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4 TNF-α induces reactivation of human cytomegalovirus independently of myeloid cell

5 differentiation following post-transcriptional establishment of latency

7 Running title: Differentiation-independent reactivation of HCMV

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Eleonora Forte[a], Suchitra Swaminathan[b], Jeong Yeon Kim[a], Mark W. Schroeder[a], Scott S.

Terhune[c,d], and Mary Hummel[a#]

[a]Comprehensive Transplant Center, Department of Surgery, Northwestern University Feinberg

School of Medicine, Chicago, IL

[b]Division of Rheumatology, Department of Medicine, Northwestern University Feinberg School

of Medicine, Chicago, IL

[c]Department of Microbiology and Immunology, Medical College of Wisconsin, Milwaukee, WI

[d]Biotechnology and Bioengineering Center, Medical College of Wisconsin, Milwaukee, WI

Abstract word count: 250 words

Text word count: 4997

#Address correspondence to Mary Hummel, m-hummel@northwestern.edu

ABSTRACT: We used the Kasumi-3 model to study HCMV latency and reactivation in

myeloid progenitor cells. Kasumi-3 cells were infected with HCMV strain TB40/E*wt*-GFP, flow

sorted for GFP+ cells, and cultured for various times to monitor establishment of latency, as

judged by repression of viral gene expression (RNA/DNA ratio) and loss of virus production.

We found that latency was established post-transcriptionally: transcription was initially turned

on, and then turned off.   We did not find evidence to support a latency model in which viral

gene expression is repressed at the outset of infection. The pattern of expression of lytic genes

that have been associated with latency, including UL138, US28, and RNA2.7, was the same as

that of other lytic genes, indicating that there was no preferential expression of these genes in

latency. By analyzing expression of the progenitor cell marker CD34 as well as myeloid cell

differentiation markers in IE+ cells after treatment with TNF-α, we showed that TNF-α induced

reactivation independently of differentiation. In contrast, LPS did not induce reactivation in

Kasumi-3 cells, despite activation of ERK and NF-κB, and did not induce transcription of

inflammatory cytokines. We speculate that reactivation occurs in two steps: 1. activation of

signal-specific transcription factors that bind to the MIEP; 2. reconfiguration of viral chromatin

to allow access to the MIEP. We propose that differentiation is required to render cellular

chromatin competent to express inflammatory cytokines that drive reactivation in response to

LPS, but it is not required for reactivation in response to TNF-α itself.

IMPORTANCE: HCMV is an important human pathogen that establishes lifelong latent

infection in myeloid progenitor cells, and reactivates frequently to cause significant disease in

immunocompromised people. The epigenetic mechanisms that allow the virus to establish

latency specifically in myeloid cells, and to reactivate in response to inflammatory mediators are

not well understood. Our observation that viral gene expression is first turned on, and then

turned off to establish latency suggests that there is a host defense, which may be myeloid-

specific, responsible for transcriptional silencing of viral gene expression. Our observation that

TNF-α induces reactivation independently of differentiation, but LPS does not, provides insight

into molecular mechanisms that control reactivation.

INTRODUCTION

HCMV is a ubiquitous human pathogen of the beta herpesvirus family. Infection is

transmitted through contact with body fluids, including saliva, urine, blood, and genital

secretions. Hematogenous spread of the virus leads to a systemic infection, with multiple cell

types infected in many organs. In immunocompetent hosts, primary infection is typically sub-

clinical, and is resolved by activation of innate and adaptive immunity. However, latently

infected cells, which carry viral DNA, but do not produce infectious virus, are able to escape

immune surveillance, and can persist for the life of the host.

Under the appropriate conditions, the virus in these cells wakes up from its dormant state

to reactivate the infectious cycle. In immunocompetent hosts, viral replication is controlled by

the immune response, but reactivation of latent virus can be a significant infectious complication

in immunocompromised hosts, such as recipients of solid organ or bone marrow transplants.

Reactivation of CMV in solid organ transplant recipients is associated with increased risk of

CMV disease, acute and chronic allograft rejection, infection with other opportunistic pathogens,

graft failure, and death (1). Risk factors for reactivation include CMV serostatus of the donor

(D) and recipient (R), with the highest risk in the D+/R- combination, specific

immunosuppression protocols, and inflammatory conditions associated with high TNF-α

secretion, including allograft rejection and sepsis (1).

The cell type harboring latent CMV DNA in solid organs has not been clearly identified.

However, latent virus can also be transmitted through blood transfusion, and monocytes in the

blood and hematopoietic progenitor cells (HPCs) in the bone marrow are known to be sites of

latency in vivo (2-10). Experimental models have shown that these cells are less permissive to

lytic replication, and that they support a latent infection (11-16). Cell type-specific

establishment of latency is thought to be due to a combination of host and viral factors. Infection

activates a host intrinsic immune response, which recognizes viral DNA invading the nucleus

and silences viral gene expression at the outset of infection through heterochromatinization of

viral genomes (13, 17-25). Factors present in the viral particle, including the tegument protein

pp71, enter the cell upon infection, and counteract this host defense response to activate viral

gene expression. In cells that support latency, pp71 is sequestered in the cytoplasm and is

therefore unable to perform this function (26-28). Differentiation of myeloid cells to a dendritic

cell phenotype increases permissiveness of these cells to infection and also induces reactivation

of both naturally and experimentally latently infected cells (12, 13, 15, 20, 29-32). Thus, the

generally accepted paradigm is that myeloid progenitor cells are not permissive to infection due

to heterochromatinization and transcriptional repression of invading viral genomes. The process

of myeloid cell differentiation is thought to change the balance of repressive and activating

cellular factors that control both viral and cellular transcription, resulting in changes to the viral

epigenome that activate viral gene expression (17, 33, 34).

However, some observations suggest that the current paradigm may be in need of

revision. First, several investigators have demonstrated that, although myeloid progenitors may

be less permissive than other cell types, some expression of viral lytic genes is detectable at early

times post-infection in various models of latency, including primary CD34+ HPCs, Kasumi-3

cells, a CD34+ myeloblastic cell line derived from a patient with acute myeloid leukemia (AML)

(35), which has recently been demonstrated to be a tractable model for CMV latency and

reactivation (26, 36), and primary CD14+ peripheral blood mononuclear cells (11, 12, 36-40).

Expression of these genes is lost as latency is established. These observations suggest that

latency is not necessarily established at the outset of infection, but may also be established

following activation of viral transcription.

