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TP53 copy number expansion is associated with the evolution of increased body size and an enhanced DNA damage response in elephants

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SUMMARY

A major constraint on the evolution of large body sizes in animals is an increased risk of developing cancer. There is no correlation, however, between body size and cancer risk. This lack of correlation is often referred to as 'Peto's Paradox'. Here we show that the elephant genome encodes 20 copies of the tumor suppressor gene *TP53* and that the increase in *TP53* copy number occurred coincident with the evolution of large body sizes, the evolution of extreme sensitivity to genotoxic stress, and a hyperactive TP53 signaling pathway in the elephant (Proboscidean) lineage. Furthermore we show that several of the *TP53* retrogenes (*TP53RTGs*) are transcribed and likely translated. While *TP53RTGs* do not appear to directly function as transcription factors, they do contribute to the enhanced sensitivity of elephant cells to DNA damage and the induction of apoptosis by regulating activity of the TP53 signaling pathway. These results suggest that an increase in the copy number of *TP53* may have played a direct role in the evolution of very large body sizes and the resolution of Peto's paradox in Proboscideans.

INTRODUCTION

Lifespan and maximum adult body size are fundamental life history traits that vary

considerably between species (Healy et al., 2014). The maximum lifespan among vertebrates,

for example, ranges from over 211 years in the bowhead whale (*Balaena mysticetus*) to only 59

days in the pygmy goby (*Eviota sigillata*) whereas body sizes ranges from 136,000 kg in the

blue whale (*Balaenoptera musculus*) to 0.5 g in the Eastern red-backed salamander (*Plethodon*

cinereus) (Healy et al., 2014). Similar to other life history traits, such as body size and metabolic

rate or body size and age at maturation, body size and lifespan are strongly correlated such that

larger species tend to live longer than smaller species (**Figure 1A**). While abiotic and biological

factors have been proposed as major drivers of maximum body size evolution in animals,

maximum body size within tetrapods appears to be largely determined by biology (Smith et al.,

2010; Sookias et al., 2012). Mammals, for example, likely share biological constraints on the

evolution of very large body sizes with rare breaks in those constraints underlying the evolution

of gigantism in some lineages (Sookias et al., 2012), such as Proboscideans (elephants and

their and extinct relatives), Cetaceans (whales), and the extinct hornless rhinoceros

Paraceratherium ('Walter').

A major constraint on the evolution of large body sizes in animals is an increased risk of

developing cancer. If all cells have a similar risk of malignant transformation and equivalent

cancer suppression mechanisms, organism with many cells should have a higher risk of

developing cancer than organisms with fewer cells; Similarly organisms with long lifespans have

more time to accumulate cancer-causing mutations than organisms with shorter lifespans and

therefore should be at an increased risk of developing cancer, a risk that is compounded in large

bodied, long-lived organisms (Cairns, 1975; Caulin and Maley, 2011; Doll, 1971; Peto, 2015;

Peto, 1975). There are no correlations, however, between body size and cancer risk or lifespan

and cancer risk across species (Leroi et al., 2003), this lack of correlation is often referred to as

'Peto's Paradox' (Caulin and Maley, 2011; Peto, 1975). Epidemiological studies in wild

populations of Swedish roe deer (*Capreolus capreolus*) and beluga whales (*Delphinapterus*

leucas) in the highly polluted St. Lawrence estuary, for example, found cancer accounted for

only 2% (Aguirre et al., 1999) and 27% (Martineau et al., 2002) of mortality, respectively, much

lower than expected given body size of these species (Caulin and Maley, 2011).

Among the mechanisms large, long lived animals may have evolved that resolve Peto's

paradox are a decrease in the copy number of oncogenes, an increase in the copy number of

tumor suppressor genes (Caulin and Maley, 2011; Leroi et al., 2003; Nunney, 1999), reduced

metabolic rates leading to decreased free radical production, reduced retroviral activity and load

(Katzourakis et al., 2014), increased immune surveillance, and selection for "cheater" tumors

that parasitize the growth of other tumors (Nagy et al., 2007), among many others. Naked mole

rats (*Heterocephalus glaber*), for example, which have very long lifespans for a small-bodied

organism evolved cells with extremely sensitive contact inhibition likely acting as a constraint on

tumor growth and metastasis (Seluanov et al., 2009; Tian et al., 2013). Similarly long-lived blind

mole rats (*Splanx sp.*) evolved an enhanced TP53-signaling and necrotic cell death

mechanisms that also likely constrains tumor growth (Ashur-Fabian et al., 2004; Avivi et al.,

2007; Avivi and Ashur-Fabian, 2005; Gorbunova et al., 2012; Manov et al., 2013). Thus while

some of the mechanisms that underlie cancer resistance in small long-lived mammals have

been identified, the mechanisms by which large bodied animals evolved enhanced cancer

resistance are unknown.

Here we use evolutionary genomics and comparative cell biology to explore the

mechanisms by which elephants, the largest extant land mammal (**Figure 1B**), have evolved

enhanced resistance to cancer. We found that the elephant genome encodes a single *TP53*

gene and 19 *TP53* retrogenes, several of which are transcribed and translated in elephant

tissues. Comparison of the African and Asian elephant *TP53* gene copy number with the copy

number in the genome of the extinct American mastodon, woolly mammoth, and Columbian

mammoth indicates that copy number increased relatively rapidly coincident with the evolution

of large body-sizes in the Proboscidean lineage. Finally we show that elephant cells have an

enhanced response to DNA-damage that is mediated by a hyperactive TP53 signaling pathway

and that this augmented TP53 signaling is dependent upon TP53 retrogenes and can be

transferred to the cells of other species through exogenous expression of elephant TP53

retrogenes. These results suggest that the origin of large body sizes, long lifespans, and

enhanced cancer resistance in the elephant lineage evolved at least in part through reinforcing

the anti-cancer mechanisms of the major 'guardian of the genome' TP53.

RESULTS

Expansion of the *TP53* repertoire in Proboscideans

We characterized *TP53* copy number in 61 Sarcopterygians (Lobe-finned fishes) with draft or completed genomes, including large, long-lived mammals such as the African elephant (*Loxodonta africana*), Bowhead (*Balaena mysticetus*) and Minke (*Balaenoptera acutorostrata scammoni*) whales. We found that all Sarcopterygian genomes encoded a single *TP53* gene and that some lineages also contained a few *TP53* retrogenes (*TP53RTG*), including marsupials, Yangochiropteran bats, and Glires, in which 'processed' *TP53* pseudogenes have previously been reported (Ciotta et al., 1995; Czosnek et al., 1984; Hulla, 1992; Tanooka et al., 1995; Weghorst et al., 1995; Zakut-Houri et al., 1983). We also identified a single *TP53RTG* gene in the lesser hedgehog tenrec (*Echinops telfairi*), which had been previously reported (Belyi et al., 2010), rock hyrax (*Procavia capensis*), and West Indian manatee (*Trichechus manatus*). The African elephant genome, however, encoded 19 *TP53RTG* genes (**Figure 2A**), 14 of which retain potential to encode truncated proteins (**Table 1**).

To trace the expansion of *TP53RTG* gene family in the Proboscidean lineage with greater phylogenetic resolution, we used three methods to estimate the minimum (1:1 orthology), average (normalized read depth), and maximum (gene tree reconciliation) *TP53*/*TP53RTG* copy number in the Asian elephant (*Elephas maximus*), extinct woolly (*Mammuthus primigenius*) and Columbian (*Mammuthus columbi*) mammoths, and the extinct American mastodon (*Mammut americanum*) using existing whole genome sequencing data (Enk et al., 2014; 2013; Rohland et al., 2010; Wilkie et al., 2013). As expected, we identified a single canonical *TP53* gene in these species and estimated the *TP53RTG* copy number in the Asian elephant genome to be 12-17, approximately 14 in both the Columbian and woolly mammoth genomes, and 3-8 in the 50,000-130,000 year old American mastodon genome (**Figure 2B** and **Figure 2-figure supplement 1**). These data indicate that large-scale expansion of the *TP53RTG* gene family occurred in the Proboscidean lineage and suggest that *TP53RTG* copy number was lower in ancient Proboscideans such as the mastodon, which diverged from the elephant lineage ~25MYA (Rohland et al., 2010), than in recent species such as elephants and mammoths.

The *TP53RTG* repertoire expanded through repeated segmental duplications

Several mechanisms may have increased the *TP53RTG* copy number in the Proboscidean lineage including serial retrotransposition from the *TP53* gene, serial retrotransposition from the *TP53* and one or more daughter transcribed retrogenes, repeated segmental duplications of chromosomal loci containing *TP53RTG* genes, or some combination of these mechanisms. Consistent with copy number expansion through a single retrotransposition event followed by repeated rounds of segmental duplication, we found that each *TP53RTG* retrogene was flanked by nearly identical clusters of transposable elements (**Figure 3A**) and embedded within a large genomic region with greater than 80% sequence similarity (**Figure 3B**). Next we used progressiveMAUVE to align the 18 elephant contigs containing *TP53RTG* retrogenes and found that they were all embedded within large locally collinear blocks that span nearly the entire length of some contigs (**Figure 3C**), as expected for segmental duplications.

TP53RTG copy number expansion is correlated with Proboscidean body size

Our observation that *TP53RTG* genes expanded through segmental duplications suggests they may have a tree-like phylogenetic history that preserves information about when in the evolution of Proboscideans the duplicates occurred. Therefore we assembled a dataset of *TP53*/*TP53RTG* orthologs from 65 diverse mammals and jointly inferred the *TP53*/*TP53RTG* gene tree and duplication dates in a Bayesian framework to determine if *TP53*/*TP53RTG* copy number was correlated with body size evolution in Proboscideans. For comparison we also inferred the phylogenetic history of *TP53*/*TP53RTG* genes using maximum likelihood and an additional Bayesian method. We found all phylogenetic inference methods inferred that the *TP53RTG* genes from elephant, hyrax, and manatee formed a well-supported sister clade to the canonical genes from these species, whereas the tenrec *TP53* and *TP53RTG* genes formed a separate well-supported clade (**Figure 4A** and **Figure 4-figure supplement 1**). These data indicate that retrotransposition of *TP53* occurred independently in tenrecs and in the elephant, hyrax, and manatee stem-lineage (Paenungulata), followed by expansion of *TP53RTG* genes in the Proboscidean lineage.

Based on our time-calibrated phylogeny, we inferred that the initial retrotransposition of

the *TP53* gene in the Paenungulata stem-lineage occurred approximately 64 MYA (95% HPD =

62.3-66.2 MYA; **Figure 4A**). This was followed by a period of ~25 million years during which no

further retrotranspositions or segmental duplications were fixed in the genome, however, the

TP53RTG gene family rapidly expanded after ~40 MYA (95% HPD = 30.8-48.6 MYA; **Figure**

4A). To correlate *TP53/TP53RTG* copy number and the origin of large body sizes in

Proboscideans we estimated *TP53/TP53RTG* copy number through time and gathered data on

ancient Proboscidean body sizes from the literature (Evans et al., 2012; Smith et al., 2010). We

found that the increase in *TP53/TP53RTG* copy number in the Proboscidean lineage and

Proboscidean body size evolution closely mirrored each other (**Figure 4B**).

