

---

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

---

**FORM 6-K**

---

**REPORT OF FOREIGN ISSUER  
PURSUANT TO RULE 13a-16 OR 15d-16  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the month of November 2018**

**(Commission File No. 001-38215)**

---

**NUCANA PLC**

**(Translation of registrant's name into English)**

---

**3 Lochside Way  
Edinburgh EH12 9DT  
United Kingdom**

**(Address of registrant's principal executive office)**

---

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F

Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101 (b) (1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101 (b) (7):

---

---

## Other Events

On November 27, 2018, NuCana plc (the “Company”) issued a press release announcing its third quarter 2018 financial results. The Company’s unaudited condensed consolidated financial statements as of September 30, 2018 are attached as Exhibit 99.1 and are incorporated by reference herein. The Company’s Management’s Discussion and Analysis of Financial Condition and Results of Operations is attached as Exhibit 99.2 hereto and is incorporated by reference herein. The press release is attached as Exhibit 99.3 hereto and is incorporated by reference herein.

The information in the attached Exhibits 99.1 and 99.2 shall be deemed to be incorporated by reference into the registration statements on Form F-3 (File Number 333-227624) and Form S-8 (File Number 333-223476), and related Prospectuses, as such Registration Statements and Prospectuses may be amended from time to time, and to be a part thereof from the date on which this report is filed, to the extent not superseded by documents or reports subsequently filed or furnished.

The information in the attached Exhibit 99.3 is being furnished and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that Section, nor shall it be deemed incorporated by reference in any filing made by the Company under the Securities Act of 1933, as amended, or the Exchange Act, except as otherwise set forth herein or as shall be expressly set forth by specific reference in such a filing.

## Exhibits

- 99.1 [Unaudited Condensed Consolidated Financial Statements as of September 30, 2018 and for the Three and Nine Months Ended September 30, 2018 and 2017](#)
- 99.2 [Management’s Discussion and Analysis of Financial Condition and Results of Operations for the Three and Nine Months Ended September 30, 2018 and 2017](#)
- 99.3 [Press Release dated November 27, 2018](#)
- 101 The following materials from this Report on Form 6-K formatted in XBRL (eXtensible Business Reporting Language): (i) Unaudited Condensed Consolidated Statements of Operations for the Three and Nine Month Periods ended September 30, 2018 and 2017, (ii) Unaudited Condensed Consolidated Statements Comprehensive Loss for the Three and Nine Month periods ended September 30, 2018 and 2017 (iii) Unaudited Condensed Consolidated Statements of Financial Position as at September 30, 2018 and December 31, 2017, (iv) Unaudited Condensed Consolidated Statements of Changes in Equity for the Nine Month Periods ended September 30, 2018 and 2017, (v) Unaudited Condensed Consolidated Statements of Cash Flows for the Nine Month Periods ended September 30, 2018 and 2017 and (vi) Notes to the Unaudited Condensed Consolidated Financial Statements.

**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.

**NuCana plc**

By: /s/ Donald Munoz

Name: Donald Munoz

Title: Chief Financial Officer

Date: November 28, 2018

## NUCANA PLC

## UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

	Notes	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
		2018	2017	2018	2017
		(in thousands, except per share data)			
		£	£	£	£
Research and development expenses		(3,333)	(10,177)	(12,196)	(13,866)
Administrative expenses		(957)	(3,291)	(3,599)	(3,928)
Initial public offering related expenses	3	—	(728)	—	(1,794)
Net foreign exchange gains (losses)		706	(74)	1,765	(235)
<b>Operating loss</b>		<b>(3,584)</b>	<b>(14,270)</b>	<b>(14,030)</b>	<b>(19,823)</b>
Finance income		297	34	739	125
<b>Loss before tax</b>		<b>(3,287)</b>	<b>(14,236)</b>	<b>(13,291)</b>	<b>(19,698)</b>
Income tax credit	4	771	578	3,063	1,655
<b>Loss for the period</b>		<b>(2,516)</b>	<b>(13,658)</b>	<b>(10,228)</b>	<b>(18,043)</b>
Basic and diluted loss per share	5	(0.08)	(0.56)	(0.32)	(0.75)

The accompanying notes form an integral part of these unaudited condensed consolidated financial statements.

NUCANA PLC

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2018	2017	2018	2017
	(in thousands)			
	£	£	£	£
<b>Loss for the period</b>	<b>(2,516)</b>	<b>(13,658)</b>	<b>(10,228)</b>	<b>(18,043)</b>
<b>Other comprehensive expense:</b>				
<b>Items that may be reclassified subsequently to profit or loss:</b>				
Exchange differences on translation of foreign operations	2	(2)	6	(3)
Other comprehensive income (expense) for the period	2	(2)	6	(3)
<b>Total comprehensive loss for the period</b>	<b>(2,514)</b>	<b>(13,660)</b>	<b>(10,222)</b>	<b>(18,046)</b>
<b>Attributable to:</b>				
<b>Equity holders of the Company</b>	<b>(2,514)</b>	<b>(13,660)</b>	<b>(10,222)</b>	<b>(18,046)</b>

The accompanying notes form an integral part of these unaudited condensed consolidated financial statements.

NUCANA PLC

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION  
AS AT

		September 30, 2018	December 31, 2017
	Notes	(in thousands)	
		£	£
<b>Assets</b>			
<b>Non-current assets</b>			
Intangible assets	6	2,706	1,938
Property, plant and equipment		462	358
Deferred tax asset	4	26	81
		<u>3,194</u>	<u>2,377</u>
<b>Current assets</b>			
Prepayments, accrued income and other receivables		3,121	3,050
Current income tax receivable	4	5,438	4,225
Cash and cash equivalents	7	78,351	86,703
		<u>86,910</u>	<u>93,978</u>
<b>Total assets</b>		<u>90,104</u>	<u>96,355</u>
<b>Equity and liabilities</b>			
<b>Capital and reserves</b>			
Share capital and share premium	9	80,690	80,508
Other reserves		59,431	58,071
Accumulated deficit		(55,247)	(45,159)
<b>Total equity attributable to equity holders of the Company</b>		<u>84,874</u>	<u>93,420</u>
<b>Non-current liabilities</b>			
Provisions		26	18
<b>Current liabilities</b>			
Trade payables		2,537	1,120
Payroll taxes and social security		121	157
Accrued expenditure		2,546	1,640
		<u>5,204</u>	<u>2,917</u>
<b>Total liabilities</b>		<u>5,230</u>	<u>2,935</u>
<b>Total equity and liabilities</b>		<u>90,104</u>	<u>96,355</u>

The accompanying notes form an integral part of these unaudited condensed consolidated financial statements.

