1 The MEMIC: An *ex vivo* system to model the complexity of the tumor

microenvironment

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8 ABSTRACT

9 There is an urgent need for accurate, scalable, and cost-efficient models of the complexity and heterogeneity of the tumor microenvironment. Here, we detail how to 10 fabricate and use the Metabolic Microenvironment Chamber (MEMIC) – a 3D-printed ex 11 12 vivo model of intratumoral heterogeneity. A major driver of the cellular and molecular 13 diversity in tumors is the accessibility to the blood stream that provides key resources 14 such as oxygen and nutrients. While some tumor cells have direct access to these 15 resources, many others must survive under progressively more ischemic environments 16 as they reside further from the vasculature. The MEMIC is designed to simulate the 17 differential access to nutrients and allows co-culturing different cell types, such as tumor 18 and immune cells. This system is optimized for live imaging and other microscopy-19 based approaches and it is a powerful tool to study tumor features such as the effect of 20 nutrient scarcity on tumor-stroma interactions. Due to its adaptable design and full 21 experimental control, the MEMIC can provide novel insights into the tumor 22 microenvironment that would be difficult to obtain via other methods. As a proof of 23 principle, we show that cells can sense gradual changes in metabolite concentration, 24 and tune intracellular cell signaling to form multicellular spatial patterns of cell 25 proliferation. We also show that ischemic macrophages reduce epithelial features in 26 neighboring tumor cells highlighting the power of this system to study cell-cell 27 interactions and non-cell autonomous effects of the metabolic microenvironment. We propose that the MEMIC can be easily adapted to study early development, ischemic 28 29 stroke, and other systems where multiple cell types interact within heterogeneous environments. 30

31 INTRODUCTION

32	The tumor microenvironment is a complex cellular ecosystem (Fig. 1A). This complexity
33	includes a large diversity of malignant and non-malignant cells such as fibroblasts and
34	immune cells (Junttila and Sauvage, 2013; Merlo et al., 2006; Tabassum and Polyak,
35	2015). These cells secrete and consume molecular signals, growth factors, and
36	metabolites, creating an intricate biochemical landscape in the tumor interstice that in
37	turn affects tumor cell behaviors and cell-cell interactions (Bader et al., 2020; Buck et
38	al., 2017; Mehta et al., 2017; Wiseman and Halliwell, 1996).
39	We and others have shown how insufficient tumor vascularization can produce
40	predictable spatial patterns of cell phenotypes (Carmona-Fontaine et al., 2017b). Cells
41	located near functional blood vessels are constantly perfused with nutrients and oxygen.
42	In contrast, cells distant from vasculature, or proximal to faulty vessels commonly found
43	in solid tumors (Mazzone et al., 2009), are in a microenvironment poor in nutrients and
44	profuse in potentially toxic metabolic waste products (Carmeliet and Jain, 2000a;
45	Gatenby and Gillies, 2004; Hobson-Gutierrez and Carmona-Fontaine, 2018a;
46	Thomlinson, 1977a). The role that nutrients and other metabolites have in modulating
47	the behavior and phenotypes of tumor – and especially immune cells – has been the
48	subject of recent interest (Buck et al., 2017; Hobson-Gutierrez and Carmona-Fontaine,
49	2018a; Olenchock et al., 2017a; Pavlova and Thompson, 2016a). However, the lack of
50	amenable models of the metabolic microenvironment of tumors hampers the ability to
51	predict and control the effect of environmental metabolites on tumor cells.

52 Animal models are a fundamental tool to study the complex and heterogeneous tumor

53 microenvironment (Day et al., 2015; Gould et al., 2015). However, the complexity of animal physiology – while crucial in pre-clinical studies – can challenge the isolation of 54 55 individual experimental variables, and their use for large experiments is severely limited 56 by practical, economical, and ethical concerns (Bert et al., 2017; Bressers et al., 2019). 57 On the other side of the spectrum, conventional *in vitro* experiments offer much better 58 experimental control and can be easily used in high throughput approaches. However, 59 these cultures do not model the metabolic heterogeneity and other essential features of 60 the tumor microenvironment. The recent resurgence in the use of three-dimensional 61 tumor organoids – or *tumoroids* – as a tool to model different aspects of tumor biology does offer some of these features (Clevers, 2016). Tumoroids can recapitulate key 62 63 histopathological tumor characteristics, and they can be used to screen for patient-64 specific drug responses (Boj et al., 2015; Gao et al., 2014; van de Wetering et al., 2015). However, the organization of tumoroids emerges spontaneously and thus the 65 66 visualization, guantification, and prediction of their organization remains challenging (Fig. 1B). 67

We previously developed a microphysiological system that mimics the complexity of the 68 69 tumor microenvironment in a well-controlled and predictable manner. This Metabolic 70 Microenvironment Chamber (MEMIC) is suitable for high resolution microscopy 71 analyses and can be easily adapted to the complexity and throughput that different 72 experimental scenarios may need (Carmona-Fontaine et al., 2017b). Cells in the 73 MEMIC are gradually limited in their access to fresh media, generating gradients of 74 extracellular metabolites and oxygen across the chamber where they are cultured. This 75 metabolic heterogeneity can be accompanied by the addition of other components of

the tumor microenvironment, such as stromal cells, an extracellular matrix, and
perturbations with carcinogens or drugs. Compared to the methods mentioned above,
the spatiotemporal complexity that emerges in the MEMIC is predictable, reproducible,
and measurable.

80 Here, we expand on key features of the MEMIC and provide detailed guidelines on how 81 to use this system. We determined key parameters that shape metabolic gradients in 82 the MEMIC, which we describe alongside detailed information on how to assemble the 83 platform, how to set up cultures of tumor cells – alone or in co-culture – and how to 84 monitor these experiments using live imaging and fixed endpoint microscopy assays, 85 such as immunofluorescence. We demonstrate that the MEMIC accurately captures the 86 cellular response to nutrient and oxygen deprivation that occur in vivo, and we show 87 that nutrient-deprived macrophages reduce epithelial features in neighboring tumor 88 cells. Finally, we provide an image analysis pipeline designed to obtain information at 89 the single-cell level from MEMIC images suitable for users without any coding 90 experience. We propose the MEMIC as a complement to standard in vitro and in vivo 91 experiments, diversifying the tools available to accurately model, perturb, and monitor 92 the tumor microenvironment, as well as to understand how extracellular metabolites 93 affect other processes such as wound healing and stem cell differentiation.