Second, differentiation of myeloid cells into dendritic cells in vivo occurs in the context

of infection and inflammation (41), and all of the physiologically relevant differentiation factors

that have been used to induce reactivation of CMV in primary hematopoietic cells, including

GM-CSF (42), TNF-α, IL-6, and LPS, are also mediators of inflammation. Thus, it is difficult to

distinguish the roles of inflammation versus differentiation in these models. In contrast, Kasumi-

3 cells, like other transformed cell lines, are refractory to normal physiological differentiation

cues, and therefore can be used to dissect the contributions of these two pathways. Here, we

have used the Kasumi-3 model to further investigate these issues.

RESULTS

Latency is established after activation of transcription. The time at which latency is

established following infection with HCMV has not been clearly determined. Some previous

studies have shown that primary CD34+ myeloid progenitor cells do not express lytic viral genes

upon infection, but rather, that viral genomes in these cells are inactivated upon entry and remain

quiescent until they receive signals that induce them to differentiate (13, 19, 20, 28, 43).

However, other studies have shown that both primary CD34+ cells and Kasumi-3 cells express

an SV40 promoter-driven GFP reporter, as well as viral genes at early times post-infection, and

that latency can be established in the GFP+ population following cell sorting (11, 36, 37, 39, 40,

44). To investigate the question of timing further, we infected Kasumi-3 cells with the

TB40/E*wt*-GFP strain of HCMV (36), and analyzed the cells by FACS after 24 hr (Fig. 1A).

Although the proportion varied, GFP expression was consistently observed in a high percentage

of cells (Fig. 1B), as previously reported (36). There was a broad range in the extent of GFP

expression among the infected cells. We then purified the GFP+ population by cell sorting and

analyzed viral RNA expression, DNA copy number, and production of infectious virus over the

course of infection. Latency has been operationally defined as the lack of virus production in

cells that carry viral DNA with the capacity to reactivate (45). Production of infectious virus

was detectable at 4 dpi and peaked at 8 dpi, but was no longer detectable at 11dpi (Fig. 1C).

A second characteristic of latency is transcriptional repression of genes involved in lytic

replication. We therefore analyzed expression of viral genes representative of the immediate

early (IE-2, UL122 and IE-1, UL123), early (viral DNA polymerase UL54), and late (UL32)

phases of the viral life cycle. Expression of these genes peaked at 4 dpi and then fell throughout

the course of infection (Fig. 1D and Fig. S1). Viral DNA copy number also increased following

infection, peaked 4-8 dpi, and then decreased significantly (Fig. 1D and Fig. S1). Because both

viral DNA and RNA copy number dropped over the course of infection, analysis of RNA

expression alone does not indicate repression of viral transcription. We therefore calculated the

ratio of viral RNA to DNA. Relative to 1 dpi, this ratio fell for all genes from 4 to 14 dpi (Fig.

1D and E). These results show that viral genomes are increasingly subject to transcriptional

repression throughout the course of infection. TNF-α induced reactivation of infectious virus in

these cells (see below). It is important to note that, because the cells were sorted for GFP

expression to obtain a pure population of infected cells in which viral genomes were

transcriptionally active, these results show that latency can be established by shutting off gene

expression after it has been turned on. We have introduced the term post-transcriptional latency

to describe this state.

148   **Early gene expression is delayed in some infected cells.** Although our studies indicate

149  that latency can be established post-transcriptionally, we wondered whether there might be a

150  second population of cells in which latency is established at the outset of infection. These cells

151  would carry viral DNA, but would not express GFP or viral genes. To test this hypothesis, we

152  analyzed both the GFP-positive and GFP-negative populations for the presence of viral DNA at 1

153  dpi. Fig. 2A shows a representative gating strategy used to separate the populations. qPCR

154  analysis revealed that, although the vast majority of the DNA was present in the GFP+ cells,

155  some DNA was detectable in the GFP- population (10.8%±4.8%, Fig. 2B). We then analyzed

156  the RNA from these cells for expression of immediate early, early, and late genes. Expression of

157  immediate early (IE-2, UL122) RNA was detectable in the GFP- population, albeit at a lower

158  level than the GFP+ cells. When we calculated the ratio of UL122 RNA to DNA, we found that

159  there was no difference between the GFP+ and GFP- cells, indicating that transcription of the IE

160  genes was equally active in these two populations at this time (Fig. 2C). However, when we

161  analyzed the RNA/DNA ratios of early (UL54) and late (UL32) genes, we found that this ratio

162  was significantly lower in the GFP- cells (Fig. 2D and E), indicating that these classes of genes

163  were transcriptionally repressed in the GFP- cells. We then analyzed the GFP- cells for changes

164  in GFP expression, viral RNA expression and DNA copy number over time. We found that

165  some GFP- cells become GFP+ by 4 dpi (Fig. 3A). While UL122 (IE-2) RNA expression

166  increased only modestly from 1 to 4 dpi (Fig. 3B), early and late gene expression increased 10-

167  15-fold (Fig. 3C,D). Similar to the GFP+ population, both RNA expression and DNA copy

168  number declined steadily after 7 dpi in the GFP- cells. We conclude that *i)* as previously noted

169  (46), the GFP reporter is regulated as an early gene in the TB40/E*wt*-GFP virus; *ii)* there is

170  heterogeneity in the kinetics of viral gene expression after infection of Kasumi-3 cells, with

171   activation of early gene expression delayed in some cells; *iii)* all classes of viral RNAs are

172   eventually expressed in the infected cells in the GFP- population; and *iv)* similar to the GFP+

173   cells, their expression is subsequently repressed.

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175   **US28, UL138, and 2.7 kb RNAs are not differentially expressed in latently infected**

Kasumi-3 cells. A number of studies have analyzed the viral transcriptome in latency, and have

indicated that some lytic genes are also specifically expressed in latency, including US28,

UL138, and a non-coding 2.7 kb RNA (RNA2.7) (11, 14, 37, 43, 45, 47-56). We analyzed

expression of these genes in GFP+ cells over the course of infection in Kasumi-3 cells. RNA2.7

is expressed at very high levels during lytic infection of fibroblasts (57), and at early times after

infection of Kasumi-3 cells (Fig. 4A). UL138 and US28 RNAs are also relatively abundant

transcripts during lytic infection. To analyze repression of these genes relative to a lytic gene,

we analyzed UL32, a gene that is expressed at levels similar to UL138 and US28 at 4 dpi. Our

results show that expression of UL138, US28, and RNA2.7 followed the same pattern as that

observed for UL32, with a peak of expression at 4 dpi, followed by a significant decrease at 7 dpi

(Fig. 4A). When we analyzed the RNA/DNA ratio, we found that expression of these genes was

repressed over the course of infection, with kinetics similar to that of UL32 (Fig. 4C). The

RNA/DNA ratio of RNA2.7 was significantly higher than other genes at 4 dpi, consistent with its

high level of expression during lytic infection, but there was no difference between UL32 and

UL138 or US28 at any time point, and there were no differences in the RNA/DNA ratios

between UL32 and any of the other genes analyzed after 4 dpi (Fig. 4C). Thus, there was no

preferential expression of UL138, US28, or RNA2.7 over the lytic gene UL32 when latency was

established.

