

Edgar Filing: AVIS BUDGET GROUP, INC. - Form SC 13G

AVIS BUDGET GROUP, INC.
Form SC 13G
September 10, 2009

SCHEDULE 13G

Amendment No. 0
AVIS BUDGET GROUP INC
Common Stock
Cusip #053774105

Cusip #053774105
Item 1: Reporting Person - FMR LLC
Item 4: Delaware
Item 5: 3,270
Item 6: 0
Item 7: 12,014,702
Item 8: 0
Item 9: 12,014,702
Item 11: 11.782%
Item 12: HC

Cusip #053774105
Item 1: Reporting Person - Edward C. Johnson 3d
Item 4: United States of America
Item 5: 0
Item 6: 0
Item 7: 12,014,702
Item 8: 0
Item 9: 12,014,702
Item 11: 11.782%
Item 12: IN

SCHEDULE 13G - TO BE INCLUDED IN
STATEMENTS
FILED PURSUANT TO RULE 13d-1(b) or 13d-2(b)

Item 1(a). Name of Issuer:
AVIS BUDGET GROUP INC

Item 1(b). Name of Issuer's Principal Executive Offices:
6 Sylvan Way
Parsippany, NJ 07054

Item 2(a). Name of Person Filing:
FMR LLC

Item 2(b). Address or Principal Business Office or, if None,
Residence:
82 Devonshire Street, Boston,

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Massachusetts 02109

Item 2(c). Citizenship:

Not applicable

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

053774105

Item 3. This statement is filed pursuant to Rule 13d-1(b) or 13d-2(b) and the person filing, FMR LLC, is a parent holding company in accordance with Section 240.13d-1(b)(ii)(G). (Note: See Item 7).

Item 4. Ownership

(a) Amount Beneficially Owned: 12,014,702

(b) Percent of Class: 11.782%

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 3,270

(ii) shared power to vote or to direct the vote: 0

(iii) sole power to dispose or to direct the disposition of: 12,014,702

(iv) shared power to dispose or to direct the disposition of: 0

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Various persons have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Common Stock of AVIS BUDGET GROUP INC. No one person's interest in the Common Stock of AVIS BUDGET GROUP INC is more than five percent of the total outstanding Common Stock.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

See attached Exhibit A.

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Item 8. Identification and Classification of Members of the Group.

Not applicable. See attached Exhibit A.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

September 09, 2009
Date

/s/ Scott C. Goebel
Signature

Scott C. Goebel
Duly authorized under Power of Attorney
effective as of June 1, 2008 by and on behalf of FMR LLC
and its direct and indirect subsidiaries

SCHEDULE 13G - TO BE INCLUDED IN
STATEMENTS
FILED PURSUANT TO RULE 13d-1(b) or 13d-2(b)

Pursuant to the instructions in Item 7 of Schedule 13G, Fidelity Management & Research Company ("Fidelity"), 82 Devonshire Street, Boston, Massachusetts 02109, a wholly-owned subsidiary of FMR LLC and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940, is the beneficial owner of 12,011,432 shares or 11.778% of the Common Stock outstanding of AVIS BUDGET GROUP INC ("the Company") as a result of acting as investment adviser to various investment companies registered under Section 8 of the Investment Company Act of 1940.

Edward C. Johnson 3d and FMR LLC, through its control of Fidelity, and the funds each has sole power to dispose of the 12,011,432 shares owned by the Funds.

Members of the family of Edward C. Johnson 3d, Chairman of FMR LLC, are the predominant owners, directly or through trusts, of Series B voting common shares of FMR

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LLC, representing 49% of the voting power of FMR LLC. The Johnson family group and all other Series B shareholders have entered into a shareholders' voting agreement under which all Series B voting common shares will be voted in accordance with the majority vote of Series B voting common shares. Accordingly, through their ownership of voting common shares and the execution of the shareholders' voting agreement, members of the Johnson family may be deemed, under the Investment Company Act of 1940, to form a controlling group with respect to FMR LLC.

Neither FMR LLC nor Edward C. Johnson 3d, Chairman of FMR LLC, has the sole power to vote or direct the voting of the shares owned directly by the Fidelity Funds, which power resides with the Funds' Boards of Trustees. Fidelity carries out the voting of the shares under written guidelines established by the Funds' Boards of Trustees.

