

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

CADUS CORP

Form: 10-K

Date Filed: 2017-03-31

Corporate Issuer CIK: 911148

FORM 10-K
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

For the fiscal year ended December 31, 2016

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 0-28674

CADUS CORPORATION
(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

13-3660391

(I.R.S. Employer Identification No.)

767 Fifth Avenue
New York, New York

(Address of principal executive offices)

10153

(Zip Code)

Company's telephone number, including area code: (212) 702-4300

Securities registered pursuant to Section 12(b) of the Act: None

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

Common Stock, \$0.01 per share
(Title of Class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act of 1933. Yes: No:

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934. Yes: No:

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: No:

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes: No:

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12-b-2 of the Exchange Act). (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

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

As of June 30, 2016, the aggregate market value of the registrant's voting common equity held by non-affiliates was \$10,752,755.04.

Number of shares outstanding of each class of Common Stock, as of March 15, 2017: 26,288,080 shares.

Special Note Regarding Forward Looking Statements

Certain statements in this Annual Report on Form 10-K constitute "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, as amended. All statements other than statements of historical fact are "forward-looking statements" for purposes of federal and state securities laws, including any projections or expectations of earnings, revenue, financial performance, liquidity and capital resources or other financial items; any statement of the Company's plans, strategies and objectives for the Company's future operations; any statements regarding future economic conditions or performance; any statements of belief; and any statements of assumption underlying any of the foregoing. Forward-looking statements may include the words "may," "will," "should," "could," "would," "predicts," "potential," "continue," "expects," "anticipates," "future," "intends," "plans," "believes," "estimates" and other similar words. Although the Company believes that the expectations reflected in the Company's forward-looking statements are reasonable, such forward-looking statements involve known and unknown risks, uncertainties, and other factors which may cause the actual results, performance, or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, risks and uncertainties relating to the Company's ability to acquire residential homes or land for renovation or construction and resale, the Company's ability to engage contractors to perform such renovation and construction, the Company's ability to sell such renovated or new homes at a profit, the Company's ability to acquire or invest in other businesses or assets, the Company's capital needs and uncertainty of future funding, as well as other risks and uncertainties discussed in the Risk Factors section in Item 1A of this Annual Report on Form 10-K. The forward-looking statements made in this Annual Report on Form 10-K are made only as of the date hereof and the Company does not have or undertake any obligation to publicly update any forward-looking statements to reflect subsequent events or circumstances unless otherwise required by law.

PART I

Item 1. Business.

General

Cadus Corporation ("Cadus") was incorporated under the laws of the State of Delaware in January 1992 and initially devoted substantially all of its resources to the development and application of novel yeast-based and other drug discovery technologies. Cadus no longer seeks to develop, maintain or license its drug discovery technologies. Beginning in the fourth quarter of 2013, Cadus began to explore opportunities to profit from purchasing land and residential homes for construction or renovation and resale in areas of the United States where there may be increases in real estate value. Cadus then formed directly or indirectly wholly-owned subsidiaries (such subsidiaries together with Cadus Technologies, Inc. which holds the intellectual property associated with the Company's prior business, the "Subsidiaries," and Cadus together with its Subsidiaries, the "Company") through which it would purchase individual homes and individual residential lots for purposes of renovation or construction and resale. Cadus' corporate web site may be found at www.caduscorp.com.

The Company has predominantly concentrated its real estate acquisition, renovation and construction activities in south Florida. The Company bought its first residential properties in Florida in February 2014. As of March 15, 2017, the Company had purchased and continued to own twelve single-family residential zoned properties in Miami-Dade County, Florida. The majority of the properties are waterfront properties. In addition, the Company has purchased and continues to own an approximately one-acre single-family residential zoned vacant lot in East Hampton, New York.

Of its twelve properties in Miami-Dade County, ten are slated for the construction of new single-family homes, although certain of these properties may be sold without undertaking construction, and two properties have been renovated.

The Company conducted a rights offering for the issuance of up to 13,144,040 shares of its common stock pursuant to its S-1 filing with the Securities and Exchange Commission that became effective April 28, 2014. In connection with the rights offering, the Company distributed to the holders of its common stock non-transferable subscription rights to purchase up to 13,144,040 shares of its common stock at \$1.53 per share. Effective June 6, 2014, all 13,144,040 shares available in the offering were subscribed and the company received gross proceeds of \$20,110,381 less offering costs of approximately \$263,300. The Company is using the proceeds from the offering for, among other things, the acquisition, renovation, and construction of properties as well as for maintenance, property tax and other costs connected with its inventory of properties.

Depending on the availability of transactions acceptable to Cadus, all of Cadus' available cash may be utilized, and Cadus may seek debt or equity financing. Although no such acquisitions or investments are currently contemplated, Cadus may also consider other acquisitions or investments in various industries.

Industry Overview and Current Market Conditions

The sale of homes has been and will likely remain a large industry in the United States for four primary reasons: historical growth in both population and households, demographic patterns that indicate an increased likelihood of home ownership as age and income increase, job creation within geographic markets that necessitate new home construction or the renovation of existing homes, and consumer demand for home features in new or renovated homes.

In any year, the demand for homes is closely tied to job growth, the availability and cost of mortgage financing, the supply of new and existing homes for sale and, importantly, consumer confidence. Consumer confidence is perhaps the most important of these demand variables and is the hardest one to predict accurately because it is a function of, among other things, consumers' views of their employment and income prospects, recent and likely future home price trends, localized new and existing home inventory, the level of current and near-term interest and mortgage rates, the availability of consumer credit, valuations in stock and bond markets, and other geopolitical factors. In general, high levels of employment, significant affordability and low new home and resale home inventories contribute to a strong and growing home renovation and homebuilding market environment.

While the Company believes that long-term fundamentals for home renovation and new home construction remain intact, it does not believe market conditions in Miami-Dade County, Florida are currently favorable for sellers of residential properties. This assessment is based upon a review of recent comparisons of listed prices for properties in the county and the prices at which they actually sell, the prevalence of price reductions for listed homes, the length of time properties remain on the market, and feedback received from local brokers. In addition, the Company is seeing a rise in construction costs.

Property Acquisition

In connection with the Company's program to purchase residential properties for purposes of renovation or construction and resale, as of March 15, 2017, the Company has purchased for an aggregate original purchase price of approximately \$29.9 million, and continues to own, through two indirect wholly-owned subsidiaries, twelve residential properties in Miami-Dade County, Florida and one residential property in East Hampton, New York. Of the properties in Miami-Dade County, when purchased, eight properties had existing homes on them and three properties were vacant lots (one of which, 700 88th Street, Surfside, Florida) was subsequently subdivided into two equal lots). The Company does not currently intend to purchase additional properties until it has sold sufficient properties from its existing inventory of properties. To date, with the exception of the East Hampton property, the Company has concentrated its real estate activities in Miami-Dade County, Florida.

Demolition, Construction and Renovation

When individual homes are purchased, Cadus intends, as appropriate, to renovate them for resale or to demolish them for new home construction. When vacant lots are purchased, Cadus intends to construct new homes on them. In some cases, the Company may resell acquired land without undertaking construction.

As of March 15, 2017, the Company's existing inventory or properties consisted of twelve residential properties in Miami-Dade County, Florida and one property in East Hampton, New York at the following addresses: (i) 700 88th Street, Surfside, FL 33154; (ii) 88th Street, Surfside, FL 33154 (this lot currently does not have its own street address, but has a folio number); (iii) 1420 Biscaya Drive, Surfside, FL 33154; (iv) 1211 Stillwater Drive, Miami Beach, FL 33141; (v) 2535 Shelter Avenue, Miami Beach, FL 33140; (vi) 2555 Shelter Avenue, Miami Beach, FL 33140; (vii) 11400 N. Bayshore Drive, North Miami, FL 33181; (viii) 11404 N. Bay Shore Drive, North Miami, FL 33181; (ix) 241 Atlantic Isle, Sunny Isles Beach, FL 33160 and the adjacent island which has its own folio number; (x) 18970 North Bay Road, Sunny Isles Beach, FL 33160; (xi) 3506 Main Lodge Drive, Coconut Grove, FL 33133; (xii) 3437 N. Moorings Way, Miami, FL 33133; and (xiii) 65 East Hollow Road, East Hampton, NY 11937. As of that date, all were vacant lots, except for two properties where the renovation of the existing homes have been completed and except for one of the properties where a home is under construction, and a number of properties had been listed for sale.

The Company engaged the architectural firm of Max Strang Architecture, Inc. for schematic designs (including floor plans, design renderings and construction budgets), which they completed, and other architectural services with respect to homes to be built on the Company's current Florida properties. Renderings of proposed construction on certain of the Company's properties may be found at the Company's web site: www.caduscorp.com. As the Company sells homes into the market, its plan, depending on market conditions, is to begin construction on spec or custom homes on other of its properties.

Competition

The business of developing and selling residential properties is highly competitive and fragmented. The Company's long-term success depends on its ability to acquire at reasonable prices existing residential properties suitable for renovation or construction and resale. The acquisition of residential homes and lots for renovation or construction and resale is highly competitive. In addition, the Company anticipates that it will compete for residential sales on the basis of a number of interrelated factors, including location, reputation, amenities, design, quality and price, with numerous large and small homebuilders, including some homebuilders with nationwide operations and much greater financial resources and/or lower costs than the Company. The Company will also compete for residential sales with individual resales of existing homes and available rental housing.

Brokerage Services Provided by Bayswater Brokerage Florida LLC

Bayswater Brokerage Florida LLC ("Bayswater") provides brokerage services to the Company. Carl C. Icahn, the controlling shareholder of Cadus, is also indirectly the principal shareholder of Bayswater; Jack Wasserman, a director and the lead independent director of Cadus is a director of Bayswater's indirect parent; and Hunter C. Gary, a director and President and Chief Executive Officer of Cadus, is a Senior Vice President of Bayswater's indirect parent and Vice President, Secretary and Treasurer of Bayswater. Barberry Corp., of which Carl Icahn is the sole shareholder, is a significant shareholder of Cadus. Pursuant to an agreement between Barberry Corp. and Cadus, to the extent Bayswater receives any compensation for such brokerage services, Barberry Corp. makes capital contributions to Cadus for the full amount of any such compensation received by Bayswater. Barberry Corp. is not issued stock of the Company or given other consideration in connection with any such capital contributions.

Employees

The Company currently has no full-time employees and its only employee is Hunter C. Gary, the President and Chief Executive Officer of Cadus. Under his employment agreement with Cadus, Mr. Gary is required to devote such time as may be required by Cadus' Board of Directors to perform his duties and responsibilities. David Blitz, the Treasurer and Secretary of Cadus, is not an employee of the Company, and is serving under a consulting arrangement. The Company intends to hire employees as required in connection with the growth of its real estate activities.

Patents

As of March 1, 2017, Cadus Technologies, Inc., Cadus' wholly-owned subsidiary, is the assignee of two issued U.S. patents covering aspects of its yeast technology. The Company has not received any revenues from the licensing of its patents since 2010 and has not entered into a new license for its patents since 2000. The Company no longer maintains or seeks to license its patents.

Item 1A. Risk Factors.

An investment in the shares of Cadus' common stock involves a high degree of risk. Accordingly, investors and prospective investors should consider carefully the following risk factors, as well as all other information contained in this Annual Report on Form 10-K, in connection with investments in shares of Cadus' common stock.

The Company is implementing a new business plan.

The Company has decided not to maintain or seek to license or sell its drug discovery technologies. The Company has determined that it will seek to purchase individual homes or individual residential lots for purposes of renovation or construction and resale. The Company has very limited operating experience in this business and the Company's limited operating history makes it difficult to predict the long-term success of its business model. In addition, because of the Company's new business plan, the Company's historical performance is not a meaningful indicator of future results.

Uncertainty of Future Profitability

The Company's ability to generate revenues and become profitable is dependent in large part on the ability of the Company to acquire residential homes and lots, renovate existing homes or construct new ones and sell them at a profit. There can be no assurance that the Company will be able to do so or that the Company will ever achieve profitability.

Inability to Identify and Consummate Acquisitions or Investments

Although the Company intends to engage in the purchase and renovation of existing homes for resale and the purchase of land and the building of residential homes on such land for sale, the Company is also seeking to acquire or invest in companies or income producing assets. To date the Company has not been able to identify and consummate an appropriate acquisition or investment in companies or income producing assets and there can be no assurance that it will do so. There also can be no assurance that acquisitions or investments by the Company will be profitable.