NUCANA PLC

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

	For the Nine Months Ended September 30,							Total equity attributable to equity holders
	Share capital	Share premium	Own share reserve	Share option reserve	Foreign currency translation reserve	Capital reserve	Accumulated deficit	
	(in thousands)							
	£	£	£	£	£	£	£	£
<b>Balance at December 31, 2016</b>	<b>663</b>	<b>42,770</b>	<b>(339)</b>	<b>4,406</b>	<b>(3)</b>	<b>—</b>	<b>(22,256)</b>	<b>25,241</b>
Loss for the period	—	—	—	—	—	—	(18,043)	(18,043)
Other comprehensive expense for the period	—	—	—	—	(3)	—	—	(3)
Total comprehensive loss for the period	—	—	—	—	(3)	—	(18,043)	(18,046)
Share-based payments	—	—	—	11,243	—	—	—	11,243
Reduction in share premium	—	(42,466)	—	—	—	42,466	—	—
Exercise of share options	1	119	—	(180)	—	—	180	120
<b>Balance at September 30, 2017</b>	<b>664</b>	<b>423</b>	<b>(339)</b>	<b>15,469</b>	<b>(6)</b>	<b>42,466</b>	<b>(40,119)</b>	<b>18,558</b>
<b>Balance at December 31, 2017</b>	<b>1,272</b>	<b>79,236</b>	<b>(339)</b>	<b>15,955</b>	<b>(11)</b>	<b>42,466</b>	<b>(45,159)</b>	<b>93,420</b>
Loss for the period	—	—	—	—	—	—	(10,228)	(10,228)
Other comprehensive income for the period	—	—	—	—	6	—	—	6
Total comprehensive loss for the period	—	—	—	—	6	—	(10,228)	(10,222)
Share-based payments	—	—	—	1,494	—	—	—	1,494
Exercise of share options	15	167	—	(140)	—	—	140	182
<b>Balance at September 30, 2018</b>	<b>1,287</b>	<b>79,403</b>	<b>(339)</b>	<b>17,309</b>	<b>(5)</b>	<b>42,466</b>	<b>(55,247)</b>	<b>84,874</b>

The accompanying notes form an integral part of these unaudited condensed consolidated financial statements.

NUCANA PLC

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the Nine Months Ended	
	September 30,	
	2018	2017
	(in thousands)	
	£	£
<b>Cash flows from operating activities</b>		
Loss for the period	(10,228)	(18,043)
Adjustments for:		
Income tax credit	(3,063)	(1,655)
Amortization and depreciation	261	121
Finance income	(739)	(125)
Share-based payments	1,494	11,243
Initial public offering (IPO) related expenses	—	1,794
Net foreign exchange (gains) losses	(1,808)	190
	(14,083)	(6,475)
Movements in working capital:		
Increase in prepayments, accrued income and other receivables	(2)	(134)
Increase in trade payables	1,416	301
Increase in payroll taxes, social security and accrued expenditure	878	539
Movements in working capital	2,292	706
<b>Cash used in operations</b>	<b>(11,791)</b>	<b>(5,769)</b>
Net income tax credit received	1,905	242
<b>Net cash used in operating activities</b>	<b>(9,886)</b>	<b>(5,527)</b>
<b>Cash flows from investing activities</b>		
Interest received	694	140
Payments for property, plant and equipment	(205)	(369)
Payments for intangible assets	(928)	(559)
<b>Net cash used in investing activities</b>	<b>(439)</b>	<b>(788)</b>
<b>Cash flows from financing activities</b>		
IPO related expenses included in statement of operations	—	(1,104)
Proceeds from issue of share capital – exercise of share options	182	120
<b>Net cash from (used in) financing activities</b>	<b>182</b>	<b>(984)</b>
Net decrease in cash and cash equivalents	(10,143)	(7,299)
<b>Cash and cash equivalents at beginning of period</b>	<b>86,703</b>	<b>19,990</b>
Foreign currency translation differences	1,791	(9)
<b>Cash and cash equivalents at end of period</b>	<b>78,351</b>	<b>12,682</b>

The accompanying notes form an integral part of these unaudited condensed consolidated financial statements.



## NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

**1. General information**

NuCana plc (“NuCana” or the “Company”) is a clinical-stage biopharmaceutical company developing a portfolio of new medicines to treat cancer. We are harnessing the power of phosphoramidate chemistry to generate new medicines called ProTides. These compounds have the potential to improve cancer treatment by enhancing the efficacy and safety of several current standards of care.

On August 29, 2017 the Company re-registered as a public limited company and changed its name from NuCana BioMed Limited to NuCana plc.

The Company has had American Depositary Shares (“ADSs”) registered with the US Securities and Exchange Commission (“SEC”) and completed its initial public offering on Nasdaq on October 2, 2017. The Company is incorporated in England and Wales and domiciled in the United Kingdom.

The Company has two wholly owned subsidiaries, NuCana, Inc. and NuCana BioMed Trustee Company Limited (together referred to as the “Group”).

The comparative figures for the year ended December 31, 2017 are not the Group’s statutory accounts for that financial year within the meaning of section 434 of the Companies Act 2006. Those accounts have been reported on by the Company’s auditor and delivered to the Registrar of Companies. The report of the auditor was (i) unqualified, (ii) did not include a reference to any matters to which the auditors drew attention by way of emphasis without qualifying their report, and (iii) did not contain a statement under section 498 (2) or (3) of the Companies Act 2006.

**2. Significant accounting policies*****Basis of preparation***

The unaudited condensed consolidated financial statements (the “financial statements”) for the three and nine months ended September 30, 2018 have been prepared in accordance with International Accounting Standard 34 “Interim Financial Reporting” (IAS 34). The significant accounting policies and methods of computation applied in the preparation of the financial statements are consistent with those applied in the Company’s annual financial statements for the year ended December 31, 2017. No new standards, amendments or interpretations have had an impact on the financial statements for the nine months ended September 30, 2018.

The financial statements comprise the financial statements of the Company and its subsidiaries at September 30, 2018. The financial statements are presented in pounds sterling, which is also the Company’s functional currency. All values are rounded to the nearest thousand, except where otherwise indicated.

The financial statements do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Company’s annual financial statements as at December 31, 2017.

***Going concern***

In common with many companies in the biopharmaceutical sector, the Company incurs significant expenditure in its early years as it researches and develops its potential products for market.

The Board of Directors, having reviewed the operating budgets and development plans, considers that the Company has adequate resources to continue in operation for the foreseeable future. The Board of Directors is therefore satisfied that it is appropriate to adopt the going concern basis of accounting in preparing the financial statements. The Company believes that its cash and cash equivalents of £78.4 million at September 30, 2018, will be sufficient to fund its current operating plan for at least the next 12 months. As the Company continues to incur losses, the transition to profitability is dependent upon the successful development, approval and commercialization of its product candidates and achieving a level of revenues adequate to support its cost structure. The Company may never achieve profitability, and unless and until it does, it will continue to need to raise additional capital. There can be no assurances, however, that additional funding will be available on acceptable terms.

