Title: Downregulation of muscle cell *Insr* and insulin receptor signaling by hyperinsulinemia *in*

vitro and *in vivo*

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Abstract

Hyperinsulinemia is often viewed as compensatory to insulin resistance, but studies have shown that high levels of insulin may also contribute to insulin resistance. The precise mechanisms by which hyperinsulinemia contributes to insulin resistance remain poorly defined. To understand the direct effects of prolonged exposure to excess insulin in muscle cells, we incubated differentiated C2C12 mouse myotubes with elevated insulin for 16 hours, followed by 6 hours serum starvation, before examining key insulin signaling nodes. Using this model, we found that prolonged high insulin treatment significantly increased the phosphorylation of insulin receptor (INSR) and AKT, but not ERK. After serum starvation, acute AKT and ERK signaling stimulated by 0.2 - 20 nM insulin was attenuated. INSR protein levels were significantly downregulated by hyperinsulinemia in an insulin-dose-dependent manner. Surface INSR was reduced proportionally to total INSR levels. Mechanistically, we found that hyperinsulinemia strongly downregulated *Insr* mRNA which was correlated with increased threonine 24 phosphorylation of FOXO1. Interestingly, 6h serum starvation reversed the effects of high insulin on basal phosphorylation of INSR, AKT and FOXO1, and *Insr* transcription. Using RNA sequencing, bioinformatic analysis, and follow-up RNAi studies, we identified SIN3A as a negative regulator of *Insr* mRNA levels and JUND, MAX and MXI as positive regulators of *Irs2* mRNA. We validated our *in vitro* results by determining that INSR levels in mouse skeletal muscle were negatively correlated with circulating insulin *in vivo*. Together, our findings shed new light on the mechanisms underlying hyperinsulinemia-induced insulin resistance in muscle cells, which are likely to be relevant in the pathogenesis of type 2 diabetes.

Introduction

Hyperinsulinemia and insulin resistance are cardinal features of type 2 diabetes (T2D) and highly associated with each other. It has been a widely held view that insulin resistance is the primary cause of type 2 diabetes and that hyperinsulinemia is a compensatory response (1,2). However, a growing body of evidence suggests the opposite may be true in many cases (3-5). Hyperinsulinemia can be observed prior to insulin resistance in obesity and T2D (6-8) and hyperinsulinemia is the strongest predictor of T2D in long-term studies (9,10). We recently showed that hyperinsulinemia contributes causally to age-dependent insulin resistance in the absence of hyperglycemia (11). Reducing hyperinsulinemia in partial insulin gene knockout mice prevents and reverses diet-induced obesity in adult mice (11-13). Rodents (14,15), healthy humans (16,17), and people with type 1 diabetes (18) subjected to prolonged insulin administration also have reduced insulin responsiveness independent of hyperglycemia. This strongly suggests that hyperinsulinemia is a self-perpetuating cause of insulin resistance.

The mechanisms by which hyperinsulinemia contributes to insulin resistance remain poorly understood. The insulin receptor (INSR) is a critical component as the starting point of insulin action. It has been reported that obese or diabetic rodent models with hyperinsulinemia and insulin resistance have reduced insulin binding to the liver (19,20), fat (21) and pancreatic acinar cells (22). The reduction in insulin binding may be due to INSR downregulation rather than immediate changes in binding affinity, since chronic (2-16 hours), but not acute, high insulin exposure directly reduced insulin binding and INSR protein levels in adipocytes (23) and lymphocytes (24) *in vitro*. However, the molecular mechanisms of INSR down-regulation and post-receptor insulin resistance remain poorly characterized in muscle cells.

In the present study, we employed an *in vitro* model of insulin resistance using a muscle cell

line and confirmed our observations *in vivo* using mice with variable hyperinsulinemia. We found

that hyperinsulinemia induced insulin resistance featuring blunted acute insulin signaling and

transcriptional INSR downregulation associated with reduced FOXO1 activity. Transcriptome

wide consequences of hyperinsulinemia were also characterized, revealing *Sin3a* as a novel

transcription factor suppressing *Insr* expression. Our data illuminate new mechanisms by which

hyperinsulinemia contributes to insulin resistance in muscle cells.

Results

Hyperinsulinemia induces insulin resistance in muscle cells in vitro

Circulating insulin in humans oscillates in a range between 0.03 nM and 1.9 nM, and fasting

insulin less than 0.17 nM is considered normal (25). To establish a muscle cell model of

hyperinsulinemia-induced insulin resistance, we incubated differentiated mouse C2C12 myotubes

for 16 hours in a physiologically high insulin dose of 2 nM or supraphysiologically high dose of

200 nM (Fig. 1A). Hyperinsulinemia was confirmed after treatment with high insulin (Fig. 1A').

After 6-hour serum starvation, insulin signaling was characterized by measuring the

phosphorylation of AKT and ERK proteins, which represent two major insulin signaling nodes (26).

Since alterations in the basal state of the insulin signal transduction network have also been

reported in hyperinsulinemic humans and animals (27), we also measured the effects of

hyperinsulinemia on AKT and ERK phosphorylation before and after serum starvation. These

experiments showed that total AKT protein levels were significantly downregulated by prolonged

200 nM, but not 2 nM, insulin treatment, while ERK abundance was not significantly changed (Fig.

