UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2023

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission file number: 0-26642

MYRIAD GENETICS, INC.
(Exact name of registrant as specified in its charter)

Delaware	**87-0494517**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
320 Wakara Way, Salt Lake City, UT	**84108**
(Address of principal executive offices)	**(Zip Code)**

Registrant's telephone number, including area code: (801) 584-3600

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, $0.01 par value	MYGN	Nasdaq Global Select Market

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes x No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer	x	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
		Emerging growth company	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No x

As of April 28, 2023, the registrant had 81,555,161 shares of $0.01 par value common stock outstanding.

MYRIAD GENETICS, INC.

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MYRIAD GENETICS, INC.
AND SUBSIDIARIES
Condensed Consolidated Balance Sheets
(in millions)

	March 31, 2023	December 31, 2022
	(unaudited)	
ASSETS		
Current assets:		
Cash and cash equivalents	$ 53.6	$ 56.9
Marketable investment securities	25.1	58.0
Trade accounts receivable	119.1	101.6
Inventory	21.8	20.1
Prepaid taxes	17.6	17.6
Prepaid expenses and other current assets	24.4	20.4
Total current assets	261.6	274.6
Operating lease right-of-use assets	107.0	103.9
Long-term marketable investment securities	30.4	54.8
Property, plant, and equipment, net	96.3	83.4
Intangibles, net	369.4	379.7
Goodwill	287.1	286.8
Other assets	17.5	15.5
Total assets	$ 1,169.3	$ 1,198.7
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 36.5	$ 28.8
Accrued liabilities	91.7	94.3
Current maturities of operating lease liabilities	15.1	14.1
Total current liabilities	143.3	137.2
Unrecognized tax benefits	28.7	26.8
Long-term deferred taxes	4.1	3.5
Noncurrent operating lease liabilities	146.5	130.9
Other long-term liabilities	11.5	14.5
Total liabilities	334.1	312.9
Commitments and contingencies		
Stockholders’ equity:		
Common stock, 81.5 million and 81.2 million shares outstanding at March 31, 2023 and December 31, 2022, respectively	0.8	0.8
Additional paid-in capital	1,262.7	1,260.1
Accumulated other comprehensive loss	(7.4)	(8.9)
Accumulated deficit	(420.9)	(366.2)
Total stockholders' equity	835.2	885.8
Total liabilities and stockholders’ equity	$ 1,169.3	$ 1,198.7

See accompanying notes to Condensed Consolidated Financial Statements.

MYRIAD GENETICS, INC.
AND SUBSIDIARIES
Condensed Consolidated Statements of Operations (unaudited)
(in millions, except per share amounts)

	Three months ended March 31,	
	2023	**2022**
Testing revenue	$ 181.2	$ 164.9
Costs and expenses:		
Cost of testing revenue	59.2	48.0
Research and development expense	22.5	21.2
Selling, general, and administrative expense	151.7	110.6
Goodwill and long-lived asset impairment charges	—	10.7
Total costs and expenses	233.4	190.5
Operating loss	(52.2)	(25.6)
Other income (expense):		
Interest income	0.7	0.1
Interest expense	(0.5)	(0.9)
Other	(0.6)	—
Total other expense, net	(0.4)	(0.8)
Loss before income tax	(52.6)	(26.4)
Income tax expense (benefit)	2.1	(5.9)
Net loss	$ (54.7)	$ (20.5)
Net loss per share:		
Basic and diluted	$ (0.67)	$ (0.26)
Weighted average shares outstanding:		
Basic and diluted	81.3	80.1

See accompanying notes to Condensed Consolidated Financial Statements.

MYRIAD GENETICS, INC.
AND SUBSIDIARIES
Condensed Consolidated Statements of Comprehensive Loss (unaudited)
(in millions)

	Three months ended March 31,	
	2023	2022
Net loss	$ (54.7)	$ (20.5)
Change in unrealized loss on available-for-sale debt securities, net of tax	1.2	(1.3)
Change in foreign currency translation adjustment, net of tax	0.3	(1.2)
Comprehensive loss	$ (53.2)	$ (23.0)

See accompanying notes to Condensed Consolidated Financial Statements.

MYRIAD GENETICS, INC.
AND SUBSIDIARIES
Condensed Consolidated Statements of Stockholders' Equity (unaudited)
(in millions)

	Common stock	Additional paid-in capital	Accumulated other comprehensive loss	Accumulated deficit	Myriad Genetics, Inc. Stockholders' equity
BALANCES AT DECEMBER 31, 2021	$ 0.8	$ 1,226.3	$ (5.1)	$ (254.2)	$ 967.8
Issuance of common stock under stock-based compensation plans, net of shares exchanged for withholding tax	—	(4.8)	—	—	(4.8)
Stock-based payment expense	—	10.1	—	—	10.1
Net loss	—	—	—	(20.5)	(20.5)
Other comprehensive loss, net of tax	—	—	(2.5)	—	(2.5)
BALANCES AT MARCH 31, 2022	$ 0.8	$ 1,231.6	$ (7.6)	$ (274.7)	$ 950.1
BALANCES AT DECEMBER 31, 2022	$ 0.8	$ 1,260.1	$ (8.9)	$ (366.2)	$ 885.8
Issuance of common stock under stock-based compensation plans, net of shares exchanged for withholding tax	—	(4.9)	—	—	(4.9)
Stock-based payment expense	—	7.5	—	—	7.5
Net loss	—	—	—	(54.7)	(54.7)
Other comprehensive loss, net of tax	—	—	1.5	—	1.5
BALANCES AT MARCH 31, 2023	$ 0.8	$ 1,262.7	$ (7.4)	$ (420.9)	$ 835.2

See accompanying notes to Condensed Consolidated Financial Statements.

MYRIAD GENETICS, INC.
AND SUBSIDIARIES
Condensed Consolidated Statements of Cash Flows (unaudited)
(in millions)

	Three months ended March 31,	
	2023	**2022**
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	$ (54.7)	$ (20.5)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	19.4	13.0
Non-cash interest expense	0.3	0.2
Non-cash lease expense	2.9	3.1
Tenant improvement allowance received	13.2	—
Stock-based compensation expense	7.5	10.1
Deferred income taxes	0.1	(5.9)
Unrecognized tax benefits	1.9	0.2
Net realized losses on marketable investment securities	0.5	—
Impairment of goodwill and long-lived assets	—	10.7
Changes in assets and liabilities:		
Prepaid expenses and other current assets	(4.0)	(3.0)
Trade accounts receivable	(17.5)	(10.5)
Inventory	(1.7)	(0.2)
Prepaid taxes	—	(0.4)
Other assets	(2.3)	(0.3)
Accounts payable	7.6	(3.2)
Accrued expenses and other liabilities	(6.5)	(35.3)
Deferred revenues	0.1	(4.5)
Net cash used in operating activities	(33.2)	(46.5)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Capital expenditures	(23.5)	(6.3)
Purchases of marketable investment securities	—	(52.1)
Proceeds from maturities and sales of marketable investment securities	58.1	17.1
Net cash provided by (used in) investing activities	34.6	(41.3)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from common stock issued under stock-based compensation plans	—	0.3
Payment of tax withheld for common stock issued under stock-based compensation plans	(4.9)	(5.1)
Net cash used in financing activities	(4.9)	(4.8)
Effect of foreign exchange rates on cash, cash equivalents, and restricted cash	0.2	(0.6)
Net decrease in cash, cash equivalents, and restricted cash	(3.3)	(93.2)
Cash, cash equivalents, and restricted cash at beginning of the period	66.4	258.8
Cash, cash equivalents, and restricted cash at end of the period	$ 63.1	$ 165.6

See accompanying notes to Condensed Consolidated Financial Statements.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

1. BASIS OF PRESENTATION

Myriad Genetics, Inc. (together with its subsidiaries, the “Company” or “Myriad”) is a leading genetic testing and precision medicine company dedicated to advancing health and well-being for all. Myriad provides insights that help people take control of their health and enable healthcare providers to better detect, treat, and prevent disease. Myriad develops and offers genetic tests that help assess the risk of developing disease or disease progression and guide treatment decisions across medical specialties where genetic insights can significantly improve patient care and lower health care costs. The Company currently operates as a single reporting segment. The Company’s principal executive office is located in Salt Lake City, Utah.

The accompanying Condensed Consolidated Financial Statements for the Company have been prepared in accordance with United States ("U.S.") generally accepted accounting principles (“GAAP”) for interim financial information and pursuant to the applicable rules and regulations of the Securities and Exchange Commission (“SEC”). All intercompany accounts and transactions have been eliminated in consolidation. In the opinion of management, the accompanying financial statements contain all adjustments (consisting of normal and recurring accruals) necessary to present fairly all financial statements in accordance with GAAP. The Condensed Consolidated Financial Statements herein should be read in conjunction with the Company’s audited Consolidated Financial Statements and notes thereto included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2022 (the “Form 10-K”).

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements, as well as the reported amounts of revenue and expenses during the reporting period.

The Company has historically experienced seasonality in its business. In the quarter ended March 31, the Company has typically experienced a decrease in volumes due to the annual reset of patient deductibles; however, for the three months ended March 31, 2023, the Company experienced an increase sequentially in volumes across its Prenatal, Pharmacogenomics, and Tumor Profiling products. Additionally, the volume of testing is negatively impacted by the summer season, which is generally reflected in the quarter ended September 30. The volume of testing in the quarter ended December 31 is generally strong as the Company typically experiences an increase in volumes from patients who have met their annual insurance deductible. Historical patterns of seasonality may not continue in future periods. Additionally, operating results for the three months ended March 31, 2023 may not necessarily be indicative of results to be expected for any other interim period or for the full year.

2. REVENUE

The Company primarily generates revenue by performing genetic testing. Testing revenues are primarily derived from the following categories of products: Hereditary Cancer (myRisk, BRACAnalysis, BRACAnalysis CDx), Tumor Profiling (MyChoice CDx, Prolaris, and EndoPredict), Prenatal (Foresight, Prequel, and SneakPeek), and Pharmacogenomics (GeneSight). Revenue is recorded at the estimated transaction price. The Company has determined that the communication of test results indicates transfer of control for revenue recognition purposes.

The following table presents detail regarding the composition of the Company's total revenue by product type and by geographical region, either U.S. or rest of world ("RoW"):

	Three months ended March 31,					
	2023			2022		
(in millions)	U.S.	RoW	Total	U.S.	RoW	Total
Testing revenues:						
Hereditary Cancer	$ 64.0	$ 11.7	$ 75.7	$ 60.7	$ 10.2	$ 70.9
Tumor Profiling	28.8	8.5	37.3	19.7	12.8	32.5
Prenatal	36.0	0.2	36.2	31.7	0.2	31.9
Pharmacogenomics	32.0	—	32.0	29.3	—	29.3
Other	—	—	—	0.3	—	0.3
Total revenue	$ 160.8	$ 20.4	$ 181.2	$ 141.7	$ 23.2	$ 164.9

Under ASC 606, Revenue from Contracts with Customers ("ASC 606"), an entity recognizes revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The Company performs its obligation under a contract with a customer by processing tests and communicating the test results to customers, in exchange for consideration from the customer. The Company has the right to bill its customers upon the completion of performance obligations and thus does not record contract assets. Occasionally, customers make payments prior to the Company's performance of its contractual obligations. When this occurs, the Company records a contract liability as Deferred revenue, which is included in Accrued liabilities in the Condensed Consolidated Balance Sheets.

In accordance with ASC 606, the Company has elected not to disclose the aggregate amount of the transaction price allocated to remaining performance obligations for its contracts that are one year or less, as the revenue is expected to be recognized within the next year. Furthermore, the Company has elected not to disclose the aggregate amount of the transaction price allocated to remaining performance obligations for its agreements wherein the Company's right to payment is in an amount that directly corresponds with the value of the Company's performance to date.

In determining the transaction price, the Company includes an estimate of the expected amount of consideration as revenue. The Company applies this method consistently for similar contracts when estimating the effect of any uncertainty on an amount of variable consideration to which it will be entitled. An estimate of transaction price does not include any estimated amount of variable consideration that is constrained. In addition, the Company considers all the information (historical, current, and forecast) that is reasonably available to identify possible consideration amounts. In determining the expected value, the Company considers the probability of the variable consideration for each possible scenario. The Company also has significant experience with historical discount patterns and uses this experience to estimate transaction prices.

