# UNITED STATES
# SECURITIES AND EXCHANGE COMMISSION

**Washington, DC 20549**

# FORM 10-Q

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

**For the quarterly period ended June 30, 2022**

**or**

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

**For the transition period from_____ to_____.**

**Commission File Number:**
**001-37348**

# Corbus Pharmaceuticals Holdings, Inc.

**(Exact name of registrant as specified in its charter)**

| **Delaware** | **46-4348039** |
|---|---|
| **(State or other jurisdiction of incorporation or organization)** | **(I.R.S. Employer Identification Number)** |
| **500 River Ridge Drive**<br>**Norwood, MA** | **02062** |
| **(Address of principal executive offices)** | **(Zip code)** |

**(617) 963-0100**
**(Registrant's telephone number, including area code)**

(Former Name, Former Address and Former Fiscal Year if Changed Since Last Report): **N/A**

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

| Title of Each Class | Trading Symbol | Name of Each Exchange on Which Registered |
|---|---|---|
| Common Stock, par value $0.0001 per share | CRBP | Nasdaq Global Market |

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

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

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

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

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

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

As of August 4, 2022, 125,268,381 shares of the registrant's common stock, $0.0001 par value, were issued and outstanding.

**CORBUS PHARMACEUTICALS HOLDINGS, INC.**

**Quarterly Report on Form 10-Q for the Quarter Ended June 30, 2022**

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**PART I — FINANCIAL INFORMATION**

**Item 1. Financial Statements.**

**Corbus Pharmaceuticals Holdings, Inc.**
**Condensed Consolidated Balance Sheets**

| | June 30, 2022 (Unaudited) | December 31, 2021 |
|---|---|---|
| **ASSETS** | | |
| Current assets: | | |
| Cash and cash equivalents | $ 25,770,665 | $ 25,006,632 |
| Investments | 47,532,557 | 72,640,520 |
| Restricted cash | 192,475 | 192,475 |
| Prepaid expenses and other current assets | 1,742,273 | 2,365,010 |
| Total current assets | 75,237,970 | 100,204,637 |
| Restricted cash | 477,425 | 477,425 |
| Property and equipment, net | 1,989,007 | 2,392,696 |
| Operating lease right of use assets | 4,258,077 | 4,609,110 |
| Other assets | 104,165 | 46,385 |
| Total assets | $ 82,066,644 | $ 107,730,253 |
| **LIABILITIES AND STOCKHOLDERS' EQUITY** | | |
| Current liabilities: | | |
| Notes payable | $ 110,705 | $ 767,938 |
| Accounts payable | 1,986,622 | 1,782,277 |
| Accrued expenses | 4,716,422 | 10,093,312 |
| Derivative liability | 133,710 | 133,710 |
| Operating lease liabilities, current | 1,207,471 | 1,136,948 |
| Current portion of long-term debt | 7,474,846 | 3,093,344 |
| Total current liabilities | 15,629,776 | 17,007,529 |
| Long-term debt, net of debt discount | 11,612,237 | 15,636,275 |
| Other long-term liabilities | 22,205 | 22,205 |
| Operating lease liabilities, noncurrent | 5,332,569 | 5,956,217 |
| Total liabilities | 32,596,787 | 38,622,226 |
| Stockholders' equity | | |
| Preferred stock, $0.0001 par value; 10,000,000 shares authorized, no shares issued and outstanding at June 30, 2022 and December 31, 2021 | — | — |
| Common stock, $0.0001 par value; 300,000,000 shares authorized, 125,268,381 and 125,230,881 shares issued and outstanding at June 30, 2022 and December 31, 2021, respectively | 12,527 | 12,523 |
| Additional paid-in capital | 421,996,544 | 418,891,713 |
| Accumulated deficit | (372,419,894) | (349,733,764) |
| Accumulated other comprehensive loss | (119,320) | (62,445) |
| Total stockholders' equity | 49,469,857 | 69,108,027 |
| Total liabilities and stockholders' equity | $ 82,066,644 | $ 107,730,253 |

See notes to the unaudited condensed consolidated financial statements.

**Corbus Pharmaceuticals Holdings, Inc.**
**Condensed Consolidated Statements of Operations and Comprehensive Loss**
**(Unaudited)**

| | For the Three Months Ended June 30, | | For the Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2022 | 2021 | 2022 | 2021 |
| Revenue from awards | $ — | $ 136,558 | $ — | $ 784,382 |
| Operating expenses: | | | | |
| Research and development | 2,499,642 | 11,265,220 | 5,785,878 | 21,986,043 |
| General and administrative | 4,840,368 | 5,572,397 | 10,071,291 | 10,913,594 |
| Litigation Settlement | 5,000,000 | — | 5,000,000 | — |
| Total operating expenses | 12,340,010 | 16,837,617 | 20,857,169 | 32,899,637 |
| Operating loss | (12,340,010 ) | (16,701,059 ) | (20,857,169 ) | (32,115,255 ) |
| Other income (expense), net: | | | | |
| Other income (expense), net | (208,683 ) | (227,609 ) | (402,034 ) | (242,703 ) |
| Interest income (expense), net | (490,339 ) | (401,170 ) | (949,248 ) | (1,047,720 ) |
| Change in fair value of derivative liability | — | 204,000 | — | 198,000 |
| Foreign currency exchange gain (loss), net | (209,856 ) | (12,538 ) | (477,679 ) | 4,134 |
| Other income (expense), net | (908,878 ) | (437,317 ) | (1,828,961 ) | (1,088,289 ) |
| Net loss | $ (13,248,888 ) | $ (17,138,376 ) | $ (22,686,130 ) | $ (33,203,544 ) |
| Net loss per share, basic and diluted | $ (0.11 ) | $ (0.15 ) | $ (0.18 ) | $ (0.28 ) |
| Weighted average number of common shares outstanding, basic and diluted | 125,255,881 | 116,364,131 | 125,249,596 | 120,722,622 |
| | | | | |
| Comprehensive loss: | | | | |
| Net loss | $ (13,248,888 ) | $ (17,138,376 ) | $ (22,686,130 ) | $ (33,203,544 ) |
| Other comprehensive income (loss): | | | | |
| Change in unrealized gain (loss) on marketable debt securities | 50,373 | 23,311 | (56,875 ) | (5,454 ) |
| Total other comprehensive income (loss) | 50,373 | 23,311 | (56,875 ) | (5,454 ) |
| Total comprehensive loss | $ (13,198,515 ) | $ (17,115,065 ) | $ (22,743,005 ) | $ (33,208,998 ) |

See notes to the unaudited condensed consolidated financial statements.

**Corbus Pharmaceuticals Holdings, Inc.**
**Condensed Consolidated Statements of Stockholders' Equity**
**(Unaudited)**

| | For the Three Months Ended June 30, 2022 | | | | | |
|---|---|---|---|---|---|---|
| | Common Stock | | Additional Paid-in | Accumulated | Accumulated Other Comprehensive | Total Stockholders' |
| | Shares | Amount | Capital | Deficit | Loss | Equity |
| Balance at March 31, 2022 | 125,255,881 | $ 12,526 | $ 420,483,456 | $ (359,171,006 ) | $ (169,693 ) | $ 61,155,283 |
| Issuance of common stock, net of issuance costs of $0 | 12,500 | 1 | (1 ) | — | — | — |
| Stock-based compensation expense | — | — | 1,513,089 | — | — | 1,513,089 |
| Change in unrealized gain (loss) on marketable debt securities | — | — | — | — | 50,373 | 50,373 |
| Net loss | — | — | — | (13,248,888 ) | — | (13,248,888 ) |
| Balance at June 30, 2022 | 125,268,381 | $ 12,527 | $ 421,996,544 | $ (372,419,894 ) | $ (119,320 ) | $ 49,469,857 |

| | For the Three Months Ended June 30, 2021 | | | | | |
|---|---|---|---|---|---|---|
| | Common Stock | | Additional Paid-in | Accumulated | Accumulated Other Comprehensive | Total Stockholders' |
| | Shares | Amount | Capital | Deficit | Loss | Equity |
| Balance at March 31, 2021 | 125,033,006 | $ 12,503 | $ 411,691,762 | $ (320,158,506 ) | $ (28,765 ) | $ 91,516,994 |
| Stock-based compensation expense | — | — | 2,507,272 | — | | 2,507,272 |
| Issuance of common stock upon exercise of stock options | 50,000 | 5 | 49,995 | — | — | 50,000 |
| Change in unrealized gain (loss) on marketable debt securities | — | — | — | — | 23,311 | 23,311 |
| Net loss | — | — | — | (17,138,376 ) | | (17,138,376 ) |
| Balance at June 30, 2021 | 125,083,006 | $ 12,508 | $ 414,249,029 | $ (337,296,882 ) | $ (5,454 ) | $ 76,959,201 |

See notes to the unaudited condensed consolidated financial statements.

| | For the Six Months Ended June 30, 2022 | | | | | |
|---|---|---|---|---|---|---|
| | Common Stock | | Additional Paid-in Capital | Accumulated Deficit | Accumulated Other Comprehensive Loss | Total Stockholders' Equity |
| | Shares | Amount | | | | |
| Balance at December 31, 2021 | 125,230,881 | $ 12,523 | $ 418,891,713 | $ (349,733,764 ) | $ (62,445 ) | $ 69,108,027 |
| Issuance of common stock, net of issuance costs of $0 | 37,500 | 4 | (4 ) | — | — | — |
| Stock-based compensation expense | — | — | 3,104,835 | — | — | 3,104,835 |
| Change in unrealized gain (loss) on marketable debt securities | — | — | — | — | (56,875 ) | (56,875 ) |
| Net loss | — | — | — | (22,686,130 ) | — | (22,686,130 ) |
| Balance at June 30, 2022 | 125,268,381 | $ 12,527 | $ 421,996,544 | $ (372,419,894 ) | $ (119,320 ) | $ 49,469,857 |

| | For the Six Months Ended June 30, 2021 | | | | | |
|---|---|---|---|---|---|---|
| | Common Stock | | Additional Paid-in Capital | Accumulated Deficit | Accumulated Other Comprehensive Loss | Total Stockholders' Equity |
| | Shares | Amount | | | | |
| Balance at December 31, 2020 | 98,852,696 | $ 9,885 | $ 349,358,378 | $ (304,093,338 ) | $ — | $ 45,274,925 |
| Issuance of common stock, net of issuance costs of $1,820,437 | 25,391,710 | 2,539 | 58,858,262 | — | — | 58,860,801 |
| Stock-based compensation expense | — | — | 5,087,674 | — | — | 5,087,674 |
| Issuance of common stock upon exercise of stock options | 838,600 | 84 | 944,715 | — | — | 944,799 |
| Change in unrealized gain (loss) on marketable debt securities | — | — | — | — | (5,454 ) | (5,454 ) |
| Net loss | — | — | — | (33,203,544 ) | — | (33,203,544 ) |
| Balance at June 30, 2021 | 125,083,006 | $ 12,508 | $ 414,249,029 | $ (337,296,882 ) | $ (5,454 ) | $ 76,959,201 |

See notes to the unaudited condensed consolidated financial statements.

