

**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 September 30, 2018
or**

Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Commission File Number 001-37437

XBIOTECH INC.

(Exact name of registrant as specified in charter)

British Columbia, Canada

(State or other jurisdiction of incorporation or organization)

(IRS Employer Identification No.)

**5217 Winnebago Ln, Austin, TX 78744
(Address of principal executive offices)(Zip Code)**

**Telephone Number (512) 386-2900
(Registrant's telephone number, including Area Code)**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 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 or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

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 October 31, 2018, there were 35,819,772 shares of the Registrant's common stock issued and outstanding.

XBIOTECH INC.
THREE MONTHS ENDED SEPTEMBER 30, 2018
INDEX

PART I—FINANCIAL INFORMATION

Item 1.	Consolidated Financial Statements	
	<u>Consolidated Balance Sheets as of September 30, 2018 (unaudited) and December 31, 2017</u>	<u>6</u>
	<u>Consolidated Statements of Operations for the Three Months and Nine Months Ended September 30, 2018 (unaudited) and 2017 (unaudited)</u>	<u>7</u>
	<u>Consolidated Statements of Comprehensive Loss for the Three Months and Nine Months Ended September 30, 2018 (unaudited) and 2017 (unaudited)</u>	<u>8</u>
	<u>Consolidated Statements of Cash Flows for Nine Months Ended September 30, 2018 (unaudited) and 2017 (unaudited)</u>	<u>9</u>
	<u>Notes to Consolidated Financial Statements (unaudited)</u>	<u>10</u>
<u>Item 2.</u>	<u>Management’s Discussion and Analysis of Financial Condition and Results of Operations</u>	<u>17</u>
<u>Item 3.</u>	<u>Quantitative and Qualitative Disclosures About Market Risk</u>	<u>26</u>
<u>Item 4.</u>	<u>Controls and Procedures</u>	<u>26</u>

PART II—OTHER INFORMATION

<u>Item 1.</u>	<u>Legal Proceedings</u>	<u>27</u>
<u>Item 1A.</u>	<u>Risk Factors</u>	<u>27</u>
<u>Item 2.</u>	<u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	<u>27</u>
<u>Item 3.</u>	<u>Defaults Upon Senior Securities</u>	<u>27</u>
<u>Item 4.</u>	<u>Mine Safety Disclosures</u>	<u>28</u>
<u>Item 5.</u>	<u>Other Information</u>	<u>28</u>
<u>Item 6.</u>	<u>Exhibits</u>	<u>29</u>

[SIGNATURES](#)

CAUTIONARY STATEMENTS REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains forward-looking statements, which reflect our current views with respect to, among other things, our operations and financial performance. All statements other than statements of historical facts contained in this Quarterly Report on Form 10-Q are forward-looking statements. You can identify forward-looking statements by terminology such as “may,” “will,” “should,” “would,” “could,” “expects,” “plans,” “contemplate,” “anticipates,” “believes,” “estimates,” “predicts,” “projects,” “intend” or “continue” or the negative of such terms or other comparable terminology, although not all forward-looking statements contain these identifying words. Forward-looking statements are subject to inherent risks and uncertainties in predicting future results and conditions that could cause the actual results to differ materially from those projected in these forward-looking statements. These forward-looking statements include, but are not limited to statements about:

- our ability to obtain regulatory approval to market and sell Xilonix™ in the United States, Europe and elsewhere;
- the initiation, timing, cost, progress and success of our research and development programs, preclinical studies and clinical trials for Xilonix™ and other product candidates;
- our ability to advance product candidates into, and successfully complete, clinical trials;
- our ability to successfully commercialize the sale of Xilonix™ in the United States, Europe and elsewhere;
- our ability to recruit sufficient numbers of patients for our future clinical trials for our pharmaceutical products;
- our ability to achieve profitability;
- our ability to obtain funding for our operations, including research funding;
- our ability to identify additional new products using our True Human™ antibody discovery platform;
- the implementation of our business model and strategic plans;
- our ability to develop and commercialize product candidates for orphan and niche indications independently;
- our commercialization, marketing and manufacturing capabilities and strategy;
- our ability to protect our intellectual property and operate our business without infringing upon the intellectual property rights of others;
- our expectations regarding federal, state and foreign regulatory requirements;
- the therapeutic benefits, effectiveness and safety of our product candidates;
- the accuracy of our estimates of the size and characteristics of the markets that may be addressed by our products and product candidates;
- the rate and degree of market acceptance and clinical utility of Xilonix™ and future products, if any;
- the timing of and our collaborators’ ability to obtain and maintain regulatory approvals for our product candidates;
- our expectations regarding market risk, including interest rate changes and foreign currency fluctuations;
- our belief in the sufficiency of our cash flows to meet our needs for at least the next 12 to 24 months;

- our expectations regarding the timing during which we will be an emerging growth company under the JOBS Act;
- our ability to engage and retain the employees required to grow our business;
- our future financial performance and projected expenditures;
- developments relating to our competitors and our industry, including the success of competing therapies that are or become available; and
- estimates of our expenses, future revenue, capital requirements and our needs for additional financing.

All forward looking statements in this Quarterly Report on Form 10-Q involve known and unknown risks, uncertainties and other 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 these forward-looking statements. Factors that may cause actual results to differ materially from current expectations include, among other things, those under the heading “Risk Factors” included in our annual report for the year ended December 31, 2017 filed with the SEC on March 16, 2018, and elsewhere in this Quarterly Report on Form 10-Q. These factors should not be construed as exhaustive and should be read in conjunction with the other cautionary statements that are included in this Quarterly Report on Form 10-Q. Given these uncertainties, you should not place undue reliance on these forward-looking statements. Except as required by law, we assume no obligation to update or revise these forward-looking statements for any reason, even if new information becomes available in the future.

This Quarterly Report on Form 10-Q also contains estimates, projections and other information concerning our industry, our business, and the markets for certain medical conditions, including data regarding the estimated size of those markets, and the incidence and prevalence of certain medical conditions. Information that is based on estimates, forecasts, projections, market research or similar methodologies is inherently subject to uncertainties and actual events or circumstances may differ materially from events and circumstances reflected in this information. Unless otherwise expressly stated, we obtained this industry, business, market and other data from reports, research surveys, studies and similar data prepared by market research firms and other third parties, industry, medical and general publications, government data and similar sources.

XBiotech Inc.
Consolidated Balance Sheets
(in thousands, except share data)

	September 30, 2018	December 31, 2017
	(unaudited)	
Assets		
Current assets:		
Cash and cash equivalents	\$ 20,849	\$ 31,768
Prepaid expenses and other current assets	457	1,564
Total current assets	21,306	33,332
Property and equipment, net	27,938	29,640
Total assets	\$ 49,244	\$ 62,972
Liabilities and shareholders' equity		
Current liabilities:		
Accounts payable	\$ 878	\$ 1,730
Accrued expenses	1,422	1,062
Total current liabilities	2,300	2,792
Long-term liabilities:		
Deferred rent	7	18
Total liabilities	2,307	2,810
Shareholders' equity:		
Preferred stock, no par value, unlimited shares authorized, no shares outstanding	-	-
Common stock, no par value, unlimited shares authorized, 35,819,772 and 35,439,272 shares outstanding at September 30, 2018 and December 31, 2017, respectively	278,879	277,492
Accumulated other comprehensive loss	(353)	(768)
Accumulated deficit	(231,589)	(216,562)
Total shareholders' equity	46,937	60,162
Total liabilities and shareholders' equity	\$ 49,244	\$ 62,972

See accompanying notes.

XBiotech Inc.
Consolidated Statements of Operations
(in thousands, except share and per share data)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Operating expenses:				
Research and development	\$ 3,940	\$ 4,930	\$ 10,882	\$ 20,518
General and administrative	1,175	1,663	4,004	6,035
Total operating expenses	<u>5,115</u>	<u>6,593</u>	<u>14,886</u>	<u>26,553</u>
Loss from operations	(5,115)	(6,593)	(14,886)	(26,553)
Other income (loss):				
Interest income	100	123	270	287
Foreign exchange gain (loss)	(36)	265	(411)	365
Total other income (loss)	<u>64</u>	<u>388</u>	<u>(141)</u>	<u>652</u>
Net loss	<u>\$ (5,051)</u>	<u>\$ (6,205)</u>	<u>\$ (15,027)</u>	<u>\$ (25,901)</u>
Net loss per share—basic and diluted	\$ (0.14)	\$ (0.18)	\$ (0.42)	\$ (0.72)
Shares used to compute basic and diluted net loss per share	35,819,772	35,423,105	35,795,881	35,732,564

See accompanying notes.