The estimate of revenue is affected by assumptions in payor behavior such as changes in payor mix, payor collections, current customer contractual requirements, and experience with collections from third-party payors. When assessing the total consideration for insurance carriers and patients, revenues are further constrained for estimated refunds. The Company reserves certain amounts in Accrued liabilities in the Company's Condensed Consolidated Balance Sheets in anticipation of requests for refunds of payments made previously by insurance carriers, which are accounted for as reductions in revenues in the Condensed Consolidated Statements of Operations and Comprehensive Loss.

Cash collections for certain tests delivered may differ from rates estimated, primarily driven by changes in the estimated transaction price due to contractual adjustments, obtaining updated information from payors and patients that was unknown at the time the performance obligation was met, and settlements with third party payors. As a result of this new information, the Company updates its estimate of the amounts to be recognized for previously delivered tests, the impact of which was not material to the Company's Condensed Consolidated Statements of Operations for the three months ended March 31, 2023. During the three months ended March 31, 2022, the Company recognized $12.4 million in revenue, which resulted in a $0.12 impact to earnings per share, for tests in which the performance obligation of delivering test results was met in prior periods primarily driven by changes in the estimated transaction price.

The Company applies the practical expedient related to costs to obtain or fulfill a contract since the amortization period for such costs will be one year or less. Accordingly, no costs incurred to obtain or fulfill a contract have been capitalized. The Company also applies the practical expedient for not adjusting revenue recognized for the effects of the time value of money. This practical expedient has been elected because the Company collects very little cash from customers under payment terms and the vast majority of payment terms have a payback period of less than one year.

Concentration of Credit Risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist primarily of cash and cash equivalents and accounts receivable. Substantially all of the Company’s accounts receivable are with companies in the healthcare industry, U.S. and state governmental agencies, and individuals. The Company does not believe that receivables due from U.S. and state governmental agencies, such as Medicare, represent a credit risk since the related healthcare programs are funded by the U.S. and state governments. The Company only has one payor, Medicare, that represents greater than 10% of its revenues. Revenues received from Medicare represented 11% and 13% of total revenue for the three months ended March 31, 2023 and March 31, 2022, respectively. Concentrations of credit risk are mitigated due to the number of the Company’s customers as well as their dispersion across many geographic regions. No payor accounted for more than 10% of accounts receivable at March 31, 2023 or December 31, 2022. The Company does not require collateral from its customers.

3. MARKETABLE INVESTMENT SECURITIES

The amortized cost, gross unrealized holding gains, gross unrealized holding losses, and fair value for available-for-sale securities by major security type and class of security at March 31, 2023 and December 31, 2022 were as follows:

(in millions)	Amortized cost	Gross unrealized holding gains	Gross unrealized holding losses	Estimated fair value
March 31, 2023				
Cash and cash equivalents:				
Cash	$ 51.9	$ —	$ —	$ 51.9
Cash equivalents	1.7	—	—	1.7
Total cash and cash equivalents	53.6	—	—	53.6
Available-for-sale:				
Corporate bonds and notes	29.3	—	(0.9)	28.4
Municipal bonds	8.7	—	(0.1)	8.6
Federal agency issues	14.5	—	(0.4)	14.1
U.S. government securities	4.5	—	(0.1)	4.4
Total	$ 110.6	$ —	$ (1.5)	$ 109.1

(in millions)	Amortized cost	Gross unrealized holding gains	Gross unrealized holding losses	Estimated fair value
December 31, 2022				
Cash and cash equivalents:				
Cash	$ 53.6	$ —	$ —	$ 53.6
Cash equivalents	3.3	—	—	3.3
Total cash and cash equivalents	56.9	—	—	56.9
Available-for-sale:				
Corporate bonds and notes	66.7	—	(1.6)	65.1
Municipal bonds	16.3	—	(0.3)	16.0
Federal agency issues	20.7	—	(0.7)	20.0
U.S. government securities	11.8	—	(0.1)	11.7
Total	$ 172.4	$ —	$ (2.7)	$ 169.7

Cash, cash equivalents, and maturities of debt securities classified as available-for-sale securities were as follows at March 31, 2023:

(in millions)	Amortized cost	Estimated fair value
Cash	$ 51.9	$ 51.9
Cash equivalents	1.7	1.7
Available-for-sale:		
Due within one year	25.4	25.1
Due after one year through five years	31.6	30.4
Due after five years	—	—
Total	$ 110.6	$ 109.1

The Company does not intend to sell these available-for-sale debt securities, and it is not more likely than not that the Company will be required to sell these securities prior to recovery of their amortized cost basis. Additional information relating to fair value of marketable investment securities can be found in Note 4.

4. FAIR VALUE MEASUREMENTS

The fair value of the Company's financial instruments reflects the amounts that the Company estimates it will receive in connection with the sale of an asset or pay in connection with the transfer of a liability in an orderly transaction between market participants at the measurement date (exit price). The fair value hierarchy prioritizes the use of inputs used in valuation techniques into the following three levels:

Level 1—quoted prices in active markets for identical assets and liabilities.

Level 2—observable inputs other than quoted prices in active markets for identical assets and liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities. Some of the Company's marketable securities primarily utilize broker quotes in a non-active market for valuation of these securities.

Level 3—unobservable inputs.

All of the Company's financial instruments are valued using quoted prices in active markets or based on other observable inputs. For Level 2 securities, the Company uses a third-party pricing service which provides documentation on an ongoing basis that includes, among other things, pricing information with respect to reference data, methodology, inputs summarized by asset class, pricing application and corroborative information. For Level 3 contingent consideration related to the acquisitions of Sividon Diagnostics GmbH ("Sividon") and Gateway Genomics, LLC ("Gateway"), the Company reassesses the fair value of expected contingent consideration and the corresponding liability each reporting period using the Monte Carlo Method, which is consistent with the initial measurement of the expected contingent consideration liability. This fair value measurement is considered a Level 3 measurement because the Company estimates projections during the expected measurement periods of approximately 12.25 years and 2 years for Sividon and Gateway, respectively, utilizing various potential pay-out scenarios. Probabilities were applied to each potential scenario and the resulting values were discounted using a rate that considers weighted average cost of capital as well as a specific risk premium associated with the riskiness of the contingent consideration itself, the related projections, and the overall business. The contingent consideration liabilities are classified as components of Accrued liabilities and Other long-term liabilities in the Company's Condensed Consolidated Balance Sheets. Changes to contingent consideration liabilities are reflected in Selling, general and administrative expense in the Company's Condensed Consolidated Statements of Operations. Changes to the unobservable inputs could have a material impact on the Company's financial statements.

The following table sets forth the fair value of the financial assets and liabilities that the Company re-measures on a regular basis:

(in millions)	**Level 1**	**Level 2**	**Level 3**	**Total**
March 31, 2023				
Money market funds (a)	$ 1.7	$ —	$ —	$ 1.7
Corporate bonds and notes	—	28.4	—	28.4
Municipal bonds	—	8.6	—	8.6
Federal agency issues	—	14.1	—	14.1
U.S. government securities	—	4.4	—	4.4
Contingent consideration	—	—	(6.8)	(6.8)
Total	$ 1.7	$ 55.5	$ (6.8)	$ 50.4

(a) Money market funds are primarily comprised of exchange traded funds and accrued interest.

(in millions)	**Level 1**	**Level 2**	**Level 3**	**Total**
December 31, 2022				
Money market funds (a)	$ 3.3	$ —	$ —	$ 3.3
Corporate bonds and notes	—	65.1	—	65.1
Municipal bonds	—	16.0	—	16.0
Federal agency issues	—	20.0	—	20.0
U.S. government securities	—	11.7	—	11.7
Contingent consideration	—	—	(6.8)	(6.8)
Total	$ 3.3	$ 112.8	$ (6.8)	$ 109.3

(a) Money market funds are primarily comprised of exchange traded funds and accrued interest.

There was no significant change in the fair value of total contingent consideration between December 31, 2022 and March 31, 2023.

5. PROPERTY, PLANT AND EQUIPMENT, NET

The property, plant and equipment at March 31, 2023 and December 31, 2022 were as follows:

(in millions)	March 31, 2023	December 31, 2022
Leasehold improvements	$ 80.4	$ 67.9
Equipment	128.1	124.7
Property, plant and equipment, gross	208.5	192.6
Less accumulated depreciation	(112.2)	(109.2)
Property, plant and equipment, net	$ 96.3	$ 83.4

During the three months ended March 31, 2023, the Company incurred $5.7 million of accelerated depreciation of leasehold improvements and equipment in connection with the Company's decision to cease the use of its corporate headquarters in Salt Lake City and transition corporate support operations to its new facility in west Salt Lake City. As the Company expects to recover the carrying value of the related right-of-use assets through the designation of a sub-lessee or new tenant for the facility, the Company has not recognized a loss on the lease as of March 31, 2023. See Note 15 for further discussion.

During the three months ended March 31, 2022, the Company ceased the use of certain leased Salt Lake City facilities. As a result, the Company recognized a $2.1 million impairment on the property, plant and equipment associated with the leases, which consisted primarily of leasehold improvements. See Note 15 for further discussion.

The Company recorded depreciation during the respective periods as follows:

	Three months ended March 31,	
(in millions)	2023	2022
Depreciation expense	$ 8.7	$ 2.8

6. GOODWILL AND INTANGIBLE ASSETS

Goodwill

The following table summarizes the changes in the carrying amount of goodwill for the three months ended March 31, 2023:

(in millions)	Total
Beginning balance	$ 286.8
Translation adjustments	0.3
Ending balance	$ 287.1

Intangible Assets

Intangible assets consist of amortizable assets of developed technologies, customer relationships, and trademarks. The following summarizes the amounts reported as intangible assets:

(in millions)	Gross Carrying Amount	Accumulated Amortization	Net
At March 31, 2023			
Developed technologies	$ 625.6	$ (263.5)	$ 362.1
Customer relationships	1.6	(0.1)	1.5
Trademarks	6.1	(0.3)	5.8
Total intangible assets	$ 633.3	$ (263.9)	$ 369.4

(in millions)	Gross Carrying Amount	Accumulated Amortization	Net
At December 31, 2022			
Developed technologies	$ 625.0	$ (252.9)	$ 372.1
Customer relationships	1.6	—	1.6
Trademarks	6.1	(0.1)	6.0
Total intangible assets	$ 632.7	$ (253.0)	$ 379.7

The Company recorded amortization expense during the respective periods for these intangible assets as follows:

	Three months ended March 31,	
(in millions)	2023	2022
Amortization of intangible assets	$ 10.7	$ 10.2

7. ACCRUED LIABILITIES

The Company's accrued liabilities at March 31, 2023 and December 31, 2022 were as follows:

(in millions)	March 31, 2023	December 31, 2022
Employee compensation and benefits	$ 39.1	$ 41.2
Accrued taxes payable	4.7	4.8
Refunds payable and reserves	18.5	19.3
Short-term contingent consideration	3.0	—
Accrued royalties	5.0	4.8
Other accrued liabilities	21.4	24.2
Total accrued liabilities	$ 91.7	$ 94.3

8. LONG-TERM DEBT

On December 23, 2016, the Company entered into a senior secured revolving credit facility (the “Facility”) as borrower, with the lenders from time to time party thereto. On July 31, 2018, the Company entered into Amendment No. 1 to the Facility, which effected an “amend and extend” transaction with respect to the Facility by which the maturity date thereof was extended to July 31, 2023 (the "Maturity Date") and the maximum aggregate principal commitment was increased from $300.0 million to $350.0 million. On May 1, 2020, the Company entered into Amendment No. 2 to the Facility, which waived the Company’s compliance with certain covenants and modified the interest rate and other terms during the modification period from March 31, 2020 through June 30, 2021 (as modified, the “Modification Period”). This amendment included a modification to the leverage covenant and the interest coverage ratio covenant, which were waived through March 31, 2021, as well as revisions to certain negative covenants of the Facility during the Modification Period. On February 22, 2021, the Company entered into Amendment No. 3 to the Facility, which waived compliance with the leverage ratio and the interest coverage ratio covenants through the quarter ended March 31, 2022 and also lowered the minimum liquidity covenant (which was added by Amendment No. 2) to $150 million, and made it applicable through such quarter. Amendment No. 3 also restricted the Company from borrowing under the Facility if unrestricted cash, cash equivalents and marketable investment securities exceed $150.0 million, unless such borrowings are in connection with permitted acquisitions, decreased the maximum aggregate principal commitment from $350.0 million to $300.0 million, with a further reduction in the maximum aggregate principal commitment from $300.0 million to $250.0 million by September 30, 2021, extended the Modification Period for an additional year through June 30, 2022, and revised certain negative covenants in connection with the extension. The amendments were accounted for as modifications pursuant to guidance in ASC 470-50, Debt. On July 26, 2022, the Company entered into Amendment No. 4 to the Facility (the "Amended Facility"), which extended the Modification Period through the Maturity Date, decreased the maximum aggregate principal commitment from $250.0 million to $200.0 million, with a further reduction to $150.0 million as of December 31, 2022, waived compliance with the leverage ratio and interest coverage ratio covenants through the Maturity Date, and provided for monthly reporting of the Company's liquidity if the total revolving credit exposure is greater than $0, without giving effect to the dollar amount of any letter of credit exposure not in excess of $5.0 million.