Strategic Advisers, Inc., 82 Devonshire Street, Boston, MA 02109, a wholly-owned subsidiary of FMR LLC and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940, provides investment advisory services to individuals. As such, FMR LLC's beneficial ownership includes 50 shares, or 0.000%, of the Common Stock outstanding of AVIS BUDGET GROUP INC, beneficially owned through Strategic Advisers, Inc.

Pyramis Global Advisors Trust Company ("PGATC"), 900 Salem Street, Smithfield, Rhode Island, 02917, an indirect wholly-owned subsidiary of FMR LLC and a bank as defined in Section 3(a)(6) of the Securities Exchange Act of 1934, is the beneficial owner of 3,220 shares or 0.003% of the outstanding Common Stock of the AVIS BUDGET GROUP INC as a result of its serving as investment manager of institutional accounts owning such shares.

Edward C. Johnson 3d and FMR LLC, through its control of Pyramis Global Advisors Trust Company, each has sole dispositive power over 3,220 shares and sole power to vote or to direct the voting of 3,220 shares of Common Stock owned by the institutional accounts managed by PGATC as reported above.

SCHEDULE 13G - TO BE INCLUDED IN STATEMENTS

FILED PURSUANT TO RULE 13d-1(b) or 13d-2(b)
RULE 13d-1(f)(1) AGREEMENT

The undersigned persons, on September 09, 2009, agree and consent to the joint filing on their behalf of this Schedule 13G in connection with their beneficial ownership of the Common Stock of AVIS BUDGET GROUP INC at August 31, 2009.

FMR LLC

By /s/ Scott C. Goebel
Scott C. Goebel

Duly authorized under Power of Attorney effective as of June 1, 2008, by and on behalf of FMR LLC and its direct

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and indirect subsidiaries

Edward C. Johnson 3d

By /s/ Scott C. Goebel

Scott C. Goebel

Duly authorized under Power of Attorney effective as
of June 1, 2008, by and on behalf of Edward C. Johnson 3d

Fidelity Management & Research Company

By /s/ Scott C. Goebel

Scott C. Goebel

Senior V.P. and General Counsel

> 3,971 4,016

Switzerland

3,784 4,078 3,866

Other countries

9,580 9,325 6,415

Total product revenue

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36,416 39,657 36,695

Government grants and cooperative agreements:

United States

0 0 91

Total government grants and cooperative agreements

0 0 91

Total revenue

\$36,416 \$39,657 \$36,786

Long-lived assets by geographical location, which consist of property and equipment, net and intangible assets, net, at December 31, 2014 and 2013, were as follows (in thousands):

	December 31,	
	2014	2013
United States	\$ 4,624	\$ 3,088
Europe & other	299	445
Total long-lived assets	\$ 4,923	\$ 3,533

Table of Contents**CERUS CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****December 31, 2014****Note 18. Quarterly Financial Information (Unaudited)**

The following tables summarize the Company's quarterly financial information for the years ended December 31, 2014 and 2013 (in thousands except per share amounts):

	Three Months Ended			
	March 31, 2014	June 30, 2014	September 30, 2014	December 31, 2014
Product revenue	\$ 7,866	\$ 8,601	\$ 10,362	\$ 9,587
Gross profit on product revenue	3,709	3,849	4,673	2,997
Net loss	\$ (225)	\$ (7,589)	\$ (10,759)	\$ (20,182)
Net loss per common share:				
Basic	\$ (0.00)	\$ (0.10)	\$ (0.14)	\$ (0.26)
Diluted	\$ (0.12)	\$ (0.16)	\$ (0.16)	\$ (0.26)

	Three Months Ended			
	March 31, 2013	June 30, 2013	September 30, 2013	December 31, 2013
Product revenue	\$ 9,733	\$ 10,150	\$ 10,542	\$ 9,232
Gross profit on product revenue	4,643	4,403	3,716	4,293
Net loss	\$ (10,252)	\$ (6,724)	\$ (20,501)	\$ (5,860)
Net loss per common share:				
Basic	\$ (0.17)	\$ (0.10)	\$ (0.29)	\$ (0.08)
Diluted	\$ (0.17)	\$ (0.10)	\$ (0.29)	\$ (0.10)

Note 19. Subsequent Events (Unaudited)

In January 2015, the Company issued 14,636,363 shares of its common stock, par value \$0.001 per share, in an underwritten public offering. The price to the public in the offering was \$5.50 per share. The net proceeds from this offering were approximately \$75.7 million, net of underwriting discounts and other issuance costs of \$5.1 million.

Table of Contents**SIGNATURES**

Pursuant to the requirement of Section 13 or 15(d) 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, in the City of Concord, State of California, on the 16th day of March, 2015.