**Corbus Pharmaceuticals Holdings, Inc.**
**Condensed Consolidated Statements of Cash Flows**
**(Unaudited)**

| | Six Months Ended June 30, | |
|---|---|---|
| | 2022 | 2021 |
| Cash flows from operating activities: | | |
| Net loss | $ (22,686,130) | $ (33,203,544) |
| Adjustments to reconcile net loss to net cash used in operating activities: | | |
| Stock-based compensation expense | 3,104,835 | 5,087,674 |
| Depreciation and amortization | 387,803 | 535,846 |
| Net amortization on premium of investments | 661,398 | 152,524 |
| (Gain) Loss on foreign exchange | 631,213 | (68,830) |
| Operating lease right of use asset amortization | 351,033 | 309,636 |
| Amortization of debt discount | 357,464 | 344,094 |
| Realized loss on investments | 118,671 | — |
| Change in fair value of derivative liability | — | (198,000) |
| Loss on sale of property and equipment | 21,235 | 7,914 |
| Changes in operating assets and liabilities: | | |
| Decrease in prepaid expenses | 622,737 | 1,087,436 |
| Decrease in contract asset | — | (784,382) |
| Increase in other assets | (57,780) | 231,423 |
| Increase (decrease) in accounts payable | (426,868) | (5,434,110) |
| Decrease in accrued expenses | (5,376,890) | (6,917,751) |
| Decrease in operating lease liabilities | (553,125) | (488,006) |
| Net cash used in operating activities | (22,844,404) | (39,338,076) |
| Cash flows from investing activities: | | |
| Purchases of investments | (66,366,447) | (70,529,641) |
| Proceeds from sales and maturities of investments | 90,637,466 | — |
| Purchases of property and equipment | (13,449) | — |
| Proceeds from sale of property and equipment | 8,100 | 6,400 |
| Net cash provided by (used in) investing activities | 24,265,670 | (70,523,241) |
| Cash flows from financing activities: | | |
| Repayment of short-term borrowings | (657,233) | (607,465) |
| Proceeds from issuance of common stock | — | 62,586,070 |
| Issuance costs paid for common stock financings | — | (1,820,437) |
| Net cash (used in) provided by financing activities | (657,233) | 60,158,168 |
| Net increase (decrease) in cash, cash equivalents, and restricted cash | 764,033 | (49,703,149) |
| Cash, cash equivalents, and restricted cash at beginning of the period | 25,676,532 | 86,453,341 |
| Cash, cash equivalents, and restricted cash at end of the period | $ 26,440,565 | $ 36,750,192 |
| Supplemental disclosure of cash flow information and non-cash transactions: | | |
| Cash paid during the period for interest | $ 887,428 | $ 870,649 |

See notes to the unaudited condensed consolidated financial statements.

## 1. NATURE OF OPERATIONS

***Business***

Corbus Pharmaceuticals Holdings, Inc. (the "Company" or "Corbus") is focused on the development of immune modulators that will have application in disease states spanning from immuno-oncology to fibrosis. Corbus' current pipeline includes anti-integrin monoclonal antibodies that block activation of TGFβ and small molecules that activate or inhibit the endocannabinoid system. The Company plans to expand its pipeline in immuno-oncology through internal efforts and business development. Since its inception, the Company has devoted substantially all of its efforts to business planning, research and development, recruiting management and technical staff, acquiring operating assets and raising capital. The Company's business is subject to significant risks and uncertainties and the Company will be dependent on raising substantial additional capital before it becomes profitable and it may never achieve profitability.

The condensed consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All significant intercompany transactions and accounts have been eliminated in consolidation. In the opinion of management of the Company, the accompanying unaudited condensed consolidated interim financial statements reflect all adjustments (which include only normal recurring adjustments) necessary to present fairly, in all material respects, the consolidated financial position of the Company as of June 30, 2022 and the results of its operations and changes in stockholders' equity for the three and six months ended June 30, 2022 and 2021 and its cash flows for the six months ended June 30, 2022 and 2021. The December 31, 2021 condensed consolidated balance sheet was derived from audited financial statements. The Company prepared the condensed consolidated financial statements following the requirements of the U.S. Securities and Exchange Commission (the "SEC") for interim reporting. Accordingly, certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles in the United States ("GAAP) have been condensed or omitted. It is suggested that these condensed consolidated financial statements be read in conjunction with the financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2021, filed on March 8, 2022 (the "2021 Annual Report"). The results of operations for such interim periods are not necessarily indicative of the operating results for the full fiscal year.

The Company is continuing to monitor the impact of the COVID-19 pandemic on its business and operations.

## 2. LIQUIDITY

The accompanying consolidated financial statements have been prepared assuming the Company will continue as a going concern, which contemplates continuity of operations, realization of assets and the satisfaction of liabilities and commitments in the normal course of business. The Company has incurred recurring losses since inception and as of June 30, 2022, had an accumulated deficit of $372,420,000. The Company anticipates operating losses to continue for the foreseeable future due to, among other things, costs related to research funding, development of its product candidates and its preclinical and clinical programs, strategic alliances and the development of its administrative organization. The Company expects the cash, cash equivalents, and investments of approximately $73,303,000 at June 30, 2022 to be sufficient to meet its operating and capital requirements at least twelve months from the filing of this Quarterly Report on Form 10-Q.

The source, timing and availability of any future financing will depend principally upon market conditions, and, more specifically, on the progress of the Company's clinical development programs. Funding may not be available when needed, at all, or on terms acceptable to the Company. Lack of necessary funds may require the Company to, among other things, delay, scale back or eliminate some or all of the Company's planned clinical or preclinical trials.

## 3. SIGNIFICANT ACCOUNTING POLICIES

A summary of the significant accounting policies followed by the Company in the preparation of the financial statements is as follows:

***Consolidation***

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

***Use of Estimates***

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting periods. Actual results could differ from those estimates and changes in estimates may occur. The most significant estimates are related to stock-based compensation, the accrual of research, product development and clinical obligations, lease obligations, and the valuation of warrants discussed in Note 14.

***Cash, Cash Equivalents, and Restricted Cash***

The Company considers only those investments which are highly liquid, readily convertible to cash, and that mature within three months from date of purchase to be cash equivalents. At June 30, 2022 and December 31, 2021, cash equivalents were comprised of money market funds.

Restricted cash as of June 30, 2022 included security for a stand-by letter of credit issued in favor of a landlord for $669,900 of which $192,475 was classified in current assets and $477,425 was classified in noncurrent assets as of June 30, 2022.

Cash, cash equivalents, and restricted cash consisted of the following:

| | June 30, 2022 | December 31, 2021 |
|---|---|---|
| Cash | $ 3,988,041 | $ 6,751,593 |
| Cash Equivalents | 21,782,624 | 18,255,039 |
| Cash and cash equivalents | $ 25,770,665 | $ 25,006,632 |
| | | |
| Restricted cash, current | 192,475 | 192,475 |
| Restricted cash, noncurrent | 477,425 | 477,425 |
| Restricted cash | 669,900 | 669,900 |
| Total cash, investments, and restricted cash shown in the statement of cash flows | $ 26,440,565 | $ 25,676,532 |

As of June 30, 2022, all of the Company's cash and cash equivalents was held in the United States, except for approximately $2,987,000 of cash which was held in its subsidiaries in the United Kingdom and Australia. As of December 31, 2021, all of the Company's cash was held in the United States, except for approximately $5,752,000 of cash which was held principally in its subsidiary in the United Kingdom.

***Investments***

Investments consist of debt securities and term deposits with maturities greater than 90 days at their acquisition date. The Company has classified its investments with maturities beyond one year as current, based on their highly liquid nature and because such marketable securities represent the investment of cash that is available for current operations.

The Company classifies all of its marketable debt securities as available-for-sale securities. The Company's marketable debt securities are measured and reported at fair value using quoted prices in active markets for similar securities. Unrealized gains and losses on available-for-sale debt securities are reported as accumulated other comprehensive gain or loss, which is a separate component of stockholders' equity. The cost of debt securities sold is determined on a specific identification basis, and realized gains and losses are included in other income (expense), net in the consolidated statements of operations and comprehensive loss.

The Company evaluates its marketable debt securities with unrealized losses for other-than-temporary impairment. When assessing marketable debt securities for other-than-temporary declines in value, the Company considers such factors as, among other things, how significant the decline in value is as a percentage of the original cost, how long the market value of the investment has been less than its original cost, the Company's ability and intent to retain the investment for a period of time sufficient to allow for any anticipated recovery in fair value and market conditions in general. If any adjustment to fair value reflects a decline in the value of the investment that the Company considers to be "other than temporary," the Company reduces the investment to fair value through a charge to the statements of operations and comprehensive loss. No such adjustments were necessary during the periods presented.

***Financial Instruments***

The carrying values of the notes payable and debt approximate their fair value due to the fact that they are at market terms.

***Fair Value Measurements***

The valuation of the Company's debt and embedded derivatives are determined primarily by an income approach that considers the present value of net cash flows of the debt with and without prepayment and default features. These embedded debt features, which are determined to be classified as derivative liabilities are marked-to-market each reporting period, with a corresponding non-cash gain or loss charged to the current period. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. As a basis for considering such assumptions, there exists a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value as follows:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities that the Company has the ability to access as of the measurement date.

Level 2 – Inputs other than quoted prices included within Level 1 that are directly observable for the asset or liability or indirectly observable through corroboration with observable market data.

Level 3 – Unobservable inputs for the asset or liability only used when there is little, if any, market activity for the asset or liability at the measurement date.

The Company's investments, debt, and its derivative liabilities are carried at fair value determined according to the fair value hierarchy described above. The carrying values of the Company's prepaid expenses and other current assets, and accrued expenses approximate their fair values due to the short-term nature of these assets and liabilities.

To determine the fair value of our embedded derivatives, management evaluates assumptions regarding the probability of certain future events. Other factors used to determine fair value include the discount rate, risk free interest rate and derivative term. The fair value recorded for the derivative liability varies from period to period. This variability may result in the actual derivative liability for a period either above or below the estimates recorded on our consolidated financial statements, resulting in fluctuations in other income (expense) because of the corresponding non-cash gain or loss recorded.

***Property and Equipment***

The estimated life for the Company's property and equipment is as follows: three years for computer hardware and software and three to five years for office furniture and equipment. The Company's leasehold improvements and assets under capital lease are amortized over the shorter of their useful lives or the respective leases. See Note 7 for details of property and equipment and Note 8 for operating and capital lease commitments.

***Research and Development Expenses***

Costs incurred for research and development are expensed as incurred.

Nonrefundable advance payments for goods or services that have the characteristics that will be used or rendered for future research and development activities pursuant to executory contractual arrangements with third party research organizations are deferred and recognized as an expense as the related goods are delivered or the related services are performed.

***Accruals for Research and Development Expenses and Clinical Trials***

As part of the process of preparing its financial statements, the Company is required to estimate its expenses resulting from its obligations under contracts with vendors, clinical research organizations and consultants and under clinical site agreements in connection with conducting clinical trials. The financial terms of these contracts are subject to negotiations, which vary from contract to contract and may result in payment terms that do not match the periods over which materials or services are provided under such contracts. The Company's objective is to reflect the appropriate expenses in its financial statements by matching those expenses with the period in which services are performed and efforts are expended. The Company accounts for these expenses according to the timing of various aspects of the expenses. The Company determines accrual estimates by taking into account discussion with applicable internal personnel and outside service providers as to the progress of clinical trials, or the services completed. During the course of a clinical trial, the Company adjusts its clinical expense recognition if actual results differ from its estimates. The Company makes estimates of its accrued expenses as of each balance sheet date based on the facts and circumstances known to it at that time. The Company's clinical trial accruals are dependent upon the timely and accurate reporting of contract research organizations ("CROs") and other third-party vendors. Although the Company does not expect its estimates to be materially different from amounts actually incurred, its understanding of the status and timing of services performed relative to the actual status and timing of services performed may vary and may result in it reporting amounts that are too high or too low for any particular period. For the three and six months ended June 30, 2022 and 2021, there were no material adjustments to the Company's prior period estimates of accrued expenses for clinical trials.

