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

FORM 10-Q

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

For the quarterly period ended June 30, 2022

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: 001-38796

GOSSAMER BIO, INC.
(Exact name of Registrant as specified in its charter).

Delaware	**47-5461709**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
3013 Science Park Road San Diego California	**92121**
(Address of principal executive offices)	**(Zip Code)**

Registrant's telephone number, including area code: (858) 684-1300

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, $0.0001 par value per share	GOSS	Nasdaq Global Select Market

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

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

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

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	☒	Smaller reporting company	☒
Emerging growth company	☐		

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

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

As of August 5, 2022, the registrant had 93,954,047 shares of common stock ($0.0001 par value) outstanding.

TABLE OF CONTENTS

PART I. FINANCIAL INFORMATION

ITEM 1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

GOSSAMER BIO, INC.
Condensed Consolidated Balance Sheets
(Unaudited)
(in thousands, except share and par value amounts)

	June 30, 2022	December 31, 2021
ASSETS		
Current assets		
Cash and cash equivalents	$ 94,316	$ 183,403
Marketable securities	127,845	141,815
Restricted cash	—	64
Prepaid expenses and other current assets	10,521	6,498
Total current assets	232,682	331,780
Property and equipment, net	4,686	5,320
Operating lease right-of-use assets	7,222	5,477
Other assets	1,254	1,080
Total assets	**$ 245,844**	**$ 343,657**
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities		
Accounts payable	$ 3,908	$ 3,244
Accrued research and development expenses	14,270	16,205
Accrued expenses and other current liabilities	26,230	20,410
Total current liabilities	44,408	39,859
Long-term convertible senior notes	195,286	150,038
Long-term debt	17,645	29,079
Operating lease liabilities - long-term	4,966	3,218
Total liabilities	**262,305**	**222,194**
Commitments and contingencies *(Note 9)*		
Stockholders' equity		
Common stock, $0.0001 par value; 700,000,000 shares authorized as of June 30, 2022 and December 31, 2021; 77,122,798 shares issued and 76,736,225 shares outstanding as of June 30, 2022, and 76,470,588 shares issued and 75,752,664 shares outstanding as of December 31, 2021	8	8
Additional paid-in capital	901,141	932,944
Accumulated deficit	(917,096)	(811,534)
Accumulated other comprehensive (loss) income	(514)	45
Total stockholders' equity (deficit)	(16,461)	121,463
Total liabilities and stockholders' equity	**$ 245,844**	**$ 343,657**

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

GOSSAMER BIO, INC.
Condensed Consolidated Statements of Operations and Comprehensive Loss
(Unaudited)
(in thousands, except share and per share amounts)

	Three months ended June 30,		Six months ended June 30,	
	2022	2021	2022	2021
Operating expenses:				
Research and development	$ 42,580	$ 44,318	$ 84,902	$ 86,145
In process research and development	15	15	35	45
General and administrative	11,277	11,263	23,278	22,609
Total operating expenses	53,872	55,596	108,215	108,799
Loss from operations	**(53,872)**	**(55,596)**	**(108,215)**	**(108,799)**
Other income (expense)				
Interest income	300	141	524	334
Interest expense	(3,481)	(4,834)	(6,948)	(9,614)
Other income	587	457	388	606
Total other expense, net	(2,594)	(4,236)	(6,036)	(8,674)
Net loss	**$ (56,466)**	**$ (59,832)**	**$ (114,251)**	**$ (117,473)**
Other comprehensive income (loss):				
Foreign currency translation	(138)	162	(146)	(210)
Unrealized loss on marketable securities	(36)	(46)	(413)	(115)
Other comprehensive income (loss)	(174)	116	(559)	(325)
Comprehensive loss	**(56,640)**	**(59,716)**	**(114,810)**	**(117,798)**
Net loss per share, basic and diluted	$ (0.74)	$ (0.80)	$ (1.50)	$ (1.58)
Weighted average common shares outstanding, basic and diluted	76,668,162	74,672,882	76,283,564	74,384,805

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

GOSSAMER BIO, INC.
Condensed Consolidated Statements of Stockholders' Equity (Deficit)
(Unaudited)
(in thousands, except share amounts)

	Common stock		Additional paid-in capital	Accumulated deficit	Accumulated other comprehensive income (loss)	Total stockholders' equity (deficit)
	Shares	Amount				
Balance as of December 31, 2021	75,752,664	$ 8	$ 932,944	$ (811,534)	$ 45	$ 121,463
Cumulative-effect adjustment from change in accounting principle (See Note 2)	—	—	(53,527)	8,689	—	(44,838)
Vesting of restricted stock	165,675	—	—	—	—	—
Exercise of stock options	39,525	—	126	—	—	126
Stock-based compensation	—	—	10,983	—	—	10,983
Issuance of common stock pursuant to Employee Stock Purchase Plan	77,496	—	595	—	—	595
Issuance of common stock for restricted stock units vested	518,577	—	—	—	—	—
Net loss	—	—	—	(57,785)	—	(57,785)
Other comprehensive loss	—	—	—	—	(385)	(385)
Balance as of March 31, 2022	76,553,937	$ 8	$ 891,121	$ (860,630)	$ (340)	$ 30,159
Vesting of restricted stock	165,675	—	—	—	—	—
Exercise of stock options	8,005	—	21	—	—	21
Stock-based compensation	—	—	9,999	—	—	9,999
Issuance of common stock for restricted stock units vested	8,607	—	—	—	—	—
Net loss	—	—	—	(56,466)	—	(56,466)
Other comprehensive loss	—	—	—	—	(174)	(174)
Balance as of June 30, 2022	76,736,224	$ 8	$ 901,141	$ (917,096)	$ (514)	$ (16,461)

	Common stock		Additional paid-in capital	Accumulated deficit	Accumulated other comprehensive income (loss)	Total stockholders' equity
	Shares	Amount				
Balance as of December 31, 2020	73,874,904	$ 8	$ 897,607	$ (577,530)	$ 599	$ 320,684
Vesting of restricted stock	238,962	—	—	—	—	—
Exercise of stock options	5,721	—	15	—	—	15
Stock-based compensation	—	—	8,708	—	—	8,708
Issuance of common stock pursuant to Employee Stock Purchase Plan	95,004	—	759	—	—	759
Issuance of common stock for restricted stock units vested	278,559	—	—	—	—	—
Net loss	—	—	—	(57,641)	—	(57,641)
Other comprehensive loss	—	—	—	—	(441)	(441)
Balance as of March 31, 2021	74,493,150	$ 8	$ 907,089	$ (635,171)	$ 158	$ 272,084
Vesting of restricted stock	231,710	—	—	—	—	—
Exercise of stock options	103,922	—	271	—	—	271
Stock-based compensation	—	—	8,054	—	—	8,054
Issuance of common stock for restricted stock units vested	6,170	—	—	—	—	—
Net loss	—	—	—	(59,832)	—	(59,832)
Other comprehensive income	—	—	—	—	116	116
Balance as of June 30, 2021	74,834,952	$ 8	$ 915,414	$ (695,003)	$ 274	$ 220,693

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

GOSSAMER BIO, INC.
Condensed Consolidated Statements of Cash Flows
(Unaudited)
(in thousands)

	Six months ended June 30,	
	2022	**2021**
Cash flows from operating activities		
Net loss	$ (114,251)	$ (117,473)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization expense	912	842
Stock-based compensation expense	20,982	16,762
In process research and development expenses	35	45
Amortization of operating lease right-of-use assets	1,284	1,729
Amortization of long-term debt discount and issuance costs	591	3,284
Amortization of premium on marketable securities, net of accretion of discounts	145	115
Changes in operating assets and liabilities:		
Prepaid expenses and other current assets	(4,023)	(1,373)
Other assets	(174)	(43)
Operating lease liabilities	(1,350)	(1,778)
Accounts payable	1,204	(6,631)
Accrued expenses	(2,531)	(342)
Accrued research and development expenses	(1,935)	2,775
Accrued compensation and benefits	(3,186)	(4,258)
Accrued interest expense	(8)	—
Net cash used in operating activities	(102,305)	(106,346)
Cash flows from investing activities		
Research and development asset acquisitions, net of cash acquired	(35)	(45)
Purchase of marketable securities	(72,589)	(49,923)
Maturities of marketable securities	86,000	12,800
Purchase of property and equipment	(277)	(940)
Net cash provided by (used in) investing activities	13,099	(38,108)
Cash flows from financing activities		
Proceeds from issuance of common stock pursuant to Employee Stock Purchase Plan	595	759
Proceeds from the exercise of stock options	147	286
Net cash provided by financing activities	742	1,045
Effect of exchange rate changes on cash, cash equivalents and restricted cash	(687)	(192)
Net decrease in cash, cash equivalents and restricted cash	(89,151)	(143,601)
Cash, cash equivalents and restricted cash, at the beginning of the period	183,467	486,620
Cash, cash equivalents and restricted cash, at the end of the period	**$ 94,316**	**$ 343,019**
Supplemental disclosure of cash flow information:		
Cash paid for interest	$ 6,365	$ 6,365
Supplemental disclosure of noncash investing and financing activities:		
Operating lease right-of-use asset obtained in exchange for lease liability	$ 3,029	$ —
Change in unrealized loss on marketable securities, net	$ (413)	$ (115)

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

GOSSAMER BIO, INC.
Notes to Unaudited Condensed Consolidated Financial Statements

Note 1 - Description of the Business

Gossamer Bio, Inc. (including its subsidiaries, referred to as "we," "us," "our,", or the "Company") is a clinical-stage biopharmaceutical company focused on discovering, acquiring, developing and commercializing therapeutics in the disease areas of immunology, inflammation and oncology. The Company was incorporated in the state of Delaware on October 25, 2015 (originally as FSG Bio, Inc.) and is based in San Diego, California.

The unaudited condensed consolidated financial statements include the accounts of Gossamer Bio, Inc. and its wholly owned subsidiaries. All intercompany balances and transactions among the consolidated entity have been eliminated in consolidation.

Liquidity and Capital Resources

The Company has incurred significant operating losses since its inception. As of June 30, 2022, the Company had an accumulated deficit of $917.1 million. From the Company's inception through June 30, 2022, the Company has funded its operations primarily through equity and debt financings. The Company raised $942.0 million from October 2017 through June 30, 2022 through Series A and Series B convertible preferred stock financings, a convertible note financing, its initial public offering, or IPO, its Credit Facility (as defined in Note 5 below), concurrent underwritten public offerings of its 2027 Notes (as defined in Note 5 below), and common stock in May 2020. See Note 5 for additional information regarding the Credit Facility and the 2027 Notes.

On July 15, 2022, the Company completed a private placement of 16,649,365 shares of the Company's common stock at a purchase price of $7.21 per share. The aggregate gross proceeds for the private placement was approximately $120.0 million, before deducting offering expenses.

The Company expects to continue to incur significant operating losses for the foreseeable future and may never become profitable. As a result, the Company will need to raise capital through equity offerings, debt financings and other capital sources, including potential collaborations, licenses and other similar arrangements. Management believes that it has sufficient working capital on hand to fund operations through at least the next 12 months from the date these condensed consolidated financial statements were available to be issued. There can be no assurance that the Company will be successful in acquiring additional funding, that the Company's projections of its future working capital needs will prove accurate, or that any additional funding would be sufficient to continue operations in future years.

