



SUNESIS

Sunesis Announces Pricing of \$25 Million Offering of Securities

July 11, 2019

SOUTH SAN FRANCISCO, Calif., July 10, 2019 (GLOBE NEWSWIRE) -- Sunesis Pharmaceuticals, Inc. (NASDAQ: SNSS) today announced the pricing of underwritten public offerings of (i) 33,333,667 shares of its common stock and (ii) 8,333 shares of its non-voting Series F Convertible Preferred Stock ("Series F Stock"). The public offering price of each share of common stock is \$0.60 and the public offering price of each share of Series F Stock, convertible into 1,000 shares of common stock, is \$600.

Sunesis expects to receive combined gross proceeds of approximately \$25 million from these offerings, before deducting the underwriting discounts and other estimated offering expenses. Sunesis has granted the underwriters a 30 day option to purchase up to an additional 5,000,050 shares of common stock to cover over-allotments, if any. These offerings are expected to close on or about July 15, 2019, subject to customary closing conditions.

Each share of non-voting Series F Stock is convertible into 1,000 shares of Sunesis common stock, provided that conversion will be prohibited if, as a result, the holder and its affiliates would own more than 9.98% of the total number of shares of Sunesis common stock then outstanding (the "Beneficial Ownership Limitation"); provided, however, that a holder may, upon written notice to the Company, elect to increase or decrease the Beneficial Ownership Limitation (not to exceed the limits under Nasdaq Marketplace Rule 5635(b), to the extent applicable). Sunesis anticipates using the net proceeds from the offerings to fund ongoing development of vecabrutinib, ongoing research and development, and general corporate purposes.

Wells Fargo Securities, LLC and Oppenheimer & Co. Inc. are acting as joint book-running managers in these offerings.

The securities described above are being offered by Sunesis pursuant to a shelf registration statement previously filed with the Securities and Exchange Commission (the "SEC"), which the SEC declared effective on November 21, 2017. A preliminary prospectus supplement related to each of the offerings has been, and a final prospectus supplement related to each of the offerings will be, filed with the SEC and will be available on the SEC's website at <http://www.sec.gov>. Copies of the final prospectus supplements and the accompanying prospectus relating to these offerings, when available, may be obtained on the SEC's website or from the offices of Wells Fargo Securities, LLC, Attention: Equity Syndicate Department, 375 Park Avenue, New York, New York 10152, or by email at cmclientsupport@wellsfargo.com, or by telephone at (800) 326-5897; or from Oppenheimer & Co. Inc., Attention: Syndicate Prospectus Department, 85 Broad Street, 26th Floor, New York, New York 10004, by telephone at 212-667-8055, or by email at EquityProspectus@opco.com.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy these securities, nor shall there be any sale of these securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such state or other jurisdiction.

About Sunesis Pharmaceuticals

Sunesis is a biopharmaceutical company developing novel targeted inhibitors for the treatment of hematologic and solid cancers. Sunesis has built an experienced drug development organization committed to improving the lives of people with cancer. The Company is focused on advancing its novel kinase inhibitor pipeline, with an emphasis on its oral non-covalent BTK inhibitor vecabrutinib. Vecabrutinib is currently being evaluated in a Phase 1b/2 study in adults with chronic lymphocytic leukemia and other B-cell malignancies that have progressed after prior therapies.

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Forward-Looking Statements

This press release contains forward-looking statements, including statements related to the anticipated gross proceeds from the offerings and expectations regarding the completion, timing and use of proceeds of Sunesis' offerings. Words such as "may," "intend," "will," "potential," and similar expressions are intended to identify forward-looking statements. These forward-looking statements are based upon Sunesis' current expectations. Forward-looking statements involve risks and uncertainties. Sunesis' actual results and the timing of events could differ materially from those anticipated in such forward-looking statements as a result of these risks and uncertainties, which include, without limitation, risks related to market conditions and the satisfaction of customary closing conditions related to the offerings. These and other risk factors are discussed under "Risk Factors" in the applicable prospectus supplement and in Sunesis' Quarterly Report on Form 10-Q for the quarter ended March 31, 2019 and Sunesis' other filings with the Securities and Exchange Commission. Sunesis expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in Sunesis' expectations with regard thereto or any change in events, conditions or circumstances on which any such statements are based.

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