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

FORM 10-Q

(Mark One)

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

FOR THE QUARTERLY PERIOD ENDED: March 31, 2017

☐ **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: 001-36856

CONTRAVIR PHARMACEUTICALS, INC.
(Exact name of registrant as specified in its charter)

Delaware	**46-2783806**
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)

399 Thornall Street, First Floor, Edison, New Jersey 08837
(Address of principal executive offices) (Zip Code)

(732) 902-4000
(Registrant's telephone number)

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

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

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

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

The number of the registrant's shares of common stock outstanding was 63,707,348 as of April 12, 2017.

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NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q for ContraVir Pharmaceuticals Inc. may contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Such forward-looking statements are characterized by future or conditional verbs such as "may," "will," "expect," "intend," "anticipate," believe," "estimate" and "continue" or similar words. You should read statements that contain these words carefully because they discuss future expectations and plans, which contain projections of future results of operations or financial condition or state other forward-looking information. Such statements are only predictions and our actual results may differ materially from those anticipated in these forward-looking statements. We believe that it is important to communicate future expectations to investors. However, there may be events in the future that we are not able to accurately predict or control. Factors that may cause such differences include, but are not limited to, those discussed under Item 1A. Risk Factors and elsewhere in the audited financial statements as of and for the period ended June 30, 2016 contained in the Company's Annual Report on Form 10-K ("Form 10-K") filed with the Securities and Exchange Commission ("SEC") on September 28, 2016. These factors include the uncertainties associated with product development, the risk that products that appeared promising in early clinical trials do not demonstrate safety and efficacy in larger-scale clinical trials, the risk that we will not obtain approval to market our products, the risks associated with dependence upon key personnel and the need for additional financing. We do not assume any obligation to update forward-looking statements as circumstances change and thus you should not unduly rely on these statements.

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PART I—FINANCIAL INFORMATION

Item 1. Financial Statements

CONTRAVIR PHARMACEUTICALS, INC.

CONDENSED CONSOLIDATED BALANCE SHEETS

	March 31, 2017 (unaudited)	June 30, 2016
ASSETS		
Current Assets:		
Cash	$ 6,137,465	$ 7,403,940
Prepaid expenses	421,426	491,045
Total Current Assets	6,558,891	7,894,985
Property and equipment, net	71,640	80,848
In-process research and development	3,190,000	3,190,000
Goodwill	1,870,924	1,870,924
Other assets	68,377	69,955
Total Assets	$ 11,759,832	$ 13,106,712
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities:		
Accounts payable	$ 1,562,795	$ 4,252,243
Accrued expenses	910,833	820,894
Capital lease liability	—	10,410
Total Current Liabilities	2,473,628	5,083,547
Contingent consideration	4,490,000	3,320,000
Deferred tax liability	1,269,620	1,269,620
Derivative financial instruments, at estimated fair value—warrants	3,912,006	2,115,965
Total Liabilities	12,145,254	11,789,132
Stockholders' Equity:		
Convertible preferred stock, par value $0.0001 per share. Authorized 20,000,000 shares	—	—
Series A convertible preferred stock, stated value $10.00 per share, 104,013 and 1,250,000 shares issued and outstanding at March 31, 2017 and June 30, 2016, respectively	1,040,128	12,500,000
Series B convertible preferred stock, stated value $10.00 per share, 0 and 120,000 shares issued and outstanding at March 31, 2017 and June 30, 2016, respectively	—	1,200,000
Common stock, par value of $.0001 per share. Authorized 120,000,000 shares, 63,707,348 and 32,231,241 shares issued and outstanding at March 31, 2017 and June 30, 2016, respectively	6,371	3,224
Additional paid-in capital	60,121,584	32,226,851
Accumulated deficit	(61,553,505)	(44,612,495)
Total Stockholders' Equity	(385,422)	1,317,580
Total Liabilities and Stockholders' Equity	$ 11,759,832	$ 13,106,712

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

CONTRAVIR PHARMACEUTICALS, INC.

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

	Three Months Ended		Nine Months Ended	
	March 31, 2017	March 31, 2016	March 31, 2017	March 31, 2016
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Revenues	$ —	$ —	$ —	$ —
Costs and Expenses:				
Research and development	2,944,652	3,186,781	10,392,004	10,994,712
General and administrative	1,963,527	1,465,939	5,415,552	4,016,503
Loss from Operations	(4,908,179)	(4,652,720)	(15,807,556)	(15,011,215)
Change in fair value of derivative financial instruments—warrants and contingent consideration	(2,710,447)	735,227	(3,041,457)	3,218,846
Loss before income taxes	(7,618,626)	(3,917,493)	(18,849,013)	(11,792,369)
Income tax benefit	—	—	1,908,003	—
Net loss	$ (7,618,626)	$ (3,917,493)	$ (16,941,010)	$ (11,792,369)
Weighted Average Common Shares Outstanding				
Basic and Diluted	63,301,676	27,297,311	53,688,464	25,403,001
Net Loss per Common Share				
Basic and Diluted	$ (0.12)	$ (0.14)	$ (0.32)	$ (0.46)

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

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CONTRAVIR PHARMACEUTICALS, INC.

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY

(UNAUDITED)

	Preferred Stock, Series A $0.0001 par value		Preferred Stock, Series B $0.0001 par value		Common Stock, $0.0001 par value		Additional Paid in Capital	Accumulated Deficit	Total Stockholder's Equity
	Shares	Amount	Shares	Amount	Shares	Par Value			
Balance June 30, 2016	1,250,000	$ 12,500,000	120,000	$ 1,200,000	32,231,241	$ 3,224	$ 32,226,851	$ (44,612,495)	$ 1,317,580
Issuance of common stock, net	—	—	—	—	6,441,879	639	13,562,519	—	13,563,158
Conversion of preferred stock to common stock	(1,145,987)	(11,459,872)	(120,000)	(1,200,000)	24,946,162	2,495	12,657,377	—	—
Stock-based compensation expense	—	—	—	—	—	5	1,483,151	—	1,483,156
Exercise of warrants	—	—	—	—	50,000	5	160,412	—	160,417
Exercise of stock options	—	—	—	—	38,066	3	31,274	—	31,277
Net loss	—	—	—	—	—	—	—	(16,941,010)	(16,941,010)
Balance March 31, 2017	104,013	$ 1,040,128	—	$ —	63,707,348	$ 6,371	$ 60,121,584	$ (61,553,505)	$ (385,422)

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

CONTRAVIR PHARMACEUTICALS, INC.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

	Nine Months Ended March 31,	
	2017 (Unaudited)	2016 (Unaudited)
Cash Flows From Operating Activities:		
Net loss	$ (16,941,010)	$ (11,792,369)
Adjustments to reconcile net loss to net cash used in operating activities:		
Stock-based compensation expense	1,483,156	473,084
Change in fair value of derivative instrument—warrants	1,871,457	(3,218,846)
Change in fair value of contingent consideration	1,170,000	—
Depreciation and amortization expense	21,492	16,124
Changes in operating assets and liabilities:		
Accounts payable and accrued expenses	(2,599,509)	2,350,563
Prepaid expenses and other assets	71,197	11,590
Net Cash used in Operating Activities	(14,923,217)	(12,159,854)
Cash Flows From Investing Activities:		
Purchases of property and equipment	(12,284)	(6,603)
Net Cash Used in Investing Activities	(12,284)	(6,603)
Cash Flows From Financing Activities:		
Current portion of capital lease	(10,410)	—
Proceeds from the issuance of common stock and warrants, net	13,563,159	13,525,960
Proceeds from the exercise of warrants	85,000	—
Proceeds from the exercise of stock options	31,277	34,093
Net Cash provided by Financing Activities	13,669,026	13,560,053
Net increase\(decrease) in cash	(1,266,475)	1,393,596
Cash at beginning of period	7,403,940	4,563,165
Cash at end of period	$ 6,137,465	$ 5,956,761
Supplementary Disclosure Of Non-Cash Financing Activities:		
Conversion of Series A convertible preferred stock	$ 11,459,872	$ —
Conversion of Series B convertible preferred stock	$ 1,200,000	$ —
Fair value of warrants issued in conjunction with common stock offering	$ —	$ 4,384,523

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

CONTRAVIR PHARMACEUTICALS, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

1. Business Overview

ContraVir Pharmaceuticals Inc. ("ContraVir" or the "Company") is a biopharmaceutical company focused primarily on the clinical development of Tenofovir Exalidex ("TXL") (formerly CMX157) and CRV431 to treat Hepatitis B (HBV), and Valnivudine (formerly FV-100) to treat herpes zoster (HZ), or shingles, which is an infection caused by the reactivation of varicella zoster virus (VZV) or "chickenpox"

On June 10, 2016, the Company, through a wholly-owned subsidiary now known as ContraVir Research Inc., acquired Ciclofilin Pharmaceuticals, Inc. a biopharmaceutical company incorporated on January 13, 2014 in California and reincorporated in Delaware on October 15, 2014. Ciclofilin Pharmaceuticals, Inc. had one wholly-owned subsidiary, Ciclofilin Pharmaceuticals Corp., incorporated in Canada on January 24, 2014. Together, Ciclofilin Pharmaceuticals, Inc. and Ciclofilin Pharmaceuticals Corp ("Ciclofilin") are a wholly-owned subsidiary known as ContraVir Research Inc. that specializes in the development of cyclophilin inhibitors, an emerging class of drugs for infectious, inflammatory, and degenerative diseases. Ciclofilin's lead drug candidate, CRV431, is a potent cyclophilin inhibitor that blocks multiple HBV activities including entry into cells and replication, and is currently in pre-clinical development.