COVID-19

The COVID-19 pandemic has caused significant business disruption around the globe. The extent of the impact of COVID-19 on the Company's operational and financial performance will depend on certain developments, including the duration and spread of the pandemic worldwide and the impact on the Company's clinical trials, employees and vendors. To the extent possible, and consistent with applicable guidance from federal, state and local authorities, the Company is conducting business as usual. The Company will continue to actively monitor the evolving situation related to COVID-19 and may take further actions that alter its operations, including those that may be required by federal, state or local authorities, or that the Company determines are in the best interests of its employees and other third parties with whom the Company does business. At this point, the degree to which COVID-19, including new variants of the virus that causes COVID-19, may continue to impact the Company's financial condition or results of operations remains uncertain. A prolonged pandemic could have a material and adverse impact on the financial results and business operations of the Company, including the timing and ability of the Company to complete certain clinical trials and other efforts required to advance the development of its product candidates and raise additional capital. For example, certain sites temporarily closed enrollment in the Company's Phase 2 clinical trial in pulmonary arterial hypertension ("PAH") in 2020 as a result of the COVID-19 pandemic and related staffing shortages at sites and key vendors. In addition, due to the challenges of enrolling patients worldwide posed by the COVID-19 pandemic and related staffing shortages at sites and key vendors, the Company previously experienced delays in enrollment of patients in its Phase 2 clinical trial of seralutinib, also known as GB002, in PAH.

Note 2 - Summary of Significant Accounting Policies

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States ("GAAP") for interim financial information and with the instructions of the Securities and Exchange Commission ("SEC") on Form 10-Q and Rule 10-01 of Regulation S-X. Accordingly, they do not include all of the information and disclosures required by GAAP for complete financial statements. In the opinion of management, the condensed consolidated financial statements include all adjustments necessary, which are of a normal and recurring nature, for the fair presentation of the Company's financial position and of the results of operations and cash flows for the periods presented. These financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto for the year ended December 31, 2021 included in the Company's Annual Report on Form 10-K filed with the SEC on March 3, 2022. The results of operations for the interim period shown in this report are not necessarily indicative of the results that may be expected for any other interim period or for the full year. The balance sheet at December 31, 2021, has been derived from the audited financial statements at that date.

Use of Estimates

The preparation of condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the condensed consolidated financial statements and the reported amounts of expenses during the reporting period. The most significant estimates in the Company's condensed consolidated financial statements relate to the allocation of the 2027 Notes into liability and equity components and accrued research and development expenses. These estimates and assumptions are based on current facts, historical experience and various other factors believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the recording of expenses that are not readily apparent from other sources. Actual results could differ from those estimates.

Recent Accounting Pronouncements - Adopted

In August 2020, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2020-06, Debt: Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging - Contracts in Entity's Own Equity (Subtopic 815-40) ("ASU 2020-06"), which simplifies the accounting for convertible instruments and contracts in an entity's own equity. This guidance is effective for annual reporting periods beginning after December 15, 2021, including interim periods within those years, with early adoption permitted only as of annual reporting periods beginning after December 15, 2020.

The Company adopted ASU 2020-06 on January 1, 2022 using the modified retrospective approach, and accordingly the Company recorded an adjustment that reflects the 2027 Notes as if the embedded conversion feature had not been separated. The impact upon adoption on the Consolidated Balance Sheets was an increase of $44.8 million in convertible senior notes, net, a write-off of $9.4 million in deferred income tax liabilities and a decrease of $53.5 million in additional paid-in capital. In addition, upon adoption, there was an adjustment of $8.7 million to increase the beginning balance of accumulated deficit on the Consolidated Balance Sheets for previously recognized interest expense related to amortization of debt discount related to the carrying value of the embedded conversion feature upon issuance. There was no impact to the Company's net loss per share calculation. See Note 5 "Indebtedness" for further information regarding the 2027 Notes.

Net Loss Per Share

Basic net loss per share of common stock is computed by dividing net loss attributable to common stockholders by the weighted average number of shares of common stock outstanding for the period. The Company uses the if-converted method for assumed conversion of the 2027 Notes to compute the weighted average shares of common stock outstanding for diluted net loss per share. Diluted net loss per share excludes the potential impact of the Company's common stock options and unvested shares of restricted stock and the potential shares issuable upon conversion of the 2027 Notes because their effect would be anti-dilutive due to the Company's net loss. Since the Company had a net loss in each of the periods presented, basic and diluted net loss per common share are the same.

The table below provides potentially dilutive securities not included in the calculation of the diluted net loss per share because to do so would be anti-dilutive:

	As of June 30, 2022	2021
2027 Notes	12,321,900	12,321,900
Shares issuable upon exercise of stock options	13,183,909	10,435,930
Non-vested shares under restricted stock grants	2,103,757	3,385,821
Total potentially dilutive securities	27,609,566	26,143,651

Note 3 - Balance Sheet Accounts and Supplemental Disclosures

Property and Equipment

Property and equipment, net consisted of the following (in thousands):

	Estimated Useful Life (in years)	June 30, 2022	December 31, 2021
Office equipment	3-7	$ 1,097	$ 1,097
Computer equipment	5	123	123
Software	3	130	130
Lab equipment	2-5	5,965	5,688
Leasehold improvements	6-7	2,562	2,562
Total property and equipment		9,877	9,600
Less: accumulated depreciation		5,191	4,280
Property and equipment, net		$ 4,686	$ 5,320

For the three months ended June 30, 2022 and 2021 the Company recorded approximately $0.5 million and $0.4 million, respectively, in depreciation expense, and for the six months ended June 30, 2022 and 2021, the Company recorded approximately $0.9 million and $0.8 million, respectively, in depreciation expense, in each case, which is included in general and administrative expense and research and development expense on the consolidated statements of operations and comprehensive loss.

Accrued Expenses and Other Current Liabilities

Accrued expenses and other current liabilities consisted of the following (in thousands):

	As of June 30, 2022	December 31, 2021
Accrued compensation and benefits	$ 8,730	$ 11,916
Operating lease liabilities	2,833	2,902
Debt, current	11,613	—
Accrued consulting fees	992	956
Accrued interest	1,058	1,066
Accrued legal fees	261	202
Accrued litigation liability	—	2,375
Accrued accounting fees	204	154
Accrued other	539	839
Total accrued expenses	$ 26,230	$ 20,410

Note 4 - Fair Value Measurements and Available for Sale Investments

Fair Value Measurements

The accounting guidance defines fair value, establishes a consistent framework for measuring fair value and expands disclosure for each major asset and liability category measured at fair value on either a recurring or nonrecurring basis. Fair value is defined as an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. As a basis for considering such assumptions, the accounting guidance establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value as follows:

Level 1: Observable inputs such as quoted prices in active markets;
Level 2: Inputs, other than the quoted prices in active markets, that are observable either directly or indirectly; and
Level 3: Unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.

The Company classifies its cash equivalents and available-for-sale investments within Level 1 or Level 2. The fair value of the Company's investment grade corporate debt securities and commercial paper is determined using proprietary valuation models and analytical tools, which utilize market pricing or prices for similar instruments that are both objective and publicly available, such as matrix pricing or reported trades, benchmark yields, broker/dealer quotes, issuer spreads, two-sided markets, benchmark securities, bids, and offers.

Assets and Liabilities Measured at Fair Value on a Recurring Basis

The following table presents the hierarchy for assets measured at fair value on a recurring basis as of June 30, 2022 and December 31, 2021 (in thousands):

	Fair Value Measurements at End of Period Using:			
	Total Fair Value	Quoted Market Prices for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
As of June 30, 2022				
Money market funds	$ 44,606	$ 44,606	$ —	$ —
U.S. Treasury and agency securities	20,276	20,276	—	—
Commercial paper	84,550	—	84,550	—
Corporate debt securities	37,006	—	37,006	—
As of December 31, 2021				
Money market funds	$ 139,794	$ 139,794	$ —	$ —
Commercial paper	113,939	—	113,939	—
Corporate debt securities	37,873	—	37,873	—

The Company did not reclassify any investments between levels in the fair value hierarchy during the periods presented.

Fair Value of Other Financial Instruments

As of June 30, 2022 and December 31, 2021, the carrying amounts of the Company's financial instruments, which include cash, restricted cash, prepaid and other current assets, interest receivable, accrued research and development expenses, accounts payable and accrued expenses and other current liabilities, approximate fair values because of their short maturities.

Interest receivable as of June 30, 2022 and December 31, 2021, was $0.2 million and $0.2 million, respectively, and is recorded as a component of prepaid expenses and other current assets on the condensed consolidated balance sheets.

The Company believes that its Credit Facility bears interest at a rate that approximates prevailing market rates for instruments with similar characteristics and, accordingly, the carrying value of the Credit Facility approximates fair value. The Company estimates the fair value of long-term debt utilizing an income approach. The Company uses a present value calculation to discount principal and interest payments and the final maturity payment on these liabilities using a discounted cash flow model based on observable inputs. The debt instrument is then discounted based on what the current market rates

would be as of the reporting date. Based on the assumptions used to value these liabilities at fair value, the debt instrument is categorized as Level 2 in the fair value hierarchy.

As of June 30, 2022 and December 31, 2021, the fair value of the Company's 2027 Notes was $140.3 million and $190.5 million, respectively. The fair value was determined on the basis of market prices observable for similar instruments and is considered Level 2 in the fair value hierarchy (see Note 5).

Available for Sale Investments

The Company invests its excess cash in U.S. Treasury and agency securities and debt instruments of corporations and commercial obligations, which are classified as available-for-sale investments. These investments are carried at fair value and are included in the tables below. The Company evaluates securities with unrealized losses to determine whether such losses, if any, are due to credit-related factors. Realized gains and losses are calculated using the specific identification method and recorded in other income (expense) in the Company's condensed consolidated statement of operations and comprehensive loss. The Company does not intend to sell the investments and it is not more likely than not that the Company will be required to sell the investments before recover of their amortized cost basis.

The aggregate market value, cost basis, and gross unrealized losses of available-for-sale investments by security type, classified in marketable securities and long-term investments as of June 30, 2022 and December 31, 2021 are as follows (in thousands):

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Total Fair Value
As of June 30, 2022				
U.S. Treasury and agency securities	$ 20,336	$ —	$ (60)	$ 20,276
Corporate debt securities	$ 37,158	$ —	$ (152)	$ 37,006
Commercial paper	$ 70,812	$ —	$ (249)	$ 70,563
Total marketable securities	$ 128,306	$ —	$ (461)	$ 127,845
As of December 31, 2021				
Corporate debt securities	$ 37,921	$ —	$ (48)	$ 37,873
Commercial paper	$ 103,942	$ —	$ —	$ 103,942
Total marketable securities	$ 141,863	$ —	$ (48)	$ 141,815

As of June 30, 2022 and December 31, 2021, the Company classified $21.0 million and $10.0 million, respectively, of assets with original maturities of 90 days or less as cash and cash equivalents.

At each reporting date, the Company performs an evaluation of impairment to determine if any unrealized losses are due to credit-related factors. The Company records an allowance for credit losses when unrealized losses are due to credit-related factors. Factors considered when evaluating available-for-sale investments for impairment include the severity of the impairment, changes in underlying credit ratings, the financial condition of the issuer, the probability that the scheduled cash payments will continue to be made and the Company's intent and ability to hold the investment until recovery of the amortized cost basis. The Company intends and has the ability to hold its investments in unrealized loss positions until their amortized cost basis has been recovered. As of June 30, 2022 and December 31, 2021, there were no material declines in the market value of the Company's available-for-sale investments due to credit-related factors.

Contractual maturities of available-for-sale debt securities, as of June 30, 2022, were as follows (in thousands):

	Estimated Fair Value
Less than one year	$ 127,845
Greater than one year	—
Total	$ 127,845

The Company has the ability, if necessary, to liquidate any of its cash equivalents and marketable securities to meet its liquidity needs in the next 12 months.

