

Coordinated control of senescence by lncRNA and a  
novel T-box3 co-repressor complex

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## **Abstract**

Cellular senescence is a crucial tumor suppressor mechanism. We discovered a CAPER $\alpha$ /TBX3 repressor complex required to prevent senescence in primary cells and mouse embryos. Critical, previously unknown roles for CAPER $\alpha$  in controlling cell proliferation are manifest in an obligatory interaction with TBX3 to regulate chromatin structure and repress transcription of *CDKN2A-p16<sup>INK</sup>* and the RB pathway. The lncRNA *UCA1* is a direct target of CAPER $\alpha$ /TBX3 repression whose overexpression is sufficient to induce senescence. In proliferating cells, we found that hnRNPA1 binds and destabilizes *CDKN2A-p16<sup>INK</sup>* mRNA whereas during senescence, *UCA1* sequesters hnRNPA1 and thus stabilizes *CDKN2A-p16<sup>INK</sup>*. Thus CAPER $\alpha$ /TBX3 and *UCA1* constitute a coordinated, reinforcing mechanism to regulate both *CDKN2A-p16<sup>INK</sup>* transcription and mRNA stability. Dissociation of the CAPER $\alpha$ /TBX3 co-repressor during oncogenic stress activates *UCA1*, revealing a novel mechanism for oncogene-induced senescence. Our elucidation of CAPER $\alpha$  and *UCA1* functions *in vivo* provides new insights into senescence induction, and the oncogenic and developmental properties of TBX3.

## **Introduction**

Senescence is defined as irreversible arrest of cell growth and loss of replicative capacity<sup>1</sup>. Senescent cells have a large, flattened morphology and a characteristic secretory phenotype. They may be multinucleate, exhibit nuclear distortion, and contain senescence-associated heterochromatin foci (SAHFs)<sup>2</sup>. Senescence can be induced by various stimuli such as DNA damage, metabolic or oxidative stress, or expression of oncoproteins<sup>3-5</sup>.

The p16/retinoblastoma protein (RB) and p53 tumor suppressor pathways are key regulators of senescence induction and maintenance in many cell types<sup>6</sup>. p14<sup>ARF</sup>-p53 activates p21, whereas the p16<sup>INK4a</sup>-RB pathway culminates in E2F transcriptional target repression and senescence<sup>7</sup>. Expression of *CDKN2A-p14<sup>ARF</sup>* and *CDKN1A-p21<sup>CIP</sup>* is repressed by the related transcription factors TBX2 and TBX3; this is the postulated mechanism for senescence bypass of *Bmi1*<sup>-/-</sup> and SV40 transformed mouse embryonic fibroblasts by overexpressed TBX2 and TBX3, respectively<sup>8-10</sup>.

Mutations in human *TBX3* cause a constellation of severe birth defects called ulnar-mammary syndrome<sup>11</sup>. Efforts to understand the molecular biogenesis of this developmental disorder uncovered additional functions for TBX3 beyond transcriptional repression<sup>12-14</sup> as well as critical roles in adult tissue homeostasis<sup>15</sup>. The pleiotropic effects of TBX3 gain and loss of function suggest its molecular activities are context and cofactor dependent.

Despite the biologic importance of TBX3, few interacting proteins or target genes have been discovered, and the mechanisms underlying its regulation of cell fate, cell cycle and carcinogenesis are obscure. We found that TBX3 associates with CAPER $\alpha$

(Coactivator of AP1 and Estrogen Receptor), a protein identified in a liver cirrhosis patient who developed hepatocellular carcinoma<sup>16</sup>. CAPER $\alpha$  regulates hormone responsive expression and alternative splicing of minigene reporters *in vitro*<sup>17,18</sup> but its *in vivo* functions are unknown.

We show that a CAPER $\alpha$ /TBX3 repressor complex is required to prevent premature senescence of primary cells and regulates the activity of core senescence pathways in mouse embryos. We discovered co-regulated targets of this complex *in vivo* and during oncogene-induced senescence (OIS), including a novel tumor suppressor, the lncRNA *UCA1*. *UCA1* is sufficient to induce senescence and does so in part by sequestering hnRNP A1 to specifically stabilize *CDKN2A-p16<sup>INK</sup>* mRNA. Our finding that CAPER $\alpha$ /TBX3 regulates p16 levels by dual, reinforcing mechanisms position CAPER $\alpha$ /TBX3 and *UCA1* upstream of multiple members of the p16/RB pathway in the regulatory hierarchy that controls cell proliferation, fate and senescence.

## **Results**

### **CAPER $\alpha$ interacts with TBX3 *in vivo*.**

We recently discovered that TBX3 (human) and Tbx3 (mouse) interact with RNA-binding and splicing factors<sup>13</sup>. Among these, mass spectrometry of anti-TBX3 immunoprecipitated (IP'd) proteins identified CAPER $\alpha$  (Figure 1A). Since TBX3 functions in mammary development and may contribute to the pathogenesis of breast and other hormone responsive cancers<sup>19</sup>, its interaction with an ER $\alpha$  co-activator drove further investigation.



