical program for OMS103, which would prevent us from generating sales revenue for one or both of those products. Also, our clinical trials may be delayed or we may need to conduct additional trials for many of the reasons discussed in these "Risk Factors," which would increase our development expenses and may require us to raise additional capital to complete their clinical development and commercialization and to decrease spending on our other development programs.

Furthermore, we may need to raise additional capital to continue the clinical development of OMS824 and OMS721 and to advance one or more of our preclinical programs into clinical development. If we are unable to raise sufficient capital to commercialize OMS302 or complete the clinical development of OMS103 or advance the development of one or more of our other programs, our business and prospects could be harmed and our stock price could decline significantly.

If our clinical trials are delayed, we may be unable to develop our products on a timely basis, which will increase our development costs and delay the potential commercialization of our products and the subsequent receipt of revenue from sales, if any.

We cannot predict whether we will encounter problems with any of our completed, ongoing or planned clinical trials that will cause regulatory agencies, Institutional Review Boards or Ethics Committees, or us to delay our clinical trials or suspend or delay the analysis of the data from those trials. Clinical trials can be delayed for a variety of reasons, including:

- discussions with the FDA or comparable foreign authorities regarding the scope or design of our clinical trials;
- delays or the inability to obtain required approvals from Institutional Review Boards, Ethics Committees or other responsible entities at clinical sites selected for participation in our clinical trials;
- delays in enrolling patients into clinical trials;
- lower than anticipated retention rates of patients in clinical trials;
- the need to repeat or conduct additional clinical trials as a result of problems such as inconclusive or negative results, poorly executed testing, a failure of a clinical site to adhere to the clinical protocol or an unacceptable study design;
- an insufficient supply of product materials or other materials necessary to conduct our clinical trials;
- the need to qualify new suppliers of product materials for FDA and foreign regulatory approval;
- an unfavorable FDA inspection or review of a clinical trial site or records of any clinical investigation;
- the occurrence of unacceptable drug-related side effects or adverse events experienced by participants in our clinical trials; or
- the placement of a trial on a clinical hold.

In addition, a clinical trial or development program may be suspended or terminated by us, the FDA or other regulatory authorities, or Institutional Review Boards or Ethics Committees due to a number of factors, including:

- failure to conduct the clinical trial in accordance with regulatory requirements or our clinical protocols;
- inspection of the clinical trial operations or trial sites by the FDA or other regulatory authorities resulting in the imposition of a clinical hold;
- unforeseen safety issues or any determination that a trial presents unacceptable health risks; or
- lack of adequate funding to continue the clinical trial or development program, including the incurrence of unforeseen costs due to enrollment delays, requirements to conduct additional trials and studies and increased expenses associated with the services of our contract research organizations, CROs, and other third parties.

Changes in regulatory requirements and guidance may occur and we may need to amend clinical trial protocols to reflect these changes. Amendments may require us to resubmit our clinical trial protocols to Institutional Review Boards or Ethics Committees for re-examination, which may impact the costs, timing or successful completion of a clinical trial. If the results of our clinical trials are not available when we expect or if we encounter any delay in the analysis of data from our clinical trials, we may be unable to file for regulatory approval or conduct additional clinical trials on the schedule we currently anticipate. Any delays in completing our clinical trials may increase our development costs, would slow down our product development and regulatory submission process, could delay our receipt of product revenue and could make it difficult to raise additional capital. Many of the factors that cause, or lead to, a delay in the commencement or completion of clinical trials may also ultimately lead to the denial of regulatory approval of a product. In addition, significant clinical trial delays also could allow our competitors to bring products to market before we do and impair our ability to commercialize our future products and may harm our business.

We rely on third parties to conduct portions of our preclinical research and clinical trials. If these third parties do not perform as contractually required or otherwise expected, or if we fail to adequately supervise or monitor these parties, we may not be able to obtain regulatory approval for or commercialize our products.

We rely on third parties, such as CROs and research institutions, to conduct a portion of our preclinical research. We also rely on third parties, such as medical institutions, clinical investigators and CROs, to assist us in conducting our clinical trials. Nonetheless, we are responsible for confirming that our preclinical research and clinical trials are conducted in accordance with applicable regulations, the relevant trial protocol and within the context of approvals by an Institutional Review Board or Ethics Committee, and we may not always be successful in ensuring such compliance. Our reliance on these third parties does not relieve us of responsibility for ensuring compliance with FDA and other regulations and standards for conducting, monitoring, recording and reporting the results of preclinical research and clinical trials to assure that data and reported results are credible and accurate and that the trial participants are adequately protected. If these third parties do not successfully carry out their contractual duties or regulatory obligations or meet expected deadlines, if the third parties need to be replaced or if the quality or accuracy of the data they obtain is compromised due to their failure to adhere to our clinical protocols or regulatory requirements or for other reasons, our preclinical and clinical development processes may be extended, delayed, suspended or terminated, and we may not be able to obtain regulatory approval for our products.

We have no capacity to manufacture clinical or commercial supplies of our products and intend to rely solely on third parties to manufacture clinical and commercial supplies of all of our products.

We do not intend to manufacture our products for our clinical trials or on a commercial scale and intend to rely on third parties to do so. With the exception of our agreement with Hospira Worldwide, Inc. for the commercial supply of liquid OMS103, we have not yet entered into any agreement for the commercial supply of any of our products, including OMS302, and can provide no assurance that we will be able to do so on commercially reasonable terms, if at all. Any significant delays in the manufacture of clinical or commercial supplies of our products could materially harm our business and prospects.

If the contract manufacturers that we rely on experience difficulties with manufacturing our products or fail FDA or other regulatory inspections, our clinical trials, regulatory submissions and ability to commercialize our products and generate revenue may be significantly delayed.

Contract manufacturers that we select to manufacture our products for clinical testing or for commercial supply may encounter difficulties with the small- and large-scale formulation and manufacturing processes required for such manufacture. These difficulties could result in delays in clinical trials, regulatory submissions, or commercialization of our products. Once a product is approved and being marketed, these difficulties could also result in the later recall or withdrawal of the product from the market or failure to have adequate supplies to meet market demand. Even if we are able to establish additional or replacement manufacturers, identifying these sources and entering into definitive supply agreements and obtaining regulatory approvals may require a substantial amount of time and cost and such supply arrangements may not be available on commercially reasonable terms, if at all.

In addition, we and our contract manufacturers must comply with current good manufacturing practice requirements strictly enforced by the FDA and other regulatory authorities through facilities inspection programs. These requirements include quality control, quality assurance and the maintenance of records and documentation. We or our contract manufacturers may be unable to comply with current good manufacturing practice requirements or with other FDA, state, local and foreign regulatory requirements. Although we have obligations to review their compliance, we have little control over our contract manufacturers' compliance with these regulations and standards, or with their quality control and quality assurance procedures. Large-scale manufacturing processes that have been developed for our products will require validation studies, which the FDA or other regulatory authorities must review and approve. Failure to comply with these requirements by our contract manufacturers could result in the initiation of enforcement actions by the FDA and other regulatory authorities, as well as sanctions being imposed on us, including fines and civil penalties, suspension of production, suspension or delay in product approval, product seizure or recall or withdrawal of product approval. If the safety of any product supplied by contract manufacturers is compromised due to their failure to adhere to applicable laws or for other reasons, we may not be able to obtain or maintain regulatory approval for or successfully commercialize one or more of our products, which would harm our business and prospects significantly.

If one or more of our contract manufacturers were to encounter any of these difficulties or otherwise fail to comply with its contractual obligations, our ability to provide products to patients in our clinical trials or on a commercial scale would be jeopardized. Any delay or interruption in the supply of clinical trial supplies could delay the completion of our clinical trials, increase the costs associated with maintaining our clinical trial programs and, depending on the period of delay, require us to commence new trials at significant additional expense or terminate the trials completely. If we need to change to other commercial manufacturers, the FDA and comparable foreign regulators must first approve these manufacturers' facilities and processes, which could require new testing and compliance inspections, and the new manufacturers would have to be educated in or independently develop the processes necessary for the production of our products.

Ingredients necessary to manufacture our PharmacoSurgery products may not be available on commercially reasonable terms, if at all, which may delay the development and commercialization of our products.

We must purchase from third-party suppliers the ingredients necessary for our contract manufacturers to produce our PharmacoSurgery products for our clinical trials and, if approved, for commercial distribution. Suppliers may not sell these ingredients to us at the time we need them or on commercially reasonable terms, if at all. Although we intend to enter into agreements with third-party suppliers that will guarantee the availability and timely delivery of ingredients for our PharmacoSurgery products, we have not yet entered into and we may be unable to secure any such supply agreements or guarantees. Even if we were able to secure such agreements or guarantees, our suppliers may be unable or choose not to provide us the ingredients in a timely manner or in the minimum guaranteed quantities. If we are unable to obtain and then supply these ingredients to our contract manufacturers for our clinical trials, potential regulatory approval of our products would be delayed, significantly impacting our ability to develop our products, which would materially affect our ability to generate revenue from the sale of our products.

We may need licenses for active ingredients from third parties so that we can develop and commercialize some products from some of our current preclinical programs, which could increase our development costs and delay our ability to commercialize products.