TP53RTG12 is transcribed from a transposable element derived promoter

If expansion of the *TP53RTG* gene repertoire played a role in the resolution of Peto's

paradox during the evolution of large bodied Proboscideans, then one or more of the *TP53RTG*

genes should be transcribed. Therefore we generated RNA-Seq data from Asian elephant

dermal fibroblasts, African elephant term placental villus and adipose tissue, and used

previously published RNA-Seq data from Asian elephant PBMCs (Reddy et al., 2015) and

African elephant fibroblasts (Cortez et al., 2014) to determine if *TP53RTG* genes were

transcribed. We found that the *TP53* and *TP53RTG12* genes were robustly transcribed in all

samples, whereas *TP53RTG3* and *TP53RTG18* transcripts were much less abundant (**Figure**

5A). To confirm that the African and Asian elephant *TP53RTG* genes were transcribed, we

designed a set of PCR primers specific to the *TP53* and *TP53RTG* genes that flank a diagnostic

15-30bp deletion in *TP53RTG* genes (**Figure 5-figure supplement 1**) and used RT-PCR to

assay for expression in Elephant fibroblast cDNA generated from DNase treated RNA.

Consistent with transcription of the *TP53RTG* genes, we amplified PCR products at the

expected size for the *TP53* and *TP53RTG* transcripts but did not amplify PCR products from

negative control (no reverse transcriptase) samples (**Figure 5B**). Sanger sequencing of the

cloned PCR products confirmed transcription of *TP53RTG12* and *TP53RTG18/19* (**Figure 5-**

figure supplement 1) in African elephant and *TP53RTG12* and *TP53RTG13* in Asian elephant

fibroblast. We note that we used a Poly-T primer for cDNA synthesis, thus the amplification of

TP53RTG transcripts indicates that these transcripts are poly-adenylated.

Most retrogenes lack native regulatory elements such as promoters and enhancers to
initiate transcription, thus transcribed *TP53RTG* genes likely co-opted existing regulatory
elements or evolved regulatory elements *de novo*. To identify putative transcriptional start sites
and promoters of the highly expressed *TP53RTG12* gene we used geneid and GENESCAN to
computationally predict exons in the African elephant gene and mapped the African and Asian
elephant fibroblast RNA-Seq data onto scaffold_825, which encodes the *TP53RTG12* gene. We
found that both computational methods predicted an exon ~2kb upstream of the ENSEMBL
annotated *TP53RTG12* gene, within an RTE-type non-LTR retrotransposon (RTE1_LA) that we
annotated as Afrotherian-specific (**Figure 5C**). Consistent with this region encoding a
transcribed 5'-UTR, a peak of reads mapped within the predicted 5'-exon and within the
RTE1_LA retrotransposon (**Figure 5C**).

We attempted to identify the transcription start site of the *TP53RTG12* gene using
several 5'-RACE methods, however, we were unsuccessful in generating PCR products from
either African Elephant fibroblast or placenta cDNA, or Asian elephant fibroblast cDNA.
Therefore, we designed a set of 34 PCR primers tiled across the region of scaffold_825 that
encodes the *TP53RTG12* gene and used these primers to amplify PCR products from African
and Asian Elephant fibroblast cDNA generated from DNase treated RNA. We then
reconstructed the likely *TP53RTG12* promoter, transcription start site, and exon-intron structure
from the pattern of positive PCR products. These data suggest that the major transcription
initiation site of *TP53RTG12* is located within a RTE1_LA class transposable element (**Figure
5C**).

Next we tested the ability of the African and Asian elephant RTE1_LA elements and the
RTE1_LA consensus sequence (as a proxy for the ancestral RTE1_LA sequence) to function as
a promoter in transiently transfected African and Asian elephant fibroblasts when cloned into the
promoterless pGL4.10[*luc2*] luciferase reporter vector. We found that the African and Asian
elephant RTE1_LA elements increased luciferase expression 3.03-fold (t-test, *P*=2.41×10^{-8}) and
1.37-fold (t-test, *P*=2.60×10^{-4}), respectively, compared to empty vector controls (**Figure 5D**).
However, luciferase expression from the pGL4.10[*luc2*] vector containing the RTE1_LA
sequence was not significantly different than the empty vector control in either Asian (0.96-fold;
t-test, *P*=0.61) or African elephant fibroblasts (0.95-fold; t-test, *P*=0.37; **Figure 5D**). These data
indicate that transcription of *TP53RTG12* likely initiates within a RTE1_LA-derived promoter, but

that the ability of this RTE1_LA element to function as a promoter is not an ancestral feature of

RTE1_LA elements.

Elephant cells likely express TP53RTG proteins and numerous isoforms of TP53

To determine if *TP53RTG* transcripts are translated, we treated African elephant, Asian

elephant, and hyrax cells with 50 J/m^2 UV-C (to stabilize TP53) and the proteasome inhibitor

MG-132 (to block protein degradation), and assayed for TP53/TP53RTG proteins by Western

blotting total cell protein with a polyclonal TP53 antibody (FL-393) that we demonstrated

recognizes Myc-tagged TP53RTG12. We identified bands in both African and Asian elephant

and hyrax total cell protein at the expected size for the full length p53, Δ133p53β/γ, and p53ψ-

like isoforms of the TP53 protein (Khoury and Bourdon, 2010) as well as high molecular weight

bands corresponding to previously reported SDS denaturation resistant TP53 oligomers (Cohen

et al., 2008; Ottaggio et al., 2000) and (poly)ubiquitinated TP53 conjugates (Sparks et al.,

2013) (**Figure 5E**). We also identified an elephant-specific band at the expected size for the

TP53RTG12 (19.6kDa) and TP53RTG19 (22.3kDa) proteins, suggesting that the *TP53RTG12*

and *TP53RTG19* transcripts are translated in elephant fibroblasts (**Figure 5E** and **Figure 5-**

figure supplement 2).

Elephant cells have an enhanced TP53-dependent DNA-damage response

Our observation that *TP53RTG* genes are expressed suggests that elephant cells may

have an altered TP53 signaling system compared to species without an expanded

TP53/TP53RTG gene repertoire. To directly test this hypothesis we transiently transfected

primary African elephant, Asian elephant, South African Rock hyrax (*Procavia capensis*

capensis), East African aardvark (*Orycteropus afer lademanni*), and Southern Three-banded

armadillo (*Tolypeutes matacus*) dermal fibroblasts with a luciferase reporter vector containing

two TP53 response elements (pGL4.38[*luc2p*/p53 RE/Hygro]) and Renilla control vector

(pGL4.74[*hRluc*/TK]). Next we used a dual luciferase reporter assay to measure activation of the

TP53 pathway in response to treatment with three DNA damage inducing agents (mitomycin C,

doxorubicin, or UV-C) or nutlin-3a, which inhibits the interaction between MDM2 and TP53 and

thus promotes TP53 signaling. We found that elephant cells generally up-regulated TP53

signaling in response to lower doses of each drug and UV-C than closely related species

without an expanded TP53 gene repertoire (**Figure 6A**), indicating elephant cells have evolved

an enhanced TP53 response.

To determine the consequences of an enhanced TP53 response we treated primary
African and Asian elephant, hyrax, aardvark, and armadillo dermal fibroblasts with mitomycin C,
doxorubicin, nutlin-3a, or UV-C and measured cell viability (live-cell protease activity),
cytotoxicity (dead-cell protease activity), and the induction apoptosis (caspase-3/7 activation)
using an ApoTox-Glo Triplex assay. Consistent with the results from the luciferase assay, we
found that lower doses of mitomycin C or doxorubicin induced apoptosis in elephant cells than
the other species (**Figure 6B**) and that the magnitude of the response was greater in elephant
than other species (**Figure 6A**). Similarly UV-C exposure generally induced more elephant cells
to undergo apoptosis than other species (**Figure 6A**). A striking exception to this trend was the
response of elephant cells to the MDM2 antagonist nutlin-3a, which elicited a strong TP53
transcriptional response (**Figure 6A**) but did not induce apoptosis (**Figure 6B**). Thus we
conclude that elephant cells generally upregulate TP53 signaling and apoptosis at lower levels
of DNA-damage than other species, but are resistant to nutlin 3-a induced apoptosis.
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TP53RTG genes are required for enhanced TP53 signaling and DNA-damage responses
To test if *TP53RTG* genes are necessary for the enhanced TP53-dependent DNA-
damage response, we cotransfected African elephant fibroblasts with the pGL4.38[*luc2p*/p53
RE/Hygro] luciferase reporter vector, the pGL4.74[*hRluc*/TK] Renilla control vector, and either a
TP53RTG-specific siRNA or a scrambled siRNA control (**Figure 7A**). Next we used a dual
luciferase reporter assay to measure activation of the TP53 pathway in response to treatment
mitomycin C, doxorubicin, UV-C, or nutlin-3a. As expected given our previous results, we found
that African elephant fibroblasts transfected with control siRNA induced TP53 signaling in
response to each treatment (**Figure 7A**). In contrast, African elephant fibroblasts transfected
with *TP53RTG*-specific siRNA had significantly lower luciferase expression, and thus reduced
TP53 signaling, in response to either DNA-damaging agents (mitomycin C, doxorubicin, UV-C)
or MDM2 antagonism (nutlin-3a). *TP53RTG* knockdown also elevated baseline TP53 signaling
(**Figure 7B**). These data suggest that TP53RTG proteins have at least two distinct functions,
inhibiting TP53 signaling in the absence of inductive signals and potentiation of TP53 signaling
after the induction of DNA damage.
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TP53RTG12 enhances TP53 signaling and DNA-damage responses via a transdominant mechanism

To test if TP53RTG12 is sufficient to mediate enhanced TP53 signaling and DNA-damage responses we synthesized the African elephant *TP53RTG12* gene (with mouse codon usage) and cloned it into the mammalian expression vector pcDNA3.1(+)/myc-His. We then transiently transfected mouse 3T3-L1 cells with the *TP53RTG12* pcDNA3.1(+)/myc-His expression vector and used the pGL4.38[*luc2P*/p53 RE/Hygro] reporter system and ApoToxGlo assays to monitor activation of the TP53 signaling pathway and the induction of apoptosis in response to treatment with mitomycin C, doxorubicin, nutlin-3a, or UV-C. We found that heterologous expression of TP53RTG12 in mouse 3T3-L1 cells dramatically augmented luciferase expression from the pGL4.38[*luc2P*/p53 RE/Hygro] reporter vector in response to each treatment (**Figure 8A**) compared to empty vector controls, consistent with a enhancement of the endogenous TP53 signaling pathway. Similarly, expression of TP53RTG12 significantly augmented the induction of apoptosis in response to each treatment although the effects sizes were modest (**Figure 8B**). These data indicate that TP53RTG12 acts via a trans-dominant mechanism to enhance the induction of apoptosis by endogenous TP53 and that TP53RTG12 is sufficient to recapitulate at least some of the enhanced sensitivity of elephant cells to DNA damage. Furthermore, our observation that transfection with the *TP53RTG12* pcDNA3.1(+)/myc-His expression vector augments TP53 signaling and apoptosis suggests that the TP53RTG12 protein rather than transcript is responsible for these effects because the *TP53RTG12* transgene was synthetized with mouse codon usage and is only 73% (394/535 nts) identical to the elephant *TP53RTG12* gene.

TP53RTG proteins are unlikely to directly regulate TP53 target genes because they lack critical residues required for nuclear localization, tetramerization, and DNA-binding (**Figure 9A**). Previous studies, for example, have shown the TP53 mutants lacking the tetramerization domain and C-terminal tail are unable to bind DNA or transactivate luciferase expression from a reporter vector containing TP53 response elements (Kim et al., 2012). Similarly the p53Ψ isoform, which is truncated in the middle of the DNA binding domain and lacks the nuclear localization signal and oligomerization domain, is unable to bind DNA and is transcriptionally inactive (Senturk et al., 2014). Unexpectedly, we found that the GFP-tagged TP53RTG12 protein was both cytoplasmic and nuclear localized in transfected African elephant fibroblasts (**Figure 9B**), suggesting it interacts with another nuclear localized protein to enter the nucleus.

