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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended March 31, 2023

OR

o **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: 001-40947

LianBio

(Exact Name of Registrant as Specified in its Charter)

Cayman Islands	**98-1594670**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
103 Carnegie Center Drive, Suite 309 Princeton, NJ	**08540**
(Address of principal executive offices)	**(Zip Code)**

Registrant's telephone number, including area code: (609) 486-2308

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
American Depositary Shares, each representing 1 ordinary share, par value $0.000017100448 per share	**LIAN**	**The 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 x No o

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 x No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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	o	Accelerated filer	o
Non-accelerated filer	x	Smaller reporting company	x
Emerging growth company	x		

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. x

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

As of May 8, 2023, 107,164,175 ordinary shares of the registrant, par value $0.000017100448 per share, were outstanding, of which 42,308,781 ordinary shares were held in the form of American Depositary Shares. This total number of ordinary shares and total number of ordinary shares held in the form of American Depositary Shares excludes 2,054,844 ordinary shares that are held by the depositary on reserve to satisfy obligations of the registrant under the registrant's equity plans.

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995, about us and our industry that involve substantial risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. All statements other than statements of historical facts contained in this Quarterly Report on Form 10-Q, including statements regarding our strategy, future operations, future financial position, prospects, plans, objectives of management and expected growth, are forward-looking statements. These statements are based on our current beliefs, expectations and assumptions regarding our intentions, beliefs or current expectations concerning, among other things, the future of our business, future plans and strategies, our operational results and other future conditions. Forward-looking statements involve known and unknown risks, uncertainties and other important factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements.

Forward-looking statements can be identified by words such as “anticipate,” “believe,” “estimate,” “expect,” “intend,” “may,” “plan,” “predict,” “project,” “seek,” “target,” “will,” “would,” “could,” “should,” “continue,” “contemplate” and other similar expressions, although not all forward-looking statements contain these identifying words. These forward-looking statements include, among other things, statements about:

- our ability to successfully develop, gain regulatory approval for and launch commercial products in Greater China and other Asian markets;
- our ability to deliver innovative therapeutic solutions to patients and become a leading biopharmaceutical company in Greater China, including Mainland China, Hong Kong, Taiwan and Macau, and other Asian markets;
- our plans and ability to leverage data generated in our partners’ global registrational trials and clinical development programs to obtain regulatory approval for and bring our current product candidates to market in our licensed territories, and our plans to maximize patient reach for each of our product candidates;
- our partners’ announced plans and expectations with respect to the success, cost and timing of their product development activities, preclinical studies and clinical trials, including statements regarding the timing of initiation and completion of studies or trials and related preparatory work, the timing of expected review from regulatory authorities and the period during which the results of the trials are expected to become available;
- our ability to expand our pipeline through the continued strategic in-licensing of innovative and complementary product candidates with the potential to become the new standard of care in Greater China and other Asian markets;
- our ability to successfully establish an international infrastructure, including by building a focused salesforce in China and leveraging the commercial infrastructure we create to benefit our other assets;
- our ability to establish and maintain relationships and collaborations with investors and our current and any future licensing partners that will contribute to our success in sourcing value and creating partnerships to enable us to build out a broad and clinically validated pipeline;
- our ability to design, initiate and complete any clinical trials to advance our current product candidates, including mavacamten, TP-03, NBTXR3, infigratinib, BBP-398, LYR-210, omilancor, NX-13 and sisunatovir, as well as any future product candidates, towards regulatory approval in China and our other licensed territories;
- our ability to conduct, and the timing of and costs related to, our product development activities, including any preclinical studies and related clinical trials in Greater China and other Asian markets of our current and any future product candidates, and our ability to obtain, and the timing of and costs related to, potential regulatory approval of such product candidates in Greater China and other Asian markets;
- our plans to pursue the development of certain product candidates for additional treatment indications;
- our ability to successfully utilize the data we may generate from any clinical trials we conduct in Greater China or other territories, including in conjunction with data from clinical trials conducted by our partners, to seek regulatory approval in Greater China and other Asian markets;
- our plans and ability to join our current and future partners’ clinical and registrational trials and our plans and ability to initiate and complete our standalone clinical and registrational trials;

- our ability to design and implement the development strategies for our product candidates in each of our licensed territories and, where applicable, our ability to design and implement global development strategies for our product candidates in new indications in connection with our local development strategies;
- the potential for certain of our current and future product candidates to have more benign safety profiles or result in differentiated safety profiles than currently available therapeutic options;
- the size, composition and growth potential of the patient populations and markets we intend to target with our product candidates and our ability to develop and commercialize product candidates to address those patient populations and markets;
- our ability to successfully procure from our partners or other third parties, as applicable, sufficient supply of our product candidates for any preclinical studies, clinical trials or commercial use, if approved;
- our ability to obtain funding for our operations, including funding necessary to complete further development and commercialization of our product candidates and our general and administrative expenses;
- the rate and degree of market acceptance of our product candidates;
- our ability to attract and retain key scientific or management personnel;
- the impact of laws and regulations and of any legal and regulatory developments in our licensed territories or internationally;
- our expectations regarding our ability to obtain and maintain intellectual property protection for our product candidates;
- our ability to license intellectual property relating to our product candidates and to comply with our existing license and collaboration agreements;
- our reliance on third parties to conduct product development, manufacturing and other services, and any agreements we have or into which we may enter with such parties in connection with the commercialization of our product candidates and any other approved product;
- our expectations regarding the time during which we will be an emerging growth company or smaller reporting company;
- the direct and indirect impact of the COVID-19 pandemic on our business, operations (including clinical trials) and the markets and communities in which we and our partners, collaborators and vendors operate;
- our estimates of our expenses, capital requirements and needs for additional financing; and
- other risks and uncertainties, including those listed under the caption “Risk Factors.”

Although we base these forward-looking statements on assumptions that we believe are reasonable when made, we caution investors that forward-looking statements are not guarantees of future performance and that our actual results of operations, financial condition and liquidity, and the development of the industry in which we operate may differ materially from those made in or suggested by the forward-looking statements contained in this Quarterly Report on Form 10-Q. In addition, even if our results of operations, financial condition and liquidity, and the development of the industry in which we operate are consistent with the forward-looking statements contained in this Quarterly Report on Form 10-Q, those results or developments may not be indicative of results or developments in subsequent periods.

Given these risks and uncertainties, investors are cautioned not to place undue reliance on these forward-looking statements. Any forward-looking statement that we make in this Quarterly Report on Form 10-Q speaks only as of the date of such statement, and we undertake no obligation to update any forward-looking statements or to publicly announce the results of any revisions to any of those statements to reflect future events or developments. Comparisons of results for current and any prior periods are not intended to express any future trends or indications of future performance, unless specifically expressed as such, and should only be viewed as historical data. Investors should, therefore, not rely on these forward-looking statements as representing our views as of any date subsequent to the date of this Quarterly Report on Form 10-Q.

In addition, statements that “we believe” and similar statements reflect our beliefs and opinions on the relevant subject. These statements are based upon information available to us as of the date of this Quarterly Report on Form 10-Q, and while we believe such information forms a reasonable basis for such statements, such information may be limited or incomplete, and our statements should not be read to indicate that we have conducted an exhaustive inquiry into, or review of, all potentially available relevant information. These statements are inherently uncertain and investors are cautioned not to unduly rely upon these statements. Unless the context requires otherwise, references in this report to the “Company,” “LianBio,” “we,” “us” and “our” refer to LianBio and its consolidated subsidiaries.

PART I-FINANCIAL INFORMATION

Item 1. Financial Statements

LianBio
Consolidated Balance Sheets
(In thousands, except share and per share amounts)
(Unaudited)

	March 31, 2023	December 31, 2022
Assets		
Current assets:		
Cash and cash equivalents	$ 102,334	$ 79,221
Marketable securities	184,203	223,142
Prepaid expenses and other current assets	8,500	8,640
Other receivable	1,013	1,770
Total current assets	296,050	312,773
Restricted cash, non-current	73	73
Property and equipment, net	2,836	3,116
Operating lease right-of-use assets	3,604	3,978
Other non-current assets	20	20
Total assets	$ 302,583	$ 319,960
Liabilities and Shareholders' Equity		
Current liabilities:		
Accounts payable	$ 5,431	$ 1,453
Accrued expenses	16,627	19,826
Current portion of operating lease liabilities	1,906	1,851
Other current liabilities	1,961	485
Total current liabilities	25,925	23,615
Operating lease liabilities	2,014	2,488
Other liabilities	217	210
Total liabilities	28,156	26,313
Commitments and contingencies (Note 8)		
Shareholders' equity:		
Ordinary shares, $0.000017100448 par value. 2,923,900,005 shares authorized as of March 31, 2023; 107,164,175 shares issued and outstanding as of March 31, 2023; 2,923,900,005 shares authorized as of December 31, 2022; 107,043,924 shares issued and outstanding as of December 31, 2022	2	2
Additional paid-in capital	736,752	732,476
Accumulated other comprehensive loss	(1,531)	(2,080)
Accumulated deficit	(494,570)	(470,525)
Total LianBio shareholders' equity	240,653	259,873
Non-controlling interest	33,774	33,774
Total shareholders' equity	274,427	293,647
Total liabilities and shareholders' equity	$ 302,583	$ 319,960

See accompanying notes to the consolidated financial statements

LianBio
Consolidated Statements of Operations and Comprehensive Loss
(In thousands, except share and per share amounts)
(Unaudited)

	Three Months Ended March 31,	
	2023	2022
Operating expenses:		
Research and development	$ 10,831	$ 12,329
General and administrative	15,138	16,088
Total operating expenses	25,969	28,417
Loss from operations	(25,969)	(28,417)
Other income (expense):		
Interest income, net	2,406	280
Other (expense) income, net	(44)	417
Net loss before income taxes	(23,607)	(27,720)
Income taxes	438	6
Net loss	(24,045)	(27,726)
Other comprehensive income (loss):		
Foreign currency translation income (loss), net of tax	104	(393)
Unrealized gain (loss) on marketable securities, net of tax	445	(823)
Comprehensive loss	$ (23,496)	$ (28,942)
Net loss per share attributable to ordinary shareholders, basic and diluted	$ (0.22)	$ (0.26)
Weighted-average shares outstanding used in computing net loss per share attributable to ordinary shareholders, basic and diluted	107,162,025	107,275,458

See accompanying notes to the consolidated financial statements

LianBio
Consolidated Statements of Shareholders' Equity
(In thousands, except share amounts)
(Unaudited)

	Ordinary Shares		Additional Paid in Capital	Accumulated Other Comprehensive (Loss) Income	Accumulated Deficit	Total LianBio Shareholders' Equity (Deficit)	Non-Controlling Interest	Total Shareholders' Equity (Deficit)
	Shares	Amount						
Balance, December 31, 2022	107,043,924	$ 2	$ 732,476	$ (2,080)	$ (470,525)	$ 259,873	$ 33,774	$ 293,647
Share-based compensation expense	—	—	4,276	—	—	4,276	—	4,276
Issuance of restricted stock units	120,251	—	—	—	—	—	—	—
Net loss	—	—	—	—	(24,045)	(24,045)	—	(24,045)
Comprehensive income	—	—	—	549	—	549	—	549
Balance, March 31, 2023	107,164,175	$ 2	$ 736,752	$ (1,531)	$ (494,570)	$ 240,653	$ 33,774	$ 274,427

