

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM407517

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
TimeRazor, Inc.		10/04/2016	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	Gravy Analytics, Inc.		
Street Address:	1602 Village Market Boulevard, Suite 230		
City:	Leesburg		
State/Country:	VIRGINIA		
Postal Code:	02175		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	4940627	TRULIFE	
Registration Number:	4498992	GRAVY	
Registration Number:	4924298	ADMITONE	
CORRESPONDENCE DATA			
Fax Number:	2027995000		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	2027994000		
Email:	dctrademarks@dlapiper.com		
Correspondent Name:	Ann K. Ford		
Address Line 1:	500 Eighth Street N.W.		
Address Line 4:	Washington, D.C. 20004		
NAME OF SUBMITTER:	Ann K. Ford		
SIGNATURE:	/Ann K. Ford/		
DATE SIGNED:	12/02/2016		
Total Attachments: 18			
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Delaware

The First State

Page 1

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 RESTATED CERTIFICATE OF "TIMERAZOR, INC.", CHANGING ITS NAME FROM "TIMERAZOR, INC." TO "GRAVY ANALYTICS, INC.", FILED IN THIS OFFICE ON THE FOURTH DAY OF OCTOBER, A.D. 2016, AT 5:44 O`CLOCK P.M.

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




Jeffrey W. Bullock, Secretary of State

4980225 8100
SR# 20166067023

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

Authentication: 203113205
Date: 10-05-16

TRADEMARK
REEL: 005933 FRAME: 0946

**FOURTH AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
TIMERAZOR, INC.**

Jeffrey D. White hereby certifies that:

ONE: The date of filing the original Certificate of Incorporation of this company with the Secretary of State of the State of Delaware was May 10, 2011. The original name of company was **TIMERAZOR, INC.**

TWO: He is the duly elected and acting President and Chief Executive Officer of **GRAVY ANALYTICS, INC.**, a Delaware corporation.

THREE: The Third Amended and Restated Certificate of Incorporation of this company is hereby amended and restated to read as follows:

I.

The name of this company is **GRAVY ANALYTICS, INC.** (the "*Company*" or the "*Corporation*").

II.

The address of the registered office of the Corporation in the State of Delaware is 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808, County of New Castle, and the name of the registered agent of the corporation in the State of Delaware at such registered office is Corporation Service Company.

III.

The purpose of the Company is to engage in any lawful act or activity for which a corporation may be organized under the Delaware General Corporation Law (the "*DGCL*").

IV.

A. The Company is authorized to issue two classes of stock to be designated, respectively, "*Common Stock*" and "*Preferred Stock*." The total number of shares which the Company is authorized to issue is 60,593,455 shares, 41,000,000 shares of which will be Common Stock (the "*Common Stock*") and 19,593,455 shares of which will be Preferred Stock (the "*Preferred Stock*"). The Preferred Stock will have a par value of \$0.0001 per share and the Common Stock will have a par value of \$0.0001 per share.

B. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares of Common Stock then outstanding) by the

affirmative vote of the holders of a majority of the stock of the Company entitled to vote (voting together as a single class on an as-if-converted basis).

C. Seven Million (7,000,000) of the authorized shares of Preferred Stock are hereby designated "Series Seed Preferred Stock" (the "*Series Seed Preferred*"), and five million eight hundred six thousand three hundred seventy six (5,806,376) of the authorized shares of Preferred Stock are hereby designated "Series A Preferred Stock" (the "*Series A Preferred*"), and two million six hundred thirty seven thousand seventy nine (2,637,079) of the authorized shares of Preferred Stock are hereby designated "*Series A-1 Preferred*", and four million one hundred fifty thousand (4,150,000) of the authorized shares of Preferred Stock are hereby designated "*Series A-2 Preferred*". For purposes hereof, the Series A-1 Preferred together with the Series A-2 Preferred shall be referred to as the "*Series A-1/A-2 Preferred*", the Series A Preferred together with the Series A-1/A-2 Preferred shall be referred to as the "*Senior Preferred*", and the Series Seed Preferred together with the Senior Preferred shall be referred to as the "*Series Preferred*").

D. The rights, preferences, privileges, restrictions and other matters relating to the Series Preferred are as follows:

1. **DIVIDEND RIGHTS.**

(a) **Series Preferred.**

(i) Holders of Senior Preferred, in preference to the holders of Series Seed Preferred and Common Stock, will be entitled to receive, when, as and if declared by the Board of Directors (the "*Board*"), but only out of funds that are legally available therefor, cash dividends at the rate of five percent (5%) of the applicable Original Issue Price (as defined below) for the Senior Preferred per annum on each outstanding share of Senior Preferred. Such dividends will be payable only when, as and if declared by the Board and will be non-cumulative.

(ii) Holders of Series Seed Preferred, in preference to the holders of Common Stock, will be entitled to receive, when, as and if declared by the Board, but only out of funds that are legally available therefor, cash dividends at the rate of five percent (5%) of the Original Issue Price for the Series Seed Preferred per annum on each outstanding share of Series Preferred. Such dividends will be payable only when, as and if declared by the Board and will be non-cumulative.