Covenants in the Amended Facility impose operating and financial restrictions on the Company. These restrictions may prohibit or place limitations on, among other things, the Company's ability to incur additional indebtedness under the Amended Facility or otherwise, create certain types of liens, and complete mergers, consolidations, or change in control transactions. The Amended Facility may also prohibit or place limitations on the Company's ability to sell assets, pay dividends or provide other distributions to stockholders.

The Amended Facility contains customary loan terms, interest rates, representations and warranties, and affirmative and negative covenants, subject to customary limitations, exceptions and exclusions. The Amended Facility also contains certain customary events of default. Amendment No. 2 modified the Facility to increase the interest rate to be fixed at a spread of LIBOR plus 350 basis points on drawn balances and the undrawn fee was increased to 50 basis points during the Modification Period. Amendment No. 4 replaced the option to make Eurodollar borrowings, which bore interest by reference to the LIBOR rate, with term benchmark loans, which will bear interest by reference to the secured overnight financing rate ("SOFR"). Amendment No. 4 did not modify the applicable margins and undrawn fee amounts. The interest rate for term benchmark loans continues to be fixed at a spread of SOFR plus 350 basis points on drawn balances and undrawn fees continue to be 50 basis points. The SOFR floor was revised to 0.0%. The Company was in compliance with all applicable financial covenants at March 31, 2023.

The Company had no outstanding balances under the Amended Facility as of March 31, 2023 and December 31, 2022. The Amended Facility expires on July 31, 2023. There is no guarantee that the Company will be able to replace the Amended Facility or that the Company will be able to secure additional funding or other financing options in a timely manner or on favorable terms, if at all. If the Company is unable to secure additional funding or other financing options when needed or desired, the Company's operations could be negatively impacted in future periods.

9. OTHER LONG-TERM LIABILITIES

The Company's other long-term liabilities at March 31, 2023 and December 31, 2022 were as follows:

(in millions)	March 31, 2023	December 31, 2022
Contingent consideration	$ 3.8	$ 6.8
Other	7.7	7.7
Total other long-term liabilities	$ 11.5	$ 14.5

The Company's balance of other long-term liabilities at March 31, 2023 and December 31, 2022 consisted primarily of the long-term portion of contingent consideration related to the acquisitions of Sividon and Gateway and a liability related to the acquisition of Gateway. A corresponding amount of cash has been restricted for the potential payment to Gateway under the indemnity and escrow provisions of the Gateway acquisition agreement. See Note 16 for additional information on the Gateway acquisition.

10. PREFERRED AND COMMON STOCKHOLDERS' EQUITY

The Company is authorized to issue up to 5.0 million shares of preferred stock, par value $0.01 per share. There were no shares of preferred stock outstanding at March 31, 2023.

The Company is authorized to issue up to 150.0 million shares of common stock, par value $0.01 per share. There were 81.5 million shares of common stock issued and outstanding at March 31, 2023.

Shares of common stock issued and outstanding

	Three months ended March 31,	
(in millions)	2023	2022
Beginning common stock issued and outstanding	81.2	80.0
Common stock issued upon exercise of options, vesting of restricted stock units, and purchases under employee stock purchase plan	0.3	0.3
Common stock issued and outstanding at end of period	81.5	80.3

Basic earnings per share is computed based on the weighted-average number of shares of common stock outstanding. Diluted earnings per share is computed based on the weighted-average number of shares of common stock, including the dilutive effect of common stock equivalents, outstanding. In periods when the Company has a net loss, stock awards are excluded from the calculation of diluted net loss per share as their inclusion would have an antidilutive effect.

The following is a reconciliation of the denominators of the basic and diluted earnings per share ("EPS") computations:

	Three months ended March 31,	
(in millions)	**2023**	**2022**
Denominator:		
Weighted-average shares outstanding used to compute basic EPS	81.3	80.1
Effect of dilutive shares	—	—
Weighted-average shares outstanding and dilutive securities used to compute diluted EPS	81.3	80.1

Certain outstanding options and restricted stock units ("RSUs") were excluded from the computation of diluted earnings per share because the effect would have been anti-dilutive. These potential dilutive shares of common stock, which may be dilutive to future diluted earnings per share, are as follows:

	Three months ended March 31,	
(in millions)	**2023**	**2022**
Anti-dilutive options and RSUs excluded from EPS computation	5.6	5.5

Stock Repurchase Program

In June 2016, the Company's Board of Directors authorized a share repurchase program of $200.0 million of the Company's outstanding common stock. The Company may repurchase its common stock from time to time or on an accelerated basis through open market transactions or privately negotiated transactions as determined by the Company's management. The amount and timing of stock repurchases under the program will depend on business and market conditions, stock price, trading restrictions, acquisition activity and other factors. As of March 31, 2023, the Company has $110.7 million remaining under its current share repurchase authorization. No shares were repurchased during the three months ended March 31, 2023 or March 31, 2022 under this authorization.

11. STOCK-BASED COMPENSATION

On November 30, 2017, the Company's stockholders approved the adoption of the 2017 Employee, Director and Consultant Equity Incentive Plan (as amended, the "2017 Plan"). The 2017 Plan allows the Company, under the direction of the Compensation and Human Capital Committee (the "CHCC") of the Board of Directors, to make grants of restricted stock and stock unit awards to employees, consultants, and directors. Stockholders have approved amendments to the 2017 Plan increasing the shares available to grant. As of March 31, 2023, the Company has 0.1 million shares of common stock available for grant under the 2017 Plan. If an RSU awarded under the 2017 Plan is cancelled or forfeited without the issuance of shares of common stock, the unissued or reacquired shares that were subject to the RSU will again be available for issuance pursuant to the 2017 Plan.

The number of shares, terms, and vesting periods are generally determined by the Company's Board of Directors or the CHCC on an award-by-award basis. RSUs granted to employees generally vest ratably over three or four years or as cliff vesting after three years either on the anniversary of the date on which the RSUs were granted or during the month in which such anniversary dates occur. The number of performance-based RSUs ("PSUs") awarded to certain employees may be increased or may be reduced based on certain additional performance and market metrics. RSUs granted to non-employee directors vest in full upon the earlier of the completion of one year of service following the date of the grant or the date of the next annual meeting of stockholders following such grant. Options granted to the Company's President and Chief Executive Officer as an inducement to his employment expire on August 13, 2027.

The performance and market conditions associated with PSU awards granted during the three months ended March 31, 2023 include vesting that is based on revenue targets (34% weighting), adjusted earnings per share targets (33% weighting), and relative total stockholder return (33% weighting) measured against the Nasdaq Health Care Index (IXHC) using the 20-trading day averages at the beginning and end of the measurement period. The measurement period for the relative total stockholder return metric is January 1, 2023 through December 31, 2025, and the revenue and adjusted earnings per share metrics will be measured based on fiscal year 2025 results. The Company estimates the likelihood of achievement of performance conditions for all PSU awards at the end of each period. To extent those awards or portions thereof are considered probable of being achieved, such awards or portions thereof are expensed over the performance period. The portion of the awards pertaining to relative total stockholder return represent market conditions and, accordingly, the estimated fair value of such awards are recognized over the performance period.

Stock Options

A summary of the stock option activity for the three months ended March 31, 2023 is as follows:

(number of shares in millions)	Number of Shares		Weighted Average Exercise Price
Options outstanding at December 31, 2022	0.7	$	13.38
Less:			
Options exercised	—	$	—
Options canceled or expired	—	$	—
Options outstanding at March 31, 2023	0.7	$	13.38
Options exercisable at March 31, 2023	0.4	$	13.38

As of March 31, 2023, there was $0.9 million of total unrecognized stock-based compensation expense related to stock options that will be recognized over a weighted-average period of 1.4 years. There were no options granted during the three months ended March 31, 2023.

Restricted Stock Units

A summary of the RSU awards activity under the Company’s equity plan and inducement awards, including PSU awards, for the three months ended March 31, 2023 is as follows:

(number of shares in millions)	Number of Shares		Weighted Average Grant Date Fair Value
RSUs unvested and outstanding at December 31, 2022	3.7	$	25.08
RSUs granted	1.8	$	24.19
Less:			
RSUs vested	(0.6)	$	28.07
RSUs canceled	—	$	25.42
RSUs unvested and outstanding at March 31, 2023	4.9	$	24.41

Employee Stock Purchase Plan

The Company also has an Employee Stock Purchase Plan that was initially approved by stockholders in 2012 and was amended and approved by the Board of Directors of the Company on September 23, 2021 and the stockholders on June 2, 2022 (the "Amended and Restated 2012 Purchase Plan"), under which 4.0 million shares of common stock were authorized. Shares are issued under the Amended and Restated Purchase Plan twice yearly at the end of each offering period and the number of shares that may be purchased by any participant during an offering period is limited to 5,000 shares. As of March 31, 2023, 1.7 million shares of common stock were available for issuance under the Amended and Restated 2012 Purchase Plan.

Stock-Based Compensation Expense

Stock-based compensation expense recognized and included in the Condensed Consolidated Statements of Operations and Comprehensive Loss was allocated as follows:

(in millions)	Three months ended March 31, 2023	Three months ended March 31, 2022
Cost of testing revenue	$ 0.3	$ 0.3
Research and development expense	0.6	2.4
Selling, general, and administrative expense	6.6	7.4
Total stock-based compensation expense	$ 7.5	$ 10.1

As of March 31, 2023, there was $95.0 million of total unrecognized stock-based compensation expense related to RSUs that is expected to be recognized over a weighted-average period of 2.7 years. The Company recognizes forfeitures as they occur. In the event that a PSU is determined to be improbable of vesting, the Company records an adjustment to reverse all previously recognized expense associated with the equity award in the current period.

12. INCOME TAXES

In order to determine the Company’s quarterly provision for income taxes, the Company used an estimated annual effective tax rate that is based on expected annual income and statutory tax rates in the various jurisdictions in which the Company operates. Certain significant or unusual items are separately recognized in the quarter during which they occur and can be a source of variability in the effective tax rate from quarter to quarter.

Income tax expense for the three months ended March 31, 2023 was $2.1 million, or approximately (4.0)% of pre-tax loss compared to an income tax benefit of $5.9 million, or approximately 22.3% of pre-tax loss, for the three months ended March 31, 2022. For the three months ended March 31, 2023, the Company’s effective tax rate differs from the U.S. federal statutory rate primarily due to the recognition of valuation allowances. Due to the Company's cumulative loss and the exhaustion of future taxable income from the reversal of taxable temporary differences, the Company's estimated annual effective tax rate for the current year includes a valuation allowance against the majority of the current year increase in deferred tax assets. For the three months ended March 31, 2022, the Company’s effective tax rate differs from the U.S. federal statutory rate primarily due to disallowed executive compensation, disallowed meals and entertainment expenses, stock compensation expenses, and asset impairment expenses.

13. COMMITMENTS AND CONTINGENCIES

The Company is involved from time to time in various disputes, claims and legal actions, including class actions and other litigation, including the matters described below, arising in the ordinary course of business. Such actions may include allegations of negligence, product or professional liability or other legal claims, and could involve claims for substantial compensatory and punitive damages or claims for indeterminate amounts of damages. The Company is also involved, from time to time, in investigations by governmental agencies regarding its business which may result in adverse judgments, settlements, fines, penalties, injunctions or other relief. In addition, certain federal and state statutes, including the qui tam provisions of the federal False Claims Act, allow private individuals to bring lawsuits against healthcare companies on behalf of the government or private payors. The Company has received subpoenas from time to time related to billing or other practices based on the False Claims Act or other federal and state statutes, regulations or other laws.

The Company intends to defend its current litigation matters, but cannot provide any assurance as to the ultimate outcome or that an adverse resolution would not have a material adverse effect on its financial condition, results of operations or cash flows.