Note 5 - Indebtedness

Credit Facility

On May 2, 2019, the Company entered into a credit, guaranty and security agreement, as amended on September 18, 2019 and July 2, 2020 (the "Credit Facility"), with MidCap Financial Trust ("MidCap"), as agent and lender, and the additional lenders party thereto from time to time (together with MidCap, the "Lenders"), pursuant to which the Lenders, including affiliates of MidCap and Silicon Valley Bank, agreed to make term loans available to the Company for working capital and general business purposes, in a principal amount of up to $150.0 million in term loan commitments, including a $30.0 million term loan that was funded at the closing date, with the ability to access the remaining $120.0 million in two additional tranches (each $60.0 million), subject to specified availability periods, the achievement of certain clinical development milestones, minimum cash requirements and other customary conditions. The Company did not achieve the clinical development milestone required to access one of the $60.0 million tranches. The Company, GB001, Inc., GB002, Inc., and GB004, Inc., each wholly-owned subsidiaries of the Company, are designated as co-borrowers to the Credit Facility, whereas GB003, Inc., GB005, Inc., GB006, Inc., GB007, Inc., GB008, Inc. and Gossamer Bio Services, Inc., each wholly-owned subsidiaries of the Company, are designated as guarantors. The remaining tranche is available no earlier than the satisfaction of the applicable funding conditions, including the applicable clinical development milestone, and no later than December 31, 2022. As of June 30, 2022, no tranches under the Credit Facility were available to be drawn. The Credit Facility is secured by substantially all of the Company's and its domestic subsidiaries' personal property, including intellectual property.

Each term loan under the Credit Facility bears interest at an annual rate equal to the sum of (i) one-month LIBOR (customarily defined, with a change to prime rate if LIBOR funding becomes unlawful or impractical) plus (ii) 7.00%, subject to a LIBOR floor of 2.00%. The borrower is required to make interest-only payments on the term loan for all payment dates prior to July 1, 2022. The term loans under the Credit Facility began amortizing on July 1, 2022, with equal monthly payments of principal plus interest being made by the Company to the Lenders in consecutive monthly installments following such interest-only period until the Credit Facility matures on January 1, 2025. Upon final repayment of the term loans, the borrower must pay an exit fee of 1.75% of the amount borrowed under the Credit Facility, less any partial exit fees previously paid. Upon partial prepayment of a portion of the term loans, the borrower must pay a partial exit fee of 1.75% of the principal being prepaid. At the borrower's option, the borrower may prepay the outstanding principal balance of the term loan in whole or in part, subject to a prepayment fee of 3.00% of any amount prepaid if the prepayment occurs through and including the first anniversary of the second amendment effective date, 2.00% of the amount prepaid if the prepayment occurs after the first anniversary of the second amendment effective date through and including the second anniversary of the second amendment effective date, and 1.00% of any amount prepaid after the second anniversary of the second amendment effective date and prior to January 1, 2025.

The Credit Facility includes affirmative and negative covenants applicable to the Company and certain of its subsidiaries. The affirmative covenants include, among others, covenants requiring such entities to maintain their legal existence and governmental approvals, deliver certain financial reports, maintain insurance coverage, maintain property, pay taxes, satisfy certain requirements regarding accounts and comply with laws and regulations. The negative covenants include, among others, restrictions on such entities from transferring collateral, incurring additional indebtedness, engaging in mergers or acquisitions, paying dividends or making other distributions, making investments, creating liens, amending material agreements and organizational documents, selling assets and suffering a change in control, in each case subject to certain exceptions. The Company and certain of its subsidiaries are also subject to an ongoing minimum cash financial covenant in which they must maintain unrestricted cash in an amount not less than 25% of the outstanding principal amount of the term loans. As of June 30, 2022, the Company was in compliance with these covenants.

The Credit Facility also includes events of default, the occurrence and continuation of which could cause interest to be charged at the rate that is otherwise applicable plus 3.00% and would provide MidCap, as agent, with the right to exercise remedies against the Company and/or certain of its subsidiaries, and the collateral securing the Credit Facility, including foreclosure against the properties securing the credit facilities, including cash. These events of default include, among other things, failure to pay any amounts due under the Credit Facility, a breach of covenants under the Credit Facility, insolvency or the occurrence of insolvency events, the occurrence of a change in control, the occurrence of certain U.S. Food and Drug Administration ("FDA") and regulatory events, failure to remain registered with the SEC and listed for trading on Nasdaq, the occurrence of a material adverse change, the occurrence of a default under a material agreement reasonably expected to result in a material adverse change, the occurrence of certain defaults under certain other indebtedness in an amount greater than $2.5 million and the occurrence of certain defaults under subordinated indebtedness and convertible indebtedness.

Debt consisted of the following (in thousands):

	June 30, 2022	December 31, 2021
Debt, current portion	$ 11,613	$ —
Debt, non-current portion	18,387	30,000
Total debt	30,000	30,000
Less: unamortized debt discount and issuance costs	(742)	(921)
Debt, net	$ 29,258	$ 29,079

The scheduled future minimum principal payments are as follows (in thousands):

	June 30, 2022
2022 (remaining 6 months)	$ 5,806
2023	11,613
2024	11,613
2025	968
Total	$ 30,000

5.00% Convertible Senior Notes due 2027

On May 21, 2020, the Company issued $200.0 million aggregate principal amount of 5.00% convertible senior notes due 2027 in a public offering (the "2027 Notes"). The 2027 Notes were registered pursuant to the Company's shelf registration statement on Form S-3 filed with the SEC on April 10, 2020. The interest rate on the 2027 Notes is fixed at 5.00% per annum. Interest is payable semi-annually in arrears on June 1 and December 1 of each year, commencing on December 1, 2020. The 2027 Notes will mature on June 1, 2027. The net proceeds from the offering, after deducting the underwriting discounts and commissions and other offering costs, were approximately $193.6 million. The 2027 Notes may be settled in cash, shares of the Company's common stock, or a combination thereof, solely at the Company's election. The initial conversion rate of the 2027 Notes is 61.6095 shares per $1,000 principal amount, which is equivalent to a conversion price of approximately $16.23 per share, subject to adjustments. In addition, following certain corporate events that occur prior to the maturity date or if the Company issues a notice of redemption, the Company will increase the conversion rate for a holder who elects to convert its 2027 Notes in connection with such a corporate event during the related redemption period in certain circumstances.

The 2027 Notes are senior unsecured obligations of the Company, ranking senior in right of payment to any of the Company's indebtedness that is expressly subordinated in right of payment to the 2027 Notes, and are effectively subordinated to the Company's existing and future secured indebtedness, to the extent of the value of the collateral securing that indebtedness, including all indebtedness under the Credit Facility.

Holders may convert their notes at their option only in the following circumstances: (1) during any calendar quarter (and only during such calendar quarter) commencing after the calendar quarter ending on September 30, 2020, if the last reported sale price per share of the Company's common stock exceeds 130% of the conversion price for each of at least 20 trading days (whether or not consecutive) during the 30 consecutive trading days ending on, and including, the last trading day of the immediately preceding calendar quarter; (2) during the five consecutive business days immediately after any 10 consecutive trading day period (such 10 consecutive trading day period, the "measurement period") in which the trading price per $1,000 principal amount of notes for each trading day of the measurement period was less than 98% of the product of the last reported sale price per share of the Company's common stock on such trading day and the conversion rate on such trading day; (3) upon the occurrence of certain corporate events or distributions on the Company's common stock; (4) if the Company calls such notes for redemption; and (5) at any time from, and including, March 1, 2027 until the close of business on the scheduled trading day immediately before the maturity date.

The Company will not have the right to redeem the 2027 Notes prior to June 6, 2024. On or after June 6, 2024 and on or before the 50th scheduled trading day immediately before the maturity date, the Company may redeem the 2027 Notes, in whole or in part, if the last reported sale price of the Company's common stock has been at least 130% of the conversion price then in effect on (1) each of at least 20 trading days (whether or not consecutive) during the 30 consecutive trading days ending on, and including, the trading day immediately before the date the Company sends the related redemption notice; and (2) the trading day immediately before the date the Company sends such notice. In the case of any optional redemption, the Company

will redeem the 2027 Notes at a redemption price equal to 100% of the principal amount of such Notes to be redeemed, plus accrued and unpaid interest to, but excluding, the redemption date.

If the Company undergoes a fundamental change prior to the maturity date of the 2027 Notes, holders of the 2027 Notes may require the Company to repurchase for cash all or part of their 2027 Notes at a repurchase price equal to 100% of the principal amount of the 2027 Notes to be repurchased, plus accrued and unpaid interest to, but excluding, the fundamental change repurchase date.

The indenture governing the 2027 Notes provides for customary terms and covenants, including that upon certain events of default, either the trustee or the holders of not less than 25% in aggregate principal amount of the 2027 Notes then outstanding may declare the unpaid principal amount of the 2027 Notes and accrued and unpaid interest, if any, thereon immediately due and payable. As of June 30, 2022, the Company was in compliance with these covenants. In the case of certain events of bankruptcy, insolvency or reorganization, the principal amount of the 2027 Notes together with accrued and unpaid interest, if any, thereon will automatically become and be immediately due and payable.

As of June 30, 2022, there were no events or market conditions that would allow holders to convert the 2027 Notes. When the 2027 Notes become convertible within 12 months of the balance sheet date, the carrying value of the 2027 Notes will be reclassified to short-term.

In accounting for the issuance of the 2027 Notes prior to the adoption of ASU 2020-06, the Company separated the 2027 Notes into liability and equity components. The carrying amount of the liability component was calculated by measuring the fair value of similar debt instruments that do not have associated convertible features. The carrying amount of the equity component representing the conversion option was $53.5 million and was determined by deducting the fair value of the liability component from the par value of the 2027 Notes. The equity component is not remeasured as long as it continues to meet the conditions for equity classification. The debt discount is amortized to interest expense over the term of the 2027 Notes at an effective interest rate of 11.17% over the contractual terms of the 2027 Notes.

In accounting for the debt issuance costs of $0.4 million related to the 2027 Notes, the Company allocated the total amount incurred to the liability and equity components of the 2027 Notes based on their relative fair values. Issuance costs attributable to the liability component were $0.3 million and were amortized to interest expense using the effective interest method over the contractual terms of the 2027 Notes. Issuance costs attributable to the equity component were netted with the equity component in stockholders' equity. As of January 1, 2022 the Company adopted ASU 2020-06, see Note 2 for the impact upon adoption to the 2027 Notes.

The net carrying amount of the liability component of the 2027 Notes was as follows (in thousands):

	June 30, 2022	December 31, 2021
Principal amount	$ 200,000	$ 200,000
Unamortized debt discount	(4,417)	(49,716)
Unamortized debt issuance cost	(297)	(246)
Net carrying amount	$ 195,286	$ 150,038

The net carrying amount of the equity component of the 2027 Notes was as follows (in thousands):

	June 30, 2022	December 31, 2021
Debt discount related to the value of conversion option	$ —	$ 53,635
Debt issuance cost	—	(109)
Net carrying amount	$ —	$ 53,526

The following table sets forth the interest expense recognized related to the 2027 Notes (in thousands):

	Three months ended June 30,		Six months ended June 30,	
	2022	2021	2022	2021
Contractual interest expense	$ 2,500	$ 2,472	$ 5,000	$ 4,972
Amortization of debt discount	194	1,589	386	3,107
Amortization of debt issuance cost	13	8	26	16
Total interest expense related to the 2027 Notes	$ 2,707	$ 4,069	$ 5,412	$ 8,095

Note 6 - Licenses, Asset Acquisitions and Contingent Consideration

The following purchased assets were accounted for as asset acquisitions as substantially all of the fair value of the assets acquired were concentrated in a group of similar assets and/or the acquired assets were not capable of producing outputs due to the lack of employees and early stage of development. Because the assets had not yet received regulatory approval, the fair value attributable to these assets was recorded as in process research and development ("IPR&D") expenses in the Company's condensed consolidated statement of operations for the three and six months ended June 30, 2022.