To determine if Tbx3 and Caper $\alpha$  interact *in vivo*, we IP'd endogenous Caper $\alpha$  from embryonic day (e)10.5 mouse embryo lysates (Fig. 1B). Immunoblotting for Tbx3 confirmed its interaction with Caper $\alpha$  (Fig.1C, lane 5) and *in vitro* pull down assays revealed that their interaction is direct (Fig. 1D, lane 6). Caper $\alpha$  is very broadly expressed during mouse embryonic development (Moon, unpublished), whereas Tbx3 expression is very tissue specific and dynamic. We thus questioned whether the endogenous proteins interact in mouse tissues relevant to malformations seen in humans with UMS. Immunohistochemistry on sectioned e10.5 embryos showed that Tbx3 and Caper $\alpha$  proteins are co-expressed and have distinct localization patterns in different tissues: Caper $\alpha$  is detected in all dorsal root ganglia nuclei (Fig.1E), some of which contain co-localized Tbx3; in proximal limb mesenchyme, Tbx3 and Caper $\alpha$  co-localize in nuclei (Fig.1F) while in some distal cells and the ectoderm, Caper $\alpha$  is nuclear and Tbx3 is cytoplasmic (Fig. 1G, white arrowheads). Such tissue specificity suggests that functions of the Caper $\alpha$ /Tbx3 complex are context dependent.

TBX3 DNA binding and repressor domains (DBD, RD) independently mediate interactions with partner proteins<sup>13,20,21</sup>. To identify domains required for CAPER $\alpha$  interaction, we used a series of overexpression plasmids encoding mouse Tbx3 proteins with different mutations and functional domains (Fig. 1H). The DBD, deleted repressor domain ( $\Delta$ RD) and exon7 missense mutants are untagged proteins, whereas the C-terminal deletion mutants are Myc-tagged.

In order to assay the interactions of the untagged exogenous proteins with endogenous CAPER $\alpha$  in HEK293 cells, we needed to knockdown endogenous TBX3 with shRNA (Fig. 1I). We previously demonstrated that mutant Tbx3 proteins produced

from the overexpression plasmids are present in *TBX3* knockdown HEK293 cells (Fig. S2 in Kumar et al. 2014<sup>13</sup>). CAPER $\alpha$  is present and can be IP'd in the context of knockdown of endogenous *TBX3* and subsequent overexpression of mutant mouse Tbx3 proteins (Fig.1J). Immunoblot of anti-CAPER $\alpha$  IP'd samples shows that the endogenous CAPER $\alpha$  interacts with Tbx3 DBD mutant proteins (Fig. 1J', lanes 2 and 3 are L143P and N227D, respectively).

The Tbx3 deletion constructs encode Myc- tagged mutants that can be distinguished from endogenous *TBX3*, so interactions were assayed in wild type HEK293 cells. Myc-tagged deletion mutants are IP'd by the anti-Myc antibody (Fig. 1K), and probing anti-Myc IP'd material for CAPER $\alpha$  reveals that deletions more proximal than amino acid 655 disrupt the CAPER $\alpha$ /Tbx3 interaction (Fig. 1K').

The observation that deletions of the Tbx3 C-terminus disrupt the CAPER $\alpha$ /Tbx3 interaction led us to test whether the C-terminal repressor domain, which is crucial for the ability of Tbx3 to function as a transcriptional repressor and immortalize fibroblasts<sup>21</sup>, plays a role. Although the untagged  $\Delta$ RD mutant is produced in *TBX3* shRNA knockdown cells and IP'd by the anti-Tbx3 antibody (Fig. 1L and <sup>13</sup>) it does not interact with CAPER $\alpha$  (Fig. 1L'). CAPER $\alpha$  also fails to interact with a C-terminal Tbx3 frameshift mutant similar to one identified in humans with UMS<sup>22</sup> (Fig. 1, Figure Supplement (FS)1).

**CAPER $\alpha$  and *TBX3* are required to prevent premature senescence of primary human and mouse cells.**

Roles for TBX3 in cell cycle regulation and senescence of primary cells have not been reported. We employed loss-of-function to test whether TBX3 is required for sustained proliferation of primary cultured human foreskin fibroblasts (HFFs) and to determine if CAPER $\alpha$  functions in this process. We tested two different CAPER $\alpha$  and TBX3 shRNAs (please see methods for sequences and location in target mRNAs). Both CAPER $\alpha$  and TBX3 shRNAs effectively decreased the amount of CAPER $\alpha$  mRNA (Fig. 2, FS1A and FS2A, B). Knockdown of either protein resulted in a dramatic increase in Senescence Associated  $\beta$ -galactosidase activity (SA- $\beta$ gal, Fig.2 A-D; Fig.2, FS1 and 2, C-H). This effect is specific because it occurs with 2 different shRNAs and is rescued by overexpression of CAPER $\alpha$  (Fig.2, FS 1B, E, G, H) and Tbx3 (Fig.2 FS2B, E, G, H). For all subsequent experiments, CAPER $\alpha$  shRNA “A” and TBX3 shRNA “A” were used to perform knockdown (KD) in HFFs (protein knockdowns are shown in Fig. 2, FS 1 and FS2, I panels).

