



Issuer Free Writing Prospectus  
Filed Pursuant to Rule 433  
Registration No. 333-199477  
February 17, 2015

# CollabRx: Empowering Cancer Care

Expert systems for genomics-based cancer treatment planning



This presentation and the accompanying commentary include forward-looking statements about CollabRx' anticipated results that involve risks and uncertainties. Some of the information contained in this presentation, including, but not limited to, statements as to industry trends and CollabRx' plans, objectives, expectations and strategy for its business, contains forward-looking statements that are subject to risks and uncertainties that could cause actual results or events to differ materially from those expressed or implied by such forward-looking statements. Any statements that are not statements of historical fact are forward-looking statements.

When used, the words "believe," "plan," "intend," "anticipate," "target," "estimate," "expect" and the like, and/or future tense or conditional constructions ("will," "may," "could," "should," etc.), or similar expressions, identify certain of these forward-looking statements. Important factors which could cause actual results to differ materially from those in the forward-looking statements are detailed in filings made by CollabRx with the Securities and Exchange Commission. CollabRx undertakes no obligation to update or revise any such forward-looking statements to reflect subsequent events or circumstances.



## *Free Writing Prospectus Statement*

CollabRx, Inc. has filed a registration statement on Form S-1 (Registration No. 333-199477) with the Securities and Exchange Commission (the "SEC") for the offering to which this communication relates. A copy of the preliminary prospectus describing the terms of the proposed offering has been filed with the SEC. Before you invest in this offering, you should read the prospectus and the other documents we have filed with the SEC that are incorporated by reference in such for more complete information about us and this offering.

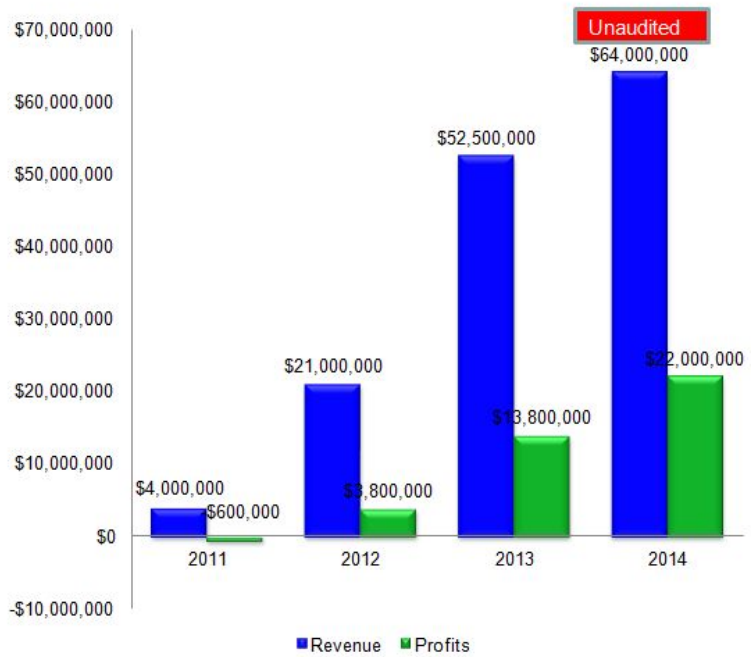
You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, we or the underwriter participating in the offering will arrange to send you the prospectus if you contact Aegis Capital Corp., Prospectus Department, 810 Seventh Avenue, 18th Floor, New York, NY 10019, telephone: 212-813-1010, e-mail: [prospectus@aegiscap.com](mailto:prospectus@aegiscap.com).

