



Connecticut Office:

300 George Street, Suite 301
New Haven, CT 06511

Illinois Office:

300 Tri-State International, Suite 272
Lincolnshire, IL 60069

February 28, 2014

U.S. NRC, Region 1
Mail Control No. 582442
2100 Renaissance Blvd, Suite 100
King of Prussia, PA 19406
Attn: Steven Courtemanche

Re: Notice of Change of Control

Dear Mr. Courtemanche:

I am writing on behalf of Melinta Therapeutics, Inc. (f/k/a Rib-X Pharmaceuticals, Inc.) (the "Company") in response to your e-mail to Erin Duffy dated January 30, 2014. Set forth below are the Company's responses to the information you requested:

1. *Please provide a letter written on Vatera's letterhead and signed by a senior official of the company that the October 24, 2013, and January 20, 2014, letters have been read and that Vatera officials are in agreement with the content of the above letters, and that Vatera will abide by all constraints, license conditions, requirements, representations, and commitments identified in and attributed to the existing license.*

Attached as Exhibit A is a letter executed by Vatera Healthcare Partners LLC ("Vatera").

2. *Please describe the corporate structure of Rib-X Pharmaceuticals, Inc. prior to November 15, 2012, showing any other stock or share owners.*

Immediately prior to the financing on November 15, 2012, the Company was controlled by affiliates of Warburg Pincus. Specifically, the Company had (i) 9,363,187 shares of Series 1 Convertible Preferred Stock outstanding, of which 6,770,703 shares were collectively held by WP VIII Finance, L.P. and Warburg Pincus Private Equity VIII, L.P. (together, "Warburg Pincus"), and (ii) 69,713 shares of Common Stock outstanding. The next largest shareholder

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WARBURG PINCUS MATERIALS

other than Warburg Pincus was OBP IV-Holdings LLC, which held 667,378 shares of Series 1 Convertible Preferred Stock.

3. *Please indicate the corporate formation date of Melinta as a legal entity in Connecticut and Delaware and provide documentation supporting the Rib-X name change.*

The Company was formed in the State of Delaware on October 30, 2000 under the name Rib-X Designs, Inc. The Company changed its name to Rib-X Pharmaceuticals on December 11, 2000, and then to Melinta Therapeutics on October 7, 2013. A copy of the name change amendment is enclosed with this letter. The Company filed for an application for certificate of authority to transact business in Connecticut on November 8, 2001.

4. *In addition, please provide a description of the corporate structure of Melinta before and after October 24, 2013, showing any owners, affiliates, or parent companies.*

On October 24, 2013, the Company was controlled by Vatera. Specifically, the Company had (i) 66,363,357 shares of Series 2 Convertible Preferred Stock outstanding, of which 48,490,972 shares were held by Vatera, (ii) 9,363,187 shares of Series 1 Convertible Preferred Stock outstanding, and (iii) 69,073 shares of Common Stock.

Subsequent to October 24, 2013, the Company issued (i) an additional 27,154,945 shares of Series 2 Convertible Preferred Stock to Vatera on November 19, 2013 and (ii) 39,421,825 shares of Series 3 Convertible Preferred Stock on January 23, 2014, of which 23,054,209 were issued to Vatera.

5. *Describe the corporate structures of Melinta and Rib-X Pharmaceuticals, Inc. after the first tranche that closed on November 15, 2012.*

Following the first tranche that closed on November 15, 2012, the Company was controlled by Vatera. Specifically, the Company had (i) 25,889,329 shares of Series 2 Convertible Preferred Stock outstanding, of which 20,781,845 shares were held by Vatera, (ii) 9,363,187 shares of Series 1 Convertible Preferred Stock and (iii) 69,713 shares of Common Stock.

6. *In addition, provide a description of changes in corporate structures, stock ownership, or parent companies that occurred as a result of the second tranche, and any other subsequent corporate transactions pertaining to the direct or indirect control of Rib-X through the date of this letter.*

Following the second tranche of the November 2012 financing, the Company was controlled by Vatera. Specifically, the Company had (i) 60,405,895 shares of Series 2 Convertible Preferred Stock outstanding, of which 48,490,972 were held by Vatera, (ii) 9,363,187 shares of Series 1 Convertible Preferred Stock and (iii) 69,073 shares of Common Stock. See Question 4 above regarding the corporate structure of the Company after the second tranche closing.

7. *Also, describe the current division of stock ownership and control of the Board of the NRC licensee.*

The Company is currently controlled by Vatera. Specifically, the Company has (i) 39,421,825 shares of Series 3 Convertible Preferred Stock outstanding, of which 23,054,209 are held by Vatera, (ii) 93,518,302 shares of Series 2 Convertible Preferred Stock outstanding, of which 75,645,917 shares are held by Vatera, (iii) 9,363,187 shares of Series 1 Convertible Preferred Stock outstanding, and (iv) 68,872 shares of Common Stock. Vatera has the right to designate 4 out of 7 of the Board members of the Company and 4 Vatera designees currently serve on the Board.

