

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re

Orexigen Therapeutics, Inc.,

Debtor.¹

Chapter 11

Case No. 18-10518 (KG)

Re: D.I. 170

**NOTICE OF DEADLINE OF JUNE 15, 2018 AT 4:00 P.M. (ET) TO
FILE PROOFS OF CLAIM FOR PREPETITION CLAIMS**

PLEASE TAKE NOTICE OF THE FOLLOWING:

On March 12, 2018 (the “Petition Date”), Orexigen Therapeutics, Inc. (the “Debtor”) filed a voluntary petition for relief under chapter 11 of title 11 of the United States Bankruptcy Court (as amended, the “Bankruptcy Code”) in the United States Bankruptcy Court for the District of Delaware (the “Court”).

Under the Bankruptcy Code, the Debtor is granted certain protections against creditors. A creditor is anyone to whom the Debtor owes money or property. Creditors are prohibited from taking any actions to collect money or property from the Debtor. If unauthorized actions are taken by a creditor against the Debtor, the Court may penalize that creditor. A creditor who is considering taking action against the Debtor, or property of the Debtor, may wish to consult an attorney. The staff of the Clerk of the Court is not permitted to give legal advice.

YOU SHOULD NOT FILE A PROOF OF CLAIM IF YOU DO NOT HAVE A CLAIM AGAINST THE DEBTOR. THE FACT THAT YOU HAVE RECEIVED THIS NOTICE DOES NOT MEAN THAT YOU HAVE A CLAIM OR THAT THE DEBTOR OR THE COURT BELIEVE THAT YOU HAVE A CLAIM.

Prepetition Claim Bar Date

By Order of this Court entered on April 11, 2018 (D.I. 170) (the “Bar Date Order”), the last date and time for filing proofs of claim against the Debtor for any and all Prepetition Claims (as defined below) is **June 15, 2018 at 4:00 p.m. (Prevailing Eastern Time)**, (the “General Bar Date” and, together with the Governmental Bar Date, the Rejection Bar Date and the Amended Schedule Bar Date (if and as necessary),² the “Bar Dates”).

¹ The last four digits of Debtor’s federal tax identification number are (8822). The Debtor’s mailing address for purposes of this Chapter 11 Case is 3344 North Torrey Pines Court, Suite 200, La Jolla, CA, 92037.

² Each as defined in the *Debtor’s Motion for an Order (A) Establishing Bar Dates for Filing Proofs of Claim, (B) Approving Proof of Claim Form, Bar Date Notices and Mailing and Publication*

The General Bar Date and the procedures set forth below for the filing of proofs of claim apply to all (i) claims against the Debtor by any Entity that is not a Governmental Unit that arose on or before the Petition Date (“Prepetition Claims”), and/or (ii) have an administrative expense claim against any of the Debtors for the value of goods received by a Debtors in the ordinary course of business within 20 days of the commencement of a case (a “503(b)(9) Claim”). All claims by Governmental Units must be submitted by **September 10, 2018** (the “Governmental Bar Date”).

You must file a proof of claim if you have a claim that arose on or before the Petition Date, and it is not an Excluded Prepetition Claim (as defined below). Acts or omissions of the Debtor that arose on or before the Petition Date may give rise to claims against the Debtor notwithstanding that such claims may not have matured or become fixed or liquidated prior to such date. Under section 101(5) of the Bankruptcy Code as used herein, the word “claim” means (a) a right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured, or (b) right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured.

The General Bar Date applies to all Prepetition Claims and/or 503(b)(9) Claims, except that the following Entities do not need to file proofs of claim:

- a. any Entity that has already properly filed with the Court a proof of claim against the Debtor for which no other or additional amounts are sought or claims are asserted;
- b. any Entity whose Prepetition Claim and/or 503(b)(9) Claim is listed in the Debtor’s Schedules, and is not designated as “disputed,” “contingent,” or “unliquidated,” and with respect to which the Entity agrees with the nature, classification, and amount that such Prepetition Claim is identified in the Schedules;
- c. any Entity whose Prepetition Claim and/or 503(b)(9) Claim (including any Prepetition Claim and/or 503(b)(9) Claim listed in the Debtor’s Schedules) previously has been allowed by, or paid in full pursuant to, an order of this Court;
- d. any holder of a claim for which a separate deadline to file a proof of claim has been fixed by this Court;
- e. any holder of an equity interest in the Debtor need not submit a proof of interest with respect to the ownership of such equity interest at this time; *provided, however*, that any holder of an equity interest who wishes to assert a claim against the Debtor