- **Key Reasons for current offering of shares:**
  - To cure NASDAQ Net Equity Deficiency before hearing on 2/19/15
  - To provide capital for continued operation of CollabRx
- **Proposed business combination with Medytox Solutions, Inc.**
  - Signed non-binding LOI on 12/6/14 for potential business combination
  - Entered into Agreement with Medytox on Jan 16, 2015 to provide CollabRx funding up to \$2.4M (As of 2/17/15 CollabRx has borrowed \$644,863)
  - Agreement provides for a \$1M fee to Medytox under certain termination conditions
- **Potential Synergies between CollabRx and Medytox:**
  - Increased sales and marketing capabilities for CollabRx products
  - CollabRx product combined with genomics-based testing creates a superior product without competing with existing lab customers
  - Increased management and financial capability enables CollabRx to focus on its business model as testing market for cancer
  - Reduced burden related to public company expenses (~25% of CollabRx Total OpEx)

## *Proposed Deal Terms*

- **Reverse merger transaction**
  - CollabRx will be surviving legal parent
  - Medytox will be surviving accounting parent
- **All Medytox shares to be cancelled at closing and exchanged for CLRX common, except for Series B Preferred stock which will be exchanged for \$25M of Convertible Promissory Notes**
- **Capitalization immediately post-merger, based on shares outstanding:**
  - 5.2% for CollabRx stockholders; 94.8% for Medytox stockholders
  - Does not take into account any capital raised by CollabRx in current offering
- **Board Composition (seven members):**
  - CollabRx to have two seats (one management, one independent)
  - Medytox to retain 5 seats
- **CollabRx will continue to operate as independent, wholly-owned subsidiary**

- **Vertically integrated provider of clinical lab testing and related services**
  - Currently serves drug rehab, pain management, private physicians / clinics
  - Employs cutting-edge technology, systems and services to improve efficiency and reduce cost of patient care
- **Strong record of organic growth with a superior management team**



## *Stage of Negotiations*

- The Letter of Intent that was entered into by CollabRx and Medytox on December 6, 2014 is non-binding.
- We have not yet signed a definitive merger agreement.
- We have not sought approval from our Board of Directors for the proposed business combination and will not do so until we have a draft definitive agreement.
- The completion of the proposed merger transaction will be subject to the approval of the stockholders of CollabRx and Medytox.
- We have not submitted the terms of the proposed transaction to any regulatory agency for approval.
- The negotiations are at a very early stage.
- The proposed business combination was disclosed only because the Loan and Security Agreement and the separate Agreement entered into on January 16, 2015 were material to CollabRx.
- The \$1M termination fee is triggered only under specific circumstances and is expected not to include the current offering.

## Overview of CollabRx

- **A clinical decision-support company for precision oncology**
  - We translate expert knowledge about complex molecular medicine and make it relevant, accessible and actionable for practicing physicians
- **Not a lab – we focus on data interpretation, reporting and downstream analytics for clinical decision-making**
  - We provide evidence-based content and expert decision support in SaaS and advertising business models
- **Proprietary interpretive content in two major product lines:**
  - Web and mobile apps for use by oncologists at the point of care
  - An automated interpretation and reporting service for the diagnostic laboratory market
- **Landed major customers and partners in past 24 months**
  - Major online media partner is Everyday Health / MedPage Today
  - Quest Diagnostics, Life Technologies, CellNetix, Genoptix (division of Novartis), Cynvenio, The Jackson Laboratories, Ohio State and U Chicago
  - Distribution partners include Affymetrix, Omicia, Cartagenia and Syapse



## CollabRx Business Models

<b>Product</b>	<b>Users</b>	<b>Business Model</b>
Genetic Variant Annotation Service™ (GVA™)	Pathologists and Laboratory Medical Directors via cloud-based servers	Laboratories pay \$75-\$150 per test event or purchase annual subscription
Therapy Finders™	Oncology professionals at the point-of-care	Advertising and sponsorship revenue sharing @ 15% with on-line media partner <i>MedPage Today</i>
CancerRx	Oncology professionals at the point-of care	Advertising and sponsorship revenue sharing @ 50% with media partner <i>MedPage Today</i>