2. Basis of Presentation and Going Concern

These unaudited condensed consolidated financial statements have been prepared following the requirements of the Securities and Exchange Commission ("SEC") and United States generally accepted accounting principles ("GAAP") for interim reporting. In the opinion of management, the accompanying unaudited condensed consolidated financial statements include all adjustments, which include only normal recurring adjustments, necessary to present fairly the Company's interim financial information. The accompanying unaudited condensed consolidated financial statements should be read in conjunction with the audited financial statements as of and for the year ended June 30, 2016 contained in the Company's Annual Report on Form 10-K ("Form 10-K") filed with the Securities and Exchange Commission ("SEC") on September 28, 2016.

Going Concern

As of March 31, 2017, ContraVir had $6.1 million in cash. Net cash used in operating activities was $14.9 million for the nine months ended March 31, 2017. Net loss for the nine months ended March 31, 2017 was $16.9 million. As of March 31, 2017, ContraVir had working capital of $4.0 million.

These unaudited financial statements have been prepared under the assumption that the Company will continue as a going concern within one year of the issuance of these financial statements without additional capital becoming available to attain further operating efficiencies and, ultimately, to generate revenue. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

The Company will be required to raise additional capital within the next year to continue the development and commercialization of its current product candidate and to continue to fund operations at its current cash expenditure levels. The Company cannot be certain that additional funding will be available on acceptable terms, or at all. Any debt financing, if available, may involve restrictive covenants that impact the Company's ability to conduct business. If the Company is unable to raise additional capital when required or on acceptable terms, it may have to (i) significantly delay, scale back or discontinue the development and/or commercialization of its product candidate; (ii) seek collaborators for product candidates at an earlier stage than otherwise would be desirable and on terms that are less favorable than might otherwise be available; or (iii) relinquish or otherwise dispose of rights to technologies, product candidates or products that the Company would otherwise seek to develop or commercialize itself on unfavorable terms.

Use of Estimates

The preparation of financial statements in conformity with U.S. 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 financial statements and the reported amounts of expenses during the reporting period. Changes in estimates and assumptions are reflected in reported results in the period in which they become known. Actual results could differ from those estimates.

Cash

As of March 31, 2017 and June 30, 2016, the amount of cash was approximately $6.1 million and $7.4 million, respectively, consisting of checking accounts held at a U.S. commercial bank and a Canadian commercial bank. Cash is maintained at financial institutions and, at times, balances may exceed federally insured limits. The Company has never experienced losses related to these balances.

Fair Value of Financial Instruments

ASC Topic 820, Fair Value Measurement (ASC 820), establishes a fair value hierarchy for instruments measured at fair value that distinguishes between assumptions based on market data (observable inputs) and the Company's own assumptions (unobservable inputs). Observable inputs are inputs that market participants would use in pricing the asset or liability based on market data obtained from sources independent of the Company. Unobservable inputs are inputs that reflect assumptions about the inputs that market participants would use in pricing the asset or liability, and are developed based on the best information available in the circumstances.

ASC 820 identifies fair value as the exchange price, or 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 a basis for considering market participant assumptions in fair value measurements, ASC Topic 820 establishes a three-tier fair value hierarchy that distinguishes among the following:

- Level 1—Valuations based on unadjusted quoted prices in active markets for identical assets or liabilities that the Company has the ability to access.

- Level 2—Valuations based on quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active and models for which all significant inputs are observable, either directly or indirectly.

- Level 3—Valuations based on inputs that are unobservable and significant to the overall fair value measurement.

To the extent that the valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. Accordingly, the degree of judgment exercised by the Company in determining fair value is greatest for instruments categorized in Level 3. A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

Financial instruments consist of cash and accounts payable. These financial instruments are stated at their respective historical carrying amounts, which approximate fair value due to their short term nature.

Derivative financial instruments

The Company has issued common stock warrants in connection with the execution of certain equity financings. The fair value of the warrants, which were deemed to be derivative instruments based on certain contingent put features, was recorded as a derivative liability under the provisions of ASC Topic 815 Derivatives and Hedging ("ASC 815") upon issuance. Subsequently, the liability is adjusted to fair value as of the end of each reporting period and the changes in fair value of derivative liabilities are recorded in the statements of operations under the caption "Change in fair value of derivative financial instruments—warrants." See Note 6 for additional information.

Research and Development

Research and development costs, which include expenditures in connection with an in-house research and development laboratory, salaries and staff costs, application and filing for regulatory approval of proposed products, purchased in-process research and development, license costs, regulatory and scientific consulting fees, as well as contract research, insurance and FDA consultants, are accounted for in accordance with ASC Topic 730, Research and Development, ("ASC 730"). Also, as prescribed by this guidance, patent filing and maintenance expenses are considered legal in nature and therefore classified as general and administrative expense, if any.

ContraVir does not currently have any commercial biopharmaceutical products, and does not expect to have such for several years if at all. Accordingly, our research and development costs are expensed as incurred. While certain of our research and development costs may have future benefits, our policy of expensing all research and development expenditures is predicated on the fact that ContraVir has no history of successful commercialization of product candidates to base any estimate of the number of future periods that would be benefited.

Also as prescribed by ASC 730, non-refundable advance payments for goods or services that will be used or rendered for future research and development activities should be deferred and capitalized. As the related goods are delivered or the services are performed, or when the goods or services are no longer expected to be provided, the deferred amounts would be recognized as an expense. At March 31, 2017 and June 30, 2016, ContraVir had prepaid research and development costs of approximately $144,722 and $354,542, respectively.

Share-based payments

ASC Topic 718 "Compensation—Stock Compensation" ("ASC 718") requires companies to measure the cost of employee services received in exchange for the award of equity instruments based on the estimated fair value of the award at the date of grant. The expense is to be recognized over the period during which an employee is required to provide services in exchange for the award. Generally, the Company issues stock options with only service based vesting conditions and records the expense for these awards using the straight-line method.

The fair value of each stock option grant is estimated on the date of grant using the Black-Scholes option-pricing model. ContraVir has a limited trading history in its common stock and lacks company-specific historical and implied volatility information. Therefore, it estimates its expected stock volatility based on the historical volatility of a publicly traded set of peer companies and expects to continue to do so until such time as it has adequate historical data regarding the volatility of its own traded stock price. The expected term of the Company's stock options has been determined utilizing the "simplified" method for awards that qualify as "plain-vanilla" options. 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 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 Company accounts for stock options issued to non-employees in accordance with ASC Topic 505-50 "Equity-Based Payment to Non-Employees" and accordingly the value of the stock compensation to non-employees is based upon the measurement date as determined at either a) the date at which a performance commitment is reached, or b) at the date at which the necessary performance to earn the equity instruments is complete. At the end of each financial reporting period prior to completion of the service, the fair value of these awards is remeasured using the then-current fair value of the Company's common stock and updated assumption inputs in the Black-Scholes option-pricing model.

ASC 718 requires that cash flows resulting from tax deductions in excess of the cumulative compensation cost recognized for options exercised (excess tax benefits) be classified as cash inflows from financing activities and cash outflows from operating activities. Due to ContraVir's accumulated deficit position, no excess tax benefits have been recognized.

3. Recent Accounting Pronouncements

In January 2017, the FASB issued ASU 2017-04, "Intangibles—Goodwill and Other (Topic 350) Simplifying the Test for Goodwill Impairment ". The amendments in this Update modify the concept of impairment from the condition that exists when the carrying amount of goodwill exceeds its implied fair value to the condition that exists when the carrying amount of a reporting unit exceeds its fair value. An entity no longer will determine goodwill impairment by calculating the implied fair value of goodwill by assigning the fair value of a reporting unit to all of its assets and liabilities as if that reporting unit had been acquired in a business combination. Because these amendments eliminate Step 2 from the goodwill impairment test, they should reduce the cost and complexity of evaluating goodwill for impairment. A public business entity that is a U.S. Securities and Exchange Commission (SEC) filer should adopt the amendments in this Update for its annual or

any interim goodwill impairment tests in fiscal years beginning after December 15, 2019. Early adoption is permitted for interim or annual goodwill impairment tests performed on testing dates after January 1, 2017. The Company is currently assessing the impact that adopting this new accounting guidance will have on its financial statements and footnote disclosures.

In January 2017, the FASB issued ASU 2017-01, "Business Combinations (Topic 805) Clarifying the Definition of a Business". The amendments in this Update is to clarify the definition of a business with the objective of adding guidance to assist entities with evaluating whether transactions should be accounted for as acquisitions (or disposals) of assets or businesses. The definition of a business affects many areas of accounting including acquisitions, disposals, goodwill, and consolidation. The guidance is effective for annual periods beginning after December 15, 2017, including interim periods within those periods. The Company is currently assessing the impact that adopting this new accounting guidance will have on its financial statements and footnote disclosures.