1B-D). After prolonged 200 nM insulin exposure and before serum starvation, AKT

phosphorylation at threonine (T) 308 and serine (S) 473 was significantly elevated, but ERK

phosphorylation was unaffected (Fig. 1E,F). Of note, phosphorylation of ERK1/2 was increased

by serum starvation alone, as previously reported in other cell types (Fig. 1F)(28). Acute AKT and

ERK signaling in the context of 2 nM acute insulin was significantly reduced by hyperinsulinemia

treatment in an insulin dose-dependent manner (Fig. 1E,F). We also characterized the insulin

dose- and time-dependent signaling in our *in vitro* hyperinsulinemia model (200 nM insulin).

Phosphorylation of AKT and ERK1/2 were significantly reduced under 0.2, 2, or 20 nM insulin

stimulations (Fig. 2A,B). Together, these results establish a robust muscle cell insulin resistance

model induced by hyperinsulinemia and characterized its effects on basal and acute insulin

signaling.

Hyperinsulinemia reduces INSR protein abundance but not its phosphorylation or

internalization

To better understand the effects of hyperinsulinemia on the earliest stages of insulin

signalling, we examined on INSR abundance, phosphorylation, and internalization. Remarkably,

we found the total INSR protein abundance was robustly decreased in both hyperinsulinemia

groups in an insulin dose-dependent manner (Fig. 3A, B). Serum starvation slightly recovered the

INSR downregulation in 200 nM insulin group (Fig. 3B). These results clearly demonstrated that

hyperinsulinemia can modulate INSR abundance in this cell system.

We also examined INSR tyrosine 1150/1151 autophosphorylation, which is an early step of

insulin signaling that recruits IRS and SHC, leading to PI3K-AKT or RAS-ERK activation (26).

Before starvation, both hyperinsulinemia groups had increased INSR phosphorylation, suggesting

that there was continuous insulin signaling during the high insulin treatments (Fig. 3C). Serum

starvation completely reversed INSR hyperphosphorylation (Fig. 3C). While INSR

phosphorylation was not significantly different after 10 min of acute insulin stimulation (Fig. 3C),

analysis of dose- and time-dependent insulin signaling revealed a tendency for increased

phosphorylated-to-total INSR ratio in insulin-stimulated cells exposed overnight to 200 nM insulin

(Fig. 3D). The increased INSR phosphorylation per receptor was offset by the reduced INSR

number, leading to a decreased phospho-INSR-to-tubulin ratio (i.e. the overall INSR

phosphorylation events per cell) (Fig. 3D). These data indicate that the were not defects in INSR

phosphorylation upon acute insulin stimulation in our system.

Impaired INSR endocytosis has been implicated in insulin resistance (29,30). Therefore,

basal surface INSR, as well as dose- and time-dependent INSR internalization were examined in

our hyperinsulinemia model using a surface biotinylation assay (Fig. 4A). Serum starvation slightly

decreased surface-to-total INSR ratio, while hyperinsulinemia had no significant effects (Fig. 4B).

Upon acute insulin stimulation, the internalized INSR to total INSR ratio did not have evident

differences except for a small increase when stimulated by 2 nM insulin (Fig. 4C). Therefore,

hyperinsulinemia-induced insulin resistance may be mediated by a reduction in total INSR that

results in a proportional reduction in INSR protein at the cell surface. The fraction of INSR

internalized during acute insulin signaling was not drastically affected by hyperinsulinemia under

these conditions. Collectively, our experiments suggest that hyperinsulinemia-induced insulin

resistance in muscle cells is mediated in large part by a reduction in total INSR, and not by

affecting its activity or internalization.

Circulating insulin negatively correlates with INSR level in vivo

To validate our *in vitro* studies, we examined the relationship between *in vivo* insulin

concentration and muscle INSR levels in mice. As in our previous studies (12), insulin gene

dosage was manipulated ($Ins1^{+/+};Ins2^{-/-}$ and $Ins1^{+/-};Ins2^{-/-}$) to generate variance in circulating

insulin. The mice were fed with high fat diet (HFD) known to induced pronounced hyperinsulinemia

(12,31) or low fat diet (LFD). These experiments showed that INSR protein abundance negatively

correlated with both fasting insulin and fasting glucose in the HFD group (Fig. 5A-B). However,

the LFD group only had a negative correlation between INSR level and insulin, with no correlation

between INSR and glucose (Fig. 5C-D). These data support the concept that insulin, independent

from glucose, can negatively regulate INSR levels in skeletal muscle. This is consistent with our

in vitro hyperinsulinemia model and our previous *in vivo* data demonstrating improved insulin

sensitivity over time in mice with genetically reduced insulin production (11). These data also

suggest an interaction between insulin, glucose and INSR that is dependent on the conditions of

the HFD.

Hyperinsulinemia reduces Insr mRNA alongside FOXO1 inhibition

One possible cause of INSR downregulation would be the reduced expression of the *Insr*

gene (22). To test this hypothesis, we measured the mRNA of *Insr* isoforms A and B (*Insr-A* and

Insr-B) by qPCR. In our hands, *Insr-A* is the predominant isoform in C2C12 myotubes (Fig. 6A).

Both *Insr-A* and *Insr-B* mRNA were equally and robustly downregulated after hyperinsulinemia

and partially recovered by serum starvation (Fig. 6A), consistent with the change of INSR protein

abundance. Interestingly, insulin-like growth factor 1 receptor (*Igfr1*), which has similar structure

and signaling as INSR, was also reduced by hyperinsulinemia at the transcriptional level (Fig. 6B).

Alteration in *Insr* alternative splicing has been implicated in hyperinsulinemia (32). In our model,

the ratio of *Insr-A* and *Insr-B* mRNA was not affected by hyperinsulinemia or serum starvation (Fig.