XBiotech Inc.
Consolidated Statements of Comprehensive Loss
(in thousands)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Net loss	\$ (5,051)	\$ (6,205)	\$ (15,027)	\$ (25,901)
Foreign currency translation adjustment	28	(290)	415	(673)
Comprehensive loss	\$ (5,023)	\$ (6,495)	\$ (14,612)	\$ (26,574)

See accompanying notes.

XBiotech Inc.
Consolidated Statements of Cash Flows
(in thousands)

	Nine Months Ended September 30,	
	2018	2017
	(unaudited)	(unaudited)
Operating activities		
Net loss	\$ (15,027)	\$ (25,901)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation	1,816	889
Share-based compensation expense	1,186	1,340
Changes in operating assets and liabilities:		
Prepaid expenses and other current assets	1,108	1,294
Accounts payable	(853)	(2,207)
Accrued expenses	360	(2,254)
Deferred rent	(11)	(3)
Net cash used in operating activities	(11,421)	(26,842)
Investing activities		
Purchase of property and equipment	(114)	(1,151)
Net cash used in investing activities	(114)	(1,151)
Financing activities		
Issuance of common stock and warrants, net	-	32,620
Issuance of common stock under stock option plan	201	699
Net cash provided by financing activities	201	33,319
Effect of foreign exchange rate on cash and cash equivalents	415	(673)
Net change in cash and cash equivalents	(10,919)	4,653
Cash and cash equivalents, beginning of period	31,768	34,324
Cash and cash equivalents, end of period	\$ 20,849	\$ 38,977

See accompanying notes.

XBiotech Inc.

Notes to Consolidated Financial Statements (Unaudited)

1. Organization

XBiotech Inc. (“XBiotech” or “the Company”) was incorporated in Canada on March 22, 2005. XBiotech USA, Inc., a wholly-owned subsidiary of the Company, was incorporated in Delaware, United States (“U.S.”) in November 2007. XBiotech Switzerland AG, a wholly-owned subsidiary of the Company, was incorporated in Zug, Switzerland in August 2010. XBiotech Japan K.K., a wholly-owned subsidiary of the Company, was incorporated in Tokyo, Japan in March 2013. XBiotech Germany GmbH, a wholly-owned subsidiary of the Company, was incorporated in Germany in January 2014. The Company’s headquarters are located in Austin, Texas.

XBiotech Inc. is a pre-market biopharmaceutical company engaged in discovering and developing True Human™ monoclonal antibodies for treating a variety of diseases. True Human™ monoclonal antibodies are those which occur naturally in human beings—as opposed to being derived from animal immunization or otherwise engineered. The Company believes that naturally occurring monoclonal antibodies have the potential to be safer and more effective than their non-naturally occurring counterparts. XBiotech is focused on developing its True Human™ pipeline and manufacturing system. The Company’s pipeline consists of product candidates at various stages of development across an array of indications including oncology, dermatology, other inflammatory conditions, such as peripheral vascular disease, type 2 diabetes, and infectious diseases.

2. Significant Accounting Policies

Basis of Presentation

These consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States (“US GAAP”). In the opinion of management, the accompanying consolidated financial statements reflect all adjustments (consisting only of normal recurring items) considered necessary to present fairly the Company’s financial position at September 30, 2018 and December 31, 2017, the results of its operations and comprehensive loss for the three month and nine month periods ended September 30, 2018 and 2017, and the cash flows for the nine month period ended September 30, 2018 and 2017.

Basis of Consolidation

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All significant intercompany transactions have been eliminated upon consolidation.

Use of Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the U.S. requires management to make estimates and assumptions that affect the reported values of amounts in the financial statements and accompanying notes. Actual results could differ from those estimates.

Research and Development Costs

All research and development costs are charged to expense as incurred. Research and development costs include salaries and personnel-related costs, consulting fees, fees paid for contract clinical trial research services, the costs of laboratory consumables, equipment and facilities, license fees and other external costs. Costs incurred to acquire licenses for intellectual property to be used in research and development activities with no alternative future use are expensed as incurred as research and development costs.

Nonrefundable advance payments for goods or services to be received in the future for use in research and development activities are deferred and capitalized. The capitalized amounts are expensed as the related goods are delivered or the services are performed.

Share-Based Compensation

The Company accounts for its share-based compensation awards in accordance with ASC Topic 718, *Compensation-Stock Compensation* (“ASC 718”). ASC 718 requires all share-based payments to employees, including grants of employee stock options, to be recognized in the statements of operations based on their grant date fair values. For stock options granted to employees and to members of the board of directors for their services on the board of directors, the Company estimates the grant date fair value of each option award using the Black-Scholes option-pricing model. The use of the Black-Scholes option-pricing model requires management to make assumptions with respect to the expected term of the option, the expected volatility of the common stock consistent with the expected life of the option, risk-free interest rates and expected dividend yields of the common stock. To determine the fair value of its common stock, the Company uses the closing price of the Company’s common stock as reported by NASDAQ. For awards subject to service-based vesting conditions, the Company recognizes share-based compensation expense, equal to the grant date fair value of stock options on a straight-line basis over the requisite service period. The Company accounts for forfeitures as they occur rather than on an estimated basis.

Share-based compensation expense recognized for the three and nine months ended September 30, 2018 and 2017 was included in the following line items on the Consolidated Statements of Operations (in thousands).

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Research and development	\$ 224	\$ 217	\$ 474	\$ 237
General and administrative	215	228	712	1,828
Total share-based compensation expense	\$ 439	\$ 445	\$ 1,186	\$ 2,065

The fair value of each option is estimated on the date of grant using the Black-Scholes method with the following assumptions:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Dividend yield	-	-	-	-
Expected volatility	79% - 80%	67%	67% - 80%	65% - 67%
Risk-free interest rate	2.79% - 2.99%	1.90% - 2.07%	2.38% - 2.99%	1.83% - 2.41%
Expected life (in years)	6 - 6.25	5.75 - 6.25	5.38 - 10	5.38 - 10
Weighted-average grant date fair value per share	3.77	\$4.86	4.45	\$4.85

Cash and Cash Equivalents

The Company considers highly liquid investments with a maturity of three months or less when purchased to be cash equivalents. Cash and cash equivalents consisted primarily of cash on deposit in U.S., German, Swiss, Japanese and Canadian banks. Cash and cash equivalents are stated at cost which approximates fair value.

Concentrations of Credit Risk

Financial instruments that potentially subject the Company to credit risk consist primarily of cash and cash equivalents. The Company holds these investments in highly-rated financial institutions, and limits the amounts of credit exposure to any one financial institution. These amounts at times may exceed federally insured limits. The Company has not experienced any credit losses in such accounts and does not believe it is exposed to any significant credit risk on these funds. The Company has no off-balance sheet concentrations of credit risk, such as foreign currency exchange contracts, option contracts or other hedging arrangements.

Fair Value Measurements

The Company follows ASC Topic 820, *Fair Value Measurements and Disclosures*, which establishes a fair value hierarchy for those instruments measured at fair value that distinguishes between assumptions based on market data (observable inputs) and the Company's own assumptions (unobservable inputs). The hierarchy consists of three levels:

- Level 1—Unadjusted quoted prices in active markets for identical assets or liabilities.
- Level 2—Quoted prices for similar assets and liabilities in active markets, quoted prices in markets that are not active, or inputs which are observable, either directly or indirectly, for substantially the full term of the asset or liability.
- Level 3—Unobservable inputs that reflect the Company's own assumptions about the assumptions market participants would use in pricing the asset or liability in which there is little, if any, market activity for the asset or liability at the measurement date.

At September 30, 2018 and December 31, 2017, the Company did not have any assets or liabilities that are measured at fair value on a recurring basis. The carrying amounts reflected in the balance sheets for cash and cash equivalents, prepaid expenses and other current assets, accounts payable, and accrued expenses approximate their fair values at September 30, 2018 and December 31, 2017, due to their short-term nature.