The Company accounts for contingent consideration payable upon achievement of certain regulatory, development or sales milestones in such asset acquisitions when the underlying contingency is met.

License from Pulmokine, Inc. (Seralutinib)

On October 2, 2017, the Company, entered into a license agreement with Pulmokine, Inc. under which it was granted an exclusive worldwide license and sublicense to certain intellectual property rights owned or controlled by Pulmokine to develop and commercialize seralutinib and certain backup compounds for the treatment, prevention and diagnosis of any and all diseases or conditions. The Company also has the right to sublicense its rights under the license agreement, subject to certain conditions. The assets acquired are in the early stages of the FDA approval process, and the Company intends to further develop the assets acquired through potential FDA approval as evidenced by the milestone arrangement in the contract. The development activities cannot be performed without significant cost and effort by the Company. The agreement will remain in effect from the effective date, unless terminated earlier, until, on a licensed product-by-licensed product and country-by-country basis, the later of ten years from the date of first commercial sale or when there is no longer a valid patent claim covering such licensed product or specified regulatory exclusivity for the licensed product in such country. The Company is obligated to make future development and regulatory milestone payments of up to $58.0 million, commercial milestone payments of up to $45.0 million, and sales milestone payments of up to $190.0 million. The Company is also obligated to pay tiered royalties on sales for each licensed product, at percentages ranging from the mid-single digits to the high single-digits. The Company made an upfront payment of $5.5 million in October 2017. In December 2020, the Company accrued a milestone payment of $5.0 million in connection with the initiation of the first Phase 2 clinical trial of seralutinib, which was paid in January 2021. As of June 30, 2022, no other milestones had been accrued as the underlying contingencies had not yet been met.

License from Aadi Biosciences, Inc. (GB004)

On June 24, 2018, the Company entered into a license agreement with Aerpio Pharmaceuticals, Inc., now known as Aadi Biosciences, Inc. ("Aadi"), under which the Company was granted an exclusive worldwide license and sublicense to certain intellectual property rights owned or controlled by Aadi to develop and commercialize GB004, and certain other related compounds for all applications. The Company made an upfront payment of $20.0 million in June 2018, which represented the purchase consideration for an asset acquisition. On May 11, 2020, the Company entered into an amendment to the license agreement with Aadi pursuant to which the Company made an upfront payment of $15.0 million to Aadi for a reduction in future milestone payments and royalties. Under the amended license agreement, the Company is obligated to make future approval milestone payments of up to $40.0 million and a sales milestone payment of $50.0 million. The Company also has the right to sublicense its rights under the license agreement, subject to certain conditions. The Company is also obligated to pay tiered royalties on sales for each licensed product, at percentages ranging from low- to mid-single digits, subject to certain customary reductions. Aadi retains its twenty percent (20.00%) participation right on a disposition of GB004. On July 24, 2022, the license agreement was terminated. As of June 30, 2022, no milestones had been accrued as the underlying contingencies had not yet been met.

Note 7 - Stockholders' Equity

Common stock

Each share of common stock is entitled to one vote. Common stock owners are entitled to dividends when funds are legally available and declared by the Board.

Shares of Common Stock Subject to Repurchase

On December 3, 2015, the Company issued 9,160,888 shares of common stock as founder shares for services rendered to the Company, valued at $0.0001 par value per share, for a total of approximately $4,100 (the "founder shares"). On January 4, 2018, incremental vesting conditions were placed on the previously issued founder shares. Fifty percent of the previously issued founder shares vested on January 4, 2018, and the remaining founder shares are subject to vesting restrictions over a period of

five years. These shares are subject to repurchase by the Company upon a founder's termination of employment or service to the Company.

Pursuant to the employment agreements with the Company's founders executed January 4, 2018, the Company provided for certain potential additional issuances of common stock (the "anti-dilution shares") to each of the founders to ensure the total number of shares of common stock held by them and their affiliates (inclusive of any shares subject to equity awards granted by the Company) would represent 15% of the Company's fully-diluted capitalization until such time as the Company raised $300.0 million in equity capital, including the capital raised in the Series A financing.

In furtherance of this obligation, on May 21, 2018, the Company issued 251,547 shares of common stock to the founders for services rendered to the Company, valued at $2.61 per share with an additional 251,547 shares of restricted stock subject to the same vesting restrictions and vesting period as the founder shares. In addition, on September 6, 2018, the Company issued 1,795,023 shares of common stock to the founders for services rendered to the Company, valued at $9.63 per share, with an additional 1,795,023 shares of restricted stock subject to the same vesting restrictions and vesting period as the founder shares.

During the six months ended June 30, 2022, no shares were forfeited due to termination of employment. During the year ended December 31, 2021, 25,383 shares were forfeited due to termination of employment. Any shares subject to repurchase by the Company are not deemed, for accounting purposes, to be outstanding until those shares vest. As such, the Company recognizes the measurement date fair value of the restricted stock over the vesting period as compensation expense. As of June 30, 2022 and December 31, 2021, 386,576 and 717,927 shares of common stock, respectively, were subject to repurchase by the Company. The unvested stock liability related to these awards is immaterial to all periods presented.

Note 8 - Equity Incentive Plans

2019 Equity Incentive Plan

In January 2019, the Company's board of directors and stockholders approved and adopted the 2019 Incentive Award Plan (the "2019 Plan"). The 2019 Plan became effective on February 6, 2019, the day prior to the effectiveness of the registration statement filed in connection with the IPO. Under the 2019 Plan, the Company may grant stock options, stock appreciation rights, restricted stock, restricted stock units, and other stock or cash-based awards to individuals who are then employees, officers, directors or consultants of the Company, and employees and consultants of the Company's subsidiaries. A total of 5,750,000 shares of common stock were approved to be initially reserved for issuance under the 2019 Plan. The number of shares that remained available for issuance under the 2017 Plan (as defined below) as of the effective date of the 2019 Plan were, and shares subject to outstanding awards under the 2017 Plan as of the effective date of the 2019 Plan that are subsequently canceled, forfeited or repurchased by the Company will be, added to the shares reserved under the 2019 Plan. In addition, the number of shares of common stock available for issuance under the 2019 Plan will be automatically increased on the first day of each calendar year during the ten-year term of the 2019 Plan, beginning with January 1, 2020 and ending with January 1, 2029, by an amount equal to 5% of the outstanding number of shares of the Company's common stock on December 31 of the preceding calendar year or such lesser amount as determined by the Company's board of directors. As of June 30, 2022, an aggregate of 4,959,662 shares of common stock were available for issuance under the 2019 Plan. As of June 30, 2022 and December 31, 2021 12,090,161 and 8,402,621 shares of common stock, respectively, were subject to outstanding awards under the 2019 Plan.

2019 Employee Stock Purchase Plan

In January 2019, the Company's board of directors and stockholders approved and adopted the 2019 Employee Stock Purchase Plan (the "ESPP"). The ESPP became effective as of February 6, 2019, the day prior to the effectiveness of the registration statement filed in connection with the IPO. The ESPP permits participants to purchase common stock through payroll deductions of up to 20% of their eligible compensation. A total of 700,000 shares of common stock were approved to be initially reserved for issuance under the ESPP. In addition, the number of shares of common stock available for issuance under the ESPP will be automatically increased on the first day of each calendar year during the first ten years of the term of the ESPP, beginning with January 1, 2020 and ending with January 1, 2029, by an amount equal to 1% of the outstanding number of shares of the Company's common stock on December 31 of the preceding calendar year or such lesser amount as determined by the Company's board of directors. During the six months ended June 30, 2022, 77,496 shares were issued pursuant to the ESPP. As of June 30, 2022, an aggregate of 2,531,217 shares of common stock were available for issuance under the ESPP.

2017 Equity Incentive Plan

The Company's 2017 Equity Incentive Plan (the "2017 Plan") permitted the granting of incentive stock options, non-statutory stock options, restricted stock, restricted stock units and other stock-based awards. Subsequent to the adoption of the

2019 Plan, no additional equity awards can be made under the 2017 Plan. As of June 30, 2022 and December 31, 2021, 2,794,077 and 2,875,330 shares of common stock, respectively, were subject to outstanding options under the 2017 Plan. As of June 30, 2022, no shares of restricted stock awards granted under the 2017 plan were unvested.

Stock Options

The fair value of each employee and non-employee stock option grant is estimated on the date of grant using the Black-Scholes option-pricing model. The Company uses its own volatility to the extent it has sufficient trading history, and for awards in which sufficient trading history is not available, a peer group is used. Due to the lack of historical exercise history, the expected term of the Company's stock options for employees has been determined utilizing the "simplified" method for awards. The expected term of stock options granted to non-employees is equal to the contractual term of the option award. The risk-free interest rate is determined by reference to the U.S. Treasury yield curve in effect at the time of grant of the award for time periods approximately equal to the expected term of the award. Expected dividend yield is zero based on the fact that the Company has never paid cash dividends and does not expect to pay any cash dividends in the foreseeable future.

The following table summarizes stock option activity during the six months ended June 30, 2022:

	Shares Subject to Options Outstanding		Weighted-Average Remaining Contractual Life (Years)	Aggregate Intrinsic Value
	Shares	Weighted-Average Exercise Price		(in thousands)
Outstanding as of December 31, 2021	9,434,660	$ 12.24	7.4	$ 15,822
Options granted	4,359,235	$ 11.53		
Options exercised	(47,530)	$ 3.08		
Options forfeited/cancelled	(562,456)	$ 16.50		
Outstanding as of June 30, 2022	13,183,909	$ 11.86	7.7	$ 6,900
Options vested and expected to vest as of June 30, 2022	13,183,909	$ 11.86	7.7	$ 6,900
Options exercisable as of June 30, 2022	5,924,728	$ 12.01	6.4	$ 6,506

The aggregate intrinsic value in the above table is calculated as the difference between fair value of the Company's common stock price on June 30, 2022 and the exercise price of the stock options. The aggregate intrinsic value of stock options exercised during six months ended June 30, 2022 and 2021 was $0.3 million and $0.7 million, respectively.

The weighted-average grant date fair value per share for the stock option grants during the six months ended June 30, 2022 and 2021 was $8.30 and $6.87, respectively.

The aggregate fair value of stock options that vested during the six months ended June 30, 2022 and 2021 was $18.4 million and $13.3 million, respectively.

Restricted Stock

The summary of the Company's restricted stock activity during the six months ended June 30, 2022 is as follows:

	Number of Restricted Stock Units Outstanding	Weighted-Average Grant Date Fair Value
Nonvested at December 31, 2021	2,561,219	$ 8.67
Granted	572,901	11.94
Vested	(913,535)	8.30
Forfeited	(116,828)	10.54
Nonvested at June 30, 2022	2,103,757	$ 9.62

At June 30, 2022, the total unrecognized compensation related to unvested restricted stock awards granted was $14.1 million, which the Company expects to recognize over a weighted-average period of approximately 1.1 years.