Should we decide to use active ingredients in any of our products that are proprietary to one or more third parties, we would need to obtain licenses to those active ingredients from those third parties. For example, we intend to use proprietary active ingredients that we have exclusively licensed from Daiichi Sankyo Co., Ltd. for our PDE7 program. If we are unable to access rights to these active ingredients prior to conducting preclinical toxicology studies intended to support clinical trials, we may need to develop alternate products from these programs by either accessing or developing alternate active ingredients, resulting in increased development costs and delays in commercialization of these products. If we are unable to access rights to the desired active ingredients on commercially reasonable terms or develop suitable alternate active ingredients, we may not be able to commercialize products from these programs.

Our agreements with Vulcan and LSDF include terms that may reduce the purchase price that a third party would be willing to pay for the GPCR program or for us in a change of control, should we elect to proceed with either of such transactions.

Under our GPCR funding agreement with Vulcan, if we decide to sell or assign all or substantially all of the assets in our GPCR program prior to the time that Vulcan has received $60.0 million from us under our agreement, Vulcan may require that the purchaser assume all of our rights and obligations pursuant to the agreement, including our obligation to pay tiered percentages of any net proceeds that we receive from the GPCR program. The term of the Vulcan agreement is at least 35 years. If, at our option, we elect to assign the LSDF agreement in connection with the sale of the GPCR program, a potential purchaser would also have to assume similar payment obligations to LSDF. Potential purchasers of our GPCR program may be less inclined to purchase the program because of these obligations. Further, even if they are willing to assume our rights and obligations, they may be unwilling to pay as much for our GPCR program as they would be without such requirement. In addition, if a transaction results in a change of control of Omeros, the acquiring party will be required to assume our rights and obligations under the Vulcan and LSDF agreements. As a result of these provisions, a party that wants to acquire us through a change of control may be less inclined to do so or not be willing to pay as much.

We have granted Vulcan a lien on all of our GPCR assets, excluding intellectual property, that provides Vulcan a right, senior to our shareholders, to receive proceeds generated from a liquidation of our GPCR assets as well as potentially limiting our operating and financial flexibility.

We have granted Vulcan a lien on all of our GPCR assets, excluding intellectual property, to secure our obligations under our agreement with Vulcan. This lien is, and will continue to be, junior to security interests we grant to third parties, such as Oxford, in connection with indebtedness for borrowed money. The lien will automatically be released once we have paid Vulcan or its affiliate $25.0 million out of net proceeds received from the GPCR program. If we default under our agreement with Vulcan, in certain circumstances Vulcan may, subject to the rights of any holders of senior security interests, take control of such pledged assets. We have also agreed with Vulcan not to grant any liens on our GPCR-related intellectual property related to our cellular redistribution assay, subject to specified exceptions. If we are liquidated, Vulcan's right to receive any payments then due under our agreement would be senior to the rights of the holders of our common stock to receive any proceeds from the liquidation of our GPCR program assets. Further, the junior lien and negative pledge on our intellectual property restrict our operating and financial flexibility, potentially limiting our ability to pursue business opportunities and making it more difficult for us to respond to changes in our business.

We may not be successful in partnering new drug targets made accessible by our GPCR program.

To fully exploit the developments arising from our GPCR program, we intend to partner or out-license our proprietary rights associated with some of the new drug targets made accessible by our GPCR program. There can be no assurance that we will enter into any such agreements and, even if we do, that the terms of any such agreements will be favorable to us. For example, potential partners may require that we first advance the development and optimization of functionally active compounds identified from our high-throughput screening of orphan GPCRs prior to entering into a licensing or other partnering arrangement, requiring us to invest substantial resources without any certainty that we will successfully optimize one or more of the compounds or recover our investment. Potential partners may also require that we obtain the issuance of patents protecting the new drug targets and compounds that interact with those targets. We may not be successful in obtaining the issuance of such patents for the targets and compounds we intend to partner or for the targets and compounds we intend to develop ourselves and, even if we do, the breadth of our patent rights may be inadequate or may be viewed as inadequate by potential partners. Further, if we are unable to secure the issuance of patents or patents of adequate breadth, we may be unable to exclude competitors from developing and commercializing compounds that interact with GPCR targets, limiting our ability to successfully commercialize these targets either independently or with a partner.

Our ability to pursue the development and commercialization of products from our MASP-2 program depends on the continuation of licenses from third parties.

Our MASP-2 program is based in part on intellectual property rights that we licensed on a worldwide exclusive basis from the University of Leicester, the UK Medical Research Council at Oxford University and Helion. The continued maintenance of these agreements requires us to undertake development activities and, if regulatory approval for marketing is obtained, to pay royalties to each of these organizations upon commercialization of a MASP-2 product. In addition, we are obligated to pay Helion up to $6.9 million upon the achievement of certain events related to a MASP-2 product, such as the filing of an IND with the FDA, initiation of clinical trials, receipt of marketing approval and reaching specified sales milestones. Our ability to continue development and commercialization of products from our MASP-2 program depends on our maintaining these exclusive licenses, which cannot be assured.

Our ability to pursue the development and commercialization of products from our MASP-2 and Plasmin programs depends on third-party developers and manufacturers of biologic drug products.

Any product from our MASP-2 or Plasmin programs would be a biologic drug product and we do not have the internal capability to sequence, hybridize or clone biologics or to produce them for use in clinical trials or on a commercial scale. There are only a limited number of manufacturers of biologic drug products and we cannot be certain that we can enter into supply agreements with them on commercially reasonable terms, if at all. If we are unable to obtain clinical supplies of drug product for one of these programs, clinical trials or the development of any such product for that program could be substantially delayed until we can find and qualify a manufacturer, which may increase our development costs, slow down our product development and approval process, delay receipt of product revenue and make it difficult to raise additional capital.

Our preclinical programs may not produce products that are suitable for clinical trials or that can be successfully commercialized or generate revenue through partnerships.

Any products from our preclinical programs, including our PDE7, Plasmin and GPCR programs, must successfully complete preclinical testing, which may include demonstrating efficacy and the lack of toxicity in established animal models, before entering clinical trials. Many pharmaceutical and biological products do not successfully complete preclinical testing and, even if preclinical testing is successfully completed, may fail in clinical trials. In addition, there can be no assurance that positive results from preclinical studies will be predictive of results obtained from subsequent preclinical studies or clinical trials. For example, our studies of PDE7 inhibitors in different animal models of Parkinson's disease, which may or may not be relevant to the mechanism of action of PDE7 inhibitors in humans, have produced varying results. Further, we cannot be certain that any of our preclinical product development programs will generate products that are suitable for clinical testing. For example, we have not yet generated any products from our GPCR program. We may discover that there are fewer drugable targets among the orphan GPCRs than we currently estimate and that, for those orphan GPCRs for which we identify functionally active compounds that we elect to develop independently, we are unable to develop related products that successfully complete preclinical or clinical testing. If we are unable to develop products, potential corporate partners may be unwilling to enter into partnership agreements with us. We also cannot be certain that any products that do advance into clinical trials will successfully demonstrate safety and efficacy in clinical trials. Even if we achieve positive results in early clinical trials, they may not be predictive of the results in later trials.

Because we have a number of development programs and are considering a variety of products, we may expend our limited resources to pursue a particular product or products and fail to capitalize on products or indications that may be more profitable or for which there is a greater likelihood of success.

Because we have limited resources, we must focus on clinical and preclinical development programs and products that we believe are the most promising. As a result, we may forego or delay pursuit of opportunities with other products or other indications that later prove to have greater commercial potential and may not be able to progress development programs, including our GPCR program, as rapidly as otherwise possible. Our resource allocation decisions may cause us to fail to capitalize on viable commercial products or profitable market opportunities. Further, if we do not accurately evaluate the commercial potential or target market for a particular product, we may relinquish valuable rights to that product through collaboration, license or other royalty arrangements in cases in which it would have been advantageous for us to retain sole development and commercialization rights.

It is difficult and costly to protect our intellectual property and our proprietary technologies, and we may not be able to ensure their protection.

Our commercial success will depend in part on obtaining and maintaining patent protection and trade secret protection for the use, formulation and structure of our products, the methods used to manufacture them, the related therapeutic targets and associated methods of treatment, as well as on successfully defending these patents against potential third-party challenges. Our ability to protect our products from unauthorized making, using, selling, offering to sell or importing by third parties is dependent on the extent to which we have rights under valid and enforceable patents that cover these activities.