	Ordinary Shares		Additional Paid in Capital	Accumulated Other Comprehensive (Loss) Income	Accumulated Deficit	Total LianBio Shareholders' Equity (Deficit)	Non-Controlling Interest	Total Shareholders' Equity (Deficit)
	Shares	Amount						
Balance, December 31, 2021	107,275,458	$ 2	$ 713,269	$ 526	$ (360,235)	$ 353,562	$ 33,774	$ 387,336
Share-based compensation expense	—	—	4,669	—	—	4,669	—	4,669
Receivable from related party	—	—	1,710	—	—	1,710	—	1,710
Net loss	—	—	—	—	(27,726)	(27,726)	—	(27,726)
Comprehensive Income	—	—	—	(1,216)	—	(1,216)	—	(1,216)
Balance, March 31, 2022	107,275,458	$ 2	$ 719,648	$ (690)	$ (387,961)	$ 330,999	$ 33,774	$ 364,773

See accompanying notes to the consolidated financial statements

LianBio
Consolidated Statements of Cash Flows
(In thousands)
(Unaudited)

	Three Months Ended March 31, 2023	Three Months Ended March 31, 2022
Net loss	$ (24,045)	$ (27,726)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation expense	324	271
Share based compensation expense	4,276	4,669
Amortization of discounts on investments, net	(1,179)	(44)
Unrealized foreign currency transaction gain, net	(66)	(294)
Changes in operating assets and liabilities:		
Prepaid expenses and other current assets	159	1,460
Other receivable	757	—
Related party receivable	—	(352)
Accounts payable	3,976	3,783
Accrued expenses	(3,282)	4,739
Other current liabilities	1,495	116
Operating lease assets and liabilities, net	(47)	277
Net cash used in operating activities	(17,632)	(13,101)
Cash flows from investing activities:		
Purchase of property and equipment	(19)	(344)
Purchase of marketable securities	(45,828)	(93,364)
Sales and redemption of marketable securities	86,391	18,375
Net cash provided by (used for) investing activities	40,544	(75,333)
Effect of exchange rate changes on cash and cash equivalents	201	109
Net increase (decrease) in cash, cash equivalents and restricted cash	$ 23,113	$ (88,325)
Cash and cash equivalents, and restricted cash—beginning of period	79,294	248,182
Cash and cash equivalents, and restricted cash—ending of period	$ 102,407	$ 159,857
Cash and cash equivalents—end of period	$ 102,334	$ 139,857
Restricted cash—end of period	$ 73	$ 20,000
Cash and cash equivalents, and restricted cash—ending of period	$ 102,407	$ 159,857
Supplemental disclosure of non-cash operating activities:		
Related party receivable	$ —	$ 1,710
Issuance costs in accounts payable and other accrued liabilities	$ —	$ 630
Purchase of property and equipment in accounts payable	$ 12	$ 963

See accompanying notes to the consolidated financial statements

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Tabular Dollars in Thousands, Except Share and per Share Data)
(Unaudited)

1. Nature of Business

LianBio ("LianBio" or the "Company") is a clinical stage biopharmaceutical company dedicated to bringing innovative medicines to patients with unmet medical needs in Asia. The Company's initial focus is to license assets for development and commercialization in Greater China and other Asian markets.

The Company was incorporated in the Cayman Islands in July 2019 and maintains its Chinese headquarters in Shanghai, China. The Company conducts its corporate activities at its United States headquarters located in Princeton, New Jersey.

On November 3, 2021, the Company completed its initial public offering ("IPO") through an underwritten sale of 20,312,500 American Depositary Shares ("ADSs") representing 20,312,500 ordinary shares at a price of $16.00 per share. Following the close of the IPO, on December 1, 2021, the underwriters partially exercised their option to purchase additional shares and purchased an additional 593,616 ADSs at the IPO price of $16.00 per ADS. The Company received gross proceeds of $334.5 million in connection with the IPO and subsequent exercise of the underwriters' option and aggregate net proceeds of $304.8 million after deducting underwriting discounts, commissions and other offering expenses.

Concurrent with the IPO, all of the Company's convertible preferred shares then-outstanding were automatically converted into an aggregate of 64,467,176 ordinary shares and were reclassified into permanent equity. Following the IPO, there were no preferred shares outstanding.

2. Significant Accounting Policies

(A) Basis of Presentation

The Company's consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP"). Any reference in these notes to applicable guidance is meant to refer to the authoritative U.S. GAAP as found in the Accounting Standards Codification ("ASC") and Accounting Standards Updates of the Financial Accounting Standards Board.

The accompanying consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries, which include the People's Republic of China ("PRC") registered entities directly owned by the Company. All intercompany accounts and transactions have been eliminated in consolidation.

The interim balance sheet as of March 31, 2023, and the interim consolidated statements of operations and comprehensive loss, changes in shareholders' equity for the three months ended March 31, 2023 and 2022, and the cash flows for the three months ended March 31, 2023 and 2022 are unaudited. These unaudited interim financial statements have been prepared on the same basis as the Company's annual financial statements and, in the opinion of management, reflect all adjustments, which consist of only normal recurring adjustments, necessary for the fair statement of the Company's financial information. The financial data and other information disclosed in these notes related to the three month periods are also unaudited. The interim results for the three months ended March 31, 2023 are not necessarily indicative of results to be expected for the year ending December 31, 2023, any other interim periods or any future year or period. The accompanying financial statements should be read in conjunction with the audited financial statements and the related notes thereto for the year ended December 31, 2022 included in the Company's Annual Report on Form 10-K filed with the SEC on March 28, 2023.

(B) Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires the Company's management to make estimates and assumptions that affect the reported financial position at the date of the financial statements and the reported results of operations during the reporting period. Such estimates and assumptions affect the reported amounts of assets, liabilities, and expenses, and disclosure of contingent assets and liabilities in the consolidated financial statements and accompanying notes. The only material estimates in the accompanying financial statements are the fair value of warrants, share-based compensation, and share options. Actual results could differ from those used in evaluating these accounting estimates.

(i) Concentration of Credit Risk and Other Risks and Uncertainties

The Company's operations have not been significantly impacted by the global novel coronavirus disease 2019 ("COVID-19") pandemic. However, the Company cannot at this time predict the specific extent, duration, or full impact that the COVID-19 pandemic will have on its financial condition and operations, including planned clinical trials. The impact of the COVID-19 pandemic on the Company's financial performance will depend on future developments, including the duration and spread of the pandemic and related governmental advisories and restrictions. These developments and the impact of the COVID-19 pandemic on the financial markets and the overall economy continue to be highly uncertain and cannot be predicted. If the financial markets and/or the overall economy are impacted for an extended period, the Company's results may be materially adversely affected.

Financial instruments that potentially subject the Company to significant concentrations of credit risk consist primarily of cash and cash equivalents in deposits at financial institutions that exceed federally insured limits. The Company has not experienced any losses in such accounts and management believes that the Company is not exposed to material credit risk due to the financial position of the banking institutions. The Company has no off-balance sheet risks, such as foreign exchange contracts, option contracts, or other foreign hedging arrangements.

The Company's results of operations involve numerous risks and uncertainties. Factors that could affect the Company's operating results and cause actual results to vary materially from expectations include, but are not limited to, uncertainty of results of clinical trials, uncertainty of regulatory approval of the Company's potential product candidates, uncertainty of market acceptance of its product candidates, competition from substitute products and larger companies, securing and protecting proprietary technology, strategic relationships and dependence on key individuals and sole source suppliers.

Each of the Company's product candidates require approvals from the National Medical Products Administration ("NMPA") in China and comparable foreign regulatory agencies prior to commercial sales in their respective jurisdictions. There can be no assurance that any product candidates will receive the necessary approvals. If the Company is denied approval, approval is delayed or the Company is unable to maintain approval for any product candidate, such events could have a materially adverse impact on the Company's business.

(ii) Liquidity

The Company has incurred operating losses since inception and had an accumulated deficit of $494.6 million as of March 31, 2023. The Company's cash and cash equivalents and marketable securities were $286.5 million as of March 31, 2023. The Company has financed its operations to date primarily through equity capital raises.

The Company believes that existing capital resources, will be sufficient to meet projected operating requirements for at least 12 months from the date of issuance of the accompanying consolidated financial statements, though it expects to continue to incur operating losses and negative operating cash flows. The Company will be required to raise additional capital to fund future operations, however, no assurance can be given as to whether additional needed financing will be available on terms acceptable to the Company, if at all. If sufficient funds on acceptable terms are not available when needed, the Company may be required to curtail planned activities to preserve cash resources. These factors may adversely impact the Company's ability to achieve its business objectives and would likely have an adverse effect on its future business prospects, or even its ability to remain a going concern.

(C) Significant Accounting Policies Update

The Company's significant accounting policies are disclosed in Note 2, *Significant Accounting Policies* in the Annual Report on Form 10-K for the year ended December 31, 2022. There have been no material changes to the Company's significant accounting policies during the three months ended March 31, 2023.

(D) Recently Issued Accounting Pronouncements Not Yet Adopted

The Company is an emerging growth company, as defined in the Jumpstart Our Business Startups Act of 2012 (the "JOBS Act"). Under the JOBS Act, emerging growth companies can delay adopting new or revised accounting standards until such time as those standards apply to private companies. As an emerging growth company, the Company has elected to "opt out" of such extended transition period for the implementation of new or revised accounting standards and, as a result, the Company will comply with new or revised accounting standards on the same timeline as other public companies. The Company has evaluated recent accounting pronouncements and believes that there are none that will have a material impact on its financial position or results of operations upon adoption.

(E) Reclassification

Certain reclassifications of prior year information have been made to conform to the current year's presentation.

3. Material Agreements

License Agreement with QED Therapeutics, Inc.