TNF-α induces reactivation of HCMV in Kasumi-3 cells independently of myeloid

cell differentiation. Previous studies showed that TNF-α induced reactivation of HCMV in

latently infected Kasumi-3 cells (36). We confirmed this result using slightly different

conditions. Kasumi-3 cells were infected with TB40/E*wt*-GFP virus at an moi of 1.5-2, flow-

sorted for GFP+ cells and cultured for 14 days to establish latency. The cells were then divided

into different pools and incubated for a further 3 days in the presence of 5 ng/ml TNF-α or left

untreated. Relative to untreated controls, TNF-α induced statistically significant increases in

viral DNA copy, RNA expression and the RNA/DNA ratio, as well as production of infectious

virus (Fig. 5A and additional RNA analyses of early and late genes in Fig. S2). In addition, we

analyzed the percentage of reactivating cells by flow cytometry after staining with an IE1/2-

specific antibody. Expression of IE proteins was essentially undetectable in latently infected,

untreated Kasumi-3 cells (Fig. 5B, upper right panel). Treatment with TNF-α reproducibly

induced expression of IE1/2 proteins in 2-3% of the cells (representative results shown in Fig. 5B,

lower left panel).

Differentiation of myeloid progenitor cells to a dendritic cell phenotype has long been

associated with transcriptional activation of HCMV IE gene expression and reactivation of

infectious virus (13, 15, 20, 34). Transformed cell lines are generally resistant to differentiation,

and therefore it seemed unlikely that differentiation would play a role in this model. However,

the fact that reactivation occurred in only a small percentage of latently infected Kasumi-3 cells

left open the possibility that reactivation occurred in a small number of cells with the capacity to

differentiate. To investigate this question, we used immunophenotyping to characterize the

differentiation state of Kasumi-3 cells carrying reactivating virus. Latently infected TNF-α-

treated or untreated cells were stained for IE1/2 antibody in combination with the hematopoietic

progenitor marker CD34, and for markers of various stages of myeloid differentiation, including

CD64, a marker of granulo-monocytic lineage commitment (58), CD14 (monocytes), CD15

(granulocytes), and CD1c and CD11c, which identify major subpopulations of human myeloid

dendritic cells (59). Uninfected Kasumi-3 cells are homogeneous with respect to CD34

expression, and do not express other markers of myeloid cell differentiation (Fig. 5B, upper left

and data not shown). This marker was lost in a small percentage of cells after establishment of

latency, but these were not the cells containing reactivating virus, since CD34- cells were also

negative for expression of IE1/2 (Fig. 5B, upper right and lower left panels). 5-6% of the

IE+/CD34+ cells acquired expression of CD64. However, 94-95% of the IE+/CD34+ cells were

CD64-negative, and 96% of IE+/CD34+ cells were also negative for markers of mature

monocytes and dendritic cells (Fig. 5C). Thus, our data shows that differentiation was not

required to reactivate IE gene expression in this model.

LPS does not induce reactivation in Kasumi-3 cells.   The bacterial cell wall

component LPS is often used to drive HCMV reactivation in dendritic cell models. LPS induces

activation of NF-κB through a signaling pathway that is very similar to that of TNF-α, and LPS

induces expression of TNF-α, which is sufficient to drive reactivation of HCMV (36, 60). We

therefore investigated whether treatment with LPS was sufficient to induce reactivation of

HCMV in Kasumi-3 cells. Surprisingly, our results show that LPS did not induce reactivation in

this model (Fig. 6A). We then investigated whether Kasumi-3 cells are able to respond to LPS.

Since TNF-α is sufficient to induce reactivation of HCMV in Kasumi-3 cells, we first analyzed

release of TNF-α into the media in response to LPS. Monocytic THP-1 cells were analyzed as a

positive control (61). Our results show that Kasumi-3 cells do not produce TNF-α under

conditions that are sufficient to induce production in THP-1 cells (Fig. 6B). We then determined

whether LPS signaling pathways were intact in Kasumi-3 cells. LPS signaling is mediated by

TLR4 and the co-receptor MD2 (62). CD14 acts as a chaperone to transfer LPS from LBP (LPS-

binding protein) to its receptor. TLR4 receptor engagement activates MyD88-dependent

signaling, leading to activation of NF-κB and MAPKs, including ERKs, and expression of TNF-

α, IL-1β, and IL-6 (63, 64). Kasumi-3 cells express TLR4 and MD-2 on the cell surface, but not

CD14. CD14 is required for response to low concentrations of LPS, but not for response to the

concentrations used in this study (65), and downstream signaling components, including NF-κB

and ERK, were activated in response to LPS (Fig. 6D, E). However, analysis of RNA expression

showed that there was no increase in TNF-α RNA in Kasumi-3 in response to LPS (Fig. 6F).

Thus, production of TNF-α in response to LPS is blocked in Kasumi-3 cells at the level of

transcription. Similarly, LPS did not induce expression of IL-1β or IL-6 in Kasumi-3 cells (Fig.

6G,H).

DISCUSSION

Mechanisms of establishment of latency. HCMV establishes latency in myeloid

progenitor cells through heterochromatinization and repression of viral gene expression, but the

timing and molecular mechanisms that control this process are not well understood. While some

studies have shown that viral gene expression is silenced immediately after infection (13, 19, 20,

28, 43), others have shown that viral gene expression is activated at early times post-infection,

and that latency is subsequently established in this population of cells (11, 36, 38). Our studies

are in agreement with this latter observation, and we show that, not only is there a decrease in the

abundance of viral transcripts, but that the ratio of viral RNA to DNA decreases over the course

of infection, and therefore that viral genomes are increasingly repressed as latency is established.