The patent positions of pharmaceutical, biotechnology and other life sciences companies can be highly uncertain and involve complex legal and factual questions for which important legal principles remain unresolved. No consistent policy regarding the breadth of claims allowed in biotechnology patents has emerged to date in the United States, and tests used for determining the patentability of patent claims in all technologies are in flux. The pharmaceutical, biotechnology and other life sciences patent situation outside the United States is even more uncertain. Changes in either the patent laws or in interpretations of patent laws in the United States and other countries may diminish the value of our intellectual property. Further, the determination that a patent application or patent claim meets all of the requirements for patentability is a subjective determination based on the application of law and jurisprudence. For example, in the United States, a determination of patentability by the U.S. Patent and Trademark Office, or USPTO, or validity by a court or other trier of fact requires a determination that the claimed invention has utility and is both novel and non-obvious to those of ordinary skill in the art in view of prior known publications and public information, and that the patent specification supporting the claim adequately describes the claimed invention, discloses the best mode known to the inventors for practicing the invention, and discloses the invention in a manner that enables one of ordinary skill in the art to make and use the invention, such as for our target-based technologies. The ultimate determination by the USPTO or by a court of other trier of fact in the United States, or corresponding foreign national patent offices or courts, on whether a claim meets all requirements of patentability cannot be assured. Although we have conducted searches for third-party publications, patents and other information that may impact the patentability of claims in our various patent applications and patents, we cannot be certain that all relevant information has been identified. Accordingly, we cannot predict the breadth of claims that may be allowed or enforced in our patents or patent applications, our licensed patents or patent applications or in third-party patents.

We cannot assure you that any of our patent applications will be found to be patentable, including over our own prior art patents, or will issue as patents, nor can we make assurances as to the scope of any claims that may issue from these pending and future patent applications or to the outcome of any proceedings by any potential third parties that could challenge the patentability, validity or enforceability of our patents and patent applications in the United States or foreign jurisdictions, which could limit patent protection for our products and materially harm our business.

The degree of future protection for our proprietary rights is uncertain, because legal means afford only limited protection and may not adequately protect our rights or permit us to gain or keep our competitive advantage. For example:

- we might not have been the first to make the inventions covered by any of our patents, if issued, or our pending patent applications;
- we might not have been the first to file patent applications for these inventions;
- others may independently develop similar or alternative technologies or products or duplicate any of our technologies or products;
- we may not be able to generate sufficient data to fully support patent applications that protect the entire breadth of developments expected to result from our development programs, including the GPCR program;
- it is possible that none of our pending patent applications will result in issued patents or, if issued, that these patents will be sufficient to protect our technology or provide us with a basis for commercially viable products or provide us with any competitive advantages;
- if our pending applications issue as patents, they may be challenged by third parties as not infringed, invalid or unenforceable under U.S. or foreign laws;
- if issued, the patents under which we hold rights may not be valid or enforceable; or
- we may develop additional proprietary technologies or products that are not patentable and which are unlikely to be adequately protected through trade secrets if, for example, a competitor were to independently develop duplicative, similar or alternative technologies or products.

In addition, to the extent we are unable to obtain and maintain patent protection for one of our products or in the event such patent protection expires, it may no longer be cost-effective to extend our portfolio by pursuing additional development of a product for follow-on indications.

We also may rely on trade secrets to protect our technologies or products, especially where we do not believe patent protection is appropriate or obtainable. However, trade secrets are difficult to protect. Although we use reasonable efforts to protect our trade secrets, our employees, consultants, contractors, outside scientific collaborators and other advisors may unintentionally or willfully disclose our information to competitors. Enforcing a claim that a third-party entity illegally obtained and is using any of our trade secrets is expensive and time-consuming, and the outcome is unpredictable. In addition, courts outside the United States are sometimes less willing to protect trade secrets. Moreover, our competitors may independently develop equivalent knowledge, methods and know-how.

We may incur substantial costs as a result of litigation or other proceedings relating to patent and other intellectual property rights.

If we choose to go to court to stop someone else from using our inventions, that individual or company has the right to ask the court to rule that the underlying patents are invalid or should not be enforced against that third party. These lawsuits are expensive and would consume time and other resources even if we were successful in stopping the infringement of these patents. There is also the risk that, even if the validity of these patents is upheld, the court will refuse to stop the other party on the ground that such other party's activities do not infringe the patents.

Further, a third party may claim that we or our contract manufacturers are using inventions covered by the third party's patent rights and may go to court to stop us from engaging in the alleged infringing activity, including making, using or selling our products. These lawsuits are costly and could affect our results of operations and divert the attention of managerial and technical personnel. There is a risk that a court would decide that we or our contract manufacturers are infringing the third party's patents and would order us or our partners to stop the activities covered by the patents. In addition, there is a risk that a court will order us or our contract manufacturers to pay the other party's damages for having violated the other party's patents. We have indemnified our contract manufacturers against certain patent infringement claims and thus may be responsible for any of their costs associated with such claims and actions. The pharmaceutical, biotechnology and other life sciences industry has produced a proliferation of patents, and it is not always clear to industry participants, including us, which patents cover various types of products or methods of use. The coverage of patents is subject to interpretation by the courts and the interpretation is not always uniform. If we were sued for patent infringement, we would need to demonstrate that our products or methods of use either do not infringe the patent claims of the relevant patent or that the patent claims are invalid, and we may not be able to do this. Proving invalidity, in particular, is difficult since it requires clear and convincing evidence to overcome the presumption of validity enjoyed by issued patents.

Although we have conducted searches of third-party patents with respect to our programs, these searches may not have identified all relevant third-party patents. Consequently, we cannot assure you that third-party patents containing claims covering our products, programs, technologies or methods do not exist, have not been filed, or could not be filed or issued.

Because some patent applications in the United States may be maintained in secrecy until the patents are issued, because patent applications in the United States and many foreign jurisdictions are typically not published until eighteen months after filing, and because publications in the scientific literature often lag behind actual discoveries, we cannot be certain that others have not filed patent applications for technology covered by our patents, our licensors' patents, our pending applications or our licensors' pending applications, or that we or our licensors were the first to invent or the first to file patent applications for inventions embodied in our technologies. Our competitors may have filed, and may in the future file, patent applications covering technologies similar to ours. Any such patent application may have priority over our or our licensors' patent applications and could further require us to obtain rights to issued patents covering such technologies. If our or our licensors' pending patent applications issue as patents, we can provide you no assurances that the patents will not be challenged in post-grant review or inter-parties review proceedings. If another party has filed a U.S. patent application on inventions similar to ours, we may have to participate in interference derivation proceeding declared by the USPTO to determine priority of invention in the United States. The costs of these proceedings could be substantial, and it is possible that such efforts would be unsuccessful, resulting in a loss of our U.S. patent position with respect to such inventions. Similar patent opposition proceedings in other countries and regions may also be costly and could result in the loss of patent rights in those countries and regions.

Some of our competitors may be able to sustain the costs of complex patent litigation more effectively than we can because they have substantially greater resources. In addition, any uncertainties resulting from the initiation and continuation of any litigation could have a material adverse effect on our ability to raise the capital necessary to continue our operations.

The terms of our debt facility place restrictions on our operating and financial flexibility and, if we raise additional capital through debt financing, the terms of any new debt could further restrict our ability to operate our business.

We borrowed $20.0 million pursuant to the terms the Loan Agreement with Oxford, and our outstanding principal balance was $20.0 million as of September 30, 2013. As collateral for this loan, we pledged substantially all of our assets other than intellectual property. The Loan Agreement restricts our ability to incur additional indebtedness, pay dividends and engage in significant business transactions such as a change of control of Omeros, so long as we owe any amounts to Oxford under the Loan Agreement. Any of these restrictions could significantly limit our operating and financial flexibility and ability to respond to changes in our business or competitive activities. In addition, if we default under the Loan Agreement, Oxford may have the right to accelerate all of our repayment obligations under the Loan Agreement and to take control of our pledged assets, which include our cash, cash equivalents and short-term investments, potentially requiring us to renegotiate the Loan Agreement on terms less favorable to us. Further, if we are liquidated, Oxford's right to repayment would be senior to the rights of the holders of our common stock to receive any proceeds from the liquidation. An event of default under the Loan Agreement includes the occurrence of any material adverse effect upon our business operations, properties, assets, results of operations or financial condition, taken as a whole with respect to our viability, that would reasonably be expected to result in our inability to repay the loan. If Oxford declares a default upon the occurrence of any event that it interprets as having a material adverse effect upon us as defined under the Loan Agreement, we will be required to repay the loan immediately or to attempt to reverse Oxford's declaration through negotiation or litigation. Any declaration by Oxford of an event of default could significantly harm our business and prospects and could cause our stock price to decline. If we raise any additional debt financing, the terms of such debt could further restrict our operating and financial flexibility.

We use hazardous materials in our business and must comply with environmental laws and regulations, which can be expensive.

Our research operations produce hazardous waste products, which include chemicals and radioactive and biological materials. We are subject to a variety of federal, state and local regulations relating to the use, handling, storage and disposal of these materials. Although we believe that our safety procedures for handling and disposing of these materials comply with applicable legal regulations, the risk of accidental contamination or injury from these materials cannot be eliminated. We generally contract with third parties for the disposal of such substances and store our low-level radioactive waste at our facilities until the materials are no longer considered radioactive. We may be required to incur further costs to comply with current or future environmental and safety regulations. In addition, although we carry insurance, in the event of accidental contamination or injury from these materials, we could be held liable for any damages that result and any such liability could exceed our insurance coverage and other resources.

The loss of members of our management team could substantially disrupt our business operations.