94 **RESULTS**

95 **MEMIC – an overview**

96	A hallmark of the microenvironment of virtually all solid tumors is the presence of
97	hypoxic and poorly nourished niches (Gatenby and Gillies, 2008; Hobson-Gutierrez and
98	Carmona-Fontaine, 2018b; Lyssiotis and Kimmelman, 2017; Thomlinson, 1977b).
99	These conditions are the result of the increased growth of tumor cells and insufficient
100	blood perfusion (Baish and Jain, 2000; Carmeliet and Jain, 2000b; Pavlova and
101	Thompson, 2016b). Because tumor growth and tumor vascularization are not uniform,
102	they create a heterogeneous 'metabolic microenvironment' where some cells
103	experience near physiological conditions, whereas others endure severe ischemia, and
104	potentially cell death, due to lack of nutrients and accumulation of toxic waste
105	(Carmona-Fontaine et al., 2013; Gatenby and Gillies, 2008; Thomlinson, 1977b). The
106	MEMIC is a 3D-printed microphysiological culture system specifically designed to model
107	this spectrum of metabolic conditions (Video 1). In addition, the MEMIC allows co-
108	culturing any number of cell types to study how different cells interact and behave in
109	different metabolic niches (Carmona-Fontaine et al., 2017b).
110	To generate these gradients of metabolic conditions, cells in the MEMIC grow inside a
111	small chamber that is connected – only from one end – to a large reservoir of fresh
112	media (or outer chamber, Fig 2A,B). The concentration gradients of extracellular
113	metabolites in the MEMIC are established by a balance between their diffusion rate and

their rates of consumption and secretion by cells in the small chamber. Cells proximal to

the opening, therefore, have a constant supply of nutrients and oxygen and the

116	metabolic byproducts they secrete are quickly cleared by fresh media from the
117	reservoir. In contrast, cells at the opposite end of the small chamber endure a
118	microenvironment where oxygen and nutrients are scarce and metabolic byproducts
119	accumulate (Fig 2C).

120 The MEMIC framework described here is composed of 12 independent MEMIC 121 chambers facilitating multiplexing, technical replicates, and no-gradient controls (Fig 122 2A). The small chamber where cells grow is sealed by optical glass coverslips, and thus 123 it is ideal for high resolution microscopy analyses (Fig 2B). The 12-MEMIC framework 124 has the same footprint as a multi-titer plate and is therefore compatible with 125 conventional equipment such as microscope stages. The main requirement to fabricate 126 a MEMIC is access to a 3D printer, which is inexpensive when compared to most lab 127 equipment, and they are often available as a shared resource at universities and 128 research institutions. In the Supplementary Information linked to this article, we provide 129 a detailed protocol and a video on how to 3D print and assemble this system (Fig S1, 130 Video 2, SI Fabrication).

131 Cellular responses to nutrients and oxygen gradients

To observe the cellular responses to metabolic gradients, we quantified the activation of
key nutrient and oxygen sensing pathways. The mammalian target of rapamycin
(mTOR) pathway is a major nutrient sensor and a regulator of anabolic metabolism
(Saxton and Sabatini, 2017). We first cultured human colorectal adenocarcinoma cells
(DLD1) in the MEMIC for 24h and we then used immunofluorescence to detect
phosphorylated S6 (p-S6) as a read-out of TORC1 pathway activation. For a detailed

138	description on how to seed cells in the MEMIC and to process them for
139	immunofluorescence, please refer to the Supplementary Information (Fig S2, SI
140	Seeding and processing). Cells in these cultures, show high levels of S6
141	phosphorylation near the opening of the MEMIC but these levels decrease dramatically
142	under ischemic environments (Fig 2D). Conversely, Hypoxia-inducible factor 1-alpha
143	(HIF1 α) is a transcription factor that regulates the cellular response to hypoxia. In the
144	absence of oxygen, HIF1 α is stable and accumulates in the nucleus, otherwise it is
145	targeted for proteasomal degradation. HIF1 α is barely detectable near the opening of
146	the MEMIC, but its levels steeply increase in ischemic regions (Fig 2D). A similar
147	decrease in activation of the mTOR pathway (Palm et al., 2015) and increase of HIF1 $lpha$
148	(Zhong et al., 1999) has been observed in solid tumors in vivo.
149	To acquire information at the single-cell level, we wrote software that rapidly detects cell
150	nuclei, segments individual cells and obtains key parameters such as their position,
151	area, and fluorescence intensity (Fig 2E). This approach is similar to flow cytometry in
152	that it quantifies the fluorescence of individual cells, but unlike flow cytometry, it retains
153	critical spatial information. To help the wider research community use this image

154 cytometry approach, we provide MATLAB scripts and a step-by-step tutorial fit for

155 scientists without any coding experience (see Image cytometry section in

156 Supplementary Information).

We used this image cytometry approach to analyze the images shown in Fig 2D. We first plotted HIF1 α level for every cell *versus* its p-S6 levels (Fig 2F). To incorporate spatial information, we color-coded each cell on the plot according to its distance from

160 the MEMIC opening. To emphasize the role of positional information and the spatial patterns that emerge we can plot the fluorescence levels of each cell versus its distance 161 162 from the opening of the MEMIC as shown in Fig 2G. The quantification shows an 163 exponential decrease in mTOR activation as cells are further away from the opening – 164 consistent with a gradual decrease in nutrient availability. By contrast, we observed a 165 sharp increase in nuclear HIF1 α within ischemic areas of the MEMIC. Although oxygen 166 levels are expected to form a smooth gradient, we observe a stepwise increase in 167 HIF1 α levels. This digital response emerges from the threshold of oxygen tension that determines whether HIF1 α is degraded or not (Lee et al., 2015; Wong et al., 2011). 168 169 Overall, these results illustrate the formation of metabolite concentration gradients in the 170 MEMIC and show that these gradients are translated into finely tuned intracellular 171 signaling pathways.

172 Shaping metabolic gradients in the MEMIC

Interstitial levels of extracellular metabolites *in vivo* are determined by a balance of metabolite diffusion and cellular activities such as consumption and secretion rates. As such, the slopes of concentration gradients of these metabolites vary according to tissue crowding, nutrient transporter levels, growth rate, and other parameters that are difficult, or impossible, to untangle *in vivo*. Gradients in the MEMIC are formed by the same principles, however, in this system we are able to tune parameters independently and shape these gradients according to specific experimental needs.