8. *As stated in 2.b., it appears that Melinta was a viable company prior to the first tranche. Indicate whether Rib-X was merged into Melinta during the first or second tranche or whether Melinta was dissolved with Rib-X taking the name.*

See Question 3. The Melinta you are referring to is unrelated to the current Melinta Therapeutics, Inc., which is the same corporate entity as Rib-X Pharmaceuticals, Inc., subject only to the change of name.

If you have any questions, please do not hesitate to contact me.

Sincerely,

Melinta Therapeutics, Inc. (f/k/a Rib-X Pharmaceuticals, Inc.)

A handwritten signature in black ink, appearing to read 'Erin Duffy', with a large loop at the end of the last name.

Name: Erin Duffy

Please update your records:

Melinta Therapeutics
300 George Street, Suite 301
New Haven, CT 06511

11368325.2

Exhibit A



Vatera Healthcare Partners LLC
499 Park Avenue
23rd Floor
New York, NY 10022
Tel +1 212 590 2950
Fax +1 212 590 2951

February 28, 2014

U.S. NRC, Region 1
Mail Control No. 582442
2100 Renaissance Blvd, Suite 100
King of Prussia, PA 19406
Attn: Dennis Lawyer

Re: Melinta Therapeutics, Inc.

Dear Mr. Lawyer :

I am writing on behalf of Vatera Healthcare Partners LLC ("Vatera") in response to your letter to Erin Duffy, Chief Scientific Officer of Melinta Therapeutics, Inc. (the "Company") dated January 30, 2014. Reference is made to the letter from the Company to the U.S. Nuclear Regulatory Commission ("NRC") dated October 24, 2013 (the "October 24, 2013 Letter"), notifying the NRC of the Company's name change, and the letter dated January 20, 2014 (the "January 20, 2014 Letter"), notifying the NRC of a change in control of the Company.

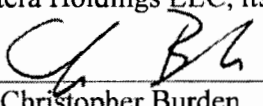
This is to confirm that Vatera has read the October 24, 2013 Letter and the January 20, 2014 Letter and Vatera acknowledges and agrees with the statements made in Items 2, 8 and 9 of the January 20, 2014 Letter.

If you have any questions, please do not hesitate to contact me.

Sincerely,

Vatera Healthcare Partners LLC

By: Vatera Holdings LLC, its Manager

By: 
Name: Christopher Burden
Title: Chief Operating Officer

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "RIB-X PHARMACEUTICALS, INC.", CHANGING ITS NAME FROM "RIB-X PHARMACEUTICALS, INC." TO "MELINTA THERAPEUTICS, INC.", FILED IN THIS OFFICE ON THE SEVENTH DAY OF OCTOBER, A.D. 2013, AT 9:20 O'CLOCK A.M.


A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

3309624 8100

131167243

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0792149

DATE: 10-07-13

State of Delaware
Secretary of State
Division of Corporations
Delivered 09:24 AM 10/07/2013
FILED 09:20 AM 10/07/2013
SRV 131167243 - 3309624 FILE

CERTIFICATE OF AMENDMENT

OF

EIGHTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

OF

RIB-X PHARMACEUTICALS, INC.

Pursuant to Section 242 of the Delaware General Corporation Law

THE UNDERSIGNED, being a duly appointed and authorized officer of Rib-X Pharmaceuticals, Inc. (the "Corporation"), a corporation organized and existing under the Delaware General Corporation Law (the "DGCL"), for the purpose of amending the Corporation's Eighth Amended and Restated Certificate of Incorporation (the "Amended and Restated Certificate of Incorporation") filed pursuant to Section 102 of the DGCL, hereby certifies, pursuant to Sections 242 and 103 of the DGCL, as follows:

FIRST: That the Corporation's Amended and Restated Certificate of Incorporation was filed on November 15, 2012 with the Secretary of State of the State of Delaware (the "Secretary").

SECOND: That the amendment effected hereby was duly authorized in accordance with the provisions of Sections 228 and 242 of the DGCL and shall be executed, acknowledged and filed in accordance with Section 103 of the DGCL.

THIRD: That the Corporation's Certificate of Incorporation is hereby amended by deleting the first Article thereof in its entirety and inserting in lieu thereof the following:

"FIRST. The name of the corporation is MELINTA THERAPEUTICS, INC. (the "Corporation")."

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its duly authorized officer on this 7th day of October, 2013.

RIB-X PHARMACEUTICALS, INC.

By: Mary Szela
Name: Mary Szela
Title: CEO, Melinta Therapeutics