Our success depends to a significant degree on the continued individual and collective contributions of our management team. The members of our management team are at-will employees, and we do not maintain any key-person life insurance policies other than on the life of Gregory A. Demopulos, M.D., our president, chief executive officer and chairman of the board of directors. Losing the services of any key member of our management team, whether from death or disability, retirement, competing offers or other causes, could delay the execution of our business strategy, cause us to lose a strategic partner, or otherwise materially affect our operations.

We rely on highly skilled personnel and, if we are unable to retain or motivate key personnel or hire qualified personnel, we may not be able to maintain our operations or grow effectively.

Our performance is largely dependent on the talents and efforts of highly skilled individuals. Our future success depends on our continuing ability to identify, hire, develop, motivate and retain highly skilled personnel for all areas of our organization. If we are unable to hire and train a sufficient number of qualified employees for any reason, we may not be able to implement our current initiatives or grow effectively. We have in the past maintained a rigorous, highly selective and time-consuming hiring process. We believe that our approach to hiring has significantly contributed to our success to date. If we do not succeed in attracting qualified personnel and retaining and motivating existing personnel, our existing operations may suffer and we may be unable to grow effectively.

To manage our anticipated future growth, we must continue to implement and improve our managerial, operational and financial systems and continue to recruit and train additional qualified personnel. Due to our limited financial resources, we may not be able to manage effectively the expansion of our operations or recruit and train additional qualified personnel. The physical expansion of our operations may lead to significant costs and may divert our management and business development resources. Any inability to manage growth could delay the execution of our business plans or disrupt our operations.

The Settlement Agreement with Mr. Klein does not preclude the U.S. government from seeking recovery from us under the Federal False Claims Act or pursuing other administrative remedies against us.

During Mr. Klein's employment with us, he used our Whistleblower Policy procedures to report to the chairman of our audit committee that we had submitted grant reimbursement claims in connection with our GPCR program to the NIH for work that we had not performed. In accordance with the Whistleblower Policy and its charter, our audit committee, with special outside counsel, commenced an independent investigation of our NIH grant and claims procedures. The investigation concluded that we had not submitted claims to the NIH for work we had not performed. In his subsequent lawsuit against us, Mr. Klein asserted the Qui Tam Claims, which were based on the same NIH grant that was the subject of Mr. Klein's whistleblower report and related NIH grants. Following an investigation of the Qui Tam Claims, in October 2011 the U.S. government declined to intervene in the lawsuit.

In our subsequent Settlement Agreement with Mr. Klein, he released all of his rights under the Qui Tam Claims. However, because the Qui Tam Claims were made on behalf of the U.S. government, Mr. Klein did not have the authority to settle them on behalf of the U.S. government and such claims accordingly were dismissed without prejudice to the U.S. government, which previously had declined to intervene in the lawsuit and was thus not a party. In connection with an administrative review by the NIH of the two grants that were the subject of the Qui Tam Claims, we repaid $1.064 million to the NIH in October 2013. The administrative review will be complete following a review of Omeros' financial systems related to the allocation of expenditures to cost categories for use by Omeros in any future grants. The outcome of the NIH review could result in restrictions on the way in which we administer current and any future NIH grants.

As a public company we incur increased costs and demands on management as a result of complying with the laws and regulations affecting public companies, which could affect our operating results.

As a public company we incur significant legal, accounting and other expenses that we did not incur as a private company, including costs associated with public company reporting requirements. We also have incurred, and will continue to incur, costs associated with corporate governance requirements, including the Sarbanes-Oxley Act of 2002 and the Dodd-Frank Wall Street Reform and Consumer Protection Act, or the Dodd-Frank Act, as well as rules implemented by the SEC and The NASDAQ Stock Market. There are significant corporate governance and executive compensation-related provisions in the Dodd-Frank Act and the requirements of the related SEC rules and regulations may increase our legal and financial compliance costs, make some activities more difficult, time-consuming or costly and may also place undue strain on our personnel, systems and resources. We also expect that these rules and regulations may make it more difficult and more expensive for us to obtain director and officer liability insurance, and we may be required to accept reduced policy limits and coverage or incur substantially higher costs to obtain the same or similar coverage than was previously available. As a result, it may be more difficult for us to attract and retain qualified individuals to serve on our board of directors or as our executive officers.

We are required to make an assessment of the effectiveness of our internal control over financial reporting in accordance with Section 404 of the Sarbanes-Oxley Act of 2002. Further, our independent registered public accounting firm has been engaged to express an opinion on the effectiveness of our internal control over financial reporting. Section 404 requires us to perform system and process evaluation and testing of our internal control over financial reporting to allow management and our independent registered public accounting firm to report on the effectiveness of our internal control over financial reporting for each fiscal year. Our testing, or the subsequent testing by our independent registered public accounting firm, may reveal deficiencies in our internal control over financial reporting that are deemed to be material weaknesses.

If we are unable to comply with the requirements of Section 404, management may not be able to assess whether our internal control over financial reporting is effective, which may subject us to adverse regulatory consequences and could result in a negative reaction in the financial markets due to a loss of confidence in the reliability of our financial statements. In addition, if we fail to maintain effective controls and procedures, we may be unable to provide the required financial information in a timely and reliable manner or otherwise comply with the standards applicable to us as a public company. Any failure by us to provide the required financial information in a timely manner could materially and adversely impact our financial condition and the market value of our securities.

Risks Related to Our Industry

Our competitors may develop products that are less expensive, safer or more effective, or which may otherwise diminish or eliminate the commercial success of any products that we may commercialize.

If our competitors market products that are less expensive, safer or more effective than our future products developed from our products, that reach the market before our products, or that otherwise negatively affect the market, we may not achieve commercial success. For example, other pharmaceutical companies, many with significantly greater resources than we have, are developing PDE10 inhibitors similar to our product OMS824, and these companies may be further along in development and able to develop their products at a faster rate than we are. Pfizer Inc. previously announced that its PDE10 inhibitor product candidate failed to demonstrate efficacy in a Phase 2 clinical trial evaluating the compound in acute exacerbation of schizophrenia. This and other potential clinical trial failures of PDE10 inhibitor product candidates may negatively reflect on the ability of OMS824 to demonstrate safety and efficacy. In addition, we believe that other companies are attempting to find compounds that functionally interact with orphan GPCRs. If any of these companies are able to achieve this for a given orphan GPCR before we do, we may be unable to establish a commercially valuable intellectual property position around that orphan GPCR. Further, the failure of any future products that we may develop to effectively compete with products marketed by our competitors would impair our ability to generate revenue, which would have a material adverse effect on our future business, financial condition and results of operations.

We expect to compete with other biopharmaceutical and biotechnology companies, and our competitors may:

- develop and market products that are less expensive or more effective than any future products that we may develop;
- commercialize competing products before we can launch any products that we may develop;
- operate larger research and development programs, possess commercial-scale manufacturing operations or have substantially greater financial resources than we do;
- initiate or withstand substantial price competition more successfully than we can;
- have greater success in recruiting skilled technical and scientific workers from the limited pool of available talent;
- more effectively negotiate third-party licenses and strategic relationships; and
- take advantage of acquisition or other opportunities more readily than we can.

We expect to compete for market share against large pharmaceutical and biotechnology companies, smaller companies that are collaborating with larger pharmaceutical companies, new companies, academic institutions, government agencies and other public and private research organizations. In addition, the pharmaceutical and biotechnology industry is characterized by rapid technological change. Because our research approach integrates many technologies, it may be difficult for us to remain current with rapid changes in each technology. If we fail to stay at the forefront of technological change, we may be unable to compete effectively. Our competitors may render our technologies obsolete by advances in existing technological approaches or the development of new or different approaches, potentially eliminating the advantages in our product discovery process that we believe we derive from our research approach and proprietary technologies and programs. In addition, physicians may continue with their respective current treatment practices, including the use of current preoperative and postoperative treatments, rather than adopt our PharmacoSurgery products.

Our products could be subject to restrictions or withdrawal from the market and we may be subject to penalties if we fail to comply with regulatory requirements or if we experience unanticipated problems with our products if and when any of them are approved.

Any product for which we obtain marketing approval, together with the manufacturing processes, post-approval clinical data, and advertising and promotional activities for such product, will be subject to continued regulation by the FDA and other regulatory agencies. Even if regulatory approval of a product is granted, the approval may be subject to limitations on the indicated uses for which the product may be marketed or to the conditions of approval, or the approval may contain requirements for costly post-marketing testing and surveillance to monitor the safety or efficacy of the product. Later discovery of previously unknown problems with our products or their manufacture, or failure to comply with regulatory requirements, may result in:

- restrictions on such products or manufacturing processes;
- withdrawal of the products from the market;
- voluntary or mandatory recalls;
- fines;
- suspension of regulatory approvals;
- product seizures; or
- injunctions or the imposition of civil or criminal penalties.

If we are slow or unable to adapt to changes in existing regulatory requirements or adoption of new regulatory requirements or policies, we may lose marketing approval for our products when and if any of them are approved.

Product liability claims may damage our reputation and, if insurance proves inadequate, these claims may harm our business.