(iii) The "*Original Issue Price*" for the Series A-2 Preferred will be \$1.339841, for the Series A-1 Preferred will be \$1.516830, for the Series A Preferred will be \$1.382101 and for the Series Seed Preferred will be \$0.7045 (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares after the filing date hereof).

(iv) So long as any shares of Senior Preferred are outstanding, the Company will not pay or declare any dividend, whether in cash or property, or make any other distribution on the Series Seed Preferred or Common Stock, or purchase, redeem or

otherwise acquire for value any shares of Series Seed Preferred or Common Stock until all dividends as set forth in Section 1(a)(i) above on the Senior Preferred will have been paid or declared and set apart.

(v) So long as any shares of Series Seed Preferred are outstanding, the Company will not pay or declare any dividend, whether in cash or property, or make any other distribution on the Common Stock, or purchase, redeem or otherwise acquire for value any shares of Common Stock until all dividends as set forth in Section 1(a)(ii) above on the Series Seed Preferred will have been paid or declared and set apart.

(b) The provisions of Sections 1(a)(iv), 1(a)(v) and 1(c) shall not apply to (i) acquisitions of Common Stock by the Company pursuant to agreements which permit the Company to repurchase such shares at the lesser of cost or fair market value upon termination of services to the Company, (ii) acquisitions of Common Stock in exercise of the Company's right of first refusal to repurchase such shares, or (iii) distributions to holders of Common Stock in accordance with Sections 3 and 4.

(c) In the event dividends are paid on any share of Common Stock, the Company will pay an additional dividend on all outstanding shares of Series Preferred in a per share amount equal (on an as-if converted to Common Stock basis) to the amount paid or set aside for each share of Common Stock.

(d) The provisions of Sections 1(c) and 1(d) will not apply to a dividend payable solely in Common Stock to which the provisions of Section 5(f) hereof are applicable, or any repurchase of any outstanding securities of the Company that is approved by the Board.

2. VOTING RIGHTS.

(a) **General Rights.** Each holder of shares of Series Preferred will be entitled to the number of votes equal to the number of shares of Common Stock into which such shares of Series Preferred could be converted (pursuant to Section 5 hereof) immediately after the close of business on the record date fixed for such meeting or the effective date of such written consent and will have voting rights and powers equal to the voting rights and powers of the Common Stock and will be entitled to notice of any stockholders' meeting in accordance with the Bylaws of the Company. Except as otherwise provided herein or as required by law, the Series Preferred will vote together with the Common Stock at any annual or special meeting of the stockholders and not as a separate class, and may act by written consent in the same manner as the Common Stock.

(b) **Separate Vote of Series A-1/A-2 Preferred.** For so long as at least 1,000,000 (or any, in the case of subclause (iv) below) shares of Series A-1/A-2 Preferred (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares after the filing date hereof) remain outstanding, in addition to any other vote or consent required herein or by law, the vote or written consent of the holders of a majority of the outstanding Series A-1/A-2 Preferred, voting together as a single class on an as-if

converted to Common Stock basis, shall be necessary for effecting or validating the following actions (whether by merger, recapitalization or otherwise):

(i) Any increase in the authorized number of shares of Series A-1/A-2 Preferred;

(ii) Any payment or declaration of cash dividends or other cash distributions with respect to Common Stock or Preferred Stock;

(iii) Any redemption or repurchase of the Common Stock or Preferred Stock (except for acquisitions of Common Stock by the Company permitted by Section 1(b)(i) above); or

(iv) Any amendment, alteration, or repeal of any provision of the Certificate of Incorporation or the Bylaws of the Company (including any filing of a Certificate of Designation) that alters or changes the voting or other powers, preferences, or other special rights, privileges or restrictions of the Series A-1/A-2 Preferred so as to affect them adversely.

(c) Election of Board of Directors.

(i) The holders of Common Stock and Series Preferred, voting together as a single class on an as-if converted to Common Stock basis, will be entitled to elect all members of the Board at each meeting or pursuant to each consent of the Company's stockholders for the election of directors, and to remove from office such directors and to fill any vacancy caused by the resignation, death or removal of such directors;

(ii) Notwithstanding the provisions of Section 223(a)(1) and 223(a)(2) of the DGCL, any vacancy, including newly created directorships resulting from any increase in the authorized number of directors or amendment of this Restated Certificate, and vacancies created by removal or resignation of a director, may be filled by a majority of the directors then in office, though less than a quorum, or by a sole remaining director, and the directors so chosen shall hold office until the next annual election and until their successors are duly elected and shall qualify, unless sooner displaced; provided, however, that where such vacancy occurs among the directors elected by the holders of a class or series of stock pursuant to Section 2(b)(i) or (ii), the holders of shares of such class or series may override the Board of Directors' action to fill such vacancy by (i) voting for their own designee to fill such vacancy at a meeting of the Company's stockholders or (ii) written consent, if the consenting stockholders hold a sufficient number of shares to elect their designee at a meeting of the stockholders in which all members of such class or series are present and voted. Any director may be removed during his or her term of office without cause, by, and only by, the affirmative vote of the holders of the shares of the class or series of stock entitled to elect such director or directors, given either at a special meeting of such stockholders duly called for that purpose or pursuant to a written consent of stockholders, and any vacancy thereby created may be filled by the holders of that class or series of stock represented at the meeting or pursuant to written consent. At any meeting held for the purpose of electing a director, the presence in person or by proxy of the holders of a

majority of the outstanding shares of the class or series entitled to elect such director shall constitute a quorum for the purpose of electing such director.