Procedures, Approving Notice Thereof, and (D) Granting Related Relief (D.I. 75), filed on March 21, 2018, or the Bar Date Order, as applicable.

other than with respect to ownership of such equity interest, including a claim relating to the purchase or sale of such interest or rescission under section 510 of the Bankruptcy Code, must submit a proof of claim on or before the General Bar Date pursuant to the procedures set forth herein;

- f. any holder of a claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of administration (other than any portion of a Prepetition Claim relating to the Debtor's rejection of an executory contract or unexpired lease or any claim asserting administrative priority under section 503(b) of the Bankruptcy Code); *provided, however*, that, any Entity that has a 503(b)(9) Claim on account of prepetition goods received by the Debtor within twenty days of the Petition Date must file a proof of claim on or before the General Bar Date;
- g. any current officer, director or employee of the Debtor that holds a claim based on indemnification, contribution, or reimbursement;
- h. any professionals retained by the Debtor pursuant to orders of this Court who assert administrative claims for fees and expenses subject to this Court's approval, pursuant to sections 330, 331 and 503(b) of the Bankruptcy Code;
- i. any holder of a claim deemed allowed without the need for filing a proof of claim pursuant to the Final DIP Order entered by the Court (D.I. 189), including, without limitation, the Prepetition Secured Obligations, Prepetition Liens, any claims of the Prepetition Secured Parties, or the DIP Super-priority Claim (as such terms are defined therein); and
- j. any Entity that holds or asserts a Prepetition Claim that is limited exclusively to the repayment of principal, interest and/or other applicable fees and charges (a "Secured Notes Claim") owed under those certain 0% Convertible Senior Secured Notes due 2020 that were issued pursuant to that certain indenture (as amended, modified, or supplemented from time to time, the "Secured Notes Indenture"), dated as of March 21, 2016, by and among Orexigen Therapeutics, Inc., as Issuer, and U.S. Bank National Association, as trustee and collateral agent (the "Secured Notes Trustee"); *provided, however*, that: (i) the Secured Notes Trustee shall file one Proof of Claim against the Debtor on or before the General Bar Date, with respect to all of the amounts owed under the Secured Notes Indenture, (ii) the Secured Notes Trustee will be permitted, in lieu of attaching voluminous documentation, to file with its Proof of Claim a summary of the Secured Notes Indenture and any other operative documents, on the condition that such documents

will be made available by the Secured Notes Trustee within ten (10) business days after receipt of a written request from a party in interest, and (iii) any holder of a Secured Notes Claim wishing to assert a Prepetition Claim other than a Secured Notes Claim must file a Proof of Claim on or before the General Bar Date, unless another exception in this paragraph applies.

The foregoing claims are collectively referred to herein as the “Excluded Prepetition Claims.”

If you wish to submit a rejection damages claim arising from the Debtor’s rejection of an executory contract or unexpired lease during this Chapter 11 Case, such proof of claim must be filed by the later of (a) the General Bar Date and (b) twenty-one (21) days after the effective date of rejection of such executory contract or unexpired lease as provided by an order of this Court or pursuant to a notice under procedures approved by this Court (the “Rejection Bar Date”). Any other claims arising before the Petition Date with respect to any leases or contracts of the Debtor must be filed by the General Bar Date.