To accurately measure and tune parameters in the MEMIC, we used a fluorescent
hypoxia reporter as a readout for metabolic gradients ((Vordermark et al., 2001) see SI

for details). We engineered human breast tumor cells (MDA-MB-231) to express GFP under the control of five HIF1 α binding sites (Fig 3A). As a fluorescence reference, we also expressed a membrane-bound form of mCherry in these cells (mCherry-CAAX, see SI for details).

186 Denser cultures should form steeper gradients as more cells consume nutrients and 187 oxygen. To test the effect of cell density on these gradients, we seeded different cell 188 numbers into the MEMIC and measured GFP levels after 24 hours. With the lowest cell density (125 cells/µL or ~12% confluency), GFP signal was not detectable, indicating 189 190 that the collective oxygen consumption was not enough to activate a hypoxic response even in the far end of the chamber (Fig 3B). At higher cell densities, however, GFP 191 192 signal becomes evident and its intensity gradients are steeper, have a larger amplitude, and peak closer to the opening. At the highest cell density (1000 cells/ μ L or >100% 193 194 confluency) GFP levels peak almost at the opening of the MEMIC (Fig 3B). From there, 195 GFP levels drop as cells become anoxic and necrotic (Fig 3B). Together, these results 196 confirm that denser cultures produce steeper metabolic gradients. In subsequent 197 experiments, we used intermediate cell densities (250-500 cells/ μ L) that create strong 198 gradients but that are shallow enough to clearly distinguish well-nurtured, nutrientdeprived, and necrotic regions within the MEMIC (e.g. Fig 2C). 199 200 The formation of the ischemic gradient is a dynamic process. To establish how these 201 gradients develop over time, we seeded the same engineered MDA-MB-231 cells into the MEMIC and tracked their fluorescence levels using live microscopy and image 202

analysis. While constitutive membrane-mCherry levels remain constant (Video 3), GFP

levels dramatically increase after about 12h in the distal regions of the MEMIC (Fig 3C,
Video 3). Over time, the amplitude of the gradient increases and it becomes steeper. In
a control culture where cells were well-nurtured throughout the well, no hypoxia was
detectable throughout the entire experiment (Fig 3C).

208 We expected that the intensity and shape of metabolic gradients will also depend on the 209 geometry of the MEMIC chamber. Using mathematical modeling we predicted that the 210 height of the MEMIC is the critical geometric parameter in determining the position and 211 slope of metabolic gradients (Carmona-Fontaine et al., 2013). This model also predicts 212 that the width of the MEMIC's opening should not affect the shape of the gradient. To 213 test these predictions, we seeded a constant number of MDA-MB-231 cells expressing 214 the 5xHRE/GFP hypoxia reporter in MEMICs with different heights or with different 215 opening widths and we imaged them after 24 hours (5x10⁵ cells, Fig. 3D,E). As 216 predicted by our model, changing the width of the opening did not affect the shape of 217 metabolite gradients. Cells seeded in MEMICs with different opening widths increased 218 GFP expression at a constant distance from the opening. When we plot the GFP levels 219 versus distance to opening, the signal from all experiments collapse into a single curve 220 regardless of the opening width used (Fig 3D). While the width of the MEMIC opening 221 has little physiological relevance, it has an important experimental implication: the exact 222 position of the top coverslip does not matter as long as the edge of the glass is used as 223 a reference point. This observation makes the fabrication of MEMICs easier and more 224 reproducible.

As shown in figure Fig 3E, the height MEMIC chamber is indeed key in shaping
 ischemic gradients. Cells cultured in thin MEMIC chambers (short height) have less

227 media, resulting in steeper gradients that peak close to the opening (Fig 3E). In taller 228 chambers, ischemic gradients are shallower and peak further inside the chamber. The 229 length scales in the MEMIC are much larger than *in vivo* where cells are tightly packed. 230 and thus, their equivalent of the MEMIC height parameter is very small. As a reference 231 point, tumor cells are completely hypoxic at about 150-200µm from the closest blood 232 vessel (Carmona-Fontaine et al., 2017a; Hobson-Gutierrez and Carmona-Fontaine, 233 2018a; Thomlinson, 1977a). This distance is about an order of magnitude smaller than 234 gradients in the MEMIC and spans only about 10-20 cell diameters. The shallower 235 gradients in the MEMIC stretch spatial patterns to a few hundred cell diameters, greatly 236 increasing the spatial resolution of our experiments. Despite this being an advantage for 237 our experiments, it is important to keep in mind these scale differences and adapt the 238 MEMIC's geometry if needed.

239 Effects of metabolic gradients on cell proliferation

240 Nutrients provide the biomass and energy that all cells require to proliferate, and tumor cells are no exception. Cells in perivascular, and other well-perfused tumor regions. 241 242 proliferate actively, while cells within nutrient-deprived tumor regions often show lower 243 growth rates, senescence, and they can ultimately die (Carmona-Fontaine et al., 2013; 244 Gatenby and Gillies, 2008; Thomlinson, 1977b). We wanted to test whether we can 245 reproduce these spatial patterns of cell proliferation in the MEMIC. We used cells 246 expressing FUCCI (Fluorescent Ubiguitination-based Cell Cycle Indicator, Fig 4A), a 247 dual fluorescent reporter that enables the visualization of cell cycle progression (Sakaue-Sawano et al., 2008). Using our image cytometry approach (Fig. 2E), we 248

249 guantified fluorescence levels per nuclei. To avoid confounding effects due to 250 aneuploidy and polyploidy that most tumor cells have, we used RPE1 cells – a nearly 251 diploid immortalized epithelial human cell line with a relatively stable genome (Davoli 252 and Lange, 2011; Watkins et al., 2020). RPE1 cells proliferate rapidly, as shown by the 253 many cells in M phase in the no gradients control culture (Fig 4B). The same was true in 254 well-nurtured regions of the MEMIC. However, ischemic cells showed a stark arrest at 255 G₁ denoted by high mKO2-CDT1 and low mAG-GMNN levels (Fig 4C). A similar arrest 256 at G₁ has been reported in tumors in vivo (Yano et al., 2014). De novo nucleotide 257 synthesis is very sensitive to nutrient limitation (Ducker and Rabinowitz, 2016), 258 suggesting that ischemic cells in the MEMIC – and in tumors– may arrest in G_1 as they 259 fail to synthetize enough nucleotides to duplicate their genomes. We detected a similar 260 spatial pattern of cell proliferation in tumor cells using immunofluorescence. Lung adenocarcinoma cells proliferate rapidly as evidenced by a high number of nuclei 261 262 positive for phosphorylated Histone H3 (p-H3). As shown in Fig 4D, these numbers 263 decline rapidly in ischemic regions of the MEMIC (Fig 4D, E). Overall, these results 264 show that metabolic gradients in the MEMIC induce changes in cell proliferation that are 265 consistent with nutrient availability and *in vivo* observations. More broadly, these proof-266 of-principle data show the important role that extracellular metabolites play in producing 267 spatial patterns of cell behavior.

