



Developing the next generation of immuno-oncology therapeutics

RXI Pharmaceuticals Announces \$4.9 Million Registered Direct Offering Priced At-the-Market

April 9, 2018

MARLBOROUGH, Mass., April 9, 2018 /PRNewswire/ -- RXI Pharmaceuticals Corporation (NASDAQ: RXII), a biotechnology company developing immuno-oncology therapeutics based on its proprietary self-delivering RNAi (sd-rRNA[®]) therapeutic platform, announced today that it has entered into definitive agreements with several institutional and accredited investors for the purchase of 1,510,604 shares of its common stock, at a purchase price per share of \$3.24375, for gross proceeds of approximately \$4.9 million, in a registered direct offering priced at-the-market. Additionally, RXI has also agreed to issue to the investors unregistered warrants to purchase up to 1,132,953 shares of common stock. The closing of the offering is expected to take place on or about April 11, 2018, subject to the satisfaction of customary closing conditions.

H.C. Wainwright & Co. is acting as the exclusive placement agent for the offering.

The warrants have an exercise price of \$3.15 per share of common stock, shall be exercisable immediately and will expire on the earlier of five and one-half years from the issuance date and 5 years from the date a registration statement registering the shares of common stock underlying the warrants becomes effective.

Net proceeds, after deducting the placement agent's fee and other estimated offering expenses payable by RXI, are expected to be approximately \$4.1 million. RXI intends to use the net proceeds from this offering for general corporate purposes, including but, not limited to, funding its preclinical and clinical development, other research and development activities and for general and administrative expenses.

The shares of common stock (but not the warrants or the shares of common stock underlying the warrants) are being offered by the Company pursuant to a "shelf" registration statement on Form S-3 that was filed and declared effective by the Securities and Exchange Commission ("SEC") on April 6, 2018 and the base prospectus contained therein (File No. 333-224031). The offering of the shares of common stock will be made only by means of a prospectus supplement that form a part of the registration statement.

A prospectus supplement and accompanying base prospectus relating to the shares of common stock being offered will be filed with the SEC. Copies of the final prospectus supplement and accompanying base prospectus may be obtained, when available, on the SEC's website at <http://www.sec.gov> or by contacting H.C. Wainwright & Co., LLC at 430 Park Avenue, 3rd Floor, New York, NY 10022, by phone at 646-975-6996 or e-mail at placements@hcwco.com.

The warrants described above were offered in a private placement under Section 4(a)(2) of the Securities Act of 1933, as amended (the "Act"), and Regulation D promulgated thereunder and, along with the shares of common stock underlying the warrants, have not been registered under the Act, or applicable state securities laws. Accordingly, the warrants and underlying shares of common stock may not be offered or sold in the United States except pursuant to an effective registration statement or an applicable exemption from the registration requirements of the Act and such applicable state securities laws.

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

About RXI Pharmaceuticals

RXI Pharmaceuticals Corporation (NASDAQ: RXII) a biotechnology company developing immuno-oncology therapeutics based on its self-delivering RNAi (sd-rRNA[®]) therapeutic platform. Building on the pioneering discovery of RNAi, scientists at RXI have harnessed the naturally occurring RNAi process which can be used to "silence" or down-regulate the expression of a specific gene that may be overexpressed in a disease condition. RXI developed a robust RNAi therapeutic platform, including sd-rRNA compounds, that has the potential to highly selectively block the expression of any target in the genome, thus providing applicability to many therapeutic areas. RXI's extensive patent portfolio provides for multiple product and business development opportunities across a broad spectrum of therapeutic areas, and we actively pursue research collaborations, partnering and out-licensing opportunities with academia and pharmaceutical companies. For additional information, visit the Company's website, www.rxi-pharma.com.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements include, but are not limited to, statements about: our expectation regarding closing of the offering, our ability to successfully develop RXI-109, Samcyprone[™], RXI-762, RXI-804 and our other product candidates (collectively "our product candidates"); the future success of our clinical trials with our product candidates; the timing for the commencement and completion of clinical trials; our ability to enter into strategic partnerships and the future success of these strategic partnerships; and our ability to deploy our sd-rRNA[®] technology through partnerships, as well as the prospects of these partnerships to provide positive returns. Forward-looking statements about expectations and development plans of RXI's product candidates and partnerships involve significant risks and uncertainties, including the following: risks that we may not be able to successfully develop and commercialize our product candidates; risks that product development and clinical studies may be delayed, not proceed as planned and/or be subject to significant cost over-runs; risks related to the development and commercialization of products by competitors; risks related to our ability to control the timing and terms of collaborations with third parties; and risks that other companies or organizations may assert patent rights preventing us from developing or commercializing our product candidates. Additional risks are detailed in our most recent Annual Report on Form 10-K and subsequent Quarterly Reports on Form 10-Q under the caption "Risk Factors." Readers are urged to review these risk factors and to not act in reliance on any forward-looking statements, as actual results may differ from those contemplated by our forward-looking statements. RXI does not undertake to update forward-looking statements to reflect a change in its views, events or circumstances that occur after the date of this release.

Contact

RXI Pharmaceuticals Corporation
Tamara McGrillen
508-929-3646

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