The Company's long-term success depends on its ability to acquire at reasonable prices existing residential properties suitable for renovation or construction and resale.

The acquisition of residential homes and lots for renovation or construction and resale is highly competitive and the risk inherent in purchasing and renovating or constructing such properties increases as consumer demand for housing increases. The availability of existing residential properties, finished and partially finished developed lots and undeveloped land for purchase that meet the Company's investment criteria depends on a number of factors outside the Company's control, including residential housing and land availability in general, competition with other homebuilders and land and home buyers, inflation in land and home prices, zoning, allowable housing density, the ability to obtain building permits and other regulatory requirements. Should suitable residential homes, lots or land become less available, the number of homes the Company may be able to renovate or build and sell could be reduced, and the cost of existing homes or land could be increased, perhaps substantially, which could adversely impact the Company's results of operations.

As competition for suitable homes and land increases, the cost of acquiring existing homes and finished and undeveloped lots and the cost of renovating or constructing homes could rise and the availability of suitable homes and land at acceptable prices may decline, which could adversely impact the Company's financial results. The availability of suitable homes and land assets could also affect the success of the Company's residential homes and land acquisition strategy, which may impact the Company's ability to increase the number of properties that it has for sale, to grow the Company's revenues and margins, and to achieve or maintain profitability.

The market value of the Company's land and/or homes may decline, leading to impairments and reduced profitability.

The Company intends to regularly acquire residential homes and land for replacement and expansion of inventory within the Company's existing or new markets. The market value of land, building lots and housing inventories can fluctuate significantly as a result of changing market conditions and the measures the Company employs to manage inventory risk may not be adequate to insulate its operations from a severe drop in inventory values. When market conditions are such that real estate values are not appreciating, previously entered into option agreements may become less desirable, at which time the Company may elect to forgo deposits and preacquisition costs and terminate the agreements. In a situation of adverse market conditions, the Company may incur impairment charges or have to sell its real estate inventory at a loss which would adversely affect its financial condition, results of operations and stockholders' equity and its ability to comply with covenants in any future debt instruments linked to tangible net worth.

The Company's home sales and operating revenues could decline due to macro-economic and other factors outside of its control, such as changes in consumer confidence, declines in employment levels, changes in mortgage interest rates, changes in tax laws and rates and increases in the quantity and decreases in the prices of new homes and resale homes in the market.

Changes in international, national and regional economic conditions, as well as local economic conditions where the Company conducts its operations and where prospective purchasers of its homes currently live, may result in more caution on the part of homebuyers and, consequently, fewer home purchases. These economic uncertainties involve, among other things, conditions of supply and demand in local markets and changes in consumer confidence and income, employment levels, changes in mortgage interest rates, changes in tax laws and rates, and government regulations. These risks and uncertainties could periodically have an adverse effect on consumer demand for and the pricing of the Company's homes, which could cause the Company's operating revenues and profitability to decline. Such reductions in the Company's revenues and profitability could, in turn, negatively affect the market price of the Company's securities.

Increases in the cost of labor or materials could have a material adverse effect on the Company's business.

Any increase in the cost of labor or materials could increase construction costs and have a material adverse effect on the Company's business.

Our geographic concentration could materially and adversely affect us if sales of new homes and resale homes in Florida should experience a decline.

The Company currently intends to concentrate its real estate acquisition, renovation and construction activities in Florida. A prolonged economic downturn in the future in Florida could have a material adverse effect on our business, prospects, liquidity, financial condition and results of operations, and a disproportionately greater impact on us than other homebuilders with more diversified operations.

Moreover, certain insurance companies doing business in Florida have restricted, curtailed or suspended the issuance of homeowners' insurance policies on single-family homes. This has both reduced the availability of hurricane and other types of natural disaster insurance in Florida, in general, and increased the cost of such insurance to prospective purchasers of homes in Florida. Mortgage financing for a new home is conditioned, among other things, on the availability of adequate homeowners' insurance. There can be no assurance that homeowners' insurance will be available or affordable to prospective purchasers of our homes offered for sale in the Florida market. Long-term restrictions on, or unavailability of, homeowners' insurance in the Florida market could have an adverse effect on the homebuilding industry in that market in general, and on our business within the market in particular.

The homebuilding industry is cyclical. A severe downturn in the industry, as recently experienced, could adversely affect the Company's business, results of operations and stockholders' equity.

During periods of downturn in the industry, housing markets across the United States may experience an oversupply of both new and resale home inventory, an increase in foreclosures, reduced levels of consumer demand for new homes, increased cancellation rates, aggressive price competition among homebuilders and increased incentives for home sales. In the event of a downturn, the Company may temporarily experience a material reduction in revenues and margins. Continued weakness in the homebuilding market could adversely affect the Company's business, results of operations and stockholders' equity as compared to prior periods and could result in additional inventory impairments in the future.

The Company will be dependent on the continued availability and satisfactory performance of its general contractors and their subcontractors, which, if unavailable, could have a material adverse effect on the Company's business.

The Company will conduct its renovation and construction operations through one or more general contractors and their respective subcontractors. As a consequence, the Company will depend on the continued availability of and satisfactory performance by its general contractors and their respective subcontractors for the renovation and constructions of its homes. There may not be sufficient availability of and satisfactory performance by these general contractors and subcontractors in the markets in which the Company operates. In addition, inadequate subcontractor resources could have a material adverse effect on the Company's business.

The Company will be dependent on the services of certain key employees, and the loss of their services could hurt its business.

The Company's future success will depend upon its ability to attract, train, assimilate and retain skilled personnel. If the Company is unable to retain key employees or attract, train, assimilate or retain other skilled personnel in the future, it could hinder its business strategy and impose additional costs of identifying and training new individuals. The Company anticipates that competition for qualified personnel in its operating markets will be intense.

Loans obtained by the Company may impose significant restrictions and obligations on the Company. Restrictions on the Company's ability to borrow could adversely affect its liquidity. In addition, any substantial indebtedness could adversely affect the Company's financial condition, limit its growth and make it more difficult for the Company to satisfy its debt obligations.

Any secured or unsecured indebtedness or revolving credit or letter of credit facilities obtained by the Company will impose certain restrictions and obligations on the Company. Under certain of these instruments, the Company may be required to comply with defined covenants which limit the Company's ability to, among other things, incur additional indebtedness, engage in certain asset sales, make certain types of restricted payments, engage in transactions with affiliates and create liens on assets of the Company. Failure to comply with certain of these covenants could result in an event of default under the applicable instrument. Any such event of default could negatively impact other covenants or lead to cross defaults under other debt of the Company. In such cases, there can be no assurance that the Company will be able to obtain any waivers or amendments that may become necessary in the event of a future default situation without significant additional cost or at all.

Any substantial indebtedness of the Company could have important consequences to it and the holders of its securities, including, among other things:

- causing the Company to be unable to satisfy its obligations under its debt agreements;
- making the Company more vulnerable to adverse general economic and industry conditions;
- making it difficult to fund future working capital, home and land purchases, renovation and construction, general corporate purposes or other purposes; and
- causing the Company to be limited in its flexibility in planning for, or reacting to, changes in its business.

In addition, subject to restrictions in its debt instruments, the Company may incur additional indebtedness. If new debt is added to the Company's then current debt levels, the related risks that the Company then faces could intensify. The Company's growth plans and its ability to make payments of principal or interest on, or to refinance, its indebtedness, will depend on its future operating performance and its ability to enter into additional debt and/or equity financings. If the Company is unable to generate sufficient cash flows in the future to service its debt, it may be required to refinance all or a portion of its then existing debt, to sell assets or to obtain additional financing. The Company may not be able to do any of the foregoing on terms acceptable to the Company, if at all.

A substantial increase in short-term and/or long-term mortgage interest rates, the unavailability of mortgage financing or a change in tax laws regarding the deductibility of mortgage interest may reduce consumer demand for the Company's homes.

Purchasers of the Company's homes may finance their acquisition with mortgage financing. Housing demand is adversely affected by reduced availability of mortgage financing and factors that increase the upfront or monthly cost of financing a home such as increases in interest rates, insurance premiums, or limitations on mortgage interest deductibility. The recent decrease in the willingness and ability of lenders to make home mortgage loans, the tightening of lending standards and the limitation of financing product options, have made it more difficult for homebuyers to obtain acceptable financing. Any substantial increase in short-term and/or long-term mortgage interest rates or unavailability of mortgage financing may adversely affect the ability of prospective homebuyers to obtain financing for the Company's homes, as well as adversely affect the ability of prospective homebuyers to sell their current homes. A disruption in the credit markets and/or the curtailed availability of mortgage financing may adversely affect the Company's business, financial condition, results of operations and cash flows.

If the Company is unsuccessful in competing against its homebuilding competitors, any future market share of the Company could decline or the Company's growth could be impaired and, as a result, the Company's financial results could suffer.

Competition in the homebuilding industry is intense, there are relatively low barriers to entry into this business, and we may not be able to compete successfully. Increased competition could hurt the Company's business, as it could prevent the Company from acquiring existing homes or parcels of land on which to build homes or make such acquisitions more expensive, hinder the Company's market share expansion, and lead to pricing pressures on its homes that may adversely impact its margins and revenues. If the Company is unable to successfully compete, its financial results could suffer and the value of, or its ability to service, any of its indebtedness could be adversely affected. The Company's competitors may independently renovate existing homes or construct new homes that are superior or substantially similar to the Company's products. Furthermore, a number of the anticipated competitors of the Company will have substantially greater financial resources and lower costs of funds than will the Company. Many of these competitors will also have longstanding relationships with subcontractors and suppliers in the markets in which the Company operates.

The Company could experience a reduction in home sales and revenues or reduced cash flows due to its inability to acquire existing homes or finished lots or undeveloped land for renovation or construction, if it is unable to obtain reasonably priced financing to support its homebuilding activities.

The homebuilding industry is capital intensive, and homebuilding requires significant up-front expenditures to acquire existing homes or land and to begin development. Accordingly, the Company will seek equity or debt financing from a variety of potential sources, including lender financing and/or securities offerings. The availability of borrowed funds, especially for construction financing and existing home or land acquisition, may be greatly reduced nationally, and the lending community may require increased amounts of equity to be invested in a project by borrowers in connection with both new loans and the extension of existing loans. The credit and capital markets have recently experienced significant volatility. If the Company is required to seek additional financing to fund its operations, continued volatility in these markets may restrict the Company's flexibility to access such financing. If the Company is not successful in obtaining sufficient financing to fund its planned capital and other expenditures, it may be unable to acquire existing homes or land for its homebuilding activities. Additionally, if the Company cannot obtain financing to fund the purchase of real estate properties under contracts entered into by the Company, the Company may lose deposits or otherwise incur contractual penalties and fees.

The Company is subject to government regulation which could cause it to incur significant liabilities or restrict its business activities.

Regulatory requirements could cause the Company to incur significant liabilities and operating expenses and could restrict its business activities. The Company is subject to local, state and federal statutes and rules regulating, among other things, certain developmental matters, building and site design, and matters concerning the protection of health and the environment. The Company's operating expenses may be increased by governmental regulations such as building permit allocation ordinances and impact and other fees and taxes, which may be imposed to defray the cost of providing certain governmental services and improvements. Any delay or refusal from government agencies to grant the Company necessary licenses, permits and approvals could have an adverse effect on its operations.

The Company may incur additional operating expenses due to compliance programs or fines, penalties and remediation costs pertaining to environmental regulations.

The Company is subject to a variety of local, state and federal statutes, ordinances, rules and regulations concerning the protection of health and the environment. The particular environmental laws which apply vary greatly according to the location of the site, the site's environmental conditions and the present and former use of the site. Environmental laws may result in delays, may cause the Company to implement time consuming and expensive compliance programs and may prohibit or severely restrict development or construction in certain environmentally sensitive regions or areas. From time to time, the United States Environmental Protection Agency (EPA) and similar federal or state agencies review homebuilders' compliance with environmental laws and may levy fines and penalties for failure to strictly comply with applicable environmental laws or impose additional requirements for future compliance as a result of past failures. Any such actions taken with respect to the Company may increase the Company's costs. Further, the Company expects that increasingly stringent requirements will be imposed on homebuilders in the future. Environmental regulations can also have an adverse impact on the availability and price of certain raw materials such as lumber.