3. LIQUIDATION RIGHTS.

(a) **Senior Preferred.** Upon any liquidation, dissolution, or winding up of the Company, whether voluntary or involuntary (a "*Liquidation Event*"), before any distribution or payment will be made to the holders of any Common Stock or Series Seed Preferred, the holders of Senior Preferred will be entitled to be paid out of the assets of the Company legally available for distribution for each share of Senior Preferred held by them, an amount per share of Senior Preferred equal to 1.5 times (1.5X) the applicable Original Issue Price for such series of Senior Preferred plus all declared and unpaid dividends on such share of Senior Preferred. If, upon any such Liquidation Event, the assets of the Company will be insufficient to make payment in full to all holders of Senior Preferred of the liquidation preference set forth in this Section 3(a), then such assets (or consideration) will be distributed among the holders of Senior Preferred at the time outstanding, ratably in proportion to the full amounts to which they would otherwise be respectively entitled.

(b) **Series Seed Preferred.** After the payment of the full liquidation preference of the Senior Preferred as set forth in Section 3(a) above, upon any Liquidation Event, before any distribution or payment will be made to the holders of any Common Stock, the holders of Series Seed Preferred will be entitled to be paid out of the assets of the Company legally available for distribution for each share of Series Seed Preferred held by them, an amount per share of Series Seed Preferred equal to the Original Issue Price for the Series Seed Preferred plus all declared and unpaid dividends on the Series Seed Preferred. If, upon any such Liquidation Event, such assets of the Company will be insufficient to make payment in full to all holders of Series Seed Preferred of the liquidation preference set forth in this Section 3(b), then such assets (or consideration) will be distributed among the holders of Series Seed Preferred at the time outstanding, ratably in proportion to the full amounts to which they would otherwise be respectively entitled.

(c) **Remaining Assets.** After the payment of the full liquidation preference of the Senior Preferred as set forth in Section 3(a) above and the full liquidation preference of the Series Seed Preferred as set forth in Section 3(b) above, the remaining assets of the Company legally available for distribution in such Liquidation Event (or the consideration received by the Company or its stockholders in such Acquisition or Asset Transfer), if any, will be distributed ratably to the holders of the Series Seed Preferred and the Common Stock on an as-if converted basis.

(d) **Deemed Conversion.** Notwithstanding Sections 3(a), (b), and (c) above, solely for purposes of determining the amount each holder of shares of Senior Preferred is entitled to receive with respect to a Liquidation Event, each series of Senior Preferred shall be treated as if all holders of each such series had converted such holder's shares of such series of Senior Preferred into shares of Common Stock immediately prior to the Liquidation Event if, as a result of an actual conversion of such series of Senior Preferred (including taking into account the operation of this paragraph (d) with respect to all shares of such series of Senior Preferred),

holders of such series of Senior Preferred would receive (with respect to the shares of such series of Senior Preferred), in the aggregate, an amount greater than the amount that would be distributed to holders of such series of Senior Preferred if such holders had not converted such series of Senior Preferred into shares of Common Stock. If holders of such series of Senior Preferred are treated as if they had converted shares of such series of Senior Preferred into Common Stock pursuant to this paragraph, then the holders of such series of Senior Preferred shall not be entitled to receive any distribution pursuant to Sections 3(a), (b), or (c) above that would otherwise be made to holders of such series of Senior Preferred.

(e) **Contingency Payment Priority.** In the event of a Deemed Liquidation (as defined below), if any portion of the consideration payable to the stockholders of the Company is placed into escrow and/or is payable to the stockholders of the Company subject to contingencies, the definitive acquisition agreement relating thereto shall provide that (x) the portion of such consideration that is not placed in escrow and not subject to any contingencies (the "**Initial Consideration**") shall be allocated among the holders of capital stock of the Company in accordance with Sections 3(a), (b), (c), and (d) as if the Initial Consideration were the only consideration payable in connection with such Acquisition or Asset Transfer and (y) any additional consideration that becomes payable to the stockholders of the Company upon release from escrow or satisfaction of contingencies shall be allocated among the holders of capital stock of the Company in accordance with Sections 3(a), (b), (c), and (d) after taking into account the previous payment of the Initial Consideration as part of the same transaction.