Property and Equipment

Property and equipment, which consists of land, construction in process, furniture and fixtures, computers and office equipment, scientific equipment, leasehold improvements, vehicles and building are stated at cost and depreciated over the estimated useful lives of the assets, with the exception of land and construction in process which are not depreciated, using the straight line method. The useful lives are as follows:

• Furniture and fixtures	7 years
• Office equipment	5 years
• Leasehold improvements	Shorter of asset's useful life or remaining lease term
• Scientific equipment	5 years
• Vehicles	5 years
• Building	39 years

Costs of major additions and betterments are capitalized; maintenance and repairs, which do not improve or extend the life of the respective assets, are charged to expense as incurred. Upon retirement or sale, the cost of the disposed asset and the related accumulated depreciation are removed from the accounts and the resulting gain or loss is recognized.

Impairment of Long-Lived Assets

The Company periodically evaluates its long-lived assets for potential impairment in accordance with ASC Topic 360, *Property, Plant and Equipment*. Potential impairment is assessed when there is evidence that events or changes in circumstances indicate that the carrying amount of an asset may not be recovered. Recoverability of these assets is assessed based on undiscounted expected future cash flows from the assets, considering a number of factors, including past operating results, budgets and economic projections, market trends and product development cycles. If impairments are identified, assets are written down to their estimated fair value. The Company has not recognized any impairment through September 30, 2018.

Income Taxes

The Company makes estimates and judgments in determining the need for a provision for income taxes, including the estimation of its taxable income or loss for the full fiscal year. The Company has accumulated significant deferred tax assets that reflect the tax effects of net operating losses and tax credit carryovers and temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Realization of certain deferred tax assets is dependent upon future earnings. The Company is uncertain about the timing and amount of any future earnings. Accordingly, the Company offsets these deferred tax assets with a valuation allowance. The Company may in the future determine that certain deferred tax assets will likely be realized, in which case the Company will reduce its valuation allowance in the period in which such determination is made. If the valuation allowance is reduced, the Company may recognize a benefit from income taxes in its consolidated statements of operations in that period.

The GAAP guidance requires recognition of the impact of a tax position in our financial statements only if that position is more likely than not to be sustained upon examination by taxing authorities, based on the technical merits of the position. Any interest and penalties related to uncertain tax positions will be reflected in income tax expense. Determining the consolidated provision for income taxes involves judgments, estimates and the application of complex tax regulations. We are required to provide for income taxes in each of the jurisdictions where we operate, including estimated liabilities for uncertain tax positions. Although we believe that we have provided adequate liabilities for uncertain tax positions, the actual liability resulting from examinations by taxing authorities could differ from the recorded income tax liabilities and could result in additional income tax expense having a material impact on our consolidated results of operations. Changes of estimates in our income tax liabilities are reflected in our income tax provision in the period in which the factors resulting in the change to our estimate become known to us. We benefit from the tax credit incentives under the U.S. research and experimentation tax credit extended to taxpayers engaged in qualified research and experimental activities while carrying on a trade or business.

On December 22, 2017, the President of the United States signed into law the Tax Cuts and Jobs Act, or TCJA, tax reform legislation. The TCJA makes significant changes in U.S. tax law including a reduction in the corporate tax rates, changes to net operating loss carryforwards and carrybacks, and a repeal of the corporate alternative minimum tax. The TCJA reduced the U.S. corporate tax rate from the current rate of 34 percent down to 21 percent starting on January 1, 2018. As a result of the TCJA, the Company was required to revalue deferred tax assets and liabilities at 21 percent. As of and for the year ended December 31, 2017, this revaluation resulted in a provision of \$4.5 million to income tax expense in continuing operations and a corresponding reduction in the valuation allowance. As a result, there was no impact to the Company's consolidated statements of comprehensive loss as a result of the reduction in tax rates.

As the Company does not have all of the necessary information to analyze all income tax effects of the TCJA, the Company will continue to make and refine calculations and estimates as additional information is obtained, which could potentially affect the provisional amounts relating to the deferred income taxes, including but not limited to deferred tax assets related to share-based compensation expenses. Where the Company has not yet been able to make reasonable estimates of the impact of certain elements, the Company has not recorded any amounts related to those elements and has continued accounting for them in accordance with ASC 740 on the basis of the tax laws in effect immediately prior to the enactment of the TCJA. The Company expects to complete a detailed analysis no later than the fourth quarter of 2018.

Foreign Currency Transactions

Certain transactions are denominated in a currency other than the Company's functional currency of the U.S. dollar, and the Company generates assets and liabilities that are fixed in terms of the amount of foreign currency that will be received or paid. At each balance sheet date, the Company adjusts the assets and liabilities to reflect the current exchange rate, resulting in a translation gain or loss. Transaction gains and losses are also realized upon a settlement of a foreign currency transaction in determining net loss for the period in which the transaction is settled.

Comprehensive Income (Loss)

ASC Topic 220, *Comprehensive Income*, requires that all components of comprehensive income (loss), including net income (loss), be reported in the financial statements in the period in which they are recognized. Comprehensive income (loss) is defined as the change in equity during a period from transactions and other events and circumstances from non-owner sources, including unrealized gains and losses on investments and foreign currency translation adjustments.

Segment and Geographic Information

Operating segments are identified as components of an enterprise about which separate discrete financial information is available for evaluation by the chief operating decision maker, or decision making group, in making decisions on how to allocate resources and assess performance. The Company's chief operating decision maker is the Chief Executive Officer. The Company and the chief operating decision maker view the Company's operations and manage its business as one operating segment. Substantially all of the Company's operations are in the U.S. geographic segment.

Net Loss Per Share

Net loss per share ("EPS") is computed by dividing net loss by the weighted average number of common shares outstanding during each period. Diluted EPS is computed by dividing net loss by the weighted average number of common shares and common share equivalents outstanding (if dilutive) during each period. The number of common share equivalents, which include stock options, is computed using the treasury stock method.

Subsequent Events

The Company considered events or transactions occurring after the balance sheet date but prior to the date the consolidated financial statements are available to be issued for potential recognition or disclosure in its consolidated financial statements. The Company has evaluated subsequent events through the date of filing this Form 10-Q.

Recent Accounting Pronouncements

Recently Issued Accounting Pronouncements

In February 2016, the FASB issued final guidance that will change the accounting for leases, Accounting Standards Update (ASU) No. 2016-02, "Leases." The FASB issued final guidance that requires lessees to put most leases on their balance sheets but recognize expenses on their income statements in a manner similar to today's accounting. The guidance also eliminates today's real estate-specific provisions for all entities. The pronouncement will also require additional disclosures about the amount, timing and uncertainty of cash flows arising from leases. For calendar-year public business entities and certain calendar-year not-for-profit entities and employee benefit plans, the guidance is effective in 2019, and interim periods within that year, and early adoption is permitted. We anticipate that we will adopt ASU No. 2016-02 for our fiscal year commencing on January 1, 2019. We expect to apply the modified retrospective approach and we are currently in the process of analyzing our leases. The adoption of this standard will require the Company to record its operating leases on the balance sheet. The Company is currently evaluating the impact of this pronouncement on the Company's consolidated financial statements.

In May 2017, the FASB issued ASU No. 2017-09, Compensation—Stock Compensation (Topic 718): Scope of Modification Accounting, to provide guidance about which changes to the terms or conditions of a share-based payment award require an entity to apply modification accounting in accordance with ASC No. 718, Compensation - Stock Compensation. We adopted ASC No. 2017-09 for our fiscal year commencing on January 1, 2018. This guidance is to be applied prospectively to an award modified on or after the adoption date. The adoption of this accounting policy did not have a material impact on the Company's financial statements.

3. Property and Equipment

Property and equipment were comprised of the following (in thousands):

	September 30, 2018	December 31, 2017
Manufacturing equipment	\$ 5,319	\$ 6,058
Winnebago building	20,080	20,484
Other fixed assets	2,539	3,098
Total property and equipment	<u>\$ 27,938</u>	<u>\$ 29,640</u>

4. Common Stock

Pursuant to its Articles, the Company has an unlimited number of shares available for issuance with no par value.