Post-transcriptional establishment of latency has also been demonstrated in some, but not all

HSV-infected neurons in mice (66-68). We therefore considered the possibility that there may

be two routes to establishment of latency: repression prior to activation of gene expression as

well as post-transcriptional repression. Our results show that there is heterogeneity in the

kinetics of viral gene expression, and that activation of the early and late phases of viral gene

expression is delayed in some cells, but we do not find evidence to support establishment of

latency at the outset of infection. Previous studies have shown that initiation of HCMV gene

expression requires that the cells be in the G0 or G1 phase of the cell cycle (69), and

heterogeneity in cell cycle phase may account for some of the observed variation in the kinetics

of gene expression.

Our findings have two important implications. First, the observation that viral gene is

expression is first turned on, and then turned off, suggests that there is a cellular defense

mechanism for shutting off viral genomes that are actively engaged in transcription. Cell type

specific expression of this host defense response may account for the highly restricted tropism

for HCMV latency. Second, shedding of HCMV is often observed in healthy, immunocompetent

individuals, suggesting that the virus reactivates with high frequency (70). The finding that

HCMV establishes latency in cells following activation of transcription raises the possibility that

these genomes may retain a memory of prior activation, and may therefore be poised to

reactivate readily under the appropriate conditions. Interestingly, previous studies have shown

that HCMV chromatin is specifically marked by H3 lysine 4 methylation following replication of

viral DNA in fibroblasts (71). It is interesting to speculate that there may be cell type-specific

differences in histone modifications bound to post-replicative viral DNA that affect the potential

to establish latency and to reactivate.

Viral transcription in latency. Several studies have suggested that some viral genes

that are expressed during lytic infection also have a role in latency, including UL138 and US28,

and genetic analyses have shown that mutation of these genes increases viral gene expression in

myeloid progenitor cells (40, 43, 47-51). These studies did not include analyses of the

RNA/DNA ratio to demonstrate differences in transcriptional activity between lytic genes and

latency-associated lytic genes (12, 14, 40, 43, 48, 72, 73). We have investigated expression of

US28, UL138, as well as the non-coding RNA2.7 in the Kasumi-3 model. We find that the

pattern of expression of these genes parallels that of other lytic genes, including UL122, UL123,

UL54, and UL32, and analysis of the RNA/DNA ratio shows that transcription of all of these

genes is repressed in latency.

The advent of highly sensitive new technologies has allowed unbiased transcriptome

analyses to detect viral transcripts in both experimental and natural latency. These studies have

identified many genes expressed under conditions of latency, and none of these show specific

expression of some RNAs in the absence of all other lytic genes (11, 37, 52, 54, 74). These

observations raise the possibility that detection of lytic transcripts is due to the presence of a

small number of productively infected cells. This notion is consistent with frequent shedding of

virus and inflation of a CMV-specific effector memory T cell response, an indicator of repeated

antigen stimulation, observed in healthy individuals (70, 75).

Collectively, our studies and those of others suggest that the criteria for classification of a

gene as latency-associated should be expanded to include analysis of relative transcriptional

activity, as well as quantitative analysis of RNA abundance and the effect of genetic mutation on

viral gene expression.

What is the role of myeloid cell differentiation in reactivation of HCMV? Previous

studies using primary CD34-derived or monocyte-derived dendritic cells (MoDCs) showed that

reactivation of latent HCMV carried in myeloid progenitor cells required differentiation to a

dendritic cell phenotype (9, 13, 20, 30, 32, 72, 76). Reactivation in immature dendritic cells in

response to LPS occurred through induction of IL-6 and activation of ERKs and mitogen and

stress-activated kinases (MSK) (72, 77). However, the factors that were used to differentiate

dendritic cells in these models are also mediators of inflammation, and it is therefore difficult to

distinguish the roles of a general inflammatory response from dendritic cell-specific

differentiation in reactivation of HCMV in these cells. In contrast, Kasumi-3 cells, like many

transformed cell lines, are refractory to the normal cues that induce differentiation, and are

therefore more suitable for studies seeking to dissect the roles of these different processes. Our

studies show that differentiation is not required for reactivation in response to TNF-α.

In contrast to TNF, LPS was not able to induce reactivation in Kasumi-3 cells, despite the

fact that LPS induces expression of inflammatory cytokines, including TNF-α, IL-1β, and IL-6

in monocytic cells (63, 64). To explain this surprising result, we investigated expression of the

LPS signaling components and the response of Kasumi-3 cells to LPS. We found that Kasumi-3

cells express the LPS co-receptors TLR4 and MD2 on the cell surface. They do not express the

LPS chaperone protein CD14, which is required for a response to low concentrations of LPS, but

is not required for the concentrations used in this study (65), and downstream signaling

components, including NF-κB and ERK, were activated in response to LPS. Thus, the LPS

signaling pathways leading to activation of transcription factors that control expression of

inflammatory cytokines appear to be intact in these cells. However, activation of NF-κB was not

sufficient to induce expression of TNFα, IL-1β, or IL-6 in response to LPS in Kasumi-3 cells.

Previous studies have shown that treatment with LPS induces selective activation of NF-κB-

responsive genes in myeloid cells, and this differential response is governed in part by

chromatin-mediated restriction in access of NF-κB to its binding sites in the promoters of target

genes (78-81). These observations suggest that the promoter regions of cytokine genes are not

accessible in Kasumi-3 cells, and NF-κB is therefore not able to bind to its cognate sites to

activate transcription of the cytokines that drive reactivation in response to LPS.

Recent studies have begun to elucidate the molecular pathways for determination of

various lineages in the hematopoietic system (79, 82, 83). Cell type-specific activation of gene

expression is achieved through chromatin remodeling of enhancers by lineage-specific pioneer

transcription factors, which are able to recognize their cognate binding sites in the context of

nucleosome-dense heterochromatin (84). Expression of these factors in committed cells opens

the chromatin to create nucleosome-free promoter regions that permit binding of signal-specific

transcription factors, such as NF-κB, and thus, cell type-specific activation of gene expression.

It is known that the viral genome is heterochromatinized in latently infected cells, and that

reactivation is associated with reprogramming of the viral epigenome (13, 20). We hypothesize

that this requires both activation of signal-specific transcription factors that bind to the MIEP,

such as NF-κB, and remodeling of the viral chromatin to allow these transcription factors access

to their binding sites. We speculate that TNF-α is able to perform both of these functions, but

while LPS is able to activate NF-κB, it is not able to induce chromatin remodeling.

Differentiation of the cells may be required to perform this function.