4. ASSET TRANSFER OR ACQUISITION RIGHTS.

(a) An Acquisition or Asset Transfer (each as hereinafter defined) shall be deemed to be a liquidation of the Company (a "**Deemed Liquidation**"). For the purposes of this Section 4: (i) "**Acquisition**" will mean (A) any consolidation or merger of the Company with or into any other corporation or other entity or person, or any other corporate reorganization, other than any such consolidation, merger or reorganization in which the stockholders of the Company immediately prior to such consolidation, merger or reorganization, continue to hold at least a majority of the voting power of the surviving entity in substantially the same proportions (or, if the surviving entity is a wholly owned subsidiary, its parent) immediately after such consolidation, merger or reorganization; or (B) any transaction or series of related transactions to which the Company is a party in which in excess of fifty percent (50%) of the Company's voting power is transferred; provided that an Acquisition will not include any transaction or series of transactions principally for bona fide equity financing purposes in which cash is received by the Company or any successor or indebtedness of the Company is cancelled or converted or a combination thereof; and (ii) "**Asset Transfer**" will mean a sale, lease, exclusive license or other disposition of all or substantially all of the assets of the Company.

(b) In any Acquisition or Asset Transfer, if the consideration to be received is securities of a corporation or other property other than cash, its value will be deemed its fair market value as determined in good faith by the Board on the date such determination is made.

5. CONVERSION RIGHTS.

The holders of the Series Preferred will have the following rights with respect to the conversion of the Series Preferred into shares of Common Stock (the “*Conversion Rights*”):

(a) **Optional Conversion.** Subject to and in compliance with the provisions of this Section 5, any shares of Series Preferred may, at the option of the holder, be converted at any time into fully-paid and nonassessable shares of Common Stock. The number of shares of Common Stock to which a holder of Series Preferred will be entitled upon conversion will be the product obtained by multiplying the applicable “Series Preferred Conversion Rate” then in effect for such series of Series Preferred (determined as provided in Section 5(b)) by the number of shares of such series of Series Preferred being converted.

(b) **Series Preferred Conversion Rate.** The conversion rate in effect at any time for conversion of such series of Series Preferred (for each such series, the “*Series Preferred Conversion Rate*”) will be the quotient obtained by dividing the Original Issue Price for such series of Series Preferred by the applicable “*Series Preferred Conversion Price*” for such series of Series Preferred, calculated as provided in Section 5(c).

(c) **Series Preferred Conversion Price.** The conversion price for each such series of Series Preferred will initially be the Original Issue Price of such series of Series Preferred (the “*Series Preferred Conversion Price*”). Each initial Series Preferred Conversion Price will be adjusted from time to time in accordance with this Section 5. All references to the Series Preferred Conversion Price herein will mean the applicable Series Preferred Conversion Price as so adjusted.

(d) **Mechanics of Conversion.** Each holder of Series Preferred who desires to convert the same into shares of Common Stock pursuant to this Section 5 will surrender the certificate or certificates therefor, duly endorsed, at the office of the Company or any transfer agent for the Series Preferred, and will give written notice to the Company at such office that such holder elects to convert the same. Such notice will state the number of shares of Series Preferred being converted. Thereupon, the Company will promptly issue and deliver at such office to such holder a certificate or certificates for the number of shares of Common Stock to which such holder is entitled and will promptly pay (i) in cash or, to the extent sufficient funds are not then legally available therefor, in Common Stock (at the Common Stock’s fair market value determined by the Board as of the date of such conversion), any declared and unpaid dividends on the shares of Series Preferred being converted and (ii) in cash (at the Common Stock’s fair market value determined by the Board as of the date of conversion) the value of any fractional share of Common Stock otherwise issuable to any holder of Series Preferred. Such conversion will be deemed to have been made at the close of business on the date of such surrender of the certificates representing the shares of Series Preferred to be converted, and the person entitled to receive the shares of Common Stock issuable upon such conversion will be treated for all purposes as the record holder of such shares of Common Stock on such date.

(e) **Adjustment for Stock Splits and Combinations.** If at any time or from time to time on or after the date that the first share of Series A-2 Preferred is issued (the “*Original Issue Date*”) the Company effects a subdivision of the outstanding Common Stock without a corresponding subdivision of the Series Preferred, the applicable Series Preferred Conversion Price for each series of Series Preferred in effect immediately before that subdivision will be proportionately decreased. Conversely, if at any time or from time to time after the Original Issue Date the Company combines the outstanding shares of Common Stock into a smaller number of shares without a corresponding combination of the Series Preferred, the applicable Series Preferred Conversion Price for each series of Series Preferred in effect immediately before the combination will be proportionately increased. Any adjustment under this Section 5(e) will become effective at the close of business on the date the subdivision or combination becomes effective.

(f) **Adjustment for Common Stock Dividends and Distributions.** If at any time or from time to time on or after the Original Issue Date the Company pays to holders of Common Stock a dividend or other distribution in additional shares of Common Stock without a corresponding dividend or other distribution to holders of Preferred Stock, each applicable Series Preferred Conversion Price then in effect will be decreased as of the time of such issuance, as provided below:

(i) Each applicable Series Preferred Conversion Price will be adjusted by multiplying such Series Preferred Conversion Price then in effect by a fraction equal to:

(A) the numerator of which is the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance, and

(B) the denominator of which is the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance plus the number of shares of Common Stock issuable in payment of such dividend or distribution;

(ii) If the Company fixes a record date to determine which holders of Common Stock are entitled to receive such dividend or other distribution, the Series Preferred Conversion Price will be fixed as of the close of business on such record date and the number of shares of Common Stock will be calculated immediately prior to the close of business on such record date; and

(iii) If such record date is fixed and such dividend is not fully paid or if such distribution is not fully made on the date fixed therefor, each Series Preferred Conversion Price will be recomputed accordingly as of the close of business on such record date and thereafter each Series Preferred Conversion Price will be adjusted pursuant to this Section 5(f) to reflect the actual payment of such dividend or distribution.