From January through December 2016, 204 thousand shares of common stock were issued upon the exercise of stock options at a price of \$0.74 to \$19.09 per share for total proceeds of \$1.1 million.

From November through December 2016, under the Common Stock Sales Agreement with H.C. Wainwright & Co. LLC, the Company sold 145 thousand shares of common stock at a price between \$13.60 to \$14.17 per share for total proceeds of \$1.8 million.

In February 2017, under the Common Stock Sales Agreement with H.C. Wainwright & Co. LLC, the Company sold 87 thousand shares of common stock at a price between \$12.09 to \$12.37 per share for total proceeds of \$1.0 million.

In March 2017, the Company sold 2.4 million shares of common stock at a net price of \$13.00 for total proceeds of approximately \$31.6 million from investors.

From January through December 2017, 290 thousand shares of common stock were issued upon the exercise of stock options at a price of \$2.50 to \$14.71 per share for a total of \$703 thousand.

From January through March 2018, 81 thousand shares of common stock were issued upon the exercise of stock options at a price of \$2.50 per share for total proceeds of \$201 thousand.

5. Common Stock Options

On November 11, 2005 and April 1, 2015, the board of directors of the Company adopted stock option plans (“the Plans”) pursuant to which the Company may grant incentive stock options to directors, officers, employees or consultants of the Company or an affiliate or other persons as the Compensation Committee may approve.

All options will be non-transferable and may be exercised only by the participant, or in the event of the death of the participant, a legal representative until the earlier of the options’ expiry date or the first anniversary of the participant’s death, or such other date as may be specified by the Compensation Committee.

The term of the options is at the discretion of the Compensation Committee, but may not exceed 10 years from the grant date. The options expire on the earlier of the expiration date or the date three months following the day on which the participant ceases to be an officer or employee of or consultant to the Company, or in the event of the termination of the participant with cause, the date of such termination. Options held by non-employee Directors have an exercise period coterminous with the term of the options.

The number of common shares reserved for issuance to any one person pursuant to the Plans shall not, in aggregate, exceed 5% of the total number of outstanding common shares. The exercise price per common share under each option will be the fair market value of such shares at the time of the grant. Upon stock option exercise, the Company issues new shares of common stock.

A summary of changes in common stock options issued under the Plans is as follows:

	Options	Exercise Price		Weighted-Average Exercise Price
Options outstanding at December 31, 2017	5,303,624	\$2.5	-	\$21.99
Granted	926,500	2.71	-	5.13
Exercised	(80,500)	2.5		2.50
Forfeitures	(699,935)	2.50	-	19.09
Options outstanding at September 30, 2018	5,449,689	\$2.5	-	\$21.99

As of September 30, 2018, there was approximately \$3.0 million of unrecognized compensation cost, related to stock options granted under the Plans which will be amortized to stock compensation expense over the next 2.2 years.

6. Commitments and Contingencies

On January 12, 2008, the Company entered a lease agreement to lease a facility in Austin, Texas, U.S. On September 15, 2010, the Company entered into a second lease agreement to lease additional space in Austin, Texas, U.S. On March 20, 2013, the company extended the lease for another 21 months with the same terms and rental rates as the current leases. On February 28, 2015, the Company extended the leases for another four years with two years early termination right. The future minimum lease payments are as follows as of September 30, 2018 (in thousands):

2018	\$	118
2019	\$	79

Rent expense for the three months and nine months ended September 30, 2018 were \$197 thousand and \$590 thousand, respectively, compared to \$186 thousand and \$558 thousand for the three months and nine months ended September 30, 2017, respectively.

On October 23, 2018, the honorable Judge Dustin M. Howell of the 459th Travis County District Court has issued a letter ruling granting the Company's Motion to Dismiss the securities class action complaint brought against XBiotech (Case D-1-GN-17-003063). The District Court has directed the parties to prepare a formal order memorializing the ruling. Two federal cases were previously filed in the U.S. District Court for the Western District of Texas, but both of those cases have also been dismissed. Therefore, there no longer remains any litigation involving the Company.

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

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Overview

XBiotech Inc. ("XBiotech" or "the Company") is a pre-market biopharmaceutical company engaged in discovering and developing True Human™ monoclonal antibodies for treating a variety of diseases. True Human™ monoclonal antibodies are those which occur naturally in human beings—as opposed to being derived from animal immunization or otherwise engineered. We believe that naturally occurring monoclonal antibodies have the potential to be safer and more effective than their non-naturally occurring counterparts. XBiotech is focused on developing its True Human™ pipeline and manufacturing system.

We have never been profitable and, as of September 30, 2018, we had an accumulated deficit of \$231.6 million. We had net losses of \$5.1 million and \$15.0 million for the three months and nine months ended September 30, 2018, respectively, compared to \$6.2 million and \$25.9 million for the three months and nine months ended September 30, 2017, respectively. We expect to incur significant and increasing operating losses for the foreseeable future as we advance our drug candidates from discovery through preclinical testing and clinical trials and seek regulatory approval and eventual commercialization. In addition to these increasing research and development expenses, we expect general and administrative costs to increase as we add personnel and continue to operate as a public company. We will need to generate significant revenues to achieve profitability, and we may never do so. As of September 30, 2018, we had 48 employees.

Recent Events:

Clinical Programs

Atopic Dermatitis

In April 2018, XBiotech announced the launch of a Phase 2, open label clinical trial to evaluate the Company's True Human™ monoclonal antibody, bermekimab, in patients with moderate to severe Atopic Dermatitis (AD). This ongoing study is evaluating the safety and efficacy of bermekimab in AD patients after relatively short durations of weekly treatment compared to the currently approved antibody therapy (4 and 8 weeks compared to 16 weeks, respectively). The study utilizes the Company's new pre-filled syringes to deliver bermekimab therapy via subcutaneous injection. During Q3, we announced successful completion and positive interim findings for the first cohort of this study, which involved nine patients who received a low dose (200mg/weekly) and four weekly treatments with bermekimab. The Company reported that the 200mg subcutaneous injections were well-tolerated and that bermekimab treatment was associated with statistically significant improvement in several endpoints assessing efficacy. Enrollment was completed during Q3, totaling 37 patients, with 28 patients in the second, higher-dose cohort. Completion of the study and results analysis is expected around year end 2018 or early 2019.

Hidradenitis Suppurativa

During Q3, XBiotech announced enrollment of the first patient in its Phase 2, open label clinical study to evaluate bermekimab in patients with moderate to severe Hidradenitis Suppurativa (HS). U.S. recruitment in this study was completed in Q3 with enrollment rates exceeding expectations. The very robust enrollment is viewed by the Company as evidencing the strong desire for new treatment options in HS and the potential marketability for HS bermekimab therapy should it successfully advance through marketing approval. Importantly, the clinical study is evaluating bermekimab in patients that have failed anti-TNF therapy and in patients that have had no prior anti-TNF treatment history (the only approved biological drug to treat HS is the anti-TNF drug, Humira, which is projected to reach \$21 billion in annual sales by 2020). HS patients are being treated with 13 weekly subcutaneous injections of bermekimab. It was previously demonstrated in the Company's double blind, placebo-controlled study of patients with HS that bermekimab, when administered as an intravenous therapy, was effective for treating HS patients who failed or were ineligible for anti-TNF therapy. The Company projects completion of the current study and a results read-out during the first quarter of 2019.