### Judgements and estimates

The accounting estimates and judgements made by management in applying the Group's accounting policies that have the most significant effect on the amounts included within these financial statements, were the same as those that applied to the annual financial statements for the year ended December 31, 2017.

### 3. IPO related expenses

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2018	2017	2018	2017
	(in thousands)		(in thousands)	
	£	£	£	£
IPO related expenses	—	728	—	1,794

IPO related expenses primarily relate to legal, accounting and other advisors' fees in relation to the Company's initial public offering on Nasdaq which completed on October 2, 2017.

### 4. Income tax

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2018	2017	2018	2017
	(in thousands)		(in thousands)	
	£	£	£	£
Current tax	778	532	3,119	1,609
Deferred tax	(7)	46	(56)	46
<b>Income tax credit</b>	<b>771</b>	<b>578</b>	<b>3,063</b>	<b>1,655</b>

The income tax credit recognized primarily represents the U.K. research and development tax credit. In the U.K. the Company is able to surrender some of its losses for a cash rebate of up to 33.35% of expenditure related to eligible research and development projects.

	September 30,	December 31,
	2018	2017
	(in thousands)	
	£	£
<b>Current income tax receivable</b>		
U.K. tax	5,421	4,207
U.S. tax	17	18
	<b>5,438</b>	<b>4,225</b>
<b>Deferred tax asset</b>		
U.S. deferred tax asset	26	81

### 5. Basic and diluted loss per share

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2018	2017	2018	2017
	(in thousands, except per share data)			
	£	£	£	£
<b>Loss for the period</b>	<b>(2,516)</b>	<b>(13,658)</b>	<b>(10,228)</b>	<b>(18,043)</b>
Basic and diluted weighted average number of shares	32,056	24,199	31,894	24,189
	£	£	£	£
<b>Basic and diluted loss per share</b>	<b>(0.08)</b>	<b>(0.56)</b>	<b>(0.32)</b>	<b>(0.75)</b>

Basic loss per share is calculated by dividing the loss for the period attributable to the equity holders of the Company by the weighted average number of shares outstanding during the period.

The potential shares issued through equity settled transactions were considered to be anti-dilutive as they would have decreased the loss per share and were therefore excluded from the calculation of diluted loss per share.

## 6. Intangible assets

Intangible assets comprise patents with a carrying value of £2.6 million as of September 30, 2018 (as of December 31, 2017: £1.8 million) and computer software with a carrying value of £0.1 million as of September 30, 2018 (as of December 31, 2017: £0.1 million).

During the nine months ended September 30, 2018, the Company acquired intangible assets with a cost of £0.9 million in relation to patents (nine months ended September 30, 2017: £0.5 million in relation to patents and £0.1 million in relation to computer software).

There were no disposals of intangible assets in the nine months ended September 30, 2018 (nine months ended September 30, 2017: £nil).

## 7. Cash and cash equivalents

	September 30, 2018	December 31, 2017
	(in thousands)	
	£	£
Cash and cash equivalents	78,351	86,703

Cash and cash equivalents comprise cash at bank with maturities of three months or less and earn interest at fixed or variable rates based on the terms agreed for each account.

## 8. Share-based payments

The Company has three share-based payment plans for employees, directors and consultants. The share options granted will be settled in equity.

During the nine months ended September 30, 2018, 253,500 share options were granted under the U.K. share-based payment plans as detailed in the table below. Options granted under these plans will vest if the option holder remains under respective contract of employment or contract of service for the agreed vesting period. The share options granted under these plans will vest equally over a period of four years, with the exception of options granted to a consultant, which vested immediately.

The fair values of options granted were determined using the Black-Scholes model that takes into account factors specific to the share incentive plan. As NuCana plc completed its initial public offering on October 2, 2017, it is not possible to derive historical volatility from the Company's own share price. The underlying expected volatility was therefore determined by using the historical volatility of similar listed entities as a proxy. The volatility percentage applied to each tranche is the average of the historical volatility of comparable companies to NuCana plc.

The following weighted average principal assumptions were used in calculating the fair values of options granted:

	Options granted on			
	Apr 11, 2018	Apr 11, 2018	May 8, 2018	August 14, 2018
Vesting dates	Apr 11, 2019	Apr 11, 2018	May 8, 2019	August 14, 2019
	Apr 11, 2020		May 8, 2020	August 14, 2020
	Apr 11, 2021		May 8, 2021	August 14, 2021
	Apr 11, 2022		May 8, 2022	August 14, 2022
Volatility	64.48%	60.06%	65.80%	68.14%
Dividend yield	0%	0%	0%	0%
Risk-free investment rate	1.04%	0.83%	1.02%	0.93%
Fair value of option at grant date	£ 8.97	£ 17.35	£ 8.63	£ 9.65
Fair value of share at grant date	£ 17.51	£ 17.51	£ 16.57	£ 18.05
Exercise price at date of grant	£ 17.51	£ 0.16	£ 16.57	£ 18.05
Lapse date	Apr 11, 2028	Apr 11, 2028	May 8, 2028	August 14, 2028
Expected option life (years)	4.50	2.00	4.50	4.50
Number of options granted	71,500	7,500	62,000	112,500

For the nine months ended September 30, 2018, the Company has recognized £1.5 million of share-based payment expense in the statement of operations (nine months ended September 30, 2017: £11.2 million). For the three months ended September 30, 2018, the Company has recognized £0.5 million of share-based payment expense in the statement of operations (three months ended September 30, 2017: £10.7 million).

## 9. Share capital and share premium

	September 30, 2018	December 31, 2017
	(in thousands)	
	£	£
Share capital	1,287	1,272
Share premium	79,403	79,236
	<b>80,690</b>	<b>80,508</b>
	September 30, 2018	December 31, 2017
	Number (in thousands)	
<i>Issued share capital comprises:</i>		
Ordinary shares of £0.04 each	32,185	31,811
	Number of shares	Share capital
	(in thousands)	
Fully paid shares:		£
Balance at December 31, 2017	31,811	1,272
Issue of shares on exercise of options	374	15
<b>Balance at September 30, 2018</b>	<b>32,185</b>	<b>1,287</b>
		Share premium
		£
		79,236
		167
		<b>79,403</b>

## 10. Contingent liabilities

Under the U.K. share-based payment plan, the Company granted unapproved share options that have fully vested. If and when these share options are exercised, the Company will be liable for the Employer Class 1 National Insurance payable to HMRC in the U.K. This contingent liability will be determined based on the market value of the shares on exercise less the exercise price paid by the option holders, at the prevailing rate of Employer National Insurance (currently 13.8%). Based on the closing share price of ADSs on the Nasdaq Global Select Market on September 28, 2018, the last trading day of the period to which these financial statements relate, and assuming full exercise of all outstanding and vested unapproved share options on that date, the Employer National Insurance contingent liability would have been £5.4 million (December 31, 2017: £2.1 million).

## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*You should read the following discussion and analysis of financial condition and operating results together with the unaudited condensed consolidated financial statements and the related notes to those statements included as Exhibit 99.1 to this Report on Form 6-K submitted to the Securities and Exchange Commission, or the SEC, on November 28, 2018. We also recommend that you read our discussion and analysis of financial condition and results of operations together with our audited financial statements and the notes thereto, which appear in our Annual Report on Form 20-F for the year ended December 31, 2017 filed with the SEC on March 22, 2018, or the Annual Report.*

*We present our unaudited condensed consolidated financial statements in pounds sterling and in accordance with International Accounting Standard 34, "Interim Financial Reporting," or IAS 34, which may differ in material respects from generally accepted accounting principles in other jurisdictions, including generally accepted accounting principles in the United States, or U.S. GAAP.*

*Unless otherwise indicated or the context otherwise requires, all references to "NuCana," the "Company," "we," "our," "us" or similar terms refer to NuCana plc and its consolidated subsidiaries.*

*The statements in this discussion regarding industry outlook, our expectations regarding our future performance, liquidity and capital resources and other non-historical statements are forward-looking statements. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. These risks and uncertainties include, but are not limited to, the risks and uncertainties set forth in the "Risk Factors" section of our Annual Report and any subsequent reports that we file with the SEC.*

### **Company Overview**

We are a clinical-stage biopharmaceutical company focused on significantly improving treatment outcomes for cancer patients by applying our ProTide™ technology to transform some of the most widely prescribed chemotherapy agents, nucleoside analogs, into more effective and safer medicines. While these conventional agents remain part of the standard of care for the treatment of many solid tumors, their efficacy is limited by cancer cell resistance mechanisms and they are often poorly tolerated. Utilizing our proprietary technology, we are developing new medicines, ProTides, designed to overcome key cancer resistance mechanisms and generate much higher concentrations of anti-cancer metabolites in cancer cells. Our most advanced ProTide candidates, Acelarin® and NUC-3373, are new chemical entities derived from the nucleoside analogs gemcitabine and 5-fluorouracil, respectively, two widely used chemotherapy agents. Acelarin is currently being evaluated in three clinical trials, including a Phase 1b trial for patients with biliary tract cancer, a Phase 2 trial for patients with ovarian cancer and a Phase 3 trial for patients with pancreatic cancer. NUC-3373 is currently in a Phase 1 trial for the potential treatment of a wide range of advanced solid tumors and a Phase 1b trial for patients with advanced colorectal cancer. We have retained worldwide rights to these lead product candidates as well as our preclinical product candidates, all of which we refer to as ProTides.

### **Financial Operations Overview**

#### **Revenues**

We do not have any approved products. Accordingly, we have not generated any revenue, and we do not expect to generate any revenue from the sale of any products unless and until we obtain regulatory approvals for, and commercialize any of, our product candidates. In the future, we will seek to generate revenue primarily from product sales and, potentially, regional or global collaborations with strategic partners.

#### **Operating Expenses**

We classify our operating expenses into two categories: research and development expenses and administrative expenses. Personnel costs, including salaries, benefits, bonuses and share-based payment expense, comprise a portion of each of these expense categories. We allocate expenses associated with personnel costs based on the function performed by the respective employees.

#### **Research and Development Expenses**

Research and development expenses are the largest component of our total operating expenses and relate to our research and development activities, including the clinical and preclinical development of our product candidates.

Research and development costs are expensed as incurred. Our research and development expense primarily consists of:

- costs incurred under agreements with contract research organizations, or CROs, and investigative sites that conduct clinical trials and preclinical studies;
- costs related to manufacturing active pharmaceutical ingredients and drug products for clinical trials and preclinical studies;
- salaries and personnel-related costs, including bonuses, benefits and any share-based payment expense, for our personnel performing research and development activities or managing those activities that have been out-sourced;
- fees paid to consultants and other third parties who support our product candidate development;
- the costs involved in filing and prosecuting patent applications;
- costs of related office space allocated to our research and development function, materials and equipment; and
- payments under our license agreements.

The successful development of our product candidates is highly uncertain. Product candidates in later stages of clinical development generally have higher development costs than those in earlier stages of clinical development, primarily due to the increased size and duration of later-stage clinical trials. Accordingly, we expect research and development costs to increase significantly for the foreseeable future as programs progress. However, we do not believe that it is possible at this time to accurately project total program-specific expenses through to commercialization. We are also unable to predict when, if ever, material net cash inflows will commence from our product candidates to offset these expenses. Our expenditures on current and future preclinical and clinical development programs are subject to numerous uncertainties in timing and cost to completion.

The duration, costs and timing of clinical trials and development of our product candidates will depend on a variety of factors including:

- the scope, rate of progress, results and expenses of our ongoing and future clinical trials, preclinical studies and research and development activities;
- the potential need for additional clinical trials or preclinical studies requested by regulatory agencies;
- potential uncertainties in clinical trial enrollment rates or drop-out or discontinuation rates of patients;
- competition with other drug development companies in, and the related expense of, identifying and enrolling patients in our clinical trials;
- contracting with third-party manufacturers for the production of the drug product needed for our clinical trials;
- the achievement of milestones requiring payments under in-licensing agreements;
- any significant changes in government regulation;
- the terms and timing of any regulatory approvals;
- the expense of filing, prosecuting, defending and enforcing patent claims and other intellectual property rights; and
- the ability to market, commercialize and achieve market acceptance for any of our product candidates, if approved.

We track research and development expenses on a program-by-program basis for both clinical-stage and preclinical product candidates.

Manufacturing and nonclinical research and development expenses are assigned or allocated to individual product candidates.

### ***Administrative Expenses***

Administrative expenses consist of personnel costs, allocated expenses and other expenses for outside professional services, including legal, audit and accounting services. Personnel costs consist of salaries, bonuses, benefits and share-based payment expense. Other administrative expenses include facility-related costs not otherwise allocated to research and development expense, professional fees and costs of our information systems. We anticipate that our administrative expenses will continue to increase in the future as we increase our headcount to support our continued research and development and potential commercialization of our product candidates. We also incur expenses associated with operating as a public company, including expenses related to compliance with the rules and regulations of the SEC and Nasdaq, additional insurance expenses and expenses related to investor relations and other administrative and professional services.

### **Initial Public Offering Related Expenses**

Initial public offering, or IPO, related expenses primarily relates to legal, accounting and other advisors' fees incurred in relation to our IPO which closed on October 2, 2017.