(g) **Adjustment for Reclassification, Exchange, Substitution, Reorganization, Merger or Consolidation.** If at any time or from time to time on or after the

Original Issue Date the Common Stock issuable upon the conversion of the Series Preferred is changed into the same or a different number of shares of any class or classes of stock, whether by recapitalization, reclassification, merger, consolidation or otherwise (other than an Acquisition or Asset Transfer as defined in Section 4 or a subdivision or combination of shares or stock dividend provided for elsewhere in this Section 5), in any such event each holder of a series of Series Preferred will then have the right to convert such stock into the kind and amount of stock and other securities and property receivable upon such recapitalization, reclassification, merger, consolidation or other change by holders of the maximum number of shares of Common Stock into which such shares of such series of Series Preferred could have been converted immediately prior to such recapitalization, reclassification, merger, consolidation or change, all subject to further adjustment as provided herein or with respect to such other securities or property by the terms thereof. In any such case, appropriate adjustment will be made in the application of the provisions of this Section 5 with respect to the rights of the holders of Series Preferred after the capital reorganization to the end that the provisions of this Section 5 (including adjustment of each applicable Series Preferred Conversion Price then in effect and the number of shares issuable upon conversion of such series of Series Preferred) will be applicable after that event and be as nearly equivalent as practicable.

(h) Sale of Shares Below Series Preferred Conversion Price.

(i) If at any time or from time to time, on or after the Original Issue Date, the Company issues or sells, or is deemed by the express provisions of this Section 5(h) to have issued or sold, Additional Shares of Common Stock (as defined below), other than as provided in Section 5(e), 5(f) or 5(g) above, for an Effective Price less than the then effective Series Preferred Conversion Price for any series of Series Preferred (also, a “*Qualifying Dilutive Issuance*”), then and in each such case, the then existing Series Preferred Conversion Price for such applicable series of Series Preferred will be reduced, as of the opening of business on the date of such issue or sale, to a price (calculated to the eighth (8th) digit to the right of the decimal point) determined by multiplying the Series Preferred Conversion Price for such series of Series Preferred in effect immediately prior to such issuance or sale by a fraction:

(A) the numerator of which will be (i) the number of shares of Common Stock deemed outstanding (as determined below) immediately prior to such issue or sale, plus (ii) the number of shares of Common Stock which the Aggregate Consideration (as defined below) received or deemed received by the Company for the total number of Additional Shares of Common Stock so issued would purchase at such then-effective Series Preferred Conversion Price for such series of Series Preferred, and

(B) the denominator of which will be the number of shares of Common Stock deemed outstanding (as determined below) immediately prior to such issue or sale plus the total number of Additional Shares of Common Stock so issued.

(ii) For the purposes of the preceding sentence, the number of shares of Common Stock deemed to be outstanding as of a given date will be the sum of (A) the number of actually issued and outstanding shares of Common Stock on the day immediately preceding the given date, (B) the number of shares of Common Stock into which the then

outstanding shares of Series Preferred could be converted if fully converted on the day immediately preceding the given date, plus (C) the number of shares of Common Stock which are issuable upon the exercise or conversion of all other rights, options and convertible securities outstanding on the day immediately preceding the given date.

(iii) No adjustment will be made to the applicable Series Preferred Conversion Price in an amount less than one cent per share. Any adjustment otherwise required by this Section 5(h) that is not required to be made due to the preceding sentence will be included in any subsequent adjustment to the applicable Series Preferred Conversion Price.

(iv) For the purpose of making any adjustment required under this Section 5(h), the aggregate consideration received by the Company for any issue or sale of securities (the "**Aggregate Consideration**") will be computed as follows: (A) to the extent it consists of cash, Aggregate Consideration will be computed at the gross amount of cash received by the Company before deduction of any underwriting or similar commissions, compensation or concessions paid or allowed by the Company in connection with such issue or sale and without deduction of any expenses payable by the Company, (B) to the extent it consists of property other than cash, Aggregate Consideration will be computed at the fair value of that property as determined in good faith by the Board, and (C) if Additional Shares of Common Stock, Convertible Securities (as defined below) or rights or options to purchase either Additional Shares of Common Stock or Convertible Securities are issued or sold together with other stock or securities or other assets of the Company for a consideration which covers both, Aggregate Consideration will be computed as the portion of the consideration so received that may be reasonably determined in good faith by the Board to be allocable to such Additional Shares of Common Stock, Convertible Securities or rights or options.