Stock-Based Compensation Expense

Stock-based compensation expense has been reported in the Company's condensed consolidated statements of operations and comprehensive loss as follows (in thousands):

	Three months ended June 30,		Six months ended June 30,	
	2022	2021	2022	2021
Research and development	$ 5,587	$ 4,644	$ 12,205	$ 10,086
General and administrative	4,412	3,410	8,777	6,676
Total stock-based compensation expense	$ 9,999	$ 8,054	$ 20,982	$ 16,762

As of June 30, 2022, the total unrecognized compensation related to unvested stock option awards granted was $53.7 million, which the Company expects to recognize over a weighted-average period of approximately 2.3 years.

As of June 30, 2022, the total unrecognized compensation expense related to the ESPP was $1.7 million, which the Company expects to recognize over a weighted-average period of approximately 1.0 years.

Note 9 - Commitments and Contingencies

Leases

The Company subleases certain office and laboratory space under a non-cancelable operating lease expiring in January 2025 for the initial leased space and for the expansion space leased pursuant to an amendment to the lease agreement entered into in August 2018. In February 2022, the Company exercised its renewal option to extend the term of the expansion space until January 2025. The sublease agreement included options to extend for the entire premises through October 2028. The options to extend must be exercised prior to the termination of the original lease agreement. The period covered by the options was not included in the non-cancellable lease term as it was not determined to be reasonably certain to be executed. The lease is subject to charges for common area maintenance and other costs, and base rent is subject to an annual 3% increase each subsequent year. Costs determined to be variable and not based on an index or rate were not included in the measurement of the operating lease liabilities.

Monthly rent expense is recognized on a straight-line basis over the term of the leases. The operating leases are included in the condensed consolidated balance sheets at the present value of the lease payments at a weighted average discount rate of 7% using the rate of interest that the Company would have to pay to borrow on a collateralized basis over a similar term an amount equal to the lease payments in a similar economic environment as the leases do not provide an implicit rate. The weighted average remaining lease term was 1.8 years.

Lease costs were comprised of the following (in thousands):

	Three months ended June 30,		Six months ended June 30,	
	2022	2021	2022	2021
Operating lease cost	$ 779	$ 1,038	$ 1,540	$ 2,076
Short-term lease cost	10	12	20	21
Total lease cost	$ 789	$ 1,050	$ 1,560	$ 2,097

Cash paid for amounts included in the measurement of operating lease liabilities for the three months ended June 30, 2022 and 2021 was $0.8 million and $1.1 million, respectively, and cash paid for amounts included in the measurement of operating lease liabilities for the six months ended June 30, 2022 and 2021 was $1.9 million and $2.1 million, respectively.

Gross future minimum annual rental commitments as of June 30, 2022, were as follows (in thousands):

	Undiscounted Rent Payments
Year ending December 31	
2022 (remaining 6 months)	$ 1,614
2023	3,319
2024	3,419
2025	144
Total undiscounted rent payments	$ 8,496
Present value discount	(697)
Present value of lease payments	$ 7,799
Current portion of operating lease liabilities (included as a component of accrued expenses and other current liabilities)	2,833
Noncurrent operating lease liabilities	4,966
Total operating lease liability	$ 7,799

For the three months ended June 30, 2022 and 2021 the Company recorded approximately $0.8 million and $1.1 million, respectively, in rent expense. For the six months ended June 30, 2022 and 2021, the Company recorded approximately $1.7 million and $2.2 million, respectively, in rent expense.

Litigation

Kuhne vs. Gossamer Bio, Inc., et. al.

On April 3, 2020, Scott Kuhne, individually and on behalf of all others similarly situated, filed a putative class action lawsuit against the Company, certain of its executive officers and directors, and the underwriters of its IPO in the United States District Court for the Southern District of California (Case No. 3:20-cv-00649-DMS-DEB). The second amended complaint was filed on November 20, 2020. The complaint was filed on behalf of all investors who purchased the Company's securities pursuant to or traceable to the Company's February 8, 2019 IPO. The complaint alleged that the Company, certain of its executive officers and directors, and the underwriters of its IPO made false and/or misleading statements and failed to disclose material adverse facts about its business, operations and prospects in violation of Sections 11 and 15 of the Securities Act of 1933, as amended. The plaintiff sought damages, interest, costs, attorneys' fees, and other unspecified equitable relief. The Company moved to dismiss the complaint on January 19, 2021. On April 19, 2021, the Court granted the Company's motion to dismiss in substantial part without leave to amend, and denied the motion to dismiss as to single claim. On October 29, 2021, the parties informed the Court that they had reached a settlement in principle, and the Court vacated all deadlines. The parties entered a settlement agreement on February 1, 2022. Pursuant to the agreement, the Company paid approximately $2.4 million, in exchange for customary releases and settlement terms. The lead plaintiff filed a motion for preliminary approval of the settlement and authorization of dissemination of notice to the class on February 2, 2022. The Court entered an order preliminarily approving the settlement on March 14, 2022, and the final settlement approval hearing is now scheduled for September 30, 2022. In accordance with the authoritative guidance on the evaluation of loss contingencies, the Company recorded a $2.4 million litigation charge related to this matter for the year ended December 31, 2021, which was included as a component of accrued expenses and other current liabilities on the Consolidated Balance Sheet for the year ended December 31, 2021.

Note 10 - Subsequent Events

On July 15, 2022, the Company completed a private placement of 16,649,365 shares of the Company's common stock at a purchase price of $7.21 per share. The aggregate gross proceeds for the private placement was approximately $120.0 million, before deducting offering expenses.

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

The following discussion and analysis and the unaudited interim condensed consolidated financial statements included in this quarterly report on Form 10-Q should be read in conjunction with the consolidated financial statements and notes thereto for the year ended December 31, 2021 and the related Management's Discussion and Analysis of Financial Condition and Results of Operations, both of which are contained in our Annual Report on Form 10-K filed with the Securities and Exchange Commission, or SEC, on March 3, 2022.

Forward-Looking Statements

This quarterly report on Form 10-Q contains forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act, and Section 27A of the Securities Act of 1933, as amended, or the Securities Act. All statements other than statements of historical facts contained in this quarterly report, including statements regarding our future results of operations and financial position, business strategies and plans, research and development plans, the anticipated timing, costs, design and conduct of our ongoing and planned preclinical studies and planned clinical trials for our product candidates, the timing and likelihood of regulatory filings and approvals for our product candidates, the impact of COVID-19 on our business, timing and likelihood of success, plans and objectives of management for future operations and future results of anticipated products, are forward-looking statements. These statements involve known and unknown risks, uncertainties and other important factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements.

In some cases, you can identify forward-looking statements by terms such as "may," "will," "should," "expect," "plan," "anticipate," "could," "intend," "target," "project," "contemplates," "believes," "estimates," "predicts," "potential" or "continue" or the negative of these terms or other similar expressions. The forward-looking statements in this quarterly report are only predictions. We have based these forward-looking statements largely on our current expectations and projections about future events and financial trends that we believe may affect our business, financial condition and results of operations. These forward-looking statements speak only as of the date of this quarterly report and are subject to a number of risks, uncertainties and assumptions, including those described in Part II, Item 1A, "Risk Factors" of this report and Part I, Item 1A, "Risk Factors" in our most recent Annual Report on Form 10-K filed with the SEC on March 3, 2022. The events and circumstances reflected in our forward-looking statements may not be achieved or occur and actual results could differ materially from those projected in the forward-looking statements. Moreover, we operate in an evolving environment. New risk factors and uncertainties may emerge from time to time, and it is not possible for management to predict all risk factors and uncertainties. Except as required by applicable law, we do not plan to publicly update or revise any forward-looking statements contained herein, whether as a result of any new information, future events, changed circumstances or otherwise. All forward-looking statements are qualified in their entirety by this cautionary statement, which is made under the safe harbor provisions of the Private Securities Litigation Reform Act of 1995.

Overview

We are a clinical-stage biopharmaceutical company focused on discovering, acquiring, developing and commercializing therapeutics in the disease areas of immunology, inflammation and oncology. We are developing seralutinib for the treatment of pulmonary arterial hypertension, or PAH. In the second quarter of 2022, we completed patient enrollment in our ongoing Phase 2 TORREY Study of seralutinib in PAH. We expect topline results from this clinical trial in the fourth quarter of 2022. Pending the outcomes of the topline results from the ongoing Phase 2 TORREY Study, we expect to initiate a registrational Phase 3 program in PAH in the third quarter of 2023. We are developing GB5121 for the treatment of relapsed / refractory primary CNS lymphoma, or PCNSL, and we commenced enrolling healthy volunteers in a Phase 1 clinical trial in November 2021. We commenced the Phase 1b/2 STAR CNS Study in relapsed / refractory PCNSL and other rare CNS malignancies in the second quarter of 2022. We expect to release results from these open-label GB5121 clinical trials at relevant medical conferences as data become available. We are developing GB7208 for the treatment of multiple sclerosis. GB7208 is currently undergoing preclinical testing. Pending the outcomes of our ongoing GB7208 preclinical work and the seralutinib TORREY Phase 2 topline results, we expect to initiate a Phase 1 clinical trial in healthy volunteers in the first half of 2023. We also have multiple preclinical programs at various stages of development in the therapeutic areas of immunology, inflammation and oncology. We have assembled a deeply experienced and highly skilled group of industry veterans, scientists, clinicians and key opinion leaders from leading biotechnology and pharmaceutical companies, as well as leading academic centers from around the world. Our employees are a team of highly dedicated, passionate individuals who pride themselves on a culture of respect, humility, transparency, inclusion, dedication, collaboration and fun. Our ultimate goal is to enhance and extend the lives of patients.

We were incorporated in October 2015 and commenced operations in 2017. To date, we have focused primarily on organizing and staffing our company, business planning, raising capital, identifying, acquiring and in-licensing our product candidates and conducting preclinical studies and early clinical trials. We have funded our operations primarily through equity and debt financings. We raised $942.0 million from October 2017 through June 30, 2022 through Series A and B convertible preferred stock financings, a convertible note financing, our IPO completed in February 2019, proceeds from our Credit Facility, proceeds from our concurrent underwritten public offerings of 5.00% convertible Notes due 2027, and our common stock in May 2020. As of June 30, 2022, we had $222.2 million in cash, cash equivalents and marketable securities. On July 15, 2022, we completed a private placement of 16,649,365 shares of our common stock at a purchase price of $7.21 per share. The aggregate gross proceeds for the private placement was approximately $120.0 million, before deducting offering expenses.

We have incurred significant operating losses since our inception and expect to continue to incur significant operating losses for the foreseeable future. For the three months ended June 30, 2022 and 2021, our net loss was $56.5 million and $59.8 million, respectively. For the six months ended June 30, 2022 and 2021, our net loss was $114.3 million and $117.5 million, respectively. As of June 30, 2022, we had an accumulated deficit of $917.1 million. We expect our expenses and operating losses will increase substantially as we conduct our ongoing and planned clinical trials, continue our research and development activities and conduct preclinical studies, and seek regulatory approvals for our product candidates, as well as hire additional personnel, protect our intellectual property and incur additional costs associated with being a public company. In addition, as our product candidates progress through development and toward commercialization, we will need to make milestone payments to the licensors and other third parties from whom we have in-licensed or acquired our product candidates, including seralutinib. Our net losses may fluctuate significantly from quarter-to-quarter and year-to-year, depending in particular on the timing of our clinical trials and preclinical studies and our expenditures on other research and development activities.