***Leases***

The Company determines if an arrangement is a lease at inception. Operating leases are included in operating lease right-of-use ("ROU") assets, other current liabilities and operating lease liabilities in the Company's consolidated balance sheets.

ROU assets represent the Company's right to use an underlying asset for the lease term and lease liabilities represent its obligation to make lease payments arising from the lease. ROU assets and liabilities are recognized at commencement date based on the present value of lease payments over the lease term. As the Company's leases do not provide an implicit rate, the Company uses an incremental borrowing rate based on the information available at commencement date in determining the present value of lease payments. This is the rate the Company would have to pay if borrowing on a collateralized basis over a similar term to each lease. The ROU asset also includes any lease payments made and excludes lease incentives. Lease expense for lease payments is recognized on a straight-line basis over the lease term.

The Company has subleased a portion of its leased facility under an agreement considered to be an operating lease according to GAAP. The Company has not been legally released from its primary obligations under the original lease and therefore it continues to account for the original lease as it did before commencement of the sublease. The Company will record both fixed and variable payments received from the sublessee in its statements of operations and comprehensive loss on a straight-line basis as an offset to rent expense.

***Concentrations of Credit Risk***

The Company has no significant off-balance-sheet concentration of credit risk such as foreign exchange contracts, option contracts or other hedging arrangements. The Company may from time to time have cash in banks in excess of Federal Deposit Insurance Corporation insurance limits. However, the Company believes the risk of loss is minimal as these banks are large financial institutions.

***Segment Information***

Operating segments are identified as components of an enterprise about which separate discrete financial information is available for evaluation by the chief operating decision maker, or decision-making group, in making decisions regarding resource allocation and assessing performance. To date, the Company has viewed its operations and manages its business as principally one operating segment, which is developing and commercializing therapeutics for autoimmunity, fibrosis, and cancer. As of June 30, 2022, all of the Company's assets were located in the United States, except for approximately $2,987,000 of cash, cash equivalents, and investments and $781,000 of prepaid expenses and other assets which were held outside of the United States, principally in its subsidiary in the United Kingdom. As of December 31, 2021, all of the Company's assets were located in the United States, except for approximately $22,504,000 of cash, cash equivalents, and investments, $973,000 of prepaid expenses and other assets, and $1,000 of property and equipment, net which were held outside of the United States, principally in its subsidiary in the United Kingdom.

***Income Taxes***

For federal and state income taxes, deferred tax assets and liabilities are recognized based upon temporary differences between the financial statement and the tax basis of assets and liabilities. Deferred income taxes are based upon prescribed rates and enacted laws applicable to periods in which differences are expected to reverse. A valuation allowance is recorded to reduce a net deferred tax benefit when it is not more likely than not that the tax benefit from the deferred tax assets will be realized. Accordingly, given the cumulative losses since inception, the Company has provided a valuation allowance equal to 100% of the deferred tax assets in order to eliminate the deferred tax assets amounts.

Tax positions taken or expected to be taken in the course of preparing the Company's tax returns are required to be evaluated to determine whether the tax positions are "more-likely-than-not" of being sustained by the applicable tax authority. Tax positions not deemed to meet a more-likely-than-not threshold, as well as accrued interest and penalties, if any, would be recorded as a tax expense in the current year. There were no uncertain tax positions that require accrual or disclosure to the financial statements as of June 30, 2022 or December 31, 2021.

***Impairment of Long-lived Assets***

The Company continually monitors events and changes in circumstances that could indicate that carrying amounts of long-lived assets may not be recoverable. An impairment loss is recognized when expected undiscounted cash flows of an asset are less than an asset's carrying value. Accordingly, when indicators of impairment are present, the Company evaluates the carrying value of such assets in relation to the operating performance and future undiscounted cash flows of the underlying assets. An impairment loss equal to the excess of the fair value of the asset over its carrying amount, is recorded when it is determined that the carrying value of the asset may not be recoverable. The Company recognized an impairment loss of approximately $606,000 in the third quarter of 2021 to write down the value of leasehold improvements as a result of entering into a sublease. The Company notes no other impairment charges were taken in 2022. See Note 8 for more details on sublease agreement.

***Stock-based Payments***

The Company recognizes compensation costs resulting from the issuance of stock-based awards to employees, non-employees and directors as an expense in the statements of operations and comprehensive loss over the service period based on a measurement of fair value for each stock-based award. The fair value of each option grant is estimated as of the date of grant using the Black-Scholes option-pricing model, net of estimated forfeitures. The fair value of each option grant is amortized as compensation cost on a straight-line basis over the requisite service period of the awards, which is generally the vesting period.

***Foreign Currency***

Transaction gains and losses arising from currency exchange rate fluctuations on transactions denominated in a currency other than the U.S. Dollar functional currency are recorded in the Company's statements of operations and comprehensive loss. Such transaction gains and losses may be realized or unrealized depending upon whether the transaction settled during the period or remains outstanding at the balance sheet date. The functional currency of the Company's foreign subsidiaries is the U.S. dollar.

***Net Loss Per Common Share***

Net loss per share was computed as follows:

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2022 | 2021 | 2022 | 2021 |
| Net loss | $ (13,248,888) | $ (17,138,376) | $ (22,686,130) | $ (33,203,544) |
| Weighted average number of common shares-basic | 125,255,881 | 116,364,131 | 125,249,596 | 120,722,622 |
| Net loss per share of common stock-basic | $ (0.11) | $ (0.15) | $ (0.18) | $ (0.28) |

* Warrants and options that have not been exercised have been excluded from the diluted calculation as all periods presented have a net loss and the impact of these securities would be anti-dilutive

***Recently Adopted Accounting Pronouncements***

In May 2021, the FSB issued ASU 2021-04, *Earnings Per Share (Topic 260), Debt—Modifications and Extinguishments (Subtopic 470-50), Compensation—Stock Compensation (Topic 718), and Derivatives and Hedging— Contracts in Entity's Own Equity (Subtopic 815-40): Issuer's Accounting for Certain Modifications or Exchanges of Freestanding Equity-Classified Written Call Options* which is intended to clarify and reduce diversity in an issuer's accounting for modifications or exchanges of freestanding equity-classified written call options that remain equity classified after modification of exchange. This standard is effective for all entities for fiscal years beginning after December 15, 2021, including interim periods within those fiscal years. Early adoption is permitted. The Company's adoption of ASU 2021-04 as of January 1, 2022 had no impact on the Company's financial statements and related disclosures.

***Recently Issued Accounting Pronouncements***

In August 2020, the FASB issued ASU 2020-06, *Debt—Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging—Contracts in Entity's Own Equity (Subtopic 815-40): Accounting for Convertible Instruments and Contracts in an Entity's Own Equity* which is intended to simplify various aspects of GAAP for certain financial instruments with characteristics of liabilities and equity. The standard is effective for public companies that meet the definition of an SEC filer, excluding entities that are smaller reporting companies as defined by the SEC, for fiscal years, and interim periods within those years, beginning after December 15, 2021. For all other entities, the amendments are effective for fiscal years beginning after December 15, 2023, including interim periods within those fiscal years. Early adoption is permitted, but no earlier than fiscal years beginning after December 15, 2020, including interim periods within those fiscal years. This standard will be effective for the Company on January 1, 2024 or when it ceases being eligible to be a smaller reporting company. The Company is currently evaluating the timing of the adoption of ASU 2020-06 and the potential impact that this standard may have on its consolidated financial statements and related disclosures.

In June 2016, the FASB issued ASU No. 2016-13, *Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments ("ASU 2016-13")*, which requires the measurement and recognition of expected credit losses for financial assets held at amortized cost. ASU 2016-13 replaces the existing incurred loss impairment model with an expected loss model. It also eliminates the concept of other-than-temporary impairment and requires credit losses related to available-for-sale debt securities to be recorded through an allowance for credit losses rather than as a reduction in the amortized cost basis of the securities. These changes may result in earlier recognition of credit losses. In November 2018, the FASB issued ASU No. 2018-19, *Codification Improvements to Topic 326, Financial Instruments—Credit Losses*, which narrowed the scope and changed the effective date for non-public entities for ASU 2016-13. The FASB subsequently issued supplemental guidance within ASU No. 2019-05, *Financial Instruments—Credit Losses (Topic 326): Targeted Transition Relief ("ASU 2019-05")*. ASU 2019-05 provides an option to irrevocably elect the fair value option for certain financial assets previously measured at amortized cost basis. For public entities that are SEC filers, excluding entities that are eligible to be smaller reporting companies, ASU 2016-13 is effective for annual periods beginning after December 15, 2019, including interim periods within those fiscal years. For all other entities, ASU 2016-13 is effective for annual periods beginning after December 15, 2022, including interim periods within those fiscal years. Early adoption is permitted. This standard will be effective for the Company on January 1, 2023 or when it ceases being eligible to be a smaller reporting company. The Company is currently evaluating the potential impact that this standard may have on its consolidated financial statements and related disclosures.

**4. INVESTMENTS**

The following table summarizes the Company's investments as of June 30, 2022 (in thousands):

| | Amortized Cost | Gross Unrealized Gain | Gross Unrealized Losses | Fair Value |
|---|---|---|---|---|
| **Debt Securities:** | | | | |
| Commercial paper | $ 12,435 | $ — | $ — | $ 12,435 |
| Corporate debt securities | 35,217 | — | (119) | 35,098 |
| Asset backed securities | — | — | — | — |
| **Other Investments:** | | | | |
| Term Deposits | — | — | — | — |
| **Total** | $ 47,652 | $ — | $ (119) | $ 47,533 |

The following table summarizes the amortized cost and fair value of the Company's available-for-sale marketable securities by contractual maturity as of June 30, 2022 (in thousands):

| | Amortized Cost | Fair Value |
|---|---|---|
| Maturing in one year or less | $ 47,652 | $ 47,533 |
| Maturing after one year but less than three years | — | — |
| | $ 47,652 | $ 47,533 |

The following table summarizes the Company's investments as of December 31, 2021 (in thousands):

| | Amortized Cost | Gross Unrealized Gain | Gross Unrealized Losses | Fair Value |
|---|---|---|---|---|
| **Debt Securities:** | | | | |
| Commercial paper | $ 12,794 | $ — | $ — | $ 12,794 |
| Corporate debt securities | 32,922 | — | (58) | 32,864 |
| Asset backed securities | 10,235 | — | (4) | 10,231 |
| **Other Investments:** | | | | |
| Term deposits (Matured 2/20/2022 - 5/5/2022) | 16,752 | — | — | 16,752 |
| **Total** | $ 72,703 | $ — | $ (62) | $ 72,641 |

The following table summarizes the amortized cost and fair value of the Company's available-for-sale marketable securities by contractual maturity as of December 31, 2021 (in thousands):

| | Amortized Cost | Fair Value |
|---|---|---|
| Maturing in one year or less | $ 44,859 | $ 44,848 |
| Maturing after one year but less than three years | 11,092 | 11,041 |
| | $ 55,951 | $ 55,889 |