Despite relatively strong nuclear localization, however, cells co-transfected with the *TP53RTG12*

pcDNA3.1(+)/myc-His expression vector and the pGL4.38[*luc2P*/p53 RE/Hygro] luciferase

reporter vector did not have elevated luciferase expression compared to controls, suggesting

that TP53RTG12 is transcriptionally inactive or requires a cofactor to regulate target genes

(**Figure 9C**).

A model for TP53RTG function – Decoy or guardian?

While TP53RTG12 does not appear to directly regulate gene expression, many of the

TP53RTG proteins (including TP53RTG12) retain the MDM2 interaction motif in the

transactivation domain and dimerization sites in the DNA binding domain (**Figure 9A**). These

data suggest at least two non-exclusive models of TP53RTG action: 1) TP53RTG proteins may

act as 'decoys' for the MDM2 complex allowing the canonical TP53 protein to escape negative

regulation (**Figure 10A**); and 2) TP53RTG proteins may protect canonical TP53 from MDM2

mediated ubiqutination, which requires tetramerization (Kubbutat et al., 1998; Maki, 1999), by

dimerizing with canonical TP53 and thereby preventing the formation of tetramers (**Figure 10F**).

The decoy model depends on the ability of TP53RTG proteins to physically interact with

MDM2. Previous crystallographic studies of the TP53/MDM2 interaction have shown that a trio

of residues in TP53 (F19, W23, and L26) insert deeply into a hydrophobic cleft in MDM2, which

stabilizes the interaction (Kussie et al., 1996). We identified a W23G substitution in all TP53RTG

proteins at a site that is invariant for tryptophan in TP53 proteins including African and Asian

elephant TP53 (**Figure 10B**), suggesting that TP53RTG proteins may be unable to physically

interact with MDM2. To infer the structural and functional consequences of the TP53RTG W23G

substitution we generated a homology model of the elephant TP53RTG12/MDM2 complex using

I-TASSER/ModRefiner (Roy et al., 2010; Xu and Zhang, 2011; Zhang, 2008) and the crystal

structure of the MDM2/TP53 dimer as a template (Kussie et al., 1996). We found that the

TP53RTG12 transactivation domain was inferred to be a short α-helix (**Figure 10C**) and was

very similar to the template structure (RMSD: 1.756), however, the W23G substitution is

predicted to abolish crucial hydrophobic interactions between the amphipathic α-helix of TP53

and the hydrophobic cleft MDM2. Indeed, three methods (Pires et al., 2014) inferred that the

W23G substitution is destabilizing on the TP53RTG12/MDM2 interaction (mCSM ΔΔG=-2.42,

SDM ΔΔG=-5.46, DUET ΔΔG=-2.38) (**Figure 10D**). To experimentally test for an interaction

between TP53RTG12 and MDM2 we transiently transfected HEK-293 cells with the

TP53RTG12 pcDNA3.1(+)/myc-His expression vector, immunoprecipitated endogenous human

MDM2, and assayed for co-immunoprecipitation of TP53RTG12 by Western blotting. While we

efficiently co-immunoprecipitated endogenous human TP53 we did not co-immunoprecipitate

Myc-tagged TP53RTG12 (**Figure 10E** and **Figure 10-figure supplement 1**), consistent with a

lack of interaction between TP53RTG12 and MDM2.

Unlike the decoy model, the guardian model of TP53RTG function depends upon a

physical interaction between TP53RTG and TP53. The TP53 dimer is stabilized by hydrophobic

and polar interactions including a shell of nonpolar interactions formed by P177, H178, M243,

and G244 and a stabilization network next to the nonpolar layer formed by charged residues

from the two monomers (R181, E180, and R174). In addition, several polar and charged

residues nearby but not within the dimerization interface contribute to the stability of the

interacting monomers including D184 with R175, most of which are conserved in TP53RTG

proteins (**Figure 10G**). To infer if derived residues in the TP53RTG12 dimerization interface

might disrupt a physical interaction between TP53RTG12 and TP53 we generated a homology

model of the TP53RTG12/TP53 dimer using I-TASSER/ModRefiner (Roy et al., 2010; Xu and

Zhang, 2011; Zhang, 2008) and the crystal structure of the TP53 tetramer as a template

(Kitayner et al., 2006). We found that the TP53RTG12 dimerization interface was inferred to be

a 2-4 residue α-helix (**Figure 10H**) that was nearly identical to the template structure (RMSD:

0.605), suggesting TP53RTG12-specific residues in dimerization interface are unlikely to disrupt

the structure of the interface. Unlike the MDM2 interaction site, TP53RTG12-specific

substitutions were predicted to maintain intermolecular hydrophobic interactions with TP53

(**Figure 10H**). Consistent with maintenance of dimerization potential, the net ΔΔG of the derived

amino acid substitutions in the TP53RTG12 dimerization interface were under 2 (**Figure 10I**). To

experimentally test for an interaction between TP53RTG12 and TP53 we transiently transfected

HEK-293   cells   with   the   TP53RTG12   pcDNA3.1(+)/myc-His   expression   vector,

immunoprecipitated TP53RTG12 with a Myc antibody, and assayed for co-immunoprecipitation

of endogenous human TP53 by Western blotting. We found that Myc-tagged TP53RTG12

efficiently co-immunoprecipitated endogenous human TP53 (**Figure 10J**). These data are

consistent with a physical interaction between TP53RTG12 and TP53 but not between

TP53RTG12 and MDM2, supporting the guardian model.

DISCUSSION

A major developmental and life history constraint on the evolution of large body sizes and long lifespans in animals is an increased risk of developing cancer. There is no correlation, however, between body size or lifespan and cancer risk because large and long-lived organisms have evolved enhanced cancer suppression mechanisms that delay the development of cancer until post-reproduction (when selection generally cannot act). This simple evolutionary rational demands mechanistic explanations (Peto, 2015), which have thus far been elusive. Here we show that the master tumor suppressor TP53, which is essential for preventing cancer because it triggers proliferative arrest and apoptosis in response to a variety of stresses such as DNA damage, was retroduplicated in the Paenungulate stem-lineage and rapidly increased in copy number through repeated segmental duplications during with the evolution of Proboscideans. The expansion of the *TP53RTG* gene family occurred coincident with the evolution of large body sizes and enhanced sensitivity of elephant cells to genotoxic stress, suggesting that Proboscideans resolved Peto's paradox at least in part through the evolution of augmented TP53 signaling.

Comparison to previous studies of elephant TP53

Previous studies have suggested that the *TP53* gene family expanded in the elephant lineage (Abegglen et al., 2015; Caulin and Maley, 2011; Caulin et al., 2015), however, these studies did not establish the mechanism by which the *TP52RTG* gene family expanded. Several potential mechanisms could have increased *TP52RTG* copy number, including serial (independent) retrotranspostion from the parent *TP53* gene, a single retrotranspostion event followed by repeated rounds of segmental duplication of *TP52RTG* containing loci, retrotransposition of expressed *TP52RTG* genes, or some combination of these models. Each model is associated with a distinct set of genomic 'fingerprints'. If copy number expanded through independent retrotransposition events, for example, *TP53RTG* encoding regions of the genome will not be homologous whereas the model of a single retrotranspostion event followed by repeated rounds of segmental duplication predicts that the *TP53RTG* encoding loci will be homolgous. Consistent with copy number expansion through a single retrotransposition event followed by repeated rounds of segmental duplication, we found that flaking regions of each *TP52RTG* locus were homologous and contained the same unique combination of transposable

elements. Indeed, the 3'-end of each duplicate terminates at a ~5kb long L1MB5 LINE element

suggesting that transposable element mediated recombination may have played a role in

promoting segmental duplication.

If *TP53RTG* copy number expansion played a causal role in evolution of enhanced

cancer resistance in elephants then the gene family must have expanded prior to or coincident

with the evolution of increased body sizes in Proboscideans rather than after the evolution of

large bodies but before the African and Asian elephant lineages diverged ~8 MYA (Rohland et

al., 2010; 2007). Thus dating the expansion of the *TP53RTG* gene family is essential for

determining if *TP53RTG* genes played a role in the evolution of enhanced cancer resistance in

elephants. Previous studies, however, did not establish when *TP53RTG* copy number expanded

in the evolution of Proboscideans. Fortunately our observation that copy number expansion

occurred through segmental duplications allowed us to use molecular phylogenetic methods to

date each duplication event. These data indicate that initial *TP53RTG* retrotransposition event

occurred in the Paenungulate stem-lineage ~64 MYA, followed rapid expansion after ~40 MYA.

We also found that the increase in *TP53RTG* copy number occurred coincident with the

evolution of large bodies in the Proboscidean lineage, implicating copy number expansion in the

resolution of Peto's paradox.

While Abegglen et al. (2015) found that elephant and human cells had different

sensitivities to ionizing radiation, their taxon sampling did not allow for polarizing which species

was different. Indeed, their taxon sampling does not allow for a Eutherian out-group. To

determine if elephants have a derived sensitivity to genotoxic stress, we compared the response

of fibroblasts from an African savannah elephant, an Asian elephant, and closely related out-

group species to DNA damage inducing agents. Our out-group species included the South

African Rock hyrax, the closest living relative of elephants, the East African aardvark, an

Afrotherian from the sister lineage of the Paenungulates, and the Southern Three-banded

armadillo, an Atlantogenatan from the sister lineage of the Afrotherians. Our results indicate that

elephant cells are particularly sensitive to genotoxic tress, suggesting that this sensitivity

evolved coincident with the evolution of large body sizes and an expanded *TP53* gene repertoire

in Proboscideans.

An embarrassment of riches?

Our observation that the elephant genome contains 19 *TP53RTG* genes raises

numerous questions: Do these loci, for example, encode functional genes or pseudogenes and

what processes underlie copy number expansion? Answers to these questions are essential for

understanding whether *TP53RTG* genes are casually related to the resolution of Peto's paradox

in Proboscideans or if they are irrelevant relicts of ancient transposition events, like so many

other pseudogenes that riddle mammalian genomes. Unfortunately it is difficult to answer these

questions.

Which *TP53RTG* loci encode functional genes and which encode pseudogenes is not

easy to infer. Many duplicate genes are preserved because they evolve tissue-specific or

developmental-stage specific expression patterns (subfunctionalization), new functions

(neofunctionalization) that resolve redundancy between duplicates, or reduced expression levels

that preserves correct expression dosage. Exhaustively characterizing gene expression in

elephant tissues is difficult because appropriate tissue samples are unavailable, therefore we

are unable to definitively determine which *TP53RTG* loci are transcribed. Our RNA-Seq and RT-

PCR/Sanger sequencing data indicate that at least *TP53RTG12*, *TP53RTG18/19*, and

TP53RTG13 are transcribed in dermal fibroblasts. Abegglen et al. (2015) used RT-PCR and

Sanger sequencing to show two distinct transcripts were expressed in elephant PBMCs, but

they did not assign the loci to which these transcripts correspond. We analyzed the

chromatograms shown in Abegglen et al. eFigure 4 and found that the 185bp product is likely a

transcript from the *TP553RTG14* gene and the 201bp product is likely a transcript from the

TP553RTG5 gene. Thus, our combined data suggest that at least five *TP53RTG* genes are

transcribed. Furthermore we did not observe *TP553RTG14* or *TP553RTG5* expression in

adipose, placenta, or fibroblasts suggesting that the expression of some *TP53RTG* genes is

tissue-specific.