(v) For the purpose of the adjustment required under this Section 5(h), if the Company issues or sells (x) Preferred Stock or other stock, options, warrants, purchase rights or other securities convertible into, Additional Shares of Common Stock (such convertible stock or securities being herein referred to as "**Convertible Securities**") or (y) rights or options for the purchase of Additional Shares of Common Stock or Convertible Securities and if the Effective Price of such Additional Shares of Common Stock is less than any Series Preferred Conversion Price, in each case the Company will be deemed to have issued at the time of the issuance of such rights or options or Convertible Securities the maximum number of Additional Shares of Common Stock issuable upon exercise or conversion thereof and to have received as consideration for the issuance of such shares an amount equal to the total amount of the consideration, if any, received by the Company for the issuance of such rights or options or Convertible Securities plus:

(A) in the case of such rights or options, the minimum amounts of consideration, if any, payable to the Company upon the exercise of such rights or options; and

(B) in the case of Convertible Securities, the minimum amounts of consideration, if any, payable to the Company upon the conversion thereof (other than by cancellation of liabilities or obligations evidenced by such Convertible Securities);

provided that if the minimum amounts of such consideration cannot be ascertained, but are a function of antidilution or similar protective clauses, the Company will be deemed to have received the minimum amounts of consideration without reference to such clauses.

(vi) If the minimum amount of consideration payable to the Company upon the exercise or conversion of rights, options or Convertible Securities is reduced over time or on the occurrence or non-occurrence of specified events other than by reason of antidilution adjustments, the Effective Price will be recalculated using the figure to which such minimum amount of consideration is reduced; *provided further*, that if the minimum amount of consideration payable to the Company upon the exercise or conversion of such rights, options or Convertible Securities is subsequently increased, the Effective Price will be again recalculated using the increased minimum amount of consideration payable to the Company upon the exercise or conversion of such rights, options or Convertible Securities.

(vii) No further adjustment of the Series Preferred Conversion Price, as adjusted upon the issuance of such rights, options or Convertible Securities, will be made as a result of the actual issuance of Additional Shares of Common Stock or the exercise of any such rights or options or the conversion of any such Convertible Securities. If any such rights or options or the conversion privilege represented by any such Convertible Securities will expire without having been exercised, the Series Preferred Conversion Price as adjusted upon the issuance of such rights, options or Convertible Securities will be readjusted to the Series Preferred Conversion Price which would have been in effect had an adjustment been made on the basis that the only Additional Shares of Common Stock so issued were the Additional Shares of Common Stock, if any, actually issued or sold on the exercise of such rights or options or rights of conversion of such Convertible Securities, and such Additional Shares of Common Stock, if any, were issued or sold for the consideration actually received by the Company upon such exercise, plus the consideration, if any, actually received by the Company for the granting of all such rights or options, whether or not exercised, plus the consideration received for issuing or selling the Convertible Securities actually converted, plus the consideration, if any, actually received by the Company (other than by cancellation of liabilities or obligations evidenced by such Convertible Securities) on the conversion of such Convertible Securities, *provided* that such readjustment will not apply to prior conversions of Series Preferred.

(viii) For the purpose of making any adjustment to the Conversion Price for any series of Series Preferred required under this Section 5(h), “***Additional Shares of Common Stock***” will mean all shares of Common Stock issued by the Company or deemed to be issued pursuant to this Section 5(h) (including shares of Common Stock subsequently reacquired or retired by the Company), other than:

(A) shares of Common Stock issued upon conversion of the Series Preferred;

(B) Common Stock or Convertible Securities (as adjusted for any share dividends, combinations, splits, recapitalizations and the like after the filing date hereof) issued with the consent of the Board after the Original Issue Date to employees, officers

or directors of, or consultants or advisors to the Company or any subsidiary, pursuant to the Company's 2011 Equity Incentive Plan;

(C) shares of Common Stock issued pursuant to the exercise of Convertible Securities outstanding as of the Original Issue Date;

(D) shares of Preferred Stock and shares of Common Stock issued pursuant to the exercise of the warrants issued pursuant to the Company's Series A-2 Preferred Stock and Warrant Purchase Agreement, dated September [], 2016, as may be amended from time to time;

(E) shares of Common Stock, Preferred Stock and Convertible Securities issued for consideration other than cash pursuant to a merger, consolidation, acquisition, strategic alliance or similar business combination approved by the Board;

(F) shares of Common Stock, Preferred Stock and Convertible Securities issued pursuant to any equipment loan or leasing arrangement, real property leasing arrangement or debt financing from a bank or similar financial institution approved by the Board;

(G) shares of Common Stock, Preferred Stock and Convertible Securities issued to third-party service providers in exchange for or as partial consideration for services rendered to the Company; *provided*, that the issuance of such shares has been approved by the Board;

(H) shares of Common Stock, Preferred Stock and Convertible Securities issued in connection with strategic transactions involving the Company and other entities, including (i) joint ventures, manufacturing, marketing or distribution arrangements or (ii) technology transfer or development arrangements approved by the Board; or

(I) shares of Common Stock issuable upon a stock split, stock dividend or any subdivision of shares of Common Stock.