Further studies will be required to fully understand the roles of differentiation,

inflammation, and chromatin remodeling in reactivation of HCMV. Our studies suggest that the

requirement for differentiation in reactivation is dependent on the context—it is not required for

reactivation in response to TNF-α or activation of ATM (39), but it may be required for

expression of myeloid lineage-specific pioneer transcription factors that mediate changes in the

chromatin needed to render latently infected cells competent to respond to other ligands, such as

LPS.

MATERIALS AND METHODS

Cells and reagents: Kasumi-3, MRC-5, and THP-1 cells were obtained from the ATCC and

cultured as recommended. Human recombinant TNF-α was obtained from PreproTech (#300-

01A) and LPS was obtained from Sigma (#L5658). Fluorescent conjugated monoclonal

antibodies used in this study are listed in Table 1. TB40/E*wt*-GFP (36) viral stocks were

produced by electroporation of BAC DNA into MRC-5 fibroblasts with pGCN-pp71 expression

vector (85). Culture media was collected, cleared of cellular debris by centrifugation and

concentrated by ultracentrifugation on a sorbitol cushion (86). Viral titers were determined using

the 50% tissue culture infective dose ($TCID_{50}$) limiting dilution assay after two weeks in culture

Titers were calculated from duplicate 96-well plates by scoring the GFP+ wells using the method

of Reed and Muench (87).

Infection of Kasumi-3 cells: Kasumi-3 cells were infected with HCMV strain TB40/E*wt*-GFP at

high concentration (2×10^7 cells/ml) using an MOI of 1.5-2 and centrifugal enhancement of

infection (1000x*g* for 30 minutes at 25°C). Cells were then diluted to 1.25×10^6 cells/ml with fresh

media without removing the virus and incubated at 37°C for additional 23 hours. 1 day post-

infection (dpi), extracellular virus was inactivated by a treatment with a Citric Acid solution as

previously described (38) and GFP+ and GFP- cells were sorted on a FACSAria-6 laser cell

sorter flow cytometer (BD Biosciences). Infected cells were cultured for 13 days to establish

latency, with media changes every 2-3 days. For reactivation studies, cells were treated with

5ng/ml TNF-α or 100ng/ml LPS at 14 dpi for 3 days at 37°C. A $TCID_{50}$ assay was used to

determine the infectious titer of the infected cell supernatants.

LPS and TNF-α treatments: Kasumi-3 cells were seeded at 6.6×10^5 cells/ml and treated with

5ng/ml TNF-α or 100ng/ml LPS for 4 hours. As positive control, THP-1 cells were treated or not

with LPS at the same conditions. Production of human TNF-α in the supernatants was analyzed

with Quantikine ELISA kit (R&D systems # DTA00C) and the cells analyzed for activation of

NF-κB and Erk by FACS (see below) and assayed for the expression of TNF-α, IL-6 and IL-1β

transcripts by qRT-PCR.

RNA and DNA extraction: DNA was isolated with the Arcturus pico Pure DNA extraction kit

(Thermo Fisher Scientific) as recommended by the manufacturer. RNA was purified with the

Direct-zol RNA mini prep kit (Zymo Research) with a DNAse digestion step following

manufacturer's instructions.

Real time PCR analysis. For all analyses, mock-infected cells were analyzed in parallel with

infected cells. These samples were uniformly positive for cellular genes, but negative for viral

genes. TaqMan assays specific for viral genes were custom-designed by Life Technologies

(Table 1). Relative viral DNA quantity was analyzed by the ΔΔCt method, using a pre-designed

assay for RNaseP as the normalization control (Life Technologies, catalog number 4403326).

This method was validated by determining that the efficiencies of the target and reference genes

were approximately equal, as described in the Supplementary Methods and shown in Fig. S3 (88).

Relative viral RNA quantity was analyzed by the ΔΔCt method using GAPDH (assay ID

Hs99999905_m1, Life Technologies) as the normalization control. Previous studies have shown

that GAPDH is an appropriate normalization control for RNA analysis of CMV-infected cells

(89), and we verified that GAPDH Ct values are stable following infection of Kasumi-3 cells

(Fig. S4) Use of GAPDH and the ΔΔCt method for analysis of viral RNAs was validated as

described in the Supplementary Methods (Fig. S5). TaqMan gene expression assays purchased

from Life Technologies were used for analysis of cellular genes (Hs00174128_m1 for TNF-α,

Hs00174131_m1 for IL-6 and Hs01555410_m1 for IL-1β mRNA) and GAPDH was used as the

normalization control.

Flow Cytometry. For the immunophenotypic and receptor analyses, cells were washed twice in

FACS buffer (2% BSA in phosphate-buffered saline [PBS]), stained with the appropriate

antibodies for 30 min at 4°C, washed twice and resuspended in PBS. For phenotyping of

reactivated cells and signaling analyses, cells were washed, fixed at a final concentration of 4%

formaldehyde and permeabilized with 80% methanol per previously defined protocols (90, 91).

Cells were then washed and stained for 1 hour on ice with CD34, CD64, CD14, CD15, CD11c,

CD1c and IE 1/2 (CH160) for phenotyping. For analysis of signaling pathways, cells were

stained with antibodies specific for Erk, p-Erk, p65 or p-p65, then washed twice and resuspended

in PBS. The specificity of the phospho-antibodies for the activated form of the protein was

validated according to previously published methods (92) as described in the supplementary

methods and shown in Fig. S6S. Data were acquired on 6-laser BD LSRFortessa SORP flow

cytometer and analyzed using FlowJo software (version 9). For the phospho-protein analysis, the

fraction of activated cells in each population was determined using the following formula as

previously described (91, 93)

$Treated\left(\frac{MFI\ Treated\ Stained}{MFI\ Treated\ Unstained}\right) / Untreated\left(\frac{MFI\ Untreated\ Stained}{MFI\ Untreated\ Unstained}\right).$

ACKNOWLEGEMENTS This work was supported by grant P01AI112522 to Michael

Abecassis and R01 AI083281 to Scott Terhune from the National Institute of Allergy and

Infectious Diseases and the Northwestern University – Flow Cytometry Core Facility

supported by Cancer Center Support Grant (NCI CA060553). Cell sorting was performed on a

BD FACSAria SORP system, purchased through the support of NIH 1S10OD011996-01. The

authors would like to thank Paul Mehl and Carolina Ostiguin for cell sorting, Dr. Robert

Kalejta for the suggestion to analyze RNA/DNA ratios during establishment of latency, and

Dr. Michael Abecassis for critical discussions and support. The authors have no conflicts of

interest to disclose.