In October 2019, the Company entered into a license agreement (the "QED License Agreement") with QED Therapeutics, Inc. ("QED"), as subsequently amended, under which the Company obtained an exclusive license under certain patents and know-how (including patents and know-how that QED licensed from QED's upstream licensor) to develop, manufacture, use, sell, import, and commercialize QED's ATP-competitive, FGFR1-3 tyrosine kinase inhibitor, infigratinib, in pharmaceutical products in the licensed territory of Mainland China, Macau, Hong Kong, Taiwan, Thailand, Singapore and South Korea, in the licensed field of human prophylactic and therapeutic uses in cancer indications. In September 2020, the Company entered into an amendment with QED to reduce the licensed territories to include Mainland China, Macau and Hong Kong. In December 2021, the Company entered into a second amendment with QED to modify the Company's development obligations with respect to certain clinical trials, and change the development milestone payments the Company owes to QED and the royalty rates for the tiered royalties on net sales of licensed products the Company will pay to QED. Under the QED License Agreement, QED received a nonrefundable upfront payment of $10.0 million and was granted warrants to purchase 100,000 ordinary shares in Lian Oncology, a subsidiary of LianBio, valued at $1.0 million. Pursuant to ASC 505-50, as the fair value of the warrants were more reliably determinable than the fair value of the benefits received from the licensing agreement, the Company valued the warrants using the Black-Scholes Model. The warrants were issued in three tranches with the aggregate number of shares across all tranches equaling 10% of the fully diluted equity of Lian Oncology as of the issue date. Vesting of the warrant shares are linked to regulatory milestones and the warrants expire 10 years from the issue date. The amended and restated option agreement also provided QED with the option to choose to either convert the warrant ("Subsidiary Warrant") into ordinary shares of the Company ("Parent Company Shares") or a warrant to purchase a certain number of Parent Company Shares ("Parent Company Warrant") immediately prior to an IPO of the Company. In the event QED chose to convert the Subsidiary Warrant into Parent Company Shares, the number of Parent Company Shares QED was entitled to receive would have been calculated as the aggregate fair market value of the ordinary shares of Lian Oncology that are under the Subsidiary Warrant, divided by the per share fair market value of the Parent Company Shares, on a fully diluted and as-converted basis and as of the date the Company sent QED the notice of the IPO. In the event QED chose to convert the Subsidiary Warrant into the Parent Company Warrant, the number of Parent Company Shares under the Parent Company Warrant QED was entitled to receive would have been calculated as the aggregate intrinsic value of the Subsidiary Warrant (the number of the ordinary shares of Lian Oncology under the Subsidiary Warrant multiplied by the difference between the strike price of the Subsidiary Warrant and the per share fair market value of Lian Oncology), divided by the per share intrinsic value of the Parent Company Warrant (the difference between the strike price of the Parent Company Warrant and the per share fair market value of Parent Company Shares), on a fully diluted and as-converted basis on the date of the warrant conversion. This conversion feature was not required to be bifurcated as it is clearly and closely related to the equity host instrument, pursuant to ASC 815. On October 18, 2021, based on the conversion feature, LianBio issued to QED a warrant to purchase 347,569 of its ordinary shares at an exercise price of $0.000017100448 per share and, concurrently with such issuance, the Subsidiary Warrant was deemed to be performed and settled in full and was irrevocably terminated. Additionally, QED is entitled to receive from the Company development milestone payments of up to $7.0 million upon achievement of specified development milestones, and sales milestone payments of up to $87.5 million based on cumulative net sales of infigratinib, in addition to tiered royalties on net sales of licensed products at the greater of (a) percentage rates in the mid- to high-teens on the net sales of the licensed products, or (b) the applicable rate payable under QED's agreement with its upstream licensor (capped in the mid-teens). No payments were made under this agreement during the three months ended March 31, 2023.

License Agreement with MyoKardia

In August 2020, the Company entered into an exclusive license agreement (the "MyoKardia License Agreement") with MyoKardia Inc. ("MyoKardia," now a wholly-owned subsidiary of Bristol-Myers Squibb ("BMS")), under which the Company obtained an exclusive license under certain patents and know-how of MyoKardia to develop, manufacture, use, sell, import and commercialize MyoKardia's proprietary compound, mavacamten, in the licensed territory of Mainland China, Hong Kong, Macau, Taiwan, Thailand and Singapore, and in the licensed field of any indication in humans, which includes any prophylactic or therapeutic use in humans. Under the MyoKardia License Agreement, MyoKardia received a nonrefundable upfront payment of $40.0 million and was granted a warrant to purchase 170,000 ordinary shares in Lian Cardiovascular, a subsidiary of LianBio, valued at $33.8 million. Pursuant to ASC 505-50, as the fair value of the warrants were more reliably determinable than the fair value of the benefits received from the licensing agreement, the Company valued the warrants using the Black-Scholes Model and the underlying assumptions are discussed in further detail in Note 10 in the Company's Annual Report on Form 10-K for the year ended December 31, 2021. The warrants, representing 17% of the fully diluted equity of Lian Cardiovascular, are exercisable by MyoKardia at any time after issuance. The amended and restated option agreement also provided MyoKardia with the option to choose to either convert the warrant ("Subsidiary Warrant") into ordinary shares of the Company ("Parent Company Shares") or a warrant to purchase a certain number of Parent Company Shares ("Parent Company Warrant") immediately prior to an IPO of the Company. MyoKardia was entitled to choose to convert the Subsidiary Warrant into Parent Company Shares, and the number of Parent Company Shares MyoKardia was entitled to receive would have been calculated as the aggregate fair market value of the ordinary shares of Lian Cardiovascular that are under the Subsidiary Warrant, divided by the per share fair market value of the Parent Company Shares, on a fully diluted and as-converted basis on the date the Company sent MyoKardia the notice of the IPO. Alternatively, MyoKardia was entitled to choose to convert the Subsidiary Warrant into the Parent Company Warrant, the number of Parent Company Shares under the Parent Company Warrant MyoKardia was entitled to receive would be calculated as the aggregate intrinsic value of the Subsidiary Warrant (the number of the ordinary shares of Lian Cardiovascular under the Subsidiary Warrant multiplied by the difference between the strike price of the Subsidiary Warrant and the per share fair market value of Lian Cardiovascular), divided by the per share intrinsic value of the Parent Company Warrant (the difference between the strike price of the Parent Company Warrant and the per share fair market value of Parent Company Shares), on a fully diluted and as-converted basis on the date of the warrant conversion. This conversion feature was not required to be bifurcated as it was clearly and closely related to the equity host instrument, pursuant to ASC 815. As of October 12, 2021, MyoKardia elected not to exercise this option and, therefore, continues to hold its warrant to purchase 170,000 ordinary shares in Lian Cardiovascular. MyoKardia's option to convert the warrant irrevocably terminated upon the completion of the Company's IPO. Additionally, MyoKardia was entitled to receive a nonrefundable financing milestone payment of $35.0 million upon a specified financing event, which occurred on October 29, 2020. The financing milestone was recorded at present value upon execution of the MyoKardia License Agreement, with total imputed interest of $2.3 million accreted under the effective interest method through the date the liability was settled. The financing milestone was paid to MyoKardia in December 2020 as a result of the Series A Preferred financing. Additionally, MyoKardia is entitled to receive from the Company development milestone payments of up to $60.0 million upon achievement of specified development milestones, and sales milestone payments of up to $87.5 million based on cumulative net sales of mavacamten, plus tiered royalties on net sales ranging from the low to upper-teens. The Company paid the first development milestone of $5.0 million during the twelve months ended December 31, 2022. No payments were made under this agreement during the three months ended March 31, 2023.

License Agreement with Navire

In August 2020, pursuant to the BridgeBio exclusivity agreement, the Company entered into an exclusive license agreement with Navire Pharma, Inc. ("Navire"), a BridgeBio affiliate. Pursuant to the license agreement, Navire granted to the Company an exclusive, sublicensable license under certain patents and know-how of Navire to develop, manufacture, use, sell, import and commercialize Navire's proprietary SHP2 inhibitor, BBP-398 (formerly known as IACS-15509) in the licensed territory of Mainland China, Hong Kong, Macau, Taiwan, Thailand, Singapore, and South Korea. Under the license agreement, Navire received a nonrefundable upfront payment of $8.0 million. Additionally, Navire is entitled to receive from the Company development milestone payments of up to $24.5 million upon achievement of specified development milestones, and sales milestone payments of up to $357.6 million upon achievement of specified commercialization milestones, plus tiered royalties on net sales ranging from approximately 5-15% on the net sales of the licensed products. The Company paid the first development milestone of $8.5 million for IND acceptance in the PRC in 2021. No payments were made under this agreement during the three months ended March 31, 2023.

Pfizer Strategic Collaboration

In November 2020, the Company entered into a strategic collaboration agreement (the "Pfizer Collaboration Agreement") with Pfizer Inc. ("Pfizer"), pursuant to which Pfizer will contribute up to $70.0 million of restricted, non-dilutive capital (the "Funds"), including a $20.0 million upfront payment, toward the Company's in-licensing and co-development activities in Greater China. The Company has accounted for the Pfizer Collaboration Agreement as a contract to perform research and development services for others under ASC 730-20 and the consideration received for performing these services will be recognized as contra-R&D in the Consolidated Statement of Operations and Comprehensive Loss as the services are performed.

Upon receipt in 2021, the upfront payment was recorded as restricted cash within the consolidated balance sheet and will remain restricted until such time as the upfront payment is utilized for specified in-licensing and co-development activities or until the Pfizer Collaboration Agreement terminates. Under the Pfizer Collaboration Agreement, Pfizer and LianBio will form a joint collaboration committee to discuss potential third party in-license opportunities and development and commercialization of the Company's products in Greater China. In the event the Company seeks to engage a third-party commercialization partner with respect to the commercialization of the Company's future products in Greater China, Pfizer will have a right to opt into such product. Upon opting in, a portion of the Funds will be used to pay for development and commercialization costs of such product and Pfizer will thereafter have a right of first negotiation and right of last refusal to obtain the commercialization rights of such product in Greater China, in each instance for additional, separate financial consideration. During the collaboration, Pfizer may provide in-kind support to the Company for marketing, development and regulatory activities.

In December 2022, the Company, Pfizer, and ReViral Ltd. ("ReViral," now a wholly owned subsidiary of Pfizer) entered into a commercial agreement (the "Pfizer Commercial Agreement") with respect to sisunatovir (a fusion inhibitor product for the treatment of respiratory syncytial virus ("RSV")) as the first opted-in product under the Pfizer Collaboration Agreement. Pursuant to the Pfizer Commercial Agreement, LianBio will assign and transfer its development and commercialization rights to sisunatovir in Mainland China, Hong Kong, Macau and Singapore (the "Territory") to Pfizer.

Under the Pfizer Commercial Agreement, the $20.0 million upfront payment, which was previously received and recorded as restricted cash, paid by Pfizer to LianBio in 2020 pursuant to the Pfizer Collaboration Agreement was released, as there are no further obligations and the associated contingencies were resolved. In addition, LianBio could also receive up to $135.0 million in potential development and sales milestones contingent on sisunatovir achieving a specified regulatory milestone event prior to the end of October 2035 and specified net sales milestone events. LianBio is further entitled to receive tiered payments in the low single digits on a percentage of net sales of sisunatovir in the Territory. Pfizer will lead all development and commercial activities, use commercially reasonable efforts to develop and seek regulatory approval for sisunatovir as a fusion inhibitor product for treatment of RSV as a single active pharmaceutical product in Mainland China, assume all costs in the Territory, and will waive LianBio's milestone payment and royalty payment obligations previously due to ReViral pursuant to the Co-Development and License Agreement dated March 1, 2021, by and between LianBio Respiratory Limited and ReViral, which was superseded in its entirety by the Pfizer Commercial Agreement.

The Company has accounted for the Pfizer Commercial Agreement under ASC 450-30 and the consideration received under the agreement will be recognized as other income as they become realizable.