The large number of *TP53RTG* loci in elephants combined with the observation that only

five are transcribed suggests that this gene family may evolve by a birth and death process, in

which new genes are created by duplication and some duplicates are maintained in the genome

whereas others become nonfunctional or deleted similar to other large genes families such as

histones (González-Romero et al., 2010; Rooney et al., 2002) and venom genes (Lynch, 2007).

Under this model selection acts to maintain a minimal number of functional copies (functional

copy number) rather than total copy number, the increase in total copy number is driven by the

total number of loci and the rates of duplication, loss, and fixation. Thus the overall increase in

total *TP53RTG* copy number may be a selectively neutral processes, driven simply by higher

rates of duplication and/or fixation than loss.

Is TP53RTG12 a decoy, a guardian, or something else?

Our results demonstrate that elephant cells induce TP53 signaling and trigger apoptosis

at lower thresholds of genotoxic stress than closely related species without an expanded *TP53*

repertoire and that this reduced sensitivity is dependent upon *TP53RTG* genes. Furthermore

heterologous expression of TP53RTG12 in mouse cells was sufficient to augment endogenous

TP53 signaling and recapitulate an elephant-like sensitivity to genotoxic stress, indicating that

TP53RTGs acts through a transdominant mechanism. While the mechanism of action is

unclear, *TP53RTG* genes may augment TP53 signaling through several non-exclusive

mechanisms including functioning as non-coding RNAs (Poliseno et al., 2010), protein 'decoys'

for the MDM2 complex that allowing canonical TP53 to escape negative regulation (Abegglen et

al., 2015), and protein 'guardians' that protect canonical TP53 from MDM2 mediated

ubiqutination.

Consistent with the guardian model, we found that Myc-tagged TP53RTG12 efficiently

co-immunoprecipitated with endogenous TP53 but not with endogenous MDM2. The lack of an

interaction between TP53RTG12 and MDM2 likely results from a W23G substitution that is

predicted to abolish a crucial hydrophobic interaction between the amphipathic α-helix of TP53

and the hydrophobic cleft MDM2. The W23G substitution is found in all TP53RTG proteins but

not African and Asian elephant TP53, indicating that it occurred before the expansion of the

TP53RTG gene family and likely prevents interaction of any TP53RTG protein and MDM2.

Previous studies have shown that tetramerization of TP53 is required for its efficient MDM2-

medaited ubiquitination (Kubbutat et al., 1998; Maki, 1999), suggesting that TP53RTG proteins

may dimerize with and protect TP53 from ubiquitination thereby contributing to a standing pool

of TP53 that is able to rapidly respond to DNA damage. Consistent with this mechanism,

transgenic mice with an increase in TP53 copy number (Garcia-Cao et al., 2002) or a

hypomorphic *Mdm2* allele have elevated basal TP53 activity and are resistant to tumor

formation (Mendrysa, 2006), indicating that shifting the TP53-MDM2 equilibrium away from

TP53 degradation can directly promote cancer resistance.

The 'decoy' model (Abegglen et al., 2015) has also been challenged because it would

allow for activation of the TP53 signaling pathway in the absence of DNA damage (Perez and

Komiya, 2016), which is generally lethal in animal models (Hoever et al., 1994; Lozano, 2010).

Thus if TP53RTG proteins allow TP53 to escape negative regulation by MDM2, how do

elephants tolerate elevated basal TP53 levels? Clearly further studies are required to

specifically test whether TP53RTG proteins interfere with the interaction between the MDM2

complex and TP53, protect TP53 from ubiquitination, or have other functions.

What do extra *TP53* genes cost?

Our observation that functional *TP53* duplicates only occur in the elephant lineage (and

perhaps some bats) suggests that increased *TP53* dosage has a cost. Previous studies found

that transgenic mice that overexpress*Trp53* were cancer resistant but had major life history

tradeoffs including slower pre- and post-natal growth rates and reduced size (Maier et al., 2004),

a shortened lifespan (Maier et al., 2004), accelerated aging (Tyner et al., 2002), and reduced

fertility (Allemand et al., 1999; Maier et al., 2004), as well as developmental tradeoffs including

reduced proliferation, cellularity, and atrophy across multiple organ and tissue systems (Dumble

et al., 2007; Maier et al., 2004), defective ureteric bud differentiation, and small kidneys (Godley

et al., 1996). Thus, increases in *TP53* copy number protects against cancer but appears to

come with the cost of developmental delays, accelerated aging, and reduced fertility (Campisi,

2003; Donehower, 2002; Ferbeyre and Lowe, 2002; Rodier et al., 2007).

Reduced male fertility appears to be a particularly expensive cost of increased *TP53*

dosage. Allemand et al. (1999), for example, generated transgenic lines of mice with one

(MTp53-176), two (MTp53-112), or 15 (MTp53-94) extra copies of the *Trp53* gene fused to the

inducible promoter of the metallothionein I (MT) gene. They found that transgenic males with the

highest *Trp53* dosage were nearly infertile because the majority of developing spermatids

underwent apoptosis before developing into mature sperm, males with intermediate dosage

were subfertile and produced sperm with abnormal morphologies (teratozoospermia) indicative

of defective terminal differentiation of postmeiotic cells, whereas males with the lowest dosage

were fertile. Similarly, Maier et al. (2004) generated a transgenic line that overexpresses the p44

isoform of *Trp53* (Δ40p53) and found that both males and females exhibited shortened

reproductive lifespans. Males, however, were more severely affected than females with a

catastrophic loss of sperm-producing cells and massive degeneration of the seminiferous

epithelium leading to a "Sertoli-cell only" phenotype.

In contrast to transgenic mice that either overexpress full length TP53 or the Δ40p53

isoform, transgenic 'super p53' mice with one (p53-tg) or two (p53-tg[b]) additional copies of the

endogenous *TP53* locus have an enhanced DNA-damage response and are tumor resistant, yet

age normally and are fertile (Garcia-Cao et al., 2002; 2006; Matheu et al., 2007). Enhanced

tumor suppression and normal aging is also observed in $Mdm2^{puro/\Delta7-12}$ transgenic mice, which

have one hypomorphic and one null allele of *Mdm2*, express ~30% of the wild-type level of

Mdm2, and have constitutively high TP53 activity (Mendrysa, 2006; Mendrysa et al., 2003).

These results suggest that the costs of increased *TP53* copy number are incurred above a

threshold of about 2-3 extra copies and can be reduced by maintaining normal regulation of

TP53 transcription and negative post-transcriptional regulation by MDM2. Consistent with this

model, deletion of either *Mdm2* or *Mdm4* rescues *Trp53*-dependent embryonic lethality in mice

(Finch et al., 2002; Migliorini et al., 2002; Parant et al., 2001) and zebrafish (Chua et al., 2015).

Collectively these data indicate that increased *TP53* dosage comes with a cost, and

suggest that Proboscideans evolved a mechanism that reduced this cost, broke a major

developmental and evolutionary constraint on *TP53* copy number, or perhaps evaded paying

the cost of increased *TP53* copy number altogether. *TP53RTG* genes, for example, are

transcribed from a transposable element derived promoter that is evolutionarily younger than the

retrogenes. Thus, the initial *TP53RTG* genes were unlikely to be transcribed and incur a cost.

Similarly our phylogenetic analyses indicates that copy number expanded after the initial

TP53RTG gene acquired several mutations, including a premature stop codon that terminates

the protein before the DNA-binding domain, which likely reduces or completely eliminates the

costs associated with *TP53* target gene regulation. Although more detailed evolutionary and

comparative analyses are required to determine if *TP53RTG* genes incurred a cost, it is possible

that the costs were minimized because functional *TP53RTG* genes evolved through non-

functional intermediates, which accumulated loss of function mutations that minimized

redundancy with *TP53*.

EXPERIMENTAL PROCEDURES

Identification of *TP53/PT53RTG* genes in Sarcopterygian genomes

We used BLAT to search for *TP53* genes in 61 Sarcopterygian genomes using the human TP53 protein sequences as an initial query. After identifying the canonical *TP53* gene from each species, we used the nucleotide sequences corresponding to this *TP53* CDS as the query sequence for additional BLAT searches within that species genome. To further confirm the orthology of each *TP53* gene we used a reciprocal best BLAT approach, sequentially using the putative CDS of each *TP53* gene as a query against the human genome; in each case the query gene was identified as TP53. Finally we used the putative amino acid sequence of the TP53 protein as a query sequence in a BLAT search.

We thus used BLAT to characterize the *TP53* copy number in Human (*Homo sapiens*; GRCh37/hg19), Chimp (*Pan troglodytes*; CSAC 2.1.4/panTro4), Gorilla (*Gorilla gorilla gorilla*; gorGor3.1/gorGor3), Orangutan (*Pongo pygmaeus abelii*; WUGSC 2.0.2/ponAbe2), Gibbon (*Nomascus leucogenys*; GGSC Nleu3.0/nomLeu3), Rhesus (*Macaca mulatta*; BGI CR_1.0/rheMac3), Baboon (*Papio hamadryas*; Baylor Pham_1.0/papHam1), Marmoset (*Callithrix jacchus*; WUGSC 3.2/calJac3), Squirrel monkey (*Saimiri boliviensis*; Broad/saiBol1), Tarsier (*Tarsius syrichta*; Tarsius_syrichta2.0.1/tarSyr2), Bushbaby (*Otolemur garnettii*; Broad/otoGar3), Mouse lemur (*Microcebus murinus*; Broad/micMur1), Chinese tree shrew (*Tupaia chinensis*; TupChi_1.0/tupChi1), Squirrel (*Spermophilus tridecemlineatus*; Broad/speTri2), Mouse (*Mus musculus*; GRCm38/mm10), Rat (*Rattus norvegicus*; RGSC 5.0/rn5), Naked mole-rat (*Heterocephalus glaber*; Broad HetGla_female_1.0/hetGla2), Guinea pig (*Cavia porcellus*; Broad/cavPor3), Rabbit (*Oryctolagus cuniculus*; Broad/oryCun2), Pika (*Ochotona princeps*; OchPri3.0/ochPri3), Kangaroo rat (*Dipodomys ordii*; Broad/dipOrd1), Chinese hamster (*Cricetulus griseus*; C_griseus_v1.0/criGri1), Pig (*Sus scrofa*; SGSC Sscrofa10.2/susScr3), Alpaca (*Vicugna pacos*; Vicugna_pacos-2.0.1/vicPac2), Dolphin (*Tursiops truncatus*; Baylor Ttru_1.4/turTru2), Cow (*Bos taurus*; Baylor Btau_4.6.1/bosTau7), Sheep (*Ovis aries*; ISGC Oar_v3.1/oviAri3), Horse (*Equus caballus*; Broad/equCab2), White rhinoceros (*Ceratotherium simum*; CerSimSim1.0/cerSim1), Cat (*Felis catus*; ICGSC Felis_catus 6.2/felCat5), Dog (*Canis lupus familiaris*; Broad CanFam3.1/canFam3), Ferret *(Mustela putorius furo*; MusPutFur1.0/musFur1), Panda (*Ailuropoda melanoleuca*; BGI-Shenzhen 1.0/ailMel1), Megabat (*Pteropus vampyrus*; Broad/pteVam1), Microbat (*Myotis lucifugus*; Broad Institute Myoluc2.0/myoLuc2), Hedgehog (*Erinaceus europaeus*;

