Membrane Lipids Augment Cell Envelope Stress Signaling and Resistance to Antibiotics and Antimicrobial Peptides in *Enterococcus faecalis*

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Abstract

Enterococci have evolved resistance mechanisms to protect their cell envelopes against

bacteriocins and host cationic antimicrobial peptides (CAMPs) produced in the gastrointestinal

environment. Activation of the membrane stress response has also been tied to resistance to

the lipopeptide antibiotic daptomycin. However, the actual effectors mediating resistance have

not been elucidated. Here, we show that the MadRS (formerly YxdJK) membrane antimicrobial

peptide defense system controls a network of genes, including a previously uncharacterized

three gene operon (*madEFG*) that protects the *E. faecalis* cell envelope from antimicrobial

peptides. Constitutive activation of the system confers protection against CAMPs and

daptomycin in the absence of a functional LiaFSR system and leads to persistence of cardiac

microlesions *in vivo*. Moreover, changes in the lipid cell membrane environment alter CAMP

susceptibility and expression of the MadRS system. Thus, we provide a framework supporting a

multilayered envelope defense mechanism for resistance and survival coupled to virulence.

Enterococci are a leading cause of healthcare-associated infections and possess a
diverse array of intrinsic and acquired antimicrobial resistance determinants.[1,2] These organisms
are commensal colonizers of the gastrointestinal tract, where they are exposed to cationic
antimicrobial peptides (CAMPs) produced by the innate immune system.[3] Several important
antibiotics used in clinical practice, including the lipopeptide daptomycin, share functional
similarities with CAMPs.[4] Daptomycin possesses a peptide core with an acyl tail, and in
conjunction with calcium forms an amphipathic complex that binds the membrane lipid
phosphatidylglycerol (PG) and the undecaprenyl intermediates of cell wall synthesis.[5]
Daptomycin binding displaces enzymes necessary for cell envelope genesis, ultimately leading
to membrane disruption and bacterial cell death. The widespread frequency of multidrug
resistance in both *Enterococcus faecium* and *E. faecalis* has led to a reliance on daptomycin for
treatment of recalcitrant invasive vancomycin-resistant enterococcal (VRE) infections.

As members of the gastrointestinal flora, enterococci have evolved several mechanisms
to sense and respond to CAMPs. This survival strategy involves activation of cell stress
response signaling systems in conjunction with changes in the synthesis of cell membrane
phospholipids.[6-9] In particular, the LiaFSR system of *E. faecalis* has been linked to survival in
the presence of daptomycin, the cathelicidin LL-37, and other CAMPs, via a secreted protein
(LiaX), which plays a dual sensing and regulatory role mediated by the N- and C-terminal
domains, respectively.[10] While substitutions in the LiaFSR system lead to antibiotic tolerance, or
loss of bactericidal daptomycin activity, additional changes in enzymes related to membrane
lipid biosynthesis are required for the full resistance phenotype. Since the LiaFSR pathway is
also a major mediator of daptomycin resistance in clinical settings, the selective pressure
exerted by CAMPs has important therapeutic repercussions.

Experimental evolution in the presence of daptomycin using both *E. faecalis* and *E.*
faecium strains lacking the LiaR response regulator and, therefore, deficient in LiaFSR
signaling, suggested that activation of the YxdJK two-component system in the presence of
mutations in *dak* (encoding a putative fatty acid kinase) could also lead to the development of
daptomycin resistance.[7,11] The YxdJK system shares homology with other ABC transporters
involved in lantibiotic and antimicrobial peptide resistance, including the BceRS-BceAB system
from *Bacillus subtilis* and the GraRS-VraDE system from *Staphylococcus aureus*, although it
falls in a distinct group apart from these two systems based on phylogenetic analysis.[12] Dak is a
homologue of the fatty acid kinase Fak in *S. aureus*, responsible for the first step in
incorporation of exogenous fatty acids into bacterial phospholipids.[13] Of note, fatty acids have

been implicated in increasing survival in the presence of daptomycin and other membrane

stressors.[14] As the specific mechanism by which *E. faecalis* defends the cell envelope against

CAMPs is unknown, we sought to determine the role of *dak* and the YxdJK system (which we

hereafter refer to as the MadRS system for membrane antimicrobial peptide defense), in cell

envelope protection against daptomycin and host-derived CAMPs.

Results

Identification of the MadRS regulon. We previously described an alanine to aspartate

substitution at amino acid position 202 in the MadS histidine kinase associated with daptomycin

resistance in *E. faecalis*.[7] To investigate the functional importance of this change, we introduced

this allele into *E. faecalis* OG1RF (OG1RF*madS*$_{A202E}$). The presence of *madS*$_{A202E}$ was sufficient

to increase the minimum inhibitory concentration (MIC) of daptomycin from 1.5 to 6 µg/mL, and

the MIC of bacitracin from 32 to 96 µg/mL (**Table 1**). In the OG117 background (a derivative of

OG1RF adapted for CRISPR based manipulation), introduction of both the *madS*$_{A202E}$ allele and

deletion of the *dak* gene, led to an increase in daptomycin and bacitracin MICs (**Table 1**).

Although the MadRS system is known to mediate protection from the antibiotic bacitracin via the

presence of the ABC transporter MadLM (previously YxdLM), we hypothesized that this

transporter may also be involved in the daptomycin resistance phenotype, similar to VraDE in *S.*

aureus.[15,16] However, deletion of the genes encoding MadLM from the chromosome of the

daptomycin resistant *E. faecalis* OG117Δ*dakmadS*$_{A202E}$ led to a decrease in the MIC of

bacitracin, but did not alter susceptibility to daptomycin (**Table 1**). Thus, we applied a

transcriptomic approach to identify additional genes under control of the MadRS system that

could explain the changes in daptomycin MIC.