### **Net Foreign Exchange Gains (Losses)**

Net foreign exchange gains (losses) primarily includes gains or losses on cash held in U.S. dollars and on advances paid to suppliers.

### **Finance Income**

Finance income relates to interest earned on our cash and cash equivalents.

### **Income Tax Credit**

We are subject to corporate taxation in the United Kingdom and our wholly owned U.S. subsidiary, NuCana, Inc., is subject to corporate taxation in the United States. Due to the nature of our business, we have generated losses since inception in the United Kingdom. Our income tax credit recognized represents the sum of the research and development tax credits recoverable in the United Kingdom and United States as well as income tax payable in the United States.

As a company that carries out extensive research and development activities, we benefit from the U.K. and U.S. research and development tax credit regimes. In the United Kingdom, we are able to surrender some of our losses for a cash rebate of up to 33.35% of expenditures related to eligible research and development projects. In the United States, we are able to offset the research and development credits against corporation tax payable. Qualifying expenditures largely comprise clinical trial and manufacturing costs, employment costs for relevant staff and consumables incurred as part of research and development projects. In the United Kingdom, where we receive the larger proportion of the research and development credit, certain subcontracted qualifying research and development expenditures are eligible for a cash rebate of up to 21.68%. A large portion of costs relating to our research and development, clinical trials and manufacturing activities are eligible for inclusion within these tax credit cash rebate claims. We may not be able to continue to claim research and development tax credits in the United Kingdom in the future under the current research and development tax credit scheme because we may no longer qualify as a small or medium-sized company. However, we may be able to file under a large company scheme. In addition, the U.K. government has proposed certain changes to the U.K. research and development tax credit regime that would result in the amount of tax credit cash rebate claims being capped at three times a company's total employee payroll withholding tax and national insurance liability. If implemented as proposed, these changes could result in further limitations on the amount of research and development tax credits that we may claim.

## **Results of Operations**

### **Comparison of the Three Months Ended September 30, 2018 and September 30, 2017**

The following table summarizes the results of our operations for the three months ended September 30, 2018 and September 30, 2017.

	<b>For the Three Months Ended September 30,</b>	
	<b>2018</b>	<b>2017</b>
	<b>(unaudited)</b>	
	<b>(in thousands)</b>	
	<b>£</b>	<b>£</b>
Research and development expenses	(3,333)	(10,177)
Administrative expenses	(957)	(3,291)
Initial public offering related expenses	—	(728)
Net foreign exchange gains (losses)	706	(74)
<b>Operating loss</b>	<b>(3,584)</b>	<b>(14,270)</b>
Finance income	297	34
<b>Loss before tax</b>	<b>(3,287)</b>	<b>(14,236)</b>
Income tax credit	771	578
<b>Loss for the period</b>	<b>(2,516)</b>	<b>(13,658)</b>
Other comprehensive expense:		
Items that may be reclassified subsequently to profit or loss:		
Exchange differences on translation of foreign operations	2	(2)
<b>Total comprehensive loss for the period</b>	<b>(2,514)</b>	<b>(13,660)</b>

### **Research and Development Expenses**

Research and development expenses were £3.3 million for the three months ended September 30, 2018 as compared to £10.2 million for the three months ended September 30, 2017, a decrease of £6.9 million. The decrease resulted primarily from a higher share-based compensation expense of £7.8 million in the three months ended September 30, 2017, as a larger number of new options were granted in 2017, compared with £0.2 million in the three months ended September 30, 2018. The decrease in share-based payment charges of £7.6 million was partially offset by higher clinical trial costs in the three months ended September 30, 2018 due to the number and size of clinical trials being performed and a higher number of research and development personnel.

The following table gives a breakdown of the research and development costs incurred by product candidate for the three months ended September 30, 2018 and 2017:

	For the Three Months Ended September 30,	
	2018	2017
	(in thousands)	
	£	£
Acelarin	1,447	3,964
NUC-3373	705	3,039
NUC-7738	300	1,315
Other	881	1,859
	<u>3,333</u>	<u>10,177</u>

### **Administrative Expenses**

Administrative expenses were £1.0 million for the three months ended September 30, 2018 as compared to £3.3 million for the three months ended September 30, 2017, a decrease of £2.3 million. The decrease was largely attributable to a higher share-based compensation expense in the three months ended September 30, 2017 of £2.9 million, as a larger number of new options were granted in 2017, compared with £0.3 million in the three months ended September 30, 2018. The decrease in share-based payment charges of £2.6 million was partially offset by increases in expenses associated with operating as a public company and increased personnel expenses.

### **Initial Public Offering Related Expenses**

No IPO related expenses were incurred in the three months ended September 30, 2018 following the closing of the IPO on October 2, 2017.

### **Net Foreign Exchange Gains (Losses)**

For the three months ended September 30, 2018, we reported a net foreign exchange gain of £0.7 million as compared to a net foreign exchange loss of £0.1 million for the three months ended September 30, 2017. In the three months ended September 30, 2018, the gain arose from higher average cash balances held in U.S. dollars and the appreciation of the U.S. dollar relative to the U.K. pound sterling.

### **Finance Income**

Finance income represents bank interest and was £0.3 million for the three months ended September 30, 2018 and £34,000 for the three months ended September 30, 2017. The increase in bank interest resulted from higher average cash balances following the closing of the IPO on October 2, 2017 and higher rates of interest achieved.

### **Income Tax Credit**

The income tax credit for the three months ended September 30, 2018, which is largely comprised of U.K. research and development tax credits, amounted to £0.8 million as compared to £0.6 million for the three months ended September 30, 2017. The increase in the income tax credit was primarily attributable to an increase in our eligible research and development expenses.



## Results of Operations

### Comparison of the Nine Months Ended September 30, 2018 and September 30, 2017

The following table summarizes the results of our operations for the nine months ended September 30, 2018 and September 30, 2017.

	For the Nine Months Ended September 30,	
	2018	2017
	(in thousands)	
	£	£
Research and development expenses	(12,196)	(13,866)
Administrative expenses	(3,599)	(3,928)
Initial public offering related expenses	—	(1,794)
Net foreign exchange gains (losses)	1,765	(235)
<b>Operating loss</b>	<b>(14,030)</b>	<b>(19,823)</b>
Finance income	739	125
<b>Loss before tax</b>	<b>(13,291)</b>	<b>(19,698)</b>
Income tax credit	3,063	1,655
<b>Loss for the period</b>	<b>(10,228)</b>	<b>(18,043)</b>
Other comprehensive expense:		
Items that may be reclassified subsequently to profit or loss:		
Exchange differences on translation of foreign operations	6	(3)
<b>Total comprehensive loss for the period</b>	<b>(10,222)</b>	<b>(18,046)</b>

### Research and Development Expenses

Research and development expenses were £12.2 million for the nine months ended September 30, 2018 as compared to £13.9 million for the nine months ended September 30, 2017, a decrease of £1.7 million. The Company's share-based compensation expense in the nine months ended September 30, 2017 was £8.1 million, as a larger number of new options were granted in 2017, compared with £0.7 million in the nine months ended September 30, 2018. The decrease in share-based payment charges of £7.4 million was partially offset by higher clinical trial costs in the nine months ended September 30, 2018 due to the number and size of clinical trials being performed and a higher number of research and development personnel.