The Company assesses legal contingencies to determine the degree of probability and range of possible loss for potential accrual in its financial statements. When evaluating legal contingencies, the Company may be unable to provide a meaningful estimate due to a number of factors, including the proceedings may be in early stages, there may be uncertainty as to the outcome of pending appeals or motions, there may be significant factual issues to be resolved, and there may be complex or novel legal theories to be presented. In addition, damages may not be specified or the damage amounts claimed may be unsupported, exaggerated or unrelated to possible outcomes, and therefore, such amounts are not a reliable indicator of potential liability.

As of March 31, 2023, the Company has not recorded any material accrual for loss contingencies associated with legal proceedings or other matters or determined that an unfavorable outcome is probable and reasonably estimable in accordance with ASC 450, *Contingencies.* However, it is possible that the ultimate resolution of legal proceedings or other matters, if unfavorable, may be material to the Company's results of operations, financial condition or cash flows. Further, in the event that damages from an unfavorable resolution of one or more of these proceedings exceed the aggregate amount of the coverage limits of the Company's insurance, or if the Company's insurance carriers disclaim coverage, the amounts payable by the Company could also have a material adverse impact on the Company's results of operations, financial condition or cash flows.

Securities Class Action

On September 27, 2019, a class action complaint was filed in the U.S. District Court for the District of Utah against the Company, its former President and Chief Executive Officer, Mark C. Capone, and its Chief Financial Officer, R. Bryan Riggsbee (Defendants). On February 21, 2020, the plaintiff filed an amended class action complaint, which added the Company's former Executive Vice President of Clinical Development, Bryan M. Dechairo, as an additional Defendant. This action, captioned *In re Myriad Genetics, Inc. Securities Litigation* (No. 2:19-cv-00707-DBB), is premised upon allegations that the Defendants made false and misleading statements regarding the Company's business, operations, and acquisitions. The lead plaintiff seeks the payment of damages allegedly sustained by it and the purported class by reason of the allegations set forth in the amended complaint, plus interest, and legal and other costs and fees. On March 16, 2021, the U.S. District Court for the District of Utah denied the Company's motion to dismiss. On December 1, 2021, the U.S. District Court for the District of Utah granted plaintiff's motion for class certification. The parties currently are engaged in expert discovery.

Stockholder Derivative Actions

On August 9, 2021, a stockholder derivative complaint was filed in the Delaware Court of Chancery against the Company's former President and Chief Executive Officer, Mark C. Capone, its Chief Financial Officer, R. Bryan Riggsbee, its former Executive Vice President of Clinical Development, Bryan M. Dechairo, and certain of the Company's current and former directors, Lawrence C. Best, Walter Gilbert, John T. Henderson, Heiner Dreismann, Dennis Langer, Lee N. Newcomer, S. Louise Phanstiel, and Colleen F. Reitan (collectively, the Individual Defendants), and the Company, as nominal defendant. The complaint is premised upon similar allegations as set forth in the securities class action, including that the Individual Defendants made false and misleading statements regarding the Company's business and operations. The plaintiff, Donna Hickock, asserts breach of fiduciary duty and unjust enrichment claims against the Individual Defendants and seeks, on behalf of the Company, damages allegedly sustained by the Company as a result of the alleged breaches, or disgorgement or restitution, from each of the Individual Defendants, plus interest. Plaintiff Hickock also seeks legal and other costs and fees relating to this action. On November 19, 2021, this action was stayed by the Delaware Court of Chancery pending the resolution of the securities class action lawsuit.

On January 18, 2022, a stockholder derivative complaint was filed in the Delaware Court of Chancery against the Individual Defendants, and the Company, as nominal defendant. The action is premised upon similar allegations as set forth in the securities class action and the Hickock stockholder derivative action. The plaintiff, Esther Kogus, asserts that the Individual Defendants breached their fiduciary duties and also asserts unjust enrichment and aiding and abetting breaches of fiduciary duty claims against the Individual Defendants. Plaintiff Kogus seeks, on behalf of the Company, damages allegedly sustained by the Company as a result of the alleged breaches and claims, and restitution from the Individual Defendants. On behalf of herself, plaintiff Kogus seeks legal and other costs and fees relating to this action.

On March 3, 2022, the Delaware Court of Chancery consolidated the Hickock and Kogus derivative actions and stayed the consolidated action.

On September 17, 2021, a stockholder derivative complaint was filed in the U.S. District Court in the District of Delaware against the Individual Defendants, and the Company, as nominal defendant. The action is premised upon similar allegations as set forth in the securities class action and Hickock stockholder derivative action. The plaintiff, Karen Marcey, asserts that the Individual Defendants violated U.S. securities laws and breached their fiduciary duties, and also asserts unjust enrichment, waste of corporate assets and insider trading claims against all or some of the Individual Defendants. Plaintiff Marcey seeks, on behalf of the Company, damages allegedly sustained by the Company as a result of the alleged violations and restitution from the Individual Defendants, plus interest and, on behalf of herself, legal and other costs and fees relating to this action. On January 4, 2022, this action was stayed by the U.S. District Court for the District of Delaware pending the resolution of the securities class action lawsuit.

Other Legal Proceedings

On December 21, 2020, Ravgen, Inc. filed a lawsuit against the Company and its wholly owned subsidiary, Myriad Women's Health, Inc., in the U.S. District Court for the District of Delaware, alleging infringement of two Ravgen-owned patents. The lawsuit seeks monetary damages, enhancement of those damages for willfulness, injunctive relief, and recovery of attorney's fees and costs. Various third parties have filed challenges to the validity of the asserted patents with the U.S. Patent and Trademark Office, which challenges have been instituted for review. On March 14, 2022, the case was stayed pending the outcome of the first of these validity challenges. On February 13, 2023, the court lifted the stay and litigation of the case has resumed.

On February 3, 2022, a purported class action lawsuit was filed against the Company in the U.S. District Court in the Northern District of California by Ashley Carroll. Plaintiff alleges, among other things, that the Company made false statements about the accuracy of its Prequel prenatal screening test. The complaint seeks unspecified monetary damages and injunctive relief. On April 1, 2022, the Company filed a motion to dismiss the lawsuit. On May 2, 2022, the plaintiff amended her complaint. On June 2, 2022, the Company filed a motion to dismiss the amended complaint. On July 26, 2022, the court granted and denied in part the Company's motion to dismiss the amended complaint. As part of the court's order, plaintiff was granted leave to file a second amended complaint. The plaintiff filed a second amended complaint on August 16, 2022. On September 6, 2022, the Company filed a motion to dismiss the second amended complaint. On November 9, 2022, the Court granted and denied in part the Company's motion to dismiss the second amended complaint.

From time to time, the Company receives recoupment requests from third-party payors for alleged overpayments. The Company disagrees with the contentions of the pending requests or has recorded an estimated reserve for the alleged overpayments.

14. SUPPLEMENTAL CASH FLOW INFORMATION

The Company's supplemental cash flow information for the three months ended March 31, 2023 and March 31, 2022 are as follows:

	Three months ended March 31,	
(in millions)	**2023**	**2022**
Cash paid for income taxes	$ 0.3	$ 0.3
Non-cash investing and financing activities:		
Establishment of operating lease right-of-use assets and lease liabilities		
Operating lease right-of-use assets	$ 6.0	$ —
Operating lease liabilities	6.0	0.8
Tenant improvement allowance not yet received	2.7	—
Purchases of property, plant and equipment in accounts payable and accrued liabilities	8.0	0.9

The following table provides a reconciliation of cash, cash equivalents, and restricted cash reported on the Condensed Consolidated Balance Sheets that agrees to the amounts included in the Condensed Consolidated Statements of Cash Flows.

	Three months ended March 31,	
(in millions)	**2023**	**2022**
Cash and cash equivalents	$ 53.6	$ 164.2
Restricted cash	9.5	1.4
Total cash, cash equivalents, and restricted cash	$ 63.1	$ 165.6

15. LEASES

The Company leases certain office spaces and research and development laboratory facilities, vehicles, and office equipment with remaining lease terms ranging from one to fifteen years. Due to the increase in remote and hybrid work by the Company's employees and the Company's plans to build new laboratory facilities, the Company is executing a multi-year strategy to reset its real estate footprint. As part of that strategy, in fiscal year 2022, the Company entered into new leases in west Salt Lake City, Utah and South San Francisco, California with the intent to relocate much of its core operations to these new facilities. During the three months ended March 31, 2023, the Company took possession of the remaining phases of the west Salt Lake City facility and recognized an additional $5.9 million right-of-use asset and corresponding lease liability, net of tenant improvement allowance not yet received. Total future rent payments under the west Salt Lake City lease are approximately $79.6 million.

The Company has also vacated certain existing facilities. During the three months ended March 31, 2022, the Company ceased the use of one of its leased facilities in Salt Lake City. As a result, the Company recorded an impairment charge on right-of-use assets of $8.6 million and an impairment charge of $2.1 million on the related leasehold improvements. The total $10.7 million impairment is included in Goodwill and long-lived asset impairment charges in the Condensed Consolidated Statements of Operations.

During the three months ended March 31, 2023, the Company decided to cease the use of its corporate headquarters in Salt Lake City and transition corporate support operations to its new facility in west Salt Lake City. As the Company expects to recover the carrying value of the related right-of-use assets through the designation of a sub-lessee or new tenant for the facility, the Company has not recognized a loss on the lease as of March 31, 2023. The Company will remain liable for all rent payments until a sub-lessee or new tenant can be found.

As of March 31, 2023, except as noted above, the Company expects to continue to occupy our existing facilities until the expiration of the leases.

16. BUSINESS ACQUISITIONS

On November 1, 2022, the Company acquired all of the membership interests of Gateway, a San Diego-based personal genomics company and developer of consumer genetic tests that give families insight into their future children.

The acquisition date fair value of the consideration transferred was $68.7 million. The following table summarizes the estimated fair value of identified assets acquired and liabilities assumed at the date of acquisition.

(in thousands)		**Estimated fair value**
Identifiable assets acquired		
Current assets	$	1,053
Inventory		1,900
Intangible assets		
Developed technology		10,100
Trademarks		6,100
Customer relationships		1,600
Total intangible assets		17,800
Other non-current assets		161
Total identifiable assets acquired		20,914
Liabilities assumed		
Accounts payable		(246)
Accrued liabilities		(693)
Total liabilities assumed		(939)
Net identifiable assets acquired		19,975
Goodwill		48,723
Total fair value of Purchase Price	$	68,698

Pro Forma Information

The pro forma results presented below include the effects of Gateway acquisition as if it had been consummated as of January 1, 2022, with adjustments to give effect to pro forma events that are directly attributable to the acquisition, which includes adjustments related to the amortization of acquired intangible assets, interest income and expense, and depreciation.

The pro forma results do not reflect any operating efficiency or potential cost savings that may result from the consolidation of Gateway with the Company. Accordingly, these unaudited pro forma results are presented for informational purposes only and are not necessarily indicative of what the actual results of operation of the combined company would have been if the acquisition had occurred at the beginning of the period presented, nor are they indicative of future results of operations and are not necessarily indicative of results that might have been achieved had the acquisition been consummated as of January 1, 2022. The Company did not have any material, nonrecurring pro forma adjustments directly attributable to the business acquisition included in the reported pro forma earnings.

(in thousands)		**Three Months Ended March 31, 2022**
Revenue	$	170,103
Net loss		(21,192)

Revenue and net loss from Gateway included in the Company's Consolidated Statements of Operations during the three months ended March 31, 2023 is $5.5 million and $(0.6) million, respectively.

17. ACCUMULATED OTHER COMPREHENSIVE LOSS

The functional currency of the Company's international subsidiaries is the local currency. For those subsidiaries, expenses denominated in the functional currency are translated into U.S. dollars using average exchange rates in effect during the period and assets and liabilities are translated using period-end exchange rates. The foreign currency translation adjustments are included in Accumulated other comprehensive loss as a separate component of Stockholders' equity.

The following table shows the cumulative translation adjustments included in Accumulated other comprehensive loss (in millions):

Ending balance December 31, 2022	$	(6.2)
Period translation adjustments		0.3
Ending balance March 31, 2023	$	(5.9)

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations
(Dollars and shares in millions, except per share data)

The following Management's Discussion and Analysis of Financial Condition and Results of Operations should be read in conjunction with the unaudited Condensed Consolidated Financial Statements and the related notes thereto included in this Quarterly Report on Form 10-Q and the audited Consolidated Financial Statements and notes thereto and Management's Discussion and Analysis of Financial Condition and Results of Operations for the year ended December 31, 2022 included in our Annual Report on Form 10-K filed with the SEC on March 1, 2023. "We," "us," "our," "Myriad" and the "Company" as used in this Quarterly Report on Form 10-Q refer to Myriad Genetics, Inc., a Delaware corporation, and its subsidiaries.