EriEur2.0/eriEur2), Shrew (*Sorex araneus*; Broad/sorAra2), Minke whale (*Balaenoptera*

acutorostrata scammoni; balAcu1), Bowhead Whale (*Balaena mysticetus*; v1.0), Rock hyrax

(*Procavia capensis*; Broad/proCap1), Sloth (*Choloepus hoffmanni*; Broad/choHof1), Elephant

(*Loxodonta africana*; Broad/loxAfr3), Cape elephant shrew (*Elephantulus edwardii*;

EleEdw1.0/eleEdw1), Manatee (*Trichechus manatus latirostris*; Broad v1.0/triMan1), Tenrec

(*Echinops telfairi*; Broad/echTel2), Aardvark (*Orycteropus afer afer*; OryAfe1.0/oryAfe1),

Armadillo (*Dasypus novemcinctus*; Baylor/dasNov3), Opossum (*Monodelphis domestica*;

Broad/monDom5), Tasmanian devil (*Sarcophilus harrisii*; WTSI Devil_ref v7.0/sarHar1), Wallaby

(*Macropus eugenii*; TWGS Meug_1.1/macEug2), Platypus (*Ornithorhynchus anatinus*; WUGSC

5.0.1/ornAna1), Medium ground finch (*Geospiza fortis*; GeoFor_1.0/geoFor1), Zebra finch

(*Taeniopygia guttata*; WashU taeGut324/taeGut2), Budgerigar (*Melopsittacus undulatus*;

WUSTL v6.3/melUnd1), Chicken (*Gallus gallus*; ICGSC Gallus_gallus-4.0/galGal4), Turkey

(*Meleagris gallopavo*; TGC Turkey_2.01/melGal1), American alligator (*Alligator mississippiensis*;

allMis0.2/allMis1), Painted turtle (*Chrysemys picta bellii*; v3.0.1/chrPic1), Lizard (*Anolis*

carolinensis; Broad AnoCar2.0/anoCar2), X. tropicalis (*Xenopus tropicalis*; JGI 7.0/xenTro7),

Coelacanth (*Latimeria chalumnae*; Broad/latCha1).

TP53/TP53RTG copy number estimation in Proboscidean genomes

Identification of TP53/TP53RTG genes in the Asian elephant genome

We used previously published whole genome shotgun sequencing data from an Asian

elephant (*Elephas maximus*) generated on an Illumina HiSeq 2000{'Hou'} to estimate the

TP53/TP53RTG copy number in the genome. For these analyses we combined data from two

individual elephants (ERX334765 and ERX334764) into a single dataset of 151,482,390 76-nt

paired end reads. We then mapped Asian elephant reads onto the African elephant

TP53/TP53RTG genes using Bowtie2 in paired-end mode, with the local alignment and 'very

sensitive' options and Cufflinks (version 0.0.7) to assemble mapped reads into genes which we

treated as putative Asian elephant orthologs. We identified 14 putative 1:1 orthologous

TP53RTG genes in the Asian elephant genome, including *TP53RTG1*, *TP53RTG2*, *TP53RTG3*,

TP53RTG4, *TP53RTG5*, *TP53RTG6*, *TP53RTG9*, *TP53RTG10*, *TP53RTG11*, *TP53RTG13*,

TP53RTG14, *TP53RTG17*, *TP53RTG18*, and *TP53RTG19*.

Identification of TP53/TP53RTG genes in the Columbian and Woolly mammoth genomes

We used previously published whole genome shotgun sequencing data from an ~11,000

year old Columbian mammoth (*Mammuthus columbi*) generated on an Illumina HiSeq

1000{'Sparks'} to estimate the *TP53/TP53RTG* copy number in the genome. For these analyses

we combined data from three individual mammoths (SRX329134, SRX329135, SRX327587,

SRX327586, SRX327583, SRX327582) into a single dataset of 158,704,819 102-nt paired end

reads. We then mapped Asian elephant reads onto the African elephant *TP53/TP53RTG* genes

using Bowtie2 in paired-end mode, with the local alignment and 'very sensitive' options, and

Cufflinks (version 0.0.7) to assemble mapped reads into genes which we treated as putative

Asian elephant orthologs. We identified 14 putative 1:1 orthologous *TP53RTG* genes in the

Columbian mammoth genome, including *TP53RTG10*, *TP53RTG11*, *TP53RTG13*, *TP53RTG14*,

TP53RTG16, *TP53RTG17*, *TP53RTG19*, *TP53RTG2*, *TP53RTG3*, *TP53RTG4*, *TP53RTG5*,

TP53RTG6, *TP53RTG8*, *TP53RTG9*.

Identification of TP53/TP53RTG genes in the American mastodon genome

We used previously published whole genome shotgun sequencing data generated on a

Roche 454 Genome Sequencer (GS FLX) to estimate the *TP53* copy number in a 50,000-

130,000 year old American mastodon (*Mammut americanum*){'Langmead'}. To estimate *TP53*

copy number we combined 454 sequencing data from 'Library A' (SRX015822) and 'Library B'

(SRX015823) into a single dataset of 518,925 reads. Reads were converted from FASTQ to

FASTA and aligned to African elephant *TP53* gene and retrogene sequences using Lastz. We

used the 'Roche-454 90% identity' mapping mode, not reporting matches lower than 90%

identity. Three American mastodon reads were identified that mapped to at least one *TP53*

gene/retrogene. The likely identity of these reads were determined by using BLAT to map their

location in the African elephant (Broad/loxAfr3) genome; mastodon reads mapping to a single

elephant gene with >98% identity were considered likely mastodon orthologs. This strategy

mapped one read to the *TP53TRG8* retrogene, one read to the either the *TP53TRG3* or

TP53RTG10 retrogenes, and one read to the *TP53TRG6* retrogene.

Gene tree reconciliation

For gene tree reconciliation putative Asian elephant, Columbian mammoth, and woolly

mammoth *TP53*/*TP53RTG* orthologs were manually placed into the African elephant

TP53/*TP53RTG* gene tree. We then used Notung v2.6 (Trapnell et al., 2012) to reconcile the

gene and species trees, and interpreted Asian elephant-, Columbian mammoth-, and wooly

mammoth-specific gene losses as unsampled *TP53RTG* genes if the putative divergence date

of the ortholog predated the African-(Asian elephant/Mammoth) divergence. We thus inferred

two unsampled genes (*TP53RTG7* and *TP53RTG8*) in the Asian elephant genome, and three

unsampled genes (*TP53RTG18*, *TP53RTG7* and *TP53RTG1*) in the Columbian mammoth

genome. Note that this method will estimate the *minimum* number of *TP53*/*TP53RTG* genes in

the genome because our mapping strategy cannot identify lineage specific duplications after

each species diverged from the African elephant lineage. Finally we used Notung v2.6 (Wilkie et

al., 2013) to reconcile the gene and species trees, and interpreted lineage-specific gene losses

as unsampled *TP53RTG* genes (i.e., genes present in the genome but missing from the aDNA

sequencing data). This process was modified slightly for American mastodon, such that 'lost'

TP53RTG genes younger than the mastodon-elephant split were considered elephant-specific

paralogs rather than unsampled genes present in the mastodon genome.

Normalized read depth

We also used normalized mapped read depth to estimate *TP53*/*TP53RTG* copy number.

Unlike gene tree reconciliation, copy number estimates based on read depth cannot resolve the

orthology of specific *TP53*/*TP53RTG* copies but can estimate the total number of

TP53/*TP53RTG* copies in the genome and thus provide evidence of lineage specific copy

number changes. For this analyses we mapped Asian elephant-, Columbian mammoth-, and

woolly mammoth-specific reads onto the African elephant *TP53/TP53RTG* genes using Bowtie

2 (Langmead and Salzberg, 2012) with the local alignment and 'very sensitive' options and

Cufflinks (version 0.0.7) (Trapnell et al., 2012) to assemble mapped reads into genes. We then

summed the read depth ('coverage') of *TP53RTG* genes and normalized this summed

TP53RTG read depth to the read depth of five single copy genomic regions equal in length to

average *TP53RTG* gene length. This ratio represents an estimate of the *TP53/TP53RTG* copy

number in the genome.

Correlation between *TP53/TP53RTG* copy number and body size evolution

Relative divergence (duplication) times of the TP53 retrogenes were estimated using the

TP53 alignment described above and BEAST (v1.7.4) (Rohland et al., 2010). We used the

general time reversible model (GTR), empirical nucleotide frequencies (+F), a proportion of

invariable sites estimated from the data (+I), four gamma distributed rate categories (+G), an

uncorrelated lognormal relaxed molecular clock to model substitution rate variation across

lineages, a Yule speciation tree prior, uniform priors for the GTR substitution parameters,
gamma shape parameter, proportion of invariant sites parameter, and nucleotide frequency
parameter. We used an Unweighted Pair Group Arithmetic Mean (UPGMA) starting tree.
783

To obtain posterior distributions of estimated divergence times, we use five node
calibrations modeled as normal priors (standard deviation = 1) to constrain the age of the root
nodes for the Eutheria (104.7 MYA), Laurasiatheria (87.2 MYA), Boreoeutherian (92.4 MYA),
Atlantogenatan (103 MYA), and Paenungulata (64.2 MYA); divergence dates were obtained
from www.timetree.org using the 'Expert Result' divergence dates. The analysis was run for 5
million generations and sampled every 1000 generations with a burn-in of 1 million generations;
convergence was assessed using Tracer, which indicated convergence was reached rapidly
(within 100,000 generations). Proboscidean body size data were obtained from previously
published studies on mammalian body size evolution (Chen et al., 2000).
793

Inference of *TP53/TP53RTG* copy number expansion through segmental duplications
We also observed that the genomic region surrounding each *TP53RTG* gene contained
blocks of homolgous transposable element insertions, suggesting that these regions are
segmental duplications. To confirm this observation we used MUSCLE (Edgar, 2004) to align an
approximately 20kb region surrounding each *TP53RTG* gene and found that conservation within
this region was very high, again suggesting these regions are relatively recent segmental
duplications. To identify if the contigs on which *TP53RTG* genes are located contained locally
collinear blocks (LCBs), as expected for segmental duplications, we aligned contigs using
progressiveMAUVE (Darling et al., 2004) as implemented in Genious (v6.1.2).
803

Phylogenetic analyses of *TP53/TP53RTG* genes
We generated a dataset of *TP53* orthologs from 65 diverse mammals identified from
GenBank, and included the *TP53* genes and retrogenes we identified from the African elephant,
hyrax, manatee, tenrec, cape elephant shrew, and armadillo genomes. Nucleotide sequences
were aligned using the MAFFT algorithm (Katoh and Standley, 2014) and the FFT refinement
strategy implemented in the GUIDANCE webserver (Penn et al., 2010). Alignment confidence
was assessed with 100 bootstrap replicates and ambiguously aligned sites (under the default
GUIDANCE exclusion rule) removed prior to phylogenetic analyses; lineage specific insertions
and deletions were also removed prior to phylogenetic analyses.

TP53 phylogenies were inferred using maximum likelihood implemented in PhyML (v3.1)

(Guindon et al., 2010) using a general time reversible model (GTR), empirical nucleotide

frequencies (+F), a proportion of invariable sites estimated from the data (+I), four gamma

distributed rate categories (+G), and using the best of NNI and SPR branch moves during the

topology search. Branch supports were assessed using the aBayes, aLRT, SH-like, and Chi2-

based 'fast' methods as well as 1000 bootstrap replicates (Guindon et al., 2010). We also used

MrBayes (v3.2.2 x64) (Hulsenbeck and Ronquist, 2001)for Bayesian tree inference using the

GTR+I+G model; the analysis was run with 2 simultaneous runs of 4 chains for 4 million

generations with the chains sampled every 1000 generations. We used Tracer (v1.5) to assess

when the chains reached stationarity, which occurred around generation 100,000. At completion

of the run the PRSF value was 1.00 indicating the analyses had reached convergence.

