

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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In re:)	Chapter 11)		
))		
Achaogen, Inc.,)	Case No. 19-10844 (BLS))		
))		
Debtor. ¹))		
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**NOTICE OF HEARING TO CONSIDER FINAL APPROVAL OF THE DISCLOSURE
STATEMENT AND CONFIRMATION OF THE FIRST AMENDED CHAPTER 11
PLAN OF LIQUIDATION JOINTLY PROPOSED BY THE PLAN PROPONENTS AND
RELATED VOTING AND OBJECTION DEADLINES**

PLEASE TAKE NOTICE THAT on April 21, 2020, the United States Bankruptcy Court for the District of Delaware (the “Court”) entered an order (the “Interim Approval and Procedures Order”), (a) authorizing Achaogen, Inc., the debtor and debtor in possession (the “Debtor”) and the Official Committee of Unsecured Creditors (the “Committee,” and together with the Debtor, the “Plan Proponents”), to solicit acceptances for the *First Amended Chapter 11 Plan of Liquidation Jointly Proposed by Achaogen, Inc. and the Official Committee of Unsecured Creditors of Achaogen, Inc.* (as modified, amended, or supplemented from time to time, the “Plan”);² (b) approving the *Disclosure Statement for the First Amended Chapter 11 Plan of Liquidation Jointly Proposed by Achaogen, Inc. and the Official Committee of Unsecured Creditors of Achaogen, Inc.* (the “Disclosure Statement”) on an interim basis as containing “adequate information” pursuant to section 1125 of the Bankruptcy Code; (c) approving the solicitation materials and documents to be included in the solicitation packages; and (d) approving procedures for soliciting, receiving, and tabulating votes on the Plan and for filing objections to the Plan.

PLEASE TAKE FURTHER NOTICE THAT the hearing at which the Court will consider approval of the Disclosure Statement on a final basis and confirmation of the Plan (the “Confirmation Hearing”) will commence on **May 28, 2020 at 10:00 a.m.** prevailing Eastern Time, before the Honorable Brendan L. Shannon, in the United States Bankruptcy Court for the District of Delaware, located at 824 Market Street, 6th Floor, Courtroom 1, Wilmington, Delaware 19801.

¹ The last four digits of the Debtor’s federal tax identification number are 3693. The Debtor’s mailing address for purposes of this Chapter 11 Case is 548 Market Street, #70987, San Francisco, CA 94104-5401.

² Capitalized terms used and not defined have the meanings given to them in the Disclosure Statement and Plan, as applicable.



Please be Advised: The Confirmation Hearing may be continued from time to time by the Court or the Debtor without further notice other than by such adjournment being announced in open court or by a Notice of Adjournment filed with the Court and served on all parties entitled to notice.

CRITICAL INFORMATION REGARDING VOTING ON THE PLAN

Voting Record Date. The voting record date was **April 1, 2020** (the “Voting Record Date”), which is the date for determining which holders of Claims in Classes 1 and 4 are entitled to vote on the Plan.

Voting Deadline. The deadline for voting on the Plan is **May 21, 2020, at 4:00 p.m.** prevailing Eastern Time (the “Voting Deadline”). If you received a Solicitation Package, including a Ballot and intend to vote on the Plan you **must**: (a) follow the instructions carefully; (b) complete **all** of the required information on the ballot; and (c) execute and return your completed Ballot according to and as set forth in detail in the voting instructions so that it is **actually received** by the Debtor’s Solicitation Agent, Kurtzman Carson Consultants LLC (the “Solicitation Agent”) on or before the Voting Deadline. **A failure to follow such instructions may disqualify your vote.**

CRITICAL INFORMATION REGARDING OBJECTING TO THE PLAN

PLEASE TAKE FURTHER NOTICE THAT the deadline for filing objections to the Plan is **May 21, 2020, at 4:00 p.m.** prevailing Eastern Time (the “Plan Objection Deadline”). Any objection to the Plan **must**: (a) be in writing; (b) conform to the Bankruptcy Rules, the Local Rules, and any orders of the Court; (c) state, with particularity, the basis and nature of any objection to the Plan and, if practicable, a proposed modification to the Plan that would resolve such objection; and (d) be filed with the Court (contemporaneously with a proof of service) and served upon the following parties so as to be **actually received** on or before **May 21, 2020, at 4:00 p.m.** prevailing Eastern Time:

Debtor	Counsel to the Debtor
Achaogen, Inc. 548 Market Street, #70987 San Francisco, California 94104-5401	Hogan Lovells US LLP 1999 Avenue of the Stars, Suite 1400 Los Angeles, CA 90067 Attn: Erin N. Brady -and- Morris, Nichols, Arsht & Tunnell LLP 1201 North Market Street, Suite 1600 Wilmington, Delaware 19801 Attn: Derek C. Abbott

Counsel to Prepetition Term Lender / DIP Agent	Counsel to the Committee
<p>Morrison & Foerster LLP John Hancock Tower 200 Clarendon Street, Floor 20 Boston, Massachusetts 02116 Attn: Alexander G. Rheume</p> <p>-and-</p> <p>Ashby & Geddes, P.A. 500 Delaware Avenue, 8th Floor P.O. Box 1150 Wilmington, Delaware 19899-1888 Attn: Gregory A. Taylor</p>	<p>Akin Gump Strauss Hauer & Feld LLP One Bryant Park, Bank of America Tower New York, New York 10036-6745 Attn.: Arik Preis</p> <p>- and -</p> <p>Klehr Harrison Harvey Branzburg LLP 919 N. Market Street, Suite 1000 Wilmington, Delaware 19801 Attn: Sally E. Veghte</p> <p>- and -</p> <p>Klehr Harrison Harvey Branzburg LLP 1835 Market Street Philadelphia, Pennsylvania 19103 Attn: Morton R. Branzburg</p>
United States Trustee	
<p>Office of the U.S. Trustee – District of Delaware 844 King Street, Suite 2207, Lockbox 35 Wilmington, Delaware 19801 Attn: Timothy J. Fox, Jr., Esq.</p>	

Article IX of the Plan contains Release, Exculpation, Injunction provisions and a Third-Party Release. Thus, you are advised to review and consider the Plan carefully because your rights might be affected thereunder.

ADDITIONAL INFORMATION

Obtaining Solicitation Materials. The materials in the Solicitation Package are intended to be self-explanatory. If you should have any questions or if you would like to obtain additional solicitation materials or paper copies of solicitation materials, please feel free to contact the Debtor’s Solicitation Agent, by: (a) calling (888) 249-2747; (b) visiting the Solicitation Agent’s website at: <http://www.kccllc.net/achaogen>; and/or (c) writing to Achaogen, Inc. Balloting Center c/o Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, California 90245 or to AchaogenInfo@kccllc.com. You may also obtain copies of any pleadings filed in this chapter 11 case for a fee via PACER at: <http://www.deb.uscourts.gov>. Please be advised that the Solicitation Agent is authorized to answer questions about, and provide additional copies of, solicitation materials, but may **not** advise you as to whether you should vote to accept or reject the Plan.

Binding Nature of the Plan:

If confirmed, the Plan will bind all Holders of Claims and Interests to the maximum extent permitted by applicable law, whether or not such Holder will receive or retain any property or interest in property under the Plan, has filed a Proof of Claim in this Chapter 11 Case, or failed to vote to accept or reject the Plan or voted to reject the Plan.

Dated: April 22, 2020
Wilmington, Delaware

/s/ Paige N. Topper

Derek C. Abbott (DE Bar No. 3376)
Andrew R. Remming (DE Bar No. 5120)
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