268 Untangling the effects of different metabolites in the MEMIC

The fast proliferation rate of tumor cells requires exogenous sources of multiple
 nutrients including glucose (Gatenby and Gillies, 2004; Heiden et al., 2009), aspartate

271 (Birsoy et al., 2015; Sullivan et al., 2015), non-essential amino acids such as glutamine 272 (Son et al., 2013), glycine (Jain et al., 2012), serine (Maddocks et al., 2012; Possemato 273 et al., 2011), and asparagine (Halbrook et al., 2020; Krall et al., 2020; Pavlova et al., 274 2018), as well as diet-derived essential amino acids, vitamins, and lipids (Bose et al., 275 2020). Ischemic tumor cells in vivo experience reduced levels of oxygen and all these 276 numerous nutrients – and the accumulation of secreted metabolic byproducts such as 277 lactate. Modeling this complex environment is difficult, and thus, most cell metabolism 278 studies focus on limiting a single substrate.

279 In the MEMIC cells spontaneously form complex metabolic gradients, better 280 approximating *in vivo* conditions. While these more physiological conditions can be 281 advantageous, they also can also challenge the experimental uncoupling of individual 282 metabolites and their hierarchical relationships. Here we provide an experimental 283 approach to tackle this challenge. First, in the MEMIC we can easily distinguish effects 284 that *require* hypoxia from changes produced by nutrient scarcity. To do this separation, 285 we take advantage of the gas permeability of polydimethylsiloxane (PDMS (Cox and 286 Dunn, 1986)). PDMS is a biocompatible and transparent polymer that we shape into 287 membranes the size of the conventional glass coverslips that we use in the MEMIC 288 (Fig. S1). Cells in MEMICs sealed with a PDMS membrane – instead of a glass 289 coverslip – will experience gradients of nutrients but no hypoxia as oxygen is rapidly 290 equilibrated across the PDMS membrane (Fig. 5A). To illustrate this approach, we 291 cultured cells expressing the 5xHRE/GFP hypoxia reporter and we grew them in 292 MEMIC constructed with glass, PDMS, or no coverslips (Fig 5A). As shown in Figure 5, 293 only cells in a MEMIC sealed with glass showed GFP signal gradients (Fig 5C). To test

294 if hypoxia is *sufficient* to produce a particular effect, these MEMIC experiments can be 295 complemented with conventional *in vitro* cultures in hypoxic incubators where oxygen is 296 set at specific tensions. Similarly, to determine the effects of specific soluble nutrients 297 we can simply remove them from the media formulation, or we can add them at 298 saturating concentrations. For example, we demonstrate that a decrease in media pH-299 directly induced cell death by increasing the buffer capacity of culture media (Carmona-300 Fontaine et al., 2013). Overall, this section illustrates that cells in the MEMIC create complex metabolic gradients while still allowing to untangle, identify, and manipulate 301 302 specific microenvironmental factors.

303 Ischemic macrophages decrease epithelial features in neighboring tumor cells

The complexity of the microenvironments within the MEMIC can be increased as needed. For instance, we can incorporate additional cell types to approximate the *in vivo* microenvironment and to study cell-cell interactions under different metabolic conditions. Extracellular metabolites can directly modulate cell phenotypes and tumorimmune interactions (Buck et al., 2017; Olenchock et al., 2017b).

We and others have previously shown that tumor-secreted lactate and low oxygen tension induce a pro-angiogenic phenotype in tumor-associated macrophages (Carmona-Fontaine et al., 2017a; Colegio et al., 2014; Wenes et al., 2016). Here we focused on how ischemic macrophages affect neighboring tumor cells. We first observed that virtually every ischemic tumor cell cultured in the MEMIC became more dysplastic, lose their multicellular epithelial arrangements, and adopt a round or spiked morphology. These effects were exacerbated when tumor cells were co-cultured with

316 Bone Marrow-Derived Macrophages (BMDMs). We thus hypothesized that ischemia 317 and the presence of macrophages synergize to alter the morphology of tumor cells. 318 To formally test this idea, we used clones derived from MMTV-PyMT breast tumors. In 319 culture, these cells form geometric epithelial structures and display high levels of E-320 Cadherin and other epithelial markers (Fig 6A,B). Consistent with the known effects of 321 hypoxia, we observed a significant decrease in E-Cadherin levels in ischemic cells (Fig 322 6A). We compared these results with similar experiments where we co-cultured the 323 same tumor cells with BMDMs, ensuring we maintained the same total cell number. In 324 these co-cultures, ischemic tumor cells dramatically reduced their epithelial morphology 325 and the drop in E-Cadherin was much stronger and it occurred closer to the opening 326 (Fig 6B,C). These morphological and molecular changes suggest that tumor cells are 327 undergoing epithelial to mesenchymal transition (EMT) – a key step in the development 328 of most carcinomas which represent ~80% of all solid tumors, (Weinberg, 2013). 329 Consistent with our observations, HIF1 α directly promotes EMT (Dongre and Weinberg, 330 2018; Nieto, 2013) and tumor-associated macrophages can also drive EMT in tumors 331 (Condeelis and Pollard, 2006; Linde et al., 2018). Our results suggest that ischemia and 332 signals from *ischemic* macrophages synergize to trigger EMT in tumor cells (Fig 6D). 333 While the molecular underpinnings of this synergy still need to be elucidated, these 334 results illustrate how the MEMIC can be used to study the interplay between different 335 cellular and molecular factors in the tumor microenvironment.

336 **DISCUSSION**

337 *In vivo* animal tumor models are – and will continue to be – crucial in cancer research. However, they are expensive and difficult to scale up. Additionally, it is virtually 338 339 impossible to accurately control and measure multiple experimental parameters in these 340 experiments. At the other extreme of the experimental spectrum, conventional in vitro 341 cell cultures allow the control of most experimental parameters, but this simplicity 342 comes at the cost of losing the context of the intricacy and heterogeneity of tumors. The 343 microphysiological culture system described here – named MEMIC – seeks to bridge 344 these extremes by re-creating key aspects of the complexity of tumors under tunable 345 and controllable conditions.