Gene expression data (RNA-Seq)

To determine if *TP53RTG* genes were expressed, we generated RNA-Seq data from

term placental villus and adipose tissue from African elephants (*Loxodonta africana*) and

primary dermal fibroblasts from Asian elephants (*Elepas maximus*). Briefly, sequencing libraries

were prepared using standard Illumina protocols with poly(A) selection, and sequenced as

100bp single-end reads on a HiSeq2000. We also used previously published RNA-Seq data

generated from primary fibroblasts (isolated from ear clips) from a male (GSM1227965) and

female (GSM1227964) African elephant generated on an Illumina Genome Analyzer IIx (101

cycles, single end) and a male (GSM1278046) African elephant generated on an Illumina HiSeq

2000 (101 cycles, single end) (Cortez et al., 2014) and combined these reads into a single

dataset of 138,954,285 reads. Finally we used previously published 100bp single-end reads

generated on a HiSeq2000 to identify *TP53RTG* transcripts from Asian elephant PBMCs

(SRX1423033) (Reddy et al., 2015).

Reads were aligned to a custom built elephant reference gene set generated by

combining the sequences of the canonical *TP53* gene and *TP53RTG* genes with the ENSEMBL

African   elephant   (*Loxodonta   africana*)   CDS   gene   build

(Loxodonta_africana.loxAfr3.75.cds.all.fa) with Bowtie2 (Langmead and Salzberg, 2012). Bowtie

2 settings were: 1) both local alignment and end-to-end mapping; 2) preset option: sensitive; 3)

Trim n-bases from 5' of each read: 0; and 4) Trim n-bases from 3' of each read: 0. Transcript

assembly and FPKM estimates were generated with Cufflinks (version 0.0.7) (Trapnell et al.,
2012) using aligned reads from Bowtie2, non-default parameters included quartile normalization
and multi-read correction. Finally we transformed FPKM estimates into transcripts per million
(TPM), TPM=(FPKM per gene/sum FPKM all genes)x10^6, and defined genes with TPM≥2 as
expressed (Li et al., 2010; Wagner et al., 2012; 2013).

The TP53RTG genes are 80.0-82.7% identical to TP53 at the nucleotide level, with 204-
231 total nucleotide differences compared to TP53. This level of divergence allows for many
reads to be uniquely mapped to each gene, there will also be significant read mapping
uncertainty in regions of these genes with few nucleotide differences. However, if read mapping
uncertainty was leading to false positive mappings of *TP53* derived reads to *TP53RTG* genes
we would expect to observe expression of many *TP53RTG* genes, rather the robust expression
of a single (*TP53RTG12*) gene. We also counted the number of uniquely mapped reads to each
TP53RTG gene and *TP53*. We found that 0-8 reads were uniquely mapped to most TP53RTG
genes, except *TP53RTG12* which had ~115 uniquely mapped reads across samples and TP53
which had ~3000 uniquely mapped reads across tissue samples. Thus we conclude that read
mapping uncertainty has not adversely affected our RNA-Seq analyses.

Gene expression data (PCR and Sanger sequencing)
We further confirmed expression of *TP53RTG12* transcripts in elephant cells through
RT-PCR, taking advantage of differences between *TP53RTG12* and *TP53* sequences to design
two aligned primer sets, one TP53-specific, the other *TP53RTG12* specific. *TP53RTG12*
primers were: 5′ *ggg gaa act cct tcc tga ga* 3′ (forward) and 5′ *cca gac aga aac gat agg tg* 3′
(reverse). TP53 primers were: 5′ *atg gga act cct tcc tga ga* 3′ (forward) and 5′ *cca gac gga aac*
cat agg tg 3′ (reverse). The *TP53* amplicon is expected to be 251 bps in length, while deletions
present in the *TP53RTG12* sequence lead to a smaller projected amplicon size of 220 bps.

Total RNA was extracted from cultured *Loxodonta* and *Elephas* fibroblasts (RNAeasy Plus
Mini kit, Qiagen), then DNase treated (Turbo DNA-*free* kit, Ambion) and reverse-transcribed
using an olgio-dT primer for cDNA synthesis (Maxima H Minus First Strand cDNA Synthesis kit,
Thermo Scientific). Control RT reactions were otherwise processed identically, except for the
omission of reverse transcriptase from the reaction mixture. RT products were PCR-amplified
for 45 cycles of 94°/20 seconds, 56°/30 seconds, 72°/30 seconds using a BioRad CFX96 Real

Time qPCR detection system and SYBR Green master mix (QuantiTect, Qiagen). PCR products

were electrophoresed on 3% agarose gels for 1 hour at 100 volts, stained with SYBR safe, and

imaged in a digital gel box (ChemiDoc MP, BioRad) to visualize relative amplicon sizes. PCR

products were also directly sequenced at the University of Chicago Genomics core facility,

confirming projected product sizes and sequence identities.

Gene prediction, promoter annotation, and TP53RTG transcript identification

We used geneid v1.2 (http://genome.crg.es/software/geneid/geneid.html) to infer if the

TP53RTG12 gene contained a non-coding exon 5' to the predicted ATG start codon. For gene

structure prediction we used the full-length scaffold_825 from African elephant (Broad/loxAfr3)

sequence and forced an internal exon where the *TP53RTG12* gene is encoded in scaffold_825.

Geneid identified a putative exon 5' to the *TP53RTG12* gene from nucleotides 1761-1935 and

an exon 3' from nucleotides 6401-6776. We also used GENESCAN (http://genes.mit.edu/cgi-

bin/genscanw_py.cgi) to predict the location of exons in the full-length scaffold_825 sequence

and identified a putative exon from nucleotides 1750-1986. We next used Bowtie2 (Langmead

and Salzberg, 2012) to map African and Asian elephant fibroblast RNA-Seq data onto African

elephant scaffold_825 with the default settings.

Taxonomic distribution of the RTE1_LA retrotransposon

The RTE1_LA non-LTR retrotransposon has previously been described from the African

elephant genome, these elements are generally more than 90% identical to the consensus

RTE1_LA sequence but less than 70% identical to other mammalian RTEs

(http://www.girinst.org/2006/vol6/issue3/RTE1_LA.html). These data suggest that the RTE_LA

element has relatively recently expanded in the elephant genome. To determine the taxonomic

distribution of the RTE1_LA element we used BLAT to search the lesser hedgehog tenrec

(*Echinops telfairi*), rock hyrax (*Procavia capensis*), West Indian manatee (*Trichechus manatus*),

armadillo (*Dasypus novemcinctus*), and sloth (*Choloepus hoffmanni*) genomes. We identified

numerous copies of the RTE_LA element in the genome of the Afrotherians, but not the

Xenarthran genomes. These data indicate that the RTE_LA element is Afrotherian-specific,

rather than Elephant-specific.

TP53/TP53RTG Western blotting

Elephant and Hyrax primary fibroblasts (San Diego Zoo, "Frozen Zoo") were grown to

confluency in 10cm dishes at 37°C/5% CO_2 in a culture medium consisting of FGM/EMEM (1:1)

supplemented with insulin, FGF, 6% FBS and Gentamicin/Amphotericin B (FGM-2, singlequots,

Clonetics/Lonza). Culture medium was removed from dishes just prior to UV treatment and

returned to cells shortly afterwards. Experimental cells were exposed to 50J/m^2 UV-C radiation

in a crosslinker (Stratalinker 2400, Stratagene), while control cells passed through media

changes but were not exposed to UV. A small volume (~3mL) of PBS covered fibroblasts at the

time of UV exposure. To inhibit TP53 proteolysis, MG-132 (10μM) was added to experimental

cell medium 1 hour prior to UV exposure, and maintained until the time of cell lysis. 5h post-UV

treatment, cells were briefly rinsed in PBS, then lysed and boiled in 2x SDS-PAGE sample

buffer. Lysates were separated via SDS-PAGE on 10% gels for 1h at 140 volts, then

electrophoretically transferred to PVDF membranes (1h at 85 volts). Membranes were blocked

for 1h in 5% milk in TBST and incubated overnight at 4°C with rabbit polyclonal TP53 antibodies

(FL-393, Santa Cruz Biotechnology, and ab131442, Abcam). Blots were washed 3x in TBST,

incubated with HRP-conjugated, anti-rabbit IgG 2° antibodies for 1 h at RT, and washed 4 more

times in TBST. Protein bands were visualized via enhanced chemiluminescence (BioRad

Clarity), and imaged in a digital gel box (Chemidoc MP, BioRad). Western blots were replicated

three independent times.

Co-immunoprecipitation

Human HEK-293 cells were grown to 80% confluency in 20cm dishes at 37°C/5% CO_2 in

a culture medium consisting of DMEM supplemented with 10% FBS. At 80% confluency, cells

were transiently transfected with the *TP53RTG12* pcDNA3.1(+)/myc-His expression vector.

After 16 hours the transfection media was removed and replaced with fresh DMEM, and the

cells were incubated an additional 24 hours before harvesting. After removing DMEM and

washing cells twice with PBS, 1 mL ice-cold lysis buffer (20 mM Tris, pH 8.0, 40 mM KCl, 10

mM MgCl2, 10% glycerol, 1% Triton X-100, 1x Complete EDTA-free protease inhibitor cocktail

(Roche), 1x PhosSTOP (Roche)) was added to each plate and cells were harvested by scraping

with a rubber spatula. Cells were then incubated on ice for 30 minutes in 420 mM NaCl. Whole

cell lysate was cleared by centrifugation at 10,000 rpm for 30 minutes at 4°C, and supernatant

was transferred to a clean microfuge tube. After equilibrating protein concentrations, 1 mL of

sample was mixed with 40 mL of α-MDM2 or α-Myc antibody conjugated agarose beads

(Sigma) pre-washed with TNT buffer (50 mM Tris-HCl, pH 7.5, 150 mM NaCl, 0.05% Triton X-

100), and rotated overnight at 4°C. The following day, samples were treated with 50 U DNase

(Roche) and 2.5 μg RNase (Roche) for 60 minutes at room temperature, as indicated. Samples

were washed 3x with 1 mL wash buffer (150 mM NaCl, 0.5% Triton X-100). After the final wash,

agarose beads were resuspended in elution buffer (500 mM Tris pH 7.5, 1 M NaCl), and boiled

to elute immunoprecipitated complexes. Eluted protein was run on Bis-tris gels, probed with

antibodies and visualized by Chemi-luminescence. Serial Westerns were performed for each

antibody following chemical stripping and re-blocking. Antibodies were from Santa Cruz: MDM2

(SMP14) sc-965, lot #J2314; p53 (Fl-393) sc-6243, lot # D0215; c-Myc (9E10) sc-40, lot #

G2413.