The Company may be subject to significant potential liabilities as a result of construction defect, product liability and warranty claims made against it.

As a homebuilder, the Company will be subject to construction defect, product liability and home warranty claims, including moisture intrusion and related claims, arising in the ordinary course of business. These claims are common to the homebuilding industry and can be costly.

With respect to certain general liability exposures, including construction defect claims, product liability claims and related claims, interpretation of underlying current and future trends, assessment of claims and the related liability and reserve estimation process is highly judgmental due to the complex nature of these exposures, with each exposure exhibiting unique circumstances. Furthermore, once claims are asserted for construction defects, it can be difficult to determine the extent to which the assertion of these claims will expand geographically.

The Company's operating expenses could increase if it were required to pay higher insurance premiums or litigation costs for various claims, which could cause the Company's net income to decline.

The costs of insuring against construction defects, product liability claims and claims against directors and officers are substantial. Increasingly in recent years, lawsuits (including class action lawsuits) have been filed against builders, asserting claims of personal injury and property damage. Insurance obtained by the Company may not cover all of the claims, including personal injury claims, or such coverage may become prohibitively expensive. If the Company is not able to obtain adequate insurance against these claims, the Company may experience losses that could reduce its net income and restrict its cash flow available to service debt.

Historically, builders have recovered from general contractors, subcontractors and insurance carriers a significant portion of the construction defect liabilities and costs of defense that the builders have incurred. Insurance coverage available to general contractors and subcontractors for construction defects is becoming increasingly expensive, and the scope of coverage is restricted. If the Company cannot effectively recover from its general contractors or their respective subcontractors or their carriers, it may suffer greater losses which could decrease its net income.

A builder's ability to recover against any available insurance policy depends upon the continued solvency and financial strength of the insurance carrier that issued the policy. Many states have lengthy statutes of limitations applicable to claims for construction defects. To the extent that any carrier providing insurance coverage to the Company or its general contractors or their respective subcontractors becomes insolvent or experiences financial difficulty in the future, the Company may be unable to recover on those policies, and its net income may decline.

The Company may experience fluctuations and variability in its operating results and, as a result, its historical performance may not be a meaningful indicator of future results.

The Company expects to experience variability in home sales and net earnings. As a result of such variability, the Company's historical performance may not be a meaningful indicator of future results. The Company's results of operations may fluctuate in the future as a result of a variety of both national and local factors, including, among others:

- the timing of real estate acquisitions and home closings;
- the Company's ability to continue to acquire additional properties for renovation or construction or to secure contracts to acquire additional properties on acceptable terms;
- conditions of the real estate market in areas where the Company operates and of the general economy;
- raw material and labor shortages;
- seasonal home buying patterns; and
- other changes in operating expenses, including the cost of labor and raw materials, personnel and general economic conditions.

The occurrence of natural disasters could increase the Company's operating expenses and reduce its revenues and cash flows.

The climates and geology of states in which the Company operates may present increased risks of natural disasters. To the extent that hurricanes, severe storms, earthquakes, droughts, floods, wildfires or other natural disasters or similar events occur, the Company's homes under renovation or construction or the Company's building lots could be damaged or destroyed, which may result in losses exceeding the Company's insurance coverage. Any of these events could increase the Company's operating expenses, impair its cash flows and reduce its revenues, which could, in turn, negatively affect the market price of the Company's securities.

Terrorist attacks against the United States or increased domestic or international instability could have an adverse effect on the Company's operations.

Adverse developments in the war on terrorism, terrorist attacks against the United States, or any outbreak or escalation of hostilities between the United States and any foreign power, may cause disruption to the economy, the Company, its employees and its customers, which could adversely affect the Company's revenues, operating expenses, and financial condition.

History of Operating Losses

The Company has incurred operating losses in each year since its inception with the exception of 2002. At December 31, 2016, the Company had an accumulated deficit of approximately \$39.3 million. The Company's losses have resulted principally from costs incurred in connection with its previous research and development activities, its current real estate activities and from general and administrative costs associated with the Company's operations. These costs have exceeded the Company's revenues and interest income.

Uncertainty of Utilization of Operating Loss and Research and Development Credit Carryforwards.

The Company had a net operating loss carryforward of approximately \$21.4 million and a research and development credit carryforward of approximately \$1.5 million at December 31, 2016. These net operating loss carryforwards and the research and development credit carryforward expire in various years from 2018 to 2036. The Company's ability to utilize such net operating loss and research and development credit carryforwards for income tax savings is subject to certain conditions and may be subject to certain limitations in the future due to ownership changes, if any, as defined by rules enacted with the Tax Reform Act of 1986. As such, there can be no assurance that the Company will be able to utilize such carryforwards.

Uncertainty of Access to Capital

There can be no assurance that additional funding, if necessary, will be available on favorable terms, if at all.

Control by Existing Stockholders; Concentration of Stock Ownership

Carl C. Icahn beneficially owns, as of March 15, 2017, approximately 67.81% of the outstanding shares of Common Stock. As a result, Mr. Icahn, acting alone, will be able to control most matters requiring approval by the stockholders of the Company, including the election of directors, the adoption of charter amendments, and the approval of mergers and other extraordinary corporate transactions. Such a concentration of ownership may have the effect of delaying or preventing a change in control of the Company, including transactions in which stockholders might otherwise receive a premium for their shares over then current market prices.

Anti-Takeover Effect of Delaware Corporate Law

Certain provisions of the Delaware corporate law may have the effect of deterring hostile takeovers or delaying or preventing changes in the control or management of the Company, including transactions in which stockholders might otherwise receive a premium for their shares over the then current market prices.

The Company's stock price is volatile and could decline.

The securities markets in general and the Company's common stock in particular have experienced significant price and volume volatility over the past few years. The market price and volume of the Company's common stock may continue to experience significant fluctuations due not only to general stock market conditions but also to a change in sentiment in the market regarding the Company's industry, operations or business prospects. In addition to the other risk factors discussed in this section, the price and volume volatility of the Company's common stock may be affected by:

- operating results that vary from the expectations of securities analysts and investors;
- factors influencing home purchases, such as availability of home mortgage loans and interest rates, credit criteria applicable to prospective borrowers, ability to sell existing residences, and homebuyer sentiment in general;
- the operating and securities price performance of companies that investors consider comparable to the Company;
- announcements of strategic developments, acquisitions and other material events by the Company or its competitors;
- changes in government regulations applicable to our business; and
- changes in global financial markets and global economies and general market conditions, such as interest rates, commodity and equity prices and the value of financial assets.

The Company's ability to raise funds through the issuance of equity or otherwise use its common stock as consideration is impacted by the price of its common stock. A low stock price may adversely impact the Company's ability to reduce its financial leverage, as measured by the ratio of total debt to total capital. High levels of leverage or significant increases may adversely affect the Company's credit ratings and make it more difficult for the Company to access additional capital. These factors may limit the Company's ability to implement its operating and growth plans.

Absence of Dividends

The Company has not paid any dividends on its Common Stock and does not anticipate paying dividends in the foreseeable future.

We Have a Limited Trading Market

There is a limited public trading market for our common stock on the over-the-counter bulletin board. We cannot assure you that a regular trading market for our common stock will ever develop or that, if developed, it will be sustained. Because of our limited public trading market, the market price for our common stock could be highly volatile and, accordingly, substantial fluctuations in the price of our common stock could limit the ability of our current stockholders to sell their shares at a favorable price.

If we ever become delinquent with the filing of our reports with the SEC, Rule 144 will no longer be available until and unless we become current.

Rule 144 provides, as indicated above, that sales of securities of Cadus may be made pursuant thereto only if Cadus has filed all relevant periodic reports that it is required to file. If we become delinquent with our SEC reports, any holders of restricted securities will not be able to sell pursuant to Rule 144 until, if ever, the Company becomes current for purposes of Rule 144. No assurance can be made that the Company will be able to remain current with its reports.

Item 1B. Unresolved Staff Comments.

We have not received any written comments regarding our periodic or current reports from the staff of the SEC that were issued 180 days or more preceding the end of our 2016 fiscal year and that remain unresolved.

Item 2. Properties.

As part of the Company's program to purchase individual homes or individual residential lots in the United States, with a focus currently on Florida, for purposes of renovation or construction and resale, Cadus currently owns through an indirect wholly-owned subsidiary, twelve residential properties in Miami-Dade County, Florida and one property in East Hampton, New York at the following addresses: (i) 700 88th Street, Surfside, FL 33154 (first of two vacant lots located at this address); (ii) 700 88th Street, Surfside, FL 33154 (second of two vacant lots located at this address; this lot currently does not have its own street address, but has a folio number); (iii) 1420 Biscaya Drive, Surfside, FL 33154; (iv) 1211 Stillwater Drive, Miami Beach, FL 33141; (v) 2535 Shelter Avenue, Miami Beach, FL 33140; (vi) 2555 Shelter Avenue, Miami Beach, FL 33140; (vii) 11400 N. Bayshore Drive, North Miami, FL 33181; (viii) 11404 N. Bay Shore Drive, North Miami, FL 33181; (ix) 241 Atlantic Isle, Sunny Isles Beach, FL 33160; (x) 18970 North Bay Road, Sunny Isles Beach, FL 33160; (xi) 3506 Main Lodge Drive, Coconut Grove, FL 33133; (xii) 3437 N. Moorings Way, Miami, FL 33133; and (xiii) 65 East Hollow Road, East Hampton, NY 11937. Cadus had leased storage space on a month-to-month basis in Tarrytown, New York since 1999, vacated the premises on February 29, 2016 and terminated the lease effective as of March 1, 2016.

Item 3. Legal Proceedings.

On March 11, 2014, Cadus's subsidiary, MB 2013 LLC, took title to real property located at 1211 Stillwater Drive, Miami Beach, Florida 33141 (the "Stillwater Drive Property"). On March 16, 2017, it was discovered that the Stillwater Drive Property had been transferred to a third party named Valexia Lazaro Santana via the issuance of a fraudulent deed dated September 29, 2016 and recorded on October 4, 2016. Subsequent to the fraudulent transfer, a mortgage was placed on the Stillwater Property in the amount of \$300,000.00. Cadus has notified the local Property Appraiser's Office of such illegal transaction and has been in contact with the Economic Crimes Bureau for the Miami-Dade Police Department and the underlying lender. Cadus also recorded an Affidavit of Fraudulent Deed in the public records for Miami-Dade County for the purpose of placing all other potential parties on notice of the illegal transaction and on March 27, 2017 filed a quiet title action to set aside the transaction and to revert title back to MB 2013 LLC. Such action is pending in the Circuit Court for the 11th Judicial Circuit in and for Miami-Dade County, Florida. The parties named in such action as defendants are Valexis Lazaro Santana, 1211 Stillwater, LLC, a Florida limited liability company, Franklin Mortgage Holdings, LLC, a Delaware limited liability company, and Franklin Mortgage Holdings, Inc., a Delaware corporation. Based on the facts known to date, Cadus believes that it will prevail in such action and that the possibility of any potential loss is remote.

Item 4. Mine Safety Disclosures.

Not applicable.

PART II**Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.**

Cadus' common stock, \$.01 par value per share (the "Common Stock"), was traded on the Nasdaq National Market under the symbol KDUS until September 27, 1999 when it was delisted and then was traded on the over-the-counter bulletin board under the symbol KDUS.OB. Cadus' Common Stock is currently traded on the OTCQB Marketplace operated by the OTC Markets Group, Inc., or OTCQB, under the symbol KDUS. The table below sets forth the high and low sales price per share of the Common Stock for the periods indicated, as reported by the OTCQB Marketplace.

Fiscal Year 2016	High	Low
First quarter ended March 31, 2016	\$ 1.23	\$ 0.95
Second quarter ended June 30, 2016	\$ 1.10	\$ 0.98
Third quarter ended September 30, 2016	\$ 1.10	\$ 0.96
Fourth quarter ended December 31, 2016	\$ 1.07	\$ 0.84

Fiscal Year 2015	High	Low
First quarter ended March 31, 2015	\$ 1.47	\$ 1.28
Second quarter ended June 30, 2015	\$ 1.65	\$ 1.33
Third quarter ended September 30, 2015	\$ 1.33	\$ 1.00
Fourth quarter ended December 31, 2015	\$ 1.38	\$ 1.09

As of March 15, 2017, there were approximately 46 holders of record of Cadus' Common Stock.

