A Novel Glia-immune humanized mouse model for investigation of HIV CNS infection and

neuroinflammation.

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Abstract

Although combined antiretroviral therapy (ART) is successful in suppressing viral replication, HIV

persists in anatomic reservoirs, including the central nervous system (CNS). Current models, such as

HSC-reconstituted humanized mice, lack matched human glia in the brain, limiting insights into HIV

CNS infection and pathogenesis. We developed a novel glia-immune humanized mouse model

integrating human glial cells in the brain with donor-matched human immune reconstitution in peripheral

blood and lymphoid tissues. Neonatal NSG mice were injected intrahepatically with Hematopoietic

Stem Cells (HSCs) and intracranially with donor-matched glia. We observed extensive engraftment of

all three types of human glial cells (astrocytes, oligodendroglia, and microglia-like cells) in key CNS

regions, including the cerebral cortex and hippocampus. These glia-immune mice supported robust

HIV-1 replication in the peripheral blood, lymphoid tissues and CNS. HIV-infected mice exhibited

heightened inflammation and elevated expression of type I interferon-stimulated genes (ISGs) in

peripheral and brain tissues. Bulk RNAseq revealed significant transcriptional changes in human glia,

such as upregulation of ISGs, inflammasome-associated genes, and downregulation of transcriptional

regulators implicated in metabolic regulations and epigenetic controls. Overall, this model allows

interrogation of glial transcriptomic changes and neuron-immune interactions, offering insights into HIV

CNS infection, pathology, and therapeutic strategies targeting CNS HIV reservoirs and

neuroinflammatory pathways.

<u>Introduction</u>

Despite development of effective combined anti-retroviral therapy (ART), HIV remains largely incurable

due to persistent viral reservoirs, including in the central nervous system (CNS). As many as 50% of

people living with HIV (PLWH) experience CNS comorbidities (ref). Compared to peripheral reservoirs,

our understandings of the infection and reservoirs in the CNS are limited. Pathogenesis of HIV infection

in the CNS is not fully understood but is multifactorial: HIV replicates and persists in the CNS resident

cells, viral proteins are neurotoxic, CNS inflammation occurs and many other pathogenic effects are

observed. While microglia appear to be the main HIV-1 reservoir in the brain[1], astrocytes and

oligodendroglia (including oligodendrocytes and oligodendrocyte precursor cells), may also be affected[2-

4]. Astrocytes are essential for brain homeostasis and can drive the induction and progression of a pro-

inflammatory environment (Ref). Damage to oligodendroglia and myelin has been detected in patients

with HIV, correlating with neurocognitive deficits (Ref). Therefore, understanding how infiltrating immune

cells and resident CNS glia - microglia, astrocytes, and oligodendroglia - support and respond to HIV

infection is critical for elucidating the pathogenesis of CNS comorbidity.

Commonly used platforms for studying HIV CNS infection and pathogenesis have limitations. HIV does

not productively infect mice or non-human primates (NHPs)[5], and obtaining HIV-infected human brain

tissues from people living with HIV (PWLH) is challenging. As a result, the molecular mechanisms of HIV

CNS infection and CNS pathogenesis remain largely elusive. Humanized mice transplanted with human

hematopoietic stem cells (HSCs) allow the development of a functional human immune system, support

robust HIV replication, and enable HIV latency establishment[6-11]. These models have proven valuable for

investigating HIV immunopathogenesis, latency reactivation and testing gene and cell therapies as

described in ours[6-8,12-17] and others' studies[6,8,9,16-22]. However, available models, including new humanized

mouse models that contain injected astrocyte[23], or express human IL-34 to support better development

of microglia-like cells[23-26], do not include all three types of human CNS glia (microglia, astrocytes, and

oligodendroglia) and donor-matched human immune cells.