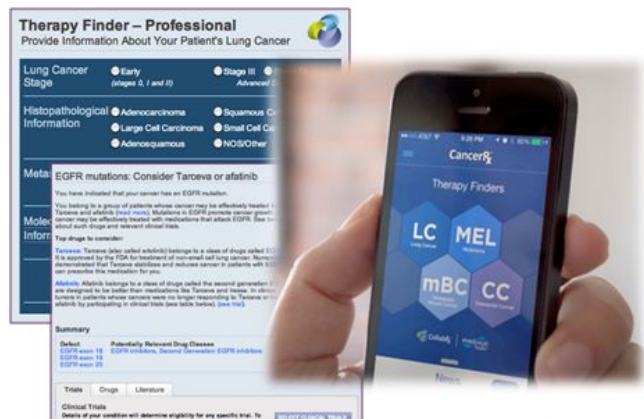
## GVA™ Service

*Indirectly via Diagnostic Labs*



## CancerRx Mobile App

*Directly at the Point-of-Care*

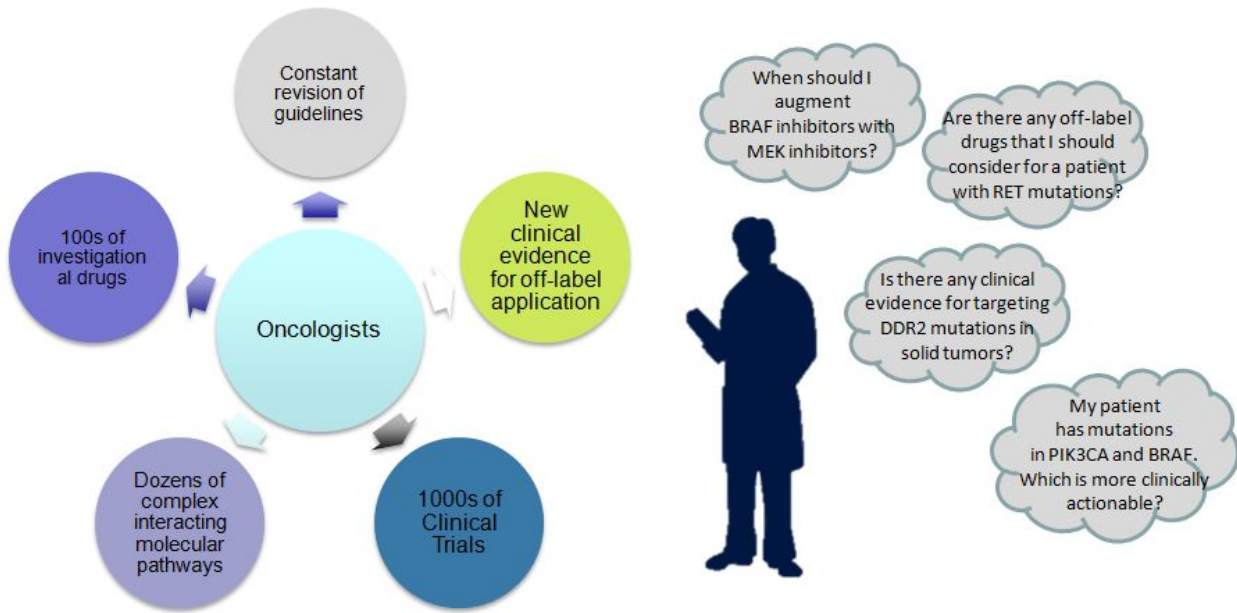


- ▶ Automated, SaaS reporting service for complex NGS panels
- ▶ Expert-vetted Actionability Framework
- ▶ XML data or physician-ready reports
- ▶ Volume-based subscription / per test fee
- ▶ “Expert systems” for treatment planning (Therapy Finders™)
- ▶ Relevant medical news as it breaks
- ▶ On-line Media Partner *MedPage Today*
- ▶ Ad and sponsorship revenue sharing

- **Addressable US market ~ 13 million patients**
  - 7 million (55%) with a strong genetic association\*
- **1.7 million new US patients in 2013 and 14 million globally\***
  - Growing to almost 3 million new US patients each year by 2050\*\*
- **Each day approximately 1,600 US patients progress beyond “guidelines” and are candidates for genomic medicine**
- **The total available market for testing in cancer is estimated at \$10B in 2014 in the US alone, growing to \$25B by 2018, but is barely penetrated\***
- **Latest trend in genomic testing for cancer is blood-based:**
  - Circulating tumor cells and cell-free DNA from blood sample
  - Tracks progression of disease over time; may be used for early detection
  - Expands by several times the amount of potential testing

Sources: \*JPMorgan, June 2014 \*\*American Cancer Society and WHO \*\*Hayat M J et al. *The Oncologist*, 2007, 12:20-37.