6C). Our evidence suggests that hyperinsulinemia and serum starvation regulate INSR protein

abundance by regulating *Insr* mRNA levels.

Forkhead box protein O1 (FOXO1) is a known transcriptional regulator of the *Insr* gene and

is also a key mediator of insulin signaling (33-35). In *Drosophila* and mouse myoblasts, FOXO1

activity is necessary and sufficient to increase *Insr* transcription under serum fasting and reverse

this effect in the presence of insulin (34). Therefore, we sought to determine the activity of FOXO1

in our hyperinsulinemic model. Indeed, high insulin increased FOXO1 phosphorylation on T24,

which is an AKT-associated event known to exclude FOXO1 from the nucleus and decrease its

transcriptional activity (36), but did not affect total FOXO1 abundance (Fig. 6D). T24

phosphorylation of FOXO1 significantly decreased after starvation (Fig. 6D), consistent with our

observed effects on AKT phosphorylation and *Insr* transcription. Our data therefore support the

work of other groups indicating a role for FOXO1 in *Insr* gene expression. However, knocking

down *Foxo1* mRNA by 40% was insufficient to alter *Insr* mRNA level in C2C12 myoblast (n=5,

data no shown), suggesting the possibility of additional redundancy associated with either the

remaining 60% of FOXO1 expression or other proteins.

Hyperinsulinemia and serum starvation remodels transcriptome

To further investigate the mechanisms of hyperinsulinemia-induced insulin resistance and

to identify new molecular targets, we conducted RNA sequencing (RNAseq) to illustrate the effects

of prolonged insulin and serum starvation. We compared the transcriptomes of 5 cultures in each

of 4 treatment groups (0 nM or 200 nM insulin, both before and after serum starvation). Principle

component analysis (PCA) of RNAseq data showed distinct clustering by hyperinsulinemia or

starvation after hyperinsulinemia, but not by starvation itself (Fig. 7A). Many interesting genes

previously linked to metabolism and diabetes were differentially expressed between control and

hyperinsulinemic groups both before and after serum starvation (Fig. 7B). Several genes that are

altered by hyperinsulinemia before starvation changed in the opposite direction after serum

starvation, including *Irs2* (Fig. 7B). Through KEGG pathway enrichment analysis, we found that

the top pathways upregulated by hyperinsulinemia were related to transcription, translation and

DNA repair (Fig. S1A), while the top downregulated pathways included FOXO signaling, RAS,

and MAPK signaling (Fig. 7C). Many of these downregulated pathways were upregulated by

starvation (200 nM, BS vs AS), but also remained downregulated after starvation (AS, 0 vs 200

nM) (Fig. 7C). We focused on the effects of hyperinsulinemia before starvation and the genes

altered in the pathways closely related to insulin signaling by protein-protein interaction network,

such as insulin signaling, FOXO signaling, PI3K-AKT signaling, and RAS and MAPK signaling

pathways (Fig.7D, E, Fig. S1B,C). Altered components of these signaling pathways of interest

were also mapped onto KEGG pathways (Fig. S2A-E). Of note, many genes of key insulin

signaling proteins were downregulated by hyperinsulinemia, including *Insr*, *Irs1*, *Irs2*, *Akt3*, *Pik3ca*,

Pik3cb, and *Pik3r3*. Hyperinsulinemia has been previously shown to downregulate insulin

signaling proteins such as IRS1 and IRS2 (37,38). Overall, our transcriptomics data revealed

strong, reciprocal effects of prolonged hyperinsulinemia and insulin removal on insulin signaling

genes.

Novel transcription factors regulate Insr expression and transcriptomic remodeling by

insulin

Next, we bioinformatically predicted the upstream transcriptional regulators using a

transcriptional factor-gene network built from the differentially expressed genes (Fig. 8A). The top

30 transcriptional factors with high degree of connections to altered genes (Fig. 8A), were

compared to common transcription factor binding sites of several differentially expressed genes

that encode key proteins in insulin signaling (Fig. 8B). The resulting 11 transcription factors were

deemed candidates to affect the transcriptional changes in *Insr* and other insulin signaling genes

during hyperinsulinemia (Fig. 8B). To investigate the role of these transcription factors on *Insr*

expression, we conducted siRNA knockdown for each transcription factor, with knockdown

efficiencies varying between 45% and 85% (Fig. 8C). *Sin3a* knockdown (~70%) resulted in a

significant increase in *Insr* mRNA, indicating that this transcription factor has a repressive effect

(Fig. 8D). In addition, we also assessed the expression of *Irs2*, which had larger fold change than

Insr upon hyperinsulinemia and starvation. Knockdown of *Jund*, *Max*, and *Mxi1* downregulated

Irs2, which suggested that these transcription factors are involved in *Irs2* transcription and may

contribute to insulin resistance (Fig. 8D). In conclusion, we identified transcription factors for *Insr*

and *Irs2* genes among the predicted upstream transcriptional regulators.

Discussion

The goal of this study was to explore the mechanisms of hyperinsulinemia-induced insulin

resistance in skeletal muscle cells. We demonstrated that prolonged physiological and

supraphysiological hyperinsulinemia induced a reduction of AKT and ERK signaling (Fig. 8E).

Remarkably, while serum starvation partially reversed the effects of overnight hyperinsulinemia,

much of the impaired acute insulin signaling was sustained after 6 hours of insulin withdrawal and

serum starvation, suggesting that long-term molecular changes underlie these differences. The

effects of prolonged hyperinsulinemia were insulin dose-dependent from the physiological to the

supraphysiological range. We demonstrated that the impaired insulin response in our system can

be partially accounted for by INSR downregulation at the transcription level via FOXO1

phosphorylation, and also used transcriptomic profiling to discover new factors that regulate

insulin signalling in our system including SIN3A, JUND, MAX, and MXI1.