Cadus has not declared or paid any cash dividends on its Common Stock during the past two fiscal years and does not anticipate paying any such dividends in the foreseeable future. Cadus intends to retain any earnings for the growth of and for use in its business.

Recent Sales of Unregistered Securities.

Within the past three years, Cadus has not issued and sold securities that were not registered under the Securities Act of 1933, as amended (the "Act").

Item 6. Selected Financial Data.

As a smaller reporting company, Cadus has elected scaled disclosure reporting and therefore is not required to provide information that otherwise would be required by this Item 6.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.**Overview**

Cadus Corporation ("Cadus") was incorporated under the laws of the State of Delaware in January 1992 and initially devoted substantially all of its resources to the development and application of novel yeast-based and other drug discovery technologies. Cadus has a wholly owned subsidiary, Cadus Technologies, Inc. ("Cadus Technologies"), which holds all patents, patent applications, know how, licenses and drug discovery technologies of the Company. Neither Cadus nor Cadus Technologies maintains or seeks to license its drug discovery technologies.

Beginning in the fourth quarter of 2013, Cadus began to explore opportunities to profit from purchasing land and residential homes for construction or renovation and resale in areas of the United States where there may be increases in real estate value. Cadus formed directly or indirectly wholly-owned subsidiaries (such subsidiaries together with Cadus Technologies, the "Subsidiaries," and Cadus together with its Subsidiaries, the "Company") through which it would purchase such individual homes and individual residential lots for purposes of renovation or construction and resale.

The Company has concentrated its real estate acquisition, renovation and construction activities in south Florida. The Company bought its first residential properties in Florida in February 2014. As of March 15, 2017, the Company had purchased and continued to own twelve single-family residential zoned properties in Miami-Dade County, Florida. The majority of the properties are waterfront properties. In addition the Company has purchased and continues to own an approximately one-acre single-family residential zoned vacant lot in East Hampton, New York.

When individual homes are purchased, Cadus intends, as appropriate, to renovate them for resale or to demolish them for new home construction and sale. When vacant lots are purchased, the Company intends to construct new homes on them for sale. The Company may also acquire partially constructed or renovated homes for completion and resale or resell acquired homes or land without undertaking renovation or construction. The Company does not currently intend to purchase additional properties until it has sold renovated or newly constructed homes or vacant lots from its existing inventory of properties, at which time, it will also consider the then current market conditions. As the Company sells homes into the market, its plan, depending on market conditions, is to begin construction on spec or custom homes on other of its properties.

The Company engaged the architectural firm of Max Strang Architecture, Inc. for schematic designs (including floor plans, design renderings and construction budgets), which they completed, and other architectural services with respect to homes to be built on the Company's current Florida properties. Renderings of proposed construction on certain of the Company's properties may be found at the Company's web site: www.caduscorp.com.

The Company conducted a rights offering for the issuance of up to 13,144,040 shares of its common stock pursuant to its S-1 filing with the Securities and Exchange Commission that became effective April 28, 2014. In connection with the rights offering, the Company distributed to the holders of its common stock non-transferable subscription rights to purchase up to 13,144,040 shares of its common stock at \$1.53 per share. Effective June 6, 2014, all 13,144,040 shares available in the offering were subscribed and the company received gross proceeds of \$20,110,381 less offering costs of approximately \$263,300. The Company is using the proceeds from the offering for, among other things, the acquisition, renovation, and construction of properties as well as for maintenance, property tax and other costs connected with its inventory of properties.

Depending on the availability of transactions acceptable to Cadus, all of Cadus' available cash may be utilized, and Cadus may seek debt or equity financing. Although no such acquisitions or investments are currently contemplated, Cadus may also continue to consider other acquisitions or investments in various industries.

The company has incurred operating losses in each year since its inception except for an operating gain of approximately \$214,000 for the year ended December 31, 2002. At December 31, 2016, the Company had an accumulated deficit of approximately \$39.3 million. The Company's losses resulted principally from costs incurred in connection with its research and development activities, its real estate activities and from general and administrative costs associated with the Company's operations. These costs have exceeded the Company's revenues and interest income.

In March 2014 the Company appointed Hunter C. Gary as the company's President and Chief Executive Officer with a salary of \$200,000 per annum. For the year ended December 31, 2016 the Company incurred general and administrative expenses of \$483,169 which included payroll costs of \$210,440, legal fees of \$77,509, and bookkeeping, accounting and tax preparation fees of \$92,969.

The Company incurred \$190,355 in real estate expenses for the year ending December 31, 2016 which includes real estate taxes, insurance and sales expenses of \$127,101 on the two homes that have been renovated. The balance of \$63,254 consists of utilities, maintenance and other operating costs and expenses on properties owned.

Since the company had no revenues, it incurred a net loss of \$666,115 for the year ended December 31, 2016.

The following critical accounting policies are important to understanding the Company's financial condition and results of operations and should be read as an integral part of the discussion and analysis of the results of our operations and financial position. For additional accounting policies, see Note 2 to our consolidated financial statements.

Accounting for Income Taxes

As part of the process of preparing the Company's consolidated financial statements in conformity with accounting principles generally accepted in the United States of America, the Company is required to estimate its income taxes in each of the jurisdictions in which it operates. This process involves the Company estimating its actual current tax exposure together with assessing temporary differences resulting from differing treatment of items, such as deferred revenue, for tax and accounting purposes. These differences result in deferred tax assets and liabilities, which are included with the Company's consolidated balance sheet. The Company must then assess the likelihood that its deferred tax assets will be recovered from future taxable income and to the extent the Company believes that recovery is not more likely than not, it must establish a valuation allowance. To the extent it establishes a valuation allowance or increases this allowance in a period, the Company must include an expense within the tax provision in the statement of operations. Significant management judgment is required in determining the Company's provision for income taxes, its deferred tax assets and liabilities and any valuation allowance recorded against its net deferred tax assets.

Real Estate Held for Inventory

Real estate inventory is recorded at cost. The cost of residential property includes the purchase price of property, legal fees and other acquisition costs. Costs directly related to planning development and constructing a property are capitalized and classified as real estate inventory. Capitalized development costs include interest, property taxes, insurance, and other direct project costs incurred during the period of development.

The Company reviews its inventory for indicators of impairment during each reporting period. In conducting its review of indicators of impairment, the company evaluates, among other things, the market conditions and selling prices for similar properties in the surrounding areas as well as the cost of its completed properties or for properties under development, the estimated total costs and selling price for the properties once development activities are substantially complete. If the undiscounted cash flows expected to be generated by a property are less than its carrying amount, an impairment charge is recorded to write down the carry amount of a property to its estimated fair value.

Result of Operations

Years Ended December 31, 2016 and 2015

Revenues

There were no revenues for 2016 and 2015.

Operating Expenses

General and administrative expenses decreased to \$483,169 in 2016 from \$547,190 in 2015. Professional fees decreased by \$43,813 with the elimination of outside bookkeeping services and as a result of fewer filings with the SEC in 2016. Storage decreased by \$10,500 due to the Company no longer leasing storage space. Patent license fees decreased by \$12,500 because the Company terminated a patent license during 2015 and there is no such expense in 2016. There were additional net increases of \$2,792.

Real Estate Expenses

Real estate expenses for the year 2016 were \$190,355 consisting of maintenance and utilities for properties owned. Real estate expenses for the year 2015 were \$69,715. The expenses for the year ended 2016 include \$127,101 of real estate taxes, insurance and selling costs on the completed renovated properties.

Equity in other Ventures

The Company recognized a gain of \$394 for the year 2016 and a loss of \$409 for the year 2015 from the Company's investment in Laurel Partners Limited Partnership.

Interest Income

Interest income for 2016 increased to \$19,557 from \$1,924 due to an interest rate increase.

Net Loss

Net loss for 2016 was \$666,115, compared to a net loss of \$603,389 for 2015. The increase in the loss is attributable to an increase in real estate expenses of \$120,640, an increase in amortization of \$6,666 and an increase in taxes of \$17,877, offset by a decrease in general and administrative expenses of \$64,021, an increase in interest income of \$17,633 and an increase in gain from equity in other ventures of \$803.

Liquidity and Capital Resources

At December 31, 2016 the Company held cash of \$5.7 million.

Depending on the availability of transactions acceptable to the Company in connection with its real estate activities, all or a portion of the Company's available cash may be utilized, and the Company may seek debt or equity financing. The Company's capital requirements may vary as a result of a number of factors, including the transactions, if any, arising from the Company's efforts to acquire, renovate and construct residential properties.

Net Operating Loss Carryforwards

At December 31, 2016, the Company had tax net operating loss carryforwards of approximately \$21,406,000 and research and development credit carryforwards of approximately \$1,500,000 which expire in years 2018 through 2036. Such net operating loss carryforwards may be utilized under certain conditions as a deduction against future income and such research and development credit carryforwards may be utilized under certain circumstances as an offset against future taxes. The Company's ability to utilize such net operating loss and research and development credit carryforwards may be subject to certain limitations in the future due to ownership changes, if any, as defined by rules enacted with the Tax Reform Act of 1986. The Company presently maintains a full valuation allowance against its deferred tax assets based on its assessment of the likelihood of realization.

Item 7A. Quantitative and Qualitative Disclosures about Market Risk.

The Company's earnings and cash flows are subject to fluctuations due to changes in interest rates primarily from its investment of available cash balances in the JPMorgan U.S. Government Money Market Fund. Due to the nature of this investment, the Company does not believe it is materially exposed to changes in interest rates. Under its current policies, the Company does not use interest rate derivative instruments to manage exposure to interest rate changes.

Item 8. Financial Statements and Supplementary Data.

The financial statements and notes thereto may be found following Item 15 of this report and are incorporated herein by reference. For an index to the financial statements, see Item 15.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.

None.

Item 9A. Controls and Procedures.**Disclosure Controls and Procedures**

The Company carried out an evaluation, with the participation of the Company's President and Chief Executive Officer, Hunter C. Gary, and Treasurer, David Blitz, who performs functions similar to those of a principal financial officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934) as of the end of the period covered by this Annual Report on Form 10-K. Based upon that evaluation, the Company's President and Chief Executive Officer and the Company's Treasurer, who performs functions similar to those of a principal financial officer, concluded that the Company's disclosure controls and procedures are effective in the timely identification of material information required to be included in the Company's periodic filings with the Securities and Exchange Commission.

Management's Annual Report on Internal Control over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting to provide reasonable assurance regarding the reliability of the Company's financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States. Internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. All internal control systems, no matter how well designed, have inherent limitations. Accordingly, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. Because of the inherent limitations of internal control, there is a risk that material misstatements may not be prevented or detected on a timely basis by internal control over financial reporting. However, these inherent limitations are known features of the financial reporting process. Therefore, it is possible to design into the process safeguards to reduce, though not eliminate, this risk.

Management, which is comprised of the Company's President and Chief Executive Officer and the Company's Treasurer, who performs functions similar to those of a principal financial officer, assessed the Company's internal control over financial reporting as of December 31, 2016, the end of the Company's fiscal year. Management based its assessment on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Management's assessment included evaluation of such elements as the design and operating effectiveness of key financial reporting controls, process documentation, accounting policies and the Company's overall control environment.

Based upon its assessment, management has concluded that the Company's internal control over financial reporting was effective as of December 31, 2016 to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external reporting purposes in accordance with accounting principles generally accepted in the United States.

This annual report does not include an attestation report of the company's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's registered public accounting firm pursuant to rules of the Securities and Exchange Commission that permit the Company to provide only management's report in this annual report.

During the quarter ended December 31, 2016, there have been no changes in the Company's internal control over financial reporting identified in connection with the evaluation thereof, which have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Item Other Information.

9B.

None.

PART III

Item Directors, Executive Officers and Corporate Governance.

10.

Information with respect to the executive officers and directors of the Company as of March 15, 2017 is set forth below:

<u>Name</u>	<u>Age</u>	<u>Position</u>
Hunter C. Gary	42	Director, President and Chief Executive Officer
Peter S. Liebert, M.D.(1)	81	Director
Tara Elias Schuchts	53	Director
Jack G. Wasserman(1)(2)	80	Director
David Blitz	85	Treasurer and Secretary

(1) Member of the Compensation Committee.

(2) Lead independent director.