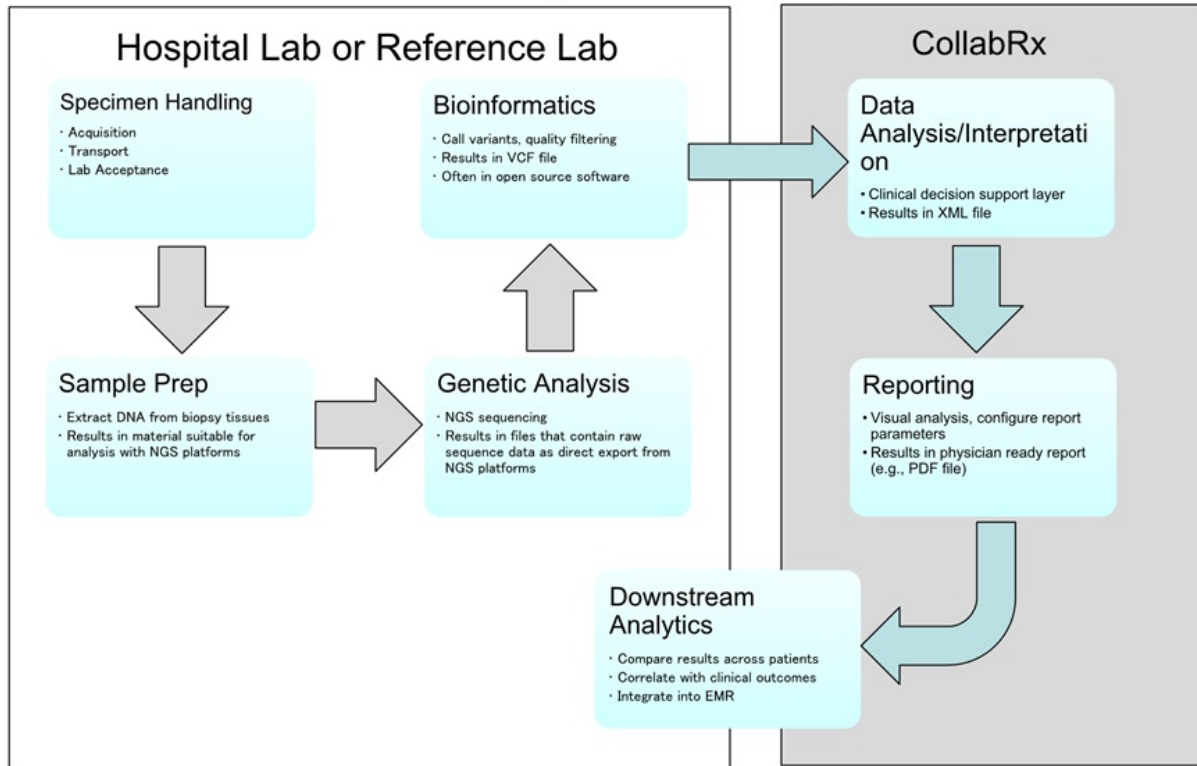
## Need to address rapidly changing science and standards in oncology



“Our patients rely on us to guide them in this new landscape of molecular oncology. But the field is just changing too quickly. We simply do not have enough hours in the day to see patients and stay abreast of the field.” *Source: Community Oncologist from Frankel Group Report to CollabRx, Inc. 1/13*



# GVA focused on knowledge-based portions of the clinical genetic testing workflow





# Therapy Finders™ make expert knowledge available at the office and at home

Current Therapy Finders for Lung, Colorectal, and Metastatic Breast cancers and Melanoma

Recently launched CancerRx mobile app includes Therapy Finders and MedPage Today newsfeed

### Individualized Lung Cancer Therapy

Therapy Finder | About Therapy Finder | Progress in Treatment

#### Therapy Finder - Professional

Molecular oncology indicates that many cancers are unique or part of narrow subtypes. Molecular testing may help identify an appropriate therapy or clinical trial. Use the tool below to identify treatment options for your lung cancer patients.