We compared differentially expressed genes in OG1RFΔ*madR*, which lacks the

response regulator of the MadRS system, and OG1RF*madS*$_{A202E}$ to the parent strain OG1RF in

the presence and absence of daptomycin (**Figure 1A-B**, **Table S1**). Comparing OG1RFΔ*madR*

to OG1RF, there were 8 genes with a significant difference in expression in the absence of

daptomycin exposure. The most strongly downregulated was a previously unidentified putative

operon of three genes, *madEFG*, followed by *madLM*, as well as the genes *mprF2* (which

catalyzes the production of lysyl-PG) and *salA* (a peptidoglycan hydrolase, **Table S1**). In

OG1RF*madS*$_{A202E}$, there were 364 and 368 differentially expressed genes in the absence and

presence of daptomycin, respectively. The most significant changes included increased

expression of the *madEFG* operon, the *dlt* operon (involved in D-alanylation of lipoteichoic

acids), *madLM*, *salA*, and downregulation of the *upp* gene, annotated as a uracil

phosphoribosyltransferase. To confirm these results, we performed qRT-PCR for the genes

madG, *madL*, *dltA*, and *madA*, which was previously identified as a component of the MadRS

signaling network with minimal differences in expression under bacitracin induction. In the *madR*

knockout, a decrease in gene expression for *madG* and *madL* was identified as compared to

OG1RF both in the presence and absence of daptomycin. There was no significant difference in

expression of either *madA* or *dltA*. In the *madS$_{A202E}$* background, there was a significant

increase in the expression of *madG*, *madL*, and *dltA*, particularly on exposure to daptomycin

(**Figure 1C**).

The MadRS network provides a targeted response to antibiotics and host derived AMPs.

To study the effects of each component of the MadRS system, we constructed a series of

deletion mutants targeting *madLM*, *madEFG* and *dltA* in daptomycin-resistant

OG117Δ*dakmadS$_{A202E}$*. Deletion of *madLM* or *madEFG* had no impact on the MIC of

daptomycin, while deletion of both led to a modest decrease (12 to 8 µg/mL; **Table 1**). In

contrast, deletion of *dltA* resulted in a reduction of 8-fold in the in daptomycin MIC (12 to 1.5

µg/mL), similar to wild type OG117. Since *madEFG* did not appear to alter susceptibility to either

bacitracin or daptomycin but were among the most significantly expressed genes under the

control of MadR, we investigated alternative roles for MadEFG.

Given the similarities between daptomycin and CAMPs, we assayed the activity of

several representative CAMPs, including LL-37 (cathelicidin), human β-defensin 3 (HBD3), and

human neutrophil peptide-1 (HNP1, α-defensin) against the MadRS knockout mutants (**Figure

2A-B, Supplemental Figure 1**). In the presence of LL-37 at 50 µg/mL, there was a significant

increase in survival of OG117Δ*dakmadS$_{A202E}$* versus OG117 (mean difference 42.6%,

p=0.0001). Deletion of *madEFG*, but not *madLM* or *dltA*, resulted in a reversion of the survival

benefit (mean difference from OG117 1.79%, p=0.99), and complementation with *madEFG* at

the native chromosomal location restored bacterial survival (mean difference 36%, p=0.0001).

For HBD3, deletion of *dak* was sufficient to increase survival (mean difference 47.4%,

p=0.0003), comparable to the survival of the OG117Δ*dakmadS$_{A202E}$* mutant. Restoring the *dak*

gene in the native chromosomal location restored HBD3 activity to wild type levels (mean

difference 12.2%, p=0.72). Loss of *madEFG* resulted in a decrease in HBD3 survival by 10.1%,

but this was not statistically significant. Interestingly, no change in survival was seen for any

strain with the α-defensin HNP1 (**Supplemental Figure 1)**.

MadRS mediates survival in the presence of CAMPs independent of LiaFSR. The LiaFSR system has been implicated as the major mediator of cell envelope homeostasis under daptomycin stress in enterococci. Furthermore, the addition of exogenous N-terminal LiaX has been shown to activate LiaFSR signaling and provide protection against membrane stress even in daptomycin-sensitive *E. faecalis* isolates.[10] Thus, we sought to characterize the distinct roles of MadRS compared to LiaFSR in the cell envelope stress response. Introduction of the *madS$_{A202E}$* allele into OG1RFΔ*liaR* (lacking activation of LiaFSR due to deletion of the gene encoding the response regulator) was sufficient to increase survival in the presence of LL-37 (mean difference 41.4%, p<0.0001, **Figure 2C**), suggesting that a functional LiaFSR response was not necessary for MadRS mediated protection against LL-37. Conversely, deletion of the gene encoding the MadR response regulator in OG1RF resulted in decreased survival in the presence of LL-37 (3.8% versus 11.8%), an effect that could not be rescued with the addition of exogenous LiaX, despite the strain retaining a functional LiaFSR system. A similar pattern was seen with daptomycin, with decreased survival in the *madR* deletion strain that could not be rescued by addition of LiaX (**Figure 2D**). These findings indicated that MadRS ultimately controls the effector systems responsible for CAMP resistance in *E. faecalis*.

To test this hypothesis, we made targeted deletions of the genes encoding MadEFG and DltA in the OG117Δ*liaX* background, where the LiaFSR system is constitutively expressed due to loss of the regulatory C-terminal domain of LiaX. Consistent with previous results, the OG117Δ*liaX* strain showed enhanced survival in the presence of LL-37 as compared to OG117 (71.5% vs 8.31%, p=0.0001, **Figure 2E**). Deletion of *madEFG* in this background led to a decrease in survival (71.5% vs 33.7%, p=0.013), suggesting this system plays a significant role in membrane defense against LL-37, even in the presence of a constitutively active LiaFSR response. The loss of *dltA* led to a 27.9% reduction in survival after exposure to LL-37 in the OG117Δ*liaX* background that was not statistically significant. Interestingly, in the OG117Δ*liaX* background loss of *madEFG* led to a significant decrease in survival in the presence of HBD3 (70.9% vs 36.4%, p=0.013, **Figure 2F**), suggesting that the MadRS system can respond to CAMPs such as β-defensins and cathelicidins.