References to Common Stock in the subsections of this clause (vi) above will mean all shares of Common Stock issued by the Company or deemed to be issued pursuant to this Section 5(h). The "*Effective Price*" of Additional Shares of Common Stock will mean the quotient determined by dividing the total number of Additional Shares of Common Stock issued or sold, or deemed to have been issued or sold by the Company under this Section 5(h), into the Aggregate Consideration received, or deemed to have been received by the Company for such issue under this Section 5(h), for such Additional Shares of Common Stock. In the event that the number of shares of Additional Shares of Common Stock or the Effective Price cannot be ascertained at the time of issuance, such Additional Shares of Common Stock will be deemed issued immediately upon the occurrence of the first event that makes such number of shares or the Effective Price, as applicable, ascertainable.

(ix) In the event that the Company issues or sells, or is deemed to have issued or sold, Additional Shares of Common Stock in a Qualifying Dilutive Issuance (the “*First Dilutive Issuance*”), then in the event that the Company issues or sells, or is deemed to have issued or sold, Additional Shares of Common Stock in a Qualifying Dilutive Issuance other than the First Dilutive Issuance as a part of the same transaction or series of transactions (a “*Subsequent Dilutive Issuance*”), then and in each such case upon a Subsequent Dilutive Issuance the Series Preferred Conversion Price will be reduced to the applicable Series Preferred Conversion Price that would have been in effect had the First Dilutive Issuance and each Subsequent Dilutive Issuance all occurred on the closing date of the First Dilutive Issuance.

(i) **Waiver of Antidilution Protection.** Notwithstanding anything to the contrary, any provision of Section 5(h) and any adjustments made or required to be made to the Series Preferred Conversion Price for each series of Series Preferred pursuant hereto may be waived on behalf of all shares of Preferred Stock by the vote or written consent of the holders of at least a majority of the outstanding shares of Series A-1/A-2 Preferred voting together as a single class on an as-if converted to Common Stock basis.

(j) **Certificate of Adjustment.** In each case of an adjustment or readjustment of any Series Preferred Conversion Price for the number of shares of Common Stock or other securities issuable upon conversion of any series of Series Preferred, if the Series Preferred is then convertible pursuant to this Section 5, the Company, at its expense, will compute such adjustment or readjustment in accordance with the provisions hereof and will, upon request, prepare a certificate showing such adjustment or readjustment, and will mail such certificate, by first class mail, postage prepaid, to each registered holder of such series of Series Preferred so requesting at the holder’s address as shown in the Company’s books. The certificate will set forth such adjustment or readjustment, showing in detail the facts upon which such adjustment or readjustment is based, including a statement of (i) the consideration received or deemed to be received by the Company for any Additional Shares of Common Stock issued or sold or deemed to have been issued or sold, (ii) the applicable Series Preferred Conversion Price at the time in effect, (iii) the number of Additional Shares of Common Stock and (iv) the type and amount, if any, of other property which at the time would be received upon conversion of such series of Series Preferred. Failure to request or provide such notice will have no effect on any such adjustment.

(k) **Notices of Record Date.** Upon (i) any taking by the Company of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend or other distribution, or (ii) any Acquisition (as defined in Section 4) or other capital reorganization of the Company, any reclassification or recapitalization of the capital stock of the Company, any merger or consolidation of the Company with or into any other corporation, or any Asset Transfer (as defined in Section 4), or any voluntary or involuntary dissolution, liquidation or winding up of the Company, the Company will mail to each holder of Series Preferred at least ten (10) days prior to (x) the record date, if any, specified therein; or (y) if no record date is specified, the date upon which such action is to take effect (or, in either case, such shorter period approved by the holders of a majority of the outstanding Series A-1/A-2 Preferred voting together as a single class on an as-if converted to Common Stock basis) a notice specifying (A) the date on which any such record is to be taken

for the purpose of such dividend or distribution and a description of such dividend or distribution, (B) the date on which any such Acquisition, reorganization, reclassification, transfer, consolidation, merger, Asset Transfer, dissolution, liquidation or winding up is expected to become effective, and (C) the date, if any, that is to be fixed as to when the holders of record of Common Stock (or other securities) will be entitled to exchange their shares of Common Stock (or other securities) for securities or other property deliverable upon such Acquisition, reorganization, reclassification, transfer, consolidation, merger, Asset Transfer, dissolution, liquidation or winding up.

(I) Automatic Conversion.

(i) Each share of Series Preferred will automatically be converted into shares of Common Stock, based on the then-effective applicable Series Preferred Conversion Rate for such series of Series Preferred, immediately upon the closing of a firmly underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, covering the offer and sale of Common Stock for the account of the Company in which (A) the per share price is at least three times the Original Issue Price for the Series A Preferred, and (B) the net cash proceeds to the Company (after underwriting discounts, commissions and fees) are at least \$30,000,000. Upon such automatic conversion, any declared and unpaid dividends will be paid in accordance with the provisions of Section 5(d).

(ii) Each share of Series Preferred shall automatically be converted into shares of Common Stock, based on the then-effective applicable Series Preferred Conversion Rate for such series of Series Preferred, at any time upon the affirmative election of the holders of at least a majority of the then-outstanding shares of Series A-1/A-2 Preferred voting together as a single class on an as-if converted to Common Stock basis.