**Lung Cancer Stage**  
 Early (stages 0, I and II)  Stage III  Stage IV (Advanced Stage)

**Histopathological Information**  
 Adenocarcinoma  Squamous Cell Carcinoma  
 Large Cell Carcinoma  Small Cell Carcinoma  
 Adenosquamous  NOS/Other

**Metastatic Sites**  
 Kidney  Liver  Adrenal Glands  
 Brain/CNS  Bone  Other

**Molecular Information**  
EGFR:  kRAS:   
EML4-ALK:  VeriStrat:

clear form



# Combine in-house and external experts to create a unique knowledge resource

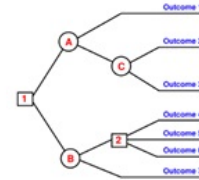
Editorial Boards & Guidelines



In-House Knowledge Experts



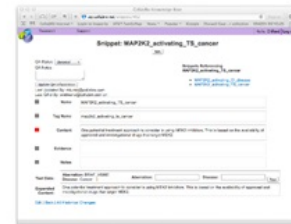
Knowledge Base of Treatment Models



Representative Sources of Guidelines



Representative Available Data Sources:





**CollabRx**

*Over 75 expert advisors from leading institutions provide best practice insights*

An unprecedented network of uncompensated volunteers to advance the field with CollabRx



Melanoma



Melanoma



Lung



Breast



Breast



Colorectal



Sarcoma



Leukemia



Prostate



Breast



Pancreas



Pan Cancer

Representative institutional affiliations of advisors:



UNIVERSITY of CALIFORNIA  
SAN DIEGO  
MEDICAL CENTER  
MOORES CANCER CENTER

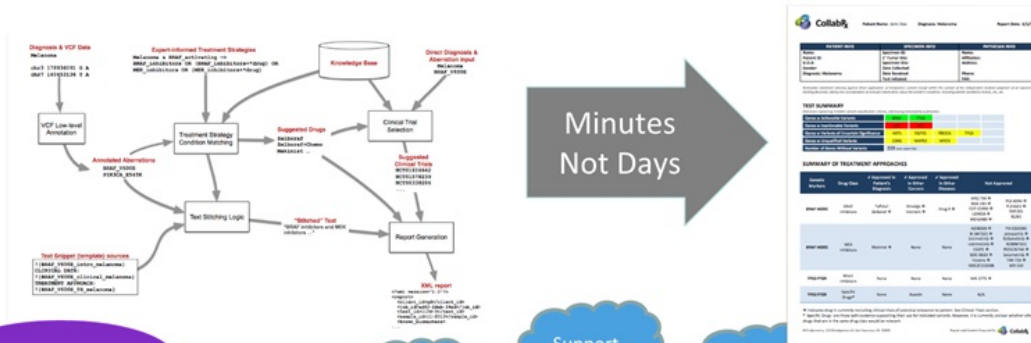


University of Colorado  
Cancer Center

UW Medicine  
SCHOOL OF MEDICINE



GVA System: Automated, scalable, contextualized assembly of content for labs entering the genomic testing market in cancer



GVA Contents  
 6624 Aberrations  
 3807 Drugs  
 7988 Clinical Trials  
 4368 Text Summaries