CERUS CORPORATION

By: */s/* WILLIAM M. GREENMAN
William M. Greenman
President and Chief Executive Officer

Each person whose signature appears below constitutes and appoints William M. Greenman and Kevin D. Green, his true and lawful attorney-in-fact and agent, each acting alone, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any or all amendments to the Annual Report on Form 10-K and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<i>/s/</i> WILLIAM M. GREENMAN	President, Chief Executive	March 16, 2015
William M. Greenman	Officer and Director <i>(Principal Executive Officer)</i>	
<i>/s/</i> KEVIN D. GREEN	Vice President, Finance and	March 16, 2015
Kevin D. Green	Chief Financial Officer <i>(Principal Financial Officer)</i>	
<i>/s/</i> DANIEL. N. SWISHER, JR.	Chairman of the Board of Directors	March 16, 2015
Daniel N. Swisher, Jr.		
<i>/s/</i> TIMOTHY B. ANDERSON	Director	March 16, 2015
Timothy B. Anderson		
<i>/s/</i> LAURENCE M. CORASH, M.D.	Director	March 16, 2015
Laurence M. Corash, M.D.		
<i>/s/</i> BRUCE C. COZADD	Director	March 16, 2015
Bruce C. Cozadd		

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/s/ GAIL SCHULZE

Director

March 16, 2015

Gail Schulze

/s/ FRANK WITNEY

Director

March 16, 2015

Frank Witney, Ph.D.

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INDEX TO EXHIBITS

Exhibit Number	Description of Exhibit
2.1(20)	Asset Purchase and Redemption Agreement by and between Cerus Corporation and BioOne Corporation, dated as of August 24, 2010.
3.1(31)	Amended and Restated Certificate of Incorporation of Cerus Corporation.
3.2(31)	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Cerus Corporation.
3.3(31)	Certificate of Designation of Series C Junior Participating Preferred Stock of Cerus Corporation.
3.4(38)	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Cerus Corporation.
3.5(9)	Amended and Restated Bylaws of Cerus Corporation.
4.1(1)	Specimen Stock Certificate.
4.2(15)	Rights Agreement, dated as of November 3, 1999, as amended as of August 6, 2001, between Cerus Corporation and Wells Fargo Bank, N.A. (formerly known as Norwest Bank Minnesota, N.A.).
4.3(17)	Amendment to Rights Agreement, dated as of October 28, 2009, between Cerus Corporation and Wells Fargo Bank, N.A. (which includes the form of Rights Certificate as Exhibit B thereto).
4.4(16)	Form of 2009 Warrant to Purchase Common Stock.
4.5(21)	Form of 2010 Warrant to Purchase Common Stock.
	<i>Supply and/or Manufacturing Agreements</i>
10.1(7)	Supply Agreement, dated December 19, 2007, by and between Cerus Corporation and Brotech Corporation d/b/a Purolite Company.
10.2(39)	Amended and Restated Supply Agreement, dated April 21, 2014, by and between Cerus Corporation and Purolite Corporation.
10.3(7)	Supply and Manufacturing Agreement, dated March 1, 2008, by and between Cerus Corporation and Porex Corporation.
10.4(33)	First Amendment to Supply and Manufacturing Agreement, dated November 28, 2012, by and between Cerus Corporation and Porex Corporation.
10.5#	Amendment #2 to Supply and Manufacturing Agreement, dated December 23, 2014, by and between Cerus Corporation and Porex Corporation.
10.6(35)	Amended and Restated Manufacturing and Supply Agreement, dated December 12, 2008, by and between Cerus Corporation and Fresenius Kabi AG (successor-in-interest to Fenwal, Inc.).
10.7(35)	Amendment No. 1 to the Amended and Restated Manufacturing and Supply Agreement, dated November 22, 2013, by and between Cerus Corporation and Fresenius Kabi Deutschland GmbH.
10.8(11)	Manufacturing and Supply Agreement, dated September 30, 2008, by and between Cerus Corporation and NOVA Biomedical Corporation.
10.9(25)	Amended and Restated Supply Agreement, dated as of September 1, 2011, between Cerus Corporation and Ash Stevens Inc.