Recently, we and others demonstrated that human microglia and astrocytes can engraft in the brains of

immunodeficient mice, retain function, and interact with mouse neuronal synapses[27-29]. Here we report

that we have successfully constructed glia-immune humanized mice, which achieve robust engraftment

of *both* human immune cells in the periphery and donor-matched human microglia-like cells, astrocytes,

and oligodendroglia in mouse brains. Our glia-immune humanized mice support robust HIV infection both

in the periphery and in the CNS. Chronic immune activation and neuroinflammation are strongly

associated with increased rates of HIV-associated neurocognitive disorders[30]. We also observed

elevated inflammation and transcriptomic changes in human glia cells within the brains of infected mice,

including elevated type I interferon (IFN-I) responses, which mimic human conditions. Our model provides

a unique opportunity to investigate the interplay between HIV infection, chronic immune activation, and

neuroinflammation within a physiologically relevant CNS environment.

<u>Results</u>

The Glia-immune humanized NSG mouse model supports the development of human immune

cells

To study HIV CNS infection and the role of human glia in CNS inflammation, we developed a novel glia-

immune humanized mouse model. In this model, mice are reconstituted with donor-matched human glial

cells in the brain and a human immune system in periphery and lymphoid tissues. As shown in **Fig. 1A**,

neonatal immunodeficient NSG mice (NOD.Cg-*Prkdc^{scid}Il2rg^{tm1Wjl}*/SzJ) were injected with donor-matched

fetal liver-derived CD34+ HSCs (via intrahepatic injection) and fetal brain-derived astrocytes and

oligodendroglia (via intracranial injection, as detailed in[27]). For glial transplantation, astrocytes and

oligodendroglia were injected into the neonatal mouse brain at 4 injection sites, including the striatum

and thalamus bilaterally. Mice were bled and the reconstitution level was assessed 18 weeks after

transplant.

We first determined whether glia-immune humanized mice exhibit similar levels of human immune

reconstitution when compared to primary human peripheral blood mononuclear cells (PBMCs) from

healthy donors and the Bone marrow- Liver-Thymus (BLT) humanized mouse, a well characterized

humanized mouse model that supports robust immune reconstitution and allows for comprehensive

studies in HIV immunity. The BLT humanized mouse model is key for seminal studies of cell and gene

therapy for HIV cure[7,9,31-43], studies in HIV latency[10,11,44,45] and mechanistic studies of HIV

immunopathogenesis [16,40,41,46-50]. We performed a comparative analysis among humanized glia-immune

mice, BLT mice, and fresh human PBMCs of the percentage of human CD45+ cells in the PBMCs and

the distribution of human immune cell subsets, including T cells (CD3+), B cells (CD19+), monocytes

(CD14+) using flow cytometry.

In the glia-immune mice, we observed similar level of CD45+% cells among the PBMCs as compared to

BLT mice **(Fig. 1B).** Within the human CD45+ lymphocytes of the glia-immune mice, we observed

successful development of T cells (CD3+), B cells (CD19+) and monocytes (CD14+), at levels similar to

primary human PBMCs from healthy donors**(Fig 1C).** Glia-immune humanized mice showed significantly

better development of B cells and monocytes compared to BLT mice**(Fig 1C).** Among the T cell subsets,

70.3% of T cells in the glia-immune humanized mice were CD4+ and 21.7% were CD8+, similar to primary

human PBMCs and to BLT mice **(Fig 1D).** These results suggest that glia-immune humanized mice

support robust development of multiple hematopoietic lineages, resembling human PBMCs more closely

than the humanized BLT mice.

Reconstitution of human microglia-like cells, astrocytes, and oligodendroglia

To examine the reconstitution of human glia in host mouse brain, we performed IHC analyses of

xenografted mouse brains at 26 weeks post reconstitution. As shown in **Fig. 2A**, we observed widespread

engraftment of human glia in the brains, including astrocytes (hNuclei+Sox9+), microglia-like cells

(huNuclei+Iba1+) (**Fig. 2B**), and human oligodendroglia (huNuclei+Olig2+) (**Fig. 2C**). RNAscope

confirmed the engraftment of human microglia-like cells (hCsf1r+) in the cerebral cortex, hippocampus,

and meninges (**Fig. 2D**), and human astrocytes (hSlc1a3+) in the cerebral cortex (CTX), hippocampus

(Hippo) and striatum (STR) (**Fig. 2E**). As shown in the quantification in **Fig. 2F, G, H**, consistently high

and widespread engraftment of human glial cells (astrocytes, microglia and OLG) were observed in

multiple brain regions, including the CTX, corpus callosum (CC), Hippo and STR. Although we did not

directly transplant human microglia, Iba1+Csf1r+ human microglia-like cells were nonetheless detected

in the xenografted mouse brains, likely originating from HSCs. The presence of microglia-like cells,

coupled with the widespread engraftment of human astrocytes and oligodendroglia, establishes our

model as a more comprehensive platform for neuroimmune research than traditional HSC

transplantation-based humanized mouse models, which do not contain human astrocytes or

oligodendroglia cells.