Cautionary Statement Regarding Forward-Looking Statements

The SEC encourages companies to disclose forward-looking information so that investors can better understand a company's future prospects and make informed investment decisions. This Quarterly Report on Form 10-Q contains such "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995.

Words such as "may," "anticipate," "estimate," "expects," "projects," "intends," "plans," "believes," "seek," "could," "continue," "likely," "will," "strategy" and "goal" and words and terms of similar substance used in connection with any discussion of future operating or financial performance identify forward-looking statements. All forward-looking statements are management's present expectations of future events and are subject to a number of known and unknown risks and uncertainties that could cause actual results, conditions, and events to differ materially and adversely from those anticipated. These risks include, but are not limited to:

- the risk that sales and profit margins of our existing tests may decline or that we may not be able to operate our business on a profitable basis;
- risks related to our ability to achieve certain revenue growth targets and generate sufficient revenue from our existing product portfolio or in launching and commercializing new tests to be profitable;
- risks related to changes in governmental or private insurers' coverage and reimbursement levels for our tests or our ability to obtain reimbursement for our new tests at comparable levels to our existing tests;
- risks related to increased competition and the development of new competing tests;
- continued uncertainties associated with COVID-19, including its possible effects on our operations and the demand for our products;
- the risk that we may be unable to develop or achieve commercial success for additional tests in a timely manner, or at all;
- the risk that we may not successfully develop new markets or channels for our tests, including our ability to successfully generate substantial revenue outside the United States;
- the risk that licenses to the technology underlying our tests and any future tests are terminated or cannot be maintained on satisfactory terms;
- risks related to delays or other problems with constructing and operating our laboratory testing facilities;
- risks related to public concern over genetic testing in general or our tests in particular;
- risks related to regulatory requirements or enforcement in the United States and foreign countries and changes in the structure of the healthcare system or healthcare payment systems;
- risks related to our ability to obtain new corporate collaborations or licenses and acquire or develop new technologies or businesses on satisfactory terms, if at all;
- risks related to our ability to successfully integrate and derive benefits from any technologies or businesses that we license, acquire, or develop;
- the risk that we are not able to secure additional financing to fund our business, if needed, in a timely manner or on favorable terms, if it all;
- risks related to our projections about the potential market opportunity for our current and future products;
- the risk that we or our licensors may be unable to protect or that third parties will infringe the proprietary technologies underlying our tests;
- the risk of patent-infringement claims or challenges to the validity of our patents;
- risks related to changes in intellectual property laws covering our tests, or patents or enforcement, in the United States and foreign countries;
- risks related to security breaches, loss of data and other disruptions, including from cyberattacks;

- risks of new, changing and competitive technologies in the United States and internationally, and that we may not be able to keep pace with the rapid technology changes in our industry, or properly leverage new technologies to achieve or sustain competitive advantages in our products;
- the risk that we may be unable to comply with financial operating covenants under our credit or lending agreements;
- risks related to our inability to achieve and maintain effective disclosure controls and procedures and internal control over financial reporting;
- risks related to current and future investigations, claims or lawsuits, including derivative claims, product or professional liability claims, and risks related to the amount of our insurance coverage limits and scope of insurance coverage with respect thereto; and
- other factors discussed under the heading "Risk Factors" contained in Item 1A of our Annual Report on Form 10-K filed with the SEC on March 1, 2023.

In light of these assumptions, risks and uncertainties, the results and events discussed in the forward-looking statements contained in this Quarterly Report on Form 10-Q, or in any document incorporated by reference might not occur. Stockholders are cautioned not to place undue reliance on the forward-looking statements, which speak only as of the date of this Quarterly Report on Form 10-Q. We are not under any obligation, and we expressly disclaim any obligation, to update or alter any forward-looking statements, whether as a result of new information, future events or otherwise except as required by law. All forward-looking statements in this Quarterly Report on Form 10-Q attributable to us or to any person acting on our behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this section.

General

We are a leading genetic testing and precision medicine company dedicated to advancing health and well-being for all. We provide insights that help people take control of their health and enable healthcare providers to better detect, treat, and prevent disease. We develop and offer genetic tests that help assess the risk of developing disease or disease progression and guide treatment decisions across medical specialties where critical genetic insights can significantly improve patient care and lower health care costs.

Personalized genetic data and digital and virtual consumer trends are converging to change traditional models of care. Significant growth opportunities exist to help patient populations with pressing health care needs through innovative solutions and services. Our focus is on organic growth, deployment of capital, including through opportunistic acquisitions, and the launch of new products. We are focusing our efforts in three key areas where we have specialized products, capabilities, and expertise: Oncology, Women's Health, and Mental Health. We believe our path to organic growth is driven by articulating our clinical differentiation, advancing a new commercial model in our Oncology and Women's Health businesses to reach a broader set of physicians and patients, raising awareness with patients who we believe would benefit from testing, and innovation that improves clinical outcomes, ease of use, and access. By investing in tech-enabled commercial tools, new laboratory facilities, and advanced automation, we believe we will be able to reduce complexity and cost. With a foundation of financial, commercial, operational, and technological strength, we plan to launch new products, such as FirstGene, and, on a research use only basis, Precise minimal residual disease (MRD), which we expect will help accelerate our growth. We intend to develop and enhance our products to support growth, improve patient and provider experience, and reach more patients of all backgrounds. We are committed to disciplined management of a key set of initiatives to fulfill our mission and drive long-term growth and profitability.

Business Updates

During the quarter ended March 31, 2023, we continued to fulfill our mission and execute upon our strategic growth plan. Significant business updates and financial highlights since the beginning of the first quarter 2023 include the following:

- First quarter 2023 testing volumes grew 45% year-over-year and 21% year-over-year excluding the contribution from our SneakPeek Early Gender DNA Test, driven by 24% growth year-over-year in MyRisk hereditary cancer test volumes and 31% growth year-over-year in GeneSight pharmacogenomics test volumes.
- Revenue growth of 10% year-over-year for the quarter ended March 31, 2023 as compared to the quarter ended March 31, 2022.
- Expanded our strategic partnership with Illumina, Inc. to broaden access to, and availability of, oncology homologous recombination deficiency (HRD) testing in the U.S. This expanded partnership also establishes a unique companion diagnostic (CDx) alliance for the pharmaceutical industry, which we believe will enable more clinical research for gene-based, targeted therapies.
- In April 2023, we announced a planned collaboration with SimonMed® Imaging to launch a new hereditary cancer assessment program that combines diagnostic imaging, genetic risk assessment utilizing MyRisk® with RiskScore® and patient education.
- In April 2023, Myriad Genetics and Intermountain Precision Genomics became certified to offer solid tumor testing in all 50 U.S. states after receiving the New York State Clinical Laboratory Permit.

Results of Operations for the Three Months Ended March 31, 2023 and 2022

The results of operations for the three months ended March 31, 2023 and 2022 are discussed below.

Revenue

	Three months ended March 31,		Change	% of total revenue	
(in millions)	2023	2022	2023	2023	2022
Testing revenues:					
Hereditary Cancer	$ 75.7	$ 70.9	$ 4.8	42%	43%
Tumor Profiling	37.3	32.5	4.8	20%	20%
Prenatal	36.2	31.9	4.3	20%	19%
Pharmacogenomics	32.0	29.3	2.7	18%	18%
Other	—	0.3	(0.3)	—%	—%
Total revenue	$ 181.2	$ 164.9	$ 16.3	100%	100%

Test revenues increased $16.3 million for the three months ended March 31, 2023 compared to the same period in the prior year. Hereditary Cancer revenues increased $4.8 million compared to the same period in the prior year due to a 24% increase in volumes partially offset by a 14% decrease in the average revenue per test due primarily to changes in estimates. Tumor profiling revenues increased $4.8 million compared to the same period in the prior year due primarily to a 22% and 5% increase in volumes and average reimbursement per test, respectively, for the Prolaris product. Prenatal revenues increased $4.3 million compared to the same period in the prior year due primarily to revenue from SneakPeak of $5.5 million. Revenues from Pharmacogenomics increased $2.7 million compared to the same period in the prior year due primarily to a 31% increase in volume offset by a 17% decrease in the average revenue per test.

Cost of Sales

(in millions)	Three months ended March 31, 2023	2022	Change
Cost of testing revenue	$ 59.2	$ 48.0	$ 11.2
Cost of testing revenue as a percentage of revenue	32.7 %	29.1 %	

The cost of testing revenue as a percentage of revenue increased from 29.1% to 32.7% during the three months ended March 31, 2023 compared to the same period in the prior year. The increase was primarily driven by the shift in the product mix for the current period and an increase in compensation costs due to higher headcount and an increase in the average cost per employee.

Research and Development Expense

(in millions)	Three months ended March 31, 2023	2022	Change
Research and development expense	$ 22.5	$ 21.2	$ 1.3
Research and development expense as a % of total revenue	12.4 %	12.9 %	

Research and development expense for the three months ended March 31, 2023 increased by $1.3 million compared to the same period in the prior year primarily due to an increase in compensation costs, driven by an increase in headcount, and information technology related costs.

Selling, General and Administrative Expense

(in millions)	Three months ended March 31, 2023	2022	Change
Selling, general and administrative expense	$ 151.7	$ 110.6	$ 41.1
Selling, general and administrative expense as a % of total revenue	83.7 %	67.1 %	

Selling, general and administrative expense increased by $41.1 million for the three months ended March 31, 2023 compared to the same period in the prior year primarily due to a $9.6 million increase in compensation costs driven by an increase in both headcount and cost per employee, the receipt of $11.4 million in the prior period from insurers to offset previously accrued legal expenses and settlements with no corresponding receipt in the current period, a $5.9 million increase in depreciation and amortization expense due to the accelerated depreciation of certain leasehold improvements and equipment in connection with our decision to cease the use of our corporate headquarters, a $4.9 million increase in commission expense due to increased volumes, and a $4.2 million increase in sales and marketing expenses due to more in-person sales and marketing events in the current period compared to the prior period.

Goodwill and long-lived asset impairment charges

(in millions)	Three months ended March 31, 2023	2022	Change
Goodwill and long-lived asset impairment charges	$ —	$ 10.7	$ (10.7)
Goodwill and long-lived asset impairment charges as a % of total revenue	— %	6.5 %	

Goodwill and long-lived asset impairment charges for the three months ended March 31, 2022 included an $8.6 million impairment to right-of-use assets and a $2.1 million impairment to the related leasehold improvements as a result of our decision to no longer use one of our facilities in order to consolidate space. There were no impairments recognized in the current period.

Other Income (Expense), Net

(in millions)	Three months ended March 31, 2023	2022	Change
Other income (expense), net	$ (0.4)	$ (0.8)	$ 0.4

Other income (expense), net was consistent for the three months ended March 31, 2023 as compared to the same period in the prior year as there was no significant activity in either period.

Income Tax Expense (Benefit)

(in millions)	Three months ended March 31, 2023	2022	Change
Income tax expense (benefit)	$ 2.1	$ (5.9)	$ 8.0
Effective tax rate	(4.0)%	22.3 %	

Our tax rate is the product of a U.S. federal effective rate of 21.0% and a blended state income tax rate of approximately 4.2%. Certain significant or unusual items are separately recognized during the period in which they occur and can be a source of variability in the effective tax rates from period to period.

Income tax expense for the three months ended March 31, 2023 was $2.1 million, and our effective tax rate was (4.0)%. For the three months ended March 31, 2023, our effective tax rate differs from the U.S. federal statutory rate primarily due to valuation allowance. Due to our cumulative loss and the exhaustion of the future taxable income from the reversal of taxable temporary differences, our estimated annual effective tax rate for the current year includes a valuation allowance against the majority of the current year increase in deferred tax assets. For the three months ended March 31, 2022, our effective tax rate differs from the U.S. federal statutory rate primarily due to disallowed executive compensation, disallowed meals and entertainment expenses, asset impairment expenses, and stock compensation.

Liquidity and Capital Resources

Our primary sources of liquidity are our cash, cash equivalents and marketable investment securities and our expected future cash flows from operations. Our capital deployment strategy focuses on use of resources in the key areas of research and development, technology and acquisitions. We believe that investing organically through research and development and new product development or acquisitively to support our business strategy provides the best return on invested capital.

All previously outstanding borrowings under our Amended Facility, which matures on July 31, 2023, were repaid on July 30, 2021 using cash generated from divestitures and as such, we have no outstanding borrowings as of March 31, 2023. Our Amended Facility expires on July 31, 2023.