We do not expect to generate any revenue from product sales unless and until we successfully complete development and obtain regulatory approval for one or more of our product candidates, which we expect will take a number of years. If we obtain regulatory approval for any of our product candidates, we expect to incur significant commercialization expenses related to product sales, marketing, manufacturing and distribution. Accordingly, until such time as we can generate substantial product revenues to support our cost structure, if ever, we expect to finance our cash needs through equity offerings, debt financings or other capital sources, including potentially collaborations, licenses and other similar arrangements. However, we may be unable to raise additional funds or enter into such other arrangements when needed on favorable terms or at all. Our failure to raise capital or enter into such other arrangements when needed could have a negative impact on our financial condition and on our ability to pursue our business plans and strategies. If we are unable to raise additional capital when needed, we could be forced to delay, limit, reduce or terminate our product candidate development or future commercialization efforts or grant rights to develop and market our product candidates even if we would otherwise prefer to develop and market such product candidates ourselves.

COVID-19 Pandemic

As we continue to actively advance our programs, we are in close contact with our principal investigators and clinical sites and continue to assess any impacts of the ongoing COVID-19 global pandemic on our drug manufacturing, nonclinical activities, clinical trials, expected timelines and costs on an ongoing basis. In addition, while we are continuing the clinical trials we have underway in sites across the globe, COVID-19 precautions and related staffing shortages at sites and key vendors have delayed, such as the temporary closure of enrollment in 2020 at certain sites in our ongoing Phase 2 trial for seralutinib in PAH, and may continue to delay completion of our current and future trials and may directly or indirectly impact the timeline for data readouts, initiation of, as well as monitoring, data collection and analysis and other related activities for some of our current and future clinical trials. In light of recent developments relating to the COVID-19 pandemic, and consistent with the FDA's updated industry guidance for conducting clinical trials, clinical trials may be deprioritized in favor of treating patients who have contracted the virus or to prevent the spread of the virus. The direct and indirect impacts of COVID-19 on our business could alter our forecasted timelines, which could have a material adverse effect on our business, results of operations and financial condition. We will continue to evaluate the impact of the COVID-19 pandemic on our business.

Components of Results of Operations

Revenue

We have not generated any revenue since our inception and do not expect to generate any revenue from the sale of products for the foreseeable future.

Operating expenses

Research and development

Research and development expenses relate primarily to preclinical and clinical development of our product candidates and discovery efforts, as well as our discontinued clinical product candidates. Research and development expenses are recognized as incurred and payments made prior to the receipt of goods or services to be used in research and development are capitalized until the goods or services are received.

Research and development expenses include or could include:

- salaries, payroll taxes, employee benefits, and stock-based compensation charges for those individuals involved in research and development efforts;
- external research and development expenses incurred under agreements with contract research organizations, or CROs, investigative sites and consultants to conduct our clinical trials and preclinical and non-clinical studies;
- laboratory supplies;
- costs related to manufacturing our product candidates for clinical trials and preclinical studies, including fees paid to third-party manufacturers;
- costs related to compliance with regulatory requirements; and
- facilities, depreciation and other allocated expenses, which include direct and allocated expenses for rent, maintenance of facilities, insurance, equipment and other supplies.

Our direct research and development expenses consist principally of external costs, such as fees paid to CROs, investigative sites and consultants in connection with our clinical trials, preclinical and non-clinical studies, and costs related to manufacturing clinical trial materials. We deploy our personnel and facility related resources across all of our research and development activities. We track external costs and personnel expense on a program-by-program basis and allocate common expenses, such as facility related resources, to each program based on the personnel resources allocated to such program. Stock-based compensation and personnel and common expenses not attributable to a specific program are considered unallocated research and development expenses.

We plan to substantially increase our research and development expenses for the foreseeable future as we continue the development of our product candidates and conduct discovery and research activities for our preclinical programs. We cannot determine with certainty the timing of initiation, the duration or the completion costs of current or future preclinical studies and clinical trials of our product candidates due to the inherently unpredictable nature of preclinical and clinical development. Clinical and preclinical development timelines, the probability of success and development costs can differ materially from expectations. We anticipate that we will make determinations as to which product candidates to pursue and how much funding to direct to each product candidate on an ongoing basis in response to the results of ongoing and future preclinical studies and clinical trials, regulatory developments and our ongoing assessments as to each product candidate’s commercial potential. We will need to raise substantial additional capital in the future.

Our clinical development costs may vary significantly based on factors such as:

- the costs incurred as a result of the COVID-19 pandemic, including clinical trial delays;
- per patient trial costs;
- the number of trials required for approval;
- the number of sites included in the trials;
- the countries in which the trials are conducted;
- the length of time required to enroll eligible patients;
- the number of patients that participate in the trials;
- the number of doses that patients receive;
- the drop-out or discontinuation rates of patients;
- potential additional safety monitoring requested by regulatory agencies;

- the duration of patient participation in the trials and follow-up;
- the cost and timing of manufacturing our product candidates;
- the phase of development of our product candidates; and
- the efficacy and safety profile of our product candidates.

In process research and development

In process research and development, or IPR&D, expenses include IPR&D acquired as part of an asset acquisition or in-license for which there is no alternative future use, are expensed as incurred.

General and administrative

General and administrative expenses consist primarily of salaries and employee-related costs, including stock-based compensation, for personnel in executive, finance and other administrative functions. Other significant costs include facility-related costs, legal fees relating to intellectual property and corporate matters, professional fees for accounting and consulting services and insurance costs.

We expect our general and administrative expenses will increase for the foreseeable future to support our expanded infrastructure and increased costs of operating as a public company. These increases will likely include increased expenses related to audit, legal, regulatory and tax-related services associated with maintaining compliance with exchange listing and SEC requirements, director and officer insurance premiums, and investor relations costs associated with operating as a public company.

Other income (expense), net

Other income (expense), net consists of (1) interest income on our cash, cash equivalents and marketable securities, (2) sublease income, (3) interest expense related to our Credit Facility and our 2027 Notes, and (4) other miscellaneous income (expense).

Critical Accounting Policies and Estimates

Our management's discussion and analysis of our financial condition and results of operations are based on our condensed consolidated financial statements, which have been prepared in accordance with generally accepted accounting principles in the United States, or GAAP. The preparation of these financial statements requires us to make judgments and estimates that affect the reported amounts of assets, liabilities, and expenses and the disclosure of contingent assets and liabilities in our condensed consolidated financial statements. We base our estimates on historical experience, known trends and events, and various other factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates under different assumptions or conditions. On an ongoing basis, we evaluate our judgments and estimates in light of changes in circumstances, facts and experience. During the six months ended June 30, 2022, there have been no significant changes in our critical accounting policies and estimates as discussed in Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations – Critical Accounting Policies and Estimates" in our Annual Report on Form 10-K filed with the SEC on March 3, 2022.

Results of Operations – Comparison of the Three and Six Months Ended June 30, 2022 and 2021

The following table sets forth our selected statements of operations data for the three months ended June 30, 2022 and 2021:

	Three months ended June 30,		2022 vs 2021
	2022	2021	Change
	(in thousands)		
Operating expenses:			
Research and development	$ 42,580	$ 44,318	$ (1,738)
In process research and development	15	15	—
General and administrative	11,277	11,263	14
Total operating expenses	53,872	55,596	(1,724)
Loss from operations	(53,872)	(55,596)	1,724
Other income (expense)			
Interest income	300	141	159
Interest expense	(3,481)	(4,834)	1,353
Other income	587	457	130
Total other expense, net	(2,594)	(4,236)	1,642
Net loss	$ (56,466)	$ (59,832)	$ 3,366

The following table sets forth our selected statements of operations data for the six months ended June 30, 2022 and 2021:

	Six months ended June 30,		2022 vs 2021
	2022	2021	Change
	(in thousands)		
Operating expenses:			
Research and development	$ 84,902	$ 86,145	$ (1,243)
In process research and development	35	45	(10)
General and administrative	23,278	22,609	669
Total operating expenses	108,215	108,799	(584)
Loss from operations	(108,215)	(108,799)	584
Other income (expense)			
Interest income	524	334	190
Interest expense	(6,948)	(9,614)	2,666
Other income	388	606	(218)
Total other expense, net	(6,036)	(8,674)	2,638
Net loss	$ (114,251)	$ (117,473)	$ 3,222

Operating Expenses

Research and development

Research and development expenses were $42.6 million for the three months ended June 30, 2022, compared to $44.3 million for the three months ended June 30, 2021, for a decrease of $1.7 million, which was primarily attributable to a decrease of $4.6 million of costs associated with preclinical studies and clinical trials for GB004, a decrease of $1.9 million of costs associated with preclinical studies for other discontinued programs, and a decrease of $4.2 million of costs associated with preclinical studies and clinical trials for other programs, offset by an increase of $1.7 million of costs associated with preclinical studies and clinical trials for seralutinib, and an increase of $7.3 million of costs associated with preclinical studies and clinical trials for GB5121.

Research and development expenses were $84.9 million for the six months ended June 30, 2022, compared to $86.1 million for the six months ended June 30, 2021, for a decrease of $1.2 million, which was primarily attributable to a decrease of $2.4 million of costs associated with preclinical studies and clinical trials for GB004, a decrease of $5.2 million of costs associated with preclinical studies for other discontinued programs, and a decrease of $9.5 million of costs associated with

preclinical studies and clinical trials for other programs, offset by an increase of $3.2 million of costs associated with preclinical studies and clinical trials for seralutinib, and an increase of $12.7 million of costs associated with preclinical studies and clinical trials for GB5121.

The following table shows our research and development expenses by program for the three and six months ended June 30, 2022 and 2021:

	Three months ended June 30,		Six months ended June 30,	
	2022	2021	2022	2021
	(in thousands)			
Seralutinib	$ 13,317	$ 11,646	$ 25,471	$ 22,313
GB5121	14,024	6,703	23,536	10,791
GB004	5,771	10,386	16,777	19,244
Other terminated programs	1,062	2,970	1,900	7,070
Other programs	8,406	12,613	17,218	26,727
Total research and development	$ 42,580	$ 44,318	$ 84,902	$ 86,145

In process research and development

There were no significant IPR&D expenses for the three and six months ended June 30, 2022 and 2021.

General and administrative

General and administrative expenses were $11.3 million for the three months ended June 30, 2022 and June 30, 2021. There was no significant change in general and administrative expenses for the three months ended June 30, 2022 compared to the three months ended June 30, 2021.

General and administrative expenses were $23.3 million for the six months ended June 30, 2022, compared to $22.6 million for the six months ended June 30, 2021, for an increase of $0.7 million, which was primarily attributable to a $1.4 million increase in costs related to personnel, offset by a decrease of $0.7 million in general legal costs.

Other expense, net

Other expense, net was $2.6 million for the three months ended June 30, 2022, compared to other expense, net of $4.2 million for the three months ended June 30, 2021, for a decrease of $1.6 million, which was primarily attributable to a decrease in interest expense due to the adoption of ASU 2020-06.

Other expense, net was $6.0 million for the six months ended June 30, 2022, compared to other expense, net of $8.7 million for the six months ended June 30, 2021, for a decrease of $2.6 million, which was primarily attributable to a decrease in interest expense due to the adoption of ASU 2020-06.

Liquidity and Capital Resources

We have incurred substantial operating losses since our inception and expect to continue to incur significant operating losses for the foreseeable future and may never become profitable. As of June 30, 2022, we had an accumulated deficit of $917.1 million.

Our primary use of cash is to fund operating expenses, which consist primarily of research and development expenditures, and to a lesser extent, general and administrative expenditures. Cash used to fund operating expenses is impacted by the timing of when we pay these expenses, as reflected in the change in our outstanding accounts payable and accrued expenses.