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Exhibit Number	Description of Exhibit
10.10(34)	Addendum 1 to Amended and Restated Supply Agreement, dated August 1, 2013, by and between Cerus Corporation and Ash Stevens, Inc.
	<i>Loan and Security Agreements</i>
10.11(25)	Loan and Security Agreement, dated as of September 30, 2011, by and between Cerus Corporation and Comerica Bank.
10.12(29)	First Amendment to Loan and Security Agreement, dated as of December 13, 2011, by and between Cerus Corporation and Comerica Bank.
10.13(29)	Second Amendment to Loan and Security Agreement, dated as of June 30, 2012, by and between Cerus Corporation and Comerica Bank.
10.14(38)	Loan and Security Agreement, dated as of June 30, 2014, by and among Cerus Corporation and Oxford Finance LLC, as collateral agent and a lender.
	<i>Real Estate Lease Agreements</i>
10.15(4)	Standard Industrial/Commercial Single-Tenant Lease-Net, dated October 12, 2001 between Cerus Corporation and California Development, Inc.
10.16(10)	Second Amendment to Standard Industrial/Commercial Single-Tenant Lease-Net, dated as of September 18, 2008 between Cerus Corporation and California Development, Inc.
10.17(18)	Letter to California Development, Inc. exercising option to extend the lease term from the Second Amendment to Standard Industrial/Commercial Single-Tenant Lease-Net, dated as of September 18, 2008 between Cerus Corporation and California Development, Inc.
10.18(35)	Real Property Lease, dated June 20, 2013, between Cerus Corporation and S. P. Cuff as Managing Partner of the Redwoods Business Center LP.
	<i>Employment Agreements or Offer Letters</i>
10.19(22)*	Employment Letter, by and between Cerus corporation and William M. Greenman, dated May 12, 2011.
10.20(33)*	Addendum to Employment Agreement for William M. Greenman, dated December 5, 2012.
10.21(35)*	Employment Letter, by and between Cerus Corporation and Laurence Corash, dated July 30, 2009.
10.22(19)*	Employment Letter, by and between Cerus Corporation and Laurence Corash, dated March 2, 2010.
10.23(15)*	Employment Letter for Kevin D. Green, dated May 1, 2009.
10.24(26)*	Employment Agreement for Caspar Hogeboom, dated March 6, 2006.
10.25(26)*	Promotion Letter for Caspar Hogeboom, dated December 11, 2009 and executed on September 21, 2010.
10.26(26)*	Addendum to Employment Agreement for Caspar Hogeboom, dated February 17, 2011.
10.27(26)*	Healthcare Contribution Letter for Caspar Hogeboom, dated December 18, 2007.
10.28(26)*	Home Telephone and Internet Expenses Letter for Caspar Hogeboom, dated January 11, 2012.
10.29(36)*	Equity Change in Control Agreement with Caspar Hogeboom, dated March 7, 2014.

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Exhibit Number	Description of Exhibit
10.30(33)*	Employment Letter, by and between Cerus Corporation and Chrystal Menard, dated October 19, 2012.
10.31(35)*	Employment Letter, by and between Cerus Corporation and Carol Moore, dated December 14, 2007.
	<i>Stock Plans and Related Forms</i>
10.32(1)*	1996 Equity Incentive Plan.
10.33(1)*	Form of Incentive Stock Option Agreement under the 1996 Equity Incentive Plan.
10.34(1)*	Form of Nonstatutory Stock Option Agreement under the 1996 Equity Incentive Plan.
10.35(1)*	1996 Employee Stock Purchase Plan.
10.36(29)*	Employee Stock Purchase Plan, as amended, effective June 6, 2012.
10.37(2)*	1998 Non-Officer Stock Option Plan.
10.38(3)*	1999 Equity Incentive Plan, adopted April 30, 1999, approved by stockholders July 2, 1999.
10.39(5)*	1999 Non-Employee Directors Stock Option Sub-Plan, amended December 4, 2002.
10.40(8)*	2008 Equity Incentive Plan, approved by stockholders June 2, 2008.
10.41(24)*	2008 Equity Incentive Plan, as amended, reapproved by stockholders June 1, 2011.
10.42(32)*	2008 Equity Incentive Plan, as amended, effective June 12, 2013.
10.43(28)*	Form of Option Agreement for employees under the 2008 Equity Incentive Plan, as amended.
10.44(28)*	Form of Option Agreement for non-employee directors under the 2008 Equity Incentive Plan, as amended.
10.45(28)*	Form of Restricted Stock Unit Agreement under the 2008 Equity Incentive Plan, as amended.
	<i>Other Compensatory Plans or Agreements</i>
10.46(33)*	Bonus Plan for Senior Management of Cerus Corporation, as amended December 5, 2012.
10.47(12)*	Cerus Corporation Change of Control Severance Benefit Plan, as amended.
10.48(14)*	Form of Severance Benefits Agreement.
10.49(36)*	Amended and Restated Non-Employee Director Compensation Policy.
10.50(35)*	International Bonus Plan for 2013.
10.51	International Bonus Plan.
10.52(36)	2013 and 2014 Executive Officer Compensation Arrangements.
	<i>Other Material Agreements</i>
10.53(23)	At-The-Market-Issuance Sales Agreement, dated June 3, 2011, by and between Cerus Corporation and MLV & Co. LLC.
10.54(27)	Amendment to At-The-Market-Issuance Sales Agreement, dated January 4, 2012, by and between Cerus Corporation and MLV & Co. LLC.
10.55(30)	Amendment No. 2 to At-The-Market-Issuance Sales Agreement, dated August 31, 2012, by and between Cerus Corporation and MLV & Co. LLC.