MadEFG did not appear to directly impact daptomycin susceptibility; however, a reduction in the MIC of daptomycin from 12 to 2 μg/mL was observed in the OG117Δ*liaX*Δ*dltA* strain, and the MIC was restored on complementation of *dltA* in the native chromosomal location. Since D-alanylation of teichoic acids has been implicated in changes of cell surface charge and daptomycin resistance in *S. aureus*, we evaluated cell surface charge using a

cytochrome c binding assay (**Supplemental Figure 2**). As compared to OG117, OG117Δ*liaX*

displayed a small but significant increase in positive cell surface charge. This increase was

abolished in the OG117Δ*liaX*Δ*dltA* strain and restored on complementation of *dltA*. In the

OG117Δ*dak* background, there was a small increase in cell surface charge of the *dak* deletion

mutant, but no significant changes across any of the other strains. Thus, a simple electrostatic

repulsion model cannot sufficiently explain the phenotypic changes observed in *E. faecalis*.

Loss of *dak* alters the membrane lipid environment and leads to activation of MadRS in

the absence of antibiotic stress. We have previously shown that *E. faecalis* with a truncated

C-terminal Dak deletion have a growth defect and more rigid cell membrane.[7] The *dak* gene is

predicted to encode a fatty acid kinase which, in *S. aureus*, has been shown to mediate

phosphorylation of exogenous fatty acids for use in membrane biosynthesis.[13] In the absence of

dak, the endogenous type II fatty acid synthesis pathway (FASII) supplies acyl-chains for

phospholipid synthesis. Consistent with this hypothesis, OG117Δ*dak* has increased sensitivity

to triclosan (4 μg/mL), an inhibitor of the FabI enoyl-ACP reductase of FASII, as compared to

wild type OG117 or the *dak* complemented strain (both 16 μg/mL). During construction of the

OG117Δ*dak* derivatives, we noted that OG117Δ*dakmadS*$_{A202E}$ and subsequent strains had a

restoration of growth (**Supplemental figure 3**). Whole genome sequencing of these strains

showed a serine to tyrosine change at amino acid 36 of FabT, a MarR transcriptional repressor

which binds upstream of the Fab operon (encoding the FASII enzymes). Based on alignment

with FabT from *Streptococcus pneumoniae*, for which the crystal structure has been solved, this

change would be predicted to fall in the DNA binding domain, potentially impairing the binding of

the repressor and, thus, resulting in constitutive expression of the Fab operon.[17] Colonies with

the mutations in FabT had no change in triclosan susceptibility compared to OG117Δ*dak* (4

μg/mL), consistent with continued reliance on endogenous FA synthesis.

To assess the membrane changes associated with the absence of *dak*, we performed

hydrophilic interaction chromatography-mass spectrometry (HILIC-MS) to characterize the

phospholipids of OG117, OG117Δ*dak*, and the OG117Δ*dak*::*dak* complemented strain, as well

as OG117Δ*dakmadS*$_{A202E}$ (**Figure 3A and 3B**) during exponential growth and stationary phase.

In exponential phase, OG117Δ*dak* had a significant decrease in the abundance of PG, Lysyl-

PG (LPG), and diacyglycerol (DG) as compared to OG117. In both the *dak* complemented and

the OG117Δ*dakmadS*$_{A202E}$ strain (with the mutation in *fabT*), there were no significant changes

in phospholipid abundance. In stationary phase, the OG117Δ*dakmadS*$_{A202E}$ strain had a

significantly higher abundance of PG and LPG as compared to OG117, consistent with the

increased expression of *mprF2* (the product of which synthesizes LPG) in the $madS_{A202E}$ mutant.

The acyl chain composition of each lipid species in exponential and stationary phase is shown

in **Figure 3C** and **Supplemental Table 2**. Strains with a deletion of *dak* showed a relative

increase in shorter chain and saturated fatty acids as compared to OG117 during exponential

phase growth.

To investigate whether the altered membrane environment associated with the deletion

of *dak* influenced expression of the wild type MadRS system, we evaluated the expression of

madG with and without antibiotic stress in the *dak* mutant strains during exponential growth

(**Figure 3D**). In the absence of antibiotic stress, there was a 2-fold increase in the expression of

madG in the *dak* deletion mutant as compared to OG1RF, similar to the 2-fold induction of

madG expression seen after exposure to daptomycin in all strains. Bacitracin led to a robust

expression of *madG* that did not differ across strains. Taken together, our results suggest that

changes in phospholipid composition due to the deletion of *dak* both directly contribute to CAMP

resistance and prime the transcriptional response of the MadRS system.

MadRS is associated with CAMP dependent changes in survival of *Caenorhabditis*

***elegans*.** Using a *C. elegans* infection model, we examined the role of the MadRS system in

protecting enterococci from CAMPs produced by the innate immune system. In wild type *C.*

elegans, there was an attenuation of the OG1RFΔ*madR* strain as compared to OG1RF (median

survival 11 days versus 6 days, p<0.0001, **Figure 4A**). This phenotype was reversed with

complementation of *madR* on a plasmid with minimal differences between OG1RF and the

complemented strain (median survival 6 versus 7 days, p=0.01). To examine if this survival

difference was influenced by the presence of host CAMPs, we performed the same survival

assay in *C. elegans* lacking the *pmk-1* gene, which encodes an ortholog of the p38 MAP kinase

necessary for production of CAMPs. **Figure 4B** shows that there were no differences in survival

between Δ*pmk-1* worms infected with OG1RF, OG1RFΔ*madR*, or the complemented strain,

supporting the notion that the presence of CAMPs mediates survival of *C. elegans* infected with

E. faecalis lacking MadR, rather than a general change in strain virulence.

The $madS_{A202E}$ allele is associated with an increased burden of cardiac microlesions in a

mouse peritonitis model of infection. Given the importance of host CAMPs to the innate

immune response, we sought to investigate the *in vivo* impact of the MadRS system in a mouse

model of peritonitis. We examined overall survival, bacterial burden in the spleen, and the

average number and size of cardiac microlesions as assessed by histopathology of cardiac

tissue from infected mice.[18] There was no difference in median survival or bacterial burden in

the spleen between OG1RF, OG1RFΔ*madR*, and OG1RF*madS*$_{A202E}$ (**Supplemental Figure 5**).
However, mice infected with OG1RF*madS*$_{A202E}$ showed an increase in the mean number of
cardiac microlesions per histopathological section as compared to OG1RFΔ*madR* (1.48 vs. 0.1,
p=0.009, **Figure 4C-G**), and a significantly larger lesion area as compared to OG1RF (p<0.001).
The findings suggest that the MadRS system may play a critical role in the immune mediated
clearance of deep seated cardiac enterococcal infections.