We may be exposed to the risk of product liability claims that is inherent in the biopharmaceutical industry. A product liability claim may damage our reputation by raising questions about our product's safety and efficacy and could limit our ability to sell one or more products by preventing or interfering with commercialization of our products. In addition, product liability insurance for the biopharmaceutical industry is generally expensive to the extent it is available at all. There can be no assurance that we will be able to obtain and maintain such insurance on acceptable terms or that we will be able to secure increased coverage if the commercialization of our products progresses, or that future claims against us will be covered by our product liability insurance. Although we currently have product liability insurance coverage for our clinical trials, our insurance coverage may not reimburse us or may be insufficient to reimburse us for any or all expenses or losses we may suffer. A successful claim against us with respect to uninsured liabilities or in excess of insurance coverage could have a material adverse effect on our business, financial condition and results of operations.

Risks Related to Our Common Stock

Our stock price has been and may continue to be volatile, and the value of an investment in our common stock may decline.

During the 12-month period ended September 30, 2013, our stock traded as high as $11.85 per share and as low as $3.65 per share. The trading price of our common stock is likely to continue to be highly volatile and could be subject to wide fluctuations in response to various factors, some of which are beyond our control. These factors could include:

- FDA or EMA actions related to our NDA and MAA submissions for OMS302;
- results from our clinical development programs, including the data from our ongoing clinical development programs evaluating OMS302, OMS103, OMS824 and OMS721;
- FDA or foreign regulatory actions related to any of our other products;
- announcements regarding the progress of our preclinical programs and our GPCR program;
- failure of any of our products, if approved, to achieve commercial success;
- quarterly variations in our results of operations or those of our competitors;
- our ability to develop and market new and enhanced products on a timely basis;
- announcements by us or our competitors of acquisitions, regulatory approvals, clinical milestones, new products, significant contracts, commercial relationships or capital commitments;
- third-party coverage and reimbursement policies;
- additions or departures of key personnel;
- commencement of, or our involvement in, litigation;
- our ability to meet our repayment and other obligations under our loan facility with Oxford, pursuant to which our outstanding principal balance was $20.0 million as of September 30, 2013;
- the inability of our contract manufacturers to provide us with adequate commercial supplies of our products;
- changes in governmental regulations or in the status of our regulatory approvals;
- changes in earnings estimates or recommendations by securities analysts;
- any major change in our board or management;
- general economic conditions and slow or negative growth of our markets; and
- political instability, natural disasters, war and/or events of terrorism.

From time to time, we estimate the timing of the accomplishment of various scientific, clinical, regulatory and other product development goals or milestones. These milestones may include the commencement or completion of scientific studies and clinical trials and the submission of regulatory filings. Also, from time to time, we expect that we will publicly announce the anticipated timing of some of these milestones. All of these milestones are based on a variety of assumptions. The actual timing of these milestones can vary dramatically compared to our estimates, in some cases for reasons beyond our control. If we do not meet these milestones as publicly announced, our stock price may decline and the commercialization of our product and products may be delayed.

In addition, the stock market has experienced extreme price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of publicly traded companies. Broad market and industry factors may seriously affect the market price of companies' stock, including ours, regardless of actual operating performance. These fluctuations may be even more pronounced in the trading market for our stock. In addition, in the past, following periods of volatility in the overall market and the market price of a particular company's securities, securities class action litigation has often been instituted against these companies. This litigation, if instituted against us, could result in substantial costs and a diversion of our management's attention and resources.

We expect that we will seek additional capital in the future; however, such capital may not be available to us on reasonable terms, if at all, when or as we require additional funding and our shareholders would experience further dilution.

Although we expect to seek additional capital, we cannot be certain that it will be available to us on acceptable terms, if at all. Continued disruptions in the global equity and credit markets may further limit our ability to access capital. To the extent that we raise additional funds by issuing equity securities, including pursuant to our Sales Agreement with MLV, our shareholders would experience dilution, which may be significant. Any debt financing, if available, may restrict our operations similar to our debt facility with Oxford. If we are unable to raise additional capital when required or on acceptable terms, we may have to significantly delay, scale back or discontinue the development or commercialization of one or more of our products or one or more of our other research and development initiatives. We also could be required to seek collaborators for one or more of our current or future products at an earlier stage than otherwise would be desirable or on terms that are less favorable than otherwise might be available or to relinquish or license on unfavorable terms our rights to technologies or products that we otherwise would seek to develop or commercialize ourselves. We also may have insufficient funds or otherwise be unable to advance our preclinical programs, such as potential new drug targets developed from our GPCR program, to a point where they can generate revenue through partnerships, collaborations or other arrangements. Any of these events could significantly harm our business and prospects and could cause our stock price to decline.

If we sell additional shares of our common stock under the Sales Agreement with MLV, our existing shareholders will experience immediate dilution and, as a result, our stock price may go down.

We and MLV have entered into the Sales Agreement under which we may sell shares of our common stock by any method deemed to be an "at-the-market" offering under SEC rules. In October 2013, we sold 373,700 shares of our common stock and received $4.9 million in net proceeds utilizing the equity facility, and subsequent to these sales we were authorized to sell up to $44.4 million of additional common stock. If we sell additional shares under the Sales Agreement, such sales will dilute our existing shareholders and could cause the market price of our common stock to decline significantly. Although MLV is precluded from shorting our stock during the term of the Sales Agreement, the ability to sell shares under the Sales Agreement and any sales of our common stock under the Sales Agreement, should we elect to use it further, could encourage short sales by third parties, which could cause or contribute to the decline in our stock price.

Future sales of shares by holders of outstanding warrants and options could cause our stock price to decline.

Approximately 8.0 million shares of common stock that are either subject to outstanding warrants or subject to outstanding options or reserved for future issuance under our employee benefit plans will become eligible for sale in the public market to the extent permitted by the provisions of various vesting agreements. If these additional shares are sold, or if it is perceived that they will be sold, in the public market, the trading price of our common stock could decline.

Anti-takeover provisions in our charter documents and under Washington law could make an acquisition of us, which may be beneficial to our shareholders, difficult and prevent attempts by our shareholders to replace or remove our current management.

Provisions in our articles of incorporation and bylaws and under Washington law may delay or prevent an acquisition of us or a change in our management. These provisions include a classified board of directors, a prohibition on shareholder actions by less than unanimous written consent, restrictions on the ability of shareholders to fill board vacancies and the ability of our board of directors to issue preferred stock without shareholder approval. In addition, because we are incorporated in

Washington, we are governed by the provisions of Chapter 23B.19 of the Washington Business Corporation Act, which, among other things, restricts the ability of shareholders owning ten percent or more of our outstanding voting stock from merging or combining with us. Although we believe these provisions collectively provide for an opportunity to receive higher bids by requiring potential acquirors to negotiate with our board of directors, they would apply even if an offer may be considered beneficial by some shareholders. In addition, these provisions may frustrate or prevent any attempts by our shareholders to replace or remove our current management by making it difficult for shareholders to replace members of our board of directors, which is responsible for appointing the members of our management.

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

Our business requires significant funding, and we have not generated any material revenue. We currently plan to invest all available funds and future earnings, if any, in the development and growth of our business. Additionally, under our Loan Agreement with Oxford, we have agreed not to pay any dividends so long as we have any outstanding obligations under the agreement. Therefore, we currently do not anticipate paying any cash dividends on our common stock in the foreseeable future. As a result, a rise in the market price of our common stock, which is uncertain and unpredictable, will be your sole source of potential gain in the foreseeable future, and you should not rely on an investment in our common stock for dividend income.

ITEM 6. EXHIBITS

Exhibit Number	Description
10.1	Seventh Amendment to Loan and Security Agreement dated May 7, 2013 between Omeros Corporation, Oxford Finance LLC, Oxford Finance Funding Trust 2012-01 and Oxford Finance Funding I, LLC
10.2	Form of Stock Option Award Agreement under the 2008 Equity Incentive Plan
12.1	Ratio of Earnings to Fixed Charges
31.1	Certification of Principal Executive Officer Pursuant to Rule 13-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934 as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Principal Financial Officer Pursuant to Rule 13-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934 as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS**	XBRL Instance Document
101.SCH**	XBRL Taxonomy Extension Schema Document
101.CAL**	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF**	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB**	XBRL Taxonomy Extension Label Linkbase Document
101.PRE**	XBRL Taxonomy Extension Presentation Linkbase Document

** XBRL (Extensible Business Reporting Language) information is furnished and not filed or a part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under those sections.

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.

OMEROS CORPORATION

Dated: November 7, 2013	/s/ Gregory A. Demopulos
	Gregory A. Demopulos, M.D. President, Chief Executive Officer and Chairman of the Board of Directors
Dated: November 7, 2013	/s/ Michael A. Jacobsen
	Michael A. Jacobsen Vice President, Finance, Chief Accounting Officer and Treasurer

Exhibit 10.1

SEVENTH AMENDMENT

TO

LOAN AND SECURITY AGREEMENT

THIS **SEVENTH AMENDMENT** to Loan and Security Agreement (this "**Amendment**") is entered into as of May 7, 2013, by and between **OXFORD FINANCE LLC** ("**Oxford**"), the Lenders listed on Schedule 1.1 thereof or otherwise party thereto from time to time (each a "**Lender**" and collectively, the "**Lenders**"), including Oxford in its capacity as a Lender, and **OMEROS CORPORATION**, a Washington corporation ("**Borrower**") whose address is 201 Elliott Avenue West, Seattle, WA 98119.