Pancreatic Cancer

XBiotech is evaluating bermekimab in combination with chemotherapy for the treatment of patients with pancreatic cancer. A clinical study headed by Dr. Andrew Hendifar, MD is being conducted at Cedars-Sinai Medical Center, Los Angeles, CA to examine the safety of bermekimab in combination with Onivyde (nanoliposomal irinotecan) and 5-fluorouracil (5FU)/folinic acid (leucovorin) for pancreatic cancer patients with wasting syndrome. Enrollment is expected to be completed around year end 2018. Bermekimab is believed to block tumor-related inflammation that is involved in neovascularization and tissue matrix remodeling, which is a crucial process for the growth and spread of tumors. As well, bermekimab may block tumor related inflammation that causes central nervous system (CNS) mediated metabolic dysregulation that can lead to wasting. The molecular target of bermekimab, IL-1 α , may also be involved in tumor metastasis. In a Phase III randomized study in advanced cancer patients, patients that achieved the primary endpoint (as defined in Hickish et al., Lancet Oncology 2017) had lower incidence of disease progression. In another Phase III cancer study, bermekimab treatment was associated with a significant increase in lean body mass. Patients with pancreatic cancer often suffer from aggressive disease progression and wasting. The disease is known for its rapid mortality and high degree of morbidity. Bermekimab may also improve the anti-tumor activity of the cytotoxic chemotherapy and help patients endure longer exposure to these agents by reducing the inflammatory response caused by the treatment. Although the mechanism of cachexia in pancreatic cancer is not fully understood, bermekimab could help reduce this debilitating symptom by enabling patients to maintain and/or gain lean body mass during cancer treatment.

Research & Development

Overview

During Q3, XBiotech continued to consolidate operations at its Winnebago campus facility. All personnel and operations with the exception of in vivo research activities were successfully transferred and are now operating at the Winnebago campus. During Q3, the Company completed design and received city permits for constructing an annex building to house a new animal research facility at its Winnebago campus. This new facility will mark the final stage of the Company's move to consolidate operations and transfer its R&D group from the East Riverside Drive location to the Winnebago campus. XBiotech's new annex facility will include a state-of-the-art "biobubble" for working with infectious diseases, will house a Class II containment work space for pathogenic virus culture and propagation, and will include a lab for screening human blood donations and conducting the first stage of discovery work for identifying new antibody therapies. R&D activities in the new facility are planned to commence during Q1 2019.

C. difficile

XBiotech continues to make progress with its key pre-clinical R&D programs. In vivo testing of the *C. difficile* prophylaxis is ongoing. The Company's scientists have established what we believe is a more challenging model for the disease. The strain of *C. difficile* now being used in pre-clinical development work produces a more aggressive and lethal form of disease. We believe that the new model will better establish the potential for our True Human™ antibody to prevent or treat human infections with *C. difficile*.

Influenza

The Company continues to progress with developing its True Human™ antibodies for the treatment and prevention of influenza. XBiotech has focused on developing antibodies that target hemagglutinin and neuraminidase, two key surface moieties of the influenza virus. These key antibodies have been genetically introduced in cell lines to enable manufacturing production. A highly specific selection process has been ongoing during Q3 to identify True Human™ antibodies that target precise regions of the hemagglutinin. This process, which is expected to allow the antibody therapy to be effective in a broader range of virus strains, is proceeding as planned and is expected to continue through 2018.

Anti-Tumor Antibody 12D7G

XBiotech's manufacturing development group has progressed with advancing the 12-D7G antibody cell line production system. During the quarter, the gene for 12D7G was synthesized and inserted into a cell line, which was used to produce the first set of stable clones for potential manufacturing. The candidate production cells are undergoing further selection and a high-producing cell line suitable for clinical or commercial production is expected by year end. The True Human™ antibody 12D7G binds to a tumor-related protein, NYESO-1, for which it has the potential to stimulate the body to produce a highly specific immune response against tumors. 12D7G is a candidate immunotherapy that could be used to enhance the specificity and potential efficacy of checkpoint inhibitor therapies.

Manufacturing

Highlights

XBiotech continues to optimize its upstream and downstream manufacturing processes. Process development work is ongoing to increase bioreactor volume and running time for its cell culture systems, to enhance yields and reduce costs. Ongoing optimization of our manufacturing technology reflects our continued effort to establish the lowest possible cost of goods. We believe that lowering the cost of goods for monoclonal antibodies opens up new and larger potential areas of unmet medical need. We believe that considerable opportunities exist for safe and effective medicines derived from human antibody immunity; and that some of these opportunities will require competitive pricing that will be enabled by reduced cost of goods.

This year, the Company invested in plant and equipment infrastructure and product formulation development to enable the launch of syringes that are pre-filled with bermekimab for use in subcutaneous injection. A new filling machine capable of loading syringes with bermekimab was installed at the Winnebago manufacturing center. The filling line operation was also transferred from the East Riverside Drive facility to the new filling suite at XBiotech's Winnebago campus. The first release of bermekimab-filled syringes (pre-filled and ready for use in the clinic) occurred during Q3. These syringes are already being used successfully in two ongoing clinical trials. The Company is increasing the output capacity for the syringes with a target capability to fill 1,200 syringes per day, with an annual production capacity of about 300,000 units by 2019. We believe this will be adequate output to support a market launch should an approval be granted.

During the third quarter, XBiotech began to reestablish and optimize manufacturing production of its monoclonal antibody, 514G3, for the treatment or prevention of *Staphylococcus aureus* (*S. aureus*) infections including MRSA. The Company expects to improve yields and processing efficiencies, and to reduce overall cost of production for 514G3 to support its initiatives to potentially use 514G3 as a prophylaxis.

Strategic Direction

Highlights

XBiotech is in clinical development with bermekimab for therapeutic indications including oncology, cardiovascular medicine, and dermatology. The Company's anti-infective antibody, 514G3, is in clinical development to treat *S. aureus* infections. Other anti-infectious disease antibodies are in pre-clinical development and are not expected to enter clinical studies before 2020.

The use of monoclonal antibodies as prophylaxis (i.e. to prevent disease) has not generally been considered a large or highly profitable business. The cost to produce antibodies is generally too large for them to be ideal for use in disease prevention, especially when the incidence of most diseases is not frequent enough among the general population to justify relatively high unit costs. To date, therefore, most marketed monoclonal antibodies have been for therapeutic use only (to treat patients already afflicted by disease). We believe there are two crucial components for the ideal medical and commercial success of monoclonal antibodies for use in prophylaxis: a high incidence of the target disease in the population; and strong evidence of significant clinical benefit as a result of therapy. We believe that the aforementioned situation potentially exists for XBiotech's product candidates being administered prophylactically to patients with end-stage renal disease (ESRD) who are undergoing maintenance hemodialysis. In patients undergoing hemodialysis, there is a high relative incidence of cardiovascular and infectious disease-related morbidity and mortality compared to the general population. With bermekimab and 514G3, the Company has product candidates that could potentially reduce the incidence of cardiovascular and infectious disease mortality and morbidity, respectively, in this population.

Cardiovascular Risk in ESRD

Major adverse cardiovascular events (MACE) account for a 20% annual mortality rate in ESRD patients undergoing hemodialysis; only 35% of patients on maintenance hemodialysis will survive five years¹. MACE is by far the leading cause of death and morbidity in this population. Clinical data, a body of scientific research, and recent discoveries (from Dr. Peter Libby's group: Folco et al. *Arterioscler Thromb Vasc Biol.* 2018;38:1901-1912) suggest a potential role for bermekimab in reducing MACE in ESRD patients. More than 500,000 patients are currently undergoing maintenance hemodialysis in the United States for the treatment of ESRD. Reducing cardiovascular risk in patients with ESRD is thus a major unmet medical need—for which there are no approved therapies. The successful application of bermekimab as a prophylaxis in patients receiving maintenance hemodialysis would thus represent a very important breakthrough for management of this disease.

¹ USRDS 2013 Annual Data Report: Atlas of End-Stage Renal Disease in the United States, National Institutes of Health, National Institute of Diabetes and Digestive and Kidney Diseases, Bethesda, MD, 2014.

Beyond the importance of possibly reducing cardiovascular risk in patients suffering with ESRD, bermekimab represents a potentially unequalled opportunity for profit growth in a hemodialysis industry where there is little opportunity for growth beyond the core hemodialysis service provided. The success of bermekimab in the hemodialysis unit would also mean significant recovery of lost revenues that result from patient attrition due to cardiovascular events. Since 2011, Medicare reimbursement for new drugs in the hemodialysis business has been constrained by the implementation of the bundled payment system. Medicare's bundled payment system has created major difficulties in establishing new profit centers around drugs needed by hemodialysis patients—and it has stymied the development of new and necessary treatments for patients with ESRD. However, we believe new reimbursement strategies are possible. Medicare currently considers payment for qualifying drugs exclusively within the context of the End-Stage Renal Disease (ESRD) Prospective Payment System (PPS). In this system, only nominal additional revenue can be generated with supporting medications or agents during maintenance hemodialysis. These funding constraints are driven by the fact that drugs/substances currently reimbursed under the ESRD-PPS scheme largely provide only a *supportive* role to hemodialysis treatments. That is, there is little or no evidence that any currently approved treatments available under the ESRD-PPS system can reduce mortality events and/or reduce morbidity of patients with ESRD.