We believe that our existing cash, cash equivalents and marketable securities of $109.1 million as of March 31, 2023, and our expected cash flow from operations will be sufficient to meet our anticipated cash requirements for at least the next 12 months. Our available capital resources, however, may be consumed more rapidly than currently expected, or may be insufficient for our business needs for many reasons, including as a result of our operational cash needs, capital expenditures, and litigation related costs not covered by, or above the limits set forth in, our insurance. As a result, we may need or want to raise additional financing. There is no guarantee that the Company will be able to replace the Amended Facility or that the Company will be able to secure additional funding or other financing options in a timely manner or on favorable terms, if at all. The current rising interest rate environment, together with recessionary headwinds, could make any potential financing more difficult or expensive to obtain. If the Company is unable to secure additional funding or other financing options when needed or desired, the Company's operations could be negatively impacted in future periods. Without additional funds, we may be forced to delay the build-out of our new laboratories; delay, scale back or eliminate some of our sales and marketing efforts, research and development activities, or other operations; or delay development of our tests in an effort to provide sufficient funds to continue our operations. If any of these events occurs, our ability to achieve our development and commercialization goals could be adversely affected.

The Amended Facility restricts our ability to make future borrowings if unrestricted cash, cash equivalents and marketable securities exceed $150.0 million, unless such borrowings are in connection with certain permitted acquisitions. Unrestricted cash, cash equivalents and marketable securities totaled $109.1 million as of March 31, 2023. In addition, we are subject to a minimum liquidity covenant, which requires us to maintain liquidity—defined as the sum of our unrestricted cash, cash equivalents and marketable investment securities plus the aggregate undrawn and available amount of the revolving commitments—of $150.0 million.

From time to time, we enter into purchase commitments or other agreements that may materially impact our liquidity position in future periods.

Because of the technical nature of our business and our focus on science, research, and development, we are highly dependent upon our ability to attract and retain highly qualified and experienced management, scientific, and technical personnel. Competition and increased compensation for such personnel and other qualified personnel have increased the difficulty and cost of hiring and retaining qualified personnel. Loss of the services of or failure to recruit additional key management, scientific, and technical personnel and other qualified personnel who are necessary to operate our business would adversely affect our business, and it may have a material adverse effect on our business as a whole. Additionally, disruptions to our supply chain could cause shortages of critical materials required to conduct our business, which may have a material adverse effect on our business as a whole. In addition, inflation has had, and we expect it will continue to have, an impact on the costs we incur to attract and retain qualified personnel, costs to generate sales and produce diagnostic testing results, and costs of lab supplies.

The following table represents the balances of cash, cash equivalents and marketable investment securities as of the dates set forth in the table below:

(in millions)	March 31, 2023	December 31, 2022	Change
Cash and cash equivalents	$ 53.6	$ 56.9	$ (3.3)
Marketable investment securities	25.1	58.0	(32.9)
Long-term marketable investment securities	30.4	54.8	(24.4)
Cash, cash equivalents and marketable investment securities	$ 109.1	$ 169.7	$ (60.6)

The decrease in cash, cash equivalents, and marketable investment securities was primarily driven by $33.2 million in cash used by operations, $23.5 million used for capital expenditures, and $4.9 million used for the payment of withholding tax for the issuance of common stock, net of proceeds from the issuance of common stock.

The following table represents the Condensed Consolidated Cash Flow Statement:

	Three Months Ended March 31,		
(in millions)	2023	2022	Change
Cash flows used in operating activities	$ (33.2)	$ (46.5)	$ 13.3
Cash flows provided by (used in) investing activities	34.6	(41.3)	75.9
Cash flows used in financing activities	(4.9)	(4.8)	(0.1)
Effect of foreign exchange rates on cash, cash equivalents, and restricted cash	0.2	(0.6)	0.8
Net decrease in cash and cash equivalents, and restricted cash	(3.3)	(93.2)	89.9
Cash, cash equivalents, and restricted cash at the beginning of the period	66.4	258.8	(192.4)
Cash, cash equivalents, and restricted cash at the end of the period	$ 63.1	$ 165.6	$ (102.5)

Cash Flows from Operating Activities

We used less cash for operating activities for the three months ended March 31, 2023, compared to the same period in the prior year, primarily due to the receipt of $13.2 million in tenant improvement allowance reimbursements in the current period with no corresponding receipts in the prior period and a $28.8 million decrease in the cash used for accrued liabilities from the prior period. These changes were partially offset by the change in net loss period over period.

Cash Flows from Investing Activities

The increase in cash flows from investing activities for the three months ended March 31, 2023, compared to the same period in the prior year, was primarily due to the $41.0 million increase in proceeds from marketable securities as compared to the prior year. In addition, the prior period included $52.1 million in purchases of marketable investment securities that did not occur in the current period. These increases were partially offset by a $17.2 million increase in capital expenditures from the prior period.

Cash Flows from Financing Activities

The cash flows used in financing activities for the three months ended March 31, 2023 was consistent with the same period in the prior year, with both periods driven by proceeds from the exercise of stock options, net of shares exchanged for payroll withholding tax.

Effects of Inflation

Inflation has had, and may continue to have, an impact on the labor costs we incur to attract and retain qualified personnel, costs to generate sales and produce testing results, and costs of lab supplies. Inflationary costs have impacted our profitability and may continue to adversely affect our business, financial condition and results of operations. In addition, increased inflation has had, and may continue to have, an effect on interest rates. Increased interest rates may adversely affect our borrowing rate and our ability to obtain, or the terms under which we can obtain, any potential additional funding.

Critical Accounting Estimates

Critical accounting estimates are those policies which are both important to the presentation of a company's financial condition and results and require management's most difficult, subjective or complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain. For a further discussion of our critical accounting estimates, see our Annual Report on Form 10-K filed with the SEC on March 1, 2023. No significant changes to our accounting policies took place during the three months ended March 31, 2023.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

We are exposed to market risks in the ordinary course of our business. These risks primarily relate to interest rates and foreign currency exchange risks.

We maintain an investment portfolio in accordance with our written investment policy. The primary objectives of our investment policy are to preserve principal, maintain proper liquidity to meet operating needs and maximize yields. Our investment policy specifies credit quality standards for our investments and limits the amount of credit exposure to any single issue, issuer or type of investment.

Our investments consist of debt securities of various types and maturities of five years or less. These securities are classified as available-for-sale. Available-for-sale securities are recorded on the balance sheet at fair market value with unrealized gains or losses reported as part of Accumulated other comprehensive loss. Realized gains and losses on investment security transactions are reported on the specific-identification method. Dividend and interest income are recognized when earned. A decline in the market value of any available-for-sale security below cost that is deemed other-than-temporary results in a charge to earnings and establishes a new cost basis for the security.

Although our investment policy guidelines are intended to ensure the preservation of principal, market conditions can result in high levels of uncertainty. Our ability to trade or redeem the securities in which we invest, including certain corporate bonds, may become difficult. Valuation and pricing of these securities can also become variable and subject to uncertainty. As of March 31, 2023, we had $1.5 million in unrealized losses in our investment portfolio. We do not utilize derivative financial instruments to manage our interest rate risks.

We have been and may continue to be exposed to fluctuations in foreign currencies with regard to certain agreements with service providers. While our expenses are predominantly denominated in U.S. dollars, approximately 10% of our revenues are denominated in other currencies, primarily in Japanese yen. A hypothetical 10% change in the value of the Japanese yen relative to the U.S. dollar would result in a 1% change in our revenues. Although we also have certain operations denominated in euros, Swiss francs, and Great British pounds, among other currencies, those operations are subject to less overall market risk due to the revenue and expenses being denominated in the same currency. We do not currently utilize hedging strategies to mitigate foreign currency risk.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures (“Disclosure Controls”) within the meaning of Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Our Disclosure Controls are designed to ensure that information required to be disclosed by us in the reports we file or submit under the Exchange Act, such as this Quarterly Report on Form 10-Q, is recorded, processed, summarized, and reported within the time periods specified in the SEC’s rules and forms. Our Disclosure Controls are also designed to ensure that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating our Disclosure Controls, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management necessarily applied its judgment in evaluating and implementing possible controls and procedures.

As of the end of the period covered by this Quarterly Report on Form 10-Q, we evaluated the effectiveness of the design and operation of our Disclosure Controls, which was done under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer. Based on the evaluation of our Disclosure Controls, our Chief Executive Officer and Chief Financial Officer have concluded that, as of March 31, 2023, our Disclosure Controls were effective to provide reasonable assurance that information required to be disclosed by us in the reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time period specified in the SEC's rules and forms and is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Controls

There were no changes in our internal control over financial reporting that occurred during the three months ended March 31, 2023 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II - Other Information

Item 1. Legal Proceedings.

For information regarding certain current legal proceedings, see Note 13, "Commitments and Contingencies" in Notes to Condensed Consolidated Financial Statements, which are included herein.

Item 1A. Risk Factors.

In addition to the other information set forth in this Quarterly Report on Form 10-Q, you should carefully consider the risk factors and other cautionary statements described under the heading “Item 1A. Risk Factors” included in our Annual Report on Form 10-K filed with the SEC on March 1, 2023, which could materially affect our business, financial condition or future results. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially and adversely affect our business, financial condition or future results. There have been no material changes in our risk factors from those described in our Annual Report on Form 10-K other than the updates to the risk factor set forth below. We may disclose changes to risk factors or additional risk factors from time to time in our future filings with the SEC.

If our existing capital resources and expected net cash to be generated from sales of our tests is not sufficient for us to maintain our currently planned operations, we may find it necessary to raise additional funding, which may not be available on favorable terms, or at all.

We believe that our existing cash, cash equivalents and marketable securities of $109.1 million as of March 31, 2023, and our expected cash flow from operations will be sufficient to meet our anticipated cash requirements for at least the next 12 months. However, we base this expectation on our current operating plan, which may change. We have incurred, and will continue to incur, significant costs in the development and marketing of current and prospective tests. Our ongoing efforts to develop tests and expand our business, which may be through internally developed products, partnerships, in-licensing and mergers and acquisitions, will continue to require substantial cash resources. In addition, we have incurred, and may continue to incur, substantial costs in defending and settling legal proceedings. We may also be required to pay an additional $32.5 million to the former equity and vested incentive unit holders of Gateway, if certain revenue, volume and earnings targets set forth in the acquisition agreement are achieved. If adequate funds are not available, we may be required to raise additional funds. Sources of potential additional capital resources may include, but are not limited to, public or private equity financings, replacing our Amended Facility, or selling convertible or non-convertible debt securities. Any additional funding, if necessary, may not be available to us on reasonable terms, or at all.

Because of our potential long-term capital requirements, we may access the public or private equity or debt markets whenever conditions are favorable, even if we do not have an immediate need for additional capital at that time. Under Securities and Exchange Commission rules, we currently qualify as a well-known seasoned issuer (WKSI), and can at any time file a registration statement registering securities to be sold to the public which would become effective and available for use upon filing. If additional funds are raised by issuing equity or equity-based securities, existing stockholders may suffer significant dilution. Debt financing, if available, may involve agreements that include covenants limiting or restricting our ability to take specific actions, such as incurring debt, making capital expenditures or declaring dividends. If we raise additional funds through collaborations, strategic alliances, partnerships and licensing arrangements with third parties, we may have to relinquish valuable rights to our technologies or tests or grant licenses on terms that are not favorable to us.

If we do not generate sufficient cash flow from operations and are unable to secure additional funding, we may have to reduce our operations.

While we believe that our existing cash, cash equivalents and marketable securities of $109.1 million as of March 31, 2023, and our expected cash flow from operations will be sufficient to meet our anticipated cash requirements for at least the next 12 months, changes could occur that would consume available capital resources more quickly than we currently expect and we may need or want to raise additional financing.

On December 23, 2016, we entered into a senior secured revolving credit facility as borrower, with the lenders from time to time party thereto, which was amended on July 31, 2018, May 1, 2020, February 22, 2021 and July 26, 2022 (the "Amended Facility"). As of March 31, 2023, we have no outstanding borrowings under our Amended Facility and our revolving commitment amount was $150.0 million. However, the Amended Facility expires on July 31, 2023. There is no guarantee that we will be able to replace the Amended Facility or that we will be able to secure additional funding or other financing options in a timely manner or on favorable terms, if at all.

Without additional funds, we may be forced to delay the build-out of our new laboratories, delay, scale back or eliminate some of our sales and marketing activities, research and development activities, or other operations, and potentially delay development of our tests in an effort to provide sufficient funds to continue our operations. If any of these events occur, our ability to achieve our development and commercialization goals could be adversely affected.