**5. FAIR VALUE OF FINANCIAL ASSETS AND LIABILITIES**

The following tables present information about the Company's financial assets and liabilities measured at fair value on a recurring basis and indicate the level of the fair value hierarchy utilized to determine such fair values as of June 30, 2022 (in thousands):

| | Level 1 | Level 2 | Level 3 | Total |
|---|---|---|---|---|
| Assets: | | | | |
| Cash Equivalents: | | | | |
| Money market funds | $ 21,783 | $ — | $ — | $ 21,783 |
| Investments: | | | | |
| Term deposits | — | — | — | — |
| Commercial paper | — | 12,435 | — | 12,435 |
| Corporate debt securities | — | 35,098 | — | 35,098 |
| Asset backed securities | — | — | — | — |
| | $ 21,783 | $ 47,533 | $ — | $ 69,316 |
| Liabilities: | | | | |
| Derivative liabilities | $ — | $ — | $ 134 | $ 134 |

The following tables present information about the Company's financial assets and liabilities measured at fair value on a recurring basis and indicate the level of the fair value hierarchy utilized to determine such fair values as of December 31, 2021 (in thousands):

| | Level 1 | Level 2 | Level 3 | Total |
|---|---|---|---|---|
| Assets: | | | | |
| Cash Equivalents: | | | | |
| Money Market funds | $ 18,255 | $ — | $ — | $ 18,255 |
| Investments: | | | | |
| Term deposits | 16,752 | — | — | 16,752 |
| Commercial paper | — | 12,794 | — | 12,794 |
| Corporate debt securities | — | 32,864 | — | 32,864 |
| Asset backed securities | — | 10,231 | — | 10,231 |
| | $ 35,007 | $ 55,889 | $ — | $ 90,896 |
| Liabilities: | | | | |
| Derivative liabilities | $ — | $ — | $ 134 | $ 134 |

**6. LICENSE AGREEMENTS**

The Company entered into a license agreement (the "Jenrin Agreement") with Jenrin Discovery, LLC, a privately-held Delaware limited liability company ("Jenrin"), effective September 20, 2018. Pursuant to the Jenrin Agreement, Jenrin granted the Company exclusive worldwide rights to develop and commercialize the Licensed Products (as defined in the Jenrin Agreement) which includes the Jenrin library of over 600 compounds and multiple issued and pending patent filings. The compounds are designed to treat inflammatory and fibrotic diseases by targeting the endocannabinoid system.

In consideration of the license and other rights granted by Jenrin, the Company paid Jenrin a $250,000 upfront cash payment and is obligated to pay potential milestone payments to Jenrin totaling up to $18,400,000 for each compound it elects to develop based upon the achievement of specified development and regulatory milestones. In addition, Corbus is obligated to pay Jenrin royalties in the mid, single digits based on net sales of any Licensed Products, subject to specified reductions.

The Company entered into a license agreement (the "Milky Way License Agreement") with Milky Way BioPharma, LLC ("Milky Way"), a subsidiary of Panorama Research Inc., effective May 25, 2021. Pursuant to the Milky Way License Agreement, the Company received an exclusive license, under certain patent rights and know-how owned or controlled by Milky Way, to develop, commercialize, and otherwise exploit products containing antibodies against integrin αvβ6 and/or integrin αvβ8 ("Licensed Products"), one of which the Company is referring to as CRB-602. Under the terms of the Milky Way License Agreement, the Company will have sole responsibility for research, development, and commercialization of any Licensed Products, and Company has agreed to use commercially reasonable efforts to perform these activities.

In consideration for the license and other rights granted to the Company under the Milky Way License Agreement, the Company paid Milky Way an upfront payment of $500,000 and issued to Milky Way 147,875 shares of its common stock. The Company is obligated to pay up to $53,000,000 in potential milestone payments for the achievement of certain development, regulatory, and sales milestones. At the Company's election, the Company may satisfy a portion of certain milestone payments by issuing shares of its common stock. In addition, the Company is obligated to pay royalties in the low, single digits on sales of Licensed Products during the life of the applicable licensed patents on a country-by-county and product-by-product basis, which is subject to a minimum annual royalty obligation, as well as a percentage share of certain payments received by Company from sublicensees

The Company entered into a license agreement (the "UCSF License Agreement") with the Regents of the University of California ("The Regents") effective May 26, 2021. Pursuant to the UCSF License Agreement, the Company received an exclusive license to certain patents relating to humanized antibodies against integrin αvβ8, one of which the Company is referring to as CRB-601, along with non-exclusive licenses to certain related know-how and materials.

In consideration for the license and other rights granted to the Company under the UCSF License Agreement, the Company paid The Regents a license issue fee of $1,500,000 and is obligated to pay an annual license maintenance fee, as well as up to $153,000,000 in potential milestone payments for the achievement of certain development, regulatory, and sales milestones. In addition, the Company is obligated to pay royalties in the low, single digits on sales of products falling within the scope of the licensed patents, which is subject to a minimum annual royalty obligation, and a percentage share of certain payments received by Company from sublicensees or in connection with the sale of the licensed program.

The Company determined that substantially all of the fair value of the Jenrin Agreement was attributable to a single in-process research and development asset which did not constitute a business. The Company determined that substantially all of the fair value of the Milky Way License Agreement and the UCSF License Agreement was attributable to separate groups of in-process research and development assets which did not constitute a business. The Company concluded that it did not have any alternative future use for the acquired in-process research and development assets. Thus, the Company recorded the various upfront payment to research and development expenses in the quarter the license deals became effective. The Company will account for the development, regulatory, and sales milestone payments in the period that the relevant milestones are achieved as either research and development expense or as an intangible asset as applicable. To date, the Company has made no milestone payments under any of the above agreements.

## 7. PROPERTY AND EQUIPMENT

Property and equipment consisted of the following:

| | June 30, 2022 | December 31, 2021 |
|---|---|---|
| Computer hardware and software | $ 262,203 | $ 248,754 |
| Office furniture and equipment | 1,113,981 | 1,185,329 |
| Leasehold improvements | 3,330,855 | 3,330,855 |
| Property and equipment, gross | 4,707,039 | 4,764,938 |
| Less: accumulated depreciation | (2,718,032 ) | (2,372,242 ) |
| Property and equipment, net | $ 1,989,007 | $ 2,392,696 |

Depreciation expense was $192,084 and $263,660 for the three months ended June 30, 2022 and 2021, respectively and $387,803 and $535,846 for the six months ended June 30, 2022 and 2021.

## 8. COMMITMENTS AND CONTINGENCIES

### Operating Lease Commitment

Pursuant to the terms of the Company's non-cancelable lease agreements in effect at June 30, 2022, the following table summarizes the Company's maturities of operating lease liabilities as of June 30, 2022:

| | |
|---|---|
| 2022 (Remainder of year) | $ 830,235 |
| 2023 | 1,700,005 |
| 2024 | 1,747,447 |
| 2025 | 1,794,889 |
| 2026 | 1,688,144 |
| Total lease payments | $ 7,760,720 |
| | |
| Less: imputed interest | (1,220,680 ) |
| Total | $ 6,540,040 |

### Sublease Commitment

Effective August 26, 2021, the Company entered into a sublease agreement with a third party to sublease 12,112 square feet of the 30,023 square feet currently being leased under one of its two existing lease agreements. The sublease commenced on October 1, 2021 and ends October 31, 2026. The Company notes sublease income of $55,133 and $110,266 for the three and six months ended June 30, 2022, respectively was recognized and offset against rent expense.

Undiscounted sublease cash inflows have been summarized in the following table:

| | |
|---|---|
| 2022 (Remainder of year) | $ 52,485 |
| 2023 | 185,717 |
| 2024 | 278,576 |
| 2025 | 290,688 |
| 2026 | 252,333 |
| Total sublease payments | $ 1,059,799 |

### Legal Proceedings

On May 12, 2022, the Company entered into a binding term sheet (the "Settlement ") with Venn Therapeutics, LLC, ("Venn") to resolve the claims by Venn against the Company, its Chief Executive Officer, and a former employee which were previously disclosed in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2021 and the Company's Quarterly Report on Form 10-Q for the period ended March 31, 2022.

Under the terms of the Settlement, the Company made a $5 million payment to Venn on May 26, 2022 and Venn dismissed with prejudice all claims against the Company, its Chief Executive Officer and a former employee.

**9. NOTES PAYABLE**

*D&O Financing*

In November 2020, the Company entered into a loan agreement with a financing company for $909,375 to finance one of the Company's insurance policies. The terms of the loan stipulate equal monthly payments of principal and interest payments of $103,112 over a nine-month period. Interest accrued on this loan at an annual rate of 4.89%. This loan was fully repaid in July 2021.

In November 2021, the Company entered into a loan agreement with a financing company for $984,375 to finance one of the Company's insurance policies. The terms of the loan stipulate equal monthly payments of principal and interest payments of $111,041 over a nine-month period. Interest accrues on this loan at an annual rate of 3.64%. Prepaid expenses as of June 30, 2022 and December 31, 2021, included approximately $437,500 and $1,093,750, respectively, related to the underlying insurance policy being financed.

*Loan and Security Agreement with K2 HealthVentures LLC*

On July 28, 2020, the Company, with its subsidiary, Corbus Pharmaceuticals, Inc., as borrower, entered into a $50,000,000 secured Loan and Security Agreement with K2 HealthVentures LLC ("K2HV"), an unrelated third party (the "Loan Agreement") and received the first $20,000,000 tranche upon signing. The second tranche of $20,000,000 and the third tranche of $10,000,000 will be made available at the Company's option subject to the achievement of certain clinical and regulatory milestones. The loan matures on August 1, 2024 and the Company is obligated to make interest only payments for the first 24 months and then interest and equal principal payments for the next 24 months. Interest accrues at a variable annual rate equal to the greater of (i) 8.5% and (ii) the rate of interest noted in The Wall Street Journal, Money Rates section, as the "Prime Rate" plus 5.25%, in each case, subject to a step-down of 25 basis points upon the funding of the second tranche. The interest rate used at June 30, 2022 was 10%.

K2HV may elect to convert up to $5,000,000 of the outstanding loan into common stock at a conversion price of $9.40 per share.

In connection with the Loan Agreement, on July 28, 2020, the Company issued to the Lenders (as defined in the Loan Agreement) a warrant to purchase up to 86,206 common shares (the "K2 Warrant") at an exercise price of $6.96 (the "Warrant Price"). The K2 Warrant may be exercised either for cash or on a cashless "net exercise" basis and expires on July 28, 2030. The total proceeds attributed to the K2 Warrant was approximately $472,000 based on the relative fair value of the K2 Warrant as compared to the sum of the fair values of the K2 Warrant, prepayment feature, default feature, and debt. Total proceeds attributed to the prepayment and default features was approximately $546,000. The Company also incurred approximately $1,244,000 of debt issuance costs and is required to make a final payment equal to approximately $1,190,000. See Note 14 for more detail on assumptions used in the valuation of the K2 Warrant and see Note 15 for more information on the assumptions used in valuation of the default and prepayment features.

The total principal amount of the loan under the Loan Agreement outstanding at June 30, 2022, including the $1,190,000 final payment discussed above, is $21,190,000.

Upon the occurrence of an Event of Default (as defined in the Loan Agreement), and during the continuance of an Event of Default, the applicable rate of interest, described above, will be increased by 5.00% per annum. The secured term loan maturity date is August 1, 2024, and the Loan Agreement includes both financial and non-financial covenants. The Company was in compliance with these covenants as of June 30, 2022. The obligations under the Loan Agreement are secured on a senior basis by a lien on substantially all of the assets of the Company and its subsidiaries. The subsidiaries of the Company are guarantors of the obligations of the Company under the Loan Agreement.