ApoTox-Glo Viability/Cytotoxicity/Apoptosis Analyses

Primary fibroblasts were grown to 80% confluency in T-75 culture flasks at 37°C/5% CO_2

in a culture medium consisting of FGM/EMEM (1:1) supplemented with insulin, FGF, 6% FBS

and Gentamicin/Amphotericin B (FGM-2, singlequots, Clonetics/Lonza). 10^4 cells were seeded

into each well of an opaque bottomed 96-well plate, leaving a column with no cells (background

control); each 96-well plate contained paired elephant and hyrax samples. Serial dilutions of

Doxorubicin (0uM, 0.5uM, 1.0uM, 5uM, 10uM and 50uM), Mitomycin c (0uM, 0.5uM, 1.0uM,

5uM, 10uM and 50uM), and Nutlin-3a (0uM, 0.5uM, 1.0uM, 5uM, 10uM and 50uM) and 90%

culture media were added to each well such that there were four biological replicates for each

condition. After 18 hrs of incubation with each drug, cell viability, cytotoxicity, and caspase-3/7

activity were measured using the ApoTox-Glo Triplex Assay (Promega) in a GloMax-Multi+

Reader (Promega). Data were standardized to no-drug control cells. For UV-C treatment, culture

medium was removed from wells prior to UV treatment and returned to cells shortly afterwards.

Experimental cells were exposed to 50J/m^2 UV-C radiation in a crosslinker (Stratalinker 2400,

Stratagene), while control cells passed through media changes but were not exposed to UV. A

small volume (~30uL) of PBS covered fibroblasts at the time of UV exposure. Cell viability,

cytotoxicity, and caspase-3/7 activity were measured using the ApoTox-Glo Triplex Assay

(Promega) in a GloMax-Multi+ Reader (Promega) 6, 12, 28.5 and 54.5 hours after UV-C

treatment. Data were standardized to no UV-C exposure control cells. ApoTox-Glo Triplex

Assays were replicated three independent times.

Luciferase assays

Primary fibroblasts were grown to 80% confluency in T-75 culture flasks at 37°C/5% CO_2

in a culture medium consisting of FGM/EMEM (1:1) supplemented with insulin, FGF, 6% FBS

and Gentamicin/Amphotericin B (FGM-2, singlequots, Clonetics/Lonza). At confluency, cells

were trypsinized, centrifuged at 90g for 10min and resuspended in nucleofection/supplement

solution and incubated for 15min. After incubation 1ug of the pGL4.38[*luc2p*/p53 RE/Hygro]

luciferase reporter vector and 100ng of the pGL4.74[*hRluc/*TK] Renilla reporter vector were

transiently transfected into elephant and hyrax cells using the Amaxa Basic Nucleofector Kit

(Lonza) using protocol T-016. Immediately following nuleofection, 10^4 cells were seeded into

each well of an opaque bottomed 96-well plate, leaving a column with no cells (background

control); each 96-well plate contained paired elephant and hyrax samples. 24 hours after

nucleofection cells were treated with either vehicle control, Doxorubicin, Mitomycin c, Nutlin-3a,

or 50J/m^2 UV-C. Luciferase expression was assayed 18 hours after drug/UV-C treatment cells,

using the Dual-Luciferase Reporter Assay System (Promega) in a GloMax-Multi+ Reader

(Promega). For all experiments luciferase expression was standardized to Renilla expression to

control for differences nucleofection efficiency across samples; Luc./Renilla data is standardized

to (Luc./Renilla) expression in untreated control cells. Each luciferase experiment was replicated

three independent times.

siRNA experiments

siRNAs designed to specifically-target TP53RTG were validated via qRT-PCR using the two

primer sets described earlier, which amplify either TP53RTG or canonical TP53 cDNAs, to

confirm specificity and efficacy of knockdown.   Sequences of the three TP53RTG-specific

siRNAs used are as follows: 1) 5'-CAGCGGAGGCAGUAGAUGAUU-3', 2) 5'-

GGCUCAAGGAAUAUCAGAAUU-3', 3) 5'-CAGCAGCGGAGGCAGUAGAUU-3' (Dharmacon).

Loxodonta fibroblasts were transfected with siRNAs using Lipofectamine LTX, and tested 48-72

hours later for either TP53 response via luciferase assay or for cell viability/toxicity/apoptosis via

ApoTox-Glo assay.

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1010 **AUTHOR CONTRIBUTIONS**

1011 MS, LF, KM, LY, NPM, RDE, and SC performed experiments. VJL and MS designed the study,

1012 performed genomic analyses, and wrote the manuscript. All authors have read and approve the

1013 manuscript.

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ACKNOWLEDGEMENTS

We acknowledge the financial support of The University of Chicago (VJL) and the University of

Nottingham (NPM, LY, RDE). RDE was additionally supported by funding through the Advanced

Data Analysis Centre. African Elephant Adipose tissue samples used for mRNA-seq were kindly

provided through collaboration with T. Allen (The Paul Mellon Laboratory, Newmarket, Suffolk,

United Kingdom) and F. Stansfield (The Elephant Research and Conservation Unit, Savé Valley

Conservancy, Harare, Zimbabwe).

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FIGURE LEGENDS

Figure 1. Body size evolution in vertebrates.

    (A) Relationship between body mass (g) and lifespan (years) among 2,556 vertebrates. Blue line shows the linear regression between log (body mass) and log (lifespan), R^2=0.32.

    (B) Body size comparison between living (African and Asian elephants) and extinct (Steppe mammoth) Proboscideans, Cetaceans (Minke whale), and the extinct hornless rhinoceros *Paraceratherium* ('Walter'), and humans.

Figure 2. Expansion of the *TP53RTG* gene repertoire in Proboscideans.

    (A) *TP53* copy number in 61 Sarcopterygian (Lobe-finned fish) genomes. Clade names are shown for lineages in which the genome encodes more than one *TP53* gene or pseudogene.

    (B) Estimated *TP53*/*TP53RTG* copy number inferred from complete genome sequencing data (WGS, purple), 1:1 orthology (green), gene tree reconciliation (blue), and normalized read depth from genome sequencing data (red). Whiskers on normalized read depth copy number estimates show the 95% confidence interval of the estimate.

Figure 2-figure supplement 1. Reconciled *TP53*/*TP53RTG* gene trees. Reconciled *TP53RTG* gene trees for Columbian mammoth, woolly mammoth, Asian elephant, and American mastodon.

Figure 3. *TP53RTG* copy number increased through segmental duplications.

    (A) Organization of the *TP53* and *TP53RTG* loci in African elephant. The *TP53*/*TP53RTG* gene tree is shown at the left. The location of homologous transposable elements that flank the *TP53RTG* genes are shown and I Abegglen ed. *TP53RTG* genes with intact start codons are labeled with arrows, stop codons are shown in red.

    (B) Multiple sequence alignment (MUSCLE) of elephant *TP53RTG* containing contigs. The location of the *TP53RTG* genes are shown with a blue bar. Sites are color coded according to their conservation (see inset key).

    (C) ProgressiveMAUVE alignment of elephant *TP53RTG* containing contigs. Colored boxes shown the location of collinear blocks, lines connect homologous collinear blocks on different contigs.

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Figure 4. *TP53RTG* copy number is correlated with body size evolution in
Proboscideans.

(A) Time calibrated Bayesian phylogeny of *TP53*/*TP53RTG* genes. *TP53RTG* genes are
shown in blue, the 95% highest posterior density (HPD) of estimated divergence dates
are shown as red bars, nodes with a posterior probability (PP)>0.95 are labeled with
closed circles whereas nodes with a PP≤0.95 are labeled with open circles. The period
corresponding to the expansion of the *TP53RTG* gene repertoire is shown in a grey.

(B) *TP53*/*TP53RTG* copy number (blue) and Proboscidean body size (red) increases
through time are correlated.

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Figure 4-figure supplement 1. TP53/TP53RTG gene trees. Maximum likelihood gene trees
with aBayes, Chi-Square, aLRT, and SH-like branch supports. Bayesian tree inferred by
MrBayes. Numbers along branches indicate node supports from each method. Note that the full
dataset included 65 diverse species and only the Paeunngulate clade is shown. TP53 gene
trees were inferred using a general time reversible model (GTR), empirical nucleotide
frequencies (+F), a proportion of invariable sites estimated from the data (+I), four gamma
distributed rate categories (+G), and using the best of NNI and SPR branch moves during the
topology search (for the maximum likelihood tree).

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Figure 5. *TP53RTG12* is transcribed and translated.

(A) Transcription of elephant *TP53* and *TP53RTG* genes in dermal fibroblasts, white
adipose, and placental villi. RNA-Seq data are shown as mean transcripts per million
(TPM) with 95% confidence intervals of TPM value. Blue bars show TPM estimates from
'end-to-end' read mapping and gray bars shown 'local' read mapping.

(B) qRT-PCR products generated Asian (left, blue sqaure) and African (right, light blue
square) elephant fibroblast cDNA using primers specific to TP53 and TP53RTG12.
cDNA was generated from DNaseI-treated RNA. No reverse transcriptase (no RT)
controls for each qPCR reaction are shown, end point PCR products are shown.

(C) Coverage of mapped reads from Asian (dark blue) and African (light blue) elephant
fibroblast RNA-Seq data across the region of scaffold_885 encoding the *TP53RTG12*
gene. The location of TP53RTG12 exons predicted from geneid and GENESCAN are

shown in blue introns are shown as lines with arrows indicating the direction of transcription. Gray bars show the location of transposable elements around the *TP53RTG12* gene, darker gray indicates high sequence similarity to the consensus of each element. PCR tiles across this region are shown for African (Lox.) and Asian (Ele.) elephants, PCR primers generating amplicons are shown in red. The inferred *TP53RTG12* transcript is shown below. 1 kb scale shown from position 1 of African elephant (Broad/loxAfr3) scaffold_825.

(D) Relative luciferase (Luc.) expression in Asian and African fibroblasts transfected with either the promoterless pGL4.10[*luc2*] luciferase reporter vector (empty vector), pGL4.10 containing the RTE_LA consensus sequences (Consensus), pGL4.10 containing the RTE_LA from Asian elephant (Ele. RTE_LA), or pGL4.10 containing the RTE_LA from African elephant (Lox. RTE_LA). Results are shown as fold difference in Luc. expression standardized to empty vector and *Renilla* controls. n=16, Wilcoxon P-values.

(E) Western blot of total cell protein isolated from South African Rock hyrax, Asian elephant (*Elephas*), and African elephant (*Loxodona*) dermal fibroblasts. -, control cells. +, cells treated with 50 J/m^2 UV-C and the proteasome inhibitor MG-132. The name and predicted molecular weights of TP53 isoforms are shown.

Figure 5-figure supplement 1. PCR and Sanger sequencing confirm *TP53RTG12* is transcribed in elephant fibroblasts.

(A) Multiple sequence alignment (MSA) of African elephant *TP53* and *TP53RTG1-TP53RTG19*. Numbering (shown at top) is relative to the canonical TP53 transcript in African elephant (ENSLAFT00000007484), sequence conservation in this region is shown in Bits, as a logo, and percent identity (green, 100% identity of paralogs; yellow, <100% identity of paralogs). Bases in each gene are color-coded (blue, C; red, A; yellow, G; and T, green). The *TP53RTG*-specific deletion is shown as a black line, and the location of the PCR primers than span the deletion are shown as arrows.

(B) Chromatogram from Sanger sequencing of the *TP53RTG12* qRT-PCR amplicon confirm the *TP53RTG12* is transcribed in African elephant fibroblasts. Bases that flank the *TP53RTG*-specific deletion are highlighted in red.

(C) Chromatogram from Sanger sequencing of the *TP53RTG12* qRT-PCR amplicon confirm the *TP53RTG12* is transcribed in Asian elephant fibroblasts. Bases that flank the *TP53RTG*-specific deletion are highlighted in red.

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Figure 5-figure supplement 2. Unedited Western blots shown in Fig. 5E.