Hunter C. Gary became a director of Cadus in February 2014 and President and Chief Executive Officer of Cadus in March 2014. Mr. Gary has served as Senior Vice President of Icahn Enterprises L.P. ("IEP"), a master limited partnership and diversified holding company engaged in ten primary business segments which include investment, automotive, energy, gaming, railcar, mining, food packaging, metals, real estate and home fashion, since November 2010. At IEP, Mr. Gary is responsible for monitoring portfolio company operations, implementing operational value enhancement as well as leading a variety of operational activities for IEP which focus on a variety of areas including, technology, merger integration, supply chain, organization transformation, real estate, recruiting and executive compensation. Mr. Gary has served as President of IEP's Real Estate segment since November 2013 and has led the information technology and cybersecurity group at IEP since September 2015 while serving as President of Sfire Technology LLC (f.k.a. IEH Technology LLC) since December 2015. Prior to Cadus and IEP, Mr. Gary had been employed by Icahn Associates Corporation, an affiliate of IEP, in various roles since June 2003, most recently as the Chief Operating Officer of Icahn Sourcing LLC (n.k.a. Insight Portfolio Group LLC). From 1997 to 2002, Mr. Gary worked, most recently as a Managing Director, at Kaufhof Warenhaus AG, a former subsidiary of the Metro Group which was acquired by Hudson's Bay Company. Mr. Gary has been a director of: The Pep Boys – Manny, Moe & Jack ("PBYS"), an automotive parts installer and retailer, since February 2016; IEH Auto Parts LLC ("IEHAP"), a distributor of automotive aftermarket parts, since June 2015; Ferrous Resources Limited ("Ferrous"), an iron ore mining company, since June 2015; Herbalife Ltd. ("HLF"), a nutrition company, since April 2014; PSC Metals Inc. ("PSC"), a metal recycling company, since May 2012; XO Holdings ("XO"), a competitive provider of telecom services, since September 2011; Tropicana Entertainment Inc. ("TPCA"), a company that is primarily engaged in the business of owning and operating casinos and resorts, since March 2010; and WestPoint Home LLC, a home textiles manufacturer, since June 2007. Mr. Gary has also been a member of the Executive Committee of ACF Industries LLC ("ACF"), a railcar manufacturing company, since July 2015. Mr. Gary was previously a director of: Federal-Mogul Holdings Corporation ("FDML"), a supplier of automotive powertrain and safety components, from October 2012 to February 2016; Voltari Corporation ("VLTC"), a mobile data services provider, from October 2007 to September 2015; American Railcar Industries, Inc. ("ARI"), a railcar manufacturing company, from January 2008 to June 2015; and Viskase Companies Inc. ("VKSC"), a meat casing company, from August 2012 to June 2015. ACF, ARI, Cadus, FDML, Ferrous, IEHAP, IEP, PBYS, PSC, TPCA, VKSE, VLTC, WPH and XO each are indirectly controlled by Carl C. Icahn. Mr. Icahn also has a non-controlling interest in HLF through the ownership of securities. Mr. Gary received his Bachelor of Science degree with senior honors from Georgetown University as well as a certificate of executive development from Columbia Graduate School of Business. The Board of Directors has concluded that Mr. Gary should serve as a director of Cadus because of his experience with respect to real estate matters along with his extensive experience in dealing with operations and oversight matters for a variety of companies, which, in addition to his experience as a director of various companies, enables him to advise the Board of Directors of Cadus on a range of matters including operations and oversight.

Peter S. Liebert, M.D., M.B.A., became a director of Cadus in April 1995. Dr. Liebert has been a pediatric surgeon in private practice since 1968. He served as Chief of Pediatric Surgery at the White Plains Hospital Center in White Plains, New York from 1998 to 2005 and at the Stamford Hospital in Stamford, Connecticut from 2002 to 2015. He is a past president of the Westchester County Surgical Society. He is also a past president of the Westchester County Medical Society and is currently Chairman of its Finance Committee. He is a physician member of the Westchester County Board of Health and is Chairman of its Nominating Committee. He is a founder and the Chairman of the Board of RxVitamins, Inc., a vitamin and supplement company with international sales in Europe, Asia, South America, and the Middle East. He is the sole author of a standard textbook in pediatric surgery and is a member of the editorial board of The Journal of Pediatric Surgery. Dr. Liebert served as a director of ImClone Systems Incorporated, a biotechnology company, from October 2006 to November 2008. Dr. Liebert holds an M.D. from Harvard University Medical School, an M.B.A. with Honors in finance and healthcare management from the Hagan School of Business at Iona College in New Rochelle, New York, and a B.A. *cum laude* from Princeton University. He is currently a member of the graduate school faculty at Iona College as Adjunct Assistant Professor of Management. The Board of Directors has concluded that Dr. Liebert should serve as a director of Cadus because of his experience on the Board of Directors of Cadus and as a director of another public company.

Tara Elias Schuchts has served as a director of Cadus since April 2016. She is a real estate agent with over 25 years of experience, who specializes in high-end residential properties in South Florida. Since 2011, she has served as a Realtor Associate of Douglas Elliman Real Estate ("Douglas Elliman") and was ranked #6 in Florida real estate sales by Douglas Elliman in 2012 as well as named by them as a "Top Producer" for 2013. Prior to that, she was a Realtor Associate at Coldwell Banker Residential Real Estate (f.k.a Wimbish Realtors and Riteway Realtors) from 1993 until 2011, where she was ranked in the top 4% of Coldwell Banker's real estate professionals worldwide for 2003. In 1991, Mrs. Elias Schuchts received her real estate license from the Florida Real Estate Commission. Tara Elias Schuchts received a B.A. in Communications from Southern Methodist University. The Board of Directors has concluded that Ms. Schuchts should serve as a director of Cadus because of her experience with the South Florida residential real estate market.

Jack G. Wasserman has served as a director of Cadus since May 1996 and as the lead independent director of its Board of Directors since March 2014. Mr. Wasserman is an attorney and a member of the Bars of New York, Florida, and the District of Columbia. From 1966 until 2001 he was a senior partner of Wasserman, Schneider, Babb & Reed, a New York-based law firm and its predecessors. Since September 2001 Mr. Wasserman has been engaged in the practice of law as a sole practitioner. Since 1993 he has been a director of Icahn Enterprises G.P., Inc. (formerly American Property Investors, Inc.), the general partner of Icahn Enterprises L.P. (formerly American Real Estate Partners, L.P.). Mr. Carl C. Icahn controls Icahn Enterprises G.P. and its subsidiaries. Since Icahn Enterprises L.P. owns the Tropicana hotels and casinos, Mr. Wasserman has been licensed by the gaming regulators of the states of New Jersey, Nevada, Indiana, Louisiana and Mississippi. On March 11, 2004, Mr. Wasserman was appointed to the Board of Directors of Triarc Companies, Inc. and was elected to the Board in June 2004; in 2008 Triarc acquired Wendy's Inc. and changed its name to Wendy's/Arby's Group Inc. which, in turn, became The Wendy's Company after its sale of Arby's in 2011. Thereafter, Mr. Wasserman served until June 2015 as a director and member of Wendy's audit and compensation committees and as chairman of its ERISA committee. Mr. Wasserman received a B.A. from Adelphi University, a J.D. from Georgetown University Law Center, and a Graduate Diploma from Johns Hopkins University School of Advanced International Studies in Bologna, Italy. In 2007 he received a professional Certificate in Financial Analysis from New York University's School of Continuing and Professional Studies. The Board of Directors has concluded that Mr. Wasserman should serve as a director of Cadus because of his considerable experience as a lawyer and experience as a director of public companies.

David Blitz became Treasurer and Secretary of Cadus in May 2004. From May 2004 until March 2014, he also served as acting President and Chief Executive Officer of Cadus. Mr. Blitz, a certified public accountant, is a retired partner of Deloitte & Touche, was employed by Joel Popkin & Co., P.C. from January 1990 until November 2015, and following Citrin Cooperman's acquisition of Joel Popkin & Co. in November 2015 was employed by Citrin Cooperman until March 2016. Mr. Blitz, as an employee of Joel Popkin & Co., P.C. and subsequently, has been performing Cadus Corporation's internal accounting since March 2000. He earned his B.A. in Economics from Brooklyn College.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires Cadus' directors and executive officers, and persons who own more than ten percent of a registered class of Cadus' equity securities, to file with the Securities and Exchange Commission (the "SEC") initial reports of ownership and reports of changes in ownership of Common Stock of Cadus. Reporting persons are required by SEC regulation to furnish the Company with copies of all such filed reports. To Cadus' knowledge, based solely on a review of copies of such filed reports furnished to Cadus, all of Cadus' directors, officers and greater than ten percent beneficial owners made all required filings with the SEC during fiscal year 2016 in a timely manner.

Code of Ethics

Cadus has not adopted a code of ethics for its principal executive officer, principal financial officer, principal accounting officer or controller or persons performing similar functions due to the fact that in recent years it has had limited operations and only one or two officers. As operations increase in connection with the Cadus' real estate activities, Cadus anticipates that it may consider the adoption of a code of ethics sometime in the future.

Corporate Governance

Directors are elected by the stockholders of Cadus at each annual meeting of stockholders and serve until the next annual meeting of stockholders and until their successors are elected and qualified or until their earlier removal or resignation.

The Board of Directors of Cadus has a Compensation Committee, consisting of Messrs. Liebert and Wasserman, which makes recommendations regarding salaries and incentive compensation for employees of and consultants to Cadus.

The Company does not have a separately-designated standing nominating committee or a committee performing similar functions. Because of the small size of the Board of Directors, the Board of Directors performs this function. The Board of Directors considers certain factors when selecting candidates for director positions, including, but not limited to, the current composition and diversity of skills of the Board of Directors, the expertise and experience of a director leaving the Board of Directors, and the expertise required in connection with a particular corporate need for specific skills. The Board of Directors considers the following characteristics when considering a prospective candidate for the Board: (i) a desire to serve on the Board of Directors primarily to contribute to the growth and prosperity of the Company and help create long-term value for its shareholders; (ii) business or professional knowledge and experience that will contribute to the effectiveness of the Board of Directors; (iii) the ability to understand and exercise sound judgment on issues related to the goals of the Company; and (iv) a willingness and ability to devote the time and effort required to serve effectively on the Board of Directors, including preparation for and attendance at Board meetings.

The Board of Directors will consider stockholder nominations for directors timely given in writing to the Company prior to the annual meeting of stockholders. To be timely, the stockholder's nomination must be delivered, to the attention of the President of the Company, within the time permitted for submission of a stockholder proposal as described in the Company's proxy statement and filings with the SEC. Such notice shall set forth (a) as to each person whom the stockholder proposes to nominate for election or reelection as a director, (i) the name, age, business address and residential address of each such person, (ii) the principal occupation or employment of such person, (iii) the number of shares of the Company that are beneficially owned by such person and (iv) any other information relating to such person that is required to be disclosed in solicitations of proxies for election of directors, or is otherwise required, in each case pursuant to Regulation 14A under the Exchange Act, including, without limitation, such person's written consent to being named in the proxy statement as a nominee and to serving as a director if elected; and (b) as to the stockholder giving the notice (i) the name and address of such stockholder and (ii) the number of shares of the Company that are beneficially owned by such stockholder (and, if the stockholder is not a record holder of the shares, verification of ownership from the record holder). The President of the Company will forward such notice on to one or more of the directors for screening and review and such director's or directors' determination whether to recommend that the full Board of Directors consider the nomination contained in such notice.

In the ordinary course, absent special circumstances or a change in the criteria for Board membership, the Board of Directors may renominate incumbent directors who continue to be qualified for Board services and are willing to continue as directors.

The Company does not have a separately-designated standing audit committee or a committee performing similar functions. The entire Board of Directors of the Company acts as the audit committee. The Board of Directors of the Company has determined that it does not have an "audit committee financial expert" as such term is defined in the rules adopted by the Securities and Exchange Commission requiring companies to disclose whether or not at least one member of the audit committee is an "audit committee financial expert." The Board of Directors believes that the collective technical, commercial and financial experience of its members, together with their knowledge of the Company, provides the Board with the ability to monitor and direct the goals of the Company and to protect the best interests of its shareholders and that, collectively, its members are fully qualified to monitor the performance of management, the public disclosures by the Company of its financial condition and performance, the Company's internal accounting operations and its independent auditors. In addition, the Board of Directors is authorized to engage independent financial consultants, auditors and counsel whenever it believes it is necessary and appropriate to do so.