The total debt discount related to Lenders of approximately $2,262,000 is being charged to interest expense using the effective interest method over the term of the debt. At June 30, 2022 and December 31, 2021, the fair value of our outstanding debt, which is considered level 3 in the fair value hierarchy, approximates carrying value. Interest expense for the three and six months ended June 30, 2022 was approximately $698,000 and $1,382,000, respectively. Interest expense for the three and six months ended June 30, 2021 was $672,000 and $1,330,000, respectively.

The net carrying amounts of the liability components consists of the following:

| | June 30, 2022 | December 31, 2021 |
|---|---|---|
| Principal | $ 20,000,000 | $ 20,000,000 |
| Less: debt discount | (2,262,388 ) | (2,262,388 ) |
| Accretion of Debt Discount | 1,349,471 | 992,007 |
| Net Carrying amount | $ 19,087,083 | $ 18,729,619 |
| Less: current portion of long term debt | $ (7,474,846 ) | $ (3,093,344 ) |
| Total long-term debt, net of discount | $ 11,612,237 | $ 15,636,275 |

The following table summarizes the future principal payments due under long-term debt;

| | Principal Payments and final payment on Loan Agreement |
|---|---|
| Remaining 2022 | $ 3,052,075 |
| 2023 | 9,804,398 |
| 2024 | 8,333,527 |
| Total | $ 21,190,000 |

**10. ACCRUED EXPENSES**

Accrued expenses consisted of the following:

| | June 30, 2022 | December 31, 2021 |
|---|---|---|
| Accrued clinical operations and trials costs | $ 1,263,216 | $ 5,435,464 |
| Accrued product development costs | 5,800 | 203,676 |
| Accrued compensation | 1,720,608 | 2,715,368 |
| Accrued administrative costs | 1,056,074 | 1,213,699 |
| Accrued interest | 670,724 | 525,105 |
| Total | $ 4,716,422 | $ 10,093,312 |

**11. DEVELOPMENT AWARDS**

*2018 CFF Award*

On January 26, 2018, the Company entered into the Cystic Fibrosis Program Related Investment Agreement with the CFF, a non-profit drug discovery and development corporation, pursuant to which the Company received an award for up to $25,000,000 in funding (the "2018 CFF Award") to support a Phase 2b Clinical Trial (the "Phase 2b Clinical Trial") of lenabasum in patients with cystic fibrosis, of which the Company has received $25 million in the aggregate through June 30, 2022 upon the Company's achievement of milestones related to the progress of the Phase 2b Clinical Trial, as set forth in the Investment Agreement.

Pursuant to the terms of the Investment Agreement and an amendment entered into on June 20, 2022 (the "Investment Agreements"), in the event Corbus licenses the right to develop and commercialize lenabasum to a third party the Company is obligated to pay the CFF 10% of the first $2 million received, 15% of amounts exceeding $2 million up to $5 million and 23% of amounts exceeding $5 million.

Additionally, the Company is obligated to make (i) royalty payments to CFF of two and one-half percent of net sales from lenabasum due within sixty days after any quarter in which such net sales occur in the Field (as defined in the Investment Agreement), (ii) royalty payments to CFF of one percent of net sales of Non-Field Products (as defined in the Investment Agreement) due within sixty days after any quarter in which such net sales occur, and (iii) royalty payment to CFF of 10% of any amount the Company and its stockholders receive in connection with a change of control transaction, except that such payment shall not exceed five times the amount of the 2018 CFF Award, with such payments to be credited against any other net sales royalty payments due. Accordingly, the Company will owe to CFF a royalty payment equal to 10% of any amounts the Company receives as payment under the collaboration agreement with Kaken, provided that the total royalties that the Company will be required to pay under the Investment Agreement resulting from income from licenses or sales subject to the Investment Agreement are capped at five times the total amount of the 2018 CFF Award. The Company may credit such royalties against any royalties on net sales otherwise owed to CFF under the Investment Agreement. Accordingly, the Company was required to pay CFF $2,700,000 in May 2019 as a result of its receipt of the $27,000,000 upfront cash payment from Kaken.

Either CFF or the Company may terminate the Investment Agreement for cause, which includes the Company's material failure to achieve certain commercialization and development milestones. The Company's payment obligations survive the termination of the Investment Agreement.

Pursuant to the terms of the Investment Agreement, the Company issued a warrant to CFF to purchase an aggregate of 1,000,000 shares of the Company's common stock (the "CFF Warrant"). The CFF Warrant is exercisable at a price equal to $13.20 per share and all shares are vested as of June 30, 2022. The CFF Warrant expires on January 26, 2025. Any shares of the Company's common stock issued upon exercise of the CFF Warrant will be unregistered and subject to a one-year lock-up.

Under the Investment Agreement, the Company recorded no revenue for the three and six months ended June 30, 2022 and $136,558 and $784,382 of revenue during the three and six months ended June 30, 2021, respectively. The Company concluded that the contract counterparty, CFF, is a customer. The Company identified the following material promise under the arrangement: research and development activities and related services under the Phase 2b Clinical Trial. Based on these assessments, the Company identified one performance obligation at the outset of the Investment Agreement, which consists of: Phase 2b Clinical Trial research and development activities and related services.

To determine the transaction price, the Company included the total aggregate payments under the Investment Agreement which amount to $25,000,000 and reduced the revenue to be recognized by the payment to the customer of $6,215,225 in the form of the CFF Warrant representing its fair value, leaving the remaining $18,784,775 as the transaction price as of the outset of the arrangement, which will be recognized as revenue over the performance period as discussed below. The $6,215,225 fair value of the warrant was also recorded as an increase to additional paid in capital.

The Company has invoiced and received $25,000,000 in milestone payments, including $12,500,000 in 2018, $5,000,000 in 2019, $5,000,000 in 2020, and $2,500,000 in 2021. The Company notes there are no further development milestones under this agreement.

The CFF Warrant is accounted for as a payment to the customer. See Note 14 for further information related to the CFF Warrant. The Company notes that the Investment Agreement contains an initial payment that was received upon contract execution and subsequent milestone payments, which are a form of variable consideration that require evaluation for constraint considerations. The Company concluded that the related performance milestones are generally within the Company's control and as result are considered probable. Revenue associated with the performance obligation is being recognized as revenue as the research and development services are provided using an input method, according to the costs incurred as related to the research and development activities on each program and the costs expected to be incurred in the future to satisfy the performance obligation. The transfer of control occurs over this time period and, in management's judgment, is the best measure of progress towards satisfying the performance obligation. The research and development services related to this performance obligation were performed over approximately three-year period and were completed in 2021. The amounts recognized as revenue, but not received or invoiced were recognized as a contract asset on the Company's consolidated balance sheet.

**12. COMMON STOCK**

The Company has authorized 300,000,000 shares of common stock, $0.0001 par value per share, of which 125,268,381 and 125,230,881 shares were issued and outstanding as of June 30, 2022 and December 31, 2021, respectively.

On August 7, 2020, the Company entered into the August 2020 Sale Agreement with Jefferies pursuant to which Jefferies is serving as the Company's sales agent to sell shares of the Company's common stock through an "at the market offering." As of August 7, 2020, the Company was authorized to sell up to $150,000,000 of shares of the Company's common stock pursuant to the August 2020 Sale Agreement. During the three and six months ended June 30, 2022, the Company did not sell any shares of its common stock under the August 2020 Sale Agreement. During the three and six months ended June 30, 2021, the Company sold 0 and 25,391,710 shares of its common stock under the August 2020 Sale Agreement for which the company received gross proceeds of approximately $0 and $60,681,238, less issuance costs incurred of $1,820,437, respectively.

During the three and six months ended June 30, 2022, the Company issued no shares of common stock upon the exercise of stock options to purchase common stock and the Company received no proceeds exercises, respectively.

During the three and six months ended June 30, 2021, the Company issued 50,000 and 838,600 shares of common stock upon the exercise of stock options to purchase common stock and the Company received proceeds of approximately $50,000 and $944,800, respectively.

During the three and six months ended June 30, 2022, the Company issued 12,500 and 37,500 common shares from the vesting of shares from restricted stock under the 2014 Plan.

No warrants were exercised during the three and six months ended June 30, 2022 and 2021.

**13. STOCK BASED AWARDS**

In April 2014, the Company adopted the Corbus Pharmaceuticals Holdings, Inc. 2014 Equity Incentive Plan (the "2014 Plan"). Pursuant to the 2014 Plan, the Company's Board of Directors (the "Board") may grant incentive and nonqualified stock options and restricted stock to employees, officers, directors, consultants and advisors.

Pursuant to the terms of an annual evergreen provision in the 2014 Plan, the number of shares of common stock available for issuance under the 2014 Plan shall automatically increase on January 1 of each year by at least seven percent (7%) of the total number of shares of common stock outstanding on December 31st of the preceding calendar year, or, pursuant to the terms of the 2014 Plan, in any year, the Board may determine that such increase will provide for a lesser number of shares.

In accordance with the terms of the 2014 Plan, and pursuant to the annual evergreen provision contained in the 2014 plan, effective as of January 1, 2021, the number of shares of common stock available for issuance under the 2014 Plan increased by 2,500,000 shares, which was less than seven percent (7%) of the outstanding shares of common stock on December 31, 2020. As of January 1, 2021, there was a total of 25,570,842 shares reserved for issuance under the 2014 plan and there were 9,869,051 shares available for future grants. As of June 30, 2021 there were 4,843,265 shares available for future grants.

In accordance with the terms of the 2014 Plan, and pursuant to the annual evergreen provision contained in the 2014 Plan, effective as of January 1, 2022, the number of shares of common stock available for issuance under the 2014 Plan increased by 8,766,162 shares, which was seven percent (7%) of the outstanding shares of common stock on December 31, 2021. As of January 1, 2022, the 2014 Plan had a total reserve of 34,337,004 shares and there were 16,760,151 shares available for future grants. As of June 30, 2022 there were 12,756,507 shares available for future grants.

*Share-based Compensation*

For stock options awarded and outstanding and restricted stock awards for the three months ended June 30, 2022 and 2021, respectively, the Company recorded non-cash, stock-based compensation expense of $1,513,089 and $2,507,272, net of estimated forfeitures. For stock options awarded and outstanding for the six months ended June 30, 2022 and 2021, respectively, the Company recorded non-cash, stock-based compensation expense of $3,104,835 and $5,087,674, respectively, net of estimated forfeitures.

Stock-based compensation expense was classified in the consolidated statements of operations and comprehensive loss as follows:

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2022 | 2021 | 2022 | 2021 |
| Research and development expenses | $ 147,626 | $ 913,003 | $ 323,844 | $ 1,800,080 |
| General and administrative expenses | 1,365,463 | 1,594,269 | 2,780,991 | 3,287,594 |
| Total stock-based compensation | $ 1,513,089 | $ 2,507,272 | $ 3,104,835 | $ 5,087,674 |

The fair value of each option award is estimated on the date of grant using the Black-Scholes option pricing model that uses the assumptions noted in the following table. The Company uses historical data, as well as subsequent events occurring prior to the issuance of the financial statements, to estimate option exercises and employee terminations in order to estimate its forfeiture rate. The expected term of options granted under the 2014 Plan, all of which qualify as "plain vanilla" per SEC Staff Accounting Bulletin 107, is determined based on the simplified method due to the Company's limited operating history, and is 6.25 years based on the average between the vesting period and the contractual life of the option. For non-employee options, the expected term is the contractual term. The risk-free rate is based on the yield of a U.S. Treasury security with a term consistent with the option.