Under our license agreement with Pulmokine, as well as our other license and acquisition agreements, we have payment obligations that are contingent upon future events such as our achievement of specified development, regulatory and commercial milestones and are required to make royalty payments in connection with the sale of products developed under those agreements. As of June 30, 2022, we were unable to estimate the timing or likelihood of achieving the milestones or making future product sales. Other contractual obligations include future payments under our Credit Facility, 2027 Notes and existing operating leases.

From our inception through June 30, 2022, our operations have been financed primarily by gross proceeds of $942.0 million from the sale of our convertible preferred stock, convertible promissory note, proceeds from our IPO, proceeds from our Credit Facility, and proceeds from our concurrent underwritten public offerings of 2027 Notes and common stock. As of June 30, 2022 we had cash, cash equivalents and marketable securities of $222.2 million. Cash in excess of immediate requirements is invested in accordance with our investment policy, primarily with a view to capital preservation and liquidity.

On February 12, 2019, we closed our IPO and the underwriters in the IPO purchased 19,837,500 shares of our common stock, including the full exercise of their option to purchase additional shares of common stock. The net proceeds from the IPO were $291.3 million, after deducting underwriting discounts and commissions and estimated offering costs. In connection with the closing of the IPO, the outstanding shares of our convertible preferred stock were converted into shares of common stock at a ratio of 4.5-to-one.

On May 2, 2019, we entered into a credit, guaranty and security agreement, as amended on September 18, 2019 and July 2, 2020, pursuant to which the lenders party thereto agreed to make term loans available to us for working capital and general business purposes, in a principal amount of up to $150.0 million in term loan commitments, including a $30.0 million term loan which was funded at the closing date, with the ability to access the remaining $120.0 million in two additional tranches (each $60.0 million), subject to specified availability periods, the achievement of certain clinical development milestones, minimum cash requirements and other customary conditions, or the Credit Facility. As of June 30, 2022, no tranches under the Credit Facility were available to be drawn.

On April 10, 2020, we filed a registration statement on Form S-3, or the 2020 Shelf Registration Statement, covering the offering from time to time of common stock, preferred stock, debt securities, warrants and units, which registration statement became automatically effective on April 10, 2020.

On May 21, 2020, we issued $200.0 million aggregate principal amount 5.00% convertible senior notes due 2027 in a registered public offering. The interest rate on the 2027 Notes is fixed at 5.00% per annum. Interest is payable semi-annually in arrears on June 1 and December 1 of each year commencing on December 1, 2020. The total net proceeds from the 2027 Notes, after deducting the underwriting discounts and commissions and other offering costs, were approximately $193.6 million. Concurrent with the registered underwritten public offering of the 2027 Notes, we completed an underwritten public offering of 9,433,963 shares of our common stock. We received net proceeds of $117.1 million, after deducting underwriting discounts and commissions and other offering costs. Our concurrent offerings of 2027 Notes and common stock were registered pursuant to the 2020 Shelf Registration Statement.

On March 3, 2022, we filed a registration statement on Form S-3 covering the offering from time to time of common stock, preferred stock, debt securities, warrants and units, which registration statement became automatically effective on March 3, 2022.

On July 15, 2022, we executed a stock purchase agreement for the private placement of 16,649,365 shares of our common stock. The aggregate gross proceeds for the private placement were approximately $120.0 million, before deducting offering expenses.

Additional information about our long-term borrowings is presented in Note 5 “Indebtedness” to the Notes to Unaudited Condensed Consolidated Financial Statements included in Part I, Item 1, of this Form 10-Q, which is incorporated herein by this reference.

The following table shows a summary of our cash flows for each of the six months ended June 30, 2022 and 2021, respectively:

	Six months ended June 30,	
	2022	2021
	(in thousands)	
Net cash used in operating activities	$ (102,305)	$ (106,346)
Net cash provided by (used in) investing activities	13,099	(38,108)
Net cash provided by financing activities	742	1,045
Effect of exchange rate changes on cash, cash equivalents and restricted cash	(687)	(192)
Net decrease in cash, cash equivalents and restricted cash	$ (89,151)	$ (143,601)

Operating activities

During the six months ended June 30, 2022, operating activities used approximately $102.3 million of cash, primarily resulting from a net loss of $114.3 million and change in accrued compensation and benefits of $3.2 million, prepaid expenses and other current assets of $4.0 million and accrued research and development expenses of $1.9 million, reduced by stock-based compensation expense of $21.0 million.

During the six months ended June 30, 2021, operating activities used approximately $106.3 million of cash, primarily resulting from a net loss of $117.5 million and changes in operating assets and liabilities of $11.7 million, reduced by stock-based compensation expense of $16.8 million and amortization of debt discount and issuance costs of $3.3 million. Net cash used in changes in operating assets and liabilities consisted primarily of changes in accounts payable and accrued compensation and benefits.

Investing activities

During the six months ended June 30, 2022, investing activities provided approximately $13.1 million of cash, primarily resulting from the purchases of marketable securities of $72.6 million, offset by the maturities of marketable securities of $86.0 million.

During the six months ended June 30, 2021, investing activities used approximately $38.1 million of cash, primarily resulting from the purchases of marketable securities of $49.9 million, offset by the maturities of marketable securities of $12.8 million.

Financing activities

During the six months ended June 30, 2022, financing activities provided $0.7 million of cash, primarily resulting from the purchase of shares pursuant to the ESPP and proceeds from the exercise of stock options.

During the six months ended June 30, 2021, financing activities provided $1.0 million of cash, primarily resulting from the purchase of shares pursuant to the ESPP and proceeds from the exercise of stock options.

Funding requirements

Based on our current operating plan, we believe that our existing cash, cash equivalents and marketable securities, and access to our Credit Facility, will be sufficient to fund our operations into the second quarter of 2024. However, our forecast of the period of time through which our financial resources will be adequate to support our operations is a forward-looking statement that involves risks and uncertainties, and actual results could vary materially. We have based this estimate on assumptions that may prove to be wrong, and we could use our capital resources sooner than we expect. Additionally, the process of testing product candidates in clinical trials is costly, and the timing of progress and expenses in these trials is uncertain.

Our future capital requirements will depend on many factors, including:

- the type, number, scope, progress, expansions, results, costs and timing of, our preclinical studies and clinical trials of our product candidates which we are pursuing or may choose to pursue in the future;
- the costs and timing of manufacturing for our product candidates;
- the costs, timing and outcome of regulatory review of our product candidates;
- the costs of obtaining, maintaining and enforcing our patents and other intellectual property rights;
- our efforts to enhance operational systems and hire additional personnel to satisfy our obligations as a public company, including enhanced internal controls over financial reporting;
- the costs associated with hiring additional personnel and consultants as our preclinical and clinical activities increase;
- the timing and amount of the milestone or other payments we must make to the licensors and other third parties from whom we have in-licensed our acquired our product candidates;

- the costs and timing of establishing or securing sales and marketing capabilities if any product candidate is approved;
- our ability to achieve sufficient market acceptance, coverage and adequate reimbursement from third-party payors and adequate market share and revenue for any approved products;
- the terms and timing of establishing and maintaining collaborations, licenses and other similar arrangements;
- costs associated with any products or technologies that we may in-license or acquire; and
- any delays and cost increases that result from the COVID-19 pandemic.

Until such time as we can generate substantial product revenues to support our cost structure, if ever, we expect to finance our cash needs through equity offerings, our Credit Facility, debt financings or other capital sources, including potentially collaborations, licenses and other similar arrangements.

However, we may be unable to raise additional funds or enter into such other arrangements when needed on favorable terms or at all. To the extent that we raise additional capital through the sale of equity or convertible debt securities, the ownership interest of our stockholders will be or could be diluted, and the terms of these securities may include liquidation or other preferences that adversely affect the rights of our common stockholders. Debt financing and preferred equity financing, if available, may involve agreements that include covenants limiting or restricting our ability to take specific actions, such as incurring additional debt, making capital expenditures or declaring dividends. If we raise funds through collaborations, licenses and other similar arrangements with third parties, we may have to relinquish valuable rights to our technologies, future revenue streams, research programs or product candidates or grant licenses on terms that may not be favorable to us and/or may reduce the value of our common stock. Our failure to raise capital or enter into such other arrangements when needed could have a negative impact on our financial condition and on our ability to pursue our business plans and strategies. If we are unable to raise additional capital when needed, we could be forced to delay, limit, reduce or terminate our product candidate development or future commercialization efforts or grant rights to develop and market our product candidates even if we would otherwise prefer to develop and market such product candidates ourselves.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

As of June 30, 2022, there have been no material changes surrounding our market risk, including interest rate risk, foreign currency exchange risk, and inflation risk, from the discussion provided in Item 7A, “Quantitative and Qualitative Disclosures About Market Risk” in our Annual Report on Form 10-K for the fiscal year ended December 31, 2021 filed with the SEC on March 3, 2022.

ITEM 4. CONTROLS AND PROCEDURES

Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our periodic and current reports that we file with the SEC is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms, and that such information is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable and not absolute assurance of achieving the desired control objectives. In reaching a reasonable level of assurance, management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures. In addition, the design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, control may become inadequate because of changes in conditions, or the degree of compliance with policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

Our management, with the participation of our principal executive officer and principal financial officer, has 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 the end of the period covered by this quarterly report. Based on such evaluation, our principal executive officer and principal financial officer have 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 have been no changes in our internal control over financial reporting during the three months ended June 30, 2022 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

We discuss certain legal proceedings in Part I of this Quarterly Report on Form 10-Q under the caption "Item 1. Condensed Consolidated Financial Statements (unaudited)," in Note 9 to our Unaudited Condensed Consolidated Financial Statements, which is captioned "Commitments and Contingencies," under the sub-caption "Litigation," and refer you to that discussion, which is incorporated herein by reference to that Note 9, for important information concerning those legal proceedings, including the basis for such actions and, where known, the relief sought.

ITEM 1A. RISK FACTORS

There have been no material changes to the risk factors previously disclosed by us in Part I, Item 1A "Risk Factors" of our Annual Report on Form 10-K for the fiscal year ended December 31, 2021 filed with the SEC on March 3, 2022.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None.

Issuer Repurchases of Equity Securities

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

Not Applicable.

ITEM 4. MINE SAFETY DISCLOSURES

Not Applicable.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

The exhibits filed or furnished as part of this Quarterly Report on Form 10-Q are set forth on the Exhibit Index, which Exhibit Index is incorporated herein by reference.

EXHIBIT INDEX

Exhibit Number	Exhibit Description	Incorporated by Reference			Filed Herewith
		Form	Date	Number	
3.1	Amended and Restated Certificate of Incorporation.	8-K	2/12/2019	3.1	
3.2	Amended and Restated Bylaws.	10-Q	5/12/2020	3.2	
4.1	Form of Common Stock Certificate.	S-1/A	1/23/2019	4.1	
4.2	Amended and Restated Investors' Rights Agreement, dated July 20, 2018, by and among the Registrant and certain of its stockholders.	S-1	12/21/2018	4.2	
4.3	Indenture, dated as of May 21, 2020, by and between the Company and Wilmington Trust, National Association.	8-K	5/21/2020	4.1	
4.4	First Supplemental Indenture, dated May 21, 2020, by and between the Company and Wilmington Trust, National Association.	8-K	5/21/2020	4.2	
4.5	Form of Global Note representing 5.00% Convertible Senior Notes due 2027 (included as part of Exhibit 4.4).	8-K	5/21/2020	4.3	
10.1	Second Amendment to Sublease Agreement, dated June 1, 2022, by and between The Medicines Company and the Registrant.				X
10.2	Stock Purchase Agreement, dated July 12, 2022, by and among the Company and the Purchasers named therein.	8-K	7/13/2022	10.1	
31.1	Certification of Chief Executive Officer of Gossamer Bio, Inc., as required by Rule 13a-14(a) or Rule 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.				X
31.2	Certification of Chief Financial Officer of Gossamer Bio, Inc., as required by Rule 13a-14(a) or Rule 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.				X
32.1*	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.				X
32.2*	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.				X
101.INS	XBRL Report Instance Document				X
101.SCH	XBRL Taxonomy Extension Schema Document				X
101.CAL	XBRL Taxonomy Calculation Linkbase Document				X
101.LAB	XBRL Taxonomy Label Linkbase Document				X
101.PRE	XBRL Presentation Linkbase Document				X
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document				X

* This certification is deemed not filed for purpose of section 18 of the Exchange Act or otherwise subject to the liability of that section, nor shall it be deemed incorporated by reference into any filing under the Securities Act or the Exchange Act.