346 Cells in the MEMIC form concentration gradients of oxygen and nutrients equivalent to 347 those formed in tumors in vivo. These different levels of nutrients induce changes in 348 major signaling pathways that in turn change cell behaviors and phenotypes in 349 predictable spatial patterns. As an example, we showed how concentration gradients of nutrients in the MEMIC lead to a heterogeneous microenvironment that ranges from 350 351 well-nurtured conditions – where cells rapidly proliferate – to increasingly more ischemic 352 environments where cells show cell cycle arrest. This heterogeneous distribution of 353 resources and the resulting regions with high and low cell proliferation are well 354 documented in the analysis of histological tumor samples from patients (Weinberg, 355 2013).

The simplicity and affordability of the MEMIC makes it compatible with mid- to highthroughput experiments and screens. Most chemotherapy drugs target rapidly

358 proliferating cells, senescent and non-proliferating tumor cells are spared and leading to 359 lower tumor regression and relapse (Gordon and Nelson, 2012; Oshima et al., 2020). 360 Thus the MEMIC could be particularly useful for screening drugs that more efficiently 361 target ischemic regions of tumors, where non-proliferating cells are abundant. 362 Since nutrient levels change gradually with distance from their source, cellular changes 363 in the MEMIC follow predictable spatial patterns. We and others have previously shown 364 that similar spatial patterns emerge in vivo following the distribution of the vascular 365 network (Carmona-Fontaine et al., 2017b; Gatenby and Gillies, 2008; Hobson-Gutierrez 366 and Carmona-Fontaine, 2018b; Thomlinson, 1977b). The idea that nutrient and oxygen 367 availability influence cell behavior and the tumor microenvironment is not new. 368 However, this effect has been hard to model experimentally. With the combined power 369 of *in vivo* observation and experiments in the MEMIC, we can argue that metabolite 370 gradients do not only change cell phenotypes, but they organize and pattern the tumor

371 microenvironment.

372 The spatial patterns that nutrient gradients impose in the tumor microenvironment also 373 modulate cell-cell interactions. We showed here that ischemic macrophages reduce 374 epithelial features in neighboring tumor cells. This inhibition of epithelial features is 375 much stronger than the direct effects of nutrient deprivation alone. We thus propose that 376 signals from ischemic macrophages synergize with the effects of hypoxia and nutrient 377 deprivation to induce a stronger EMT in tumor cells (Fig. 6D). Overall, we think that the 378 MEMIC provides a platform to model complex multicellular and heterogeneous in vivo 379 conditions. In addition to having most of the advantages of conventional *in vitro* cultures, 380 experiments in the MEMIC can be designed to incorporate high molecular and cellular

- 381 complexity. This complexity can be increased gradually to carefully tease apart key
- 382 factors shaping the tumor microenvironment. We believe that the process of
- 383 deconstructing tumors into their basic units, and then carefully reassembling them in the
- 384 MEMIC, will help us to better understand and control the tumor microenvironment.

386 MATERIALS AND METHODS

387 Cell culture

- 388 C6-HRE-GFP were a generous gift from Dr. Inna Serganova (Memorial Sloan Kettering
- 389 Cancer Center). PyMT cells were derived by Daniela Quail (McGill University). MDA-
- 390 MB-231 (HTB-26), HEK293T, and DLD-1 (CCL-221) cells were purchased from ATCC.
- 391 C6-HRE-GFP cells, MDA-MB-231 cells, DLD-1 cells, LN-99, and HEK293T cells were
- 392 grown in High Glucose DMEM (Gibco, 11965-092) supplemented with 10% Fetal Bovine
- 393 Serum (FBS; Sigma-Aldrich, F0926). RPE cells were grown in High Glucose DMEM-
- F12 medium (Gibco, 11039) containing 10% FBS. All cells were incubated at 5% CO₂

395 and **37°C**.

396 Animal protocols and differentiation of BMDMs

397 Bone marrow-derived macrophages (BMDMs) were extracted from C57BL/6 mice using 398 standard protocols (Gocheva et al., 2010). Following euthanization, femurs and tibiae 399 were harvested from both legs of the mice under sterile conditions. After careful 400 cleaning of the tissue, the bone marrow was flushed using a 25-gauge needle and 401 passed through a 40 µm strainer. The bone marrow flush was cultured in low 402 attachment culture dishes (VWR, 25384-342) in High Glucose DMEM supplemented 403 with 10% FBS, 10 ng/mL Recombinant Mouse CSF-1 (R&D Systems, 416-ML), and 1x 404 Antibiotic-Antimycotic (Gibco, 15240) for 7 days. Media was replaced every other day to 405 induce macrophage differentiation. All protocols involving animal work were approved

406 by NYU's University Animal Welfare Committee (UAWC protocols 17-1496 and 19407 1515).

408 **Construction of genetic fluorescent reporters**

To create a hypoxia reporter for live imaging, an existing GFP-based HIF1a reporter 409 410 (Vordermark et al., 2001), Addgene, 46926) was subcloned into a lentiviral delivery 411 plasmid using a Gibson assembly-based modular assembly platform (GMAP) (Akama-412 Garren et al., 2016). The 5xHRE-GFP region and a PGK-driven puromycin selection 413 cassette from the pMSCV-Peredox-mCherry-NLS plasmid (Addgene, 32385) were 414 amplified using primers containing overhangs with the homology sites for GMAP cloning 415 and inserted into a lentiviral vector (LV 1-5, Addgene, 68411). This lentiviral backbone 416 was a gift from Dr. Tyler Jacks (Massachusetts Institute of Technology) and Dr. Thales 417 Papagiannakopoulos (New York University). The DNA construct for this new hypoxia 418 reporter is available in Addgene.

419 To create a fluorescent membrane label, we used the CAAX sequence method to target 420 a fluorescent protein to the plasma membrane (Hancock et al., 1989). mCherry was 421 PCR amplified from pMSCV-Peredox-mCherry-NLS (Addgene, 32385) using primers 422 containing overhangs with the homology sites for GMAP cloning. The reverse primer 423 inserted the CAAX polybasic sequence. The CMV promoter and enhancer sequence to 424 drive CAAX-mCherry expression was amplified from pLenti-CMV-Puro-DEST plasmid 425 (Addgene, 17452). The two fragments were then assembled into one using overlapping 426 PCR and inserted into LV 1-5 using the GMAP method. The DNA construct for this new

427 fluorescent membrane reporter is available in Addgene.