Robust HIV replication in periphery and brains of Glia-immune humanized mice

To examine if glia-immune humanized mice support robust HIV infection, mice were constructed and,

following confirmation of successful immune reconstitution 12 weeks after transplantation, were either

left uninfected or infected with the R5 tropic HIV-1$_{CH040}$ via intravenous injection[6,7,14,15]. The levels of HIV

replication over time were determined on plasma samples collected at multiple time points post-infection

(Weeks 2, 4, 6, 8, and 10). The viral load in the plasma showed a progressive increase, with HIV RNA

levels ranging from 1.2×10^6 copies/ml at Week 2 to 6×10^6 copies/ml at Week 10, demonstrating

sustained viral replication over the 10-week observation period (**Fig. 3A**), similar to what was observed

in BLT humanized mice model [51].

In addition to plasma, the viral replication in lymphoid and central nervous system (CNS) tissues were

assessed. 12 weeks after HIV infection, mice were euthanized and perfused with PBS, with the left

hemisphere of the brain fixed for IHC and RNAscope, while the right hemisphere was processed for flow

cytometry, real time PCR, and RNAseq analysis. HIV RNA was detected in the blood, spleen, and PBS-

perfused brain tissues using quantitative real-time PCR. The data revealed substantial HIV RNA

expression in all three tissues, with cycle threshold (Cq) values ranging from 26.34 to 42.20 in the blood,

20.18 to 30.12 in the spleen, and 26.46 to 33.37 in the brain. As shown in **Fig 3B**, the HIV-RNA analysis

was normalized to HPRT1 as the housekeeping gene. These findings confirm robust and widespread

HIV replication in both lymphoid tissues and the brain, indicating the model's suitability for studying HIV

dynamics in peripheral and CNS compartments.

HIV infection induces peripheral immune activation, elevated type I IFN responses, CNS glia

reactivity and interferon response gene activation

HIV infection-mediated chronic inflammation is well documented in PLWH and in infected humanized

mice [13,16,52]. Using flow cytometry, we analyzed the expression of key activation marker CD38 and

exhaustion marker PD-1 on T cells from uninfected and infected glia-immune humanized mice. As shown

in Fig 4, activation marker CD38 and exhaustion marker PD-1, were both markedly increased on CD4+

and CD8+ T cells in blood (**Fig 4A-D**) and spleen (**Fig 4 E-H**) of HIV infected mice as compared to

uninfected mice.

In addition, we observed that infected mice showed significantly elevated levels of the Type I IFN

response gene (ISG) MX1 in blood, spleen and brain tissues compared to uninfected controls (**Fig. 5A**),

mirroring observations in PLWH[53-55] and reflecting the ongoing immune activation in response to

persistent HIV replication. Immunohistochemistry (IHC) further confirmed increased human MX1

expression in the brains of infected mice (**Fig. 5B**). We observed increased density of hMX1+ glial cells

in corpus collosum, cortex, hippocampus and thalamus of the glia immune humanized mice (**Fig.5C-F**).

To identify which CNS cell type(s) upregulate MX1 expression during HIV infection, we co-stained MX1

with Iba1 (microglia), GFAP (astrocytes), and Olig2 (oligodendroglia) (**Fig. 5G, 5H**). Surprisingly, we

observed extensive colocalization of MX1 with Olig2 (**Fig 5H**), whereas colocalization with Iba1 or

GFAP was minimal (**Fig 5G**). These findings suggest that oligodendroglia is the predominant cell type

increasing MX1 expression in HIV-infected brains. Although oligodendroglia are not known to be

directly infected, secreted signals from infected cells may indirectly induce oligodendroglial MX1

upregulation. This oligodendroglial interferon response may contribute to neural circuit dysfunction and

cognitive impairment[3], representing an understudied area that can be further investigated using our

model.