(A) Western blot of total cell protein isolated from African elephant and hyrax fibroblasts. -,

control cells. +, cells treated with 50 J/m^2 UV-C and MG-132. 1° & 2°, probed with

primary antibody against TP53 and secondary HRP conjugated antibody. 2° only, probed

only with secondary HRP conjugated antibody

(B) Western blot of total cell protein isolated from Asian elephant and hyrax fibroblasts. -,

control cells. +, cells treated with 50 J/m^2 UV-C and MG-132. 1° & 2°, probed with

primary antibody against TP53 and secondary HRP conjugated antibody. 2° only, probed

only with secondary HRP conjugated antibody

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Figure 6. Elephant cells have enhanced TP53 signaling and are hyper-responsive to DNA

damage.

(A) Relative luciferase (Luc.) expression in African elephant, Asian elephant, hyrax,

aardvark, and armadillo fibroblasts transfected with the pGL4.38[*luc2p*/p53 RE/Hygro]

reporter vector and treated with either mitomycin c, doxorubicin, nutlin-3a, or UV-C. Data

is shown as fold difference in Luc. expression 18hrs after treatment standardized to

species paired empty vector and *Renilla* controls. n=12, mean±SD.

(B) Relative capsase-3/7 (Cas3/7) activity in African elephant, Asian elephant, hyrax,

aardvark, and armadillo treated with either mitomycin c, doxorubicin, nutlin-3a, or UV-C.

Data is shown as fold difference in Cas3/7 activity 18hrs after treatment standardized to

species paired untreated controls. n=12, mean±SD.

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Figure 7. TP53RTG genes are required for enhanced TP53 signaling and DNA-damage

responses.

(A) Expression of TP53RTG and TP53 transcripts in African elephant fibroblasts treated with

an siRNA to knockdown the expression of TP53RTG genes (red) or a scrambled

(Control) siRNA (blue). Results are shown as fold-change in TP53RTG and TP53

transcript abundance relative to transcript abundance in scrambled siRNA control cells.

The TP53RTG siRNA efficiently reduces the expression of TP53RTG transcripts, but

does not reduce the expression of TP53 transcripts.

(B) Relative luciferase (Luc.) expression in African elephant fibroblasts transfected with the

pGL4.38[*luc2p*/p53 RE/Hygro] reporter vector and treated with an siRNA to knockdown

the expression of TP53RTG genes (red) or a scrambled (negative control) siRNA (blue),

and treated with either mitomycin c, doxorubicin, nutlin-3a, or UV-C. Data is shown as

fold difference in Luc. expression 18hrs after treatment standardized to *Renilla* controls

and no treatment. n>4, mean±SD. **, Wilcoxon P>0.01. ***, Wilcoxon P>0.001.

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1426   **Figure 7-figure supplement 1. The TP53RTG siRNA knocks downs TP53RTG transcripts**

1427   **but not TP53 transcripts.** African elephant fibroblasts were transfected with either an siRNA to

1428   knockdown the expression of TP53RTG genes (red) or a scrambled (negative control) siRNA

1429   (blue). TP53RTG and TP53 transcripts were assayed by qRT-PCR 48 hours later.

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Figure 8. TP53RTG12 enhances TP53 signaling and DNA-damage responses.

(A) Relative luciferase (Luc.) expression in mouse 3T3-L1 cells co-transfected with either the

pGL4.38[*luc2P*/p53 RE/Hygro] Luc. reporter vector, *TP53RTG12* pcDNA3.1(+)/myc-His

expression vector, or empty pcDNA3.1(+)/myc-His and treated with either mitomycin c,

doxorubicin, nutlin-3a, or UV-C. Data is shown as fold difference in Luc. expression

18hrs after treatment standardized to cells transfected with only pGL4.38[*luc2P*/p53

RE/Hygro] and *Renilla* controls. n=12, mean±SD. ***, Wilcoxon P>0.001.

(B) Relative capsase-3/7 (Cas3/7) activity in mouse 3T3-L1 cells transfected with either the

TP53RTG12 pcDNA3.1(+)/myc-His expression vector or empty pcDNA3.1(+)/myc-His

and treated with either mitomycin c, doxorubicin, nutlin-3a, or UV-C. Data is shown as

fold difference in Cas3/7 activity 18hrs after treatment standardized to mock transfected.

n=12, mean±SD. ***, Wilcoxon P>0.001.

Figure 9. TP53RTG proteins are unlikely to directly regulate TP53 target genes.

(A) Domain structure of TP53 and TP53RTG proteins.

(B) Localization of TP53RTG12-GFP in African elephant fibroblasts.

(C) Relative luciferase (Luc.) expression in African elephant fibroblasts transfected with co-

transfected with either the *TP53RTG12* pcDNA3.1(+)/myc-His expression vector and the

pGL4.38[*luc2P*/p53 RE/Hygro] luciferase reporter vector, or empty pcDNA3.1(+)/myc-His

and the pGL4.38[*luc2P*/p53 RE/Hygro] luciferase reporter vector. Data is shown as fold

difference in Luc. expression 48hrs after transfection standardized to *Renilla* and cells

transfected with pcDNA3.1(+)/myc-His and pGL4.38[*luc2P*/p53 RE/Hygro]. n=10.

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Figure 10. TP53RTG12 interacts with TP53 but not MDM2

(A) Decoy model of TP53RTG12 function. Under normal conditions TP53 is negatively

regulate by the MDM complex which ubiquitinates TP53 tetramers leading to

proteosomal degradation. Upon DNA damage TP53 is phosphorylated, preventing

interaction with the MDM complex and activating downstream TP53 signaling. In

elephant cells TP53RTG12 may dimerize with the MDM2 complex, allowing TP53 to

escape negative regulation.

(B) Logo of the MDM2 interaction motif from 99 mammalian TP53 proteins (upper) and

TP53RTG proteins (lower).

(C) Structure model of the MDM2/TP53 (left) and MDM2/TP53RTG12 (right) interaction.

MDM2 is shown in tan with hydrophobic residues that mediate the interaction with TP53

as spheres, TP53 in gray with W23 as a sphere, and TP53RTG12 shown in blue with

G23 as a sphere.

(D) Predicted effects of the W23G substitution ($\Delta\Delta G$) on the stability of the

MDM2/TP53RTG12 interaction estimated with mCSM, SDM, and DUET.

(E) HEK-293 cells were transiently transfected with the TP53RTG12 pcDNA3.1(+)/myc-His

expression vector and total cell protein immunoprecipitated with an α-MDM2 antibody.

Co-immunoprecipitation of Myc-tagged TP53RTG12 and TP53 were assayed by

Western blotting with α-Myc, α-TP53, and α-MDM2 antibodies after chemically stripping

the blot, respectively. Although TP53 was co-immunoprecipitated, Myc-tagged

TP53RTG12 was not.

(F) Rather than interfering with the interaction between the MDM complex and TP53 as in

the 'Decoy" model, TP53RTG12 may dimerize with canonical TP53 and block formation

of TP53 tetramers. These TP53RTG12/TP53 dimers cannot be ubiquitinated generating

a pool of TP53 proteins to rapidly respond to lower levels or DNA damage and stress

than other species.

(G) Logo of the dimerization domain of TP53 from 99 mammals (upper) and TP53RTG

proteins (lower).

(H) Model of the TP53/TP53RTG12 interaction. Residues critical for dimerization are shown
as spheres, note sites involved in dimerization are conserved in TP53RTG proteins.
(I) Predicted effects of the W23G substitution (ΔΔG) on the stability of the
MDM2/TP53RTG12 interaction estimated with mCSM, SDM, and DUET.
(J) HEK-293 cells were transiently transfected with the TP53RTG12 pcDNA3.1(+)/myc-His
expression vector and total cell protein immunoprecipitated with an α-Myc antibody. Co-
immunoprecipitation of TP53 and MDM2 were assayed by serial Western blotting with α-
Myc, α-TP53, and α-MDM2 antibodies after chemically stripping the blot, respectively.

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1490 **Figure 10-figure supplement 1. Uncropped Western blots shown in Fig. 8B.** HEK-293 cells

1491 were transiently transfected with the TP53RTG12 pcDNA3.1(+)/myc-His expression vector and

1492 total cell protein immunoprecipitated with either an α-Myc (IP: RTG12-Myc) or α-MDM2 (IP:

1493 MDM2) antibody. Co-immunoprecipitation of Myc-tagged TP53RTG12, TP53, or MDM2 were

1494 assayed by Western blotting with α-Myc, α-TP53, and α-MDM2 antibodies respectively.

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1514 Table 1. Summary information for African elephant *TP53*/*TP53RTG* genes.

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Gene ID	ENSEMBL ID	Scaffold (loxAfr3)	Chromosome (loxAfr4)	Coding potential	ORF size
TP53	ENSLAFG00000007483	47	Chr 11	Yes	392aa
TP53RTG1	ENSLAFG00000025553	175	Unmapped	No	N/A
TP53RTG2	N/A	217	Unmapped	Yes	134aa
TP53RTG3	ENSLAFG00000027474	406	Unmapped	Yes	79aa
TP53RTG4	N/A	627	Unmapped	Yes	134aa
TP53RTG5	ENSLAFG00000027348	221	Unmapped	Yes	162aa
TP53RTG6	N/A	76	Chr 27	Yes	123aa
TP53RTG7	N/A	208	Unmapped	No	N/A
TP53RTG8	ENSLAFG00000027820	294	Unmapped	Yes	210aa
TP53RTG9	ENSLAFG00000027669	786	Unmapped	No	N/A
TP53RTG10	ENSLAFG00000030555	221	Unmapped	Yes	210aa
TP53RTG11	N/A	281		Yes	203aa
TP53RTG12	ENSLAFG00000028299	825	Unmapped	Yes	180aa
TP53RTG13	ENSLAFG00000032042	458	Unmapped	No	N/A
TP53RTG14	ENSLAFG00000026238	928	Unmapped	Yes	210aa
TP53RTG15	ENSLAFG00000027365	656	Unmapped	Yes	210aa
TP53RTG16	ENSLAFG00000030880	378	Unmapped	No	N/A
TP53RTG17	ENSLAFG00000028692	552	Unmapped	Yes	111aa
TP53RTG18	N/A	498	Unmapped	Yes	111aa
TP53RTG19	ENSLAFG00000032258	342	Unmapped	Yes	210aa

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B

Paraceratherium

Steppe mammoth

African elephant

Asian elephant

Meters

Minke whale

■ Speciation	■ Duplication	— Gene loss (unsampled)	— Gene present

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TP53

TP53RTG1
TP53RTG5
TP53RTG4
TP53RTG3
TP53RTG2
TP53RTG6
TP53RTG7
TP53RTG8
TP53RTG9
TP53RTG10
TP53RTG11
TP53RTG12
TP53RTG13
TP53RTG16
TP53RTG15
TP53RTG14
TP53RTG18
TP53RTG19
TP53RTG17

MER5A1/MIRc/   RTE1_LA   Charlie4 L1MB4   MIR3   *TP53RTG*   MIR   MLT1X_LA   L1MB4/MIR3
RTE1/MLT1J1   AFRO_LA

C

B

Bits 2
1
0

TP53RTG1
TP53RTG5
TP53RTG4
TP53RTG3
TP53RTG2
TP53RTG6
TP53RTG7
TP53RTG8
TP53RTG9
TP53RTG10
TP53RTG11
TP53RTG12
TP53RTG13
TP53RTG16
TP53RTG15
TP53RTG14
TP53RTG18
TP53RTG19
TP53RTG17

TP53RTG

<60% 61-80% 81-99% 100%

aBayes

Chi-Square

aLRT

SH-Like

MrBayes