EXCEPT WITH RESPECT TO EXCLUDED PREPETITION CLAIMS, ANY ENTITY WHO FAILS TO FILE A PROOF OF CLAIM ON OR BEFORE JUNE 15, 2018 AT 4:00 P.M. (PREVAILING EASTERN TIME), FOR ANY PREPETITION CLAIMS AND/OR 503(b)(9) CLAIMS THAT SUCH ENTITY HOLDS OR WISHES TO ASSERT AGAINST THE DEBTOR, WILL BE FOREVER BARRED, ESTOPPED, AND ENJOINED FROM ASSERTING SUCH CLAIM (AND FROM FILING A PROOF OF CLAIM WITH RESPECT TO SUCH PREPETITION CLAIM AND/OR 503(b)(9) CLAIM) AGAINST THE DEBTOR, AND THE DEBTOR AND ITS PROPERTY WILL BE FOREVER DISCHARGED FROM ANY AND ALL INDEBTEDNESS OR LIABILITY WITH RESPECT TO SUCH PREPETITION CLAIM AND/OR 503(b)(9) CLAIM, AND SUCH ENTITY SHALL NOT BE PERMITTED TO VOTE ON ANY PLAN OR PARTICIPATE IN ANY DISTRIBUTION IN THIS CHAPTER 11 CASE ON ACCOUNT OF SUCH PREPETITION CLAIM AND/OR 503(b)(9) CLAIM, OR TO RECEIVE FURTHER NOTICES REGARDING SUCH PREPETITION CLAIM AND/OR 503(b)(9) CLAIM.

**Procedures Generally Applicable to the Filing of
Proofs of Claim for Prepetition Claims**

Except as provided herein, proofs of claim for Prepetition Claims and/or 503(b)(9) Claims must be filed so as to be received on or before **June 15, 2018 at 4:00 p.m. (Prevailing Eastern Time)**, if by an Entity that is not a Governmental Unit, and on or before **September 10, 2018**, if by a Governmental Unit, by either electronic upload through the Debtor’s web portal (at the web address provided below) or hardcopy delivery:

Hardcopy (first class mail, overnight, or messenger delivery):

Orexigen Claims Processing Center
c/o KCC
2335 Alaska Ave.
El Segundo, CA 90245

Proofs of claim for Prepetition Claims may not be sent by e-mail, facsimile, or telecopy, but may be completed electronically through the Debtor's web portal, at <https://epoc.kccllc.net/orexigen>. The Debtor is enclosing a proof of claim form for use in this Chapter 11 Case.

If you file a proof of claim for a Prepetition Claim and/or a 503(b)(9) Claim, your filed proof of claim must (a) be written in the English language, (b) conform substantially with the enclosed proof of claim form or Official Form No. 410, (c) attach copies of any writings upon which your asserted Prepetition Claim and/or 503(b)(9) Claim is based, (d) be signed by the claimant or by an authorized agent of the claimant, and (e) be denominated in lawful currency of the United States; provided, however, that the Debtor reserves the right to convert a claim denominated in non-U.S. currency into U.S. currency using the applicable exchange rate as of the Petition Date. If a proof of claim form is not enclosed herewith, you may obtain a proof of claim form by written request to the undersigned counsel for the Debtor or the web page for restructuring information maintained by the Debtor at <https://epoc.kccllc.net/orexigen>. Additionally, you may obtain a proof of claim form from any bankruptcy court clerk's office, from your lawyer, from certain business supply stores, or from the website maintained by the Administrative Office of the U.S. Courts at: <http://www.uscourts.gov/forms/bankruptcy-forms/proof-claim-0>.

You may be listed as the holder of a claim against the Debtor in the Debtor's Schedules. To determine if and how you are listed on the Schedules, please refer to and carefully review the Schedules.

Copies of the Schedules and the Bar Date Order are available and may be examined by interested parties (i) at the web page maintained by the Debtor for restructuring information at <http://www.kccllc.net/orexigen>; (ii) at the office of the Clerk of the Court, 824 Market Street, Wilmington, Delaware 19801 between the hours of 8:00 a.m. and 3:00 p.m. (ET); or (iii) on the Court's electronic docket of these Cases at the address <http://www.pacer.gov>.

If you require additional information regarding the filing of a proof of claim, you may contact the Debtor's notice and claims agent, KCC, directly by writing to: Orexigen Claims Processing Center, c/o KCC, 2335 Alaska Ave., El Segundo, CA 90245, or by telephone at (888) 830-4646 (toll-free) or (310) 751-2641 (international callers).

YOU SHOULD CONSULT YOUR ATTORNEY REGARDING ANY OTHER INQUIRIES, SUCH AS WHETHER YOU SHOULD FILE A PROOF OF CLAIM. DO NOT ATTEMPT TO CONTACT THE COURT FOR ADVICE.

May 16, 2018
Wilmington, Delaware

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