Board Leadership Structure and Role in Risk Oversight

The structure of our Board of Directors does not include a chairman, but does include a lead independent director who, in consultation with the chief executive officer, prepares the agendas for meetings of the Board of Directors, presides at meetings of the Board of Directors, is apprised of inquiries from shareholders and, when necessary and appropriate, is involved in responding to any such inquiries. The lead independent director may also request that certain documents be sent to all other directors, and is responsible for signing engagement letters for accountants, auditors, legal counsel, and such other persons as the Company or the Board of Directors may engage.

The Board of Directors takes an active role in risk oversight related to the Company and much of this role has been in overseeing the development and implementation of cash management policies.

Item Executive Compensation.

11.

Summary Compensation Table

The following table sets forth certain information concerning the compensation paid or accrued by Cadus for services rendered to Cadus in all capacities for the fiscal years ended December 31, 2016 and 2015, by (i) all individuals serving as Cadus' principal executive officer or principal financial officer, or acting in a similar capacity, (ii) the three most highly compensated executive officers other than the executive officers in clause (i), who were serving as executive officers at the end of such fiscal year and (iii) up to two additional most highly compensated executive officers who would have otherwise been included in clause (ii) but for the fact that they were not serving as executive officers at the end of such fiscal year (collectively, the "Named Executive Officers"):

Summary Compensation Table for 2016 and 2015 Fiscal Years

<u>Name and Principal Position</u>	<u>Year</u>	<u>Salary (\$)</u>	<u>Bonus (\$)</u>	<u>All Other_ Compensation (\$)</u>	<u>Total (\$)</u>
Hunter C. Gary (1)	2016	\$ 200,000	—	—	\$ 200,000
President and Chief Executive Officer	2015	\$ 200,000	—	—	\$ 200,000
David Blitz (2)	2016	\$ 25,000	—	—	\$ 25,000
Treasurer and Secretary	2015	\$ 25,000	—	—	\$ 25,000

(1) Mr. Hunter C. Gary, from his appointment in March 2014, has served as President and Chief Executive Officer of the Company at the rate of \$200,000 per annum. According to Mr. Gary's employment agreement with the Company, any bonus to Mr. Gary will be determined from time to time by the Company's Board of Directors in its sole discretion.

(2) Mr. David Blitz had served as the Company's acting President and Chief Executive Officer, Treasurer and Secretary from May 2004 until March 2014 at the rate of \$25,000 per annum. From March 2014, when Hunter C. Gary was appointed President and Chief Executive Officer of the Company, Mr. Blitz has continued to serve as the Company's Treasurer and Secretary at the rate of \$25,000 per annum.

Grants of Plan Based Awards

There were no grants by Cadus of awards to Named Executive Officers during the fiscal year ended December 31, 2016.

Outstanding Equity Awards at Fiscal Year-End

No Named Executive Officer had any outstanding Cadus equity awards as of December 31, 2016.

Option Exercises and Stock Vested

During the fiscal year ended December 31, 2016, no Named Executive Officer exercised any stock option, stock appreciation right or similar instrument and no Cadus stock (including any restricted stock, restricted stock unit or similar instrument) vested for any Named Executive Officer.

Director Compensation

The following table sets forth certain information concerning the compensation paid or accrued by Cadus for services rendered to Cadus by its directors (other than directors who are also Named Executive Officers) in all capacities for the fiscal year ended December 31, 2016:

Director Compensation Table for 2016 Fiscal Year

<u>Name</u>	<u>Fees Earned or Paid in Cash (\$) (1)</u>	<u>All Other Compensation (\$)</u>	<u>Total (\$)</u>
James R. Broach	\$ 1,500	—	\$ 1,500
Peter S. Liebert	\$ 6,000	—	\$ 6,000
Tara Elias Schuchts	\$ 4,500	—	\$ 4,500
Jack G. Wasserman	\$ 7,500	—	\$ 7,500

(1) In 2016, each non-employee director received \$6,000 in annual compensation, with \$1,500 in additional annual compensation paid to the lead independent director.

1996 Incentive Plan

Cadus' 1996 Incentive Plan was terminated by the Board of Directors in April 2016. As of the date of such termination, there were no outstanding stock options granted under such plan.

Compensation Committee Interlocks and Insider Participation

Cadus' Compensation Committee is composed of Peter Liebert and Jack G. Wasserman. Neither Mr. Liebert nor Mr. Wasserman is or was an officer or employee of the Company.

Compensation Discussion and Analysis

Introduction

The Compensation Committee of the Board of Directors of Cadus is responsible for determining and administering the Company's compensation policies for the remuneration of Cadus' officers. The Compensation Committee annually evaluates individual and corporate performance from both a short-term and long-term perspective. In 2016, Cadus had no officers other than Hunter C. Gary, its President and Chief Executive Officer from March 2014 with a salary of \$200,000 per annum, and David Blitz, who served in a consultative capacity as the Company's President and Chief Executive Officer, Treasurer and Secretary until Mr. Gary's appointment as President and Chief Executive Officer in March 2014 and thereafter as the Company's Treasurer and Secretary, in each case, at the rate of \$25,000 per annum. Accordingly, the following report of the Compensation Committee is not entirely applicable to calendar year 2016 but is presented for an historical perspective.

Philosophy

Cadus' executive compensation program historically has sought to encourage the achievement of business objectives and superior corporate performance by the Cadus' executives. The program enables Cadus to reward and retain highly qualified executives and to foster a performance-oriented environment wherein management's long-term focus is on maximizing stockholder value through equity-based incentives. The program calls for consideration of the nature of each executive's work and responsibilities, unusual accomplishments or achievements on the Company's behalf, years of service, the executive's total compensation and the Company's financial condition generally.

Executive Compensation

Historically, Cadus' executive employees have received cash-based and equity-based compensation.

Cash-Based Compensation. Base salary represents the primary cash component of an executive employee's compensation, and is determined by evaluating the responsibilities associated with an employee's position at the Company and the employee's overall level of experience. In addition, the Committee, in its discretion, may award bonuses.

Compensation of the Chief Executive Officer

The philosophy, factors and criteria of the Compensation Committee generally applicable to the Company's officers have historically been applicable to the Chief Executive Officer. However, in 2014, the Company's then acting President and Chief Executive Officer, David Blitz, served on a consultative basis until March 2014 at the rate of \$25,000 per annum. In March 2014, David Blitz resigned as President and Chief Executive Officer, and the Company's Board of Directors appointed Hunter C. Gary, then a director of the Company, as the Company's President and Chief Executive Officer with a salary of \$200,000 per annum. According to Mr. Gary's employment agreement with the Company, any bonus to Mr. Gary will be determined from time to time by the Company's Board of Directors in its sole discretion. Mr. Gary has not received any bonus or any equity-based compensation. Since March 2014, David Blitz has continued to serve in a consultative capacity as the Company's Treasurer and Secretary at the rate of \$25,000 per annum.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

The following table sets forth certain information regarding the beneficial ownership of the Common Stock as of March 15, 2017 with respect to (i) each person known by the Company to be the beneficial owner of more than 5% of the Common Stock, (ii) each of the Company's directors, (iii) each of the Named Executive Officers and (iv) all directors and officers as a group. All information is based upon ownership filings made by such persons with the Securities and Exchange Commission or upon information provided by such persons to the Company.

Name and Address of Beneficial Owner (1)	Number of Shares Amount and Nature of Beneficial Ownership	Percentage of Common Stock Owned(2)
Carl C. Icahn 767 Fifth Avenue New York, New York 10153	17,824,678(3)	67.81%
Hunter C. Gary	—	*
Peter S. Liebert, M.D	8,834	*
Tara Elias Schuchts	—	*
Jack G. Wasserman	10,000(4)	*
David Blitz	5,000(4)	*
All executive officers and directors as a group (5 persons)	23,834	0.09%

* Less than one percent

(1) Except as otherwise indicated above, the address of each stockholder identified above is c/o the Company, 767 Fifth Avenue, Suite 4700, New York, NY 10153. Except as indicated in the other footnotes to this table, the persons named in this table have sole voting and investment power with respect to all shares of Common Stock.

(2) Share ownership in the case of each person listed above includes shares issuable upon the exercise of options held by such person as of March 15, 2017, that may be exercised within 60 days after such date for purposes of computing the percentage of Common Stock owned by such person, but not for purposes of computing the percentage of Common Stock owned by any other person. None of the persons listed above held options as of March 15, 2017.

(3) Based on the most recent filings of SEC Form 4 and Schedule 13D by the reporting party. Includes 7,653,193 shares of Common Stock held by High River Limited Partnership and 7,538,692 shares of Common Stock held by Barberry Corp. Mr. Carl Icahn is the sole shareholder of Barberry Corp. and Barberry Corp. owns 100% of the equity in Hopper Investments L.L.C. which is the general partner of High River Limited Partnership.

(4) Based on the most recent filing of SEC Form 4 by the reporting party.

Equity Compensation Plan Information.

The following table sets forth certain information with respect to compensation plans (including individual compensation arrangements) under which equity securities of Cadus were authorized for issuance as of December 31, 2016:

Plan Category	(a) Number of securities to be issued upon exercise of outstanding options, warrants and rights	(b) Weighted-average exercise price of outstanding options, warrants and rights	(c) Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by security holders	0	—	0
Equity compensation plans not approved by security holders	0	—	0
Total	0	—	0

Item 13. Certain Relationships and Related Transactions, and Director Independence.

Since January 1, 2015, except for transactions in respect of the brokerage services of Bayswater Brokerage Florida LLC as described below, the Company has not been a participant in any transaction with a "related person" (as defined in Item 404 of Regulation S-K) where the amount involved exceeds the lesser of \$120,000 or one percent of the average of the Company's total assets at year-end for the last two completed fiscal years, nor is any such transaction currently proposed. The Company recognizes that related person transactions can present potential or actual conflicts of interest. Accordingly, if a proposed transaction appears to or does involve a related person, and the amount involved exceeds \$60,000, the transaction must be presented to the Board of Directors for its review and approval or ratification. The Board of Directors may retain and pay such independent advisors as it deems necessary to properly evaluate the proposed transaction, including, without limitation, outside legal counsel and financial advisors to determine the fair value of the transaction. Related party transactions where the amount involved does not exceed \$60,000 do not require formal Board of Directors approval, but must be disclosed to the Board of Directors. The foregoing procedures are designed to ensure that transactions with related persons are fair to the Company and in the Company's best interests.

Bayswater Brokerage Florida LLC (“Bayswater”) is providing brokerage services to the Company. Carl C. Icahn, indirectly the controlling shareholder of Cadus, is also indirectly the principal shareholder of Bayswater; Jack Wasserman, a director and the lead independent director of Cadus is a director of Bayswater’s indirect parent; and Hunter C. Gary, a director and President and Chief Executive Officer of Cadus, is a senior vice president of Bayswater’s indirect parent and Vice President, Secretary and Treasurer of Bayswater. Barberry Corp., of which Carl Icahn is the sole shareholder, is a significant shareholder of Cadus. Pursuant to an agreement between Barberry Corp. and Cadus, to the extent Bayswater receives any compensation for such brokerage services, Barberry Corp. will make capital contributions to Cadus for the full amount of any such compensation received by Bayswater. Barberry Corp. will not be issued stock of the Company or any other consideration in connection with any such capital contributions. In connection with closings for the acquisition of residential properties in 2014, Bayswater received an aggregate of \$728,900 in respect of brokerage services provided to Cadus, and capital contributions for this amount were made to Cadus by Barberry Corp. Bayswater did not receive any amounts from Cadus in respect of brokerage services in 2015 and 2016.

In May 2004, the Board of Directors appointed David Blitz the acting President, Chief Executive Officer, Treasurer and Secretary of the Company at the rate of \$25,000 per annum for the interim period during which the Company continued its search for a new Chief Executive Officer. In 2013, the Company paid \$25,000 to Mr. Blitz in such capacities. From March 2014, when Hunter C. Gary was appointed President and Chief Executive Officer of the Company, Mr. Blitz has continued to serve as the Company’s Treasurer and Secretary at the rate of \$25,000 per annum. Mr. Blitz is a former employee of Citrin Cooperman (which acquired in November 2015 Joel Popkin & Co., P.C., Mr. Blitz’s prior employer) and continues to perform the Company’s internal accounting as he has done since March 2000. The Company paid Citrin Cooperman \$5,000 for such accounting services in 2016.