Our future capital requirements will depend on many factors that are currently unknown to us, including:

- the scope, progress, results and cost of development, clinical testing and pre-market studies of any new tests that we may develop or acquire;
- the progress, results, and costs to develop additional tests;
- our ability to operate our business on a profitable basis;
- the costs of preparing, filing and prosecuting patent applications, maintaining and enforcing our current issued patents, and defending intellectual property-related claims;
- our ability to enter into collaborations, licensing or other arrangements favorable to us;
- the costs of acquiring technologies or businesses, and our ability to successfully integrate and achieve the expected benefits of our business development activities and acquisitions;
- the progress, cost and results of our international efforts;
- the costs of expanding our sales and marketing functions and commercial operation facilities in the United States and in new markets;
- the costs, timing and outcome of any litigation against us; and
- the costs to satisfy our current and future obligations.

If the government and third-party payors fail to provide coverage and adequate payment for our existing and future tests, if any, our revenue and prospects for profitability will be harmed.

In both domestic and foreign markets, sales of our tests or any future tests will depend in large part, upon the availability of reimbursement from third-party payors. Such third-party payors include state and federal health care programs such as Medicare, managed care organizations, private health insurers and other organizations. These third-party payors are increasingly attempting to contain health care costs by demanding price discounts and limiting both coverage regarding which tests they will pay for and the amounts that they will pay for existing and new tests. We have experienced coverage limitations and price reductions for many of our products, including for our GeneSight Psychotropic Mental Health Medication Test, and we may continue to experience future coverage limitations and price reductions from CMS, managed care organizations, and other third-party payors. The fact that a test has been approved for reimbursement in the past, for any particular indication or in any particular jurisdiction, does not guarantee that such a test will be approved or remain approved for reimbursement, that the reimbursement amount approved for such test will not be reduced in the future, or that similar or additional tests will be approved for reimbursement in the future. Historically, we have not received reimbursement from third-party payors or payment from patients for many of our tests. Moreover, there can be no assurance that any new tests we have launched or may launch will be reimbursed at rates that are comparable to the rates that we historically obtained for our existing product portfolio. As a result, third-party payors may not cover or provide adequate payment for our current or future tests to enable us to maintain past levels of revenue or profitability with respect to such tests. Further, third-party reimbursement might not be available to enable us to maintain price levels sufficient to realize an appropriate return on investment in product development.

In addition, under PAMA, Medicare reimbursement for any given test is based on the weighted-median of the payments made by private payors for such test, rendering private payor payment levels even more significant. As a result, future Medicare payments may fluctuate more often and become subject to the willingness of private payors to recognize the value of tests generally and any given test individually. On December 10, 2021, Congress passed the Protecting Medicare and American Farmers from Sequester Cuts Act, which included a provision that delays the next PAMA reporting period for clinical laboratory tests that are not advanced diagnostic tests to January 1, 2023 through March 31, 2023. The Consolidated Appropriations Act, 2023, enacted on December 29, 2022, delayed the next PAMA reporting period for clinical laboratory tests that are not advanced diagnostic tests to January 1, 2024 through March 31, 2024. In addition, the next round of rate cuts will not be implemented until 2024, with tests receiving cuts of up to 15 percent a year from 2024 through 2026. Any declines in average selling prices of our products due to pricing pressures may have an adverse impact on our business, results of operations and financial condition.

Third-party payors may also dispute our billing or coding and may decide to deny payment or recoup payment for testing that they contend to have been not medically necessary, against their coverage determinations, or for which they have otherwise overpaid, and we may be required to refund reimbursements already received. We have also experienced delays or denials of coverage for failure to adequately comply with procedural requirements imposed by third-party payors to obtain reimbursement. We also periodically receive and respond to requests for recoupment from third-party payors in the ordinary course of business. When a third-party payor denies payment for testing, we often are not able to collect payment from the patient, and therefore, we do not receive any revenue from our testing. In addition, if a third-party payor successfully proves that payment for prior testing was in breach of contract or otherwise contrary to law, they may recoup payment, which amounts could be significant and would impact our results of operations. We may also continue to negotiate and settle with third-party payers in order to resolve allegations of overpayment.

Third-party payors, such as commercial health insurers and government payors and programs, may also adopt requirements, programs or policies that may restrict or adversely affect our business. For example, in September 2022, the California Department of Public Health (CDPH) promulgated certain regulatory amendments to the California Prenatal Screening (PNS) Program that made the PNS Program the exclusive means of obtaining cfDNA trisomy screening in California. These regulatory amendments set a price that participating laboratories would receive for each cfDNA test that was substantially lower than laboratories had previously charged, and prohibited laboratories that did not contract with CDPH from participating in the PNS Program and from offering or performing cfDNA trisomy screening in California. As we are not currently a participating laboratory under the PNS Program, we would be prohibited from offering or performing our Prequel screening test in California. On September 16, 2022, we filed jointly with Laboratory Corporation of America Holdings (Labcorp) a writ petition in the Superior Court of the State of California, County of San Francisco, against the CDPH and its Director challenging CDPH’s ability to make the PNS Program the exclusive means of obtaining cfDNA trisomy screening in California. On September 16, 2022, we also moved jointly with Labcorp for a preliminary injunction to enjoin the implementation and enforcement of the new exclusivity regulation. On November 2, 2022, the Superior Court granted our motion for a preliminary injunction, which allowed us to continue to offer our Prequel screening test in California. On December 17, 2022, we filed jointly with Labcorp a motion for judgment on our writ, through which we are seeking a permanent injunction to enjoin the implementation and enforcement of the new exclusivity regulation. On April 28, 2023, the Superior Court issued an order granting our motion for a permanent injunction to enjoin the implementation and enforcement of the new exclusivity regulation. Myriad Genetics and its co-plaintiffs have filed a proposed final judgment and writ of mandate consistent with that order, per the Court's instructions, and are awaiting the Court's entry of a final judgment and writ. Should it elect to do so, CDPH will have 60 days from entry of the final judgment and writ to file a notice of appeal. Pending the outcome of this ongoing litigation, we cannot be certain that we will be able to continue offering or performing our Prequel screening test in California. If the exclusivity regulation is ultimately determined to be valid and we are either not able to offer our Prequel screening test in California at all, or must do so through the PNS Program at lower rates than we currently charge, our financial and operating results will likely be adversely affected. In addition, the ongoing possibility that we may be unable to continue to offer our Prequel screening test in California has had a chilling effect on sales of our Prequel screening test in California.

U.S. and foreign governments continue to propose and pass legislation designed to reduce the cost of health care. For example, in some foreign markets, the government controls the pricing of many health care products. We expect that there will continue to be federal and state proposals to implement governmental controls or impose health care requirements. In addition, the Medicare program and increasing emphasis on managed care in the United States will continue to put pressure on product pricing. Cost control initiatives could decrease the price that we would receive for any tests in the future, which would limit our revenue and profitability.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

Issuer Purchases of Equity Securities

Our Board of Directors has previously authorized us to repurchase up to $200.0 million of our outstanding common stock, of which $110.7 million is still available to repurchase as of March 31, 2023. We are authorized to complete the repurchase through open market transactions or through an accelerated share repurchase program, in each case to be executed at management’s discretion based on business and market conditions, stock price, trading restrictions, acquisition activity and other factors. The repurchase program may be suspended or discontinued at any time without prior notice.

No stock repurchases were made under our stock repurchase program during the three months ended March 31, 2023.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

None.

Item 6. Exhibits.

10.1	Form of Restricted Stock Unit Agreement under the 2017 Equity Incentive Plan (Employee)+
31.1	Certification of Chief Executive Officer pursuant to Section 302(a) of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer pursuant to Section 302(a) of the Sarbanes-Oxley Act of 2002.
32.1	Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Furnished).
101.INS	Inline XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	The cover page from the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2023 has been formatted in Inline XBRL.

(+) Management contract or compensatory plan arrangement

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

MYRIAD GENETICS, INC.

Date: May 4, 2023

By: /s/ Paul J. Diaz
Paul J. Diaz
President and Chief Executive Officer
(Principal executive officer)

Date: May 4, 2023

By: /s/ R. Bryan Riggsbee
R. Bryan Riggsbee
Chief Financial Officer
(Principal financial officer)

Date: May 4, 2023

By: /s/ Natalie Munk
Natalie Munk
Chief Accounting Officer
(Principal accounting officer)

MYRIAD GENETICS, INC.

RESTRICTED STOCK UNIT AGREEMENT -
INCORPORATED TERMS AND CONDITIONS

This AGREEMENT (the "Agreement") made as of the date of grant set forth in the Restricted Stock Unit Award Grant Notice between MYRIAD GENETICS, INC. (the "Company"), a Delaware corporation, and the individual whose name appears on the Restricted Stock Unit Award Grant Notice (the "Participant").

WHEREAS, the Company has adopted the 2017 Employee, Director and Consultant Equity Incentive Plan, as amended (the "Plan"), to promote the interests of the Company by providing an incentive for Employees, directors and Consultants of the Company and its Affiliates;

WHEREAS, pursuant to the provisions of the Plan, the Company desires to grant to the Participant restricted stock units ("RSUs") related to the Company's common stock, $0.01 par value per share ("Common Stock"), in accordance with the provisions of the Plan, all on the terms and conditions hereinafter set forth; and

WHEREAS, the Company and the Participant understand and agree that any terms used and not defined herein have the meanings ascribed to such terms in the Plan.

NOW, THEREFORE, in consideration of the promises and the mutual covenants contained herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree as follows:

1. Grant of Award. The Company hereby grants to the Participant an award for the number of RSUs set forth in the Restricted Stock Unit Award Grant Notice (the "Award"). Each RSU represents a contingent entitlement of the Participant to receive one share of Common Stock, on the terms and conditions and subject to all the limitations set forth herein and in the Plan, which is incorporated herein by reference. The Participant acknowledges receipt of a copy of the Plan.

2. Vesting of Award.

(a) Subject to the terms and conditions set forth in this Agreement and the Plan, the Award granted hereby shall vest as set forth in the Restricted Stock Unit Award Grant Notice and is subject to the other terms and conditions of this Agreement and the Plan. On each vesting date set forth in the Restricted Stock Unit Award Grant Notice, the Participant shall be entitled to receive such number of shares of Common Stock equivalent to the number of RSUs set forth opposite such vesting date provided that the Participant is employed, or providing service to, the Company or an Affiliate on such vesting date. Such shares of Common Stock shall thereafter be delivered by the Company to the Participant promptly following the applicable vesting date and in accordance with this Agreement and the Plan.

(b) Except as otherwise set forth in this Agreement, if the Participant ceases to be employed, or providing services, for any reason by the Company or by an Affiliate (the "Termination") prior to a vesting date set forth in the Restricted Stock Unit Award Grant Notice, then as of the date on which the Participant's employment or service terminates, all unvested RSUs shall immediately be forfeited to the Company and this Agreement shall terminate and be of no further force or effect.

3. Prohibitions on Transfer and Sale. This Award (including any additional RSUs received by the Participant as a result of stock dividends, stock splits or any other similar transaction affecting the Company's securities without receipt of consideration) shall not be transferable by the Participant otherwise than (i) by will or by the laws of descent and distribution, or (ii) pursuant to a qualified domestic relations order as defined by the Internal Revenue Code or Title I of the Employee Retirement Income Security Act or the rules thereunder. Except as provided in the previous sentence, the shares of Common Stock to be

issued pursuant to this Agreement shall be issued, during the Participant's lifetime, only to the Participant (or, in the event of legal incapacity or incompetence, to the Participant's guardian or representative). This Award shall not be assigned, pledged or hypothecated in any way (whether by operation of law or otherwise) and shall not be subject to execution, attachment or similar process. Any attempted transfer, assignment, pledge, hypothecation or other disposition of this Award or of any rights granted hereunder contrary to the provisions of this Section 3, or the levy of any attachment or similar process upon this Award shall be null and void.

4. Adjustments. The Plan contains provisions covering the treatment of RSUs and shares of Common Stock in a number of contingencies such as stock splits. Provisions in the Plan for adjustment with respect to this Award and the related provisions with respect to successors to the business of the Company are hereby made applicable hereunder and are incorporated herein by reference.