428	Both resulting constructs were delivered to destination cells through lentiviral
429	transduction. Briefly, lentiviruses were packaged in HEK293T cells through co-
430	transfection with 2µg of VSV-G, 4µg of Delta8.9 viral vectors and 6µg of 5xHRE-GFP or
431	mCherry-CAAX vector using Lipofectamine 3000 reagent (Thermo Scientific, L3000) in
432	Opti-MEM (Gibco, 31985). The vectors mentioned above were kindly provided by Dr.
433	Nicholas P. Gauthier (Dana Farber Cancer Institute). On day 2, Opti-MEM media was
434	replaced with fresh DMEM supplemented with FBS. On days 3 and 5 after transfection,
435	the virus-containing medium was collected, filtered through 0.45 μm filters, and
436	immediately stored at -80°C until infection. For lentiviral infection, 1mL of freshly thawed
437	virus media mixed with $1mL$ of culture media along with $10\mu g/mL$ polybrene was plated
438	onto destination cells in a 6-well plate at 40-60% confluency. For the 5xHRE-GFP
439	infection, infected cells were selected using $1\mu g/mL$ puromycin for 4 days starting 48
440	hours after transduction. For the mCherry-CAAX infection, infected cells were selected
441	using fluorescence-activated cell sorting. To create the cell line with both mCherry-
442	CAAX and 5xHRE-GFP, we used the lentiviral particles containing the mCherry-CAAX
443	insert to infect a 5xHRE-GFP cell line and then selected for using both selection
444	methods.

445 **Printing and Manufacturing the MEMIC**

The main framework of the MEMIC is 3D printed using fused filament fabrication, whichallows for on-demand supply as well as easy design modifications. For a detailed, step-

by-step MEMIC fabrication protocol, please refer to the supplementary information 448 449 attached to this manuscript and to supplementary videos S1 and S2. We designed the 450 framework using CAD software and printed them using Ultimaker 3D printers and black 451 PLA filament (Ultimaker) – a biocompatible, non-autofluorescent, and biodegradable 452 material. Other printers and other materials may be used as well, depending on printer 453 availability and experimental design. The printer settings, as well as the 3D design, that 454 we use can be found in the supplementary information of this paper. We showcase a 455 fused-filament-fabricated MEMIC version in this paper, as we believe that the 456 combination of the widening availability of fused filament printers in research facilities 457 and their precision would make this MEMIC the best option for most users. We also 458 describe other options in the supplementary information.

459 Once a 3D-printed framework was retrieved from the printer, glass coverslips (No. 1. 18x18 mm; VWR) were glued to it using a UV-curable adhesive (NOA68, Norland 460 461 Products) to create 12 individual chambers. We provide a detailed video on how to use 462 the NOA68 and how to glue coverslips onto the MEMIC (Video S2). To create the bottom of the chambers, the coverslips were glued so that one completely covers each 463 464 opening. The glue must completely seal the glass surrounding the opening to prevent 465 leakage from the bottom of the chamber but should not seep into the surface of the chamber where cells will be seeded, as this limits space for cell adhesion. Once the 466 467 adhesive was carefully applied, it was cured for 15 minutes under a long-wave UV lamp 468 (DR-5401, MelodySusie). To complete construction of the inner chamber, glass 469 coverslips were glued to the inside of each well with one edge against the inner ridge.

This created the top layer of the gradient chamber and an opening to the media reservoir. Some chambers were left open without a top glass layer so that no gradients form, which are used as controls. The top layer adhesive was cured for 15 minutes under a long-wave UV lamp. For a fully detailed protocol on manufacturing and illustrative images, please see the supplementary information.

475 To decouple the nutrient and hypoxia components of the ischemic gradient in the 476 MEMIC, in some experiments the glass coverslip was replaced with PDMS coverslips. 477 The PDMS coverslips were prepared using the Dow Sylgard 184 Silicone Encapsulant 478 Kit. To prepare PDMS coverslips, 1 part of the curing agent was thoroughly mixed with 479 10 parts of the silicone elastomer base by weight and centrifuged at 1300 RCF for 2-5 480 minutes to remove any air bubbles. A petri dish was then coated with about 6mL of the 481 mixture by gently swirling it. To remove trapped air bubbles, the dish was placed into a 482 vacuum desiccator for approximately 5 minutes. Curing was done by placing the PDMS 483 coated dish into an oven at 75°C for at least 2 hours. The layer of PDMS was then cut 484 into 18x18mm squares, matching the dimensions of the glass coverslip. Since PDMS is 485 hydrophobic and may pose problems while gluing to the MEMIC framework, the PDMS 486 coverslips were treated with a plasma gun. Then, the PDMS coverslips were glued with 487 NOA68 optical adhesive as described for the top glass coverslips above.

488 Seeding cells into the MEMIC

To prepare the MEMIC for cell culture, the framework was first sterilized in a short-wave
UV lamp (CM-2009, Meishida). Then, the inner chambers and wells of the MEMIC were
washed twice with sterile DPBS (Gibco, 14040117). To improve cell attachment, the

492 chambers were filled with a 50µg/mL solution of Poly-D-Lysine (Sigma-Aldrich, P6407) 493 in DPBS and incubated at 37°C overnight, then washed twice with DPBS. Afterwards, 494 the chambers were washed with culture media. Cells to be seeded were detached from 495 their dish using 0.05% Trypsin-EDTA (Gibco, 25300-062). A cell suspension containing 496 10^{6} cells/mL was prepared and the chambers were filled with 100μ L of the suspension. 497 To open wells serving as controls, 500μ L of the cell suspension and 2.5mL fresh media 498 was added. As the glass portion occupies about a fifth of the total surface of the well 499 bottom, the resulting cell density on the glass portion should be similar to the closed 500 wells. To allow cell attachment, the framework was placed into an incubator for 501 approximately an hour. Once cells settled to the bottom of the chamber, the reservoir of 502 the closed chambers was filled with 3mL fresh media. The framework was placed back 503 into the incubator to start gradient formation.