Cadus has the following directors: Hunter C. Gary, Peter S. Liebert, Tara Elias Schuchts and Jack G. Wasserman, who is also the lead independent director. Each of the directors, other than Hunter C. Gary, meets the standards for independence set forth in the Nasdaq Listing Rules. The entire Board of Directors of the Company acts as the audit committee. Each of the directors, except for Hunter C. Gary, meets the standards for independence for audit committee members set forth in the Nasdaq Listing Rules.

Item 14. Principal Accountant Fees and Services.

The following table sets forth the aggregate fees incurred by the Company for the services of its principal accountants in 2016 and 2015:

	2016	2015
Audit Fees	\$ 62,684	\$ 58,465
Audit-Related Fees	\$ —	\$ —
Tax Fees	\$ —	\$ —
All Other Fees	\$ —	\$ —

Audit fees consist of services rendered to the Company for the audit of the Company's annual consolidated financial statements, reviews of the Company's quarterly financial statements and related services.

The Company's policy is that, before accountants are engaged by the Company to render audit or non-audit services, the engagement is approved by Cadus' Board of Directors. Cadus' Board of Directors approved Baker Tilly Virchow Krause, LLP's engagement as the Company's independent auditors for the fiscal year ending December 31, 2016 before Baker Tilly Virchow Krause, LLP was so engaged. All of the 2016 services described above were approved by the Board of Directors.

PART IV

Item 15. Exhibits and Financial Statement Schedules.

(1) Documents Filed as Part of this Annual Report on Form 10-K

<u>(a) Financial Statements</u>	<u>Page</u>
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(b) Financial Statement Schedules

There are no financial statement schedules filed as part of this annual report since the required information is included in the consolidated financial statements, including the notes thereto, or the circumstances requiring inclusion of such schedules are not present.

(c) Exhibits

The Exhibits listed below are filed or incorporated by reference as part of this annual report.

<u>Exhibit No.</u>	<u>Description of Document</u>
3.1	Certificate of Amendment of Amended and Restated Certificate of Incorporation of Cadus Pharmaceutical Corporation ("Cadus"), as filed with the Secretary of State of Delaware on June 20, 2003, and Amended and Restated Certificate of Incorporation of Cadus, as filed with the Secretary of State of Delaware on July 22, 1996 (incorporated by reference to Exhibit 3.1 of Cadus' Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 14, 2003).
3.2	By-laws of Cadus (incorporated by reference to Exhibit 3.4 of Cadus' Registration Statement on Form S-1 (Registration No. 333-4441), declared effective by the Securities and Exchange Commission on July 17, 1996).
4.1	Specimen of Common Stock Certificate of Cadus (incorporated by reference to Exhibit 4.1 of Cadus' Registration Statement on Form S-1 (Registration No. 333-4441), declared effective by the Securities and Exchange Commission on July 17, 1996).

- 4.2 Cadus Pharmaceutical Corporation 1996 Incentive Plan Cadus (incorporated by reference to Exhibit 10.3 of Cadus' Registration Statement on Form S-1 (Registration No. 333-4441), declared effective by the Securities and Exchange Commission on July 17, 1996).
- 4.3 Amendment to Cadus Pharmaceutical Corporation 1996 Incentive Plan (incorporated by reference to Exhibit 4.2.1 of Cadus' Registration Statement on Form S-8 (Registration No. 333-21871), filed with the Securities and Exchange Commission on February 14, 1997).
- 4.4 Form of Incentive Stock Option Agreement utilized in connection with issuances of stock options under the Cadus Pharmaceutical Corporation 1996 Incentive Plan (incorporated by reference to Exhibit 4.2.2 of Cadus' Registration Statement on Form S-8 (Registration No. 333-21871), filed with the Securities and Exchange Commission on February 14, 1997).
- 10.1 Form of Indemnification Agreement entered into between Cadus and its directors and officers (incorporated by reference to Exhibit 10.1 of Cadus' Registration Statement on Form S-1 (Registration No. 333-4441), declared effective by the Securities and Exchange Commission on July 17, 1996).
- 10.2 Form of Agreement Regarding Assignment of Inventions, Confidentiality and Non-Competition (incorporated by reference to Exhibit 10.4 of Cadus' Registration Statement on Form S-1 (Registration No. 333-4441), declared effective by the Securities and Exchange Commission on July 17, 1996).
- 10.3 Consulting Agreement between Cadus and James R. Broach, dated February 1, 1994 (incorporated by reference to Exhibit 10.18 of Cadus' Registration Statement on Form S-1 (Registration No. 333-4441), declared effective by the Securities and Exchange Commission on July 17, 1996).
- 10.7 AS IS" Residential Contract for Sale and Purchase, effective December 19, 2013, with MB 2013 LLC, as buyer, as amended (incorporated by reference to Exhibit 10.11 of Cadus' Current Report on Form 8-K filed with the Securities and Exchange Commission on February 10, 2014).
- 10.12 Letter Agreement, effective as of February 4, 2014, between Barberry Corp. and Cadus (incorporated by reference to Exhibit 10.12 of Cadus' Current Report on Form 8-K filed with the Securities and Exchange Commission on February 10, 2014).
- 10.13 Employment Agreement, dated March 5, 2014, between Cadus and Hunter C. Gary (incorporated by reference to Exhibit 10.1 of Cadus' Current Report on Form 8-K filed with the Securities and Exchange Commission on March 10, 2014).

10.14	Vacant Land Listing Agreement, dated February 10, 2016, between MB 2013, LLC and Bayswater Brokerage Florida LLC (incorporate by reference to Exhibit 10.14 of Cadus' Current Report on Form 8-K filed with the Securities and Exchange Commission on February 12, 2016).
21	List of Subsidiaries of Cadus Corporation (incorporated by reference to Exhibit 21 of Cadus' Current Report on Form 8-K filed with the Securities and Exchange Commission on February 10, 2014).
23	Consent of Baker Tilly Virchow Krause, LLP.*
24	Power of Attorney (filed as part of the signature page to this Report).*
31.1	Certification of Chief Executive Officer pursuant to Rules 13a-14 and 15d-14, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002*
31.2	Certification of Chief Financial Officer pursuant to Rules 13a-14 and 15d-14, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002*
32.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002*
32.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002*
101.INS	XBRL Instance Document*
101.SCH	XBRL Taxonomy Extension Schema*
101.CAL	XBRL Taxonomy Extension Calculation Linkbase*
101.DEF	XBRL Taxonomy Extension Definition Linkbase*
101.LAB	XBRL Taxonomy Extension Label Linkbase*
101.PRE	XBRL Taxonomy Extension Presentation Linkbase*

* Filed herewith.

SIGNATURES

Pursuant to the requirements of Section 13 of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CADUS CORPORATION

By: /s/ Hunter C. Gary
Hunter C. Gary, President and Chief Executive Officer

Date: March 31, 2017

Each person whose signature appears below constitutes and appoints Hunter C. Gary and Jack G. Wasserman, or either of them, each with the power of substitution, his true and lawful attorney-in-fact to sign any amendments to this report and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each said attorney-in-fact, or his substitute, may do or choose to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Company and in the capacities and on the dates indicated below.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Hunter C. Gary</u> Hunter C. Gary	President and Chief Executive Officer, and Director (Principal Executive Officer)	March 31, 2017
<u>/s/ David Blitz</u> David Blitz	Treasurer and Secretary (Principal Financial Officer and Principal Accounting Officer)	March 31, 2017
<u>/s/ Peter S. Liebert</u> Peter S. Liebert	Director	March 31, 2017
<u>/s/ Tara Elias Schuchts</u> Tara Elias Schuchts	Director	March 31, 2017
<u>/s/ Jack G. Wasserman</u> Jack G. Wasserman	Director	March 31, 2017

CADUS CORPORATION AND SUBSIDIARIES

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Stockholders
Cadus Corporation
New York, New York

We have audited the accompanying consolidated balance sheets of Cadus Corporation and Subsidiaries (the "Company") as of December 31, 2016 and 2015 and the related consolidated statements of operations, stockholders' equity, and cash flows for the years then ended. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall consolidated financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of Cadus Corporation and Subsidiaries as of December 31, 2016 and 2015, and the consolidated results of their operations and their cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

/s/BAKER TILLY VIRCHOW KRAUSE, LLP

Minneapolis, Minnesota
March 31, 2017

CADUS CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

	December 31,	
	2016	2015
ASSETS		
Assets:		
Real estate inventory	\$ 35,121,788	\$ 32,716,718
Cash and cash equivalents	5,675,047	8,936,147
Interest receivable	1,835	542
Prepaid and other current assets	61,109	38,548
Investment in other ventures	193,086	192,692
Website	13,333	20,000
	\$ 41,066,198	\$ 41,904,647
Total assets		
LIABILITIES AND STOCKHOLDERS' EQUITY		
Liabilities:		
Accrued expenses and other current liabilities	\$ 152,882	\$ 325,216
Total liabilities	152,882	325,216
Commitments and contingencies		
Stockholders' equity:		
Common stock, \$.01 par value. Authorized 35,000,000 shares at December 31, 2016 and 2015; issued 26,429,747 shares at December 31, 2016 and December 31, 2015; outstanding 26,288,080 shares at December 31, 2016 and December 31, 2015	264,297	264,297
Additional paid-in capital	80,291,992	80,291,992
Accumulated deficit	(39,342,898)	(38,676,783)
Treasury stock - at cost	(300,075)	(300,075)
Total stockholders' equity	40,913,316	41,579,431
Total liabilities and stockholders' equity	\$ 41,066,198	\$ 41,904,647

The accompanying notes are an integral part of these consolidated financial statements.

CADUS CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS

	For the Years Ended December 31,	
	2016	2015
Total revenues	\$ —	\$ —
Costs and expenses		
General and administrative	483,169	547,190
Amortization of website and patent costs	6,667	1
Real estate expenses	190,355	69,715
(Gain) loss from equity in other ventures	(394)	409
Total costs and expenses	679,797	617,315
Operating loss	(679,797)	(617,315)
Other income		
Interest income	19,557	1,924
Total other income	19,557	1,924
Loss before income tax provision	(660,240)	(615,391)
Provision (refund) for franchise and income taxes	5,875	(12,002)
Net loss	\$ (666,115)	\$ (603,389)
Basic and diluted net loss per share	\$ (0.03)	\$ (0.02)
Weighted average shares of common stock outstanding - basic and diluted	26,288,080	26,288,080

The accompanying notes are an integral part of these consolidated financial statements.

CADUS CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

	Common Stock		Additional Paid-in Capital	Accumulated Deficit	Treasury Stock		Total
	Shares	Amount			Shares	Amount	
Balance at December 31, 2014	26,429,747	\$ 264,297	\$ 80,291,992	\$ (38,073,394)	141,667	\$ (300,075)	\$ 42,182,820
Net Loss for the year ended December 31, 2015	-	-	-	(603,389)	-	-	(603,389)
Balance at December 31, 2015	26,429,747	264,297	80,291,992	(38,676,783)	141,667	(300,075)	41,579,431
Net Loss for the year ended December 31, 2016				(666,115)			(666,115)
Balance at December 31, 2016	26,429,747	\$ 264,297	\$ 80,291,992	\$ (39,342,898)	141,667	\$ (300,075)	\$ 40,913,316

The accompanying notes are an integral part of these consolidated financial statements.

CADUS CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the Years Ended December 31,	
	2016	2015
Cash flows from operating activities:		
Net loss	\$ (666,115)	\$ (603,389)
Adjustments to reconcile net loss to net cash used in operating activities		
Amortization of website and patent costs	6,667	1
(Gain) loss from equity in other ventures	(394)	409
Changes in assets and liabilities:		
(Increase) in real estate inventory	(2,405,070)	(2,533,022)
(Increase) in prepaid and other current assets	(22,561)	(26,050)
(Increase) in website	—	(20,000)
(Increase) in interest receivable	(1,293)	(386)
(Decrease) increase in accrued expenses and other current liabilities	(172,334)	240,633
	(3,261,100)	(2,941,804)
Net cash used in operating activities	(3,261,100)	(2,941,804)
Net decrease in cash and cash equivalents	(3,261,100)	(2,941,804)
Cash and cash equivalents - beginning of year	8,936,147	11,877,951
Cash and cash equivalents - end of year	\$ 5,675,047	\$ 8,936,147

The accompanying notes are an integral part of these consolidated financial statements.