In March 2016, the FASB issued ASU 2016-09, *Improvements to Employee Share-Based Payment Accounting*, which amends the accounting for share-based payment transactions. These changes, which are designed for simplification, involve several aspects of the accounting for share-based transactions, including the income tax consequences, and classification on the statement of cash flows. Adoption and implementation of the guidance is not required by the Company until the beginning of fiscal 2018, although early adoption is permitted. The Company is currently assessing the impact that adopting this new accounting guidance will have on its financial statements and footnote disclosures.

On September 25, 2015, the FASB issued Accounting Standards Update 2015-16, Simplifying the Accounting for Measurement-Period Adjustments, that eliminates the requirement to restate prior period financial statements for measurement period adjustments. The new guidance requires that the cumulative impact of a measurement period adjustment (including the impact on prior periods) be recognized in the reporting period in which the adjustment is identified. The amendments are effective for public business entities for fiscal years, and for interim periods within those fiscal years, beginning after December 15, 2015. For all other entities, the amendments in this Update are effective for fiscal years beginning after December 15, 2016, and for interim periods within fiscal years beginning after December 15, 2017. Early adoption is permitted. The Company is assessing the impact that adopting this new accounting guidance will have on its financial statements and footnote disclosures.

4. Business Combination

Acquisition of Ciclofilin Pharmaceuticals, Inc.

On June 10, 2016, ContraVir completed its acquisition of 100% of the common stock of Ciclofilin. The transaction provided ContraVir with a product candidate, CRV431, that is in pre-clinical stage development, targeted at treating hepatitis B. CRV431 belongs to a known drug class of cyclophilin inhibitors derived from cyclosporine A, and was designed specifically to optimize potency and selectivity against HBV.

The acquisition-date fair value of the consideration transferred was as follows:

	At June 10, 2016
Cash	$ 300,000
Notes receivable settled upon closing of transaction	200,000
Contingent consideration	3,320,000
Total consideration	$ 3,820,000

On April 12, 2016, Ciclofilin issued $200,000 of convertible 1% Notes payable to ContraVir with a maturity date of October 12, 2016. This Note was to be repaid upon the earlier of i) a change in control event or ii) October 12, 2016. In the event of a change of control event in which ContraVir was the acquirer, any amount due from ContraVir to Ciclofilin at closing would be set-off by the principal amount. The Note was effectively settled upon closing of the transaction, with the settlement amount equal to the carrying amount. There was no impact to ContraVir's consolidated statements of operations as a result of the settlement and the settlement amount is included in total consideration above.

The contingent consideration represents the acquisition date fair value of potential future payments, to be paid in cash and Company stock, upon the achievement of certain milestones as described below. The contingent consideration was estimated based on a probability-weighted discounted cash flow model, which is an income approach.

Milestone Event under the ContraVir Merger Agreement	Milestone Payment to Stockholders
Upon receipt of Phase I Positive Data from the Phase I trial of CRV431 in humans	(1) Such number of validly issued, fully paid and non-assessable shares of Buyer Common Stock equal to 2.5% of the issued and outstanding Buyer Common Stock on the Closing Date and (2) $1,000,000 by wire transfer of immediately available funds.
Upon receipt of Phase II Positive Data from a proof of concept clinical trial (whether an HBV-positive Phase I clinical trial or a separate Phase II clinical trial, or otherwise) of CRV431 in humans	(1) Such number of validly issued, fully paid and non-assessable shares of Buyer Common Stock equal to 7.5% of the issued and outstanding Buyer Common Stock on the Closing Date and (2) $3,000,000 by wire transfer of immediately available funds.
Upon initiation of a Phase III trial of CRV431	$5,000,000
Upon the acceptance by the U.S. Food and Drug Administration of a new drug application for CRV431	$8,000,000

The transaction was accounted for as a business combination under the acquisition method of accounting. Accordingly, the tangible and identifiable intangible assets acquired and liabilities assumed were recorded at fair value as of the date of acquisition, with the remaining purchase price recorded as goodwill. Goodwill is not deductible for tax purposes.

The following table summarizes the estimated fair values of the assets acquired and liabilities assumed at the date of acquisition:

	At June 10, 2016
Cash	$ 4,397
Tax receivable	5,504
Prepaid rent	1,769
Property, plant and equipment, net	14,329
Other assets	13,107
In-process research and development	3,190,000
Current portion of capital lease	(10,410)
Deferred tax liability	(1,269,620)
Total net assets acquired	$ 1,949,076
Goodwill	1,870,924
Total consideration	$ 3,820,000

There were no measurement period adjustments recorded in the nine months ended March 31, 2017.

Acquired In-Process Research and Development

Acquired IPR&D is the estimated fair value of the CRV431 asset at the acquisition date. The Company determined that the estimated fair value of CRV431 was $3,190,000 as of the acquisition date using the Multi-Period Excess Earnings Method, or MPEEM, which is a form of the income approach. Under the MPEEM, the fair value of an intangible asset is equal to the present value of the asset's projected incremental after-tax cash flows (excess earnings) remaining after deducting the market rates of return on the estimated value of contributory assets (contributory charge) over its remaining useful life.

To calculate fair value of CRV431 under the MPEEM, the Company used probability-weighted, projected cash flows discounted at a rate considered appropriate given the significant inherent risks associated with drug development by clinical-stage companies. Cash flows were calculated based on estimated projections of revenues and expenses related to CRV431 and then reduced by a contributory charge on requisite assets employed. Contributory assets included working capital, net fixed assets and assembled workforce. Rates of return on the contributory assets were based on rates used for comparable market participants. Cash flows were assumed to extend through 2040. The resultant cash flows were then discounted to present value using a weighted-average cost of capital for companies with profiles substantially similar to that of ContraVir, which the Company believes represent the rate that market participants would use to value the assets. The Company compensated for the phase of development of the program by applying a probability factor to the estimation of the expected future cash flows. The projected cash flows were based on significant assumptions, including the indication in which development of CRV431 will be pursued, the time and resources needed to complete the development and regulatory approval of CRV431, estimates of revenue and operating profit related to the program considering its stage of development,

the life of the potential commercialized product, market penetration and competition, and risks associated with achieving commercialization, including delay or failure to obtain regulatory approvals to conduct clinical studies, failure of clinical studies, delay or failure to obtain required market clearances, and intellectual property litigation.

Deferred Income Tax Liability

The Company recorded a $1,269,620 deferred income tax liability resulting from the acquisition reflecting the tax impact of the difference between the book basis and tax basis of acquired IPR&D. Such deferred income tax liability cannot be used to offset deferred tax assets when analyzing the Company's valuation allowance as the acquired IPR&D is considered to have an indefinite life until the Company completes or abandons development of CRV431.

5. Stockholder's Equity and Derivative Liability

Preferred stock, Common Stock and Warrant Offering

On October 14, 2014, the Company closed a private offering of Series A Convertible Preferred Stock (the "Series A") and issued 900,000 shares of Series A preferred at $10.00 per share, generating gross proceeds of approximately $9,000,000. The Company also granted the purchaser the option to purchase up to an additional 350,000 shares of Series A prior to February 28, 2015. The Series A are classified as permanent equity in accordance with ASC Topic 480, *Distinguishing Liabilities from Equity.* The Company issued an additional 50,000 shares of Series A preferred at $10.00 per share on December 23, 2014, an additional 30,000 shares of Series A preferred at $10.00 per share on February 10, 2015 and an additional 270,000 shares on February 26, 2015, resulting in the issuance of a total of 1.25 million shares of Series A Preferred stock generating aggregate gross proceeds of $12.5 million. Further, on December 17, 2014, the Company licensed TXL from Chimerix in exchange for an upfront payment of 120,000 shares of our Series B Preferred stock valued at $1.2 million.

During the period from August 5, 2016 to March 31, 2017, certain holders of the Company's Series A Convertible Preferred Stock elected to convert approximately 1.1 million shares of Series A Convertible Preferred stock into approximately 23.9 million shares of the Company's common stock. In addition, in September 2016, the holder of the Company's Series B Convertible Preferred stock elected to convert the outstanding 120,000 shares of Series B Convertible Preferred stock into approximately 1.1 million shares of the Company's common stock

On October 7, 2015, the Company entered into an underwriting agreement related to the public offering and sale of 5,000,000 shares of common stock and warrants to purchase up to 3,000,000 shares of common stock, at a fixed combined price to the public of $3.00 under the Company's current shelf registration statement on Form S-3. The shares of common stock and warrants were issued separately on October 13, 2015. The warrants are immediately exercisable and will be exercisable for a period of five years from the date of issuance at an exercise price of $4.25 per share. There is not, nor is there expected to be, any trading market for the warrants issued in the offering contemplated by the Underwriting Agreement. The Company also granted the Underwriters a 45-day option to purchase up to an additional 750,000 additional shares of common stock and additional warrants to purchase up to 450,000 shares of common stock at $3.00, which was not exercised. The gross proceeds to the Company were $15 million, before deducting the underwriting discount and other offering expenses payable by the Company of approximately $1.5 million. If the warrants were exercised in full, ContraVir would receive additional proceeds of approximately $12.8 million.