## Competitive Strengths

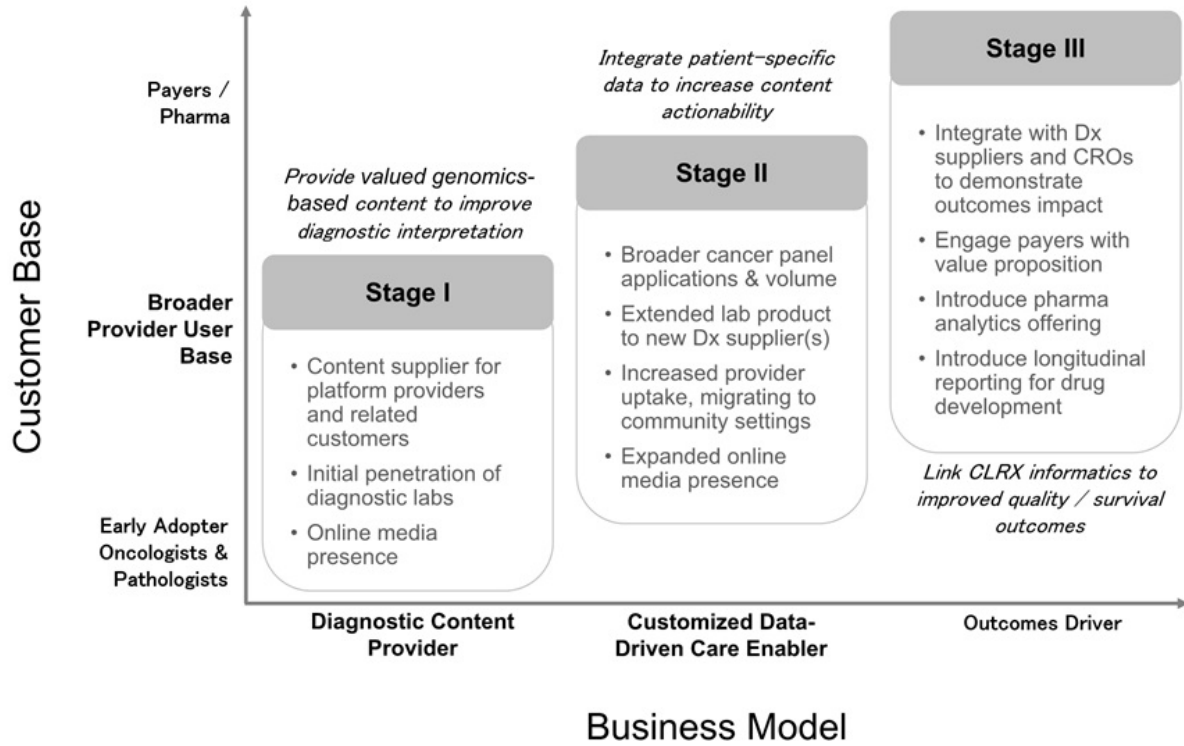
- **Proprietary knowledgebase is focused on actionable information for physicians**
  - *Focus is on providing actionable information that physicians can use to plan treatment strategies for their advanced cancer patients and identifying the evidence in the public domain that justifies the therapy options presented*
- **An automated software platform is scalable and capable of handling high test volumes and fast turn-around times**
  - *Our platform provides us with a scalable, interactive service that can handle large test volumes and still maintain fast turn-around times for our customers. In this respect it is unmatched in our field*
- **A large network of independent expert clinical advisors**
  - *Over 75 independent, uncompensated expert advisors, organized by both tissue-specific editorial boards and pan-cancer or biomarker-centric boards, provides a unique, unbiased mechanism to inform and prioritize treatment strategies based on evidence*
- **First-mover advantage and independence**
  - *First to have focused exclusively on the information-based, value-added steps of the diagnostic testing workflow in the context of providing clinical grade interpretation of multi-gene testing in cancer, separate from the processing of tissue samples in a laboratory environment*

## *Multiple current and potential revenue sources*

	GVA Service to Labs	Web and Mobile Apps
Per-test-fees (Software-as-a-Service)	<b>Diagnostic companies</b> <b>Life Science companies</b>	
Volume-based Subscriptions	<b>Academic medical centers</b>	
Ad revenue / Sponsorships		Pharma
Customization (Fee for service)	<b>Diagnostic companies</b> <b>Life Science companies</b>	
“Freemium” / Premium Subscriptions		Physicians and patients
Data analytics	<b>Diagnostic companies</b> <b>Life Science companies</b>	Pharma
License Fees		<b>MedPage Today</b>

**Bold** indicates revenue received produced in these categories

# Long-term product strategy





**Academic Institutions**

**Cancer Centers**

**Professional Organizations**

University of Chicago  
Ohio State University  
Jackson Laboratory  
OncoSolutions Cancer Center (Singapore)  
American Society of Clinical Oncology (ASCO)  
College of American Pathologists (CAP)