The weighted average assumptions used principally in determining the fair value of options granted to employees were as follows:

| | Six Months Ended June 30, | |
|---|---|---|
| | 2022 | 2021 |
| Risk free interest rate | 1.81 % | 0.71 % |
| Expected dividend yield | 0 % | 0 % |
| Expected term in years | 6.25 | 6.25 |
| Expected volatility | 97.76 % | 103.46 % |
| Estimated forfeiture rate | 12.37 % | 8.74 % |

A summary of option activity for the six months ended June 30, 2022 and is presented below:

| Options | Shares | Weighted Average Exercise Price | Weighted Average Remaining Contractual Term in Years | Aggregate Intrinsic Value |
|---|---|---|---|---|
| Outstanding at December 31, 2021 | 15,326,105 | $ 4.06 | | |
| Granted | 5,086,303 | 0.46 | | |
| Forfeited | (842,234 ) | 3.66 | | |
| Expired | (277,925 ) | 4.75 | | |
| Outstanding at June 30, 2022 | 19,292,249 | $ 3.12 | 7.06 | $ 10,822,865 |
| Vested at June 30, 2022 | 10,412,743 | $ 4.48 | 5.32 | $ 2,706,655 |
| Vested and expected to vest at June 30, 2022 | 17,904,934 | $ 3.28 | 6.88 | $ 9,268,907 |

The weighted average grant-date fair value of options granted during the six months ended June 30, 2022 and 2021 was $0.36 and $2.05 per share, respectively. The aggregate intrinsic value of options exercised during the six months ended June 30, 2022 and 2021 was approximately $0 and $1,769,714, respectively. The total fair value of options that were vested as of June 30, 2022 and 2021 was $35,605,223 and $37,286,931, respectively. As of June 30, 2022, there was approximately $8,871,950 of total unrecognized compensation expense, related to non-vested share-based option compensation arrangements. The unrecognized compensation expense is estimated to be recognized over a period of 2.34 years as of June 30, 2022.

In January 2022, the Company granted a restricted stock award of 50,000 shares which vested in 25% increments upon issuance and at the end of each of the three quarters following the grant. During the three and six months ended June 30, 2022, 12,500 and 37,500 of restricted stock awards vested under the 2014 Plan, respectively. No restricted stock awards were granted in the three and six months ended June 30, 2021.

**14. WARRANTS**

No warrants were exercised during the three and six months ended June 30, 2022 and 2021.

At June 30, 2022, there were warrants outstanding to purchase 1,506,206 shares of common stock with a weighted average exercise price of $9.46 and a weighted average remaining life of 3.11 years.

The Company issued a warrant to CFF in January 2018, to purchase an aggregate of 1,000,000 shares of the Company's common stock (the "CFF Warrant"). The CFF Warrant is exercisable at a price equal to $13.20 per share and is immediately exercisable for 500,000 shares of the Company's common stock. The CFF Warrant is exercisable at a price equal to $13.20 per share and all shares are vested as of June 30, 2022. The CFF Warrant expires on January 26, 2025. Any shares of the Company's common stock issued upon exercise of the CFF Warrant will be unregistered and subject to a one-year lock-up. The CFF Warrant is classified as equity as it meets all the conditions under GAAP for equity classification. In accordance with GAAP, the Company has calculated the fair value of the warrant for initial measurement and will reassess whether equity classification for the warrant is appropriate upon any changes to the warrants or capital structure, at each balance sheet date. No such changes have occurred through June 30, 2022. The weighted average assumptions used in determining the $6,215,225 fair value of the CFF Warrant were as follows:

| | |
|---|---|
| Risk free interest rate | 2.60 % |
| Expected dividend yield | — % |
| Expected term in years | 7.00 |
| Expected volatility | 83.5 % |

On July 28, 2020, the Company entered into the Loan Agreement with K2HV pursuant to which K2HV may provide the Company with term loans in an aggregate principal amount of up to $50,000,000. On July 28, 2020, in connection with the funding of the first $20,000,000 tranche, the Company issued a warrant exercisable for 86,206 shares of the Company's common stock (the "K2 Warrant") at an exercise price of $6.96 per share. The K2 Warrant is immediately exercisable for 86,206 shares and expires on July 28, 2030. Any shares of the Company's common stock issued upon exercise of the K2 Warrant are permitted to be settled in unregistered shares. The K2 Warrant is classified as equity as it meets all the conditions under GAAP for equity classification. In accordance with GAAP, the Company has calculated the fair value of the warrant for initial measurement and will reassess whether equity classification for the warrant is appropriate upon any changes to the warrants or capital structure, at each balance sheet date. No such changes have occurred through June 30, 2022. The weighted average assumptions used in determining the $472,409 fair value of the K2 Warrant were as follows:

| | |
|---|---|
| Risk free interest rate | 0.60 % |
| Expected dividend yield | — % |
| Expected term in years | 10.00 |
| Expected volatility | 80.0 % |

On October 16, 2020, the Company entered into a professional services agreement with an investor relations service provider. Pursuant to the agreement, the Company issued warrants exercisable for a total of 420,000 shares of the Company's common stock (the "Warrants") at an exercise price of $1.07 per share. The Warrants became fully vested on October 19, 2021. Any shares of the Company's common stock issued upon exercise of the Warrants are permitted to be settled in unregistered shares. The Warrants are classified as equity as they meet all the conditions under GAAP for equity classification. In accordance with GAAP, the Company has calculated the fair value of the warrants for initial measurement and will reassess whether classification for the warrant is appropriate upon any changes to the warrants or capital structure, at each balance sheet date. No such changes have occurred through June 30, 2022. The weighted average assumptions used in determining the $334,740 fair value of the Warrants were as follows:

| | |
|---|---|
| Risk free interest rate | 0.90 % |
| Expected dividend yield | — % |
| Expected term in years | 5.00 |
| Expected volatility | 100.6 % |

**15. DERIVATIVE LIABILITY**

On July 28, 2020, the Company, with its subsidiary, Corbus Pharmaceuticals, Inc., as borrower, entered into a $50,000,000 secured Loan and Security Agreement with K2HV, an unrelated third party (the "Loan Agreement") and received the first $20,000,000 tranche upon signing. The Company has determined that a prepayment feature and default feature needed to be separately valued and marked to market each reporting period after assessing the agreement under ASC 815.

The value of these features are determined each reporting period by taking the present value of net cash flows with and without the prepayment features. The significant assumption used to determine the fair value of the debt without any features is the discount rate which has been estimated by using published market rates of triple CCC rated public companies. All other inputs are taken from the Loan Agreement. The additional significant assumptions used when valuing the prepayment feature is the probability of a change of control event. The Company has determined the probability from December 31, 2021 to June 30, 2022 has stayed consistent. The additional significant assumption used when valuing the default feature is the probability of defaulting on the repayment of loan. The Company has determined the probability from December 31, 2021 to June 30, 2022 has remained consistent. The value of these features was determined to be approximately $133,710 at December 31, 2021 and June 30, 2022, which resulted in no expense recognized in the first six months of 2022. The Company considers the fair value of the derivative liability to be Level 3 under the three-tier fair value hierarchy.

A roll forward of the fair value of the derivative liabilities for the six months ended June 30, 2022 is presented below.

| | June 30, 2022 |
|---|---|
| Beginning balance, December 31, 2021 | $ 133,710 |
| Change in fair value of derivative liabilities | - |
| Ending balance, June 30, 2022 | $ 133,710 |

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

*The following discussion and analysis of our financial condition and results of operations should be read together with our financial statements and the related notes and the other financial information included elsewhere in this Quarterly Report. This discussion contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of various factors, including those discussed below and elsewhere in this Quarterly Report, particularly those under "Risk Factors."*

**Overview**

Corbus Pharmaceuticals Holdings, Inc. (the "Company" or "Corbus") is focused on the development of immune modulators that will have application in disease states spanning from immuno-oncology to fibrosis. Corbus' current pipeline includes anti-integrin monoclonal antibodies that block activation of TGFβ and small molecules that activate or inhibit the endocannabinoid system. The company plans to expand its pipeline in immuno-oncology through internal efforts and business development.

The pipeline includes the following programs:

1.Anti-integrin monoclonal antibodies (mAbs) that inhibit the activation of TGFβ for the treatment of cancer and fibrosis. CRB-601 is an anti-αvβ8 mAb being developed as a potential treatment for solid tumors in combination with existing therapies, including checkpoint inhibitors. The solid tumor program is scheduled for an IND submission to the FDA in the first half of 2023. CRB-602 is a discovery stage anti-αvβ6/αvβ8 mAb currently being explored in disease indications including oncology and fibrosis.

2.Second generation cannabinoid receptor type 1 (CB1) inverse agonists designed to treat obesity and related metabolic diseases. In animal models of diet-induced obesity, our compounds induce weight loss both as a monotherapy and in combination with a GLP-1 agonist. The program is progressing through preclinical studies and regulatory pathway evaluation.

3.Lenabasum, a novel, synthetic, oral molecule that selectively activates cannabinoid receptor type 2 (CB2). We completed a Phase 3 study in dermatomyositis in June 2021 which did not meet its primary endpoint. The National Institutes of Health-sponsored Phase 2 study of lenabasum in systemic lupus erythematosus has completed its last patient visit and the clinical database had been locked. The Company awaits topline results. The Company does not plan to conduct additional clinical studies for Lenabasum and will seek licensing partners to fund future development.

**Financial Operations Overview**

We are an immunology company and have not generated any revenues from the sale of products. We have never been profitable and at June 30, 2022, we had an accumulated deficit of approximately $372,420,000. Our net losses for the three months ended June 30, 2022 and 2021, were approximately $13,249,000 and $17,138,000, respectively. For six months ended June 30, 2022 and 2021, our net losses were approximately $22,686,000 and $33,204,000, respectively,

We expect to continue to incur significant expenses for the foreseeable future. We expect our expenses to continue to decline in 2022 as compared to 2021 due to the completion of our lenabasum clinical studies and a reduction in personnel. We do not plan to conduct additional clinical studies for lenabasum. While we expect expenses to decline in 2022, we will still incur significant operating losses and accordingly we will need additional financing to support our continuing operations. We will seek to fund our operations through public or private equity or debt financings or other sources, which may include government grants and collaborations with third parties. Adequate additional financing may not be available to us on acceptable terms, or at all. Our failure to raise capital as and when needed would have a negative impact on our financial condition and our ability to pursue our business strategy. We will need to generate significant revenues to achieve profitability, and we may never do so.

We expect to continue to incur operating losses for at least the next several years in connection with our ongoing activities, as we:

- •conduct preclinical and clinical trials for our product candidates;
- •continue our research and development efforts; and
- •manufacture drugs for clinical studies.

**Revenue Recognition**

To date, we have not generated any revenues from the sales of products. We do not expect to generate revenue from product sales unless and until we successfully complete development and obtain regulatory approval for the marketing of lenabasum or other of our product candidates, which we expect will take a number of years and is subject to significant uncertainty.

We have not recognized revenue in the three and six months ended June 30, 2022, respectively. In the three and six months ended June 30, 2021, we recognized approximately $137,000 and $784,000 of revenue, respectively.