(iii) Upon the occurrence of any of the events specified in Section 5(I)(i) and (ii) above, the outstanding shares of each applicable series of Series Preferred will be converted automatically without any further action by the holders of such shares and whether or not the certificates representing such shares are surrendered to the Company or its transfer agent; *provided, however*, that the Company will not be obligated to issue certificates evidencing the shares of Common Stock issuable upon such conversion unless the certificates evidencing such shares of such series of Series Preferred are either delivered to the Company or its transfer agent as provided below, or the holder notifies the Company or its transfer agent that such certificates have been lost, stolen or destroyed and executes an agreement satisfactory to the Company to indemnify the Company from any loss incurred by it in connection with such certificates. Upon the occurrence of such automatic conversion of any series of Series Preferred, the holders of such series of Series Preferred will surrender the certificates representing such shares at the office of the Company or any transfer agent for such series of Series Preferred. Thereupon, there will be issued and delivered to such holder promptly at such office and in its name as shown on such surrendered certificate or certificates, a certificate or certificates for the number of shares of Common Stock into which such shares of such series of Series Preferred surrendered were convertible on the date on which such automatic conversion occurred, and any declared and unpaid dividends will be paid in accordance with the provisions of Section 5(d).

(m) Fractional Shares. No fractional shares of Common Stock will be issued upon conversion of Series Preferred. All shares of Common Stock (including fractions thereof) issuable upon conversion of more than one share of Series Preferred by a holder thereof will be aggregated for purposes of determining whether the conversion would result in the issuance of any fractional share. If, after the aforementioned aggregation, the conversion would result in the issuance of any fractional share, the Company will, in lieu of issuing any fractional share, pay cash equal to the product of such fraction multiplied by the fair market value of one share of Common Stock (as determined by the Board) on the date of conversion.

(n) Reservation of Stock Issuable Upon Conversion. The Company will at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of the Series Preferred, such number of its shares of Common Stock as will from time to time be sufficient to effect the conversion of all outstanding shares of the Series Preferred. If at any time the number of authorized but unissued shares of Common Stock will not be sufficient to effect the conversion of all then outstanding shares of the Series Preferred, the Company will take such corporate action as may be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as will be sufficient for such purpose.

(o) Notices. Any notice required by the provisions of this Section 5 will be in writing and will be deemed effectively given: (i) upon personal delivery to the party to be notified, (ii) when sent by confirmed electronic mail or facsimile if sent during normal business hours of the recipient; if not, then on the next business day, (iii) five (5) days after having been sent by registered or certified mail, return receipt requested, postage prepaid, or (iv) one (1) day after deposit with a nationally recognized overnight courier, specifying next day delivery, with verification of receipt. All notices will be addressed to each holder of record at the address of such holder appearing on the books of the Company.

6. NO REISSUANCE OF SERIES PREFERRED.

No shares or shares of Series Preferred acquired by the Company by reason of redemption, purchase, conversion or otherwise will be reissued.

V.

A. The liability of the directors of the Company for monetary damages will be eliminated to the fullest extent under applicable law.

B. To the fullest extent permitted by applicable law, the Company is authorized to provide indemnification of, and advancement of expenses to, directors, officers, employees, other agents of the Company and any other persons to which the DGCL permits the Company to provide indemnification.

C. Any repeal or modification of this Article V will only be prospective and will not affect the rights under this Article V in effect at the time of the alleged occurrence of any action or omission to act giving rise to liability.

VI.

For the management of the business and for the conduct of the affairs of the Company, and in further definition, limitation and regulation of the powers of the Company, of its directors and of its stockholders or any class thereof, as the case may be, it is further *provided* that:

A. The management of the business and the conduct of the affairs of the Company will be vested in its Board. The number of directors which will constitute the whole Board will be fixed by the Board in the manner provided in the Bylaws, subject to any restrictions which may be set forth in this Fourth Amended and Restated Certificate of Incorporation.

B. The Board of Directors is expressly empowered to adopt, amend or repeal the Bylaws of the Company. The stockholders will also have the power to adopt, amend or repeal the Bylaws of the Company; provided however, that, in addition to any vote of the holders of any class or series of stock of the Company required by law or by this Fourth Amended and Restated Certificate of Incorporation, the affirmative vote of the holders of at least a majority of the voting power of all of the then-outstanding shares of the capital stock of the Company entitled to vote generally in the election of directors, voting together as a single class, will be required to adopt, amend or repeal any provision of the Bylaws of the Company.

C. The directors of the Company need not be elected by written ballot unless the Bylaws so provide.

* * * *

FOUR: This Fourth Amended and Restated Certificate of Incorporation has been duly approved by the Board of Directors of the Company.

FIVE: This Fourth Amended and Restated Certificate of Incorporation was approved by the holders of the requisite number of shares of said corporation in accordance with Section 228 of the DGCL. This Fourth Amended and Restated Certificate of Incorporation has been duly adopted in accordance with the provisions of Sections 242 and 245 of the DGCL by the stockholders of the Company.

IN WITNESS WHEREOF, TIMERAZOR, INC. has caused this Fourth Amended and Restated Certificate of Incorporation to be signed by its President and Chief Executive Officer this 4th day of October, 2016.

TIMERAZOR, INC.

By: /s/ Jeffrey D. White
Jeffrey D. White
President and Chief Executive Officer