If the Company consummates any merger, consolidation, sale or other reorganization event in which its common stock is converted into or exchanged for securities, cash or other property ("Fundamental transaction"), then the Company shall pay at the holder's option, exercisable at any time commencing on the occurrence or the consummation of the fundamental transaction and continuing for 90 days, an amount of cash equal to the value of the remaining unexercised portion of the warrant as determined in accordance with the Black-Scholes option pricing model on the date of such fundamental transaction. As a result of these terms, in accordance with the guidance contained in ASC Topic 815-40, the Company has determined that the warrants issued in connection with this financing transaction must be recorded as derivative liabilities upon issuance and marked to market on a quarterly basis in the Company's statement of operations and comprehensive loss. Upon the issuance of these warrants, the fair value of approximately $4.4 million was recorded as derivative financial instruments liability—warrants.

The fair value of these liability classified warrants were estimated using the Black-Scholes option pricing model. The Company develops its own assumptions for use in the Black-Scholes option pricing model that do not have observable inputs or available market data to support the fair value. This method of valuation involves using inputs such as the fair value of the Company's common stock, stock price volatility of comparable companies, the contractual term of the warrants, risk free interest rates and dividend yields. The Company has a limited trading history in its common stock, therefore, expected

volatility is based on that of comparable public development stage biotechnology companies. Due to the nature of these inputs, the valuation of the warrants is considered a Level 3 measurement.

The following assumptions were used to remeasure the warrants liability as of March 31, 2017 and June 30, 2016:

	June 30, 2016	March 31, 2017
Price of ContraVir common stock	$ 2.76	$ 1.77
Expected warrant term (years)	5.00 years	3.53 years
Risk-free interest rate	1.36%	1.61%
Expected volatility	76%	70%
Dividend yield	—	—

On April 4, 2016, the Company closed on a public offering of 4,929,578 shares of its common stock and warrants to purchase up to 2,464,789 shares of common stock, at a fixed combined price to the public of $1.42 under the Company's current shelf registration statement on Form S-3. The warrants are immediately exercisable and will be exercisable for a period of five years from the date of issuance at an exercise price of $1.70 per share. There is not, nor is there expected to be, any trading market for the warrants issued in the offering contemplated by the Underwriting Agreement. The gross proceeds to the Company were $7 million, before deducting the underwriting discount and other offering expenses payable by the Company of approximately $0.7 million. If the outstanding warrants were exercised in full, ContraVir would receive additional proceeds of approximately $4.1 million.

Similar to the terms of the warrants issued in October 2015, if the Company consummates any merger, consolidation, sale or other reorganization event in which its common stock is converted into or exchanged for securities, cash or other property ("Fundamental transaction"), then the Company shall pay at the holder's option, exercisable at any time commencing on the occurrence or the consummation of the fundamental transaction and continuing for 90 days, an amount of cash equal to the value of the remaining unexercised portion of the warrant as determined in accordance with the Black-Scholes option pricing model on the date of such fundamental transaction. As a result of these terms, in accordance with the guidance contained in ASC Topic 815-40, the Company has determined that the warrants issued in connection with this financing transaction must be recorded as derivative liabilities upon issuance and marked to market on a quarterly basis in the Company's statement of operations and comprehensive loss. Upon the issuance of these warrants, the fair value of approximately $1.5 million was recorded as derivative financial instruments liability—warrants.

The fair value of these liability classified warrants were estimated using the Black-Scholes option pricing model. The Company develops its own assumptions for use in the Black-Scholes option pricing model that do not have observable inputs or available market data to support the fair value. This method of valuation involves using inputs such as the fair value of the Company's common stock, stock price volatility of comparable companies, the contractual term of the warrants, risk free interest rates and dividend yields. The Company has a limited trading history in its common stock, therefore, expected volatility is based on that of comparable public development stage biotechnology companies. Due to the nature of these inputs, the valuation of the warrants is considered a Level 3 measurement.

During the three months ended December 31, 2016, a warrant holder exercised 50,000 warrants with a $1.70 exercise price resulting in cash proceeds to the Company of $85,000.

The following assumptions were used to remeasure the warrants liability as of March 31, 2017 and June 30, 2016:

	June 30, 2016	March 31, 2017
Price of ContraVir common stock	$ 1.16	$ 1.77
Expected warrant term (years)	5.00 years	4.01 years
Risk-free interest rate	1.22%	1.70%
Expected volatility	76%	73%
Dividend yield	—	—

The following table sets forth the components of changes in the Company's derivative financial instruments liability balance for the nine months ended March 31, 2017:

Date	Description	Number of Warrants Outstanding	Derivative Instrument Liability
July 1, 2016	Balance of derivative financial instruments liability	5,464,789	$ 2,115,965
	Change in fair value of warrants for the nine months ended March 31, 2017	—	1,871,458
Exercise of warrants	Warrants issued in conjunction with the April 2016 offering with an exercise price of $1.70	(50,000)	(75,417)
March 31, 2017	Balance of derivative financial instruments liability	5,414,789	$ 3,912,006

Controlled Equity Offering Sales Agreement

On March 9, 2015, the Company entered into a Controlled Equity Offering Sales Agreement (the "Agreement"), with Cantor Fitzgerald & Co., as sales agent ("Cantor"), pursuant to which the Company may offer and sell, from time to time, through Cantor shares of the Company's common stock, par value $0.0001 per share (the "Shares"), up to an aggregate offering price of $50.0 million. The Company intends to use the net proceeds from these sales to fund research and development activities, including the Phase 3 clinical trial of Valnivudine, and for working capital and other general corporate purposes, and possible acquisitions of other companies, products or technologies, though no such acquisitions are currently contemplated.

Under the Agreement, Cantor may sell the Shares by methods deemed to be an "at-the-market" offering as defined in Rule 415 promulgated under the Securities Act of 1933, as amended (the "Securities Act"), including sales made directly on The NASDAQ Capital Market, on any other existing trading market for the Shares or to or through a market maker. In addition, under the Agreement, Cantor may sell the Shares by any other method permitted by law, including in privately negotiated transactions. Subject to the terms and conditions of the Agreement, Cantor will use commercially reasonable efforts, consistent with its normal trading and sales practices and applicable state and federal law, rules and regulations and the rules of The NASDAQ Capital Market, to sell the Shares from time to time, based upon the Company's instructions (including any price, time or size limits or other customary parameters or conditions the Company may impose).

The Company is not obligated to make any sales of the Shares under the Agreement. The offering of Shares pursuant to the Agreement will terminate upon the earlier of (1) the sale of all of the Shares subject to the Agreement or (2) the termination of the Agreement by Cantor or the Company. ContraVir will pay Cantor a commission of up to 3.0% of the gross sales price per share sold and has agreed to provide Cantor with customary indemnification and contribution rights.

During the nine months ended March 31, 2017, the Company sold approximately 6.4 million shares of the Company's common stock resulting in net proceeds of approximately $13.6 million, under the Controlled Equity Offering Sales Agreement with Cantor Fitzgerald & Co., as sales agent.

6. Fair Value Measurements

The following table presents the Company's liabilities that are measured and recognized at fair value on a recurring basis classified under the appropriate level of the fair value hierarchy as of March 31, 2017 and June 30, 2016.

	Fair value	Quoted Prices in Active Markets for Identical Assets and Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
As of March 31, 2017				
Derivative liabilities related to warrants	$ (3,912,006)	$ —	$ —	$ (3,912,006)
Contingent consideration	(4,490,000)	—	—	(4,490,000)
As of June 30, 2016				
Derivative liabilities related to warrants	$ (2,115,965)	$ —	$ —	$ (2,115,965)
Contingent consideration	(3,320,000)	—	—	(3,320,000)

The unrealized gains or losses on the derivative liabilities are recorded as a change in fair value of derivative liabilities- warrants in the Company's statement of operations. See Note 5 for a rollfoward of the derivative liability for the nine months ended March 31, 2017. The financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. At each reporting period, the Company reviews the assets and liabilities that are subject to ASC 815-40. At each reporting period, all assets and liabilities for which the fair value measurement is based on significant unobservable inputs or instruments which trade infrequently and therefore have little or no price transparency are classified as Level 3.

As discussed in Note 4, contingent consideration was recorded for the acquisition of Ciclofilin on June 10, 2016. The contingent consideration represented the acquisition date fair value of potential future payments, to be paid in cash and Company stock, upon the achievement of certain milestones and was estimated based on a probability-weighted discounted cash flow model. The following table presents the change in fair value of the contingent consideration as of March 31, 2017.

	Acquisition-related Contingent Consideration
Liabilities	
Balance at June 30, 2016	$ 3,320,000
Change in fair value recorded in earnings	1,170,000
Balance at March 31, 2017	$ 4,490,000

7. Indefinite-lived Intangible Assets and Goodwill

IPR&D

The Company's IPR&D asset consisted of the following at:

	March 31, 2017	June 30, 2016
IPR&D asset:		
CRV431	$ 3,190,000	$ 3,190,000

No impairment losses were recorded on IPR&D during the nine months ended March 31, 2017.

Goodwill

The table below provides a roll-forward of the Company's goodwill balance:

	Amount
Goodwill balance at July 1, 2016	$ 1,870,924
Changes during the nine months ended March 31, 2017	—
Goodwill balance at March 31, 2017	$ 1,870,924

No impairment losses were recorded on goodwill during the nine months ended March 31, 2017.