Our *in vitro* cell culture model provided a robust and controlled system for examining the

direct effects of excess insulin, and insulin withdrawal, on multiple components of insulin signaling

in muscle cells. Our results are consistent with other *in vitro* cell culture systems designed to

examine the effects of hyperinsulinemia. For example, reduced AKT and ERK signaling and INSR

abundance were also reported in hyperinsulinemia-treated β-cells (INS1E cell line and rat islets)

and enteroendocrine L cells (39,40). Insulin exposure over 3 days blunted IRS1 and AKT

phosphorylation in human muscle derived cells (41). Nevertheless, the mechanisms of sustained

alterations in AKT and ERK phosphorylation were not fully understood. In our experiments, there

were suppressed AKT and ERK phosphorylation at all time points, suggesting that the insulin

resistance we observed was impaired responsiveness consistent with signaling deficiencies at

both the receptor level and in post-receptor components (42). Indeed, multiple components of

insulin signaling were reduced at the transcriptional level revealed by RNAseq, including *Akt3*

which is consistant with the reduced AKT protein abundance. We speculate that the proteosome

may also be involved because IGF1 treatment can cause proteasome-dependent downregulation

of AKT protein (43). Our observations verified the distinct responses to hyperinsulinemia on the

bifurcate insulin signaling pathways. Chronic 200 nM insulin treatment preferentially increased

basal AKT phosphorylation as a sign of sustained activation, but did not increase the basal ERK

phosphorylation, possibly due to desensitization, as reported in neurons (44). Diet- and

hyperinsulinemia-induced insulin resistance is generally considered to be related specifically to

AKT phosphorylation. Interestingly, chemical inhibition of AKT pathway, but not ERK pathway,

has been reported to protect insulin resistance both *in vitro* and *in vivo* (44,45). Further work is

required to understand the interplay between INSR expression and both major branches of

downstream signaling.

A major observation of our work is that hyperinsulinemia directly reduced *Insr* mRNA in

cultured cells, consistent with reports from other cell culture systems (22,46). In a previous study,

we observed a ~20% increase in *Insr* mRNA from skeletal muscle samples of *Ins1*$^{+/-}$;*Ins2*$^{-/-}$ mice

compared to *Ins1*$^{+/+}$;*Ins2*$^{-/-}$ mice, as well as a trend of a ~50% increase in *Foxo1* mRNA (12). Our

in vivo data in mice are also consistent with the limited data from human studies. For example,

T2D patients with higher fasting insulin were found to have lower *Insr* mRNA expression in skeletal

muscle biopsies (47). While relative hyperglycemia can increase *Insr* expression in lymphocyte

and cancer cell lines (48,49), high glucose inhibits β-cell *Insr* expression through autocrine insulin

action and INSR-FOXO1 signaling (48,49). Interestingly, glucose could only induce insulin

resistance in the presence of insulin in cultured hepatocytes, adipocytes and skeletal muscle

(21,50,51). Therefore, reduced *Insr* expression by hyperinsulinemia may be a key, independent

factor of INSR downregulation and insulin resistance.

Intermittent fasting, time-restricted feeding, caloric restriction, and/or carbohydrate restriction

have been shown to have health benefits in diabetes, including reducing hyperinsulinemia,

increasing insulin sensitivity, improving β-cell responsiveness, and lowering the levels of

circulating glucose (52-54). Several human trials suggest that fasting regimes can be more

effective for reducing insulin and increasing insulin sensitivity than they are for reducing glucose

(55,56). By mimicking the low-insulin state, the serum starvation phase of our studies revealed

some possible molecular mechanisms of the beneficial effects of fasting on muscle cells, which

includes the restoration of protein phosphorylation in insulin signaling pathways and partial

recovery of *Insr* transcription and INSR protein. These data hint that some deleterious effects of

hyperinsulinemia are reversible but may require a long enough low-insulin period.

RNAseq results revealed broad effects of hyperinsulinemia and serum starvation on insulin

signaling and FOXO signaling pathways, and highlighted protential upstream transcription factors.

Besides FOXO1, other transcription factors such as SP1, HMGA1, C/EBPβ, and NUCKS have

been reported to regulate *Insr* expression (57-59), but their role in hyperinsulinemia will require

further investigation. We identified at least one novel transcriptional repressor of the *Insr* gene,

SIN3A, which was upregulated by hyperinsulinemia. SIN3A interacts with histone deacetylases

to inhibit transcription and interacts with other transcription factors that were found in our

transcriptomics/bioformatics analyses (60). For example, SIN3A and MYC inhibits each other and

form a negative feedback loop (61). MAX dimerizes with either MYC or MXI1 (MAD family protein)

in a competing manner to activate or repress target genes (62), and MXI1 recruits SIN3A for gene

inhibition (62). Interestingly, the knockdown level we achieved for MYC, MAX, MXI1 did not have

significant effects on transcripiton of *Insr*. One possibility is that the roles of these transcrioption

factors on *Insr* are indirect and rely on the action of SIN3A, while another possibility is that SIN3A

acts through alterative pathways. A recent study identified SIN3A as a FOXO1 corepressor of the

glucokinase gene in liver (63). Additional studies will be required to elucidate possible interactions

between SIN3A and FOXO1 on the downregulation INSR in our system.