258   Discussion

The potential for cross resistance between daptomycin and CAMPs of the innate
immune system is of particular concern, since enterococcal exposure to CAMP in the GI tract
has the potential to prime antibiotic resistance and serve as a precursor to mucosal
translocation and bloodstream infections, particularly in the immunocompromised host.[19-21] In
this study, we characterized a specific defense network that protects the enterococcal cell
envelope and dissected the effector genes responsible for resistance to CAMPs and peptide-
like antibiotics.

Using transcriptional analyses, we identified the regulatory network of the MadRS
system, showing that it has a much broader cell envelope protective effect than previously
known (**Figure 5**). Consistent with prior results, MadR was responsible for the expression of
MadLM and that activation of the system also resulted in an increase in the expression of the *dlt*
operon.[22] In addition, MadR appears to regulate the expression of the peptidoglycan hydrolase
SalA, the lysylphosphatidylglycerol synthetase MprF2, and the novel *madEFG* operon, which
had not been previously characterized in *E. faecalis*. The *madEFG* genes share sequence
identity with the *spr0693-0695* operon in *Streptococcus pneumoniae*, which has been shown to
encode a MacAB-like efflux pump with LL-37 as a potential substrate.[23] The product of *spr0693*
was predicted to form a hexameric channel of ~155 Å, potentially spanning the peptidoglycan
layer. Thus, we postulate that MadEFG is likely to function by removing CAMPs at the
membrane interface and transporting them past the peptidoglycan layer. The other components
of the MadRS regulon alter the cell envelope by D-alanylation of wall teichoic acids via Dlt or
production of lysyl-phosphatidylglycerol via MprF to prevent diffusion of CAMPs back to the
membrane surface. Interestingly, no obvious homologues of *madEFG* are present in the
genome of *Enterococcus faecium* DO, suggesting that there are important differences in the
mechanism underlying membrane defense between the two species.

Alterations of the membrane bilayer, as we observed in the *dak* knockout, may provide a

further barrier to effective CAMP action. Loss of Dak function resulted in a membrane lipid fatty

acid profile that contained significantly more saturated fatty acids, in part explaining our prior

observation of decreased membrane fluidity (presumably from a tighter lipid packing order) in

the Dak mutant.[7] These changes were sufficient to decrease the activity of HBD3, and also

appear to prime the MadRS system by leading to an increase in the baseline transcription of

target genes, thus, preparing the cell to defend against CAMPs. Thus, the membrane lipid

environment has both a direct and indirect role in antimicrobial resistance, and these findings

may explain why mutations in both phospholipid metabolism and cell envelope stress response

networks emerge together in daptomycin-resistant isolates.

Importantly, the MadRS response appears to complement the global stress response of

LiaFSR with a targeted set of effector proteins. Recently, a link between the LiaFSR and

MadRS systems was demonstrated in *E. faecalis*, with activation of the LiaFSR system

associated with increased expression of MadRS.[24] Similar to the Bce-type transporters, MadAB-

MadS are likely to function via a flux-sensing mechanism, where the transport activity of MadAB

is coupled to the kinase activity of MadS.[25] The data presented here suggest that the

emergence of daptomycin resistance via MadRS arises via a decoupling of the MadS kinase

and the MadAB flux sensor, as the $MadS_{A202E}$ mutant showed increased expression of the

genes of the MadR regulon, even in the absence of antibiotic stress. This decoupling bypassed

the potential transcriptional regulation of the MadRS system by LiaFSR, and activation of

MadRS results in a survival advantage against CAMPs, even in the absence of *liaR*.

Moreover, the results from the *C. elegans* and mouse peritonitis models suggest that the

MadRS system also plays a major role against CAMPs *in vivo*, and resistance arising via this

pathway may have implications for the clearance of deep-seated infections such as infective

endocarditis. Interestingly, we did not see a difference in bacterial burden in the spleen. One

possibility is that immune mediated clearance via macrophages and neutrophils may be

preserved via activity of alternate peptides such as HNP-1, the activity of which was not affected

in our assay conditions. Since peptides such as β-defensins and cathelicidins are an important

part of mucosal barrier defense, this resistance pattern may predispose to invasive infection and

bacteremia, particularly in immunocompromised hosts with neutropenia.[26,27] Further work is

needed to understand the role of this system with respect to colonization of the GI tract and

subsequent risk for translocation and infection.

In summary, the MadRS system controls a network of genes in *E. faecalis* that are

capable of conferring resistance to the antibiotic daptomycin and host immune peptides

including HBD3 and LL-37. In *E. faecalis*, survival in the presence of these CAMPs is dependent

on the presence of *madEFG*, a three gene operon predicted to encode a MacAB-like efflux

pump, with alterations in membrane lipids also contributing to HBD3 resistance. Mutations

leading to constitutive activation of the MadRS system are able to provide daptomycin

resistance independent of LiaFSR, and our *in vivo* data suggest this system may play an

important role in the persistence of enterococcal infections.

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Conflict of Interest

WRM has received grant support from Merck and royalties from UpToDate. CAA has received

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Data Availability Statement

Datasets for the whole genome sequencing and RNA-seq are available at the National Center

for Biotechnology Information (NCBI) under Bioproject Accession number PRJNA1025297.

Online Methods

Bacterial strains, plasmids and growth conditions

The bacterial strains and plasmids used in this work are listed in Supplemental Table 3. All enterococcal strains were grown on brain heart infusion (BHI, Becton Dickinson) agar or in BHI broth on rotating incubator at 37° C unless otherwise specified. The *Escherichia coli* strains EC1000 and TG-1 were used for propagation of the plasmids pHOU1 and pAT392, respectively and grown on Luria-Bertani (LB, Becton Dickinson) agar or in broth at 37° C supplemented with 25 µg/mL gentamicin (Sigma). Minimum inhibitory concentrations (MIC) were performed by gradient diffusion test on Mueller-Hinton agar (MH, Becton Dickinson) for daptomycin, ampicillin, vancomycin (Etest, bioMerieux), and bacitracin (MTS, Liofilchem). MICs for triclosan were performed by broth microdilution in MH broth using two-fold serial dilutions of triclosan (range 0.125-128 µg/mL, Sigma). Bacterial growth curves were performed in a 96 well plate (Fisher) with inoculation of approximately $5x10^5$ CFU/mL final concentration into a volume of 200 µL BHI. Optical density at 600 nm was measured on a Synergy H1 plate reader (BioTek) over 24 hours at 15-minute intervals with 30 seconds of orbital shaking prior to each read.