504 Immunofluorescence

505 After 24 hours of gradient formation, the media was aspirated from the wells and then 506 carefully aspirated from the chambers using a pipette to prevent cell loss. The cells 507 were fixed by filling the chambers with 2% (v/v) paraformaldehyde solution, obtained by 508 diluting 4% paraformaldehyde (Affymetrix, 19943) 1:1 in PBS (Fisher Scientific, BP399) 509 and incubating at room temperature for 5 minutes. The chambers were then gently 510 washed twice with PBS. To permeabilize the cells for staining, the chambers were filled 511 with a 0.1% (v/v) solution of Triton-X (Sigma-Aldrich, T8787) in PBS and incubated at 512 room temperature for 5 minutes. The chambers were gently washed twice with PBS and 513 filled with 100µL of blocking solution - 2.5% (w/v) bovine serum albumin (Sigma-Aldrich,

514 A9418) in PBS - and incubated for 1 hour at room temperature. The chambers were 515 gently washed twice with PBS. A primary antibody dilution was prepared in the blocking 516 solution with the antibodies diluted 1:200 for HIF1 α (BD Bioscience, 610958), 1:50 for 517 phosphor-S6 (CST, 2211), 1:200 for E-cadherin (BD Bioscience, 610182), 1:200 for 518 phospho-H3 (CST, 3377), and 1:200 for CD68 (Serotec, MCA1957) and was added to 519 the chambers. The framework was placed inside a humidified chamber at 4°C. The 520 primary antibody solution was removed. The chambers were washed 3 times with PBS 521 and incubated at room temperature for 5 minutes. The chambers were then filled with a 522 secondary antibody (1:500 dilution) and nuclear stain solution (Hoechst 33342, 1:2000) 523 and incubated at room temperature for 1 hour in the dark. The chambers were finally 524 washed with PBS three times. To preserve cells until imaging, we filled the chambers 525 with a 0.02% (w/v) solution of sodium azide (Sigma-Aldrich, S2002) in PBS.

526 Microscopy

We imaged MEMICs using an inverted fluorescent microscope (Eclipse Ti2-E, Nikon) equipped with a spinning disk confocal unit (X-Light V2, CrestOptics). For live imaging, we used a stage top incubator (Tokai Hit, INUCG2-KRi) fed with a mixed gas source (5% CO₂ in compressed air, Airgas, X02AI95C2000117). Entire chambers were imaged in different fluorescent channels using tiling microscopy and then exported as stitched 16-bit TIF files.

533 Image Cytometry Analysis

534 Microscopy images were processed using our MATLAB-based scripts. A full tutorial on

535 how to use our image cytometry code for users without image analysis experience is 536 available with this paper (see SI for further details). This analytic approach can be used 537 with MEMIC images, and also with any other fluorescent images of cells or cell clusters 538 where fluorescence intensity and/or spatial information are of interest. Briefly, the 539 software intakes images of multiple replicates or conditions, with a single TIFF image 540 per channel per chamber, and outputs data on per cell fluorescence intensity, cell area 541 on the image, and cell position on the image. It also produces plots of fluorescence 542 intensity *versus* distance for each channel. The image analysis process requires that at least one channel displays a uniform stain across, such as a nuclear stain for a cell 543 544 monolayer.

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552 ADDITIONAL INFORMATION

- 553 Supplementary information is available for this paper. Please visit
- 554 http://carmofon.org/publications/newmemic/ to download updated designs of the MEMIC
- and other information relevant to this work. Correspondence and requests for materials

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should be addressed to C.C.-F.

FIGURE LEGENDS

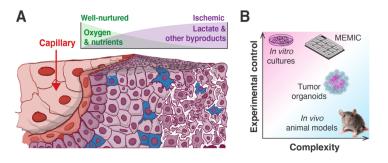


Figure 1: The complexity of the tumor microenvironment and its experimental models.

A. Due to the poor vascularization tumor cells are exposed to different metabolic conditions according to their distance to blood vessels. Proximal cells readily obtain oxygen and nutrients, while distal cells endure a lack of resources and accumulation of metabolic byproducts.

B. Models of the tumor microenvironment. *In vitro* cultures provide a high level of experimental control but they cannot capture key features of the tumor microenvironment. The complexity of *in vivo* models – and to some extent of 3D organoid cultures – comes at the cost of experimental control. The MEMIC allows for high complexity *in vitro* and *ex vivo* cultures while allowing for full experimental control.

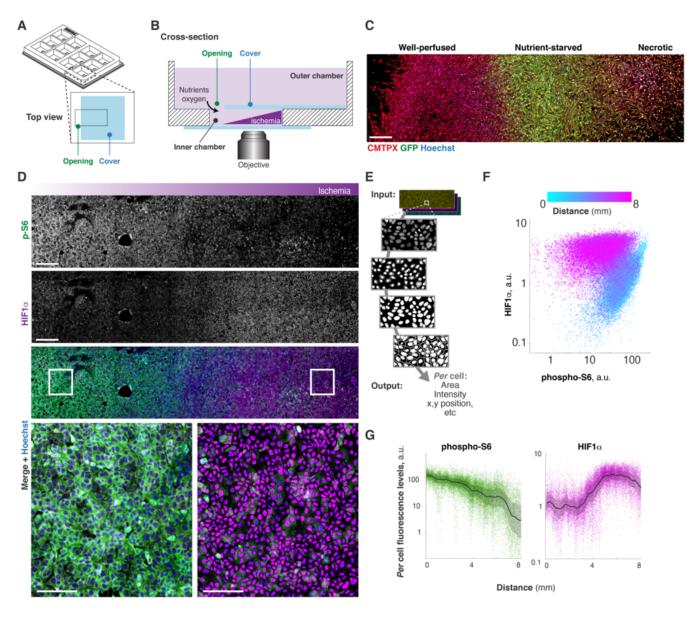


Figure 2: Formation of metabolic gradients in the MEMIC

A. View of 3D-printed framework containing 12 independent MEMICs. Each chamber is located within a separate well.

B. Cross-section view of a MEMIC. Cells are cultured in the inner chamber, generating metabolic gradients. The chamber is enclosed by a top and bottom glass coverslip, except for a narrow opening to a media reservoir, allowing for unilateral diffusion of fresh media into the chamber.

C. Cells expressing a of a GFP-based hypoxia after 24h culture in the MEMIC. Cells show distinct metabolic landscapes. Scale bar: 500µm.