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FIGURE LEGENDS

Fig. 1. HCMV latency is established after activation of transcription at 14 days post

infection. A) Schematic outlining the infection model used for studies of latency and reactivation

in Kasumi-3 cells. GFP+ infected cells were purified by flow cytometry at 1 dpi. On day 14,

latently infected cells were treated with TNF-α for 3 days to induce reactivation. B)

Representative FACS analysis of GFP expression in Kasumi-3 infected cells at 1 dpi compared

to uninfected cells. C) Release of viral particles into the media was measured by a $TCID_{50}$ assay

on MRC-5 cells after 2 weeks. D) UL122 mRNA expression and DNA amount were analyzed by

at the indicated times post infection and expressed relative to D1 after normalization to GAPDH

or RNAseP. E) RNA/DNA ratios of UL123, UL54, and UL32 over the course of infection. For

Panels C to E, statistical significance was calculated by a one-way ANOVA with a Dunnett's

multiple comparison test (n=4). The error bars represent standard error of the mean (SEM) and

the asterisks indicate p-values (* $P \leq 0.05$; ** $P \leq 0.01$; *** $P \leq 0.001$; **** $P \leq 0.0001$) calculated

by the comparison to the peak (D4 for RNA, D8 for DNA and virus, and D1 for the RNA/DNA

ratio).

Fig 2. HCMV early and late gene expression is repressed in some infected cells at 1 dpi. A)

Representative FACs analysis of HCMV infected cells at 1 dpi showing the gating strategy used

to separate GFP+ and GFP- infected cells. B) UL122 DNA amount in GFP+ and GFP- infected

cells was analyzed by qPCR at 1 dpi and expressed relative to GFP+ cells after normalization to

RNAseP. C to E) Ratio of relative RNA expression to the relative DNA amount in GFP- cells compared to GFP+ cells at 1 dpi. For Panel B to E statistical significance was calculated by unpaired *t-test* (n=4). The error bars represent the SEM and the asterisks indicate p-values (*ns* P> 0.05; * P≤ 0.05; ** P≤ 0.01; *** P≤ 0.001; **** P ≤ 0.0001).

Fig 3. HCMV early and late gene expression is delayed in some infected cells. A) Representative FACS analysis of the GFP- population purified 1 dpi and cultured for an additional 3 days (right panel) compared to uninfected cells (left panel). B to D) Relative mRNA expression and DNA amount of UL122, UL54 and UL32 analyzed by RT-qPCR and qPCR, respectively, at the indicated times post infection and expressed relative to D1. For Panel B to D statistical significance was calculated by a one-way ANOVA with a Dunnett's multiple comparison test (n=3). The error bars represent the SEM and the asterisks indicate p-values (* P≤ 0.05; ** P≤ 0.01; *** P≤ 0.001; **** P ≤ 0.0001*) calculated by comparison to the peak at D4.

Fig. 4. Expression of latency associated RNAs. mRNA expression (A), DNA amount (B) and RNA/DNA ratio (C) of UL32, RNA2.7, UL138 and US28 analyzed at the indicated times post infection and expressed relative to D1. RNA expression values were normalized to GAPDH and the DNA amount was normalized to RNAseP. The statistical significance was calculated by 2-way ANOVA with a Tukey's multiple comparison test (n=3). The error bars represent the SEM and the asterisks indicate p-values (* P≤ 0.05; ** P≤ 0.01; *** P≤ 0.001; **** P ≤ 0.0001) calculated by comparison of the different genes at each time point.

Fig 5. TNF-α induces reactivation independently of differentiation. A) Latently infected cells (14 dpi) were treated or not with TNF-α for 3 days. On day 17, DNA and RNA from infected cells was analyzed for DNA copy number and expression of viral genes as decribed in

Materials and Methods. The release of viral particles in the supernatant was measured by a

$TCID_{50}$ assay. The statistical significance was calculated by unpaired *t-test* (n=4). The error bars

represent the SEM and the asterisks indicate p-values (* P< 0.05; ** P< 0.01). B) Representative

FACS analysis of uninfected, latently infected cells and TNF-α treated cells for the expression of

the hematopoietic progenitor marker CD34 and the viral immediate early proteins IE1/2.

Reactivating cells were immunophenotyped by gating on the CD34+/IE1/2+ population and

analyzing expression of markers of myeloid differentiation (CD64, CD14, CD15, CD11c and

CD1c). C) Percentage of undifferentiated cells within the IE1/2 expressing population in the

TNF-α treated cells (CD14-, CD64-, CD15-, CD11c-and CD1c-). The error bars represent the

SEM calculated from 3 experiments.

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Fig. 6. LPS does not induce reactivation in Kasumi-3 cells. A) Latently infected cells (14 dpi)

were treated or not with TNF-α or LPS for 3 days. On day 17, DNA and RNA from infected

cells were analyzed for DNA copy number and expression of UL122. Data from 4 independent

experiments are reported as the average ± SEM. B) Production of TNF-α was assayed by ELISA

in the supernatants of uninfected Kasumi-3 and THP-1 cells, treated or not with LPS, 4 hours

post-treatment. Data represents 3 independent experiments. C) Representative FACS analysis of

uninfected Kasumi-3 cells for the expression of CD34 and members of the LPS receptor complex,

TLR-4, CD14 and MD2. D) Uninfected Kasumi-3 cells were treated or not with TNF-α or LPS

for 4 hours while THP-1 cells were treated or not with LPS under the same conditions. For NF-

κB activity, cells were analyzed for expression of total p65 (left panel), p-p65 (S536) (middle

panel) and the ratio of phospho- to total protein (right panel) relative to untreated cells.

Activation of ERK was analyzed by measuring p44/42 MAPK (ERK) (left panel), Phospho-

p44/42 MAPK (p-ERK) (middle panel) and the ratio of phospho- to total protein (right panel)

relative to untreated cells (N=3). F to H) Uninfected Kasumi-3 cells and THP-1 cells were

treated or not with LPS for 4 hours and then analyzed for RNA expression of TNF-α (F), IL-6

(G) and IL-1β (H), relative to THP-1 by qRT-PCR (N=7). Data from B to H are reported as the

average ± SEM. Statistical analyses were performed using ordinary 1-way ANOVA (panel A),

2-way ANOVA with a Tukey's multiple comparison (panel B, D, and E), or pairwise

comparison based on a Wilcoxon rank sum test (panel F-H) (* $P< 0.05$; ** $P \leq 0.01$; *** $P \leq$

0.001; **** $P \leq 0.0001$).