The present study has limitations and leaves many questions unanswered. We employed a

16-hour insulin incubation instead of a more chronic, multiday hyperinsulinemia treatment. The

main reason for this is that insulin promotes the further differentiation of C2C12 myotubes (64),

meaning that chronic treatment during differentiation would likely introduce unmanageble

variance in the muscle cell model. Our study cannot rule out effects of hyperinsulinemia on INSR

protein degradation and overall proteolysis, which can be increased by high insulin in lymphocytes

and adipocytes (22,23,65). However, the fold reduction of *Insr* mRNA was smaller than fold

reduction of INSR protein in our cell model, suggesting that additional mechanisms may be

involved in modulating the protein abundance of INSR. In addition to the downregulation of INSR

protein abundance, we found a subtle increase in INSR internalization with, but future studies will

be required to determine the role and mechanism of this phenomenon. Interestingly, chick liver

cells exposed to 50 nM insulin for 18 h had decreased surface, but unchanged total, INSR with

no alteration in INSR protein synthesis and degradation rates, suggesting that the regulation of

INSR by hyperinsulinemia may have distinct control mechanisms in certain cell types (20).

Despite its inherent reductionism, our *in vitro* model reemphasized the critical role of

hyperinsulinemia in the development of insulin resistance and T2D. We demonstrated that *in vitro*

hyperinsulinemia and serum fasting have profound effects on AKT and ERK signaling and protein

levels, INSR abundance and localization, and transcriptional activities, which provided valuable

insights on the molecular mechanisms of insulin resistance. Future additional characterization of

the effect of hyperinsulinemism on INSR trafficking, degradation, and detailed post-receptor

alterations will provide more insight in the molecular mechanisms of diabetes progression and

further highlights dysregulated basal insulin as a direct cause and hallmark of diabetes.

Experimental Procedures

Cell culture

The C2C12 mouse myoblast (ATCC cell line provided by Dr. Brain Rodrigues, University

of British Columbia, Vancouver, Canada) was maintained in Dulbecco's modified Eagle's

medium (DMEM, Invitrogen) supplemented with 10% (v/v) fetal bovine serum (FBS, Gibco), and

1% penicillin-streptomycin (100 µg/ml; Gibco). For downstream analysis, 8×10^5 cells/well of

cells were seeded in 6-well plates and cultured at 37 °C under 5% CO_2. Confluent (90%)

myoblasts were differentiated into myotubes by culturing the cells in differentiation medium

(DMEM supplemented with 2% horse serum and 1% penicillin-streptomycin) for 10 days. To

induce insulin resistance by hyperinsulinemia *in vitro*, C2C12 myotubes were cultured in

differentiation medium containing 2 or 200 nM human insulin (Cat.# I9278, Sigma) for 16 hours

prior to reaching day 10 (Fig.1A). Insulin concentrations after the 16 h hyperinsulinemia treatment

were measured using human insulin RIA kit (Millipore). For serum starvation, myotubes were

maintained in serum-free medium (DMEM supplemented with 1% penicillin-streptomycin) for 6

hours. All experiments were repeated with biological replicates using cells in different passages.

Experimental Animals

Animal protocols were approved by the University of British Columbia Animal Care

Committee. *Ins1*$^{+/+}$;*Ins2*$^{-/-}$ and *Ins1*$^{+/-}$;*Ins2*$^{-/-}$ mice were randomly assigned to be fed *ad libitum*

either a high fat diet (Research Diets D12492, 20% protein, 60% fat, 20% carbohydrate content,

energy density 5.21Kcal/g, Brunswick, NJ, US) or low fat diet (Research Diets D12450B, 20%

protein 10% fat, 70% carbohydrate content, energy density 3.82Kcal/g, Brunswick, NJ, US) for 4

weeks starting from 8 weeks old. Blood fasting glucose was measured using OneTouch Ultra2

glucose meters (LifeScan Canada Ltd, BC, Canada), and serum fasting insulin were assessed

using mouse insulin ELISA kit (Alpco Diagnostics, Salem, NH, USA), following 4-hour fasting.

Western blot analyses

345   C2C12 myotubes or mice skeletal muscle (gastrocnemius) tissues were sonicated in RIPA

346 buffer (50 mM β-glycerol phosphate, 10 mM HEPES, 1% Triton X-100, 70 mM NaCl, 2 mM EGTA,

347 1 mM Na_3VO_4, and 1 mM NaF) supplemented with complete mini protease inhibitor cocktail

348 (Roche, Laval, QC), and lysates were resolved by SDS-PAGE. Proteins were then transferred to

349 PVDF membranes (BioRad, CA) and probed with antibodies against p-ERK1/2 (Thr202/Tyr204)

350 (1:1000, Cat. #4370), ERK1/2 (1:1000, Cat. #4695), p-AKT (Ser473) (1:1000, Cat. #9271), p-AKT

351 (Thr308) (1:1000, Cat. #9275), AKT (1:1000, Cat. #9272), INSR-β subunit (1:1000, Cat. #3020S),

352 p-INSRβ (Tyr1150/1151) (1:1000, Cat. #3024), FOXO1 (1:1000, Cat. #2880), p-FOXO1 (Thr24)

353 (1:1000, Cat. #9464), all from Cell Signalling (CST), and β-tubulin (1:2000, Cat. #T0198, Sigma).