8. Accrued Liabilities

The Company's accrued expenses consist of the following:

	March 31, 2017	June 30, 2016
Research and development	$ 172,197	$ 177,197
Professional fees	575	80,984
Payroll and related costs	716,889	489,823
Legal fees	21,172	8,441
Other	—	64,449
Total accrued expenses	$ 910,833	$ 820,894

9. Accounting for Share-Based Payments

On June 3, 2013, ContraVir adopted the 2013 Equity Incentive Plan (the "Plan"). Stock options granted under the Plan typically will vest after three years of continuous service from the grant date and will have a contractual term of ten years. ContraVir has reserved 6,500,000 shares of common stock issuable pursuant to the Plan.

The Company classifies stock-based compensation expense in its statement of operations in the same manner in which the award recipient's payroll costs are classified or in which the award recipients' service payments are classified. For the three and nine months ended March 31, 2017 and 2016, respectively, ContraVir recorded the following stock-based compensation expense:

	Three months ended		Nine months ended	
	March 31, 2017	March 31, 2016	March 31, 2017	March 31, 2016
General and administrative	$ 225,923	$ 187,964	$ 962,392	$ 515,778
Research and development	328,549	39,736	520,764	(42,694)
Total stock based compensation expense	$ 554,472	$ 227,700	$ 1,483,156	$ 473,084

A summary of stock option activity and of changes in stock options outstanding under the Plan for the nine months ended March 31, 2017 is presented below:

	Number of Options	Exercise Price Per Share	Weighted Average Exercise Price Per Share	Intrinsic Value	Weighted Average Remaining Contractual Term
Balance outstanding, July 1, 2016	5,204,478	$0.11 - $4.38	$ 1.59	$ 651,779	8.12 years
Granted	1,214,774	$1.04 - $2.01	$ 1.31		
Exercised	(38,066)	$0.11 - $2.35	$ 1.50		
Balance outstanding, March 31, 2017	6,381,186	$0.11 - $4.38	$ 1.53	$ 2,408,090	7.72 years
Vested awards and those expected to vest at March 31, 2017	6,189,750	$.011 - $4.38	$ 1.58		

The weighted-average grant-date fair value of options granted to employees during the nine months ended March 31, 2017 and 2016 was $0.89 and $1.41, respectively. The total fair value of shares vested during the nine months ended March 31, 2017 was $338,358. Included within the above table are 1.4 million non-employee options outstanding as of March 31, 2017, of which 0.5 million are unvested as of March 31, 2017 and therefore subject to remeasurement.

The aggregate intrinsic value of stock options in the tables above is calculated as the difference between the exercise price of the stock options and the fair value of the Company's common stock for those stock options that had exercise prices lower than the fair value of the Company's common stock.

As of March 31, 2017, the unrecognized compensation cost related to non-vested stock options outstanding, net of expected forfeitures, was approximately $2.7 million to be recognized over a weighted-average remaining vesting period of approximately 1.10 years.

The following weighted-average assumptions were used in the Black-Scholes valuation model to estimate the fair value of stock option awards granted to employees during the nine months ended March 31, 2017 and 2016, respectively.

	Nine Months Ended March 31, 2017	Nine Months Ended March 31, 2016
Stock price	$1.32	$1.85
Risk-free interest rate	1.79%	1.90%
Dividend yield	—	—
Expected volatility	76.03%	79%
Expected term (in years)	5.86 years	6 years

Risk-free interest rate—Based on the daily yield curve rates for U.S. Treasury obligations with maturities which correspond to the expected term of the Company's stock options.

Dividend yield—ContraVir has not paid any dividends on common stock since its inception and does not anticipate paying dividends on its common stock in the foreseeable future.

Expected volatility—Because ContraVir has a limited trading history in its common stock, the Company based expected volatility on that of comparable public development stage biotechnology companies.

Expected term—The expected option term represents the period that stock-based awards are expected to be outstanding based on the simplified method provided in SAB No. 107. Options are considered to be "plain vanilla" if they have the following basic characteristics: (i) granted "at-the-money"; (ii) exercisability is conditioned upon service through the vesting date; (iii) termination of service prior to vesting results in forfeiture; (iv) limited exercise period following termination of service; and (v) options are non-transferable and non-hedgeable.

In December 2007, the SEC issued SAB No. 110, *Share-Based Payment*, ("SAB No. 110"). SAB No. 110 was effective January 1, 2008 and expresses the views of the Staff of the SEC with respect to extending the use of the simplified method, as discussed in SAB No. 107, in developing an estimate of the expected term of "plain vanilla" share options in accordance with ASC 718. The Company will use the simplified method until it has the historical data necessary to provide a reasonable estimate of expected life in accordance with SAB No. 107, as amended by SAB No. 110. For the expected term, the Company has "plain-vanilla" stock options, and therefore used a simple average of the vesting period and the contractual term for options granted as permitted by SAB No. 107.

Forfeitures—ASC 718 requires forfeitures to be estimated at the time of grant and revised if necessary, in subsequent periods if actual forfeitures differ from those estimates. Due to its limited history of issuing stock options as a standalone company, ContraVir estimated future unvested option forfeitures based on the historical experience of its former parent and is using a comparable 3% rate.

10. Loss per Share

Basic and diluted net loss per share is presented in conformity with ASC Topic 260, *Earnings per Share*, ("ASC Topic 260") for all periods presented. In accordance with ASC Topic 260, basic and diluted net loss per common share was determined by dividing net loss applicable to common stockholders by the weighted-average common shares outstanding during the period. The following table sets forth the computation of basic and diluted net loss per share for the periods indicated:

	Three months ended		Nine months ended	
	March 31, 2017	March 31, 2016	March 31, 2017	March 31, 2016
Numerator:				
Net loss	$ (7,618,626)	$ (3,917,493)	$ (16,941,010)	$ (11,792,369)
Preferred stock deemed dividend	—	—	—	—
Net loss attributable to common stockholders	$ (7,618,626)	$ (3,917,493)	$ (16,941,010)	$ (11,792,369)
Denominator:				
Weighted average common shares outstanding	63,301,676	27,297,311	53,688,464	25,403,001
Net loss per share of common stock—basic and diluted	$ (0.12)	$ (0.14)	$ (0.32)	$ (0.46)

The following outstanding securities at March 31, 2017 and 2015 have been excluded from the computation of diluted weighted shares outstanding, as they would have been anti-dilutive:

	Nine months ended March 31, 2017	Nine months ended March 31, 2016
Common shares issuable upon conversion of Series A preferred stock	104,013	26,041,667
Common shares issuable upon conversion of Series B preferred stock	—	1,071,429
Stock options	6,381,186	4,055,145
Warrants	5,414,789	3,000,000
Total	11,899,988	34,168,241

The liability classified warrants disclosed above been excluded from the computation of diluted earnings per share because their exercise price exceeds the average market price of the Company's common stock during the nine months ended March 31, 2017.

11. Commitments and Contingencies

License Agreement with Chimerix, Inc.

On December 17, 2014, the Company entered into an exclusive license agreement with Chimerix pursuant to which the Company has licensed TXL from Chimerix for further clinical development and commercialization. TXL is a highly potent analog of the antiviral drug tenofovir DF (Viread®). Under the terms of the agreement, ContraVir licensed TXL from Chimerix in exchange for an upfront payment consisting of 120,000 shares of ContraVir Series B Convertible Preferred Stock. In addition, Chimerix is eligible to receive up to approximately $20.0 million in clinical, regulatory and initial commercial milestone payments in the United States and Europe, as well as royalties and additional milestone payments based on commercial sales in those territories. Either party may terminate the License Agreement upon the occurrence of a material breach by the other party (subject to standard cure periods), or upon certain events involving the bankruptcy or insolvency of the other party. The Company may also terminate the License Agreement without cause on a country by country basis upon sixty days' prior written notice to Chimerix.

The fair value of the Preferred B shares exchanged for the license was determined to be equal to the amount paid per share of the Series A, as the provision of the Preferred B shares were the same as the Preferred A Shares, based on an arm's length transaction. Therefore, the fair value of the Preferred B shares issued was $10.00 per share or $1.2 million. The cost of the license was classified as a research and development expense in the amount of $1.2 million as the compound is early stage, has not yet reached technological feasibility and has no alternative use. As of the date of this report, no amounts had been accrued related to the milestone payments Chimerix is eligible to receive.

As of March 31, 2017, Chimerix has converted all outstanding shares of the Company's Preferred B shares into approximately 1.1 million shares of the Company's common stock.

License Agreement with University College Cardiff Consultants Limited ("Cardiff")

On June 10, 2013, the Company and Synergy entered into a Contribution Agreement, as amended and restated on August 5, 2013, or the Contribution Agreement, to transfer to the Company the Valnivudine assets, in exchange for the issuance to Synergy of 9,000,000 shares of the Company's common stock representing 100% of the outstanding shares of the Company's common stock as of immediately following such issuance. Pursuant to the Contribution Agreement, Synergy transferred ownership of all intellectual property rights acquired from Bristol-Myers Squibb ("BMS") including all historical research, clinical study protocols, data, results and patents related to the Valnivudine assets as well as assumed the obligations of Synergy, including all liabilities of Synergy, under the asset purchase agreement, dated August 17, 2012, by and between Synergy and BMS, or the BMS Agreement.

The Valnivudine assets acquired from BMS are licensed from Cardiff pursuant to the terms of that certain Patent and Technology License Agreement, dated as of February 2, 2005, between Cardiff and CRI, an entity with no prior relationship with us, as amended March 27, 2007, or the Cardiff Agreement.