Amounts recognized in revenue for the six months ended June 30, 2021 were in connection with our entry on January 26, 2018 into the Cystic Fibrosis Program Related Investment Agreement (“Investment Agreement") with the Cystic Fibrosis Foundation (“CFF”), a non-profit drug discovery and development corporation, pursuant to which we received a development award for up to $25,000,000 in funding (the “2018 CFF Award”) to support a Phase 2b Clinical Trial (the “Phase 2b Clinical Trial”) of lenabasum in patients with cystic fibrosis of which we received $6,250,000 in the first quarter of 2018, $6,250,000 in the second quarter of 2018, $5,000,000 in the second quarter of 2019, $5,000,000 in the third quarter of 2020, and $2,500,000 in the fourth quarter of 2021, upon our achievement of a milestone related to the progress of the Phase 2b Clinical Trial, as set forth in the Investment Agreement. We received the entire $25 million from the CFF and have recorded a total of $25 million in revenue to date. We will not be recognizing revenue in the future from the 2018 CFF award.

**Results of Operations**

***Comparison of Three Months Ended June 30, 2022 and 2021***

**Revenue**

To date, we have not generated any revenues from the sales of products. We do not expect to generate revenue from product sales unless and until we successfully complete development and obtain regulatory approval for the marketing of lenabasum or other of our product candidates, which we expect will take a number of years and is subject to significant uncertainty.

We have recognized approximately $0 and $137,000 of revenue in the three months ended June 30, 2022 and 2021, respectively.

Amounts recognized in revenue for the three months ended March 31, 2021 were in connection with our entry on January 26, 2018 into the Cystic Fibrosis Program Related Investment Agreement ("Investment Agreement) with the Cystic Fibrosis Foundation ("CFF"), a non-profit drug discovery and development corporation, pursuant to which we received a development award for up to $25 million in funding (the "2018 CFF Award") to support a Phase 2b Clinical Trial (the "Phase 2b Clinical Trial") of lenabasum in patients with cystic fibrosis of which we received $6.25 million in the first quarter of 2018, $6.25 million in the second quarter of 2018, $5.0 million in the second quarter of 2019, $5.0 million in the third quarter of 2020, and $2.5 million in the fourth quarter of 2021 upon our achievement of a milestone related to the progress of the Phase 2b Clinical Trial, as set forth in the Investment Agreement. We received the entire $25 million from the CFF and have recorded a total of $25 million in revenue to date. We will not be recognizing revenue in the future from the 2018 CFF award.

**Research and Development.** Research and development expenses for the three months ended June 30, 2022 totaled approximately $2,500,000, a decrease of $8,765,000 from the $11,265,000 recorded for the three months ended June 30, 2021. The decrease in fiscal quarter 2022 as compared to 2021 was primarily attributable to lower clinical expenses of approximately $2,425,000 associated with the end of lenabasum clinical studies. There was also a decrease of $2,347,000 in compensation costs, $2,242,000 decrease in the upfront payments made to in-license integrin drugs, and $859,000 in consulting costs.

During 2018, the Company formed a subsidiary in each of the United Kingdom and Australia and approximately 21% and 13% of research and development expenses recorded for the three months ended June 30, 2022 and 2021, respectively was recorded in these entities.

**General and Administrative.** General and Administrative expense for the three months ended June 30, 2022 totaled approximately $4,840,000, a decrease of $732,000 from the $5,572,000 recorded for the three months ended June 30, 2021. The decrease in fiscal 2022 as compared to fiscal 2021 was primarily attributable to decreases in compensation costs of $562,000 and software costs of $290,000 which were partially offset by an increase of $228,000 in legal costs.

**Litigation Settlement.** Litigation Settlement expense for the three months ended June 30, 2022 totaled $5,000,000 as a result of the settlement with Venn Therapeutics, LLC. There was no litigation settlement for the three months ended June 30, 2021.

**Other Expense, Net.** Other expense, net for the three months ended June 30, 2022 was approximately $909,000 as compared to approximately $437,000 recorded for the three months ended June 30, 2021. The increase of $472,000 in 2022 as compared to 2021 was primarily attributable foreign currency losses and the change in the fair value of the derivative liability.

*Comparison of Six Months Ended June 30, 2022 and 2021*

**Revenue**

We had recognized $0 and $784,000 in revenue for the six months ended June 30, 2022 and 2021.

**Research and Development.** Research and development expenses for the six months ended June 30, 2022 totaled approximately $5,786,000, a decrease of $16,200,000 from the $21,986,000 recorded for the six months ended June 30, 2021. The decrease in fiscal 2022 as compared to fiscal 2021 was primarily attributable to lower clinical expenses of approximately $6,991,000 associated with the end of lenabasum clinical studies. There was also a decrease of $4,626,000 in compensation costs, $2,269,000 decrease in the upfront payments made to in-license integrin drugs, and $802,000 in consulting costs, and $523,000 in software costs.

During 2018, the Company formed a subsidiary in each of the United Kingdom and Australia and approximately 28% and 25% of research and development expenses recorded for the six months ended June 30, 2022 and 2021, respectively was recorded in these entities.

**General and Administrative.** General and Administrative expense for the six months ended June 30, 2022 totaled approximately $10,071,000, a decrease of $843,000 from the $10,914,000 recorded for the six months ended June 30, 2021. The decrease in fiscal 2022 as compared to fiscal 2021 was primarily attributable to decreases in compensation costs of $1,441,000 partially offset by an increase in legal costs of $703,000.

**Litigation Settlement.** Litigation Settlement expense for the six months ended June 30, 2022 totaled $5,000,000 as a result of the settlement with Venn Therapeutics, LLC. There was no litigation settlement for the six months ended June 30, 2021.

**Other Expense, Net.** Other expense, net for the six months ended June 30, 2022 was approximately $1,829,000 as compared to approximately $1,088,000 recorded for the six months ended June 30, 2021. The increase of $741,000 in 2022 as compared to 2021 was primarily attributable foreign currency losses and the change in the fair value of the derivative liability.

**Liquidity and Capital Resources**

Since inception, we have experienced negative cash flows from operations. We have financed our operations primarily through sales of equity-related securities. In addition, the majority of the costs of the SLE clinical trial has been or is expected to be funded by NIH grants and our phase 2b clinical trial in cystic fibrosis was supported by the 2018 CFF Award. At June 30, 2022, our accumulated deficit since inception was approximately $372,420,000.

At June 30, 2022, we had total current assets of approximately $75,238,000 and current liabilities of approximately $15,630,000, resulting in working capital of approximately $59,608,000. Of our total cash, cash equivalents, investments, and restricted cash of $74.0 million at June 30, 2022, approximately $71.0 million was held within the United States.

Net cash used in operating activities for the six months ended June 30, 2022 was approximately $22,844,000, which includes a net loss of approximately $22,686,000, adjusted for non-cash expenses of approximately $5,634,000 largely related to stock-based compensation expense, and approximately $5,792,000 of cash used by net working capital items principally due to paying down accounts payable and accrued expenses.

Cash provided by investing activities for the six months ended June 30, 2022 totaled approximately $24,266,000, which was principally related to sales and purchases of marketable securities.

Cash used in financing activities for the six months ended June 30, 2022 totaled approximately $657,000, which was related to the repayment of short-term borrowings.

Under current SEC regulations, if at any time our public float is less than $75.0 million, and for so long as our public float remains less than $75.0 million, the amount we can raise through primary public offerings of securities in any twelve-month period using shelf registration statements is limited to an aggregate of one-third of our public float, which is referred to as the baby shelf rules. As of March 8, 2022, at the time of the filing of our Annual Report on Form 10-K for the year ended December 31, 2021, our calculated public float was below $75.0 million and we will be subject to baby shelf rules for any offerings conducted on our shelf registration statement. As of August 9, 2022, the date of the filing of this Quarterly Report on Form 10-Q, the aggregate market value of our outstanding common stock held by non-affiliates, or the public float, was $37.5 million, which was calculated based on 124,695,962 shares of our outstanding common stock held by non-affiliates at a price of $0.30 per share, the closing price of our common stock on July 8, 2022. As such, we will be restricted from selling more than $12.5 million of securities pursuant to a shelf registration statement in any twelve-month period, so long as the aggregate market value of our common stock held by non-affiliates is less than $75.0 million.

We expect our cash, cash equivalents, and marketable securities of approximately $73.3 million at June 30, 2022 will be sufficient to meet our operating and capital requirements into the first quarter of 2024, based on current planned expenditures.

We will need to raise significant additional capital to continue to fund operations and the discovery and pre-clinical costs for our product candidates. If we are unable to raise sufficient capital in the future, we may be required to undertake cost-cutting measures, including delaying or discontinuing certain clinical activities. We may seek to sell common stock, preferred stock or convertible debt securities, enter into a credit facility or another form of third-party funding or seek other debt financing. In addition, we may seek to raise cash through collaborative agreements or from government grants. The sale of equity and convertible debt securities may result in dilution to our stockholders and certain of those securities may have rights senior to those of our common shares. If we raise additional funds through the issuance of preferred stock, convertible debt securities or other debt financing, these securities or other debt could contain covenants that would restrict our operations. Any other third-party funding arrangement could require us to relinquish valuable rights.

The source, timing and availability of any future financing will depend principally upon market conditions, and, more specifically, on the progress of our clinical development programs.

Funding may not be available when needed, at all, or on terms acceptable to us. Lack of necessary funds may require us, among other things, to delay, scale back or eliminate expenses including some or all of our planned clinical trials.

**Off-Balance Sheet Arrangements**

We do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors, other than future royalty payments under development award agreements discussed as follows:

*License Agreement with Jenrin*

Pursuant to the terms of the Jenrin Agreement, we are obligated to pay potential milestone payments to Jenrin totaling up to $18.4 million for each compound we elect to develop based upon the achievement of specified development and regulatory milestones. In addition, we are obligated to pay Jenrin royalties in the mid, single digits based on net sales of any Licensed Products, as defined in the Jenrin Agreement, subject to specified reductions.

The Jenrin Agreement terminates on a country-by-country basis and product-by-product basis upon the expiration of the royalty term for such product in such country. Each royalty term begins on the date of the first commercial sale of the licensed product in the applicable country and ends on the later of seven years from such first commercial sale or the expiration of the last to expire of the applicable patents in that country. The Jenrin Agreement may be terminated earlier in specified situations, including termination for uncured material breach of the Jenrin Agreement by either party, termination by Jenrin in specified circumstances, termination by Corbus with advance notice and termination upon a party's insolvency or bankruptcy.

*License Agreement with Milky Way*

Pursuant to the terms of the Milky Way Agreement, we are obligated to pay potential milestone payments to Milky Way totaling up to $53.0 million based upon the achievement of specified development and regulatory milestones. In addition, we are obligated to pay Milky Way royalties in the lower, single digits based on net sales of any Licensed Products, as defined in the Milky Way Agreement.

The Milky Way Agreement will remain in effect on a Licensed Product-by-License Product and country-by-country basis, until the expiration of the Royalty Term of the Licensed Product in the country. The "Royalty Term" means the period beginning from the First Commercial Sale of the Licensed Product in the country until the expiration of the last-to-expire Valid Claim in any Licensor Patent in the country that Covers the composition of matter of the Licensed product, the manufacture of the Licensed Product in the country, or a method of use of the Licensed Product for an indication for which Regulatory Approval has been obtained in the country. The Milky Way Agreement may be terminated earlier in specified situations, including termination for material breach or termination by Corbus with advance notice.

*License Agreement with UCSF*

Pursuant to the terms of the UCSF Agreement, we are obligated to pay potential milestone payments to UCSF totaling up to $153.0 million based upon the achievement of specified development and regulatory milestones. In addition, we are obligated to pay UCSF royalties in the lower, single digits based on net sales of any Licensed Products, as defined in the UCSF Agreement.