354 The signals were detected by secondary HRP-conjugated antibodies (Anti-mouse, Cat. #7076;

355 Anti-rabbit, Cat. #7074; CST) and Pierce ECL Western Blotting Substrate (Thermo Fisher

356 Scientific). Protein band intensities were quantified with Image Studio Lite software (LI-COR).

358 **siRNA knockdown in C2C12 myoblasts**

359   All siRNAs are from Thermo Fisher Scientific with the specific Assay IDs as follows: *Foxo1*

360 (MSS226201), *Sin3a* (151684), *Elf1* (157302), *Mxi1* (68202), *Myc* (68302), *Ets1* (101877), *Hcfc1*

361 (158001), *Nrf1* (68266), *Jund* (67635), *Ctcf* (60925), *Max* (155266), *Maz* (501159), Silencer Cy3-

362 labeled Negative Control No.1 siRNA (AM4621). siRNAs were transfected into C2C12 myoblasts

363 using the Lipofectamine RNAiMAX reagent (Invitrogen) according to the manufacturer's

364 instructions with 50 pmol of siRNA and 4 µl of transfection reagent per well of a 12-well plate.

366 **RNA isolation and quantitative real-time PCR analysis**

Total RNA was isolated from both control and high insulin-treated C2C12 myotubes before

and after serum starvation or C2C12 myoblasts post siRNA transfection using the RNEasy mini

kit (Qiagen). cDNA was generated by reverse transcription using qScript cDNA synthesis kit

(Quanta Biosciences, Gaithersburg, MD, USA). Transcript levels of target genes in the equal

amount of total cDNA were quantified with SYBR green chemistry (Quanta Biosciences) on a

StepOnePlus Real-time PCR System (Applied Biosystems). All data were normalized to *Hprt* by

the $2^{-\Delta Ct}$ method. The following primers are used in qPCR: *Insr-A/B* forward 5'-

TCCTGAAGGAGCTGGAGGAGT-3', *Insr-A* reverse 5'-CTTTCGGGATGGCCTGG-3', *Insr-B*

reverse 5'-TTCGGGATGGCCTACTGTC-3' (66); *Insr* (in siRNA experiments) forward 5'-

TTTGTCATGGATGGAGGCTA-3' and reverse 5'-CCTCATCTTGGGGTTGAACT-3' (67) *Igf1r*

forward 5'-GGCACAACTACTGCTCCAAAGAC-3' and reverse 5'-CTTTATCACCACCACACACT

TCTG-3' (66); *Hprt* forward 5'-TCAGTCAACGGGGGACATAAA-3' and reverse 5'-GGGGCTGT

ACTGCTTAACCAG-3' (68); *Foxo1* forward 5'-CCCAGGCCGGAGTTTAACC-3' and reverse 5'-

GTTGCTCATAAAGTCGGTGCT-3', *Tbp* forward 5'-AGAACAATCCAGACTAGCAGCA-3' and

reverse 5'-GGGAACTTCACATCACAGCTC-3', *Nrf1* forward 5'-TATGGCGGAAGTAATGAAAG

ACG-3' and reverse 5'-CAACGTAAGCTCTGCCTTGTT-3', *Jund* forward 5'-GAAACGCCCTTCTA

TGGCGA-3' and reverse 5'-CAGCGCGTCTTTCTTCAGC-3', *Ctcf* forward 5'-GATCCTACCCTTC

TCCAGATGAA-3' and reverse 5'-GTACCGTCACAGGAACAGGT-3', *Mxi1* forward 5'-AACATGG

CTACGCCTCATCG-3' and reverse 5'-CGGTTCTTTTCCAACTCATTGTG-3', *Elf1* forward 5'-

TGTCCAACAGAACGACCTAGT-3' and reverse 5'-CACACAAGCTAGACCAGCATAA-3', *Ets1*

forward 5'-TCCTATCAGCTCGGAAGAACTC-3' and reverse 5'-TCTTGCTTGATGGCAAAGT

AGTC-3', *Maz* forward 5'-GCCCCAGTTGCATCTGTCTT-3' and reverse 5'-CTTCGGAGGTTGT

AGCCGTT-3', *Max* forward 5'-ACCATAATGCACTGGAACGAAA-3' and reverse 5'-GTCCCGC

AAACTGTGAAAGC-3', *Myc* forward 5'-ATGCCCCTCAACGTGAACTTC-3' and reverse 5'-

CGCAACATAGGATGGAGAGCA-3', *Hcfc1* forward 5'-CGGCAACGAGGGGATAGTG-3' and

reverse 5'-TAGGCGAGTACCATCACACAC-3', *Sin3a* forward 5'-GCCTGTGGAGTTTAATCAT

GCC-3' and reverse 5'-CCTCTTGCTCAGTCAAAGCTG-3', *Irs2* forward 5'-CTGCGTCCTCTCC

CAAAGTG-3' and reverse 5'-GGGGTCATGGGCATGTAGC-3' (PrimerBank https://pga.mgh.

harvard.edu/primerbank/index.html).

Surface Protein Biotinylation Assay

Biotinylation of surface proteins was performed as previously described (69) with

modifications (Fig. 4A). In brief, cells were incubated with cell-impermeable EZ-Link-NHS-SS-

biotin (300 µg/ml in PBS; Pierce) at 37°C for 2 min. Cells were then immediately placed on ice

and washed with ice-cold 50 mM Tris-buffered saline (TBS) to remove excess biotin. For isolating

surface proteins, cells were washed using ice-cold PBS and lysed in complete RIPA buffer

(supplemented with cOmplete mini protease inhibitor cocktail (Roche, Laval, QC) and Na_3VO_4).