5. Securities Law Compliance. The Participant specifically acknowledges and agrees that any sales of shares of Common Stock shall be made in accordance with the requirements of the Securities Act of 1933, as amended. The Company currently has an effective registration statement on file with the Securities and Exchange Commission with respect to the Common Stock to be granted hereunder. The Company intends to maintain this registration statement but has no obligation to do so. If the registration statement ceases to be effective for any reason, Participant will not be able to transfer or sell any of the shares of Common Stock issued to the Participant pursuant to this Agreement unless exemptions from registration or filings under applicable securities laws are available. Furthermore, despite registration, applicable securities laws may restrict the ability of the Participant to sell his or her Common Stock, including due to the Participant’s affiliation with the Company. The Company shall not be obligated to either issue the Common Stock or permit the resale of any shares of Common Stock if such issuance or resale would violate any applicable securities law, rule or regulation.

6. Rights as a Stockholder. The Participant shall have no right as a stockholder, including voting and dividend rights, with respect to the RSUs subject to this Agreement.

7. Incorporation of the Plan. The Participant specifically understands and agrees that the RSUs and the shares of Common Stock to be issued under the Plan will be issued to the Participant pursuant to the Plan, a copy of which Plan the Participant acknowledges he or she has read and understands and by which Plan he or she agrees to be bound. The provisions of the Plan are incorporated herein by reference.

8. Tax Liability of the Participant and Payment of Taxes. The Participant acknowledges and agrees that any income or other taxes due from the Participant with respect to this Award or the shares of Common Stock to be issued pursuant to this Agreement or otherwise sold shall be the Participant’s responsibility. Without limiting the foregoing, the Participant agrees that if under applicable law the Participant will owe taxes at each vesting date on the portion of the Award then vested the Company shall be entitled to immediate payment from the Participant of the amount of any tax or other amounts required to be withheld by the Company by applicable law or regulation. Any taxes or other amounts due shall be paid, at the option of the Company as follows:

(a) through reducing the number of shares of Common Stock entitled to be issued to the Participant on the applicable vesting date in an amount equal to the statutory minimum of the Participant’s total tax and other withholding obligations due and payable by the Company. Fractional shares will not be retained to satisfy any portion of the Company’s withholding obligation. Accordingly, the Participant agrees that in the event that the amount of withholding required would result in a fraction of a share being owed, that amount will be satisfied by withholding the fractional amount from the Participant’s paycheck; or in the alternative, at the election of the Company, the Company may additionally reduce the number of shares of Common Stock entitled to be issued to the Participant on the applicable vesting date in an amount equal to those additional whole shares necessary to cover the minimum of the Participant’s total tax and other withholding obligations due and payable by the Company, and to the extent the proceeds of such sale exceed the Company’s withholding obligation, the Company

agrees to pay such excess cash to the Participant as soon as practicable or to apply such excess as a payment of the Participant's federal income tax withholding amount;

(b) requiring the Participant to deposit with the Company an amount of cash equal to the amount determined by the Company to be required to be withheld with respect to the statutory minimum amount of the Participant's total tax and other withholding obligations due and payable by the Company or otherwise withholding from the Participant's paycheck an amount equal to such amounts due and payable by the Company; or

(c) if the Company believes that the sale of shares can be made in compliance with applicable securities laws, authorizing, at a time when the Participant is not in possession of material nonpublic information, the sale by the Participant on the applicable vesting date of such number of shares of Common Stock as the Company instructs a registered broker to sell to satisfy the Company's withholding obligation, after deduction of the broker's commission, and the broker shall be required to remit to the Company the cash necessary in order for the Company to satisfy its withholding obligation. To the extent the proceeds of such sale exceed the Company's withholding obligation the Company agrees to pay such excess cash to the Participant as soon as practicable, or to apply such excess as a payment of the Participant's federal income tax withholding amount. In addition, if such sale is not sufficient to pay the Company's withholding obligation the Participant agrees to pay to the Company as soon as practicable, including through additional payroll withholding, the amount of any withholding obligation that is not satisfied by the sale of shares of Common Stock. The Participant agrees to hold the Company and the broker harmless from all costs, damages or expenses relating to any such sale. The Participant acknowledges that the Company and the broker are under no obligation to arrange for such sale at any particular price. In connection with such sale of shares of Common Stock, the Participant shall execute any such documents requested by the broker in order to effectuate the sale of shares of Common Stock and payment of the withholding obligation to the Company. The Participant acknowledges that this paragraph is intended to comply with Section 10b5-1(c)(1(i)(B) under the Exchange Act.

The Company shall not deliver any shares of Common Stock to the Participant until it is satisfied that all required withholdings have been made.

9. Participant Acknowledgements and Authorizations.

The Participant acknowledges the following:

(a) The Company is not by the Plan or this Award obligated to continue the Participant as an employee, director or consultant of the Company or an Affiliate.

(b) The Plan is discretionary in nature and may be suspended or terminated by the Company at any time.

(c) The grant of this Award is considered a one-time benefit and does not create a contractual or other right to receive any other award under the Plan, benefits in lieu of awards or any other benefits in the future.

(d) The Plan is a voluntary program of the Company and future awards, if any, will be at the sole discretion of the Company, including, but not limited to, the timing of any grant, the amount of any award, vesting provisions and the purchase price, if any.

(e) The value of this Award is an extraordinary item of compensation outside of the scope of the Participant's employment or consulting contract, if any. As such the Award is not part of normal or expected compensation for purposes of calculating any severance, resignation, redundancy, end of service payments, bonuses, long-service awards, pension or retirement benefits or similar payments. The future value of the shares of Common Stock is unknown and cannot be predicted with certainty.

(f) The Participant (i) authorizes the Company and each Affiliate and any agent of the Company or any Affiliate administering the Plan or providing Plan recordkeeping

services, to disclose to the Company or any of its Affiliates such information and data as the Company or any such Affiliate shall request in order to facilitate the grant of the Award and the administration of the Plan; and (ii) authorizes the Company and each Affiliate to store and transmit such information in electronic form for the purposes set forth in this Agreement.

10. Cancellation. The Participant acknowledges and agrees that, in consideration for the Participant's being granted the Award covered by this Agreement, the Participant shall abide by the terms and conditions of the restrictive covenant agreement attached hereto as Appendix A (the "Restrictive Covenant Agreement"), which terms and conditions are incorporated herein by reference. Notwithstanding anything to the contrary contained herein, subject to applicable law, this Agreement shall expire and be canceled, and the Award (whether or not vested or earned) shall be canceled if:

(a) the Participant shall cause the Company or any of its Affiliates to suffer financial harm or damage to its reputation (either before or after termination of employment) through (x) dishonesty, (y) violation of law in the course of Participant's employment or violation of the Company's Code of Conduct or other written policies, or (z) material deviation from the duties owed the Company and its Affiliates by the Participant; or

(b) the Participant violates the terms of the Restrictive Covenant Agreement or any other confidentiality, non-solicit or non-compete obligation, or any other restrictive covenant set forth in any agreement between the Participant and the Company or any of its Affiliates, or otherwise pursuant to any written policy of the Company or any of its Affiliates (each, a "Restrictive Covenant").

The Company may require the Participant to provide a written certification or other evidence, from time to time in the Company's sole discretion, to confirm that no cancellation event identified in clauses (a) or (b) above has occurred, including upon or following a termination of employment for any reason and/or during a specified period of time prior to the vesting of the Award. If the Participant fails to provide any required certification or other evidence by the specified deadline, the Company shall have the right to cancel the Participant's Award and/or as set forth in the next paragraph, to cause the delivery of the Award or any shares of Common Stock issued under this Agreement to be rescinded (and if the Participant has previously sold any shares of Common Stock issued pursuant to this Agreement, the Participant would be required to pay back to the Company the pre-tax proceeds received from the sale of such shares of Common Stock).

The Participant understands that the cancellation of any awards or rights under this Agreement is only one of the remedies that potentially may be asserted against the Participant for injuries or damages sustained by the Company or any of its Affiliates as a result of any action described in this Section 10 or a violation of any Restrictive Covenant. Such cancellation shall be in addition to any equitable and legal rights the Company or any of its Affiliates has or may have and shall not constitute a release of any claim that the Company or any of its Affiliates may have for damages, past, present, or future. In addition, a breach by the Participant of any provisions of any Restrictive Covenant that occurs after the delivery of the Award or any shares of Common Stock issued under this Agreement (including any breach occurring after termination of employment) shall cause the delivery of the Award and/or any shares of Common Stock issued under this Agreement to be rescinded (and if the Participant previously sold any shares of Common Stock issued pursuant to this Agreement, the Participant would be required to pay back to the Company the pre-tax proceeds received from the sale of such shares of Common Stock).

11. Notices. Any notices required or permitted by the terms of this Agreement or the Plan shall be given by recognized courier service, facsimile, registered or certified mail, return receipt requested, addressed as follows:

If to the Company:

Myriad Genetics, Inc.
Attention: Chief Legal Officer
320 Wakara Way
Salt Lake City, UT 84108

If to the Participant, to the last known address provided to the Human Resources department by the Participant or to such other address or addresses of which notice in the same manner has previously been given. Any such notice shall be deemed to have been given on the earliest of receipt, one business day following delivery by the sender to a recognized courier service, or three business days following mailing by registered or certified mail.

12. Assignment and Successors.

(a) This Agreement is personal to the Participant and without the prior written consent of the Company shall not be assignable by the Participant otherwise than by will or the laws of descent and distribution. This Agreement shall inure to the benefit of and be enforceable by the Participant's legal representatives.

(b) This Agreement shall inure to the benefit of and be binding upon the Company and its successors and assigns.

13. Governing Law. This Agreement shall be construed and enforced in accordance with the laws of the State of Delaware, without giving effect to the conflict of law principles thereof. For the purpose of litigating any dispute that arises under this Agreement, whether at law or in equity, the parties hereby consent to exclusive jurisdiction in the state of Utah and agree that such litigation shall be conducted in the state courts of the state of Utah or the federal courts of the United States for the District of Utah.

14. Severability. If any provision of this Agreement is held to be invalid or unenforceable by a court of competent jurisdiction, then such provision or provisions shall be modified to the extent necessary to make such provision valid and enforceable, and to the extent that this is impossible, then such provision shall be deemed to be excised from this Agreement, and the validity, legality and enforceability of the rest of this Agreement shall not be affected thereby.

15. Entire Agreement. This Agreement, together with the Plan, constitutes the entire agreement and understanding between the parties hereto with respect to the subject matter hereof and supersedes all prior oral or written agreements and understandings relating to the subject matter hereof. No statement, representation, warranty, covenant or agreement not expressly set forth in this Agreement shall affect or be used to interpret, change or restrict the express terms and provisions of this Agreement provided, however, in any event, this Agreement shall be subject to and governed by the Plan.

16. Modifications and Amendments; Waivers and Consents. The terms and provisions of this Agreement may be modified or amended as provided in the Plan. Except as provided in the Plan, the terms and provisions of this Agreement may be waived, or consent for the departure therefrom granted, only by written document executed by the party entitled to the benefits of such terms or provisions. No such waiver or consent shall be deemed to be or shall constitute a waiver or consent with respect to any other terms or provisions of this Agreement, whether or not similar. Each such waiver or consent shall be effective only in the specific instance and for the purpose for which it was given, and shall not constitute a continuing waiver or consent.

17. Section 409A. The Award of RSUs evidenced by this Agreement is intended to be exempt from the nonqualified deferred compensation rules of Section 409A of the Code as a "short term deferral" (as that term is used in the final regulations and other guidance issued under Section 409A of the Code, including Treasury Regulation Section 1.409A-1(b)(4)(i)), and shall be construed accordingly.

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Appendix A

Restrictive Covenant Agreement

Exhibit 31.1

SARBANES-OXLEY SECTION 302(a) CERTIFICATION

I, Paul J. Diaz, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Myriad Genetics, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 4, 2023

By: /s/ Paul J. Diaz

Paul J. Diaz
President and Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

SARBANES-OXLEY SECTION 302(a) CERTIFICATION

I, R. Bryan Riggsbee, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Myriad Genetics, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 4, 2023

By: /s/ R. Bryan Riggsbee

R. Bryan Riggsbee
Chief Financial Officer
(Principal Financial Officer)

Exhibit 32.1

Certification
Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
(Subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code)

Pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code), each of the undersigned officers of Myriad Genetics, Inc., a Delaware corporation (the "Company"), does hereby certify, to such officer's knowledge, that:

The Quarterly Report on Form 10-Q for the quarter ended March 31, 2023 (the "Form 10-Q") of the Company fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, and the information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 4, 2023

By: /s/ Paul J. Diaz

Paul J. Diaz
President and Chief Executive Officer
Principal Executive Officer

Date: May 4, 2023

By: /s/ R. Bryan Riggsbee

R. Bryan Riggsbee
Chief Financial Officer
Principal Financial and Accounting Officer