We believe that bermekimab used as a prophylaxis has the potential to reduce major cardiovascular events in ESRD patients undergoing hemodialysis. Clinical development around this “hard” clinical endpoint will largely distinguish bermekimab prophylaxis from treatments currently approved under the ESRD-PPS system and will justify consideration for substantial reimbursement. We plan to pursue discussion with important industry players regarding this opportunity.

S. aureus infections in ESRD

The incidence of *S. aureus* infection in patients undergoing hemodialysis is about one hundred times that of the general population, and the bacteria accounts for about 10% of all-cause mortality in the hemodialysis population. Each year an estimated 37,000 hemodialysis patients will develop *S. aureus* infections. Of the 500,000 patients currently receiving hemodialysis in the United States, it is expected that about 40,000 will die from *S. aureus* infections over their hemodialysis careers².

Based on an annual prophylaxis cost of \$18k per patient, there is an estimated \$9 billion market potential for 514G3 in the U.S. alone for preventing *S. aureus* in patients with ESRD³. We believe that with potential 514G3 clinical findings for reduced mortality and morbidity due to *S. aureus*, reimbursement outside of the bundled payment system could be achieved (Please see discussion above regarding bundled reimbursement). We plan to pursue discussion with important industry players regarding this opportunity.

Dermatology

XBiotech has two ongoing clinical studies in dermatology, to assess bermekimab therapy in patients with Atopic dermatitis (AD) and hidradenitis suppurativa (HS). The Company believes that there continues to be considerable unmet medical need for effective treatment of both AD and HS. Moreover, recent FDA approvals of other biological agents to treat AD and HS have provided clinical study endpoints that we believe reduce uncertainty for our clinical study designs; therefore, these endpoints are included in XBiotech's current studies. Based on outcomes of the ongoing studies, XBiotech expects to initially focus on only one indication (AD or HS) to conduct pivotal registration stud(ies). The market for dupilumab (the recently approved AD biological drug) has been estimated to be as much as \$5 billion⁴, and Humira (the recently approved biological drug for HS) is expected to generate \$21 billion in sales by 2020⁵. Marketing approvals in either AD or HS indications for bermekimab would represent a very significant entry into the market.

² Vandecasteele et al. *Staphylococcus aureus* Infections in Hemodialysis: What a Nephrologist Should Know. Clin. J. Am. Soc. Nephrology. August 2009, 4 (8) 1388-1400

³ Based on the estimated 500,000 hemodialysis patients in the United States receiving treatment.

⁴ <https://www.mdmag.com/medical-news/promising-atopic-dermatitis-and-asthma-drug-fast-tracked-by-fda>

⁵ <https://www.reuters.com/article/us-abbvie-results/abbvie-says-humira-sales-will-balloon-to-21-billion-in-2020-shares-rise-idUSKBN1CW1JK>

Oncology

XBiotech continues to analyze data generated from its Phase III studies in oncology, particularly with respect to stratifying the groups to better understand which patients are likely to benefit most from bermekimab therapy. In Q3, these analyses have provided important information suggesting that patient selection based on biomarkers could significantly enhance response rates (response as defined in Hickish et al., *Lancet Oncology* 2017) to bermekimab therapy by nearly 50%. Analysis and manuscript preparation of these findings is being performed by our scientific board members, including leading oncologist Dr. Razelle Kurzrock, and others. The findings will be submitted for peer review and described in their entirety upon successful publication. The Company believes that these findings may provide a rationale for seeking registration or conducting further clinical work based on a biomarker-defined subgroup. The Company plans to seek FDA guidance based on these findings.

Other Developments

Scientific Board

During the quarter, XBiotech announced the addition of two leading physicians and researchers to its Scientific Advisory Board (SAB): Dr. Alice Gottlieb and Dr. Peter Libby. Both of these extraordinary scientists are world-recognized leaders in their fields.

Dr. Alice Gottlieb, M.D., Ph.D. is internationally recognized for her expertise and trail-blazing work in the development of biological therapies to treat skin diseases. She has played leading roles in the clinical development of therapies including etanercept, infliximab, ustekinumab and secukinumab. Dr. Gottlieb is working to help guide development of bermekimab for the treatment of skin diseases. She currently serves as Study Chair for XBiotech's ongoing Phase 2 study in hidradenitis suppurativa.

Dr. Peter Libby, M.D. is the Mallinckrodt Professor of Medicine at Harvard Medical School and clinical cardiologist at Brigham and Women's Hospital. Dr. Libby is collaborating with XBiotech on basic research into the mechanism of inflammation and the use of bermekimab to treat cardiovascular disease. Pioneering research by Dr. Libby and his team was recently published in the journal of the American Heart Association, *Arteriosclerosis, Thrombosis, and Vascular Biology*. The breakthrough findings of this research showed that bermekimab could potentially be used to prevent heart attacks and strokes.

Intellectual Property

XBiotech continues to aggressively expand its already extensive patent portfolio. During the quarter the Company was awarded 4 new patents and 7 patent allowances. A Canadian patent and Russian patent both cover bermekimab. Two European patents were awarded, one covering the use of IL-1 α -specific antibodies for the treatment of dermatological pathologies and the other the use of IL-1 α -specific antibodies for the treatment of cancer-associated cachexia. Patent applications allowed in Q3 include one each in Australia, Canada, Israel, Mexico, the Philippines, Russia, and South Korea. The allowed Australian application relates to using IL-1 α -specific antibodies to treat arthritis. The allowed Canadian application relates to using IL-1 α -specific antibodies to reduce a subset of blood cells that contribute to inflammatory diseases. The allowed Israeli and Mexican applications each cover key aspects of the Company's innovative True HumanTM antibody discovery platform. The allowed Russian application relates to using IL-1 α -specific antibodies to treat vascular diseases and complications thereof, and the allowed Philippines application relates to the Company's antibody for treating *S.aureus* infections, 514G3.

Risks

The Company continues to be subject to a number of risks common to companies in similar stages of development. Principal among these risks are the uncertainties of technological innovations, dependence on key individuals, development of the same or similar technological innovations by the Company's competitors and protection of proprietary technology. The Company's ability to fund its planned clinical operations, including completion of its planned clinical trials, is expected to depend on the amount and timing of cash receipts from future collaboration or product sales and/or financing transactions. The Company believes that its cash and cash equivalents of \$20.8 million at September 30, 2018 will enable the Company to achieve some key inflection points, including advanced clinical studies in certain indication(s), as well as on-going R&D efforts for the Company's pre-clinical pipeline. Based on our research and development plans and our timing expectations related to the progress of our programs, we expect that our cash and cash equivalents as of September 30, 2018 will enable us to fund our operating expenses and capital expenditure requirements through 2019. We have based this estimate on assumptions that may prove to be wrong, and we could utilize our available capital resources sooner than we currently expect.

Revenues

To date, we have not generated any revenue. Our ability to generate revenue and become profitable depends on our ability to successfully commercialize our lead product candidate, bermekimab, or any other product candidate we may advance in the future.

Research and Development Expenses

Research and development expense consists of expenses incurred in connection with identifying and developing our drug candidates. These expenses consist primarily of salaries and related expenses, stock-based compensation, the purchase of equipment, laboratory and manufacturing supplies, facility costs, costs for preclinical and clinical research, development of quality control systems, quality assurance programs and manufacturing processes. We charge all research and development expenses to operations as incurred.

Clinical development timelines, likelihood of success and total costs vary widely. We do not currently track our internal research and development costs or our personnel and related costs on an individual drug candidate basis. We use our research and development resources, including employees and our drug discovery technology, across multiple drug development programs. As a result, we cannot state precisely the costs incurred for each of our research and development programs or our clinical and preclinical drug candidates. From inception through September 30, 2018, we have recorded total research and development expenses, including share-based compensation, of \$180.8 million. Our total research and development expenses for the three months and nine months ended September 30, 2018 were \$3.9 million and \$10.9 million, respectively, compared to \$4.9 million and \$20.5 million for the three months and nine months ended September 30, 2017, respectively. Share-based compensation accounted for \$0.2 million and \$0.5 million for the three months and nine months ended September 30, 2018, respectively, compared to \$0.2 million and \$0.2 million for the three months and nine months ended September 30, 2017, respectively.