Recitals

A. Oxford and Borrower have entered into that certain Loan and Security Agreement dated as of October 21, 2010 (as amended from time to time, including by that certain Consent and First Amendment to Loan and Security Agreement dated as of February 3, 2011, that certain Second Amendment to Loan and Security Agreement dated as of March 25, 2011, that certain Third Amendment to Loan and Security Agreement dated as of June 13, 2011, that certain Fourth Amendment to Loan and Security Agreement dated as of February 1, 2012, that certain Fifth Amendment to Loan and Security Agreement dated as of July 23, 2012, and that certain Sixth Amendment to Loan and Security Agreement dated as of December 28, 2012, as the same may from time to time be further amended, modified, supplemented or restated, the "**Loan Agreement**").

B. Lenders have extended credit to Borrower for the purposes permitted in the Loan Agreement.

C. Borrower has requested that Lenders (i) consent to the creation of Omeros UK (as defined below) and (ii) make certain other revisions to the Loan Agreement as more fully set forth herein.

D. Lenders have agreed to amend certain provisions of the Loan Agreement, but only to the extent, in accordance with the terms, subject to the conditions and in reliance upon the representations and warranties set forth below.

Agreement

Now, Therefore, in consideration of the foregoing recitals and other good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, and intending to be legally bound, the parties hereto agree as follows:

1. **Definitions.** Capitalized terms used but not defined in this Amendment shall have the meanings given to them in the Loan Agreement.

2. **Amendments to Loan Agreement.**

1. **Section 6.5 (Insurance)**. The first sentence of Section 6.5 of the Loan Agreement hereby is amended and restated in its entirety as follows:

"Keep its, and cause each Subsidiary to keep its respective business and the Collateral insured for risks and in amounts standard for companies in Borrower's industry and locations and as Lender may reasonably request; provided, however, that such requirement shall not apply to Omeros UK, so long as such Subsidiary does not have assets in excess of Fifty Thousand Dollars ($50,000) in its deposit accounts at any time and does not have any employees, provided that any officer or director of Omeros UK shall not be deemed an employee of Omeros UK if he or she (a) does not receive any compensation from Omeros UK and (b) is an employee or director of Borrower."

2. **Section 13.1** (**Definitions**). The following terms and their respective definitions hereby are added in their entirety to Section 13.1 of the Loan Agreement as follows:

"**Omeros UK**" means Omeros London Limited, an entity to be organized under the laws of England and Wales, which will be a wholly owned Subsidiary of Borrower.

"**Seventh Amendment Effective Date**" means May 7, 2013.

3. **Section 13.1** (**Definitions**). Subsection (c) of the definition of "Permitted Investments" as it appears in Section 12.1 of the Loan Agreement hereby is amended and restated in its entirety to read as follows:

"(c) Investments by Borrower in Subsidiaries (other than Non-Operating Subsidiary, the Polish Subsidiaries and Omeros UK) not to exceed One Hundred Thousand Dollars ($100,000) in the aggregate in any fiscal year, (ii) the Initial Capitalization of the Polish Subsidiaries, (iii) Investments by Borrower in any Domestic Subsidiary that has guaranteed the Obligations hereunder, (iv) Investments by Borrower in Omeros UK of not more than (x) Fifty Thousand Dollars ($50,000) in the aggregate in the period commencing on the Seventh Amendment Effective Date and ending on the first anniversary thereof and (y) Twenty Thousand Dollars ($20,000) in the aggregate in each successive one year period thereafter; provided that Omeros UK shall not have assets in excess of Fifty Thousand Dollars ($50,000) in its deposit accounts at any time, and (v) Investments by Subsidiaries in other Subsidiaries or in Borrower (in each case, other than Non-Operating Subsidiary, the Polish Subsidiaries and Omeros UK);"

4. **Consent**. Notwithstanding any provision of the Loan Agreement (or any amendment thereto) to the contrary, Lender hereby acknowledges and agrees that Borrower may create Omeros UK, provided (i) Borrower may not Transfer any assets to, make any other Investments in, or create or permit to be created by Omeros UK any Transfers, Liens or Indebtedness, other than Permitted Investments and (ii) promptly upon the creation of Omeros UK, Borrower shall deliver to Lender certified copies of all formation documents, along with a Perfection Certificate, for Omeros UK and any other information that Lender may reasonably request. Lender reserves the right to require Borrower to deliver documents effecting a pledge over the shares of Omeros UK in favor of Lender pursuant to Section 6.10 of the Loan Agreement and take such other actions as Lender may reasonably request in accordance with the Loan Agreement.

3. **Limitation of Amendments.**

1. The amendments and consent set forth in **Section 2** above are effective for the purposes set forth herein and shall be limited precisely as written and shall not be deemed to (a) be a consent to any amendment, waiver or modification of any other term or condition of any Loan Document, or (b) otherwise prejudice any right or remedy which any Lender may now have or may have in the future under or in connection with any Loan Document.

2. This Amendment shall be construed in connection with and as part of the Loan Documents and all terms, conditions, representations, warranties, covenants and agreements set forth in the Loan Documents, except as herein amended, are hereby ratified and confirmed and shall remain in full force and effect.

4. **Representations and Warranties.** To induce Lenders to enter into this Amendment, Borrower hereby represents and warrants to Lenders as follows:

1. Immediately after giving effect to this Amendment (a) the representations and warranties contained in the Loan Documents are true, accurate and complete in all material respects as of the date hereof (except to the extent such representations and warranties relate to an earlier date, in which case they are true and correct as of such date), and (b) no Event of Default has occurred and is continuing;

2. Borrower has the power and authority to execute and deliver this Amendment and to perform its obligations under the Loan Agreement, as amended by this Amendment;

3. The organizational documents of Borrower delivered to Lender on the Closing Date, or subsequent thereto, remain true, accurate and complete and have not been amended, supplemented or restated and are and continue to be in full force and effect;

4. The execution and delivery by Borrower of this Amendment and the performance by Borrower of its obligations under the Loan Agreement, as amended by this Amendment, have been duly authorized;

5. The execution and delivery by Borrower of this Amendment and the performance by Borrower of its obligations under the Loan Agreement, as amended by this Amendment, do not and will not contravene (a) any law or regulation binding on or affecting Borrower, (b) any contractual restriction with a Person binding on Borrower, (c) any order, judgment or decree of any court or other governmental or public body or authority, or subdivision thereof, binding on Borrower, or (d) the organizational documents of Borrower;

6. The execution and delivery by Borrower of this Amendment and the performance by Borrower of its obligations under the Loan Agreement, as amended by this Amendment, do not require any order, consent, approval, license, authorization or validation of, or filing, recording or registration with, or exemption by any governmental or public body or authority, or subdivision thereof, binding on Borrower, except as already has been obtained or made; and

7. This Amendment has been duly executed and delivered by Borrower and is the binding obligation of Borrower, enforceable against Borrower in accordance with its terms, except as such enforceability may be limited by bankruptcy, insolvency, reorganization, liquidation, moratorium or other similar laws of general application and equitable principles relating to or affecting creditors' rights.

5. **Counterparts.** This Amendment may be executed in any number of counterparts and all of such counterparts taken together shall be deemed to constitute one and the same instrument.

6. **Effectiveness.** This Amendment shall be deemed effective upon the due execution and delivery to Lender of (i) this Amendment by each party hereto; and (ii) Borrower's payment of all Lender Expenses incurred through the date of this Amendment.

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[*Signature Page to Seventh Amendment to Loan and Security Agreement*]

In Witness Whereof, the parties hereto have caused this Amendment to be duly executed and delivered as of the date first written above.

LENDER:

OXFORD FINANCE LLC

By: /s/ Mark Davis
Name:Mark Davis
Title:Vice President - Finance, Secretary and Treasurer

LENDER:

OXFORD FINANCE FUNDING TRUST 2012-01
BY: Oxford Finance LLC, as servicer

By: /s/ Mark Davis
Name:Mark Davis
Title:Vice President - Finance, Secretary and Treasurer

LENDER:

OXFORD FINANCE FUNDING I, LLC
BY: Oxford Finance LLC, as servicer

By: /s/ Mark Davis
Name:Mark Davis
Title:Vice President - Finance, Secretary and Treasurer

BORROWER:

OMEROS CORPORATION

By: /s/ Gregory A . Demopulos
Name:Gregory A. Demopulos, M.D.
Title:Chairman and CEO

Exhibit 10.2

OMEROS CORPORATION

2008 EQUITY INCENTIVE PLAN

NOTICE OF GRANT OF STOCK OPTION

Unless otherwise defined herein, the terms defined in the Omeros Corporation 2008 Equity Incentive Plan (the "Plan") will have the same defined meanings in this Notice of Grant of Stock Option (the "Notice of Grant") and Terms and Conditions of Stock Option Grant, attached hereto as Exhibit A (together, the "Agreement").