**Diagnostic Labs**

**Genomic Analysis Companies**

Quest Diagnostics  
Affymetrix  
Life Technologies  
Genoptix  
Cellnetix  
Cynvenio Biosystems  
OncoDNA  
Sengenics

**Pharma / Biotech**

GSK  
Pfizer  
Boehringer Ingelheim

**Online Media**

**Healthcare IT**

Everyday Health  
Medpage Today  
Genelnsight  
Projects in Knowledge

## *Seasoned leadership team*

**Thomas Mika, MBA; Chairman, President, and CEO** – Tegal, IMTEC, Cresap, National Science Foundation, HBS

**George Lundberg, MD; Chief Medical Officer and Editor-in-Chief** – AMA, WebMD, Medscape, Stanford (Professor, pathology), Lundberg Institute

**Clifford Baron, PhD; Vice President and COO** – Accelrys, Inc., Applied Biosystems, Pangea/Doubletwise, UC-Berkeley

**Gavin Gordon, MBA, PhD; Vice President, Business Development and Strategic Alliances** – Harvard Medical School (Professor, molecular pathology), UNC

**Smruti Vidwans, PhD; Chief Scientist** – McKinsey & Company (GSK, Roche as clients), MIT, UCSF

## *Board of Directors*

**Thomas R. Mika, Chairman (see Management Team)**

**Paul R. Billings, MD, PhD** – Author, lecturer, consultant, professor and thought leader in genomic medicine. CMO, Thermo Fisher Scientific, Member of FDA Science Board, VA Genomic Medicine Advisory Committee, IOM Genomic Medicine Roundtable; LabCorp, Trovogene, Ancestry.com, Cordblood Registry, Omicia.

**James Karis** – Senior Health Technology Executive. CEO of Mapi Group (CRO), CEO of Entelos, President & COO of Parexel International, COO of Pharmaco International, VP International Ops of Baxter Healthcare, founder of KMR Group Analytics.

**Jeffrey Krauss** – Venture Capitalist, Private Equity Investor. Managing Member of PPC Enterprises LLC, Partner of Psilos Group Managers and Nazem & Co., Attorney at Simpson, Thatcher & Bartlett.

**Carl Muscari** – Serial Entrepreneur. CEO of MSRC, Video Communications, Acuity Imaging, Exos, and Madison Cable, GM of Ferrofluidics.

## CollabRx, Inc. Balance Sheet

### Balance Sheet

As of December 31, 2014

*Dollars in Thousands*

Cash	\$193
Other current	\$612
Total current assets	\$805
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<b>Total assets</b>	<b>\$2,650</b>
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Current liabilities	\$610
Promisory note payable	\$317
Deferred tax liability	\$438
Other	\$13
Total liabilities	\$1,378
Stockholders equity	\$1,272
<b>Liabilities and equity</b>	<b>\$2,650</b>



## Capitalization

### Summary Cap Table

As of February 6, 2015

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#### Issued and Outstanding

Preferred	-
Common	3,176,585
<b>Total Shares Outstanding</b>	<b>3,176,585</b>

#### Unissued

Warrants	27,405
Options and RSUs	697,597
Remaining in Equity Plans	37,882
<b>Total Unissued</b>	<b>762,884</b>

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<b>Fully Diluted Shareholding</b>	<b>3,939,469</b>
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## *Investment Thesis*

- Highly regarded, industry-leading position with unique, proprietary platform to address critical need of interpretation and reporting on genomic test results to physicians at scale
- Developed and published objective criteria for “Actionability” of genomic test results with high-profile academic physician thought leaders to enable precision oncology
- Core academic institutional partners in the forefront of clinical genomic testing to drive adoption and brand recognition
- High profile strategic alliances with major industry-leading companies
- Established a strong commercial foundation with two proven products
- Compelling public company growth opportunity as market for genomic testing in cancer patients becomes routine
- Total capital invested to date approximately \$20mm, pre and post merger

[www.collabrx.com](http://www.collabrx.com)