Research and development expenses, as a percentage of total operating expenses for the three months and nine months ended September 30, 2018 were 77% and 73%, respectively, compared to 75% and 77% for the three months and nine months ended September 30, 2017, respectively. The percentages, *excluding* stock-based compensation, for the three months and nine months ended September 30, 2018 were 79% and 76%, respectively, compared to 77% and 83% for the three months and nine months ended September 30, 2017, respectively.

There was a slight increase in our clinical development costs this quarter as the Company continues to progress with its two on-going phase 2 dermatology studies.

The clinical development costs may further increase going forward with potentially more advanced studies in the future as we evaluate our clinical data and pipeline.

Based on the results of our preclinical studies, we anticipate that we will select drug candidates and research projects for further development on an ongoing basis in response to their preclinical and clinical success and commercial potential. For research and development candidates in early stages of development, it is premature to estimate when material net cash inflows from these projects might occur.

General and Administrative Expenses

General and administrative expense consists primarily of salaries and related expenses for personnel in administrative, finance, business development and human resource functions, as well as the legal costs of pursuing patent protection of our intellectual property and patent filing and maintenance expenses, stock-based compensation, and professional fees for legal services. Our total general and administration expenses for the three months and nine months ended September 30, 2018 were \$1.2 million and \$4.0 million, respectively, compared to \$1.7 million and \$6.0 million for the three months and nine months ended September 30, 2017, respectively. Share-based compensation accounted for \$0.2 million and \$0.7 million for the three months and nine months ended September 30, 2018, respectively, compared to \$0.2 million and \$1.8 million for the three months and nine months ended September 30, 2017, respectively.

General and administrative expenses, as a percentage of total operating expenses for the three months and nine months ended September 30, 2018 were 23% and 27%, respectively, compared to 25% and 23% for the three months and nine months ended September 30, 2017, respectively. The percentages, *excluding* stock-based compensation, for the three months and nine months ended September 30, 2018 were 21% and 24%, respectively, compared to 23% and 17% for the three months and nine months ended September 30, 2017, respectively.

Critical Accounting Policies

The preparation of financial statements in conformity with generally accepted accounting principles requires us to make judgments, estimates and assumptions in the preparation of our consolidated financial statements and accompanying notes. Actual results could differ from those estimates. We believe there have been no significant changes in our critical accounting policies as discussed in our Annual Report on Form 10-K for the year ended December 31, 2017.

Results of Operations

Revenue

We did not record any revenue during the three months or nine months ended September 30, 2018 and 2017.

Expenses

Research and Development

Research and Development costs are summarized as follows (in thousands):

	Three Months Ended		Increase (Decrease)	% Increase (Decrease)
	September 30, 2018	September 30, 2017		
Salaries and related expenses	\$ 1,017	\$ 1,267	\$ (250)	-20%
Laboratory and manufacturing supplies	528	301	227	75%
Clinical trials and sponsored research	447	1,772	(1,325)	-75%
Stock-based compensation	224	217	7	3%
Other	1,724	1,373	351	26%
Total	\$ 3,940	\$ 4,930	\$ (990)	-20%

	Nine Months Ended		Increase (Decrease)	% Increase (Decrease)
	September 30, 2018	September 30, 2017		
Salaries and related expenses	\$ 3,088	\$ 5,250	\$ (2,162)	-41%
Laboratory and manufacturing supplies	1,165	2,313	(1,148)	-50%
Clinical trials and sponsored research	1,041	8,713	(7,672)	-88%
Stock-based compensation	474	237	237	100%
Other	5,114	4,005	1,109	28%
Total	\$ 10,882	\$ 20,518	\$ (9,636)	-47%

We do not currently track our internal research and development costs or our personnel and related costs on an individual drug candidate basis. We use our research and development resources, including employees and our drug discovery technology, across multiple drug development programs. As a result, we cannot state precisely the costs incurred for each of our research and development programs or our clinical and preclinical drug candidates.

Research and development expenses decreased by 20% to \$3.9 million for the three months ended September 30, 2018 compared to \$4.9 million for the three months ended September 30, 2017. Research and development expenses decreased by 47% to \$10.9 million for the nine months ended September 30, 2018 compared to \$20.5 million for the nine months ended September 30, 2017.

The three month decrease in research and development expenses was mainly due to a \$1.3 million decrease in clinical trials and sponsored research expenses, due to the completion of a global trial in 2017 and a new study being initiated in 2018 Q2. In addition, there was a decrease in salary and related expenses due to the reduction of our research and development workforce from 49 to 44. The increase in other research and development expenses was mainly caused by the amortization of the new manufacturing equipment.

Compared to the nine months ended September 30, 2017, the research and development expense decrease in the nine months ended September 30, 2018 was primarily caused by the decrease in clinical trials and sponsored research expense, due to the completion of a global trial in 2017 and a new study being initiated in 2018. Labor costs also decreased due to the reduced size of the research and development workforce. In addition, the decrease in laboratory and manufacturing supplies expense occurred due to a reduction in clinical trial drug manufacturing. Other research and development expenses increased, due to the amortization of the new manufacturing equipment.

General and Administrative

General and administrative costs are summarized as follows (in thousands):

	Three Months Ended September 30,		Increase (Decrease)	% Increase (Decrease)
	2018	2017		
Salaries and related expenses	\$ 191	\$ 407	\$ (216)	-53%
Patent filing expense	208	160	48	30%
Stock-based compensation	215	228	(13)	-6%
Professional fees	210	440	(230)	-52%
Other	351	428	(77)	-18%
Total	\$ 1,175	\$ 1,663	\$ (488)	-29%

	Nine Months Ended September 30,		Increase (Decrease)	% Increase (Decrease)
	2018	2017		
Salaries and related expenses	\$ 899	\$ 1,172	\$ (273)	-23%
Patent filing expense	609	517	92	18%
Stock-based compensation	712	1,828	(1,116)	-61%
Professional fees	553	1,168	(615)	-53%
Other	1,231	1,350	(119)	-9%
Total	\$ 4,004	\$ 6,035	\$ (2,031)	-34%

General and administrative expenses decreased by 29% to \$1.2 million for the three months ended September 30, 2018 compared to \$1.7 million for the three months ended September 30, 2017. General and administrative expenses decreased by 34% to \$4.0 million for the nine months ended September 30, 2018 compared to \$6.0 million for the nine months ended September 30, 2017.

The three months decrease was primarily related to a \$0.2 million decrease in professional fees, due to the reduction of legal expense. Salaries and related expenses decreased \$0.2 million, due to the general and administrative workforce decrease from 7 to 4. The decrease in other expense is mainly caused by the decrease in corporate insurance.

Compared to the nine months ended September 30, 2017, the general and administrative expense decrease in the nine months ended September 30, 2018 was primarily caused by the decrease of stock-based compensation due to a \$0.7 million repurchase of stock options from a certain individual in the second quarter of 2017 and the forfeitures of terminated employees' stock options in 2018. Professional fees decreased \$0.6 million due to the reduction of corporate legal and public relations activities. The decrease in labor cost was primarily related to the decrease in workforce from 7 to 4.

Other income (loss)

The following table summarizes other income (loss) (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Interest income	100	123	270	287
Foreign exchange gain (loss)	(36)	265	(411)	365
Total	\$ 64	\$ 388	\$ (141)	\$ 652

The interest income for the three months and nine months ended September 30, 2018 is mainly from the interest generated from the Company's Canadian bank account. Foreign exchange gain and loss was mainly due to the fluctuation between US dollar and Euro in the three months and nine months ended September 30, 2018 compared to the three months and nine months ended September 30, 2017.

Liquidity and Capital Resources

Our cash requirements could change materially as a result of the progress of our research and development and clinical programs, licensing activities, acquisitions, divestitures or other corporate developments.