Table 1. Antibodies used in this study.

Marker	Clone	Supplier
CD34	581	BD Biosciences
CD45	HI30	BD Biosciences
CD1c	F10/21A3	BD Biosciences
CD11c	B-ly6	BD Biosciences
CD14	MOP9	BD Biosciences
CD15	HI98	BD Biosciences
CD64	10.1	BD Biosciences
TLR4 (CD284)	TF901	BD Biosciences
MD2	18H10	Abcam
IE1/2	CH160	Virusys
Erk p44/42 MAPK(Erk1/2)	137F5	Cell Signaling Technology
phospho-Erk (phospho-p44/42 MAPK(Erk1/2)(Thr202/Tyr204)	D13.14.4E	Cell Signaling Technology
NF-kB p65	L8F6	Cell Signaling Technology
phospho-NF-kB p65 (Ser536)	393H1	Cell Signaling Technology

791 Table 2. TaqMan assays for analysis of viral DNA and RNA

Assay name	Forward primer sequence (5'-3')	Reverse primer sequence (5'-3')	Reporter sequence (5'-3')
UL122	GGCTCACCTCGTCAATCTTGA	CAACGAGAAGGTACGCAATATCATG	CCCCTTCTGCACACCC
UL123	GCACCCGACAAAACTCACTTAAGA	TGACGCTTGTATGATGACCATGT	ACGGGTCCATCTCTC
UL54	GAAACATAGCCGCCACAGAAC	ACGAATAGTGTTGCCGTGTCA	AACGCCGCTATCATCT
UL32	GGTGAAACGCGGATCTTGAC	GCTCACGGAGACCAGAGG	CTGTCGGAATCCTCG
UL138	CTTCCTCCCAACGGACCAA	CGGACAGACGATACCGTTTCT	ACGGCCCGATGAGATC
US28	CCGATCATCCTCAACGTAGAACT	CGGTAGTAGCAGTAGCTGATGAC	CATGCTCGGTGCTTTC
2.7kb RNA	TCACCGTTTTCTCTCTTCTCTCTCT	TCGAAGAATGAAAGACGACGATGATT	CCGCTCCTGCCACCCG

Supplementary Methods.

DNA and RNA analysis. To demonstrate that the $\Delta\Delta$Ct method is valid to quantify viral DNA using our custom viral TaqMan assays and the cellular gene RNaseP as the normalization control, the efficiency of amplification each viral gene was analyzed in parallel with RNaseP using serial dilutions of DNA isolated from lytically infected MRC-5 fibroblasts as the template. The ΔCt values ($C_T$viral gene – C_TRNaseP) for each dilution were calculated and plotted against the log ng DNA. The slopes of these plots were <0.1 (Fig. S3). Similar analyses were performed to demonstrate the validity of the $\Delta\Delta$Ct method to quantify viral RNAs using GAPDH as the normalization control. Serial dilutions of cDNA prepared from lytically infected MRC-5 cells were used as the template (Fig. S5).

Validation of flow cytometric analysis of phospho-Erk and phospho-NFkB (p65). Phospho-Erk antibody staining was validated by analyzing phorbol 12-myristate 13-acetate (PMA)-induced phosphorylation in Jurkat cells. Cells were either untreated or treated with 50nM PMA for 15 minutes, or with the MEK inhibitor U0126 (100uM) at 37°C followed by immediate fixation with 4% methanol free formaldehyde, followed by 80% methanol permeabilization. U0126 is a highly selective inhibitor of both MEK1 and MEK2. Following fix-permeabilization

the cells were washed and stained. One set of tubes were stained with pre-titered volume of

Phospho-p44/42 MAPK (Erk1/2) (Thr202/Tyr204) (D13.14.4E) rabbit mAb and the second set

stained with matched Isotype control (Fig. S6A). In addition, dose-response and kinetic analyses

were used to evaluate activation of phospho-Erk in response to PMA. Similarly phospho-p65

(NFkB) antibody staining was validated by TNF-a-induced NFkB phosphorylation of HeLa cells.

HeLa cells were either untreated or treated with 100 nM Calyculin A, an inhibitor of protein

phosphatase 1 (PP1) and protein phosphatase 2A (PP2A-C) for 10 minutes followed by 20ng/ml

of human TNF-a for 5 minutes at 37°C, followed by immediate fixation and permeabilization.

Following these, the cells were washed, and processed for staining. One set of tubes was stained

with pre-titered volume of phospho-NF-kB p65 (Ser563) (93H1) rabbit mAb and the second set

stained with matched Isotype control (Fig. S6B).

SUPPLEMENTARY FIGURES

Fig. S1. Analysis of viral RNA and DNA over the course of infection in Kasumi-3 cells.

RNAs and DNAs from representative immediate early, early and late genes were analyzed by

RT-qPCR and qPCR, respectively, at various times post-infection as described in Fig. 1 and

Materials and Methods.

Fig. S2. TNF induces expression of HCMV early and late genes. RNAs from the experiments

shown in Fig. 5 were analyzed for relative expression of the early gene UL54 and the late gene

UL32.

Fig. S3. Analysis of the efficiencies of amplification of viral genes versus RNaseP. Viral

genes and the cellular gene RNaseP were amplified in samples prepared from serial dilutions of

DNA isolated from lytically infected MRC-5 fibroblasts. The ΔCt values ($C_T$viral gene –

C_TRNaseP) for each dilution were calculated and plotted against the log ng DNA.

Fig. S4. Validation of GAPDH as a normalization control in HCMV-infected Kasumi-3

cells. Data shows average Ct values ± SD for GAPDH at various times after infection. N=4.

Fig. S5. Analysis of the efficiencies of amplification of viral RNAs versus GAPDH. Viral

RNAs and cellular GAPDH RNA were amplified in samples prepared from serial dilutions of

cDNA prepared from RNA isolated from lytically infected MRC-5 fibroblasts. The ΔCt values

($C_T$viral gene – C_TGAPDH) for each dilution were calculated and plotted against the log ng

cDNA.

Fig. S6. Phospho-antibody staining validation. (A) Representative flow cytometric analysis of

Jurkat cells treated with 100μM UO126 (blue) or 50 nM PMA-treated (green), using Phospho-

p44/42 MAPK (Erk1/2) (Thr202/Tyr204) rabbit mAb compared to a matched Isotype control

(red). (B) Representative flow cytometric analysis of HeLa cells, untreated (blue) or treated with

hTNF-α (20ng/ml) and Calyculin A (100nM) for 15 mins (green), using Phospho-NF-kB p65

(Ser563) rabbit mAb compared to a matched Isotype control (red).