The following table gives a breakdown of the research and development costs incurred by product candidate for the nine months ended September 30, 2018 and 2017:

	For the Nine Months Ended September 30,	
	2018	2017
	(in thousands)	
	£	£
Acelarin	6,208	6,212
NUC-3373	3,469	3,855
NUC-7738	792	1,582
Other	1,727	2,217
	<b>12,196</b>	<b>13,866</b>

### Administrative Expenses

Administrative expenses were £3.6 million for the nine months ended September 30, 2018 as compared to £3.9 million for the nine months ended September 30, 2017, a decrease of £0.3 million. The Company's share-based compensation expense in the nine months ended September 30, 2017 was £3.1 million, as a larger number of new options were granted in 2017, compared with £0.8 million in the nine months ended September 30, 2018. The majority of the decrease in share-based payment charges of £2.3 million was offset by increases in expenses associated with operating as a public company and increased personnel expenses.

### ***Initial Public Offering Related Expenses***

No IPO related expenses were incurred in the nine months ended September 30, 2018 following the closing of the IPO on October 2, 2017.

### ***Net Foreign Exchange Gains (Losses)***

For the nine months ended September 30, 2018, we reported a net foreign exchange gain of £1.8 million as compared to a net foreign exchange loss of £0.2 million for the nine months ended September 30, 2017. In the nine months ended September 30, 2018, the gain arose from higher average cash balances held in U.S. dollars. The U.S. dollar depreciated relative to the U.K. pound sterling during the three months ended March 31, 2018 resulting in a loss in the first quarter of 2018 but subsequently appreciated in the second and third quarters of 2018 resulting in an overall net gain of £1.8 million for the nine months ended September 30, 2018.

### ***Finance Income***

Finance income represents bank interest and was £0.7 million for the nine months ended September 30, 2018 and £0.1 million for the nine months ended September 30, 2017. The increase in bank interest resulted from higher average cash balances following the closing of the IPO on October 2, 2017 and higher rates of interest achieved.

### ***Income Tax Credit***

The income tax credit for the nine months ended September 30, 2018, which is largely comprised of U.K. research and development tax credits, amounted to £3.1 million as compared to £1.7 million for the nine months ended September 30, 2017. The increase in the tax credit was primarily attributable to an increase in our eligible research and development expenses.

## **Liquidity and Capital Resources**

### ***Overview***

Since our inception, we have incurred significant operating losses and negative cash flows. We anticipate that we will continue to incur losses for at least the next several years. We expect that our research and development and administrative expenses will increase in connection with conducting clinical trials and seeking marketing approval for our product candidates, as well as costs associated with operating as a public company. As a result, we will need additional capital to fund our operations, which we may obtain from additional equity financings, debt financings, research funding, collaborations, contract and grant revenue or other sources.

As of September 30, 2018 and December 31, 2017, we had cash and cash equivalents of £78.4 million and £86.7 million, respectively. We do not currently have any approved products and have never generated any revenue from product sales. To date, we have financed our operations primarily through the issuances of our equity securities. In October 2017, we completed our IPO, in which we sold 7,596,505 American Depositary Shares, or ADS, including 929,505 ADSs sold upon partial exercise of the underwriters' option to purchase additional ADSs. The ADSs were sold at an initial public offering price of \$15.00 per ADS for total gross proceeds of \$114 million.

In October 2018 we filed a shelf registration statement on Form F-3 with the SEC which permits the offering, issuance and sale by us of up to a maximum aggregate offering price of \$400.0 million of our securities, including our ordinary shares in the form of ADSs. As of the date of this Report on Form 6-K, \$400.0 million of our securities, including our ordinary shares in the form of ADSs, remained available for sale. Up to \$100.0 million of the \$400.0 million maximum aggregate offering may be issued and sold pursuant to an at-the-market offering, or ATM program, for sales of our ADSs under a sales agreement with Cowen and Company, LLC, or Cowen, that we entered into in October 2018. Sales of our ADSs pursuant to the ATM program are subject to certain conditions specified in the sales agreement. As of the date of this Report on Form 6-K we have made no sales under the ATM program.

## Cash Flows

### Comparison of the Nine Months Ended September 30, 2018 and September 30, 2017

The following table summarizes the results of our cash flows for the nine months ended September 30, 2018 and September 30, 2017.

	For the Nine Months ended September 30,	
	2018	2017
	(in thousands)	
	£	£
Net cash used in operating activities	(9,886)	(5,527)
Net cash used in investing activities	(439)	(788)
Net cash from (used in) financing activities	182	(984)
<b>Net decrease in cash and cash equivalents</b>	<b>(10,143)</b>	<b>(7,299)</b>

#### Operating Activities

The net cash used in operations increased to £9.9 million for the nine months ended September 30, 2018 from £5.5 million for the nine months ended September 30, 2017. This was primarily due to higher cash expenditure on research and development and administrative expenses which were partially offset by an increase in trade payables and accrued expenditure as of September 30, 2018. The increase in trade payables and accrued expenditure reflect both the timing and increased research and development expenditure and administrative costs.

#### Investing Activities

The net cash used in investing activities was £0.4 million for the nine months ended September 30, 2018 as compared to £0.8 million for the nine months ended September 30, 2017. The nine months ended September 30, 2018 included an increase in interest received on cash deposits due to proceeds received from the IPO. This was partially offset by an increase in payments in respect of acquisitions of intangible assets.

#### Financing Activities

The net cash generated from financing activities was £0.2 million for the nine months ended September 30, 2018 as compared to £1.0 million net cash used for the nine months ended September 30, 2017. The net cash of £0.2 million generated from financing activities for the nine months ended September 30, 2018 represents proceeds from the issue of share capital on exercise of share options and the net cash used of £1.0 million for the nine months ended September 30, 2017 represents £1.1 million of IPO related expenses, partially offset by £0.1 million from the issue of share capital on exercise of share options.

#### Operating and Capital Expenditure Requirements

We have not achieved profitability on an annual basis since our inception, and we expect to incur net losses in the future. We expect that our operating expenses will increase as we continue to invest in our research and development programs, build and expand our ProTide pipeline and build out our organization with additional employees.

We believe that our existing capital resources will be sufficient to fund our operations, including currently anticipated research and development activities and planned capital spending, at least through the first quarter of 2020.