License Agreement with Tarsus

In March 2021, the Company entered into an exclusive license agreement (the "Tarsus License Agreement") with Tarsus Pharmaceuticals, Inc. ("Tarsus"). Pursuant to the license agreement, Tarsus granted to the Company an exclusive, sublicensable license under the licensed patent rights and know-how to develop, manufacture and commercialize TP-03 for the treatment of patients with Demodex blepharitis and Meibomian Gland Disease in Mainland China, Macau, Hong Kong and Taiwan. Under the license agreement, Tarsus received a nonrefundable upfront payment of $15.0 million and was granted three warrants to purchase 125,000 ordinary shares in Lian Ophthalmology, a subsidiary of LianBio, valued at $9.4 million (the "Tarsus Warrants"). Pursuant to ASC 505-50, as the fair value of the warrants were more reliably determinable than the fair value of the benefits received from the licensing agreement, the Company valued the warrants using the Black-Scholes Model and the underlying assumptions are discussed in further detail in Note 10 in the Company's Annual Report on Form 10-K for the year ended December 31, 2022. The warrants were issued in three tranches with the aggregate number of shares across all tranches equaling 12.5% of the fully diluted equity of Lian Ophthalmology as of the issue date. Vesting of the warrant shares are linked to regulatory milestones and the warrants expire 10 years from the issue date. Pursuant to a related option agreement (the "Tarsus Option Agreement"), Tarsus also had the option to convert the warrants into ordinary shares of the Company ("Parent Company Shares") or warrants to purchase a certain number of the Company's ordinary shares ("Parent Company Warrants") based on appreciation of the value in the Lian Ophthalmology since the inception of the Tarsus License Agreement. This conversion feature was not required to be bifurcated as it was clearly and closely related to the equity host instrument, pursuant to ASC 815. On October 18, 2021, Tarsus exercised its options to convert the Tarsus Warrants under the Tarsus Option Agreement and the Company subsequently issued to Tarsus 78,373 of its ordinary shares and two warrants to purchase an aggregate of 156,746 of its ordinary shares at an exercise price of $0.000017100448 per share. Following the issuances, the Tarsus Warrants were irrevocably terminated. On June 6, 2022, Tarsus exercised one warrant and the Company subsequently issued 78,373 of its ordinary shares at an exercise price of $0.000017100448 per share. Additionally, Tarsus is entitled to receive a nonrefundable second milestone payment of $10.0 million due and payable within forty-five days following the effective date. Additionally, Tarsus is entitled to receive payments from the Company totaling an aggregate of up to $175.0 million upon the achievement of specified development and commercial milestones, up to $75.0 million and $100.0 million, respectively, plus tiered royalties at percentage rates ranging from the low- to high-teens on net sales. During the twelve months ended December 31, 2022, the Company paid $25.0 million to Tarsus as a result of the achievement of these milestones. No payments were made under this agreement during the three months ended March 31, 2023.

In February 2023, the Company entered into a clinical supply agreement (the "Tarsus Supply Agreement") with Tarsus. Upon the execution of the Tarsus Supply Agreement, Tarsus was entitled to receive a one-time payment of $2.5 million from the Company which has been recorded as a payable as of March 31, 2023.

License Agreement with Landos

In May 2021, the Company entered into an exclusive license agreement (the "Landos License Agreement") with Landos BioPharma, Inc. ("Landos"). Pursuant to the license agreement, Landos granted to the Company an exclusive, sublicensable license under the licensed patent rights and know-how to develop, manufacture and commercialize novel, gut-restricted small molecule omilancor (formerly known as BT-11) and NX-13 for the treatment of inflammatory bowel disease, that targets the NLRX1 pathway in Mainland China, Hong Kong, Macau, Taiwan, Cambodia, Indonesia, Myanmar, Philippines, Singapore, South Korea, Thailand and Vietnam. Under the license agreement, Landos received a nonrefundable upfront payment of $18.0 million. Additionally, Landos is entitled to receive payments from the Company totaling an aggregate of up to $200.0 million upon the achievement of specified development and commercial milestones, up to $95.0 million and $105.0 million, respectively, plus tiered royalties at percentage rates ranging from the low- to the mid-teens on net sales. No payments were made under this agreement during the three months ended March 31, 2023.

In February 2023, the Company entered into an amendment to the Landos License Agreement, reflecting that Landos has transferred and assigned substantially all of its rights in omilancor to NImmune Biopharma, Inc ("NImmune"). As a result, the Landos License Agreement will relate only to NX-13, and the Company has entered into a direct license agreement with NImmune setting forth the terms of its continued development and commercialization of omilancor in its licensed territories. No payments were made under this agreement during the three months ended March 31, 2023.

License Agreement with NImmune

In February 2023, the Company entered into a license and collaboration agreement with NImmune, under which it obtained an exclusive license with the right to sublicense to affiliates and specified third parties under certain patents and know-how of NImmune to develop, manufacture, commercialize and otherwise, make and have made, use, offer for sale, sell, have sold, and import NImmune's proprietary compound, omilancor, in the licensed regions of Mainland China, Hong Kong, Macau, Taiwan, Cambodia, Indonesia, Myanmar, Philippines, Singapore, South Korea, Thailand and Vietnam. NImmune is entitled to receive payments from the Company totaling an aggregate of up to $150.0 million upon the achievement of certain development and sales milestone events, up to $45.0 million and $105.0 million, respectively, plus tiered royalties at percentage rates ranging from the low- to the mid-teens on net sales. No payments were made under this agreement during the three months ended March 31, 2023.

License Agreement with Nanobiotix

In May 2021, the Company entered into an exclusive license agreement with Nanobiotix S.A. ("Nanobiotix"). Pursuant to the license agreement, Nanobiotix granted to the Company an exclusive, sublicensable license under the licensed patent rights and know-how to develop and commercialize NBTXR3, a potential first-in-class radioenhancer in Mainland China, Hong Kong, Taiwan, Macau, South Korea, Singapore and Thailand. Under the license agreement, Nanobiotix received a nonrefundable upfront payment of $20.0 million. Additionally, Nanobiotix is entitled to receive payments from the Company totaling an aggregate of up to $220.0 million upon the achievement of specified development and commercial milestones, up to $65.0 million and $155.0 million, respectively, plus tiered royalties of 10-13% of net sales. No payments were made under this agreement during the three months ended March 31, 2023.

License Agreement with Lyra

In May 2021, the Company entered into an exclusive license agreement (the "Lyra License Agreement") with Lyra Therapeutics, Inc. ("Lyra"). Pursuant to the license agreement, Lyra granted to the Company an exclusive, sublicensable license under the licensed patent rights and know-how to develop and commercialize LYR-210, an anti-inflammatory, intra-nasal drug matrix in late-stage development that is designed to treat chronic rhinosinusitis in Mainland China, Hong Kong, Taiwan, Macau, South Korea, Singapore and Thailand. Under the license agreement, Lyra received a nonrefundable upfront payment of $12.0 million. Additionally, Lyra is entitled to receive payments from the Company totaling an aggregate of up to $135.0 million upon the achievement of specified development and commercial milestones, up to $40.0 million and $95.0 million, respectively, plus tiered royalties from the low- to high-teens on net sales. During the twelve months ended December 31, 2022, the Company paid $5.0 million to Lyra upon the completion of the first development milestone under the Lyra License Agreement. No payments were made under this agreement during the three months ended March 31, 2023.

4. Marketable Securities and Fair Value Measurements

The following is a summary of marketable securities accounted for as available-for-sale securities at March 31, 2023 and December 31, 2022:

As of March 31, 2023 (in thousands)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Commercial paper	$ 94,260	$ 9	$ (122)	$ 94,147
Government obligations & agency securities	90,338	13	(295)	90,056
Total	$ 184,598	$ 22	$ (417)	$ 184,203

As of December 31, 2022 (in thousands)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Commercial paper	$ 120,570	$ 5	$ (313)	$ 120,262
Corporate debt securities	14,146	—	(16)	14,130
Government obligations	89,265	4	(519)	88,750
Total	$ 223,981	$ 9	$ (848)	$ 223,142

The unrealized losses and fair values of available-for-sale securities that have been in an unrealized loss position for a period of less than and greater than 12 months as of March 31, 2023 are as follows:

As of March 31, 2023 (in thousands)	Securities in an unrealized loss position less than 12 months		Securities in an unrealized loss position greater than 12 months		Total	
	Unrealized losses	Fair Value	Unrealized losses	Fair Value	Unrealized losses	Fair Value
Commercial paper	$ (122)	$ 66,054	$ —	$ —	$ (122)	$ 66,054
Government obligations & agency securities	(295)	73,455	—	—	(295)	73,455
Total	$ (417)	$ 139,509	$ —	$ —	$ (417)	$ 139,509

The unrealized losses and fair values of available-for-sale securities that have been in an unrealized loss position for a period of less than and greater than 12 months as of December 31, 2022 are as follows:

As of December 31, 2022 (in thousands)	Securities in an unrealized loss position less than 12 months		Securities in an unrealized loss position greater than 12 months		Total	
	Unrealized losses	Fair Value	Unrealized losses	Fair Value	Unrealized losses	Fair Value
Commercial paper	$ (313)	$ 110,370	$ —	$ —	$ (313)	$ 110,370
Corporate debt securities	(16)	14,130	—	—	(16)	14,130
Government obligations	(455)	70,771	(64)	14,897	(519)	85,668
Total	$ (784)	$ 195,271	$ (64)	$ 14,897	$ (848)	$ 210,168

Marketable securities on the balance sheet at March 31, 2023 and December 31, 2022 are as follows:

	March 31, 2023	
	Less than 12 Months	More Than 12 Months
Commercial paper	$ 94,147	$ —
Government obligations & agency securities	90,056	—
Total Marketable securities	$ 184,203	$ —

	December 31, 2022	
	Less than 12 Months	More Than 12 Months
Commercial paper	$ 120,262	$ —
Corporate debt securities	14,130	—
Government obligations	70,771	17,979
Total Marketable securities	$ 205,163	$ 17,979

The Company classifies all of its securities as current as they are all available for sale and are available for current operations.

The following tables present information about the Company's financial assets 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 March 31, 2023 (in thousands)	Level 1	Level 2	Level 3	Total
Cash equivalents:				
Money market funds	$ 45,665	$ —	$ —	$ 45,665
Marketable securities:				
Commercial paper	—	94,147	—	94,147
Corporate debt securities	—	—	—	—
Government obligations & agency securities	—	90,056	—	90,056
Total	$ 45,665	$ 184,203	$ —	$ 229,868

As of December 31, 2022 (in thousands)	Level 1	Level 2	Level 3	Total
Cash equivalents:				
Money market funds	$ 11,242	$ —	$ —	$ 11,242
Marketable securities:				
Commercial paper	—	120,262	—	120,262
Corporate debt securities	—	14,130	—	14,130
Government obligations	—	88,750	—	88,750
Total	$ 11,242	$ 223,142	$ —	$ 234,384

5. Property and Equipment, Net

Property and equipment, net consisted of the following:

	March 31, 2023	December 31, 2022
Leasehold improvements	$ 3,387	$ 3,372
Furniture and fixtures	113	113
Computer equipment and software	1,142	1,111
Construction in progress	71	67
	4,713	4,663
Accumulated depreciation	(1,877)	(1,547)
Total property and equipment, net	$ 2,836	$ 3,116

Total depreciation related to property and equipment for the three months ended March 31, 2023 and 2022 was $0.3 million and $0.3 million, respectively.

6. Prepaid Expense and Other Current Assets

Prepaid expense and other current assets consist of the following:

	March 31, 2023	December 31, 2022
Advance payments to suppliers and rent deposit	$ 1,908	$ 1,957
Prepaid insurance	2,360	2,953
VAT receivable	2,939	2,640
Other prepaid expenses	1,293	1,090
Total prepaid expenses and other current assets	$ 8,500	$ 8,640

7. Accrued Expenses

Accrued expenses consist of the following:

	March 31, 2023	December 31, 2022
Employee compensation and related benefits	$ 2,541	$ 7,833
Professional fees	5,176	4,438
Consulting and contracted research	8,734	7,379
Other	176	176
Total accrued expenses	$ 16,627	$ 19,826

8. Commitments and Contingencies

The Company is subject to claims and assessments from time to time in the ordinary course of business. The Company will accrue a liability for such matters when it is probable that a liability has been incurred and the amount can be reasonably estimated. As of March 31, 2023 and December 31, 2022, there have been no such matters identified. When only a range of possible loss can be established, the most probable amount in the range is accrued. If no amount within the range is a better estimate than any other amount within the range, the minimum amount in the range is accrued. The Company is not currently party to any material legal proceedings.