CADUS CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015

(1) **Organization**

Cadus Corporation ("Cadus") was incorporated on January 23, 1992, under the laws of the State of Delaware. Cadus changed its name to Cadus Corporation from Cadus Pharmaceutical Corporation on June 20, 2003.

Previously, Cadus sought to license its yeast-based and other drug discovery technologies. However, it no longer maintains or seeks to license these technologies. Beginning in the fourth quarter of 2013, Cadus began to explore opportunities to profit from purchasing land and residential homes for construction or renovation and resale in areas of the United States where there may be increases in real estate value. In that connection in the fourth quarter of 2013 the company formed three wholly-owned new subsidiaries, Blivet LLC, MB 2013 LLC and Happy Dragon LLC, through which it has purchased individual homes and individual residential lots for purposes of renovation or construction and resale, predominantly in Miami-Dade County, Florida.

(2) **Significant Accounting Policies**

(a) **Principles of Consolidation**

The consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States of America and include the accounts of Cadus and its wholly owned subsidiaries, Cadus Technologies, Inc., Blivet LLC, MB 2013 LLC and Happy Dragon LLC. All intercompany balances and transactions have been eliminated in consolidation. The Company operates in one segment: the purchase of homes and land for purposes of renovation or construction and resale.

(b) **Cash Equivalents**

The Company includes as cash equivalents all highly liquid investments with original maturities of three months or less when purchased to be cash equivalents. There were cash equivalents of \$5,319,730 at December 31, 2016 and \$8,701,601 at December 31, 2015.

(c) **Concentration of Credit Risk**

Financial instruments that potentially subject the Company to significant concentrations of credit risk consist of cash and cash equivalents. Concentration of credit risk with respect to cash and cash equivalents is limited, as the Company's cash and cash equivalents are primarily with high quality financial institutions.

(d) **Income Taxes**

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statements carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carry-forwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

CADUS CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015

(2) **Significant Accounting Policies (continued)**

(e) Net Loss per Share

Basic net loss per share is computed by dividing the net loss by the weighted average number of common shares outstanding. Diluted earnings per share is calculated based on the weighted average of common shares outstanding plus the effect of outstanding dilutive common stock equivalents (stock options). There were no outstanding stock options as of December 31, 2016 and 2015.

(f) Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

(g) Fair Value of Financial Instruments

The Company uses financial instruments in the normal course of its business. The carrying values of cash and cash equivalents and accounts payable approximate fair value. The fair value of the Company's investments in a privately held company is not readily available. The Company believes the fair values of this investment in a privately held company approximated its respective carrying values at December 31, 2016 and 2015.

Financial instruments which potentially subject the Company to concentrations of credit risk consist principally of temporary cash investments. From time to time, the balances of cash and cash equivalents exceed the Federal Depository Insurance Coverage Limit. At December 31, 2016 and 2015, the balances of cash and cash equivalents were \$5,675,047 and \$8,936,147, respectively. The Company places its cash with high credit quality financial institution.

(h) Stock-Based Compensation

The Company recognizes compensation expense for awards of equity instruments to employees based on the grant-date fair value of those awards, with limited exceptions, over the requisite service period.

CADUS CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015

(2) Significant Accounting Policies (continued)

(i) Revenue Recognition

The Company will recognize revenue when a sale of a property to a purchaser is consummated, it has no further involvement after the sale and it has received payment in full.

(j) Website

The Company's website was completed in December 2015 at a cost of \$20,000, which is being amortized over three years. Amortization expense for 2016 is \$6,667.

(k) Real Estate

Real estate inventory is recorded at cost. The cost of residential property includes the purchase price of the property, legal fees and other acquisition costs (e.g., recording, title search, survey, lien and permit searches, and inspection costs). Costs directly related to planning, developing and constructing a property are capitalized and classified as real estate inventory in the consolidated balance sheets. Capitalized development costs include interest, property taxes, insurance, and other direct project costs incurred during the period of development.

After acquisition, real estate inventory is analyzed periodically for indication of impairment and any subsequent write down is charged to operating expenses. The Company did not have such a write down during the years ended December 31, 2016 and December 31, 2015.

(l) Recently Issued Accounting Standards

Recent accounting pronouncements issued by the FASB, the AICPA and the SEC did not or are not believed by management to have a material impact on the Company's present or future consolidated financial statements.

(3) Investments in Other Ventures

Cadus owns an 89% limited partnership interest in Laurel Partners Limited Partnership ("Laurel"), a limited partnership of which the controlling shareholder of Cadus is beneficial owner of the general partner. Laurel's purpose was to invest, directly or indirectly, in securities of biotechnology companies. Cadus is not required to make any additional investment in Laurel. As of and for the years ended December 31, 2016 and 2015, Laurel's assets and net income (loss) totaled \$314,371 and \$441, and \$313,930 and \$(458), respectively. The investment is accounted for under the equity method with recognition of losses limited to Cadus' capital contributions. For the years ended December 31, 2016 and 2015, Cadus recognized a gain of \$394 and a loss of \$409, respectively, related to the investment. The Company's investment in Laurel of \$193,086 and \$192,692 at December 31, 2016 and 2015, respectively, is reflected as investments in other ventures in the accompanying consolidated balance sheets.

CADUS CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015

(4) Income Taxes

Deferred tax assets of approximately \$8,997,000 and \$8,758,000 at December 31, 2016 and 2015, respectively, relate principally to net operating loss carry-forwards of \$21,406,000 and \$20,745,000, and research and development credit carry-forwards of \$1,500,000. A valuation allowance has been established for the full amount of the deferred tax assets as a result of the significant uncertainty regarding their ultimate realization. The aggregate valuation allowance increased \$239,000 in 2016 and decreased \$875,000 in 2015.

The net operating loss carry-forwards and the research and development credit carry-forwards expire as follows:

Year	Net Operating Loss Carry-forward	Research and Development Credit Carry-forward
2018	\$ 8,949,000	\$ 935,000
2019	5,810,000	565,000
2020	275,000	-
2022	267,000	-
2023	514,000	-
2024-2036	5,591,000	-

The Company's ability to utilize such net operating loss, research and development credit carry-forwards and equity losses on investments is subject to certain conditions and may be subject to certain limitations in the future due to ownership changes, as defined by rules enacted with the Tax Reform Act of 1986. The Company's tax provision for each year represents an amount for New York state tax on capital.

The Company follows the provision of FASB guidance for accounting for uncertainty in income taxes. The guidance requires the Company to recognize the financial statement benefit of a tax position only after determining that the relevant tax authority would more likely than not sustain the position following an audit. For tax positions meeting this standard, the amount recognized in the financial statements is the largest benefit that has a greater than 50 percent likelihood of being realized upon ultimate settlement with the relevant tax authority. As of December 31, 2016 and 2015, the Company had no material unrecognized tax benefits. As a result, no interest or penalties were accrued for unrecognized tax benefits during the years. The Company's open tax years are 2013, 2014 and 2015.

(5) Stock Options

The Company discontinued its 1996 Incentive Plan in 2016.

CADUS CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015

(6) **Accrued Expenses and Other Current Liabilities**

Accrued expenses and other current liabilities are comprised of the following:

	December 31	
	2016	2015
Accrued real estate costs	\$ 150,554	\$ 300,236
Accrued professional fees	1,373	23,100
Other	955	1,880
	<u>\$ 152,882</u>	<u>\$ 325,216</u>

(7) **Related Party Transactions**

Mr. David Blitz, the Treasurer and Secretary of the Company, was paid \$25,000 in 2016 and in 2015. Mr. Blitz is a former employee of Citrin Cooperman, a successor to Joel Popkin & Co. P.C. He had performed the Company's internal accounting since March 2000 as an employee of the accounting firms. The Company paid Citrin Cooperman \$5,000 in 2016, and paid Joel Popkin & Co. and Citrin Cooperman \$35,170 for such accounting services in 2015, and \$4,000 in 2015 for tax preparation services.

Bayswater Brokerage Florida LLC ("Bayswater") provides brokerage services to the Company, including under a listing agreement entered into on February 10, 2016 with the Company's indirect wholly-owned subsidiary, MB 2013 LLC. Under the listing agreement, Bayswater has the right to sell certain properties of the subsidiary for a commission. Carl C. Icahn, the controlling shareholder of Cadus, is also indirectly the principal shareholder of Bayswater. Barberry Corp. is a significant shareholder of Cadus and is owned entirely by Mr. Icahn. Pursuant to an agreement between Barberry Corp. and Cadus, to the extent Bayswater receives any compensation for brokerage services provided to the Company, Barberry Corp. will make capital contributions to Cadus for the full amount thereof. Barberry Corp. is not issued stock or given other consideration in connection with such capital contributions. Bayswater did not receive any amounts from Cadus in respect of brokerage services in 2015 and 2016.

(8) **Commitments and Contingencies**

Lease Commitments

Cadus leased storage space on a month-to-month basis. Storage expense for the years ended December 31, 2016 and 2015 amounted to \$2,100 and \$12,600, respectively. The Company vacated the storage space on February 29, 2016 and terminated its lease effective as of March 1, 2016.

(9) **Real Estate Operations**

In connection with the Company's program to purchase residential properties for purposes of renovation or construction and resale, as of December 31, 2016, the Company had purchased for an aggregate original purchase price of approximately \$29.9 million, and continued to own, through two indirect wholly-owned subsidiaries, twelve residential properties in Miami-Dade County, Florida and one residential property in East Hampton, New York.

CADUS CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015

(9) Real Estate Operations (continued)

As of December 31, 2016, there was \$6,911,880 in completed properties for sale, \$4,023,397 in property under development, and \$24,186,511 in land. As of December 31, 2015, there was \$6,387,002 in property under development and \$26,329,716 in land.

The Company incurred \$190,355 in real estate expenses for the year ending December 31, 2016 which includes real estate taxes, insurance and sales expense of \$127,101 on the two homes that have been completed. The balance of \$63,254 consists of utilities, maintenance and other operating costs and expenses on properties owned.

For the year ending December 31, 2015, real estate expenses were \$69,715, consisting of utilities, maintenance and other operating costs and expenses on properties owned.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statements No. 333-21871 and No. 333-58151 on Form S-8 of our report dated March 31, 2017, relating to the consolidated financial statements of Cadus Corporation and Subsidiaries (the "Company"), appearing in this Annual Report on Form 10-K of the Company for the year ended December 31, 2016.

/s/ BAKER TILLY VIRCHOW KRAUSE, LLP

Minneapolis, Minnesota
March 31, 2017

CERTIFICATIONS

I, Hunter C. Gary, President and Chief Executive Officer of Cadus Corporation, certify that:

1. I have reviewed this annual report on Form 10-K of Cadus Corporation;
 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 controls 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 function):

- (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: March 31, 2017

/s/ Hunter C. Gary

Hunter C. Gary
President and Chief Executive Officer
(Chief Executive Officer)

CERTIFICATIONS

I, David Blitz, Treasurer and Secretary of Cadus Corporation, certify that:

1. I have reviewed this annual report on Form 10-K of Cadus Corporation;
 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 controls 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 function):

- (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: March 31, 2017

/s/ David Blitz

David Blitz
Treasurer and Secretary
(Chief Financial Officer)

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Cadus Corporation (the "Company") on Form 10-K for the period ending December 31, 2016 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Hunter C. Gary, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. §13.50, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

A signed original of this written statement required by Section 906 has been provided to Cadus Corporation and will be retained by Cadus Corporation and furnished to the Securities and Exchange Commission or its staff upon request.

/s/ Hunter C. Gary

Hunter C. Gary
President and Chief Executive Officer (Chief Executive Officer)
March 31, 2017

The foregoing certification is furnished solely pursuant to 18 U.S.C. Section 1350 and is not being filed as part of the Report or as a separate disclosure document.

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Cadus Corporation (the "Company") on Form 10-K for the period ending December 31, 2016 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, David Blitz, Treasurer and Secretary of the Company, certify, pursuant to 18 U.S.C. §13.50, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

A signed original of this written statement required by Section 906 has been provided to Cadus Corporation and will be retained by Cadus Corporation and furnished to the Securities and Exchange Commission or its staff upon request.

/s/ David Blitz

David Blitz

Treasurer and Secretary (Chief Financial Officer)

March 31, 2017

The foregoing certification is furnished solely pursuant to 18 U.S.C. Section 1350 and is not being filed as part of the Report or as a separate disclosure document.