Participant: _______________

Address: _______________

____

Participant has been granted an Option to purchase Common Stock of the Company, subject to the terms and conditions of the Plan and this Agreement, as follows:

Grant Number _______________

Date of Grant _______________

Vesting Commencement Date ___________

Number of Shares Granted ___________

Exercise Price per Share $___________

Total Exercise Price $___________

Type of Option ___ Incentive Stock Option

___ Nonstatutory Stock Option

Term/Expiration Date

Vesting Schedule:

Subject to accelerated vesting as set forth below or in the Plan, this Option will be exercisable, in whole or in part, in accordance with the following schedule:

____

If at any time Participant's employment is terminated without Cause or as a result of a Constructive Termination within twelve (12) months after the consummation of a Change in Control, one hundred percent (100%) of the number of shares of Common Stock subject to the Option shall vest. The terms "Cause" and "Constructive Termination" as used in the preceding sentence have the meanings given to them in the Company's Second Amended and Restated 1998 Stock Option Plan. The term "Change in Control" shall have the meaning given to it in the Company's 2008 Equity Incentive Plan.

Termination Period:

This Option will be exercisable for __________ after Participant ceases to be a Service Provider, unless such termination is due to Participant's death or Disability, in which case this Option will be exercisable for __________ after Participant ceases to be a Service Provider. Notwithstanding the foregoing, in no event may this Option be exercised after the Term/Expiration Date as provided above and may be subject to earlier termination as provided in Section 13 of the Plan.

By Participant's signature and the signature of the Company's representative below, Participant and the Company agree that this Option is granted under and governed by the terms and conditions of the Plan and this Agreement. Participant has reviewed the Plan and this Agreement in their entirety, has had an opportunity to obtain the advice of counsel prior to executing this Agreement and fully understands all provisions of the Plan and Agreement. Participant hereby agrees to accept as binding, conclusive and final all decisions or interpretations of the Administrator upon any questions relating to the Plan and Agreement. Participant further agrees to notify the Company upon any change in the residence address indicated below.

PARTICIPANT OMEROS CORPORATION

Signature By

Print Name Title

Address:

EXHIBIT A

TERMS AND CONDITIONS OF STOCK OPTION GRANT

1. Grant. The Company hereby grants to the Participant named in the Notice of Grant (the "Participant") an option (the "Option") to purchase the number of Shares, as set forth in the Notice of Grant, at the exercise price per Share set forth in the Notice of Grant (the "Exercise Price"), subject to all of the terms and conditions in this Agreement and the Plan, which is incorporated herein by reference. Subject to Section 18(c) of the Plan, in the event of a conflict between the terms and conditions of the Plan and the terms and conditions of this Agreement, the terms and conditions of the Plan will prevail.

If designated in the Notice of Grant as an Incentive Stock Option ("ISO"), this Option is intended to qualify as an ISO under Section 422 of the Code. However, if this Option is intended to be an ISO, to the extent that it exceeds the $100,000 rule of Code Section 422(d) it will be treated as a Nonstatutory Stock Option ("NSO").

2. Vesting Schedule. Except as provided in Section 3, the Option awarded by this Agreement will vest in accordance with the vesting provisions set forth in the Notice of Grant. Shares scheduled to vest on a certain date or upon the occurrence of a certain condition will not vest in Participant in accordance with any of the provisions of this Agreement, unless Participant will have been continuously a Service Provider from the Date of Grant until the date such vesting occurs.

3. Administrator Discretion. The Administrator, in its discretion, may accelerate the vesting of the balance, or some lesser portion of the balance, of the unvested Option at any time, subject to the terms of the Plan. If so accelerated, such Option will be considered as having vested as of the date specified by the Administrator.

4. Exercise of Option. This Option may be exercised only within the term set out in the Notice of Grant, and may be exercised during such term only in accordance with the Plan and the terms of this Agreement.

This Option is exercisable by delivery of an exercise notice, in the form attached as Exhibit B (the "Exercise Notice") or in a manner and pursuant to such procedures as the Administrator may determine, which will state the election to exercise the Option, the number of Shares in respect of which the Option is being exercised (the "Exercised Shares"), and such other representations and agreements as may be required by the Company pursuant to the provisions of the Plan. The Exercise Notice will be completed by Participant and delivered to the Company. The Exercise Notice will be accompanied by payment of the aggregate Exercise Price as to all Exercised Shares together with any applicable tax withholding. This Option will be deemed to be exercised upon receipt by the Company of such fully executed Exercise Notice accompanied by such aggregate Exercise Price.

5. Method of Payment. Payment of the aggregate Exercise Price will be by any of the following, or a combination thereof, at the election of Participant:

(a) cash;

(b) check; or

(c) consideration received by the Company under a formal cashless exercise program adopted by the Company in connection with the Plan.

6. Tax Obligations.

(a) Withholding of Taxes. Notwithstanding any contrary provision of this Agreement, no certificate representing the Shares will be issued to Participant, unless and until satisfactory arrangements (as determined by the Administrator) will have been made by Participant with respect to the payment of income, employment and other taxes which the Company determines must be withheld with respect to such Shares. To the extent determined appropriate by the Company in its discretion, it will have the right (but not the obligation) to satisfy any tax withholding obligations by reducing the number of Shares otherwise deliverable to Participant. If Participant fails to make satisfactory arrangements for the payment of any required tax withholding obligations hereunder at the time of the Option exercise, Participant acknowledges and agrees that the Company may refuse to honor the exercise and refuse to deliver Shares if such withholding amounts are not delivered at the time of exercise.

(b) Notice of Disqualifying Disposition of ISO Shares. If the Option granted to Participant herein is an ISO, and if Participant sells or otherwise disposes of any of the Shares acquired pursuant to the ISO on or before the later of (i) the date two (2) years after the Grant Date, or (ii) the date one (1) year after the date of exercise, Participant will immediately notify the Company in writing of such disposition. Participant agrees that Participant may be subject to income tax withholding by the Company on the compensation income recognized by Participant.

(c) Code Section 409A. Under Code Section 409A, an option that vests after December 31, 2004 that was granted with a per Share exercise price that is determined by the Internal Revenue Service (the "IRS") to be less than the Fair Market Value of a Share on the date of grant (a "Discount Option") may be considered "deferred compensation." A Discount Option may result in (i) income recognition by Participant prior to the exercise of the option, (ii) an additional twenty percent (20%) federal income tax, and (iii) potential penalty and interest charges. The Discount Option may also result in additional state income, penalty and interest charges to the Participant. Participant acknowledges that the Company cannot and has not guaranteed that the IRS will agree that the per Share exercise price of this Option equals or exceeds the Fair Market Value of a Share on the Date of Grant in a later examination. Participant agrees that if the IRS determines that the Option was granted with a per Share exercise price that was less than the Fair Market Value of a Share on the date of grant, Participant will be solely responsible for Participant's costs related to such a determination.

7. Rights as Shareholder. Neither Participant nor any person claiming under or through Participant will have any of the rights or privileges of a Shareholder of the Company in respect of any Shares deliverable hereunder unless and until certificates representing such Shares will have been issued, recorded on the records of the Company or its transfer agents or registrars, and delivered to Participant. After such issuance, recordation and delivery, Participant will have all the rights of a Shareholder of the Company with respect to voting such Shares and receipt of dividends and distributions on such Shares.

8. No Guarantee of Continued Service. PARTICIPANT ACKNOWLEDGES AND AGREES THAT THE VESTING OF SHARES PURSUANT TO THE VESTING SCHEDULE HEREOF IS EARNED ONLY BY CONTINUING AS A SERVICE PROVIDER AT THE WILL OF THE COMPANY (OR THE PARENT OR SUBSIDIARY EMPLOYING OR RETAINING PARTICIPANT) AND NOT THROUGH THE ACT OF BEING HIRED, BEING GRANTED THE OPTION OR ACQUIRING SHARES HEREUNDER. PARTICIPANT FURTHER ACKNOWLEDGES AND AGREES THAT THIS AGREEMENT, THE TRANSACTIONS CONTEMPLATED HEREUNDER AND THE VESTING SCHEDULE SET FORTH HEREIN DO NOT CONSTITUTE AN EXPRESS OR IMPLIED PROMISE OF CONTINUED ENGAGEMENT AS A SERVICE PROVIDER FOR THE VESTING PERIOD, FOR ANY PERIOD, OR AT ALL, AND WILL NOT INTERFERE IN ANY WAY WITH PARTICIPANT'S RIGHT OR THE RIGHT OF THE COMPANY (OR THE PARENT OR SUBSIDIARY EMPLOYING OR RETAINING PARTICIPANT) TO TERMINATE PARTICIPANT'S RELATIONSHIP AS A SERVICE PROVIDER AT ANY TIME, WITH OR WITHOUT CAUSE.

9. Address for Notices. Any notice to be given to the Company under the terms of this Agreement will be addressed to the Company at Omeros Corporation, 1420 Fifth Avenue, Suite 2600, Seattle, Washington 98101, or at such other address as the Company may hereafter designate in writing.

10. Grant is Not Transferable. This Option may not be transferred in any manner otherwise than by will or by the laws of descent or distribution and may be exercised during the lifetime of Participant only by Participant.

11. Binding Agreement. Subject to the limitation on the transferability of this grant contained herein, this Agreement will be binding upon and inure to the benefit of the heirs, legatees, legal representatives, successors and assigns of the parties hereto.