The Cardiff Agreement shall remain in full force and effect until the date upon which the last of the last patent or the last continuation or extension to any patents within the Patent Rights (as defined in the Cardiff Agreement) expires. Any milestone and/or royalty payment under the Cardiff Agreement shall be payable for as long as the Cardiff Agreement is in effect. The Cardiff Agreement may be terminated in its entirety, for among other reasons and in the following manner as set forth below: (a) automatically by Cardiff, if we become bankrupt or insolvent and/or if our business shall be placed in the hands of a receiver, assignee, or trustee; (b) upon ninety (90) calendar days written notice from Cardiff, if we breach or default (i) on the payment or report obligations or use of name obligations or (ii) on any other obligation under the Cardiff Agreement, subject to a ninety (90) calendar-day cure period; (c) if we have defaulted or been in excess of one (1) month late on its payment obligations pursuant to the terms of the Cardiff Agreement on any two (2) occasions in a twelve (12) month period, subject to a cure period; (d) upon one hundred twenty (120) calendar days written notice from us if any particular patent or patents included in Patent Rights and which account for at least thirty (30%) percent of the total royalty to Cardiff, is or are irrevocably adjudicated to be invalid; or (e) upon ninety (90) calendar days written notice from us if Cardiff is in breach of Section 11.1 (Confidential Information and Publication) unless, before the end of the such ninety (90) calendar-day notice period, Cardiff has cured the default or breach to our reasonable satisfaction and so notifies us, stating the manner of the cure.

The terms of the Cardiff Agreement provided in consideration for a license of all of Cardiff's rights in any technical information, know-how, processes, procedures, compositions, devices, methods, formulae, protocols, techniques related to the Valnivudine Assets, or the Patent Rights. The Cardiff Agreement provided for an initial base payment of $270,000, which

has previously been paid by CRI, subsequent milestone payments covering (i) initiation of a clinical trial at each phase, (ii) marketing (FDA) approval and (iii) on achieving the milestone of aggregate net sales in three different tiers, as well as a low single digit royalty based on net sales. The total aggregate amount of milestone payments that could be payable to Cardiff by the Company under the Cardiff Agreement is equal to $400,000 as follows:

Milestone payments upon occurrence of the following events:

- Upon initiation of a Phase 3 clinical trial for a licensed product, $150,000
- Upon approval of the first NDA for any licensed product, $250,000

The terms of the BMS Agreement provided for an initial base payment of $1 million, subsequent milestone payments of $3 million and $6 million, respectively, covering (i) marketing (FDA) approval and (ii) on achieving the milestone of aggregate net sales equal to or greater than $125 million, as well as a single digit royalty based on net sales. The total aggregate amount of milestone payments that could be payable to BMS under the BMS Agreement is equal to $9 million. The duration of any milestone payment obligation owed to BMS shall continue until the earliest of (i) payment, in full, of all milestone payments as required under the BMS Agreement, (ii) our determination using commercially reasonable standards consistent with the exercise of prudent scientific and business judgment and consistent with those standards used by us for its other therapeutic products at a similar stage of development and with similar commercial potential, to terminate the development of the Valnivudine assets, and (iii) the tenth (10th) anniversary of the date of the BMS Agreement, The duration of any royalty payment obligation to BMS shall commence on the date of the first commercial sale of the Valnivudine assets in a country until the expiration of any claim of an issued and unexpired patent which has not been held permanently revoked, unenforceable or invalid by a decision of a court or other governmental agency of competent jurisdiction of any of our patents or any other patent covering the use or sale of the Valnivudine assets in such country. The transactions contemplated by the BMS Agreement closed on August 17, 2012 and neither party can terminate the remaining obligations owed under the BMS Agreement. No milestone payments have been made under this agreement and as of the date of this report, no amounts had been accrued related to the remaining milestone payments BMS is eligible to receive.

As of March 31, 2017, the Company is in compliance with all requirements of the Cardiffff agreement.

12. Related Party Transactions

One of the Company's Directors, Timothy Block, is President of the Baruch S. Blumberg Institute ("Blumberg Institute"). On May 29, 2015, the Company entered into a Sponsored Research Agreement ("Agreement") with Blumberg Institute, pursuant to which the Company is sponsoring research by investigators affiliated with the Blumberg Institute with respect to TXL. The Company incurred expenses related to the agreement of approximately $75,000 and $0 for the nine months ended March 31, 2017 and 2016, respectively.

The Company is a party to a Master Services Agreement dated June 19, 2014 with Clinical Supplies Management, Inc. ("CSM"), pursuant to which CSM provides the Company with pharmaceutical and clinical supply management services in support of clinical research programs. James Sapirstein, CEO of ContraVir, was a director of CSM, which is a private company, until October 15, 2016. For the nine months ended March 31, 2017 and 2016, the Company incurred expenses related to services performed by CSM of approximately $ 286,900 and $433,000, respectively. As of March 31, 2017 there was an outstanding payables balance of approximately $40,400.

The Company is a party to a Consulting agreement dated June 1, 2016 with Gabriele Cerrone. Mr. Cerrone is a principal stockholder of the Company and provides general corporate consulting services. For the nine months ended March 31, 2017 and 2016, the Company incurred expenses related to services performed by Mr. Cerrone of $100,000 and $0, respectively.

13. Income Tax Benefit

In November 2016, the Company transferred state net operating loss tax credits and received approximately $1.9 million in connection with the sale of the state net operating losses to a third party. The Company received approval for the sale of net operating losses through participation in the 2016 New Jersey Technology Business Tax Certificate Transfer (NOL) Program.

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

The following discussion should be read in conjunction with our condensed consolidated financial statements and other financial information appearing elsewhere in this quarterly report. In addition to historical information, the following discussion and other parts of this quarterly report contain forward-looking statements. You can identify these statements by forward-looking words such as "plan," "may," "will," "expect," "intend," "anticipate," believe," "estimate" and "continue" or similar words. Forward-looking statements include information concerning possible or assumed future business success or financial results. You should read statements that contain these words carefully because they discuss future expectations and plans, which contain projections of future results of operations or financial condition or state other forward-looking information. We believe that it is important to communicate future expectations to investors. However, there may be events in the future that we are not able to accurately predict or control. Accordingly, we do not undertake any obligation to update any forward-looking statements for any reason, even if new information becomes available or other events occur in the future.

The forward-looking statements included herein are based on current expectations that involve a number of risks and uncertainties set forth under "Risk Factors" in our Annual Report on Form 10-K ("Form 10-K") as of and for the year ended June 30, 2016 filed with the United States Securities and Exchange Commission ("SEC") on September 28, 2016. Accordingly, to the extent that this Report contains forward-looking statements regarding the financial condition, operating results, business prospects or any other aspect of us, please be advised that our actual financial condition, operating results and business performance may differ materially from that projected or estimated by us in forward-looking statements, and you should not unduly rely on such statements.

Business Overview

We are a biopharmaceutical company focused on the development of antiviral drugs with a primary emphasis on the treatment of Hepatitis B virus ("HBV") infections. We are developing two compounds to treat HBV infection, TXL and CRV431.

TXL is a highly potent oral lipid prodrug of tenofovir. Prodrugs are designed to improve the characteristics of drugs, such as better efficacy, lower pill burden, improved safety, etc. Another prodrug of tenofovir, Viread®, is approved for the treatment of HIV and HBV infections.

CRV431 is a novel drug candidate also designed for the treatment of HBV infection. CRV431 is a novel drug candidate also designed for the treatment of HBV infection. CRV431, a non-immunosuppressive analog of cyclosporine that we acquired through our merger with Ciclofilin Pharmaceuticals Inc. CRV431 has been designed to target enzymes ("cyclophilins") that play a key role in the HBV viral life cycle.

We are also developing an antiviral asset known as Valnivudine. Valnivudine is an orally available, small molecule compound being developed for the prevention of post-herpetic neuralgia (PHN) and treatment of herpes zoster infection and acute zoster-associated pain. Herpes zoster, otherwise known as shingles, is an infection caused by the reactivation of varicella zoster virus or VZV, the cause of Chickenpox.

TXL

TXL is a novel lipid acyclic nucleoside phosphonate that delivers high intracellular concentrations of the active antiviral agent tenofovir diphosphate. TXL's novel structure results in decreased circulating levels of tenofovir (TFV), lowering systemic exposure and thereby reducing the potential for renal side effects. We intend to develop TXL for the treatment of chronic Hepatitis B Virus (HBV) infection and have completed a Phase 1b clinical trial in healthy volunteers, demonstrating a favorable safety, tolerability and drug distribution profile. We are currently testing TXL in a Phase 2a proof of concept study testing multiple doses of CMX 157 versus Viread®.

We licensed TXL from Chimerix in exchange for an upfront payment of 120,000 shares of our preferred stock, valued at $1.2 million at December 2014, the date of the in-licensing agreement. During September 2016, Chimerix elected to convert its Series B Preferred stock into approximately 1.0 million shares of our common stock. We have a composition of matter patent for TXL providing intellectual property protection to at least 2031. The decision to develop TXL for Hepatitis B has been taken because we do not see a large opportunity to grow the HIV market with new compounds, even though TXL is 200 times more potent than tenofovir in vitro. We believe the Hepatitis B market is poised for exceptional growth. The strategy for TXL is to develop the compound to serve as the backbone therapy in future HBV combination therapies. We will be seeking to submit an Investigational New Drug application ("IND") to support an initiation of our HBV clinical development program in the U.S during the first quarter of 2018.