9. Share-Based Compensation

In December 2019, the Company adopted a shareholder-approved share-based compensation plan (the “2019 Plan”), which permits the granting of incentive share options, nonqualified share options, share awards and certain other awards to its employees, members of its Board of Directors and consultants.

In connection with the IPO, the Company adopted a shareholder-approved share-based compensation plan (the “2021 Equity Plan”), which permits the granting of incentive share options, nonqualified share options, share awards and certain other awards to its employees, members of its Board of Directors and consultants. The maximum number of shares that may be delivered in satisfaction of awards under the 2021 Equity Plan is approximately 14.2 million shares, plus the number of shares that remain available for issuance under the 2019 Plan and that may again become available for issuance under such plan, not to exceed approximately 10.7 million shares in the aggregate, and an annual increase, to be added as of January 1st of each year from January 1, 2022, to January 1, 2031, equal to the lesser of (i) four percent (4%) of the number of shares outstanding as of such date; and (ii) the number of shares determined by the Board of Directors on or prior to such date for such year. Subsequent to the effectiveness of the 2021 Equity Plan, no additional awards will be made pursuant to the 2019 Plan. However, any outstanding awards granted under the 2019 Plan will remain outstanding, subject to the terms of the 2019 Plan and award agreements. Through March 31, 2023, there were awards outstanding for approximately 8.3 million ordinary shares under the 2019 Plan and approximately 12.0 million ordinary shares under the 2021 Equity Plan.

Share Option Awards

Share option grants provide the right to purchase a specified number of ordinary shares from the Company at a specified price during a specified period of time. The share option exercise price per share is the fair market value of the Company’s ordinary shares on the date of the grant of the share option.

During the three months ended March 31, 2023, the Company issued options to purchase a total of 4,167,173 ordinary shares to various employees, directors and board members with a weighted-average exercise price of $2.65 per share option and a weighted-average fair value of $1.87 per share option. The fair-value based method for valuing each share option grant on the grant date uses the Black-Scholes Model, which incorporates a number of valuation assumptions. The weighted-average fair value was estimated based on the following assumptions: risk-free interest rate of 3.53% - 3.64%; expected dividend yield of 0.00%; expected share price volatility of 78.84% - 79.25%; and expected term of 6.08 years.

During the three months ended March 31, 2022 the Company issued options to purchase 55,110 ordinary shares with a weighted-average exercise price of $2.94 per share option and a weighted-average fair value of $2.01 per share option. The fair-value based method for valuing each share option grant on the grant date uses the Black-Scholes Model, which incorporates a number of valuation assumptions. The weighted-average fair value was estimated based on the following assumptions: risk-free interest rate of 2.56%; expected dividend yield of 0.00%; expected share price volatility of 76.83%; and expected term of 6.08 years.

As of March 31, 2023, $32.5 million of total unrecognized expense related to non-vested share options is expected to be recognized over a weighted average period of 2.70 years from the date of grant. As of March 31, 2022, $46.1 million of total unrecognized expense related to non-vested share options is expected to be recognized over a weighted average period of 3.35 years from the date of grant. Options granted to senior management and employees generally vest in equal annual increments over four years and grants issued subsequent to the IPO generally vest over four years with 25% vesting over the first year and monthly thereafter.

Performance Share Awards

There were no performance share awards granted during the three months ended March 31, 2023 or 2022. As of March 31, 2023 and 2022, there was $4.9 million and $7.1 million of total unrecognized compensation cost related to outstanding performance share awards, respectively.

There were no performance-based share units (“PSUs”) granted during the three months ended March 31, 2023 or 2022. As of March 31, 2023 and 2022, there was $1.3 million and $2.8 million of total unrecognized compensation cost related to outstanding PSUs.

Restricted Share Units

During the three months ended March 31, 2023, the Company granted 2,917,361 non-vested restricted share units (“RSUs”) to certain employees, with a weighted-average grant date fair value of $1.72. As of March 31, 2023, there was $7.1 million of total unrecognized compensation expense related to non-vested RSUs. There were 10,270 RSUs granted during the three months ended March 31, 2022 and $2.8 million of total unrecognized compensation expense related to non-vested RSUs as of March 31, 2022.

During the three months ended March 31, 2023 and 2022, the company did not grant performance-based RSUs. As of March 31, 2023 and 2022, there was $0.6 million and $0.8 million of total unrecognized compensation expense related to non-vested performance-based RSUs.

10. Net Loss Per Share

Basic net loss per share is computed by dividing net loss by the weighted average number of ordinary shares outstanding. Diluted net loss per share is computed by dividing net loss by the weighted-average number of ordinary shares outstanding, plus all additional ordinary shares that would have been outstanding, assuming dilutive potential ordinary shares had been issued for other dilutive securities. For the three months ended March 31, 2023 and 2022, diluted and basic net loss per ordinary share were identical since potential ordinary shares were excluded from the calculation, as their effect was anti-dilutive.

	Three Months Ended March 31, 2023	Three Months Ended March 31, 2022
Numerator		
Net loss attributable to ordinary shareholders	$ (24,045)	$ (27,726)
Denominator		
Weighted-average shares – basic and diluted	107,162,025	107,275,458
Net loss per ordinary share – basic and diluted	$ (0.22)	$ (0.26)

The following outstanding potentially dilutive securities were excluded from the calculation of diluted net loss per share, because including them would have been anti-dilutive during each period.

	As of	
	March 31, 2023	March 31, 2022
Employee Share Options	16,691,626	14,054,402
Non-vested restricted share units	3,627,023	635,393
MyoKardia Warrant	170,000	170,000
Warrants in LianBio issued to QED and Tarsus	425,942	504,315

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

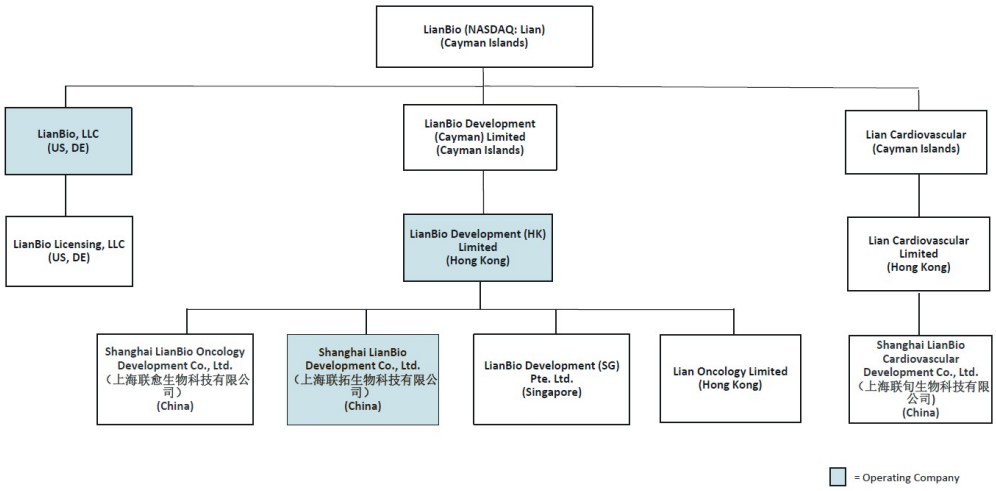
The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our unaudited consolidated financial statements and the related notes to those statements included elsewhere in this Quarterly Report on Form 10-Q and the audited financial statements and related notes thereto as of and for the year ended December 31, 2022 and the related management's discussion and analysis of financial condition and results of operations included in our Annual Report on Form 10-K, filed with the Securities and Exchange Commission (the "SEC") on March 28, 2023. In addition to historical financial information, the following discussion and analysis contains forward-looking statements that involve risks, uncertainties and assumptions. You should read the "Risk Factors" and "Cautionary Note Regarding Forward-Looking Statements" sections of this report and the section entitled "Risk Factors" in our Annual Report on Form 10-K and this Quarterly Report on Form 10-Q for a discussion of important factors that could cause our actual results to differ materially from the results described in or implied by the forward-looking statements contained in the following discussion and analysis. Some of the numbers included herein have been rounded for the convenience of presentation.

Overview

We are a clinical stage biopharmaceutical company dedicated to bringing innovative medicines to patients with unmet medical needs in Asia. Our initial focus is to in-license assets for development and commercialization in Greater China and other Asian markets. We have assembled a pipeline of eight therapeutic candidates across cardiovascular, oncology, ophthalmology and inflammation indications, each with its own distinct value proposition and the potential to drive new standards of care. With operations in China, Asia Pacific, and the United States, we have built a cross-border platform to provide our licensing partners access to our regulatory, development, and commercial expertise in China and other Asian markets. We have created a diverse, balanced portfolio of highly differentiated assets that represent our broad program scope and significant potential market opportunity across various stages of development, providing multiple avenues for value creation. We intend to continue to evaluate innovative, complementary product candidates with the potential to become new standards of care in Asia to deepen our pipeline.

In November 2021, we completed an initial public offering ("IPO") of our ordinary shares through the sale and issuance of 20,312,500 American Depositary Shares ("ADSs"), at a public offering price of $16.00 per ADS. Following the closing of the IPO, on December 1, 2021, the underwriters partially exercised their option to purchase additional shares and purchased an additional 593,616 ADSs at the initial public offering price of $16.00 per ADS. We received gross proceeds of $334.5 million in connection with the IPO and subsequent exercise of the underwriters' option and aggregate net proceeds of $304.8 million after deducting underwriting discounts, commissions and other offering expenses.

The following diagram depicts our corporate structure as of March 31, 2023. As of March 31, 2023, the shares of each of our subsidiaries are 100% owned by the respective entity displayed immediately above that subsidiary. Certain warrant rights are outstanding and may be exercised in the future for equity interests in our Cayman parent entity, LianBio, and our subsidiary, Lian Cardiovascular, as described in "Note 10: Equity" in the notes to our consolidated financial statements included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2022, filed with the SEC on March 28, 2023. Currently, our corporate structure contains no variable interest entities.



Within the organization, investor cash inflows have all been received by our parent Cayman entity, LianBio. Cash to fund our Chinese operations is transferred from our Cayman parent entity down through our Hong Kong entities and then into our Chinese entities through capital contributions. Cash to fund our operations in the United States is transferred from our Cayman parent entity down to our United States entity through a capital contribution.

Recent Business Highlights and Clinical Development Updates

Mavacamten

In January 2023, mavacamten was added to The Joint Committee of Cardiomyopathy Specialty Alliance, National Center for Cardiovascular Diseases/Cardiovascular Precision Medicine Branch of China International Exchange and Promotive Association for Medical and Health Care's 2023 Guidelines for the Diagnosis and Treatment of Patients with Hypertrophic Cardiomyopathy.

In February 2023, we submitted a New Drug Application ("NDA") for mavacamten for the treatment of adults with symptomatic New York Heart Association Class II-III obstructive hypertrophic cardiomyopathy ("oHCM") in the Macau Special Administrative Region. The submission was based on the U.S. Food and Drug Administration ("FDA") approval of mavacamten.

In March 2023, patient visits in the double-blinded placebo-controlled treatment period were completed in the Phase 3 EXPLORER-CN study of mavacamten in Chinese symptomatic oHCM patients.

In April 2023, we announced the National Medical Products Administration ("NMPA") accepted with priority review the NDA for mavacamten for the treatment of patients with oHCM.