For detecting internalized proteins, cells were washed with PBS and incubated in serum-free

medium supplemented with 0.2, 2 or 20 nM insulin at 37°C to stimulate INSR internalization. After

certain time periods, cells were placed on ice, washed with ice-cold PBS, incubated with

Glutathione solution (50 mM glutathione, 75 mM NaCl, 1 mM EDTA, 1% BSA, 75 mM NaOH) for

20 min to strip remaining surface biotin, washed with excess PBS, and lysed in complete RIPA

buffer. Lysates were quantitated and incubated with NeutrAvidin beads (Pierce) overnight at 4 °C

to isolate biotinylated surface or internalized proteins. Biotinylated proteins were eluted from the

NeutrAvidin beads by boiling in Blue Loading Buffer (CST) containing 50 mM DTT for 5 min.

Surface or internalized INSR in eluent and total INSR in lysates were detected in Western blot

analysis.

RNA sequencing and bioinformatic analysis

Total RNA isolated from both control and 200 nM insulin-treated C2C12 myotubes before

and after serum starvation (4 groups, n = 5 each group) were sequenced by BRC Sequencing

Core at the University of British Columbia. Sample quality control was performed using the Agilent

2100 Bioanalyzer. Qualifying samples were then prepped following the standard protocol for the

NEBNext Ultra II Stranded mRNA (New England Biolabs). Sequencing was performed on the

Illumina NextSeq 500 with Paired End 42bp × 42bp reads. Sequencing data was demultiplexed

using Illumina's bcl2fastq2. De-multiplexed read sequences were then aligned to the Mus

Musculous mm10 reference sequence using STAR aligner (https://www.ncbi.nlm.nih.gov/

pubmed/23104886). Assembly was estimated using Cufflinks (http://cole-trapnell-

lab.github.io/cufflinks/) through bioinformatics apps available on Illumina Sequence Hub using

default settings. A visual analytic platform NetworkAnalyst 3.0 (http://www.networkanalyst.ca/)

was used for PCA, differential expression (DESeq2), PPI network, and TF-gene network analysis.

For the transcription factor and gene network, data are derived from the ENCODE ChIP-seq data.

PPI network data are based on STRING interactome with high (900-1000) confidence score.

Statistics

Data were presented as mean ± SEM in addition to the individual data points. All data were

analyzed using R Studio 3.4.1. A significance level of adjusted $p < 0.05$ was used throughout. All

western blot quantifications (protein band intensity) were analyzed using linear regression

modeling (70). Linear mixed effect models (R package – lme4) were fitted using restricted

maximum likelihood (70,71). Predictor variables were included as fixed effects and sample IDs

were included as random effects. Mixed effect modeling was used to account for repeated sample

measurements and missing data (70). Where the random effect was not significant, linear fixed

effect modeling was used. Heteroscedasticity and normality of residuals were analyzed used

Levene's test and the Shapiro–Wilk test, respectively. Predictor variables, insulin treatment

(overnight and acute) and time, were treated as ordinal factors and continuous factor, respectively.

The outcome variable, protein band intensity, was treated as a continuous factor and log-

transformed when residuals are not homoscedastic and/or normally distributed. Multiple

comparison p-values were adjusted using the Tukey method.

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Contributions: HC designed the study, performed all experiments except the high-fat feeding,

analyzed data and wrote the manuscript. JDB performed *in vivo* high fat feeding and analyzed

the related data. SW performed statistical analysis and edited the manuscript. NN performed

siRNA knockdown experiments. JDJ designed the study, supervised the research and edited the

manuscript. JDJ is the ultimate guarantor of this work.

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Figure Legends

Figure 1. Basal and acute insulin signaling in an *in vitro* model of hyperinsulinemia-

induced insulin resistance. (A) The workflow of C2C12 myotube differentiation, high insulin

treatment and serum starvation. Differentiated myotubes were cultured in control (0 nM insulin)

or hyperinsulinemic (2 or 200 nM insulin) medium for 16 hours and were analyzed before and

after serum starvation. **(A')** The insulin concentration in the medium at the end of 16-hour high

insulin treatment (n=3). **(B)** Representative western blot images of phospho-AKT (T308, S473),

total AKT, phospho-ERK1/2, and total ERK1/2. **(C)** Total AKT and **(D)** total ERK abundance under

high insulin treatments before starvation (BS) and after starvation (AS). **(E)** phospho-AKT (T308,

S473) and **(F)** phospho-ERK1/2 measurements before starvation (BS), after starvation (AS), and

stimulated by 0.2 or 2 nM insulin for 10 min after serum starvation. (n=6-9; # effect of

hyperinsulinemia, $ effect of starvation, & effect of acute insulin, ✕ interaction between two factors,

Mixed Effect Model.)

Figure 2. Insulin dose- and time-depend acute insulin signaling in a hyperinsulinemia-

induced insulin resistance model. Myotubes cultured in control (0 nM insulin) or

hyperinsulinemic (200 nM insulin) medium were stimulated with acute 0.2, 2 or 20 nM insulin for

1, 5, 10, 15 or 30 min after serum starvation. **(A)** phospho-AKT (T308, S473) and **(B)** phospho-

ERK1/2 was measured. (n=4; # effect of hyperinsulinemia, & effect of acute insulin, ✕ interaction

between two factors, Mixed Effect Model.)

Figure 3. Effects of hyperinsulinemia and serum starvation on INSR protein abundance

and phosphorylation. (A) Representative western blot images of phospho-INSR (Y1150/1151)

and total INSR. **(B)** The level of total INSR protein before or after serum starvation (n=4-6). **(C)**

phospho-INSR (T308, S473) measurements before starvation (BS), after starvation (AS), and

stimulated by 0.2 or 2 nM insulin for 10 min after serum starvation (n=4-6). **(D)** Insulin dose- and

time-dependent INSR phosphorylation after serum starvation (n=4). (# effect of hyperinsulinemia,

$ effect of starvation, & effect of acute insulin, × interaction between two factors, mixed effect

model.)