Genetic manipulation of strains

Chromosomal deletions were generated using a derivative of OG1RF with the *E. faecalis* ATCC 4200 CRISPR1 *cas9* gene inserted in a neutral genomic insertion site to aid in genetic manipulation.[28,29] A guide RNA for directed cleavage of the target sequence was provided in trans in pCE under a constitutive pBac promoter. The pCE plasmid also contained a crossover region containing approximately 800 bp up and downstream of the gene or region of interest. PCR fragments were amplified from empty pCE, or purified enterococcal genomic DNA templates, with approximately 20 bp complementary overhangs and assembled via Gibson Assembly (Gibson Assembly Master Mix, New England Biolabs) by incubation in a thermal cycler at 50° C for 1 hour. Primers used for each construct can be found in Supplemental Table 4. After assembly, the reaction was diluted 1:3 in nuclease free water and 6 µL was transformed into chemically competent *E. coli* DH5α (High Efficiency, New England Biolabs). Transformants were selected on LB agar with 15 µg/mL of chloramphenicol and screened with primers to ensure correct plasmid and insert. Overnight cultures of *E. coli* with the construct of interest were grown in LB broth with 15 µg/mL of chloramphenicol, plasmid was isolated (Wizard Plus SV Miniprep DNA Purification System, Promega), and then electroporated into electrocompetent *E. faecalis* OG117 or derivative as needed.[30] Transformants were selected on

BHI agar with 15 µg/mL of chloramphenicol. For constructs that could not be directly

electroporated, they were first electroporated into *E. faecalis* CK111, then filter mating with the

final strain was performed as previously described.[31] Transconjugants were selected on BHI

plus 15 µg/mL of chloramphenicol and 25 µg/mL fusidic acid. Colonies were then screened by

PCR to ensure the presence of the correct gene knock out or complementation. Curing of the

pCE plasmid was performed by streaking colonies on MM9-YEG plates containing p-chloro-

phenylalanine for counterselection. Colonies that grew on fusidic acid, but not chloramphenicol

or spectinomycin, were screened for presence of the plasmid and region of interest by PCR. All

constructs were verified by sanger sequencing over the entire crossover region, and whole

genome sequencing.

RNA sequence analysis and qRT-PCR

RNA-seq analysis was performed for the strains OG1RF, OG1RFΔ*madR*, and

OG1RF*madS*$_{A202E}$ as previously described.[10] Briefly, strains were grown overnight in tryptic soy

broth (TSB, Becton Dickinson) plus 50 mg/L of calcium chloride, then diluted into fresh TSB with

Ca^{2+} alone or with daptomycin at ½ of the MIC and grown to mid-exponential phase (OD$_{600nm}$

0.5-0.7) with agitation at 37° C. Cell pellets were harvested by centrifugation of 2 mL of mid-

exponential culture and stored at -80° C until extraction. Three independent biological replicates

were performed for each strain and treatment condition. Total RNA was obtained with the

Ribopure RNA purification kit (Ambion, Life Technologies) followed by DNase treatment, and

subsequent analysis for quality using Nanodrop (Thermo Scientific) and Bioanalyzer (Agilent).

Depletion of ribosomal RNA was performed using the Ribozero kit (Illumina). cDNA libraries

were prepared with the TrueSeq RNA Sample Preparation System v.2 (Illumina), and samples

were sequenced on an Illumina HiSeq2000. Reads were mapped using the OG1RF genome,

using the uninduced OG1RF as a reference for baseline expression. Reads per kilobase of

gene per million reads (RPKM) was calculated with EDGE-pro v1.3.1.[32] An adjusted p-value

threshold of p < 0.01 using the Benjamini-Hochberg procedure to control the false discovery

rate was used to identify the set of differentially expressed genes for each comparison with

DESeq2.[33]

Quantitative real-time PCR was performed as previously described.[10] Cells were grown

as above, in antibiotic induced and uninduced conditions, with either daptomycin or bacitracin-

zinc at ½ the respective MIC. Total RNA was isolated using the Pure Link RNA Isolation kit

(Invitrogen), genomic DNA was removed with the Turbo DNase kit (Ambion), and cDNA

synthesis was performed using SuperScript II Reverse Transcriptase (Invitrogen). Expression of

madG, *madL*, *madA*, and *dltA* were evaluated by qRT-PCR using SYBR Green in a CFX96

Touch Real-Time PCR Detection System (Bio-Rad). Expression level was quantified relative to

the control strain, OG1RF, without antibiotic exposure. Values were normalized to the

expression of *gyrB* as a housekeeping gene. Primers used for qRT-PCR are listed in

Supplemental Table 4. Fold-change was calculated using the Pfaffl method and primer

efficiency was determined for each reaction with the LinRegPCR program. Differences in gene

expression were determined using two-way ANOVA with Tukey's test for multiple comparisons,

with a p-value of < 0.05 (Graph Pad Prism). Each experiment was performed in biological and

technical triplicates.