Our future funding requirements will depend on many factors, including but not limited to:

- the scope, rate of progress and cost of our clinical trials, preclinical programs and other related activities;
- the extent of success in our clinical-stage research and early preclinical programs, which will determine the amount of funding required to further the development of our product candidates;
- the progress that we make in developing new product candidates based on our proprietary ProTide technology;
- the cost of manufacturing clinical supplies and establishing commercial supplies of our product candidates and any products that we may develop;
- the costs involved in filing and prosecuting patent applications and enforcing and defending potential patent claims;
- the outcome, timing and cost of regulatory approvals of our ProTide product candidates;
- the cost and timing of establishing sales, marketing and distribution capabilities; and
- the costs of hiring additional skilled employees to support our continued growth and the related costs of leasing additional office space.

**NuCana Reports Third Quarter 2018 Financial Results and Provides Business Update*****Favorable Data Presented at ESMO on NUC-1031 (Acelarin®) and NUC-3373******First Patients Enrolled in Phase Ib Study of NUC-3373 in Advanced Colorectal Cancer******Initiation of Phase III Study of Acelarin in Front-Line Advanced Biliary Tract Cancer and Phase I Study of NUC-7738 Expected by End of 2018***

Edinburgh, United Kingdom, November 27, 2018 (GLOBE NEWSWIRE) – NuCana plc (NASDAQ: NCNA) announced financial results for the third quarter ended September 30, 2018 and provided an update on its extensive clinical program with its transformative ProTide™ therapeutics.

As of September 30, 2018, NuCana had cash and cash equivalents of £78.4 million compared to £81.5 million as of June 30, 2018 and £86.7 million as of December 31, 2017. NuCana reported a loss of £2.5 million for the quarter ended September 30, 2018, compared to £14.0 million for the quarter ended September 30, 2017 as the Company continued to advance its various clinical programs. Basic and diluted loss per share was £0.08 for the quarter ended September 30, 2018, compared to £0.58 per share for the comparable quarter in 2017.

“It has been a productive quarter for NuCana highlighted by the data presented at the European Society for Medical Oncology (ESMO) Congress held recently in Munich, Germany,” said Hugh Griffith, NuCana’s Founder and Chief Executive Officer. “The data presented at ESMO further support the potential of our ProTide technology and its ability to transform some of the most widely prescribed chemotherapy agents into more efficacious and safer treatments.”

Mr. Griffith continued: “In our ongoing Phase Ib study of patients with advanced biliary tract cancer, Acelarin® combined with cisplatin continued to show an approximate doubling of the response rate compared to the standard of care. Furthermore, some patients showed continued tumor shrinkage over time, which is not typically seen in this setting, and a durable progression free survival. In addition, we presented the latest data for our ongoing Phase I study of NUC-3373, our ProTide transformation of the active anti-cancer metabolite of 5-fluorouracil (5-FU), in patients with advanced solid tumors. NUC-3373 demonstrated single-agent anti-cancer activity in patients who had exhausted all current standards of care, including three patients who achieved Stable Disease with responses lasting more than nine months at the time of data cut-off. In addition, NUC-3373 was well tolerated with no cases of hand-foot syndrome, a common toxicity associated with 5-FU.”

Mr. Griffith added: “We are delighted by the positive data generated with our first two ProTides, and we look forward to initiating a first-in-human Phase I study by the end of the year with NUC-7738, our third ProTide, which is a transformation of a novel nucleoside analog, cordycepin. All of this, plus the recent initiation of a Phase Ib combination study of NUC-3373 in patients with advanced colorectal cancer and the expected launch of a Phase III study of Acelarin plus cisplatin in patients with advanced biliary tract cancer, points to 2019 being a very productive year for NuCana.”

## Anticipated Milestones

- Acelarin® is NuCana's ProTide transformation of gemcitabine. Over the remainder of 2018 and in 2019, NuCana anticipates a number of data read-outs and milestones including:
  - Contingent on regulatory guidance and other factors, initiate a Phase III study of Acelarin combined with cisplatin as a first-line treatment for patients with advanced biliary tract cancer by the end of 2018.
  - Report interim data in 2019 from our ongoing Phase II study (PRO-105) of Acelarin for patients with platinum-resistant ovarian cancer.
  - Contingent on regulatory guidance and other factors, evaluate the initiation in 2019 of a Phase II/III study of Acelarin in combination with a platinum agent for patients with ovarian cancer.
  - Continue enrollment in the Phase III study (Acelarate) of Acelarin as a first-line treatment compared to gemcitabine for patients with metastatic pancreatic cancer. In October 2018, we reported that 152 patients had been enrolled in this study.
- NUC-3373 is NuCana's second ProTide in clinical development, a transformation of 5-fluorouracil (5-FU). In 2019, NuCana expects to:
  - Report initial data from the ongoing Phase Ib study (NuTide:302) of NUC-3373 in patients with advanced colorectal cancer in combination with other approved agents with which 5-FU is typically combined, including leucovorin, oxaliplatin and irinotecan.
  - Report additional data from the ongoing Phase I study (NuTide:301) of NUC-3373 in patients with advanced solid tumors.
  - Contingent on regulatory guidance and other factors, initiate a Phase II/III study of NUC-3373 in combination with other agents for patients with advanced colorectal cancer.
- NUC-7738 is NuCana's ProTide transformation of cordycepin, a novel nucleoside analog that has shown potent anti-cancer activity in preclinical studies across a range of different human cancer cell lines. Over the remainder of 2018 and in 2019, NuCana expects to:
  - Contingent on regulatory guidance and other factors, initiate a first-in-human Phase I clinical study (NuTide:701) of NUC-7738 for patients with solid tumors or lymphoma in 2018.
  - Report initial data from the NuTide:701 study in 2019.

## About NuCana plc

NuCana® is a clinical-stage biopharmaceutical company focused on significantly improving treatment outcomes for cancer patients by applying our ProTide™ technology to transform some of the most widely prescribed chemotherapy agents, nucleoside analogs, into more effective and safer medicines. While these conventional agents remain part of the standard of care for the treatment of many solid tumors, their efficacy is limited by cancer cell resistance mechanisms and they are often poorly tolerated. Utilizing our proprietary technology, we are developing new medicines, ProTides, designed to overcome key cancer resistance mechanisms and generate much higher concentrations of anti-cancer metabolites in cancer cells. Our most advanced ProTide candidates, Acelarin® and NUC-3373, are new chemical entities derived from the nucleoside analogs gemcitabine and 5-fluorouracil, respectively, two widely used chemotherapy agents. Acelarin is currently being evaluated in three clinical studies, including a Phase Ib study for patients with biliary tract cancer, a Phase II study for patients with ovarian cancer and a Phase III study for patients with pancreatic cancer. NUC-3373 is currently in a Phase I study for the potential treatment of a wide range of advanced solid tumors and a Phase Ib study for patients with advanced colorectal cancer.