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Fig. 1. HCMV latency is established after activation of transcription at 14 days post infection.
A) Schematic outlining the infection model used for studies of latency and reactivation in Kasumi-3 cells. GFP+ infected cells were purified by flow cytometry at 1 dpi. On day 14, latently infected cells were treated with TNF-α for 3 days to induce reactivation. B) Representative FACS analysis of GFP expression in Kasumi-3 infected cells at 1 dpi compared to uninfected cells. C) Release of viral particles into the media was measured by a TCID50 assay on MRC-5 cells after 2 weeks. D) UL122 mRNA expression and DNA amount were analyzed by at the indicated times post infection and expressed relative to D1 after normalization to GAPDH or RNAseP. E) RNA/DNA ratios of UL123, UL54, and UL32 over the course of infection. For Panels C to E, statistical significance was calculated by a one-way ANOVA with a Dunnett's multiple comparison test (n=4). The error bars represent standard error of the mean (SEM) and the asterisks indicate p-values (* P≤ 0.05; ** P≤ 0.01; *** P≤ 0.001; **** P ≤ 0.0001) calculated by the comparison to the peak (D4 for RNA, D8 for DNA and virus, and D1 for the RNA/DNA ratio).

Fig 2. HCMV early and late gene expression is repressed in some infected cells at 1 dpi.
A) Representative FACs analysis of HCMV infected cells at 1 dpi showing the gating strategy used to separate GFP+ and GFP- infected cells. B) UL122 DNA amount in GFP+ and GFP- infected cells was analyzed by qPCR at 1 dpi and expressed relative to GFP+ cells after normalization to RNAseP. C to E) Ratio of relative RNA expression to the relative DNA amount in GFP- cells compared to GFP+ cells at 1 dpi. For Panel B to E statistical significance was calculated by unpaired t-test (n=4). The error bars represent the SEM and the asterisks indicate p-values (ns P> 0.05; * P≤ 0.05; ** P≤ 0.01; *** P≤ 0.001; **** P ≤ 0.0001).

Fig 3. HCMV early and late gene expression is delayed in some infected cells. A) Representative FACS analysis of the GFP- population purified 1 dpi and cultured for an additional 3 days (right panel) compared to uninfected cells (left panel). B to D) Relative mRNA expression and DNA amount of UL122, UL54 and UL32 analyzed by RT-qPCR and qPCR, respectively, at the indicated times post infection and expressed relative to D1. For Panel B to D statistical significance was calculated by a one-way ANOVA with a Dunnett's multiple comparison test (n=3). The error bars represent the SEM and the asterisks indicate p-values (* P≤ 0.05; ** P≤ 0.01; *** P≤ 0.001; **** P ≤ 0.0001*) calculated by comparison to the peak at D4.

Fig. 4. Expression of latency associated RNAs. mRNA expression (A), DNA amount (B) and RNA/DNA ratio (C) of UL32, RNA2.7, UL138 and US28 analyzed at the indicated times post infection and expressed relative to D1. RNA expression values were normalized to GAPDH and the DNA amount was normalized to RNAseP. The statistical significance was calculated by 2-way ANOVA with a Tukey's multiple comparison test (n=3). The error bars represent the SEM and the asterisks indicate p-values (* P≤ 0.05; ** P≤ 0.01; *** P≤ 0.001; **** P ≤ 0.0001) calculated by comparison of the different genes at each time point.

Fig 5. TNF-α induces reactivation independently of differentiation. A) Latently infected cells (14 dpi) were treated or not with TNF-α for 3 days. On day 17, DNA and RNA from infected cells was analyzed for DNA copy number and expression of viral genes as decribed in Materials and Methods. The release of viral particles in the supernatant was measured by a TCID50 assay. The statistical significance was calculated by unpaired t-test (n=4). The error bars represent the SEM and the asterisks indicate p-values (* P< 0.05; ** P< 0.01). B) Representative FACS analysis of uninfected, latently infected cells and TNF-α treated cells for the expression of the hematopoietic progenitor marker CD34 and the viral immediate early proteins IE1/2. Reactivating cells were immunophenotyped by gating on the CD34+/IE1/2+ population and analyzing expression of markers of myeloid differentiation (CD64, CD14, CD15, CD11c and CD1c). C) Percentage of undifferentiated cells within the IE1/2 expressing population in the TNF-α treated cells (CD14-, CD64-, CD15-, CD11c-and CD1c-). The error bars represent the SEM calculated from 3 experiments.

Fig. 6. LPS does not induce reactivation in Kasumi-3 cells. A) Latently infected cells (14 dpi) were treated or not with TNF-α or LPS for 3 days. On day 17, DNA and RNA from infected cells were analyzed for DNA copy number and expression of UL122. Data from 4 independent experiments are reported as the average ± SEM. B) Production of TNF-α was assayed by ELISA in the supernatants of uninfected Kasumi-3 and THP-1 cells, treated or not with LPS, 4 hours post-treatment. Data represents 3 independent experiments. C) Representative FACS analysis of uninfected Kasumi-3 cells for the expression of CD34 and members of the LPS receptor complex, TLR-4, CD14 and MD2. D) Uninfected Kasumi-3 cells were treated or not with TNF-α or LPS for 4 hours while THP-1 cells were treated or not with LPS under the same conditions. For NF- B activity, cells were analyzed for expression of total p65 (left panel), p-p65 (S536) (middle panel) and the ratio of phospho- to total protein (right panel) relative to untreated cells. Activation of ERK was analyzed by measuring p44/42 MAPK (ERK) (left panel), Phospho-p44/42 MAPK (p-ERK) (middle panel) and the ratio of phospho- to total protein (right panel) relative to untreated cells (N=3). F to H) Uninfected Kasumi-3 cells and THP-1 cells were treated or not with LPS for 4 hours and then analyzed for RNA expression of TNF-α (F), IL-6 (G) and IL-1β (H), relative to THP-1 by qRT-PCR (N=7). Data from B to H are reported as the average ± SEM. Statistical analyses were performed using ordinary 1-way ANOVA (panel A), 2-way ANOVA with a Tukey's multiple comparison (panel B, D, and E), or pairwise comparison based on a Wilcoxon rank sum test (panel F-H) (* P< 0.05; ** P≤ 0.01; *** P≤ 0.001; **** P ≤ 0.0001).