HIV infection leads to microgliosis and astrogliosis in the glia-immune mouse brain.

To determine if HIV infection disturbs brain homeostasis, we examined the status of microglia and

astrocytes in these mice. As key regulators of central nervous system homeostasis, microglia and

astrocytes function as the brain's primary immune responders and increase in their cell density is

indicative of a reactive state, often associated with neuroinflammation and neuropathology [56][57]. We

quantified microglia density (Iba1+ cells) (**Fig. 6A**) and reactive astrocyte density (GFAP+ cells) (**Fig. 6B**)

in four brain regions: the cortex, corpus callosum, hippocampus, and thalamus. Microglia density

increased across various brain regions, with a significant elevation in the hippocampus and thalamus

compared to control (**Fig. 6C-F**). Similarly, the density of reactive astrocytes also increased in the

examined brain regions, with a significant elevation in the corpus callosum and hippocampus compared

to control (**Fig. 6G-J**). These findings suggest that HIV infection induces microgliosis and astrogliosis,

which may contribute to disruptions in brain homeostasis.

Bulk RNA seq reveals elevation in the expression of Interferon Stimulated genes in HIV infected

brain samples

Bulk RNA-seq and analysis using the *human* reference genomes using brain samples from HIV-infected

versus uninfected subjects revealed a striking induction of type I ISGs and associated antiviral pathways

in human glial cells from infected mice(**Fig. 7**). Volcano plot analysis (**Fig. 7A**) identified multiple

significantly upregulated ISGs (e.g., OAS3, ISG15, IFI44, IFI44L, IFIT3) alongside classical interferon-

regulatory factors (IKZF2, IFNGR1), suggesting a heightened antiviral state in the HIV-infected brain.

Network analysis of differentially expressed genes (**Fig. 7B**) highlighted a large, interconnected module

of upregulated nodes (red) enriched for interferon-associated factors, whereas a cluster of downregulated

genes (blue) encompassed components implicated in transcriptional regulation (ZNF652, IKZF2),

metabolic genes (ACSS2, DUT, STIM1) and epigenetic control (EP300). Consistent with these

observations, gene set enrichment analysis (**Fig. 7C**) demonstrated that upregulated genes were

significantly overrepresented in pathways related to "Interferon alpha/beta signaling," "PKR-mediated

signaling," and "ISG15 antiviral mechanisms."

Discussion

Current humanized mouse models, while invaluable for studying peripheral HIV infection, have been

limited in their utility to understand CNS infection due to the lack of matched human glia in the brain.

Glia, including microglia, astrocytes and oligodendroglia, are essential mediators of CNS homeostasis

and immune responses, and their dysfunction in the setting of HIV infection is implicated in neurological

complications [3,58,59]. By incorporating donor-matched glial cells, our model supports robust engraftment

of astrocytes, oligodendroglia, and microglia-like cells, and simultaneous robust peripheral immune

reconstitution of donor matched HSCs. Our model provides a unique platform to investigate HIV

infection that spans peripheral organs and the CNS.

Our data demonstrated that our model support robust and persistent HIV replication in the peripheral

blood, lymphoid tissues and in the brain. The elevated proinflammatory gene expression in both the

periphery and brain underscores the potent immunopathological effects of HIV infection. Specifically,

bulk RNA sequencing of brain tissues demonstrated upregulation of type I ISGs and inflammasome-associated genes in human glial cells. Importantly, we observed activation of glia in HIV infected animals, including in oligodendroglial cells and astrocytes that are not key reservoirs of HIV, suggesting that bystander activation of glial cells may play key role in CNS inflammation and HIV-associated neurocognitive disorders (HAND)[60]. Interestingly, in brains of infected glia-immune humanized mice, we also observed several down regulated genes that are related to astrocytes and glia metabolism. For example, STIM1 is involved in calcium signaling, which is essential for astrocyte and microglial responses to inflammatory stimuli[61,62]. Downregulation of STIM1 suggests an impairment in calcium signaling pathways, potentially leading to glial dysfunction and contributing to neuroinflammation[63]. Similarly, decreased ACSS2 levels could affect neuronal energy metabolism and histone acetylation, impacting neuronal function and memory formation[64-66]. Therefore, our model offers a powerful platform to investigate the molecular mechanisms of HIV-driven neuroinflammation and glial dysfunction in the brain.