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Exhibit Number	Description of Exhibit
10.56(1)	Form of Indemnity Agreement entered into between Cerus Corporation and each of its directors and executive officers.
10.57(13)	Form of Amended and Restated Indemnity Agreement, adopted April 24, 2009.
10.58(16)	Form of Subscription Agreement.
10.59(30)	Controlled Equity Offering SM Sales Agreement, dated August 31, 2012, by and between Cerus Corporation and Cantor Fitzgerald & Co.
10.60(37)	Amendment No 1. to Controlled Equity Offering SM Sales Agreement, dated March 21, 2014, by and between Cerus Corporation and Cantor Fitzgerald & Co.
10.61(18)	Restructuring Agreement, dated as of February 2, 2005, by and among Cerus Corporation, Baxter Healthcare S.A. and Fresenius Kabi AG (successor-in-interest to Baxter Healthcare Corporation).
10.62(18)	License Agreement, dated as of February 2, 2005, by and between Cerus Corporation and Fresenius Kabi AG (successor-in-interest to Baxter Healthcare S.A. and Baxter Healthcare Corporation).
10.63(6)	Commercialization Transition Agreement, dated as of February 12, 2006, by and between Cerus Corporation and Fresenius Kabi AG (successor-in-interest to Baxter Healthcare S.A. and Baxter Healthcare Corporation).
12.1	Computation of Earnings to Fixed Charges.
21.1	List of Registrant's subsidiaries.
23.1	Consent of Independent Registered Public Accounting Firm.
24.1	Power of Attorney (see signature page).
31.1	Certification of the Principal Executive Officer of Cerus Corporation pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of the Principal Financial Officer of Cerus Corporation pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1(40)	Certification of the Principal Executive Officer and Principal Financial Officer 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

Certain portions of this exhibit are subject to a confidential treatment order.

* Compensatory Plan.

Registrant has requested confidential treatment for portions of this exhibit.

(1) Incorporated by reference to the like-described exhibit to the Registrant's Registration Statement on Form S-1 (File No. 333-11341) and amendments thereto.