In April 2023, we announced positive topline results from our Phase 3 EXPLORER-CN trial evaluating mavacamten in oHCM patients. EXPLORER-CN met its primary endpoint, demonstrating statistically significant and clinically meaningful improvement in Valsalva left ventricular outflow tract gradient from baseline to week 30 compared to placebo ($p<0.001$).

In May 2023, mavacamten was approved for the treatment of adults with symptomatic New York Heart Association Class II-III oHCM in the Macau Special Administrative Region of China.

Omilancor

In January 2023, Landos BioPharma, Inc. ("Landos") announced that following an in-depth review of their pipeline and overall development plans, omilancor was poised for partnering and continued clinical development in the future and that Landos would continue to explore collaborations and other arrangements that would provide additional resources and/or capabilities to advance omilancor. In February 2023, Landos announced the transfer of omilancor to Dr. Josep Bassaganya-Riera, Ph.D., the founder of Landos who previously served as its Chairman, President and CEO, and certain affiliated individuals and entities. Dr. Bassaganya-Riera subsequently launched NImmune Biopharma, Inc. ("NImmune") to continue the development of its LANCL portfolio including omilancor.

In February 2023, we entered into an amendment to the exclusive license agreement (the "Landos Agreement"), reflecting that Landos has transferred and assigned substantially all of its rights in omilancor, and we have entered into a direct license agreement with NImmune setting forth the terms of our continued development and commercialization of omilancor in LianBio territories.

Corporate Developments

In April 2023, we announced that we promoted Pascal Qian to Chief Commercial Officer. He will also continue to serve as our China General Manager.

Factors Affecting Our Results of Operations

Impact of the COVID-19 pandemic on our operations

Beginning in December 2019, the outbreak of the COVID-19 pandemic created business interruptions for companies globally, including us. For example, in the biotechnology sector, companies, including our company, have experienced delays in their ability to enroll patients at clinical trial sites because of the pandemic, potentially leading to delays in the regulatory approval process. Other outbreaks may occur, or there could be further resurgences of the COVID-19 pandemic (such as current outbreaks in certain locations in China, including locations in which we are conducting clinical trials, which have led to extensive lockdowns), which have caused and could further cause business disruptions in the future.

We have been carefully monitoring the COVID-19 pandemic and its impact on our business. We have taken important steps to ensure the workplace safety of our employees when working within our administrative offices, or when traveling to our clinical trial sites. We may take further actions as may be required by federal, state or local authorities.

To date, we have been able to continue our key business activities and advance our clinical programs. However, the COVID-19 pandemic has impacted our clinical trial enrollment and it is possible that our clinical development timelines and business plans could be adversely affected. We maintain regular communication with our vendors and clinical sites to appropriately plan for, and mitigate, the impact of the COVID-19 pandemic on our operations.

Key Components of Results of Operations

Research and development expenses

We believe our ability to successfully develop product candidates will be a significant factor affecting our long-term competitiveness, as well as our future growth and development. Developing high quality product candidates requires a significant investment of resources over a prolonged period of time, and a core part of our strategy is to continue making sustained investment in this area.

We expect our research and development expense to increase significantly in connection with our ongoing activities, particularly as we advance the clinical development of our product candidates and initiate additional clinical trials of, and seek regulatory approval for, these and other future product candidates. These expenses include:

- payments made under third party licensing and asset acquisition agreements;
- employee-related expense, including salaries, related benefits, equity-based compensation and travel expenses for employees engaged in research and development functions;
- expense incurred in connection with the clinical development of our product candidates, including expenses incurred under agreements with contract research organizations (“CROs”);
- costs related to compliance with regulatory requirements; and
- facilities, depreciation and amortization, insurance and other direct and allocated expense incurred as a result of research and development activities.

The following table sets forth the components of our research and development expenses for the periods indicated:

	Three Months Ended March 31, 2023	Three Months Ended March 31, 2022
Research and development expenses (in thousands):		
Licensing fees	$ 2,500	$ 5,000
Employee related expense	2,815	2,823
CRO costs	4,679	3,702
Other costs	837	804
Total	$ 10,831	$ 12,329

Licensing arrangements

Our results of operations have been, and we expect them to continue to be, affected by our licensing, collaboration and development agreements. We are generally required to make upfront payments upon entry into such agreements and milestone payments upon the achievement of certain development, regulatory and commercial milestones for the relevant product candidate under these agreements, as well as tiered royalties based on net sales of the license products. These upfront payments and milestone payments upon the achievement of certain development and regulatory milestones are recorded in research and development expense in our consolidated financial statements and totaled $2.5 million and $5.0 million, for the three months ended March 31, 2023 and March 31, 2022, respectively.

The following table sets forth a breakdown of licensing fees by program for the periods indicated:

	Three Months Ended March 31, 2023	Three Months Ended March 31, 2022
Licensing fees:		
TP-03	$ 2,500	$ —
LYR-210	—	5,000
Total	$ 2,500	$ 5,000

General and administrative expenses

Our general and administrative expenses consist primarily of salaries and other related costs for personnel in executive, finance and administrative functions. General and administrative expenses also include professional fees for legal, consulting, auditing, tax services and insurance costs.

We expect that our general and administrative expenses will increase in the future to support continued development and commercialization of our product candidates. These increases will likely include increased costs related to hiring additional personnel and fees to outside consultants, attorneys and accountants, among other expenses. Additionally, we have incurred and will continue to incur increased expenses associated with being a public company, including costs of additional personnel, accounting, audit, legal, regulatory and tax-related services associated with maintaining compliance with exchange listing and SEC requirements, director and office insurance costs, and investor and public relations costs.

Interest income, net

Interest income, net consists of interest income received on our cash balances and marketable securities and from the amortization/accretion on the premiums/discounts on marketable securities.

Other income (expense), net

Other income (expense), net consists of unrealized gains and losses on foreign currencies held in our China subsidiary, Shanghai LianBio Development Co., Ltd., unrealized foreign exchange activity from the remeasurement of our intercompany payables, bank fees incurred on our cash balances and depositary fees related to our ADSs.

Income taxes

Provision for income taxes consists of U.S. federal and state income taxes and income taxes in certain foreign jurisdictions in which we conduct business. We expect income tax expense to increase over time as the Company continues to grow net income.

We recorded income tax expense (benefit) of $0.4 million and $0.0 million for the three months ended March 31, 2023 and March 31, 2022, respectively.

Results of Operations

Comparison of the three months ended March 31, 2023 and 2022

The following table sets forth a summary of our consolidated results of operations for the periods indicated.

	Three Months Ended March 31, 2023	Three Months Ended March 31, 2022
Operating expenses (in thousands):		
Research and development	$ 10,831	$ 12,329
General and administrative	15,138	16,088
Total operating expenses	25,969	28,417
Loss from operations	(25,969)	(28,417)
Other income (expense):		
Interest income, net	2,406	280
Other (expense) income, net	(44)	417
Net loss before income taxes	(23,607)	(27,720)
Income taxes	438	6
Net loss	$ (24,045)	$ (27,726)

Research and development expenses

Research and development expenses decreased by $1.5 million from $12.3 million for the three months ended March 31, 2022 to $10.8 million for the three months ended March 31, 2023. For the three months ended March 31, 2023, research and development cost was primarily attributable to (i) $2.5 million related to an upfront payment related to the Tarsus Pharmaceuticals, Inc. (“Tarsus”) clinical supply agreement (the “Tarsus Supply Agreement”), $2.8 million in personnel-related expenses, including share-based compensation expense, and $4.7 million attributable to development activities to support our clinical trials. The remaining expense was attributable to professional fees.

For the three months ended March 31, 2022, research and development cost was primarily attributable to (i) $5.0 million related to a development milestone payment payable to Lyra Therapeutics, Inc. (“Lyra”) pursuant to our license agreement with Lyra (the “Lyra License Agreement”), (ii) $3.7 million attributable to development activities to support our clinical trials and (iii) $2.8 million in personnel-related expenses, including share-based compensation expense. The remaining expense was attributable to professional fees.

General and administrative expenses

General and administrative expenses decreased by $1.0 million from $16.1 million for the three months ended March 31, 2022 to $15.1 million for the three months ended March 31, 2023. The decrease was primarily attributable to a $1.8 million decrease in legal service costs, consulting costs and accounting services and a $0.7 million decrease in insurance and other operating costs incurred. These decreases were partially offset by a $1.5 million increase in personnel-related expenses, including share-based compensation expense, for increased employee headcount.

Interest income

Interest income increased by $2.1 million from $0.3 million for the three months ended March 31, 2022 to $2.4 million for the three months ended March 31, 2023. The increase was primarily attributable to our investments in marketable securities and interest earned on cash holdings in foreign countries.

Other income, net

Other income, net decreased by $0.4 million from $0.4 million for the three months ended March 31, 2022 to $0.0 million for the three months ended March 31, 2023. The decrease is primarily attributable to foreign exchange losses in our foreign entities.

Income taxes

Our income tax expense was $0.4 million, resulting in an effective income tax rate of (1.9)%, for the three months ended March 31, 2023. Our income tax expense was $6.0 thousand, resulting in an effective income tax rate of 0.0%, for the three months ended March 31, 2022. The variation in the effective income tax rate was primarily due to taxable income in foreign jurisdictions in 2023.

Liquidity and Capital Resources

Sources of liquidity

Since our incorporation, our operations have been substantially financed with proceeds from sales of preferred shares as part of the Series Seed financing, the Series A financing, the issuance of the 2020 Convertible Notes and our IPO, which was completed in November 2021. As of March 31, 2023, we had cash and cash equivalents and marketable securities of $286.5 million.

We are a holding company with no operations of our own and, as such, we may rely on dividends and other distributions on equity paid by our Chinese subsidiaries to fund any cash and financing requirements we may have, including the funds necessary to pay dividends and other cash distributions to our shareholders or holders of our ADSs or to service any debt we may incur. Deterioration in the financial condition, earnings or cash flow of our subsidiaries for any reason, as well as any changes in Chinese laws or regulations, could limit or impair their ability to pay such distributions. For additional information, see “Part I—Item 1A—Risk Factors—Risks Related to Doing Business in China and Our International Operations—We may rely on dividends and other distributions on equity paid by our Chinese subsidiaries to fund any cash and financing requirements we may have, and any limitation on the ability of our Chinese subsidiaries to make payments to us could have a material and adverse effect on our ability to conduct our business” in our Annual Report on Form 10-K for the year ended December 31, 2022.

Funding requirements

Our primary use of cash is to fund our operating expenditures, consisting of research and development expense (including activities within our clinical and regulatory initiatives and upfront and milestone payments) and general and administrative expense. Our use of cash is impacted by the timing and extent of the required payments for each of these activities.

To date, we have not generated any material revenue. We do not expect to generate revenue from the sale of our products unless and until we (i) complete development of any of our product candidates; (ii) obtain applicable regulatory approvals; and (iii) successfully commercialize or enter into collaborative agreements for our product candidates. We do not know with certainty when, or if, any of these items will ultimately occur. We expect to incur continuing significant losses for the foreseeable future and for our losses to increase as we ramp up our clinical development programs and begin activities related to commercial launch readiness. We may encounter unforeseen expenses, difficulties, complications, delays and other currently unknown factors that could adversely affect our business. Moreover, since the completion of our IPO, we have incurred and will continue to incur additional costs associated with operating as a publicly traded company.