CRV431

CRV431 is a novel drug candidate designed to target a class of proteins called cyclophilins, of which there are many types. Cyclophilins play a role in health and in the pathogenesis of certain diseases, and are known as peptidyl prolyl isomerases. The isomerase activity plays an important role in a number of biological processes including, for example, folding of proteins to confer certain 3-dimensional configurations. And, specific host cyclophilins (e.g., cyclophilin A, B, C, D) play a role in the life cycle of certain viruses, including for example, HBV, HIV, and hepatitis C virus ("HCV") infections. CRV431 has been developed to inhibit the role of host cyclophilins and therefore interfere in the propagation of these viruses. CRV431 does not directly target the virus and, as such, should be less susceptible to drug resistance, borne from viral mutations.

Thus far, *in vitro* testing of CRV431 has been conducted in-house and in collaboration with external groups including for example, the Scripps Research Institute ("Scripps"). Data in various cell lines of either transfected or infected HBV demonstrates nanomolar efficacy (EC50 values) and micromolar toxicity (CC50 values). The selective index (SI), therefore, is wide and suggests that CRV431 presents a viable clinical drug candidate for the treatment of viral infections, including HBV. Additional testing in a transgenic mouse model of HBV indicated that CRV431 reduced HBV DNA in the liver. In a non-alcoholic steatohepatitis (NASH) mouse model, CRV431 demonstrated anti-fibrotic potential, thus addressing an important concern of the downstream effects of chronic HBV infection and liver disease. Both animal models confirmed that CRV431 is orally active and appeared to be well tolerated.

Valnivudine

Valnivudine is an orally available, small molecule, nucleoside analogue pro-drug of CF-1743 that we are developing for the treatment of herpes zoster, which is an infection caused by the reactivation of varicella zoster virus or VZV. VZV is responsible for producing the infectious disease known as chicken pox in individuals upon initial exposure to the virus. After the initial infection, the virus can remain dormant in nerve endings for many years and if reactivated, causes a painful rash called shingles. Valnivudine is being developed specifically for the treatment of shingles. Nucleoside analogs are capable of disrupting replication of the virus. Valnivudine is a pro-drug of CF-1743, which enables us to take advantage of Valnivudine's more readily absorbed properties compared to CF-1743 when given orally. Valnivudine is then broken down to the active moiety, CF-1743, upon entry into the blood stream. Published preclinical studies demonstrate that Valnivudine is significantly more potent against VZV than currently marketed compounds acyclovir, valacyclovir, and famciclovir, the FDA-approved drugs used for the treatment of shingles. We conducted an extensive review of the clinical data from the completed Phase 2 trial, including performing post-hoc analyses. We performed additional market research (including unmet medical need), reimbursement, pricing, and competitive landscape analyses, etc. We also evaluated a number of clinical, regulatory and commercial pathways for the potential future development of Valnivudine. Based upon the analyses of the completed Phase 2 study coupled with the additional market research, we approached the FDA to discuss our clinical development program and requested an End of Phase 2 (EoP2) meeting. The meeting was granted and the result was a streamlined development plan for Valnivudine that allowed us to proceed directly into a Phase 3 trial without the need to conduct any additional Phase 2 studies. We had satisfied these criteria and initiated Protocol 007 during the second quarter of 2015.

In parallel to the Phase 3 initiation, Study 008, a drug-drug interaction trial was conducted during January-March, 2015. The study's objective was to highlight potential drug interactions with compounds which are metabolized using the CYP450 pathway. This is a very common trial in virology and in drug development overall.

FINANCIAL OPERATIONS OVERVIEW

From inception through March 31, 2017, we have not generated any revenue from operations and we had a accumulated deficit of approximately $61.6 million. We expect to incur additional losses to perform further research and development activities and do not currently have any commercial biopharmaceutical products. We do not expect to have such for several years, if at all.

Our product development efforts are thus in their early stages and we cannot make estimates of the costs or the time they will take to complete. The risk of completion of any program is high because of the many uncertainties involved in bringing new drugs to market including the long duration of clinical testing, the specific performance of proposed products under stringent clinical trial protocols, the extended regulatory approval and review cycles, our ability to raise additional capital, the nature and timing of research and development expenses and competing technologies being developed by organizations with significantly greater resources.

CRITICAL ACCOUNTING POLICIES

Our accounting policies are described in ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA of our Annual Report on Form 10-K ("Form 10-K") as of and for year ended June 30, 2016, filed with the SEC on September 28, 2016. There have been no changes to our critical accounting policies since June 30, 2016.

OFF-BALANCE SHEET ARRANGEMENTS

We had no off-balance sheet arrangements as of March 31, 2017.

RECENT ACCOUNTING PRONOUNCEMENTS

See footnote 3 in the Notes to Condensed Consolidated Financial Statements for discussion of recent accounting pronouncements.

RESULTS OF OPERATIONS

Comparison of Three Months Ended March 31, 2017 and 2016

	Three months ended		
	March 31, 2017	March 31, 2016	Change
Revenues	$ —	$ —	$ —
Costs and Expenses:			
Research and development	2,944,652	3,186,781	(242,129)
General and administrative	1,963,527	1,465,939	497,588
Loss from operations	(4,908,179)	(4,652,720)	(255,459)
Other income (expense):			
Change in fair value of derivative financial instruments—warrants and contingent consideration liabilities	(2,710,447)	735,227	(3,445,674)
Loss before income taxes	(7,618,626)	(3,917,493)	(3,701,133)
Income tax benefit	—	—	—
Net loss	$ (7,618,626)	$ (3,917,493)	$ (3,701,133)

We had no revenues during the three months ended March 31, 2017 or 2016 because we do not have any commercial biopharmaceutical products and we do not expect to have such products for several years, if at all.

Research and development expenses for the three months ended March 31, 2017 and 2016 amounted to $2.9 million and $3.2 million, respectively, which were primarily clinical development costs associated with our Valnivudine and TXL clinical trials. The decrease of $0.3 million is primarily due to a $1.3 million decrease in Valnivudine clinical development costs due to startup costs in 2015 partially offset by a $0.1 million increase in TXL clinical development costs due to the initiation of clinical trials in the second half of 2016, an increase of $0.3 million of stock based compensation, a $0.3 increase in research and development operating costs due to the merger with Ciclofilin Pharmaceuticals, Inc. in June 2016 and an increase of $0.3 million of other research and development.

General and administrative expenses for the three months ended March 31, 2017 and 2016 amounted to $2.0 million and $1.5 million, respectively. The increase of $0.5 million is primarily due to a $0.2 million increase in payroll related costs due to an increase in headcount, 0.2 million increase in stock based compensation and a $0.1 million increase in other general overhead costs.

Other income (expense) for the three months ended March 31, 2017 and 2016 amounted to other expense of $2.7 million and other income of $0.7 million, respectively. The net expense of $3.4 million is due to a $2.2 million increase in other expense related to the mark to market of our outstanding warrants and a $1.2 million increase due to the change in the fair value of the contingent consideration related to the acquisition of Ciclofilin Pharmaceuticals, Inc. in June 2016.

Net loss for the three months ended March 31, 2017 and 2016 was approximately $7.6 million and $3.9 million, respectively, which was a result of the operating expenses discussed above, other expense resulting from the change in fair value of derivative instruments-warrants of approximately $2.2 million and other expense resulting from the change in fair value of contingent consideration of approximately $1.2 million.

Comparison of Nine Months Ended March 31, 2017 and 2016

	Nine months ended		
	March 31, 2017	**March 31, 2016**	**Change**
Revenues	$ —	$ —	$ —
Costs and Expenses:			
Research and development	10,392,004	10,994,712	(602,708)
General and administrative	5,415,552	4,016,503	1,399,049
Loss from operations	(15,807,556)	(15,011,215)	(796,341)
Other income (expense):			
Change in fair value of derivative financial instruments—warrants and contingent consideration liabilities	(3,041,457)	3,218,846	(6,260,303)
Loss before income taxes	(18,849,013)	(11,792,369)	(7,056,644)
Income tax benefit	1,908,003	—	1,908,003
Net loss	$ (16,941,010)	$ (11,792,369)	$ (5,148,641)

We had no revenues during the nine months ended March 31, 2017 or 2016 because we do not have any commercial biopharmaceutical products and we do not expect to have such products for several years, if at all.

Research and development expenses for the nine months ended March 31, 2017 and 2016 amounted to $10.4 million and $11.0 million, respectively, which were primarily clinical development costs associated with our Valnivudine and TXL clinical trials. The decrease of $0.6 million is primarily due to a $3.7 million decrease in Valnivudine clinical development costs due to startup costs in 2015 partially offset by a $1.7 million increase in TXL clinical development costs due to the initiation of clinical trials in the second half of 2016, an increase of $0.4 million of stock based compensation, a $1.0 increase in research and development operating costs due to the merger with Ciclofilin Pharmaceuticals, Inc. in June 2016.

General and administrative expenses for the nine months ended March 31, 2017 and 2016 amounted to $5.4 million and $4.0 million, respectively. The increase of $1.4 million is primarily due to a $0.5 million increase in stock based compensation, a $0.4 million increase in payroll related costs due to an increase in headcount and a $0.5 million increase in general overhead costs.