The ability of this glia-immune humanized mouse model to recapitulate HIV infection and inflammation in the CNS offers a valuable tool for testing curative and neuroprotective interventions. Our model supports a full range of biochemical, imaging, and physiological techniques, creating a robust platform for translational research on neuro-immune interactions in HIV CNS comorbidities and other CNS diseases. In addition, throughout the seven-month study period, we did not observe graft-versus-host disease (GVHD) in our glia-immune humanized mice, highlighting the stability and tolerability of the dual transplant methods.

In summary, our glia-immune humanized mouse model fills a critical gap in HIV research by integrating donor-matched human glia and a functional human immune system. Our findings highlight the capacity of these mice to support HIV replication within both peripheral and CNS tissues, mirroring key features of human HIV neuropathogenesis. In future work, deeper single-cell analyses and spatial transcriptomic

approaches can further delineate the molecular interaction among astrocytes, oligodendrocytes,

microglia, neurons, and peripheral immune cells during HIV infection.

<u>**Materials and Methods**</u>

Isolation of human astrocyte and oligodendroglial cells

Fetal human brain cells were isolated from ~18 weeks old human fetal brains obtained at abortion

following a previous protocol[67]. Briefly, human fetal brains were chopped into small pieces using a razor

blade and enzymatically dissociated with papain. Dissociated cells were plated in a T75 flask and

maintained in a serum-containing culture medium. Three days later, unwanted cells such as neurons

were depleted by mechanical shaking. Remaining cells were maintained in culture until transplantation.

This method will enrich both human astrocytes and oligodendroglial cells.

Generation of novel glia-immune humanized mouse

We developed a novel glia-immune humanized mouse model, where the mice were reconstituted with

donor-matched human glial cells in the brain and a human immune system in the peripheral and lymphoid

tissues. In brief, immunodeficient NSG mice (NOD.Cg-Prkdc^scid Il2rg^tm1Wjl/SzJ) were injected with

0.5 million donor-matched, fetal liver-derived CD34+ HPSCs via intrahepatic injection and 400,000 fetal

brain-derived astrocytes and oligodendroglial cells via intracranial injection at four sites in the subcortical

regions of the brain, including the striatum and thalamus bilaterally[27]. Fourteen weeks post-reconstitution,

successful immune reconstitution was confirmed in the peripheral blood of the humanized mice, with

detectable levels of human T cells, B cells, and monocytes. Once reconstitution was verified, the mice

were infected with 500 ng of HIV-1$_{CH040}$.

Infection of mice and quantification of viral loads

Glia-immune humanized mice were inoculated with HIV-1 CH040 [68] (500 ng of p24 per mouse) via retro-

orbital injection under general anesthesia. The mice were monitored for a period of 10 weeks following

infection. To assess HIV plasma viremia every two weeks, viral RNA was extracted from plasma samples,

and a one-step real-time PCR was conducted using the TaqMan RNA-to-Ct 1-Step kit (Thermo Fisher

Scientific, USA). PCR amplification was performed with the following primers and probe:

CH040 forward primer: CAATGGCAGCAATTTTACCA

CH040 reverse primer: GAATGCCGAATTCCTGCTTGA

CH040 dye-labeled probe: 5' [FAM]- CCCACCAACAGGCGGCCTTCACTG-[NFQ]- 3'

Nucleic acid isolation and real time PCR

To assess the expression levels of the Type 1 interferon (IFN) response gene, MX1, and cell-associated

HIV RNA, RNA was extracted from harvested cells following the manufacturer's protocol (Qiagen). cDNA

was synthesized using the High-Capacity cDNA Reverse Transcription Kit (Thermo Fisher Scientific,

USA). For the quantification of MX1 and HPRT1, TaqMan Gene Expression Assays (Thermo Fisher

Scientific, USA) were used with the following probes: Human MX1 (Hs00895608_m1) and Human

HPRT1 (Hs01003267_m1). For HIV RNA quantification, the primers and probes specific to the CH040

strain, as described above, were utilized.