We will require additional capital to develop our product candidates and fund our operations into the foreseeable future. We anticipate that we will eventually need to raise substantial additional capital, the requirements for which will depend on many factors, including:

- the number and scope of clinical programs we decide to pursue;
- the cost, timing and outcome of preparing for and undergoing regulatory review of our product candidates;
- the cost and timing associated with commercializing our product candidates, if they receive regulatory approval;
- the amount of revenue, if any, received from commercial sales of our product candidates, should any of our product candidates receive regulatory approval;
- the achievement of milestones or occurrence of other developments that trigger payments under any collaboration agreements we might have at such time;
- the extent to which we acquire or in-license other product candidates and technologies;
- the costs of preparing, filing and prosecuting patent applications, maintaining and enforcing our intellectual property rights and defending intellectual property-related claims;
- our ability to establish and maintain collaborations on favorable terms, if at all;

- our efforts to enhance operational systems and our ability to attract, hire and retain qualified personnel, including personnel to support the development of our product candidates and, ultimately, the sale of our products, following regulatory approval;
- the impact of the COVID-19 pandemic and the Russian invasion of Ukraine on our clinical development or operations; and
- the costs associated with being a public company.

A change in the outcome of any of these or other variables with respect to the development and regulatory approval of any of our product candidates could significantly change the costs and timing associated with the development of that product candidate. Furthermore, our operating plans may change in the future, and we will continue to require additional capital to meet operational needs and capital requirements associated with such operating plans. If we raise additional funds by issuing equity securities, our shareholders may experience dilution. Any future debt financing into which we enter may impose upon us additional covenants that restrict our operations, including limitations on our ability to incur liens or additional debt, pay dividends, repurchase our ordinary shares, make certain investments or engage in certain merger, consolidation or asset sale transactions. Any debt financing or additional equity that we raise may contain terms that are not favorable to us or our shareholders.

Adequate funding may not be available to us on acceptable terms or at all. Our potential inability to raise capital when needed could have a negative impact on our financial condition and our ability to pursue our additional licensing opportunities.

Cash flows

The following table sets forth the primary sources and uses of cash and cash equivalents for each of the periods presented:

	Three Months Ended March 31, 2023	Three Months Ended March 31, 2022
Net cash (used in) provided by (in thousands):		
Operating activities	$ (17,632)	$ (13,101)
Investing activities	40,544	(75,333)
Financing activities	—	—

Net cash used in operating activities

During the three months ended March 31, 2023, operating activities used approximately $17.6 million of cash, primarily due to our net loss of $24.0 million, partially offset by non-cash consideration of $4.3 million related to share-based compensation expense and $3.1 million related to changes in operating assets and liabilities.

During the three months ended March 31, 2022, operating activities used approximately $13.1 million, primarily due to our net loss of $27.7 million, partially offset by non-cash consideration of $4.7 million related to share-based compensation expense and $10.0 million related to changes in operating assets and liabilities.

Net cash used in investing activities

During the three months ended March 31, 2023, investing activities provided approximately $40.5 million, consisting of approximately $86.4 million from the sales and redemption of marketable securities, partially offset by $45.8 million from the purchases of marketable securities.

During the three months ended March 31, 2022, investing activities used approximately $75.3 million, consisting of approximately $93.4 million for purchases of marketable securities, and approximately $0.3 million for purchases of property and equipment, partially offset by the sales and redemption of marketable securities of approximately $18.4 million.

Net cash provided by financing activities

During the three months ended March 31, 2023 and March 31, 2022, we did not generate any net proceeds from financing activities.

Critical Accounting Policies and Significant Judgments and Estimates

Our management's discussion and analysis of our financial condition and results of operations is based on our financial statements, which we have prepared in accordance with generally accepted accounting principles in the United States. The preparation of these financial statements requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements, as well as the reported revenues and expenses during the reporting periods. Actual results may differ from these estimates under different assumptions or conditions.

During the three months ended March 31, 2023, there were no material changes to our critical accounting policies as reported in our Annual Report on Form 10-K for the year ended December 31, 2022.

Impact of New Accounting Standards

The adoption of new accounting standards and the impact of recent accounting pronouncements not yet effective on our consolidated financial statements, if any, is discussed in Note 2 to the interim unaudited consolidated financial statements included in this Quarterly Report on Form 10-Q.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

During the period ended March 31, 2023, there were no material changes in our market risk or how our market risk is managed, compared to those disclosed under the heading "Quantitative and Qualitative Disclosures about Market Risk" in our Annual Report on Form 10-K for the year ended December 31, 2022.

Item 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our principal executive and principal financial officer, has evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act), as of the end of the period covered by this Quarterly Report on Form 10-Q. The term "disclosure controls and procedures," as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company's management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. Our management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

Based on that evaluation of our disclosure controls and procedures as of March 31, 2023, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures as of such date are effective at the reasonable assurance level.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the period covered by this Quarterly Report on Form 10-Q that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II

Item 1. Legal Proceedings.

To the best of our knowledge, we are not currently the subject of any material governmental investigation, private lawsuit or other legal proceeding. From time to time, we may be involved in legal and regulatory proceedings or investigations concerning matters that arise in the ordinary course of our business and that could result in significant fines or penalties, have an adverse impact on our reputation, business and financial condition or results of operations and divert the attention of our management from the operation of our business. The outcome of any future litigation, regulatory or other proceedings cannot be predicted with certainty, and some lawsuits, claims, actions or proceedings may be disposed of unfavorably to us. In addition, intellectual property disputes often have a risk of injunctive relief which, if imposed against us, could materially and adversely affect our business, financial condition or results of operations.

Item 1A. Risk Factors.

Information regarding risk factors appears in Part I, Item 1A, Risk Factors, in the Company's Annual Report on Form 10-K for the year ended December 31, 2022. The Company has reviewed the risk factors, and, except as presented below, there have been no material changes in the Company's risk factors since those reported in its Annual Report on Form 10-K for the year ended December 31, 2022.

The approval of, or filing or other procedures with, the China Securities Regulatory Commission ("CSRC") or other Chinese regulatory authorities may be required in connection with issuing our equity securities to foreign investors under Chinese law, and, if required, we cannot predict whether we will be able, or how long it will take us, to obtain such approval or complete such filing or other procedures. We are also required to obtain business licenses from Chinese authorities in connection with our general business activities currently conducted in China.

As of the date of this Quarterly Report on Form 10-Q, we are not required to obtain prior approval or prior permission from the CSRC or any other Chinese regulatory authority under the Chinese laws and regulations currently in effect for offerings of our equity securities to foreign investors. On February 17, 2023, the CSRC promulgated a new set of regulations consisting of the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (the "Trial Measures") and five supporting guidelines which came into effect on March 31, 2023. The Trial Measures require relevant filing procedures with the CSRC for both direct and indirect overseas offering and listing by domestic companies, of which the former refers to offering and listing in an overseas market made by an issuer incorporated in China, and the latter refers to offering and listing in an overseas market made by an issuer incorporated overseas, if such issuer meets both of the following two conditions as set forth in the Trial Measures: (i) 50% or more of the issuer's operating revenue, total profit, total assets or net assets as documented in its audited consolidated financial statements for the most recent accounting year is accounted for by People's Republic of China ("PRC") companies (the "Financial Condition"); and (ii) the main parts of the issuer's business activities are conducted in Mainland China, or its main places of business are located in Mainland China, or the senior managers in charge of its business operation and management are mostly Chinese citizens or domiciled in Mainland China. In addition, the determination as to whether or not a transaction is an indirect overseas offering and listing by a domestic company, shall be made on a substance over form basis. In terms of the general filing procedure for subsequent securities offering of an issuer in the same overseas market where it has previously offered and listed securities, such offering shall be filed with the CSRC within three working days after the offering is completed. Where an issuer fails to fulfill the required filing procedure, the CSRC may order rectification, issue warnings to such issuer, and impose a fine of between RMB 1,000,000 and RMB 10,000,000. Directly liable persons-in-charge and other directly liable persons may be warned and each imposed a fine of between RMB 500,000 and RMB 5,000,000. As of the date of this Quarterly Report on Form 10-Q, based on our understanding, we do not meet the Financial Condition, but Zhong Lun Law Firm, our legal counsel as to Chinese law, have advised us that we cannot rule out the possibility that our offerings may still be considered as an indirect overseas offering and listing by a domestic company based on a substance over form basis. As the Trial Measures were only enacted recently, there remains uncertainty as to the interpretation and implementation of the Trial Measures and the supporting guidelines, including but not limited to the interpretation to the concept of "substance over form", as well as other PRC regulatory requirements related to overseas securities offerings and other capital markets activities; thus, we cannot assure you that the relevant Chinese regulatory authorities, including the CSRC, would reach the same conclusion as us. We also cannot assure you that our status will not change by the time an actual offering is made under relevant prospectus supplement to be filed in the future. Any uncertainties and/or negative publicity regarding the aforementioned approval(s), filing(s) or other procedure(s), the interpretation and implementation of existing laws and regulations, or any further laws, regulations or interpretations that may be released and enacted in the future could have a material adverse effect on our business and/or on the trading price of the ADSs.

We rely on our licensors and their contracts with third-party manufacturers to produce any product candidates that we are developing in our territories and for which we receive regulatory approval and engage in commercialization. If the manufacturing facilities of our licensors or these third-party manufacturers are not approved by regulators, are damaged or destroyed or production at such facilities is otherwise interrupted, our business and prospects would be negatively affected.

We currently intend to rely on our licensors and their third-party manufacturers for the manufacture of the clinical and commercial supply of our product candidates. Any inability of our licensors to establish, maintain or scale up their internal manufacturing capabilities in a timely fashion (or at all), including any inability to allocate sufficient funding or appropriate resources to such internal manufacturing capabilities, increases the risk that we will not have sufficient quantities of supply, or that such supply will not be available to us at an acceptable cost or timeline. In cases where our licensors need to negotiate and maintain contractual arrangements with these outside vendors for the supply of our product candidates, they may not be able to do so on favorable terms. Prior to being permitted to sell any drugs produced at these facilities, the facilities will need to be inspected and approved by regulatory authorities. If these facilities are not approved by regulators or are damaged or destroyed, or otherwise subject to disruption, our licensors may require substantial lead time to replace their manufacturing capabilities.

In such event, our licensors would be forced to identify and rely partially or entirely on alternative supply sources, including third-party contract manufacturing organizations ("CMOs"), for an indefinite period of time. Any new facility needed to replace an existing production facility would need to comply with the necessary regulatory requirements and be tailored to our licensors' production requirements and processes. We also would need regulatory approvals before using any products manufactured at a new facility or using different or updated manufacturing processes in clinical trials or selling any products that are ultimately approved, and such regulatory approval process could delay, prevent or impair our development or commercialization efforts. If our licensors or their third-party manufacturers experience a shortage in supply, such shortage would have a negative impact on our business. Any disruptions or delays at the facilities of our licensors or their third-party manufacturers or their failure to maintain regulatory compliance would impair our ability to develop and commercialize our product candidates, which would adversely affect our business and results of operations. In addition, any interruption of supplies would adversely affect our business and results of operations. For example, the COVID-19 pandemic has had and could continue to have a broad impact on the production and supplies of active ingredients or other raw materials and result in a potential shortage of supply.