Other income (expense) for the nine months ended March 31, 2017 and 2016 amounted to other expense of $3.0 million and other income of $3.2 million, respectively. The net decrease of $6.3 million is due to a $5.1 million increase in other expense related to the mark to market of our outstanding warrants and a $1.2 million increase due to the change in the fair value of the contingent consideration related to the acquisition of Ciclofilin Pharmaceuticals, Inc. in June 2016.

Net loss for the nine months ended March 31, 2017 and 2016 was approximately $16.9 million and $11.8 million, respectively, which was a result of the operating expenses discussed above, offset by other expense resulting from the change in fair value of derivative instruments-warrants of approximately $5.0 million, other expense resulting from the change in fair value of contingent consideration of approximately $1.2 million for the nine months ended March 31, 2017, partially offset by a $1.9 million income tax benefit resulting from the sale of our state net operating losses to a third party.

LIQUIDITY AND CAPITAL RESOURCES

The following table summarizes our cash flows for the nine months ended March 31, 2017 and 2016:

	Nine months ended	
	March 31, 2017	March 31, 2016
Net cash (used in) provided by:		
Operating activities	$ (14,933,627)	$ (12,159,854)
Investing activities	(12,284)	(6,603)
Financing activities	13,679,436	13,560,053
Net increase (decrease) in cash	$ (1,266,475)	$ 1,393,596

As of March 31, 2017, we had $6.1 million in cash. Net cash used in operating activities was approximately $15.0 million for the nine months ended March 31, 2017. As of March 31, 2017, we had working capital of $4.0 million, as compared to working capital of $2.3 million as of March 31, 2016.

On March 9, 2015, we entered into a Controlled Equity Offering Sales Agreement (the "Agreement"), with Cantor Fitzgerald & Co., as sales agent ("Cantor"), pursuant to which we may offer and sell, from time to time, through Cantor shares of our common stock, par value $0.0001 per share (the "Shares"), up to an aggregate offering price of $50.0 million. We intend to use the net proceeds from these sales to fund our research and development activities, including our Phase 3 clinical trial of Valnivudine, and for working capital and other general corporate purposes, and possible acquisitions of other companies, products or technologies, though no such acquisitions are currently contemplated.

Under the Agreement, Cantor may sell the Shares by methods deemed to be an "at-the-market" offering as defined in Rule 415 promulgated under the Securities Act of 1933, as amended (the "Securities Act"), including sales made directly on The NASDAQ Capital Market, on any other existing trading market for the Shares or to or through a market maker. In addition, under the Agreement, Cantor may sell the Shares by any other method permitted by law, including in privately negotiated transactions.

We are not obligated to make any sales of the Shares under the Agreement. The offering of Shares pursuant to the Agreement will terminate upon the earlier of (1) the sale of all of the Shares subject to the Agreement or (2) the termination of the Agreement by Cantor or us. We will pay Cantor a commission of up to 3.0% of the gross sales price per share sold.

As of March 31, 2017, we sold approximately 6.4 million shares of our common stock resulting in net proceeds of approximately $15.6 million under the Agreement.

In November 2016, the Company transferred state net operating loss tax credits and received approximately $1.9 million in connection with the sale of the state net operating losses to a third party. The Company received approval for the sale of net operating losses through participation in the 2016 New Jersey Technology Business Tax Certificate Transfer (NOL) Program.

Operating and Capital Expenditure Requirements

As of March 31, 2017, we had an accumulated deficit of $61.5 million, and expect to incur significant and increasing operating losses for the next several years as we expand our research, development and clinical trials of TXL, CRV431 and Valnivudine. We are unable to predict the extent of any future losses or when we will become profitable, if at all.

Our unaudited financial statements as of March 31, 2017 have been prepared under the assumption that we will continue as a going concern. Our independent registered public accounting firm has issued a report on our audited June 30, 2016 financial statements that included an explanatory paragraph referring to our recurring losses from operations and stockholder's deficit; and expressing substantial doubt in our ability to continue as a going concern without additional capital becoming available. Our ability to continue as a going concern is dependent upon our ability to obtain additional equity or debt financing, attain further operating efficiencies and, ultimately, to generate revenue. Our financial statements do not include any adjustments that might result from the outcome of this uncertainty.

We will be required to raise additional capital within the next year to continue the development and commercialization of current product candidates and to continue to fund operations at the current cash expenditure levels. We cannot be certain that additional funding will be available on acceptable terms, or at all. Recently worldwide economic conditions and the international equity and credit markets have significantly deteriorated and may remain difficult for the foreseeable future. These developments will make it more difficult to obtain additional equity or credit financing, when needed. To the extent that we raise additional funds by issuing equity securities, our stockholders may experience significant dilution. Any debt financing, if available, may involve restrictive covenants that impact our ability to conduct delay, scale back or discontinue the development and/or commercialization of one or more product candidates; (ii) seek collaborators for product candidates at an earlier stage than otherwise would be desirable and on terms that are less favorable than might otherwise be available; or (iii) relinquish or otherwise dispose of rights to technologies, product candidates or products that we would otherwise seek to develop or commercialize itself on unfavorable terms.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not applicable.

ITEM 4. CONTROLS AND PROCEDURES

Our chief executive officer and principal financial officer evaluated the effectiveness of our disclosure controls and procedures as of March 31, 2017. The term "disclosure controls and procedures," as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act, means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Securities Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Securities Exchange Act is accumulated and communicated to the company's management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. Based on that evaluation, as of March 31, 2017, our principal executive/financial officer concluded that our disclosure controls and procedures are not effective, due to weaknesses in our financial closing process. We intend to implement remedial measures designed to address the ineffectiveness of our disclosure controls and procedures.

Changes in Internal Control over Financial Reporting

As required by Rule 13a-15(d) of the Exchange Act, our management, including our principal executive officer and principal financial officer, conducted an evaluation of the internal control over financial reporting to determine whether any changes occurred during the quarter ended March 31, 2017 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.There were no changes in our internal controls during the recent quarter.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

We are not currently subject to any material legal proceedings. In February 2017, we received a subpoena from the SEC for documents and data related to certain press releases surrounding our public offerings in October 2015 and March 2016. We are responding to the subpoena and intend to fully cooperate with the inquiry.

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ITEM 6. EXHIBITS

31.1	Certification of Chief Executive Officer required under Rule 13a-14(a)/15d-14(a) under the Exchange Act.
31.2	Certification of Principal Financial Officer required under Rule 13a-14(a)/15d-14(a) under the Exchange Act.
32.1	Certification of Chief Executive Officer pursuant to 18 U.S.C Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Principal Financial Officer pursuant to 18 U.S.C Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema
101.CAL	XBRL Taxonomy Extension Calculation Linkbase
101.DEF	XBRL Taxonomy Extension Definition Linkbase
101.LAB	XBRL Taxonomy Label Linkbase
101.PRE	XBRL Taxonomy Extension Presentation Linkbase

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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.

CONTRAVIR PHARMACEUTICALS, INC.
(Registrant)

Date: April 12, 2017

By: /s/ JAMES SAPIRSTEIN
James Sapirstein
President and Chief Executive Officer

Date: April 12, 2017

By: /s/ JOHN CAVAN
John Cavan
Chief Financial Officer

EXHIBIT 31.1

CERTIFICATIONS

I, James Sapirstein, certify that:

1) I have reviewed this report on Form 10-Q of ContraVir Pharmaceuticals, 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 we 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 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: April 12, 2017

/s/ JAMES SAPIRSTEIN
James Sapirstein
Chief Executive Officer and Director (Principal Executive Officer)

EXHIBIT 31.2

CERTIFICATIONS

I, John Cavan, certify that:

1) I have reviewed this report on Form 10-Q of ContraVir Pharmaceuticals, 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 we 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 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: April 12, 2017

/s/ JOHN CAVAN
John Cavan
Chief Financial Officer

EXHIBIT 32.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER
CONTRAVIR PHARMACEUTICALS, INC.
FORM 10-Q FOR THE QUARTER ENDED MARCH 31, 2017
PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED
PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I am the Chief Executive Officer of ContraVir Pharmaceuticals, Inc., a Delaware corporation (the "Company"). I am delivering this certificate in connection with the Form 10-Q of the Company for the quarter ended March 31, 2017 and filed with the Securities and Exchange Commission ("Form 10-Q").

Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, I hereby certify that, to the best of my knowledge, the Form 10-Q fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 and that the information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: April 12, 2017

/s/ JAMES SAPIRSTEIN
James Sapirstein
Chief Executive Officer and Director (Principal Executive Officer)

EXHIBIT 32.2

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER
CONTRAVIR PHARMACEUTICALS, INC.
FORM 10-Q FOR THE QUARTER ENDED MARCH 31, 2017
PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED
PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I am the Chief Financial Officer of ContraVir Pharmaceuticals, Inc., a Delaware corporation (the "Company"). I am delivering this certificate in connection with the Form 10-Q of the Company for the quarter ended March 31, 2017 and filed with the Securities and Exchange Commission ("Form 10-Q").

Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, I hereby certify that, to the best of my knowledge, the Form 10-Q fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 and that the information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: April 12, 2017

/s/ JOHN CAVAN
John Cavan
Chief Financial Officer