Flow cytometry

Single-cell suspensions prepared from the peripheral blood and spleen of glia-immune humanized mice

were stained with the following antibodies: CD45 (clone HI30), CD3 (clone OKT3), CD4 (RPA-T4), CD8

(RPA-T8), CD14 (clone 61D3), CD11c (clone 3.9), CD11b (clone ICRF44), CD19 (HIB19), PD-1 (clone

EH12.2H7), and CD38 (clone HIT2). To facilitate live cell gating, the LIVE/DEAD Fixable Yellow Dead

Cell Stain Kit (Invitrogen, USA) was used. Antibodies for cell surface markers were conjugated to a range

of fluorophores, including BV785, BV605, Pacific Blue, Alexa Fluor 700 (AF700), Phycoerythrin (PE),

ECD, PE-Cy7, Allophycocyanin (APC), PerCP-Cy5.5, and PE-Cy5 in appropriate combinations. Data

acquisition was performed using the LSR Fortessa flow cytometer and FACS Diva software (BD

Biosciences), while FlowJo software (version 10.7.2) was used for data analysis.

IHC

Glia-immune humanized mice were anesthetized using isoflurane and transcardially perfused with 1×
PBS (pH 7.4), followed by fixation with 4% paraformaldehyde (PFA). Brains were removed and post-fixed
in 4% PFA at 4 °C overnight. The brains were then transferred into a 30% sucrose solution at 4 °C for
two days or until they sank to the bottom of the tube. These brain samples were then embedded in an
optimal cutting temperature (OCT) compound (Fisher, cat#23-730-571) and stored at −80 °C until
sectioning. Brain tissue was sectioned into 30 μm slices using a Leica cryostat and stored in a
cryoprotectant solution (30% sucrose, 1% polyvinylpyrrolidone, and 30% ethylene glycol in 0.1 M
phosphate buffer) at −20 °C until further use. For immunostaining, sections were first blocked and
permeabilized using a solution of 10% donkey serum and 0.3% Triton X-100 in PBS. Sections were then
incubated with primary antibody solutions overnight at 4 °C. The following primary antibodies were used:
anti-human nucleus protein (Chemicon, cat#MAB1281, 1:500 dilution), anti-Iba1 (Wako, cat#019-19741,
1:500 dilution), anti-Olig2 (Millipore, cat#211F1.1, 1:1000 dilution), anti-Sox9 (R&D, cat#AF3075, 1:1000
dilution), anti-GFAP (Dako, cat# Z0334, 1:1000 dilution), and anti-human MX1 (Abcam, cat#ab284603,
1:500 dilution).After primary antibody incubation, the sections were washed three times in PBS and
incubated at room temperature for 2 hours with secondary antibodies. After three additional washes in
PBS, the stained sections were mounted onto Superfrost Plus slides (Fisher, cat#12-550-15), covered
with mounting medium (Fisher, cat#H1400NB), and sealed with glass coverslips. Fluorescent imaging
was carried out on a Zeiss Apotome epifluorescence microscope with consistent power and exposure
settings for all samples processed with the same probe set.

RNAscope

Glia-immune humanized mice were transcardially perfused with RNase-free PBS followed by fixation with
RNase-free 4% PFA. Brains were removed and post-fixed in 4% PFA for an additional 2 hr at room
temperature and then overnight at 4 °C. Brains were dehydrated in RNase-free 30% sucrose, embedded

in OCT compound, and cut into 20 µm-thick sections using a Leica cryostat. RNAscope experiments

were performed using the RNAscope Multiplex Fluorescent Reagent Kit v2 (ACDBio, cat#323100)

according to the manufacturer's protocol. Probes specific to human HIV (cat#1574121-C3), human

SLC1A3 (cat#461081-C1), and human CSF1R (cat#310811-C2) were obtained from ACDBio and used

for this study. Fluorescent imaging was carried out on a Zeiss Apotome epifluorescence microscope with