Since our inception on March 22, 2005 through September 30, 2018, we have funded our operations principally through public offerings and the private placement of equity securities, which have provided aggregate cash proceeds of approximately \$257.4 million. The following table summarizes our sources and uses of cash (in thousands):

Net cash (used in) provided by:	Nine Months Ended September 30,	
	2018	2017
Operating activities	\$ (11,421)	\$ (26,842)
Investing activities	(114)	(1,151)
Financing activities	201	33,319
Effect of foreign exchange rate on cash and cash equivalents	415	(673)
Net change in cash and cash equivalents	\$ (10,919)	\$ 4,653

During the nine months ended September 30, 2018 and 2017, our operating activities used net cash of \$11.4 million and \$26.8 million, respectively. The use of net cash in each of these periods primarily resulted from our net losses. The decrease in net loss from operations for the nine months ended September 30, 2018 as compared to the nine months ended September 30, 2017 was mainly due to the decrease in clinical trials and sponsored research expenses and salaries and related expenses.

During the nine months ended September 30, 2018 and 2017, our investing activities used net cash of \$114 thousand and \$1.2 million, respectively. The use of cash was for the purchase of new research and development equipment.

During the nine months ended September 30, 2018 and 2017, our financing activities provided net cash proceeds of \$0.2 million and \$33.3 million, respectively. During the nine months ended September 30, 2018, employees exercised stock options to purchase a total of 80,500 shares of our common stock for approximately \$0.2 million in net proceeds. During the nine months ended September 30, 2017, we entered into subscription agreements with accredited investors, and sold 2.4 million common shares at \$13 per share for approximately \$31.6 million in net proceeds. Also, we sold 87 thousand shares under a Common Stock Sales Agreement with H.C. Wainwright & Co. LLC for net proceeds of approximately \$1.0 million. Employees exercised stock options to purchase a total of 289 thousand shares of common stock for a total of approximately \$0.8 million in net proceeds.

We expect to continue to incur substantial operating losses in the future. We will not receive any product revenue until a drug candidate has been approved by the EMA or similar regulatory agencies in other countries and successfully commercialized. As of September 30, 2018, our principal sources of liquidity were our cash and cash equivalents, which totaled approximately \$20.8 million.

Contractual Obligations and Commitments

On January 12, 2008, we entered a lease agreement to lease our office space in Austin, Texas. On September 15, 2010, we entered into a second lease agreement to lease additional space in Austin, Texas. On March 20, 2013, we extended the lease for an additional 21 months on the same terms and rental rates as the current lease. On February 28, 2015, we extended the lease for another 4 years. The future minimum lease payments are as follows as of September 30, 2018 (in thousands):

Contractual Obligations	Total	Less than 1 Year	1 - 3 Years	More than 3 years
Operating facility leases	\$ 197	\$ 197	\$ —	\$ —
Total contractual obligations	\$ 197	\$ 197	\$ —	\$ —

Rent expense for the three months and nine months ended September 30, 2018 were \$197 thousand and \$590 thousand, respectively, compared to \$186 thousand and \$558 thousand for the three months and nine months ended September 30, 2017, respectively.

Off-Balance Sheet Arrangements

Since inception, we have not engaged in any off-balance sheet activities, including the use of structured finance, special purpose entities or variable interest entities.

Item 3. Quantitative and Qualitative Disclosure of Market Risks

The Company is not currently exposed to material market risk arising from financial instruments, changes in interest rates or commodity prices, or fluctuations in foreign currencies. The Company has no need to hedge against any of the foregoing risks and therefore currently engages in no hedging activities.

Item 4. Controls and Procedures

Management's Evaluation of our Disclosure Controls and Procedures

As of the end of the period covered by this Quarterly Report on Form 10-Q, an evaluation was carried out by the Company's management, with the participation of the Chief Executive Officer and Principal Financial Officer, of the effectiveness of the Company's disclosure controls and procedures, as defined in Rule 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934. Based on such evaluation, the Chief Executive Officer and Principal Financial Officer concluded that the Company's disclosure controls and procedures are effective to ensure that information required to be disclosed in the reports the Company files or furnishes under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and regulations, and are operating in an effective manner.

Changes in Internal Control Over Financial Reporting

There was no change in our internal control over financial reporting that occurred during the second quarter of the year ended December 31, 2018 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Limitations on Effectiveness of Controls and Procedures

In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and that management is required to apply judgment in evaluating the benefits of possible controls and procedures relative to their costs.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

On October 23, 2018, the honorable Judge Dustin M. Howell of the 459th Travis County District Court has issued a letter ruling granting the Company's Motion to Dismiss the securities class action complaint brought against XBiotech (Case D-1-GN-17-003063). The District Court has directed the parties to prepare a formal order memorializing the ruling. Two federal cases were previously filed in the U.S. District Court for the Western District of Texas, but both of those cases have also been dismissed. Therefore, there no longer remains any litigation involving the Company.

Item 1A. Risk Factors

There have been no material changes to the risk factors included in our Annual Report on Form 10-K for the year ended December 31, 2017. Please carefully consider the information set forth in this Quarterly Report on Form 10-Q and the risk factors discussed in Part I, "Item 1A. Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2017, which could materially affect our business, financial condition or future results. The risks described in our Annual Report on Form 10-K, as well as other risks and uncertainties, could materially and adversely affect our business, results of operations and financial condition, which in turn could materially and adversely affect the trading price of shares of our Common Stock. Additional risks not currently known or currently material to us may also harm our business.

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

Not Applicable.

Item 3. Defaults upon Senior Securities

Not Applicable.

Item 4. Mine Safety Disclosures

Not Applicable.

Item 5. Other Information.

Not Applicable.

Item 6. Exhibits.

[31.1](#) [Certification of Principal Executive Officer Required Under Rule 13a-14\(a\) and 15d-14\(a\) of the Securities Exchange Act of 1934, as amended.](#)

[31.2](#) [Certification of Principal Financial Officer Required Under Rule 13a-14\(a\) and 15d-14\(a\) of the Securities Exchange Act of 1934, as amended.](#)

[32.1](#) [Certification of Principal Executive Officer and Principal Financial Officer Required Under Rule 13a-14\(b\) of the Securities Exchange Act of 1934, as amended, and 18 U.S.C. §1350.](#)

101 The following financial statements from the XBiotech Inc. Quarterly Report on Form 10-Q for the quarter ended September 30, 2018, formatted in Extensive Business Reporting Language (XBRL): (i) condensed consolidated balance sheets, (ii) condensed consolidated statements of operations, (iii) condensed consolidated statements of comprehensive loss, (iv) condensed consolidated statements of cash flows and (v) notes to condensed consolidated financial statements (detail tagged).

SIGNATURES

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

Date: October 31, 2018

XBIOTECH INC.

By: /S/ John Simard
John Simard
President, Chief Executive Officer and Director
(Principal Executive Officer)

Date: October 31, 2018

By: /S/ Queena Han
Queen Han
Vice President, Finance and Human Resources,
and Secretary (Principal Financial Officer and
Principal Accounting Officer)

CERTIFICATIONS

I, John Simard, certify that:

1. I have reviewed this quarterly report on Form 10-Q of XBiotech 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)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer 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: October 31, 2018

/S/ John Simard
John Simard
Chief Executive Officer and President
(Principal Executive Officer)

CERTIFICATIONS

I, Queena Han, certify that:

1. I have reviewed this quarterly report on Form 10-Q of XBiotech 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)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer 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: October 31, 2018

/S/ QUEENA HAN

Queen Han

Vice President, Finance and Human Resources and Secretary
(Principal Financial Officer)

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

In connection with the Quarterly Report of XBiotech Inc. on Form 10-Q for the period ended September 30, 2018 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, John Simard, Chief Executive Officer and President of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of XBiotech Inc.

/S/JOHN SIMARD

John Simard
Chief Executive Officer and President
(Principal Executive Officer)
Date: October 31, 2018

In connection with the Quarterly Report of XBiotech Inc. on Form 10-Q for the period ended September 30, 2018, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Queena Han, Vice President of Finance, Human Resources and Secretary of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of XBiotech Inc.

/S/ QUEENA HAN

Queenana Han
Vice President, Finance and Human Resources and
Secretary
(Principal Financial Officer)
Date: October 31, 2018