D. Metabolic conditions affect cell signaling and transcriptional programs. Immunofluorescent staining of DLD1 cells for phosphorylated ribosomal protein S6 (p-S6, a readout of active mTOR signaling, green) and for the transcription factor Hif1 α (purple). Scale bars: 800µm, 200µm for insets.

E. A typical image cytometry pipeline.

F. Quantification of **D.** shows p-S6 and Hif1 α levels *per* cell. Note the two distinct populations determined by the distance from the opening of the MEMIC.

G. Quantification of **D.** shows opposite trends in intensity of p-S6 and Hif1 α . Lines: moving median values, shaded region: interquartile range.

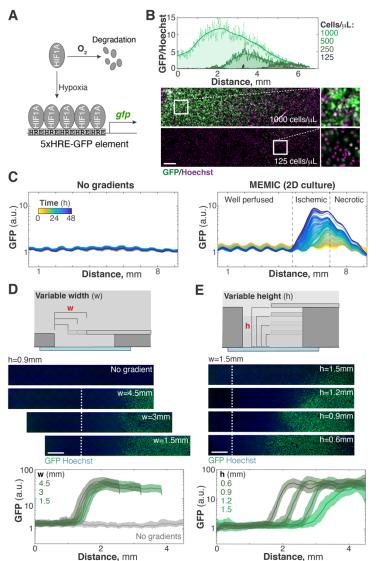


Figure 3: Key parameters in shaping metabolic gradients in the MEMIC

A. We used a GFP-based hypoxia reporter (5xHRE-GFP) as a readout for resource limitation. **B.** Cell density has a dramatic effect in the shape of metabolic gradients. Top: median GFP levels (normalized by Hoechst) for MDA-MB-231 cells expressing 5xHRE-GFP and cultured at different densities for 24hr in the MEMIC. Bottom: Representative images of highest and lowest densities. Scale bar: 200μm.

C. Monolayer of 5HRE-GFP MDA-MB-231 cells shows that gradient formation in the MEMIC is dynamic and time dependent. Lines: moving median GFP intensity, color-coded by time.

D. 5HRE-GFP MDA-MB-231 cells form gradients at the same distance from the opening and with the same shape when the width of the MEMIC opening is changed. Lines: moving median GFP intensity, shaded regions: interquartile range.

E. 5HRE-GFP MDA-MB-231 cells form gradients that are further from the opening and shallower the taller the MEMIC chamber. Lines: moving median GFP intensity, shaded regions: interquartile range. Scale bars for C and D: 500µm.

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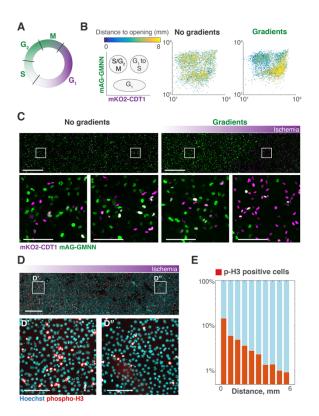


Figure 4: Gradients of ischemia induce spatial patterns of cell proliferation

A. Relationship between mKO2-CDT1 (purple) and mAG-GMNN (green) fluorescent levels and cell cycle phases for cells expressing FUCCI.

B. Quantification of FUCCI fluorescence RPE1 cells intensity in each cell nuclei. Cells arrested in G1 are much more abundant in ischemic regions.

C. Representative images of RPE1 cells expressing FUCCI culture without gradients or in the MEMIC. Scale bars: 1000µm, insets: 200µm.

D. Immunofluorescent staining of phospho-H3 (red) in DLD1 tumor cells cultured in the MEMIC. Scale bars: 1000µm, insets: 100µm.

E. Quantification of **D.** shows the percentage of phospho-H3 positive cells binned along the distance from the opening. The percentage of proliferating cells drops in ischemic regions.

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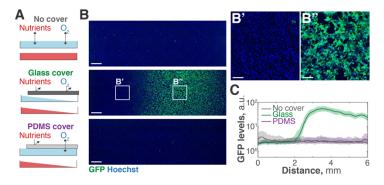


Figure 5: Untangling gradients of hypoxia from other metabolites

A. Schematic showing the different experimental conditions depending on the use of glass or PDMS coverslips in the MEMIC. PDMS is permeable to gases, but not soluble metabolites, decoupling the nutrient gradients from hypoxia.

B. 5HRE-GFP MDA-MB-231 cells grown in the MEMIC show hypoxia (GFP) in MEMIC with glass but not with PDMS coverslips (detail in **B**' and **B**''). Scale bars: 500µm, 100µm for insets.

C. Quantification of GFP levels for all three conditions. Lines: moving medians, shaded regions: interquartile range.

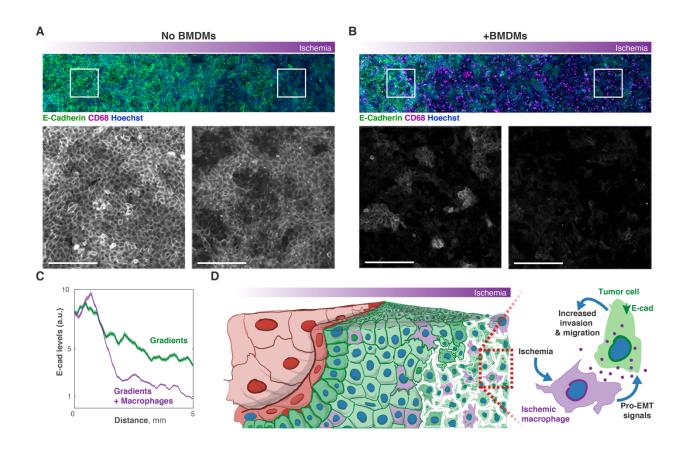


Figure 6: Non-cell autonomous effects of ischemia

A. Cells derived from MMTV-PyMT breast tumors decrease E-Cadherin expression (green) in ischemic areas of the MEMIC. Scale bars: 200µm.

B. Cells derived from MMTV-PyMT breast tumors co-cultured with bone-marrow-derived macrophages (CD68 immunofluorescence, magenta) show a stronger decrease in E-cadherin levels. Scale bars: 200µm.

C. Quantification of **A.** and **B.** shows that the presence of macrophages synergizes with ischemic conditions to suppress E-cadherin expression. Lines: moving medians, shaded regions: interquartile range.

D. Schematic showing how multiple factors within the tumor microenvironment synergize to promote EMT in tumor cells. Ischemic conditions induce EMT markers in tumor cells, which ischemic macrophages boost further.

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