RNAseq

Total RNA was extracted from humanized mouse brain tissues and prepared for Illumina sequencing

following standard protocols. Technical replicate FASTQ files were concatenated, and initial quality

assessments were performed using FastQC. Unique molecular identifiers (UMIs) were extracted with

UMI-tools, while adapter and low-quality bases were trimmed with Trim Galore!. We then removed

genomic contaminants using BBSplit and filtered out rRNA sequences with SortMeRNA. To

accommodate reads derived from both mouse and human cells, we constructed a mixed reference by

combining Gencode GRCm39 (mouse) and GRCh38 (human) assemblies and annotations, creating a

single index for genome alignment. Reads were aligned to this hybrid reference using STAR, followed by

transcript quantification in alignment-based mode with Salmon. Aligned reads were sorted and indexed

(SAMtools), and UMIs were used for deduplication with UMI-tools, complemented by duplicate marking

(picard MarkDuplicates). We then assembled transcripts using StringTie, and coverage tracks (bigWig

format) were generated via BEDTools and bedGraphToBigWig. Multiple quality-control checks were

performed (RSeQC, Qualimap, dupRadar, and Preseq) to evaluate alignment, duplication rates, and

library complexity. Finally, differential expression was assessed using DESeq2, and downstream

functional analyses—including Gene Ontology, Reactome pathway enrichment, and additional

annotation through clusterProfiler—were conducted in R.

Study approval

Peripheral blood mononuclear cells were obtained at UCLA in accordance with UCLA IRB–approved

protocols under written informed consent using an IRB-approved written consent form by the UCLA

Center for AIDS Research Virology Laboratory and distributed for this study without personal identifying

information. Human tissue was obtained from UCLA Pathology Core Laboratory without identifying

information and did not require IRB approval for its use. Animal research described in this article was

performed under the written approval of the UCLA Animal Research Committee in accordance with all

federal, state, and local guidelines. All surgeries were performed under ketamine/xylazine and isoflurane

anesthesia, and all efforts were made to minimize animal pain and discomfort.

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The graphic figure was created with BioRender.com.

Figures and Figure legends

Figure 1. Successful engraftment and differentiation of human immune and glia-cells in glia-immune humanized mice. A) Human astrocytes and oligodendroglia were transplanted into the subcortical areas of the brains at 1-2mm depth and donor matched human CD34+ HSCs were co-transplanted into the livers of immunodeficient mice at postnatal Day 2. 14-18 weeks after reconstitution, mice were bled and human immune reconstitution was assessed by flow-cytometry by staining with human antibodies. B) Percentage of huCD45+ cells in PBMCs from the glia-immune humanized mice, humanized BLT mice or primary human PBMCs from healthy donors. C) Percentage of human T cells (huCD3), B cells (huCD19), Monocytes (huCD14) among huCD45 positive cells. D) Percentage of human T-Helper cells (huCD4) and T-cytotoxic cells (huCD8) among T cells. * p<0.05, **p<0.005, ***p<0.0005, ****p<0.00005 by Mann-Whitney test.

Figure 2. Detection of widespread human glia (astrocytes, oligodendrocyte precursor cells, and microglia-like cells) in the brains of glia-immune humanized mice. A) Human nuclei staining reveals widespread distribution of human cells in the chimeric mouse brain. Scale bar: 500 μm. Green: human nuclei. Blue: DAPI. B) Colocalization of human nuclei with microglia-like cell marker Iba1 and astrocyte marker Sox9 indicates the presence of human microglia-like cells (white arrowhead) and human astrocytes (blue arrow) in the chimeric mouse brain. Scale bar: 50 μm. C) Colocalization of human nuclei with oligodendroglial Olig2 indicates the presence of Oligodendroglia-like cells in the chimeric mouse brain. Scale bar: 50 μm. D) *hCsf1r* RNAscope assay shows human microglia-like cells in the cortex, hippocampus (hippo), and meninges of the chimeric mouse brain. Scale bar: 50 μm. E) *hSlc1a3* RNAscope assay demonstrates the presence of human astrocytes in the cortex, hippocampus, and striatum of the chimeric mouse brain. Scale bar: 50 μm. F) Quantification of the densities of human