Antimicrobial peptide killing assays

Antimicrobial peptide killing assays for LL-37 (50 µg/mL, Anaspec, Cat. #AS-61302), HBD3 (6

µg/mL, Anaspec, Cat. #AS-60741), and HNP-1 (10 µg/mL, Anaspec, Cat. #AS-60743) were

performed as previously described with modifications as follows.[34,35] All strains to be tested

were grown overnight in 5 mL of BHI broth on a rotary incubator at 37° C. Overnight cultures

were diluted 1:100 in 5 mL of fresh BHI broth and grown to mid-exponential phase (OD_{600nm} 0.5-

0.7). Strains were then adjusted to 0.5 McFarland (OD_{600nm} 0.08-0.1) in the respective assay

buffer: RPMI + 5% LB for LL-37 and HBD3 (HyClone RPMI 1640 without glutamine and without

phenol red, VWR), and 10 mM KH_2PO_4, pH 7.4 for HNP-1. Each respective McFarland standard

was further diluted in assay buffer to a final inoculum of 1×10^4 CFU/mL and 5 µL of this

suspension was added to 45 µL of assay buffer with and without each antimicrobial peptide in

technical triplicate. Cells were then incubated for 2 hours at 37°C. After incubation, two serial

10-fold dilutions were made and 25 µL of each replicate was plated on fresh BHI agar plates.

Spots were allowed to dry, then incubated overnight at 37° C for colony counts. Percent survival

for each strain was calculated as CFU for peptide treated sample divided by the CFU for the

growth control sample times 100. Each assay was performed in three independent biological

replicates for each strain. Differences in mean survival were determined using one-way ANOVA

with Dunnet's multiple comparisons test, with a significance threshold of $p < 0.05$ (GraphPad

Prism).

Cytochrome c assay

Cell surface charge was determined by cytochrome c assay.[36] Overnight cultures were grown in

BHI broth to stationary phase, then pelleted by centrifugation, and resuspended in 1 mL of 20

mM MOPS buffer, pH 7.0 (Sigma). After resuspension, the suspension was transferred to a

microcentrifuge tube and washed twice with MOPS buffer. Washed cells were adjusted to a final

density of OD_{600nm} of 7.0, and 0.25 mg/mL of cytochrome c (bovine heart, Sigma) was added to

each sample and a cell free MOPS buffer control. Cytochrome c was allowed to bind for 15

minutes at 37° C with shaking, then cells were centrifuged at 14,000 relative centrifugal force for

5 minutes. An aliquot of 100 µL times 3 technical replicates was pipetted from the supernatant,

with care not to disturb the cell pellet, and transferred to a clear plastic 96-well plate.

Absorbance of each sample was read at 410 nm on a spectrophotometer (Synergy H1, BioTek).

The percentage bound cytochrome c was determined by calculating the difference from the

absorbance of the cytochrome c cell free control. Statistical comparison in the difference

between the mean level of binding was performed using one-way ANOVA with Dunnett's test for

multiple comparisons, with a significance threshold of $p < 0.05$ (GraphPad Prism).

Membrane lipid extraction

Lipids were extracted by the method of Bligh and Dyer, and as previously described.[37-39] Briefly,

bacteria were grown into mid-exponential phase or stationary phase, respectively, washed in 1x

phosphate buffered saline (PBS), then pelleted and dried in a centrifuge under vacuum. The

dried pellets were resuspended in 1 mL of sterile water (LC grade, Thermo Fisher Scientific),

then sonicated in an ice bath for 30 minutes to homogenize the sample. A 4 mL chilled solution

of chloroform and methanol (1:2 v/v, LC grade, Thermo Fisher Scientific) was added to each

tube and vortexed for 5 minutes. An additional 1 mL chilled chloroform and 1 mL chilled water

were added to each sample, vortexed for 1 minute, then centrifuged at 2,000 x *g* for 10 minutes

at 4° C. The organic layer was collected to a 10 mL glass centrifuge tube (Fisher Scientific) and

dried in a vacuum concentrator. The dried lipids were reconstituted in 500 µL of a 1:1 mixture of

chloroform and methanol and stored at -80° C until further use.

Determination of membrane lipids by hydrophilic interaction chromatography-ion mobility-mass

spectrometry (HILIC-IM-MS)

A 5 µL aliquot of each lipid extract was placed in LC vials, dried under nitrogen, and redissolved

in 100 µL of a 2:1 mixture of acetonitrile and methanol (LC grade, Thermo Fisher Scientific). The

lipids were separated on a Waters UPLC (Waters Corp., Milford, MA, USA) using a

Phenomenex Kinetex HILIC column (2.1x100 mm, 1.7 µm) at a temperature of 40° C and a flow

rate of 0.5 mL/minute.[40,41] A sample injection volume of 5 µL was used for each sample. The

solvent systems consisted of (A) 50% acetonitrile/50% water with 5 mM ammonium acetate

(Optima LC-MS grade, Thermo Fisher Scientific) and (B) 95% acetonitrile/5% water with 5 mM

ammonium acetate. The solvent gradient was 100% B 0-1 minutes, 90% B 4 minutes, 70% B 7-
8 minutes, 100% B 9-12 minutes.

Lipid analysis was performed on a Waters Synapt G2-XS platform. Samples separated
by the UPLC were injected via the electrospray ionization (ESI) source. ESI capillary voltages of
+2.0 were used for positive analyses and -2.0 kV for negative analyses. Additional ESI
conditions utilized were a sampling cone, 40 V; extraction cone, 80 V; source temperature, 150
°C; desolvation temperature, 500 °C; cone gas, 10 L/hr; desolvation gas, 1000 L/hr. Mass
calibration over *m/z* 50-1200 was performed with sodium formate. Calibration of ion mobility (IM)
measurements was performed as previously described.[42] IM separation was performed with a
traveling wave height of 40 V and velocity of 500 m/s. Data was acquired for *m/z* 50-1200 with a
1 sec scan time. Untargeted MS/MS (MS[E]) was performed in the transfer region with a collision
energy ramp of 35-45 eV. Mass and drift time correction was performed post-acquisition using
the leucine enkephalin lockspray signal.