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.

GOSSAMER BIO, INC.

Date: August 9, 2022

By: /s/ Faheem Hasnain

Faheem Hasnain
President and Chief Executive Officer
(Principal Executive Officer)

Date: August 9, 2022

By: /s/ Bryan Giraudo

Bryan Giraudo
Chief Operating Officer and Chief Financial Officer
(Principal Financial and Accounting Officer)

EXHIBIT 10.1

SECOND AMENDMENT TO SUBLEASE

THIS SECOND AMENDMENT TO SUBLEASE ("**Amendment 2**") is made and entered into as of the 1st day of June, 2022, by and between THE MEDICINES COMPANY, a Delaware corporation **("Sublessor"),** and GOSSAMER BIO, INC., a Delaware corporation ("**Sublessee**").

R E C I T A L S :

A. Sublessor and Sublessee entered into that certain Sublease dated as of December 29, 2017 (the "**Original Sublease**") as amended by that certain Acknowledgement of Commencement Date and Expiration Date dated as of February 9, 2018 ("**Commencement Memo**"), and as amended by Amendment 1, dated August 24, 2018 **("Amendment 1"),** whereby Sublessee Subleased certain space to Sublessor in the building located at 3013 Science Park Road, San Diego, California 92121 (the "**Building**"). The Original Sublease, as amended by the Commencement Memo and Amendment 1, is referred to herein as the "Sublease."

B. By this Amendment 2, Sublessor and Sublessee desire to exercise their Renewal Option on the Existing Premise as set forth in Section 12 of the Amendment 1.

C. Unless otherwise defined herein, capitalized terms as used herein shall have the same meanings as given thereto in the Original Sublease.

NOW, THEREFORE, in consideration of the foregoing recitals and the mutual covenants contained herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

A G R E E M E N T :

1. The Premises. Sublessor currently subleases to Sublessee that certain space containing approximately 63,667 rentable square feet located on the first (1st) and second (2nd) floors of the Building and known as Suites 200 and 250 (the "**Premises**"). The Premises consists of the combination of spaces referred to in Amendment 1 as "Existing Premises" (32,039 square feet) and the "Expansion Space" (31,628 square feet).

2. Execution of Renewal Option. Sublessor is executing its Renewal Option as defined in Section 12 of Amendment 1.

3. Extension/Term. Sublessee's lease of the Premises is extended until January 31, 2025 ("**Termination Date**"). The Monthly base rent of the period running from and shall commence on January 1, 2023 through January 31, 2025 is as set forth in Section 4 below.

4. Monthly Base Rent. During the Expansion Space Term, Sublessee shall pay Monthly Base Rent for the Expansion Space only as follows:

Period of Expansion Space Term	Approximate Square Footage of Expansion Space	Monthly Base Rent	Monthly Base Rent Per Rentable Square Foot
1/1/23 – 12/31/23	31,628	$135,367.84	$4.28
1/1/24 – 12/31/24	31,628	$139,479.48	$4.41
1/1/25 – 1/31/25	31,628	$143,907.40	$4.55

5. Additional Rent. Per Section 6C of the Original Sublease, which covers Operating Expense, Amenities, etc... Sublessee's Pro Rata Share is **100**% of such costs.

6. Termination Option. Tenant has no Termination Option.

7. Hazardous Materials. Sublessor will provide an updated Surrender Plan (as defined in Article 28 of the Master Lease) to Sublessee for the Premises, which plan Sublessor will endeavor to deliver on or before March 31, 2023.

8. CASp Disclosure. Consistent with Amendment 1, pursuant to California Civil Code §1938, Sublessor hereby states that the Premises have not undergone inspection by a Certified Access Specialist (CASp) (defined in California Civil Code §55.52(a)(3)). Pursuant to Section 1938 of the California Civil Code, Sublessor hereby provides the following notification to Sublessee: "A Certified Access Specialist (CASp) can inspect the subject premises and determine whether the subject premises comply with all of the applicable construction-related accessibility standards under state law. Although state law does not require a CASp inspection of the subject premises, the commercial property owner or lessor may not prohibit the lessee or tenant from obtaining a CASp inspection of the subject premises for the occupancy or potential occupancy of the lessee or tenant, if requested by the lessee or tenant. The parties shall mutually agree on the arrangements for the time and manner of the CASp inspection, the payment of the fee for the CASp inspection, and the cost of making any repairs necessary to correct violations of construction related accessibility standards within the premises. In the event Sublessee wishes to obtain a CASp inspection, Sublessee will be required to comply with all terms of the Master Lease and will be responsible for the payment of all costs associated with such inspection and any cost required to correct violations of construction related accessibility standards identified by the CASp inspection.

9. Brokers. Each party represents and warrants to the other that no broker, agent or finder negotiated or was instrumental in negotiating or consummating this Amendment 2, other than Jones Lang LaSalle (for Sublessor) and Hughes Marino (for Sublessee). Each party further agrees to defend, indemnify and hold harmless the other party from and against any claim for commission or finder's fee by any person or entity who claims or alleges that they were retained or engaged by the indemnifying party or at the request of such party in connection with this Amendment.

10. Lessor Consent. This Amendment 2 is subject to and contingent upon Lessor's execution of a consent document in a form reasonably acceptable to Sublessor and Sublessee within thirty (30) days of the date hereof. In the event Lessor does not execute such consent within such time, either party may terminate this Amendment 2 (in which case the Original Sublease will remain in full force and effect notwithstanding such termination) upon written notice to the other party, which termination will be effective upon receipt. For clarification, in the event this Amendment 2 is terminated as provided above, Sublessee's right to extend the term of the Sublease on Expansion Space per Section 12 of the First Amendment to Sublease shall remain intact and the parties shall use commercially reasonable efforts to receive Lessor's consent document in a form reasonably acceptable to Sublessor and Sublessee.

11. Representations. Each party represents and warrants to the other that: (a) it is properly formed and validly existing under the laws of the state in which it is formed and with respect to Sublessee only, is authorized to transact business in the state in which the Building is located; (b) it has full right and authority to enter into this Amendment and to perform all of its obligations hereunder (subject to Lessor's consent); and (c) each person (and both persons if more than one signs) signing this Amendment 2 on behalf of such party is duly and validly authorized to do so.

12. Anti-Terrorism Laws. Consistent with Amendment 1, Sublessee and Sublessor each represent and warrant that the representing party: (i) is not, and shall not become, a person or entity with whom the other party is restricted from doing business with under regulations of the Office of Foreign Asset Control ("OFAC") of the Department of the Treasury (including, but not limited to, those named on OFAC's Specially Designated and Blocked Persons list) or under any statute, executive order (including, but no limited to, the September 24, 2001 Executive Order Blocking Property and Prohibiting Transactions with Persons Who Commit, Threaten to Commit, or Support Terrorism), or other governmental action; (ii) is not knowingly engaged in, and shall not engage in, any dealings or transaction or be otherwise associated with such persons or entities described in (i) above; and (iii) is not, and shall not become, a person or entity whose activities are regulated by the International Money Laundering Abatement and Financial Anti-Terrorism Act of 2001 or the regulations or orders thereunder. Prior to any change in ownership of Sublessee, the applicable party shall sign a written statement to Sublessor affirming their compliance with the terms of this Section 18. The indemnity obligations of the Sublease shall apply to any breach of this Section.

13. Defaults. Sublessee hereby represents and warrants to Sublessor that, as of the date of this Amendment 2, Sublessee is in full compliance with all terms, covenants and conditions of the Sublease and Amendment 1 and that there are no breaches or defaults under the Sublease by Sublessor or Sublessee, and that Sublessee knows of no events or circumstances which, given the passage of time, would constitute a default under the Sublease by either Sublessor or Sublessee. Sublessor hereby warrants and represents to Sublessee that, to Sublessor's current actual knowledge, the Master Lease is in full force and effect and Sublessor has no knowledge of any claim by Lessor that Sublessor is in default or breach of any provisions of the Master Lease.

14. No Further Modification. Except as set forth in this Amendment 2, all of the terms and provisions of the Sublease shall apply with respect to the Expansion Space and shall remain unmodified and in full force and effect. Effective as of the date hereof, all references to the "Sublease" shall refer to the Sublease as amended by Amendment 1 this Amendment 2.

15. Counterparts. This Amendment 2 may be executed in any number of counterparts, which may be delivered electronically, via facsimile or by other means. Each party may rely upon signatures delivered electronically or via facsimile as if such signatures were originals. Each counterpart of this Amendment shall be deemed to be an original, and all such counterparts (including those delivered electronically or via facsimile), when taken together, shall be deemed to constitute one and the same instrument.

[Signature Page Follows]

IN WITNESS WHEREOF, this Amendment 2 has been executed as of the day and year first above written.

"Sublessor:"

THE MEDICINES COMPANY a Delaware corporation

By: /s/ John McKenna
Print Name: John McKenna
Title: Chief Financial Officer

"Sublessee"

GOSSAMER BIO, INC.,
a Delaware corporation

By: /s/ Christian Waage
Print Name: Christian Waage
Title: Executive Vice President, Technical Operations & Administration

EXHIBIT 31.1

CERTIFICATION OF PERIODIC REPORT UNDER SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Faheem Hasnain, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Gossamer Bio, Inc.;

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 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)) 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 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.

Date: August 9, 2022

/s/ Faheem Hasnain

Faheem Hasnain
President and Chief Executive Officer
(Principal Executive Officer*)*

EXHIBIT 31.2

CERTIFICATION OF PERIODIC REPORT UNDER SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Bryan Giraudo, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Gossamer Bio, Inc.;

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 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)) 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 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.

Date: August 9, 2022

/s/ Bryan Giraudo

Bryan Giraudo
Chief Operating Officer and Chief Financial Officer
(Principal Financial and Accounting Officer*)*

EXHIBIT 32.1

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

I, Faheem Hasnain, President and Chief Executive Officer of Gossamer Bio, Inc. (the "Company"), do hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

- the accompanying Quarterly Report on Form 10-Q of the Company for the quarter ended June 30, 2022 (the "Report"), as filed with the Securities and Exchange Commission, fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and
- the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company for the periods presented therein.

Date: August 9, 2022

/s/ Faheem Hasnain
Faheem Hasnain
President and Chief Executive Officer
(Principal Executive Officer*)*

EXHIBIT 32.2

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

I, Bryan Giraudo, Chief Operating Officer and Chief Financial Officer of Gossamer Bio, Inc. (the "Company"), do hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

- the accompanying Quarterly Report on Form 10-Q of the Company for the quarter ended June 30, 2022 (the "Report"), as filed with the Securities and Exchange Commission, fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and
- the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company for the periods presented therein.

Date: August 9, 2022

/s/ Bryan Giraudo
Bryan Giraudo
Chief Operating Officer and Chief Financial Officer
(Principal Financial and Accounting Officer*)*