Figure 4. Effects of *in vitro* hyperinsulinemia on INSR internalization. (A) Scheme of surface

biotinylation assay to measure surface or internalized INSR. Internalized INSR in isolated proteins

is detected by western blots. **(B)** The ratio of surface to total INSR ((n = 3 in BS group, n = 10 in

AS group). **(C)** The ratio of internalized to total INSR (n = 4). ($^{\#}$ effect of hyperinsulinemia, $^{\$}$ effect

of starvation, × interaction between two factors, mixed effect model).

Figure 5. *In vivo* correlation between INSR abundance and fasting insulin or glucose in

mouse skeletal muscle. (A) INSR and fasting insulin in LFD-fed mice. **(B)** INSR and fasting

glucose in LFD-fed mice. **(C)** INSR and fasting insulin in HFD-fed mice. **(D)** INSR and fasting

glucose in HFD-fed mice. (n = 7-11)

Figure 6. Effects of prolonged hyperinsulinemia and starvation on *Insr* transcription and

FOXO1 phosphorylation *in vitro*. (A) The mRNA levels of *Insr* isoform A or B *(Insr-A or B)* before

and after starvation (BS and AS) assessed by qPCR. **(B)** *Igf1r* mRNA level. **(C)** The ratio of *Insr-*

A to *Insr-B* mRNA (n=5). **(D)** Total and T24 phosphorylation of FOXO1 (n = 3 in BS group, n = 10

in AS group). ([#] effect of hyperinsulinemia, [$] effect of starvation, × interaction between two factors,

mixed effect model).

Figure 7. Transcriptomic analysis of hyperinsulinemia and serum starvation. (A) Principle

component analysis (PCA) of RNA-seq data from 4 groups of treatments, including 0 nM or 200

nM prolonged insulin both before and after serum starvation. **(B)** Top 50 differentially expressed

genes that have highest adjusted p value and more than 2-fold changes in nested comparisons

for the effects of hyperinsulinemia before and after serum starvation. **(C)** Top 20 KEGG pathways

enriched among downregulated genes by hyperinsulinemia before starvation (BS, 0 vs 200 nM

insulin). The direction of change of the same pathways affected by starvation (200 nM, BS vs AS)

or after starvation (AS, 0 vs 200 nM) are also shown. **(D)** Insulin signaling, and **(E)** FOXO signaling

pathways enriched in the PPI network of deferentially expressed genes.

Figure 8. Identification of upstream transcription factors mediating the overall

transcriptomic changes and insulin receptor expression. (A) TF-gene network predicted

upstream transcriptional regulators of differentially expressed genes by hyperinsulinemia before

starvation. **(B)** Common TFs between the top 30 TF nodes from (A) and key genes in insulin

signaling pathways that are downregulated by hyperinsulinemia. TFs upregulated by

hyperinsulinemia are in red. **(C)** mRNA levels of the common TFs in (B) after siRNA knockdown.

(D) The effects of each siRNA knockdown on *Insr* and *Irs2* mRNA levels. (n=4; * $p<0.05$, 1-

ANOVA followed by Dunnett multiple comparison test against si*Control*). **(E)** Graphic summary of

our current model. Hyperinsulinemia induced sustained phosphorylation of INSR and AKT, which

resulted in the inhibition of FOXO1 leading to reduced *Insr* transcription. Dowregulated INSR and

post receptor components resulted in reduced insulin signaling upon acute insulin stimulation.

SIN3A, which was upregulated by hyperinsulinemia, might repress *Insr* transcription.

Figure 1. Basal and acute insulin signaling in an *in vitro* hyperinsulinemia-induced insulin resistance model.

Figure 2. Insulin dose- and time-depend acute insulin signaling in the hyperinsulinemia-induced insulin resistance model.

Figure 3. Effects of hyperinsulinemia and serum starvation on INSR abundance and phosphorylation .

Figure 4. Effects of *in vitro* hyperinsulinemia on INSR internalization.

Figure 5. *In vivo* correlation between INSR abundance and fasting insulin or glucose in mouse skeletal muscle.

Figure 6. Effects of prolonged hyperinsulinemia and starvation on *Insr* transcription and FOXO1 phosphorylation *in vitro*.

Figure 7. Transcriptomic analysis of hyperinsulinemia and serum starvation.

Figure 8. Identification of upstream transcription factors mediating the overall transcriptomic changes and insulin receptor expression.

Supplementary Figures

Figure S1. Transcriptomic analysis of hyperinsulinemia and serum starvation. (A) Top 20 KEGG pathways enriched from up or down regulated genes in all 4 comparisons of insulin and starvation treatments. **(B)** RAS and MAPK signaling, and **(C)** PI3K-AKT signaling pathways enriched in the PPI network of deferentially expressed genes by hyperinsulinemia before starvation (BS, 0 vs 200 nM insulin).

Figure S2. Alterations in KEGG pathways. Differentially expressed genes altered by hyperinsulinemia before starvation (BS, 0 vs 200 nM insulin) are mapped to corresponding proteins in **(A)** Insulin signaling, **(B)** PI3K-AKT signaling, **(C)** RAS and **(D)** MAPK, and **(E)** FOXO signaling pathways.

Figure S1. Transcriptomic analysis of hyperinsulinemia and serum starvation.

Figure S2. Alterations in KEGG pathways.

Figure S2. Alterations in KEGG pathways.

E

Figure S2. Alterations in KEGG pathways.