Data analysis was performed used the Progenesis QI software (Nonlinear Dynamics,
Milford, MA, USA) for alignment, peak detection, and normalization. A pooled quality control
sample was used as the alignment reference. All PC and PE lipid standards used for CCS
calibration were purchased from Avanti Polar Lipids.[43] The default "All Compounds" method of
normalization was used to correct for variation in the total ion current amongst samples. Lipid
identification was based on *m/z* (within 10 ppm mass accuracy), retention time, and CCS with
an in-house version of LipidPioneer, modified to contain the major lipid species observed in *E.*
faecalis, including DGs, DGDGs, PGs, CLs, and LysylPGs with fatty acyl compositions ranging
from 25:0 to 38:0 (total carbons : total degree unsaturation), and LiPydomics.[41,44,45]

Caenorhabditis elegans *infection model*

A *C. elegans* infection model was used to assess the impact of the loss of the MadR response
regulator on survival in wild type and *pmk-1* deficient nematodes.[46,47] Synchronized young adult
nematodes were infected with OG1RF, OG1RFΔ*madR*, or OG1RFΔ*madR* complemented with
madR in trans on pAT392 on BHI agar supplemented with 10 µg/mL of gentamicin.
Approximately 60-90 nematodes were transferred to a liquid media of 80% MW9 buffer and
20% BHI broth in 96 well plates. Plates were incubated at 25° C and evaluated daily for
nematode survival, which was assessed via movement on stimulation with a sterile platinum
wire probe. Survival curves were plotted using Kaplan-Meier log rank analysis, a difference in

median survival from three independent runs was considered significant with a p-value of <

0.05.

Mouse peritonitis infection model

A previously established mouse peritonitis model was used for this study.[48,49] The protocol was

approved by the University of Texas Health Science Center (UTHSC) Animal Welfare

Committee (AWC-19-0058). The lethal dose for 50% of animals (LD_{50}) for each strain was

calculated by the method of Reed and Muench.[50] Briefly, 4-6 week old female outbred ICR mice

(Envigo) weighing approximately 25 grams were inoculated (n=6 per strain) via intraperitoneal

injection of approximately 5×10^8 CFU/mL in 50% sterile rat fecal extract. Mice were followed for

96 hours post infection, death was assessed approximately every 6 hours through the first 48

hours, then once daily through the end of the experiment. Differences in survival were

determined by Mantel-Cox (log-rank) test. At the time of death, spleen and heart were

aseptically excised. Spleens were added to pre-weighed bags, total tissue mass was calculated,

then the organs were homogenized with a paddle blender (Stomacher 80 Biomaster, Seward

Laboratory Systems). A total of 3 mL of sterile saline was added to each bag and mixed by

pipetting, then serial ten-fold dilutions were prepared and 50 µL of each dilution was plated in

triplicate onto fresh BHI agar plates. Plates were incubated overnight at 37° C, colonies were

enumerated, and normalized to the tissue mass. To assess for cardiac microlesions, hearts

were placed in formalin at the time of removal then processed by the UTHSC pathology core

laboratory.[18] The organs were embedded in paraffin, bisected, then sectioned longitudinally on a

microtome, with 32 sections per block. Every 4th section was stained with hematoxylin and eosin

(8 sections per animal). Microscopy was carried out on a Keyence BZ-X700 microscope. Each

lesion was imaged, the number of microlesions was determined for each section, and

differences between the mean number of microlesions per section for each strain were

calculated using one-way ANOVA with Tukey's test for multiple comparisons and a significance

threshold of $p < 0.05$. The area of each lesion was determined using FIJI software and

differences between the strains were determined using Kruskal-Wallis test with Dunn's test for

multiple comparisons.[51]

Figure 1. Transcriptional profile of the MadRS regulon. A) Gene expression by RNA sequence analysis of OG1RFΔ*madR* without daptomycin exposure as compared to wild type OG1RF. The log$_2$ fold change in gene expression is shown on the x-axis, and -log$_{10}$(adjusted p-value) is shown on the y-axis. Horizontal dotted line represents the significance cutoff of $p < 0.01$. B) Differentially expressed genes in the OG1RF*madS*$_{A202E}$ as compared to OG1RF without daptomycin exposure. Select genes are labeled on the plot, a full list of differentially expressed genes can be found in Supplemental Table 1. C) Quantitative reverse-transcriptase polymerase chain reaction qRT-PCR) of representative genes of the MadRS system. Strains and antibiotic exposure conditions are shown on the x-axis. Log$_2$ fold change in gene expression is shown on the y-axis. Error bars represent the standard deviation of three independent biological runs performed in technical triplicate. Significant differences in gene expression were compared to OG1RF without exposure to daptomycin. ***, $p < 0.001$.

 Figure 2.

Figure 2. MadRS mediates survival in the presence of antimicrobial peptides and

daptomycin independent of the LiaFSR system. A) LL-37 killing assay (50 µg/mL of LL-37)

performed in OG117 background. Percent survival was calculated by dividing the colony

forming units per milliliter (CFU/mL) of the peptide free growth control with the CFU/mL of the

peptide treated samples. The OG117Δ*dakmadS*$_{A202E}$ strain (daptomycin resistant) showed a

significant increase in survival as compared to wild type OG117. Deletion of *madEFG*, but not

madLM alone or *dltA* led to increased killing by LL-37, and survival was restored on

complementation of *madEFG* in the native chromosomal location. B) HBD3 killing assay (6

µg/mL of HBD3) performed in the OG117 background. Deletion of *dak* was sufficient to increase

survival in the presence of HBD3. C) LL-37 and D) daptomycin (4 µg/mL) killing assay in the

OG1RF background, with and without the addition of N-terminal LiaX protein (Nt LiaX),

previously shown to protect *E. faecalis* from LL-37 mediated killing in a LiaFSR dependent

manner. Nt LiaX was unable to rescue a MadR knockout strain (pairwise comparisons are

shown as a bracket above strain pairs), and the presence of MadS$_{A202E}$ was able to confer

increased survival in the presence of both LL-37 and daptomycin in a strain lacking a functional

LiaFSR system (Δ*liaR*). E) LL-37 and F) HBD3 killing assay in the OG117Δ*liaX* background with

a constitutively active LiaFSR pathway. Deletion of *madEFG* decreased survival to a level that

was not statistically different from wild type. In the absence of membrane changes induced by

loss of *dak*, *madEFG* was also noted to be important for survival in the presence of HBD3.

Significant differences in survival between each strain and OG117 was determined by one-way

ANOVA. Error bars represent the standard deviation of three independent runs, performed in

biological triplicate on separate days. *, $p < 0.05$; **, $p < 0.01$; ***, $p < 0.001$; ns, not significant.

 Figure 3.