12. Additional Conditions to Issuance of Stock. If at any time the Company will determine, in its discretion, that the listing, registration or qualification of the Shares upon any securities exchange or under any state or federal law, or the consent or approval of any governmental regulatory authority is necessary or desirable as a condition to the issuance of Shares to Participant (or his or her estate), such issuance will not occur unless and until such listing, registration, qualification, consent or approval will have been effected or obtained free of any conditions not acceptable to the Company. The Company will make all reasonable efforts to meet the requirements of any such state or federal law or securities exchange and to obtain any such consent or approval of any such governmental authority. Assuming such compliance, for income tax purposes the Exercised Shares will be considered transferred to Participant on the date the Option is exercised with respect to such Exercised Shares.

13. Plan Governs. This Agreement is subject to all terms and provisions of the Plan. In the event of a conflict between one or more provisions of this Agreement and one or more provisions of the Plan, the provisions of the Plan will govern. Capitalized terms used and not defined in this Agreement will have the meaning set forth in the Plan.

14. Administrator Authority. The Administrator will have the power to interpret the Plan and this Agreement and to adopt such rules for the administration, interpretation and application of the Plan as are consistent therewith and to interpret or revoke any such rules (including, but not limited to, the determination of whether or not any Shares subject to the Option have vested). All actions taken and all interpretations and determinations made by the Administrator in good faith will be final and binding upon Participant, the Company and all other interested persons. No member of the Administrator will be personally liable for any action, determination or interpretation made in good faith with respect to the Plan or this Agreement.

15. Electronic Delivery. The Company may, in its sole discretion, decide to deliver any documents related to Options awarded under the Plan or future Options that may be awarded under the Plan by electronic means or request Participant's consent to participate in the Plan by electronic means. Participant hereby consents to receive such documents by electronic delivery and agrees to participate in the Plan through any on-line or electronic system established and maintained by the Company or another third party designated by the Company.

16. Captions. Captions provided herein are for convenience only and are not to serve as a basis for interpretation or construction of this Agreement.

17. Agreement Severable. In the event that any provision in this Agreement will be held invalid or unenforceable, such provision will be severable from, and such invalidity or unenforceability will not be construed to have any effect on, the remaining provisions of this Agreement.

18. Modifications to the Agreement. This Agreement constitutes the entire understanding of the parties on the subjects covered. Participant expressly warrants that he or she is not accepting this Agreement in reliance on any promises, representations, or inducements other than those contained herein. Modifications to this Agreement or the Plan can be made only in an express written contract executed by a duly authorized

officer of the Company. Notwithstanding anything to the contrary in the Plan or this Agreement, the Company reserves the right to revise this Agreement as it deems necessary or advisable, in its sole discretion and without the consent of Participant, to comply with Code Section 409A or to otherwise avoid imposition of any additional tax or income recognition under Code Section 409A in connection to this Option.

19. Amendment, Suspension or Termination of the Plan. By accepting this Award, Participant expressly warrants that he or she has received an Option under the Plan, and has received, read and understood a description of the Plan. Participant understands that the Plan is discretionary in nature and may be amended, suspended or terminated by the Company at any time.

20. Governing Law. This Agreement will be governed by the laws of the State of Washington, without giving effect to the conflict of law principles thereof. For purposes of litigating any dispute that arises under this Option or this Agreement, the parties hereby submit to and consent to the jurisdiction of the State of Washington, and agree that such litigation will be conducted in the courts of King County, Washington, or the federal courts for the United States for the Western District of Washington, and no other courts, where this Option is made and/or to be performed.

EXHIBIT B

OMEROS CORPORATION

2008 EQUITY INCENTIVE PLAN

EXERCISE NOTICE

Omeros Corporation
1420 Fifth Avenue, Suite 2600
Seattle, Washington 98101

Attention: ___________

1. Exercise of Option. Effective as of today, ________________, _____, the undersigned ("Purchaser") hereby elects to purchase ______________ shares (the "Shares") of the Common Stock of Omeros Corporation (the "Company") under and pursuant to the 2008 Equity Incentive Plan (the "Plan") and the Stock Option Agreement dated ________ (the "Agreement"). The purchase price for the Shares will be $_____________, as required by the Agreement.

2. Delivery of Payment. Purchaser herewith delivers to the Company the full purchase price of the Shares and any required tax withholding to be paid in connection with the exercise of the Option.

3. Representations of Purchaser. Purchaser acknowledges that Purchaser has received, read and understood the Plan and the Agreement and agrees to abide by and be bound by their terms and conditions.

4. Rights as Shareholder. Until the issuance (as evidenced by the appropriate entry on the books of the Company or of a duly authorized transfer agent of the Company) of the Shares, no right to vote or receive dividends or any other rights as a Shareholder will exist with respect to the Shares subject to the Option, notwithstanding the exercise of the Option. The Shares so acquired will be issued to Participant as soon as practicable after exercise of the Option. No adjustment will be made for a dividend or other right for which the record date is prior to the date of issuance, except as provided in Section 13 of the Plan.

5. Tax Consultation. Purchaser understands that Purchaser may suffer adverse tax consequences as a result of Purchaser's purchase or disposition of the Shares. Purchaser represents that Purchaser has consulted with any tax consultants Purchaser deems advisable in connection with the purchase or disposition of the Shares and that Purchaser is not relying on the Company for any tax advice.

6. Entire Agreement; Governing Law. The Plan and Agreement are incorporated herein by reference. This Exercise Notice, the Plan and the Agreement constitute the entire agreement of the parties with respect to the subject matter hereof and supersede in their entirety all prior undertakings and agreements of the Company and Purchaser with respect to the subject matter hereof, and may not be modified adversely to the Purchaser's interest except by means of a writing signed by the Company and Purchaser. This agreement is governed by the internal substantive laws, but not the choice of law rules, of the State of Washington.

Submitted by:	Accepted by:
PURCHASER	OMEROS CORPORATION

Signature By

Print Name Its

Address:

Date Received

EXHIBIT 12.1

Omeros Corporation

Computation of Deficiency in the Coverage of Fixed Charges by Earnings Before Fixed Charges

	For the ninemonths ended September 30,	Year Ended December 31,				
	2013	2012	2011	2010	2009	2008
	(in thousands, except share data)					
Earnings before fixed charges:						
Loss from continuing operations before income taxes	$ (37,951)	$ (38,444)	$ (28,546)	$ (29,251)	$ (21,089)	$ (23,827)
Add fixed charges	4,132	2,305	2,144	2,104	2,596	834
Add amortization of capitalized interest	—	—	—	—	—	—
Add distributed income of equity investees	—	—	—	—	—	—
Subtract capitalized interest	—	—	—	—	—	—
Loss before fixed charges	$ (33,819)	$ (36,139)	$ (26,402)	$ (27,147)	$ (18,493)	$ (22,993)
Fixed Charges:						
Interest expense	$ 1,365	$ 1,355	$ 1,532	$ 1,328	$ 1,948	$ 280
Amortization of debt expense and loss from extinguishment of debt	371	374	352	503	254	5 5
Estimate of interest expense within rental expense	2,396	576	260	273	394	499
Preference security dividend requirements of consolidated subsidiaries	—	—	—	—	—	—
Total fixed charges	$ 4,132	$ 2,305	$ 2,144	$ 2,104	$ 2,596	$ 834
Deficiency of earnings available to cover fixed charges	$ (37,951)	$ (38,444)	$ (28,546)	$ (29,251)	$ (21,089)	$ (23,827)

Exhibit 31.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER PURSUANT TO RULE 13a-14(a)/15d-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Gregory A. Demopulos, M.D., certify that:

1. I have reviewed this quarterly report on Form 10-Q of Omeros Corporation;

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

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

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

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

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

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

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

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

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

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

Dated: November 7, 2013

/s/ Gregory A. Demopulos

Gregory A. Demopulos, M.D.
Principal Executive Officer

Exhibit 31.2

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER PURSUANT TO RULE 13a-14(a)/15d-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Michael A. Jacobsen, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Omeros Corporation;

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

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

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

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

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

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

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

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

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

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

Dated: November 7, 2013

/s/ Michael A. Jacobsen

Michael A. Jacobsen
Principal Financial and Accounting Officer

Exhibit 32.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report on Form 10-Q of Omeros Corporation (the "Company") for the quarter ended September 30, 2013, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned officer of the Company certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

This certification accompanies the Report pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by the Sarbanes-Oxley Act of 2002, be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as may be expressly set forth by specific reference in such filing.

Dated: November 7, 2013

/s/ Gregory A. Demopulos

Gregory A. Demopulos, M.D.
Principal Executive Officer

Exhibit 32.2

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report on Form 10-Q of Omeros Corporation (the “Company”) for the quarter ended September 30, 2013, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), the undersigned officer of the Company certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

This certification accompanies the Report pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by the Sarbanes-Oxley Act of 2002, be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as may be expressly set forth by specific reference in such filing.

Dated: November 7, 2013

/s/ Michael A. Jacobsen

Michael A. Jacobsen
Principal Financial and Accounting Officer