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- (2) Incorporated by reference to the like-described exhibit to the Registrant s Registration Statement on Form S-8, dated March 24, 1999.
- (3) Incorporated by reference to the like-described exhibit to the Registrant s Registration Statement on Form S-8, dated August 4, 1999.
- (4) Incorporated by reference to the like-described exhibit to the Registrant s Annual Report on Form 10-K, for the year ended December 31, 2001.
- (5) Incorporated by reference to the like-described exhibit to the Registrant s Quarterly Report on Form 10-Q, for the quarter ended March 31, 2003.
- (6) Incorporated by reference to the like-described exhibit to the Registrant s Quarterly Report on Form 10-Q, for the quarter ended March 31, 2006.
- (7) Incorporated by reference to the like-described exhibit to the Registrant s Quarterly Report on Form 10-Q, for the quarter ended March 31, 2008.
- (8) Incorporated by reference to the like-described exhibit to the Registrant s Current Report on Form 8-K, filed with the SEC on June 6, 2008.
- (9) Incorporated by reference to the like-described exhibit to the Registrant s Current Report on Form 8-K, filed with the SEC on June 19, 2008.
- (10) Incorporated by reference to the like-described exhibit to the Registrant s Quarterly Report on Form 10-Q, for the quarter ended September 30, 2008.
- (11) Incorporated by reference to the like-described exhibit to the Registrant s Annual Report on Form 10-K, for the year ended December 31, 2008.
- (12) Incorporated by reference to the like-described exhibit to the Registrant s Quarterly Report on Form 10-Q, for the quarter ended March 31, 2009.
- (13) Incorporated by reference to the like-described exhibit to the Registrant s Current Report on Form 8-K, filed with the SEC on April 30, 2009.
- (14) Incorporated by reference to the like-described exhibit to the Registrant s Current Report on Form 8-K, filed with the SEC on June 1, 2009.
- (15) Incorporated by reference to the like-described exhibit to the Registrant s Quarterly Report on Form 10-Q, for the quarter ended June 30, 2009.
- (16) Incorporated by reference to the like-described exhibit to the Registrant s Current Report on Form 8-K, filed with the SEC on August 20, 2009.
- (17) Incorporated by reference to the like-described exhibit to the Registrant s Current Report on Form 8-K, filed with the SEC on October 30, 2009.
- (18) Incorporated by reference to the like-described exhibit to the Registrant s Annual Report on Form 10-K, for the year ended December 31, 2009.
- (19) Incorporated by reference to the like-described exhibit to the Registrant s Current Report on Form 8-K, filed with the SEC on March 8, 2010.
- (20) Incorporated by reference to the like-described exhibit to the Registrant s Current Report on Form 8-K, filed with the SEC on August 30, 2010.
- (21) Incorporated by reference to the like-described exhibit to the Registrant s Current Report on Form 8-K, filed with the SEC on November 12, 2010.
- (22) Incorporated by reference to the like-described exhibit to the Registrant s Current Report on Form 8-K, filed with the SEC on May 18, 2011.
- (23) Incorporated by reference to the like-described exhibit to the Registrant s Current Report on Form 8-K, filed with the SEC on June 6, 2011.
- (24) Incorporated by reference to the like-described exhibit to Amendment No. 1 to the Registrant s Quarterly Report on Form 10-Q/A, for the quarter ended June 30, 2011.
- (25) Incorporated by reference to the like-described exhibit to the Registrant s Quarterly Report on Form 10-Q, for the quarter ended September 30, 2011.
- (26) Incorporated by reference to the like-described exhibit to the Registrant s Annual Report on Form 10-K, for the year ended December 31, 2011.
- (27) Incorporated by reference to the like-described exhibit to Amendment No. 1 to the Registrant s Registration Statement on Form S-3/A, filed with the SEC on January 6, 2012.

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- (28) Incorporated by reference to the like-described exhibit to the Registrant s Quarterly Report on Form 10-Q, for the quarter ended March 31, 2012.
- (29) Incorporated by reference to the like-described exhibit to the Registrant s Quarterly Report on Form 10-Q, for the quarter ended June 30, 2012.
- (30) Incorporated by reference to the like-described exhibit to the Registrant s Current Report on Form 8-K, filed with the SEC on August 31, 2012.
- (31) Incorporated by reference to the like-described exhibit to the Registrant s Quarterly Report on Form 10-Q, for the quarter ended September 30, 2012.
- (32) Incorporated by reference to the like-described exhibit to the Registrant s Quarterly Report on Form 10-Q, for the quarter ended June 30, 2013.
- (33) Incorporated by reference to the like-described exhibit to the Registrant s Annual Report on Form 10-K, for the year ended December 31, 2012.
- (34) Incorporated by reference to the like-described exhibit to the Registrant s Quarterly Report on Form 10-Q, for the quarter ended September 30, 2013.
- (35) Incorporated by reference to the like-described exhibit to the Registrant s Annual Report on Form 10-K, for the year ended December 31, 2013.
- (36) Incorporated by reference to the like-described exhibit to the Registrant s Quarterly Report on Form 10-Q, for the quarter ended March 31, 2014.
- (37) Incorporated by reference to the like-described exhibit to the Registrant s Current Report on Form 8-K, filed with the SEC on March 21, 2014.
- (38) Incorporated by reference to the like-described exhibit to the Registrant s Quarterly Report on Form 10-Q, for the quarter ended June 30, 2014.
- (39) Incorporated by reference to the like-described exhibit to Amendment No. 1 to the Registrant s Quarterly Report on Form 10-Q/A, for the quarter ended June 30, 2014.
- (40) This certification accompanies the Form 10-K to which it relates, is not deemed filed with the Securities and Exchange Commission, and is not incorporated by reference into any filing of the Registrant s under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended (whether made before or after the date of the Form 10-K), irrespective of any general incorporation language contained in such filing.