Figure 3. Deletion of *dak* is associated with changes in membrane fatty acyl composition and alteration of *madG* expression. Lipid analysis was carried out using Hydrophilic interaction chromatography-ion mobility-mass spectrometry (HILIC-IM-MS). Total lipids in the A) exponential growth and B) stationary phase were determined in the OG117 and *dak* deletion strains. Relative abundance is listed on the y-axis, and each major enterococcal lipid species is indicated on the x-axis. Significant differences in abundance of phosphatidylglycerol (PG), Lysyl-PG, and diacylglycerol (DG) were seen in the *dak* deletion strain at exponential phase, but not stationary phase. The OG117Δ*dakmadS*$_{A202E}$ strain developed a spontaneous mutation that led to de-repression of the *fab* operon (see text). No differences were observed in this strain in exponential phase, but there was a significant increase in PG and lysyl-PG at stationary phase. C) Fatty acyl chain composition of PG, lysyl-PG (LPG), cardiolipin (CL), DG, and digalactosyldiacylglycerols (DGDG) in exponential and stationary phase are shown as a heat map based on relative change from wild type OG117, with red representing an increase and blue representing a decrease in the relative proportion of each species. Carbon chain length and number of unsaturated bonds are given (e.g., PG 34:1). Both strains with the *dak* deletion showed a similar acyl chain profile, despite the constitutive activation of the FASII system in the OG117Δ*dakmadS*$_{A202E}$ mutant. D) Expression of *madG* at exponential phase in the *dak* deletion strains using qRT-PCR, without antibiotics (black bars), with daptomycin (DAP, red bars), and with bacitracin (BAC, grey bars). In the absence of antibiotic stress, there was a significant 2.5-fold increase in *madG* expression in the OG117Δ*dak* strain as compared to OG117. Under daptomycin and bacitracin stress, there was no significant difference in *madG* expression between the strains. *, $p < 0.05$; **, $p < 0.01$; ***, $p < 0.001$; ns, not significant.

Figure 4. The MadRS system protects *E. faecalis* from the host immune response *in vivo*. Nematode survival in a C. elegans model of infection with A) wild type nematodes and B) *pmk-1* knockouts deficient in antimicrobial peptide production. Nematodes showed increased survival when infected with the OG1RFΔ*madR* strain as compared to the wild type OG1RF or when *madR* was complemented in trans on a plasmid, however, no differences in survival were seen in the nematodes unable to produce AMPs. C-D) Cardiac microlesions were assessed in a mouse model of peritonitis for the OG1RF, OG1RFΔ*madR*, and OG1RF*madS*$_{A202E}$ strains. Murine hearts were formalin fixed and embedded in paraffin, bisected, then sectioned on a microtome. Representative micrographs

of hematoxylin and eosin stained sections are shown. F) Average number of cardiac microlesions per section. Eight sections were

evaluated per animal and 48 in total for each strain. Differences in the mean number of microlesions between each strain were

determined using one-way ANOVA. P-values are indicated for each comparison on the graph. G) Lesion area in μm^2 are given as

box and whisker plots of inner quartile range, with error bars plotted by the method of Tukey. Outliers are shown as individual data

points. Statistical differences between strains were assessed using the Kruskal-Wallis test. P-values are indicated for each

comparison on the graph. ns, not significant.

Figure 5. Model for the function of the Membrane Antimicrobial Peptide Defense System. The MadRS system controls a network of effector proteins that provide a coordinated and specific defense against CAMPs and CAMP-like antibiotics. The MadS sensor histidine kinase is activated by the flux-sensing mechanism of the constitutively expressed MadAB ATP-binding cassette (ABC) transporter in the presence of AMPs. This leads to phosphorylation of the MadR response regulator and upregulation of the genes encoding MadEFG, MadLM, and the *dlt* operon, as well as *mprF2* and the gene encoding a putative peptidoglycan hydrolase SalA (not pictured). These targets each provide protection from their specific substrates including bacitracin (MadLM), LL-37 and

643   HBD3 (MadEFG), and daptomycin (DltABCD). After removal of CAMPs from the membrane by the ABC transporters, D-alanylation of

644   teichoic acids and lysylation of phosphotidylglycerol alters cell surface charge and prevents diffusion of these molecules back to the

645   cell membrane surface. Alterations of the cell membrane lipids (not pictured) via loss of function in *dak*, or other mechanisms, primes

646   expression of the MadRS system and may also directly interfere with CAMP binding.

652 **Table 1. Antimicrobial Minimum Inhibitory Concentrations (all values µg/mL).**

Strain	DAP	BAC	AMP	VAN
OG1RF	1.5	32	0.5	2
OG1RFΔ*liaR*	0.047	4	0.5	2
OG1RFΔ*madR*	0.38	12	0.5	3
OG1RF*madS*$_{A202E}$	6	96	1	3
OG117	1.5	32	0.75	3
OG117Δ*dak*	0.75	16	0.75	1.5
OG117Δ*dak::dak*	1.5	32	0.75	3
OG117Δ*dakmadS*$_{A202E}$	12	64	0.75	3
OG117Δ*dakmadS*$_{A202E}$Δ*madLM*	12	8	0.75	3
OG117Δ*dakmadS*$_{A202E}$Δ*madEFG*	12	64	0.75	3
OG117Δ*dakmadS*$_{A202E}$Δ*madEFG::madEFG*	8	64	1.5	3
OG117Δ*dakmadS*$_{A202E}$Δ*madEFG*Δ*madLM*	8	8	0.75	3
OG117Δ*dakmadS*$_{A202E}$Δ*dltA*	1.5	32	0.75	2
OG117Δ*dakmadS*$_{A202E}$Δ*dltA::dltA*	12	64	0.75	3
OG117Δ*liaX*	12	24	1	3
OG117Δ*liaX*Δ*madEFG*	12	24	1	3
OG117Δ*liaX*Δ*madEFG::madEFG*	16	24	0.75	3
OG117Δ*liaX*Δ*dltA*	2	32	1	2
OG117Δ*liaX*Δ*dltA::dltA*	12	24	0.75	3

653 AMP, ampicillin; BAC, bacitracin; DAP, daptomycin; VAN, vancomycin.

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