Our anticipated reliance on our licensing partners or a limited number of third-party manufacturers through our licensing partners exposes us to a number of risks, including the following:

- our licensing partners may be unable to establish, maintain or scale up their internal manufacturing capabilities in a timely fashion or at all;
- our licensing partners could be unable to identify manufacturers on acceptable terms or at all because the number of potential manufacturers is limited;
- a new manufacturer would have to be educated in, or develop substantially equivalent processes for, the production of our product candidates;
- our licensors or their third-party manufacturers might be unable to timely manufacture our product candidates or produce the quantity and quality required to meet our clinical and commercial needs, if any;
- CMOs may not be able to execute our licensors' manufacturing procedures and other logistical support requirements appropriately;
- our licensors' future CMOs may not perform as agreed, may not devote sufficient resources to our licensors' and our product candidates or may not remain in the contract manufacturing business for the time required to supply our clinical trials or to successfully produce, store and distribute our products, if any;
- manufacturers may be subject to ongoing periodic unannounced inspection by regulatory authorities to ensure strict compliance with current Good Manufacturing Practices ("cGMPs") and other government regulations and corresponding foreign standards, and we have no control over our licensors' or third-party manufacturers' compliance with these regulations and standards;
- we may not own, or may have to share, the intellectual property rights to any improvements made by our licensors or their third-party manufacturers in the manufacturing process for our product candidates;
- our licensors could breach or terminate their agreements with us, and our licensors' third-party manufacturers could breach or terminate their agreements with our licensors;
- raw materials and components used in the manufacturing process, particularly those for which our licensors have no other source or supplier, may not be available or may not be suitable or acceptable for use due to material or component defects;
- our licensors and our licensors' CMOs and critical reagent suppliers may be subject to inclement weather, as well as natural or man-made disasters; and
- our licensors and our licensors' CMOs may have unacceptable or inconsistent product quality success rates and yields, and we have no direct control over the ability of our licensors or our licensors' CMOs to maintain adequate quality control, quality assurance and qualified personnel.

We are dependent on our licensing partners and third-party manufacturers retained by our licensing partners for the manufacture of our product candidates and for our supply chain. If we or our licensing partners experience problems with any of these third parties or with internal manufacturing processes, the manufacture of our product candidates or products could be delayed, which could harm our results of operations.

In order to successfully commercialize our product candidates, we currently intend to rely on our licensing partners to produce, or to identify qualified CMOs for the scaled production of, a commercial supply of certain of our product candidates. For a number of our product candidates, we or our licensing partners have not yet identified suppliers to support scaled production. If we or our licensing partners are unable to produce such supply or contract with CMOs for clinical and commercial supply of our product candidates, or to do so on commercially reasonable terms or in a timely manner, we may not be able to complete development of our product candidates, or market or distribute them. For example, we source our clinical drug supply of mavacamten through a clinical supply agreement and expect to source our commercial drug supply of mavacamten through a commercial supply agreement with MyoKardia Inc., and any disruption or delay in the ability of BMS to manufacture and deliver mavacamten for our clinical trials, or any disruption in our planned supplier relationship with Bristol-Myers Squibb ("BMS"), could harm our business, results of operations, financial condition and prospects. Similarly, we source our clinical drug supply of, and expect to source our commercial drug supply, of TP-03 from Tarsus, and such supply is contingent upon Tarsus's ability to obtain adequate supply.

Our reliance on our licensing partners or third-party manufacturers retained by our licensing partners to manufacture our product candidates entails risks to which we would not be subject if we manufactured product candidates or products ourselves, including reliance on such third parties for regulatory compliance and quality assurance, the possibility of breach of the manufacturing agreement by such third parties because of factors beyond our control (including a failure to synthesize and manufacture our product candidates or any products we may eventually commercialize in accordance with our specifications) and the possibility of termination or nonrenewal of the agreement by such third parties, based on their own business priorities, at a time that is costly or damaging to us. In addition, the NMPA and other regulatory authorities require that our product candidates and any products that we may eventually commercialize be manufactured according to cGMPs and China GMP standards. Any failure by our licensing partners or the third-party manufacturers retained by us or our licensing partners to comply with cGMPs and China GMP standards or failure to scale up manufacturing processes, including any failure to deliver sufficient quantities of product candidates in a timely manner, could lead to a delay in, or failure to obtain, regulatory approval of any of our product candidates. In addition, such failure could be the basis for the NMPA to issue a warning or untitled letter, withdraw approvals for product candidates previously granted to us, or take other regulatory or legal action, including recall or seizure, total or partial suspension of production, suspension of ongoing clinical trials, refusal to approve pending applications or supplemental applications, detention of product, refusal to permit the import or export of products, injunction or the imposition of civil and criminal penalties.

Any significant disruption in our potential supplier relationships could harm our business. We intend to source key materials from third parties, either directly through our licensors or indirectly through our licensors' agreements with suppliers or their manufacturers who have agreements with suppliers. We anticipate that, in the near term, all key materials will be sourced through third parties, including, for example, our clinical drug supply of mavacamten, which we have sourced under a clinical supply agreement with BMS. There are a small number of suppliers for certain capital equipment and key materials that are used to manufacture some of our drugs. Such suppliers may not sell these key materials to us, our licensors, or our licensors' manufacturers at the times we need them or on commercially reasonable terms. We currently do not have any agreements for the commercial production of these key materials. Any significant delay in the supply of a product candidate or its key materials for an ongoing clinical trial could considerably delay completion of our clinical trials, product testing and potential regulatory approval of our product candidates. If we, our licensors or our licensors' manufacturers are unable to purchase these key materials after regulatory approval has been obtained for our product candidates, the commercial launch of our product candidates would be delayed or there would be a shortage in supply, which would impair our ability to generate revenues from the sale of our product candidates.

If any licensor fails to perform its obligations, or if any manufacturer with which we or our licensors currently or may in the future contract fails to perform its obligations, we or our licensors, as applicable, may be forced to enter into an agreement with a different manufacturer, which we or our licensors may not be able to do on reasonable terms, if at all. In such a scenario, our clinical trials supply could be delayed significantly as we or our licensors establish alternative supply sources. In some cases, the technical skills required to manufacture our product candidates may be unique or proprietary to the original manufacturer and we or our licensors may have difficulty, or there may be contractual restrictions prohibiting us or our licensors from, transferring such skills to a back-up or alternate supplier, or we or our licensors may be unable to transfer such skills at all. In addition, our licensors may experience changes to their manufacturing processes or may be required to change manufacturers for a number of reasons; for example, in the fourth quarter of 2022, Lyra announced that it temporarily paused enrollment in ENLIGHTEN II due to a transition to in-house manufacturing instead of relying on third-party manufacturers. If our licensors experience such changes to their manufacturing processes or we or our licensors are required to change manufacturers for any reason, we or our licensors will be required to verify that the new manufacturing facilities and processes or the new manufacturer maintains facilities and procedures that comply with quality standards and with all applicable regulations. The delays associated with the verification of such new manufacturing facilities and processes, or a new manufacturer, could negatively affect our ability to advance clinical trials or otherwise develop product candidates or commercialize our products in a timely manner or within budget. Furthermore, a manufacturer may possess technology related to the manufacture of our product candidate that such manufacturer owns independently, which may increase our or our licensors' reliance on such manufacturer or require us or our licensors to obtain a license from such CMO in order to have another manufacturer manufacture our product candidates. In addition, changes in manufacturing facilities or processes, even without a change in manufacturing party, or changes in manufacturers, often involve changes in manufacturing procedures, which could require that we make additional regulatory submissions conduct bridging studies between our prior clinical supply used in our clinical trials and that of any new manufacturing facilities or processes, or new manufacturer. We may be unsuccessful in demonstrating the comparability of clinical supplies which could require the conduct of additional clinical trials.

Furthermore, there are risks associated with large scale manufacturing for clinical trials or commercial scale including, among others, cost overruns, potential problems with process scale-up, process reproducibility, stability issues, compliance with good manufacturing practices, lot consistency and timely availability of raw materials. Because of the complex nature of our compounds, we, our licensors, or our licensors' manufacturers may not be able to manufacture our compounds at a cost or in quantities or in a timely manner necessary to complete large-scale clinical trials or make commercially successful products. In addition, as our product development pipeline increases and matures, we will have a greater need for clinical trial and commercial manufacturing capacity. We have no experience manufacturing pharmaceutical products on a commercial scale and some of our licensors or our current licensors' suppliers may need to increase their scale of production to meet our projected needs for commercial manufacturing. Any failure on the part of our licensors or our licensors' suppliers to meet our needs for commercial manufacturing could adversely impact our business and result of operations.

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

(a) Recent Sales of Unregistered Equity Securities

None.

(b) Use of Proceeds

On October 29, 2021, our Registration Statement on Form S-1, as amended (File No. 333-259978), was declared effective in connection with our IPO, pursuant to which we sold an aggregate of 20,312,500 ADSs representing 20,312,500 ordinary shares, at a price to the public of $16.00 per ADS. Goldman Sachs & Co. LLC, Jefferies LLC and BofA Securities, Inc. acted as joint lead book-running managers and Raymond James & Associates, Inc. acted as a lead manager for the offering.

Our IPO closed on November 3, 2021. There has been no material change in the planned use of proceeds from our IPO as described in our prospectus filed pursuant to Rule 424(b)(4) under the Securities Act with the SEC on November 2, 2021.

(c) Issuer Purchases of Equity Securities

None.

Item 3. Defaults upon Senior Securities.

Not applicable.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

Not applicable.

Item 6. Exhibits.

The exhibits listed on the Exhibit Index are either filed or furnished with this report or incorporated herein by reference.

Exhibit No.	Description
31.1*	Certification of Principal Executive Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification of Principal Financial Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1^	Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2^	Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	Inline XBRL Instance Document*
101.SCH	Inline XBRL Taxonomy Extension Schema Document*
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document*
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Database*
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document*
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document*
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

* Filed herewith.

^ These certifications are being furnished solely to accompany this quarterly report pursuant to 18 U.S.C. Section 1350, and are not being filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and are not to be incorporated by reference into any filing of the registrant, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

Certain confidential information contained in this exhibit has been omitted because it (i) is not material and (ii) would be competitively harmful if publicly disclosed.

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.

LianBio

Date: May 11, 2023

By: /s/ Yizhe Wang

Yizhe Wang

Chief Executive Officer and Director

(Principal Executive Officer)

Date: May 11, 2023

By: /s/ Yi Larson

Yi Larson

Chief Financial Officer

(Principal Financial and Accounting Officer)

Exhibit 31.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER PURSUANT TO RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Yizhe Wang, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of LianBio;

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: May 11, 2023

By: /s/ Yizhe Wang

Yizhe Wang
Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER PURSUANT TO RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Yi Larson, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of LianBio;

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: May 11, 2023

By: /s/ Yi Larson

Yi Larson
Chief Financial Officer
(Principal Financial and Accounting Officer)

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report on Form 10-Q of LianBio (the "Company") for the quarterly period ended March 31, 2023 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Yizhe Wang, Chief Executive Officer, certify, pursuant to 18 U.S.C. Section1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

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

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

Date: May 11, 2023

By: /s/ Yizhe Wang

Yizhe Wang
Chief Executive Officer
(Principal Executive Officer)

Exhibit 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report on Form 10-Q of LianBio (the "Company") for the quarterly period ended March 31, 2023 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Yi Larson, Chief Financial Officer, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

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

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

Date: May 11, 2023

By: /s/ Yi Larson

Yi Larson
Chief Financial Officer
(Principal Financial and Accounting Officer)