384   astrocytes (human nuclei+, Sox9+ double-positive cells) in the cortex (CTX), corpus callosum (CC),

385   hippocampus, and thalamus (Tha) of the chimeric mouse brain. G) Quantification of the densities of

386   human microglia-like cells (human *Csf1r*+ cells) in the cortex, hippocampus, and thalamus of the

387   chimeric mouse brain. H) Quantification of the densities of oligodendroglia cells in the CTX, CC and

388   Stratum (STR).

Figure 3. HIV infection in novel glia-immune humanized mice. Glia-immune humanized mice were

infected with HIV-1 CH040 (n=16) or mock infected (n=5). (A) Plasma viral load over time in HIV

infected glia mice. The X-axis represents time (in weeks) and the y-axis shows the plasma viral load in

copies/ml(log scale). (B) 10 weeks after HIV infection, mice were sacrificed, perfused with PBS and

tissues were harvested. Viral RNA in blood, spleen and brain was quantified by real-time PCR. HPRT1

is internal control for normalization of gene expression. Data are presented as Mean± SEM.

Figure 4. Increased expression of activation and exhaustion markers on T cells in HIV infected glia-immune humanized mice. Mice were infected with HIV-1 CH040, blood (BL) and Spleen (SP) was harvested at the end of 10 week infection. PBMCs and Splenocytes were processed and stained for activation (CD38) (A, B, E, F) and exhaustion markers (PD-1) (C,D,G,J) using Flow-cytometry. Percentage of cells positive for each marker is represented as Mean±S.D. * p<0.05, **p<0.005, ***p<0.0005, ****p<0.00005 by Mann-Whitney test.

Figure 5: HIV infection induces upregulation of human-specific interferon response gene MX1 in glia-immune humanized mice. A) Interferon stimulated gene -MX1 expression level in blood, spleen and brain as measured by real-time PCR. HPRT1 is internal control for normalization of gene expression. B) Human MX1 (hMX1) staining shows a widespread upregulation of the interferon response in the brains of glia-immune humanized mice following HIV infection. Scale bar: 500 μm. Zoomed in images (dashed rectangular area in B) shows increased human MX1+ cells in the hippocampus of the glia-immune humanized mouse. (C-F). Quantification of the densities of human MX1+ cells in the corpus callosum (CC), cortex, hippocampus, and thalamus of the chimeric mouse brain. G) Limited colocalization of hMX1 (red) with astrocyte (GFAP+ green) or microglia (Iba1+ purple). H) Colocalization (yellow) of hMX1 (red) with Oligodendroglia (Olig2+ in green). (*p<0.05, **p<0.005, ***p<0.0005 by unpaired t-test.)

Figure 6. HIV infection leads to microgliosis and astrogliosis in the chimeric mouse brain.

A) Iba1 staining in the hippocampus shows that microglia density is increased after HIV infection. Scale

bar: 50 μm. B) GFAP staining in the hippocampus shows that reactive astrocytes density is increased

after HIV infection. Scale bar: 50 μm.(C - F) Quantification of the density of Iba1+ cells in the cortex,

corpus callosum, hippocampus, and thalamus of the chimeric mouse brain. (G - J) Quantification of the

density of GFAP+ cells in the cortex, corpus callosum, hippocampus, and thalamus of the chimeric

mouse brain. (*p<0.05, **p<0.005, by unpaired t-test).

Fig 7. Bulk RNAseq analysis of brains from infected and uninfected glia immune mice. A)

Volcano plot showing differential gene expression of infected versus uninfected brains. The x-axis

represents the $\log_2$ fold change ($\log_2$FC) in gene expression while the y-axis shows the $-\log_{10}$ p-value.

Genes with significant differential expression are highlighted in red. B) Reactome pathway analysis of

significantly differentially expressed genes in the brains of infected versus uninfected mice. This

network visualization displays the interactions between genes with significant changes in expression.

Nodes represent individual genes, and edges indicate known or predicted interactions based on

pathway data. The network shows a highly interconnected cluster of genes, including ISG15 and OAS1

involved in interferon signaling pathways and the antiviral response. C) Gene enrichment analysis. Red

circle highlighting genes involved in interferon signaling.

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