The UCSF Agreement will remain in effect until the expiration or abandonment of the last of the Patent Rights licensed. The Royalty Term is the duration of Patent Rights in that country covering the applicable Licensed Product or Licensed Services Sold in the country. The UCSF Agreement may be terminated earlier in specified situations, including termination for material breach, termination by Corbus with advance notice and termination upon a party's bankruptcy.

**Critical Accounting Policies and Estimates**

Our condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires management to make estimates, assumptions, and judgements that affect the reported amounts of assets, liabilities, revenue, costs of expenses and related disclosures in the condensed consolidated financial statements. On an ongoing basis, we evaluate our estimates and judgments. We base our estimates and judgments on historical experience, current economic and industry conditions and on various other factors that are believed to be reasonable under the circumstances. This forms the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. We believe our critical accounting policies that involve the most judgement and complexity are those relating to:

- stock based compensation;
- accrued research and development expenses; and
- right of use assets and lease liabilities;

**Stock-Based Compensation**

Stock options are granted with an exercise price at no less than fair market value at the date of the grant. The stock options normally expire ten years from the date of grant. Stock option awards vest upon terms determined by our Board.

We recognize compensation costs resulting from the issuance of stock-based awards to employees, members of our Board and consultants. The fair value of each option grant was estimated as of the date of grant using the Black-Scholes option-pricing model. The fair value is amortized as compensation cost on a straight-line basis over the requisite service period of the awards, which is generally the vesting period. Due to our limited operating history, we estimated our volatility in consideration of a number of factors, including the volatility of comparable public companies and, commencing in 2015, we also included the volatility of our own common stock. We use historical data, as well as subsequent events occurring prior to the issuance of the consolidated financial statements, to estimate option exercise and employee forfeitures within the valuation model. The expected term of options granted to employees under our stock plans is based on the average of the contractual term (generally 10 years) and the vesting period (generally 48 months). The expected term of options granted under the 2014 Plan, all of which qualify as "plain vanilla" per SEC Staff Accounting Bulletin 107, is based on the average of the 6.25 years. For non-employee options, the expected term is the contractual term. The risk-free rate is based on the yield of a U.S. Treasury security with a term consistent with the option. We estimate the forfeiture rate at the time of grant and revise it, if necessary, in subsequent periods if actual forfeitures differ from those estimates. Forfeitures were estimated based on management's expectation through industry knowledge and historical data. We have never paid dividends on our common stock and do not anticipate paying dividends on our common stock in the foreseeable future. Accordingly, we have assumed no dividend yield for purposes of estimating the fair value of our share-based compensation.

**Accrued Research and Development Expenses**

As part of the process of preparing financial statements, we are required to estimate and accrue expenses, the largest of which are research and development expenses. This process involves: communicating with our applicable personnel to identify services that have been performed on our behalf and estimating the level of service performed and the associated cost incurred for the service when we have not yet been invoiced or otherwise notified of actual cost; estimating and accruing expenses in our financial statements as of each balance sheet date based on facts and circumstances known to us at the time; and periodically confirming the accuracy of our estimates with selected service providers and making adjustments, if necessary.

Examples of estimated research and development expenses that we accrue include:

- fees paid to CROs in connection with nonclinical studies;
- fees paid to contract manufacturers in connection with the production of lenabasum for clinical trials;
- fees paid to CRO and research institutions in connection with conducting of clinical studies; and
- professional service fees for consulting and related services.

We base our expense accruals related to clinical studies on our estimates of the services performed pursuant to contracts with multiple research institutions and clinical research organizations that conduct and manage clinical studies on our behalf. The financial terms of these agreements vary from contract to contract and may result in uneven payment flows. Payments under some of these contracts depend on factors, such as the successful enrollment of patients and the completion of clinical study milestones. Our service providers invoice us monthly in arrears for services performed. In accruing service fees, we estimate the time period over which services will be performed and the level of effort to be expended in each period. If we do not identify costs that we have begun to incur or if we underestimate or overestimate the level of services performed or the costs of these services, our actual expenses could differ from our estimates.

To date, we have not experienced significant changes in our estimates of accrued research and development expenses following each applicable reporting period. However, due to the nature of estimates, we cannot assure you that we will not make changes to our estimates in the future as we become aware of additional information regarding the status or conduct of our clinical studies and other research activities.

**Leases**

We lease our office space. We determine if an arrangement is a lease at inception. Operating leases are included in operating lease right-of-use ("ROU") assets, other current liabilities and operating lease liabilities in our consolidated balance sheets.

ROU assets represent our right to use an underlying asset for the lease term and lease liabilities represent our obligation to make lease payments arising from the lease. ROU assets and liabilities are recognized at commencement date based on the present value of lease payments over the lease term. As our leases do not provide an implicit rate, we use an incremental borrowing rate based on the information available at commencement date in determining the present value of lease payments. This is the rate we would have to pay if borrowing on a collateralized basis over a similar term to each lease. The ROU asset also includes any lease payments made and excludes lease incentives. Lease expense for lease payments is recognized on a straight-line basis over the lease term.

The Company has subleased a portion of its leased facility under an agreement considered to be an operating lease according to GAAP. The Company has not been legally released from its primary obligations under the original lease and therefore it continues to account for the original lease as it did before commencement of the sublease. The Company will record both fixed and variable payments received from the sublessee in its statement of operations on a straight-line basis as an offset to rent expense.

**Item 3. Quantitative and Qualitative Disclosures About Market Risk.**

Not Applicable.

**Item 4. Controls and Procedures.**

*Evaluation of Our Disclosure Controls and Procedures*

We maintain disclosure controls and procedures that are designed to provide reasonable assurance that material information required to be disclosed in our periodic reports filed under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms and to provide reasonable assurance that such information is accumulated and communicated to our management, our principal executive officer and our principal financial officer, to allow timely decisions regarding required disclosure. Our management, with the participation of our Chief Executive Officer and our Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) of the Exchange Act, as amended) as of the end of the period covered by this report. Based on that evaluation, our Chief Executive Officer and our Chief Financial Officer concluded that our disclosure controls and procedures as of the end of the period covered by this report were effective in ensuring that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and that the information required to be disclosed by us in such reports is accumulated and communicated to our management, including our Chief Executive Officer and our Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

*Changes in Internal Control over Financial Reporting*

There was no change in our internal control over financial reporting (as defined in Rule 13a-15(f) of the Exchange Act) that occurred during the period to which this report relates that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risks that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**PART II — OTHER INFORMATION**

**Item 1. Legal Proceedings.**

On May 12, 2022, the Company entered into a binding term sheet (the "Settlement ") with Venn Therapeutics, LLC, ("Venn") to resolve the claims by Venn against the Company, its Chief Executive Officer, and a former employee which were previously disclosed in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2021 and the Company's Quarterly Report on Form 10-Q for the period ended March 31, 2022.

Under the terms of the Settlement, the Company made a $5 million payment to Venn on May 26, 2022 and Venn dismissed with prejudice all claims against the Company, its Chief Executive Officer and a former employee.

**Item 1A. Risk Factors.**

There have been no material changes in or additions to the risk factors included in or Annual Report on Form 10-K for the year ended December 31, 2021.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.**

None.

**Item 3. Defaults Upon Senior Securities.**

None.

**Item 4. Mine Safety Disclosures.**

Not applicable.

**Item 5. Other Information.**

None.

**Item 6. Exhibits.**

The exhibits listed below are filed or furnished as part of this Quarterly Report on Form 10-Q.

**EXHIBIT INDEX**

| Exhibit No. | Description |
|---|---|
| 31.1 | Certification of Chief Executive Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a).* |
| 31.2 | Certification of Chief Financial Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a).* |
| 32.1 | Certification of Chief Executive Officer pursuant to Rule 13a-14(b) or Rule 15d-14(b).** |
| 32.2 | Certification of Chief Financial Officer pursuant to Rule 13a-14(b) or Rule 15d-14(b).** |
| 101.INS | Inline XBRL Instance Document.* - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document |
| 101.SCH | Inline XBRL Taxonomy Extension Schema Document.* |
| 101.CAL | Inline XBRL Taxonomy Extension Calculation Linkbase Document.* |
| 101.DEF | Inline XBRL Taxonomy Extension Definition Linkbase Document.* |
| 101.LAB | Inline XBRL Taxonomy Extension Label Linkbase Document.* |
| 101.PRE | Inline XBRL Taxonomy Extension Presentation Linkbase Document.* |
| 104 | The cover page from the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2022 is formatted in iXBRL* |

* Filed herewith.
** Furnished, not filed.

**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.

**Corbus Pharmaceuticals Holdings, Inc.**

*Date: August 9, 2022*

By: */s/ Yuval Cohen*
Name: Yuval Cohen
Title: *Chief Executive Officer*
*(Principal Executive Officer)*

*Date: August 9, 2022*

By: */s/ Sean Moran*
Name: Sean Moran
Title: *Chief Financial Officer*
*(Principal Financial Officer and Chief Accounting Officer)*

**Exhibit 31.1**

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT**

**TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Yuval Cohen, certify that:

1.I have reviewed this quarterly report on Form 10-Q for the period ended June 30, 2022 of Corbus Pharmaceuticals Holdings, 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(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a.Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b.Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c.Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d.Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5.The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a.All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b.Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting

Date: August 9, 2022

*/s/ Yuval Cohen*

Yuval Cohen
Chief Executive Officer
(Principal Executive Officer)

**Exhibit 31.2**

**CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT**

**TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Sean M. Moran, certify that:

1.I have reviewed this quarterly report on Form 10-Q for the period ended June 30, 2022 of Corbus Pharmaceuticals Holdings, 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(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a.Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b.Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c.Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d.Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5.The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a.All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b.Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 9, 2022

*/s/ Sean Moran*

Sean Moran
Chief Financial Officer
(Principal Financial Officer and Chief Accounting Officer)

**Exhibit 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**

This Certification is being filed pursuant to 18 U.S.C. Section 1350, as adopted by Section 906 of the Sarbanes-Oxley Act of 2002. This Certification is included solely for the purposes of complying with the provisions of Section 906 of the Sarbanes-Oxley Act and is not intended to be used for any other purpose. In connection with the accompanying Quarterly Report on Form 10-Q for the quarter ended June 30, 2022 (the "Quarterly Report") of Corbus Pharmaceuticals Holdings, Inc. (the "Company"), the undersigned hereby certifies in his capacity as an officer of the Company that to such officer's knowledge:

(1) The Quarterly Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2) The information contained in the Quarterly Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

By: */s/ Yuval Cohen*
Yuval Cohen
Chief Executive Officer
(Principal Executive Officer)

Dated: August 9, 2022

**Exhibit 32.2**

**Certification of Chief Financial Officer Pursuant to**
**18 U.S.C. Section 1350,**
**as Adopted Pursuant to**
**Section 906 of the Sarbanes-Oxley Act of 2002**

This Certification is being filed pursuant to 18 U.S.C. Section 1350, as adopted by Section 906 of the Sarbanes-Oxley Act of 2002. This Certification is included solely for the purposes of complying with the provisions of Section 906 of the Sarbanes-Oxley Act and is not intended to be used for any other purpose. In connection with the accompanying Quarterly Report on Form 10-Q for the quarter ended June 30, 2022, (the "Quarterly Report") of Corbus Pharmaceuticals Holdings, Inc. (the "Company"), the undersigned hereby certifies in his capacity as an officer of the Company that to such officer's knowledge:

(1) The Quarterly Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2) The information contained in the Quarterly Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

By: */s/ Sean Moran*
Sean Moran
Chief Financial Officer
(Principal Financial Officer and Chief Accounting Officer)

Dated: August 9, 2022