## Forward-Looking Statements

This press release may contain “forward-looking” statements within the meaning of the Private Securities Litigation Reform Act of 1995 that are based on the beliefs and assumptions and on information currently available to management of NuCana plc (the “Company”). All statements other than statements of historical fact contained in this press release are forward-looking statements, including statements concerning our results of operations for the third quarter of 2018; the Company’s planned and ongoing clinical studies for the Company’s product candidates and the potential advantages of those product candidates, including Acelarin, NUC-3373 and NUC-7738; the initiation, enrollment, timing, progress, release of data from and results of those planned and ongoing clinical studies; and the utility of prior preclinical and clinical data in determining future clinical results. In some cases, you can identify forward-looking statements by terminology such as “may,” “will,” “should,” “expects,” “plans,” “anticipates,” “believes,” “estimates,” “predicts,” “potential” or “continue” or the negative of these terms or other comparable terminology. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company’s actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. These risks and uncertainties include, but are not limited to, the risks and uncertainties set forth in the “Risk Factors” section of the Company’s Annual Report on Form 20-F for the year ended December 31, 2017 filed with the Securities and Exchange Commission (“SEC”) on March 22, 2018, and subsequent reports that the Company files with the SEC. Forward-looking statements represent the Company’s beliefs and assumptions only as of the date of this press release. Although the Company believes that the expectations reflected in the forward-looking statements are reasonable, it cannot guarantee future results, levels of activity, performance or achievements. Except as required by law, the Company assumes no obligation to publicly update any forward-looking statements for any reason after the date of this press release to conform any of the forward-looking statements to actual results or to changes in its expectations.

## Unaudited Condensed Consolidated Statements of Operations

	For the three months ended September 30,		For the nine months ended September 30,	
	2018	2017	2018	2017
	(in thousands, except per share data) (unaudited)			
	£	£	£	£
Research and development expenses	(3,333)	(10,432)	(12,196)	(14,121)
Administrative expenses	(957)	(3,390)	(3,599)	(4,027)
Initial public offering related expenses	—	(728)	—	(1,794)
Net foreign exchange gains (losses)	706	(74)	1,765	(235)
<b>Operating loss</b>	<b>(3,584)</b>	<b>(14,624)</b>	<b>(14,030)</b>	<b>(20,177)</b>
Finance income	297	34	739	125
<b>Loss before tax</b>	<b>(3,287)</b>	<b>(14,590)</b>	<b>(13,291)</b>	<b>(20,052)</b>
Income tax credit	771	578	3,063	1,655
<b>Loss for the period</b>	<b>(2,516)</b>	<b>(14,012)</b>	<b>(10,228)</b>	<b>(18,397)</b>
Basic and diluted loss per share	(0.08)	(0.58)	(0.32)	(0.76)

**Unaudited Condensed Consolidated Statements of Financial Position**

	September 30, 2018	December 31, 2017
	(in thousands) (unaudited)	
	£	£
<b>Assets</b>		
<b>Non-current assets</b>		
Intangible assets	2,706	1,938
Property, plant and equipment	462	358
Deferred tax asset	26	81
	<u>3,194</u>	<u>2,377</u>
<b>Current assets</b>		
Prepayments, accrued income and other receivables	3,121	3,050
Current income tax receivable	5,438	4,225
Cash and cash equivalents	78,351	86,703
	<u>86,910</u>	<u>93,978</u>
<b>Total assets</b>	<u><u>90,104</u></u>	<u><u>96,355</u></u>
<b>Equity and liabilities</b>		
<b>Capital and reserves</b>		
Share capital and share premium	80,690	80,508
Other reserves	59,431	58,071
Accumulated deficit	(55,247)	(45,159)
<b>Total equity attributable to equity holders of the Company</b>	<u>84,874</u>	<u>93,420</u>
<b>Non-current liabilities</b>		
Provisions	26	18
<b>Current liabilities</b>		
Trade payables	2,537	1,120
Payroll taxes and social security	121	157
Accrued expenditure	2,546	1,640
	<u>5,204</u>	<u>2,917</u>
<b>Total liabilities</b>	<u>5,230</u>	<u>2,935</u>
<b>Total equity and liabilities</b>	<u><u>90,104</u></u>	<u><u>96,355</u></u>



**Unaudited Condensed Consolidated Statements of Cash Flows**

	For the nine months ended September 30,	
	2018	2017
	(in thousands) (unaudited)	
	£	£
<b>Cash flows from operating activities</b>		
Loss for the period	(10,228)	(18,397)
Adjustments for:		
Income tax credit	(3,063)	(1,655)
Amortization and depreciation	261	121
Finance income	(739)	(125)
Share-based payments	1,494	11,597
Initial public offering (IPO) related expenses	—	1,794
Net foreign exchange (gains) losses	(1,808)	190
	<u>(14,083)</u>	<u>(6,475)</u>
Movements in working capital:		
Increase in prepayments, accrued income and other receivables	(2)	(134)
Increase in trade payables	1,416	301
Increase in payroll taxes, social security and accrued expenditure	878	539
Movements in working capital	<u>2,292</u>	<u>706</u>
<b>Cash used in operations</b>	<b>(11,791)</b>	<b>(5,769)</b>
Net income tax credit received	1,905	242
<b>Net cash used in operating activities</b>	<b>(9,886)</b>	<b>(5,527)</b>
<b>Cash flows from investing activities</b>		
Interest received	694	140
Payments for property, plant and equipment	(205)	(369)
Payments for intangible assets	(928)	(559)
<b>Net cash used in investing activities</b>	<b>(439)</b>	<b>(788)</b>
<b>Cash flows from financing activities</b>		
IPO related expenses included in statement of operations	—	(1,104)
Proceeds from issue of share capital – exercise of share options	182	120
<b>Net cash from (used in) financing activities</b>	<b>182</b>	<b>(984)</b>
Net decrease in cash and cash equivalents	(10,143)	(7,299)
<b>Cash and cash equivalents at beginning of period</b>	<b>86,703</b>	<b>19,990</b>
Foreign currency translation differences	1,791	(9)
<b>Cash and cash equivalents at end of period</b>	<b>78,351</b>	<b>12,682</b>

---

For more information, please contact:

NuCana plc  
Hugh S. Griffith  
Chief Executive Officer  
+44 131 357 1111  
[info@nucana.com](mailto:info@nucana.com)

Westwicke Partners  
Chris Brinzey  
+1 339-970-2843  
[Chris.brinzey@westwicke.com](mailto:Chris.brinzey@westwicke.com)

RooneyPartners  
Marion Janic  
+1 212-223-4017  
[mjanic@rooneyco.com](mailto:mjanic@rooneyco.com)