The effects of CAPER $\alpha$  and TBX3 KD on HFF cell growth and SA- $\beta$ gal activity suggest induction of premature senescence. Consistent with this, both KDs dramatically influenced nuclear structure, chromatin organization and formation of SAHFs (Fig. 2G-J). Expression of senescence mediators was increased and conversely, expression of cell growth and cell cycle promoting genes was similarly decreased by CAPER $\alpha$  and TBX3 KD (Fig. 2K-M). Increased expression of *CDKN2A-p16<sup>INK</sup>* (henceforth referred to as *p16<sup>INK</sup>*) and decreased *PCNA*, *E2F1* and *CDK2*, *CDK4*, *CDC2* transcripts indicate that CAPER $\alpha$ /TBX3 represses the p16/RB pathway in proliferating HFFs. *PMAIP1*, *CDKN1A-p21*, and other p53 pathway members were also increased. Collectively, these data indicate that CAPER $\alpha$  and TBX3 are required to

prevent senescence of primary HFFs and act upstream of major cell cycle and senescence regulatory pathways.

***Tbx3* null murine embryonic fibroblasts undergo p16/RB-mediated premature senescence, *Caperα* mislocalization and nuclear disruption.**

*Tbx3* deficiency in mice causes lethal embryonic arrhythmias and limb defects however, these phenotypes are not due to increased apoptosis (<sup>15</sup> and Emechebe and Moon, unpublished). We hypothesized that *Tbx3* may prevent senescence of embryonic cells, and so examined murine embryonic fibroblasts (MEFs) from e13.5 wild type (WT) and *Tbx3* null (-/-) embryos. WT MEFS undergo ~ 10 passages with regular, 20 hour doubling times. In contrast, *Tbx3*<sup>-/-</sup> MEFs had increased SA-βgal activity and ceased proliferating after only 4 passages (Fig.2 N-Q). Most *Tbx3*<sup>-/-</sup> MEFs had distorted or ruptured nuclei (Fig.2, FS3 A-C) and laminβ1 staining was already altered at passage 1 (Fig.2, FS3 B'). *Caperα* null mutant embryos do not survive long enough to generate MEFs for complementary experiments (Emechebe and Moon, unpublished) however, *Caperα* localization is markedly abnormal in *Tbx3*<sup>-/-</sup> MEFS after only 1 passage (Fig.2, FS3 D-F'). These data suggest that *Tbx3* is required for preservation of nuclear architecture and to tether *Caperα* in its normal nuclear domains in proliferating cells.

Consistent with premature senescence seen in *Tbx3*<sup>-/-</sup> MEFs, key pro-senescence pathways are activated after loss of *Tbx3* *in vivo*: in protein lysates from *Tbx3*<sup>-/-</sup> embryos, RB was hypophosphorylated on multiple serine residues, consistent with increased p16 and decreased Cdk2 and Cdk4 protein levels relative to control (Fig. 2R). The levels of p21 and other senescence markers were increased, while numerous

Cyclins and other Cdk<sub>s</sub> were decreased (Fig. 2R, Fig.2, FS3G). All of these findings are consistent with a requirement for Tbx3 to prevent senescence in embryonic mice and MEFs.

Previous studies have suggested that overexpression of TBX3 permits senescence bypass by directly repressing *CDKN2A-p14<sup>ARF</sup>* (*p14<sup>ARF</sup>*) to activate p53<sup>9</sup>, but a role for TBX3 in regulating *p16<sup>INK</sup>* and the RB pathway has not been demonstrated. Thus we expected that loss of p53 would rescue senescence resulting from TBX3 or CAPER $\alpha$  KD. To test this, we transduced TBX3 and CAPER $\alpha$  KD HFFs with shRNA to p53<sup>23</sup> and assayed SA- $\beta$ gal activity and growth. Surprisingly, although p53 shRNA effectively decreased p53 (Fig.3, FS1 A) it did not rescue SA- $\beta$ gal activity or growth arrest due to absence of TBX3 or CAPER $\alpha$  (Fig.3 B, E, G, H). In contrast, shRNA-mediated KD of either RB<sup>24</sup> or p16<sup>25</sup> (Fig. 3, FS1B, C) rescued these phenotypes in TBX3 and CAPER $\alpha$  KD cells (Fig. 3 C, F-H, I-N). These rescue experiments demonstrate that the p16/RB pathway mediates senescence downstream of CAPER $\alpha$  and TBX3 loss-of-function in primary cells.

#### **CAPER $\alpha$ /TBX3 regulates chromatin status of the *p16<sup>INK</sup>* promoter.**

Increased p16 protein and RB hypophosphorylation in *Tbx3*<sup>-/-</sup> embryos and p16/RB- mediated senescence after CAPER $\alpha$  and TBX3 KD could result from loss of direct repression of *p16<sup>INK</sup>* by CAPER $\alpha$ /TBX3 in proliferating cells. We screened 7 amplicons spanning ~6kb upstream of *p16<sup>INK</sup>* by ChIP-PCR of HFF chromatin (Fig.3, FS2); 3 amplicons were bound by CAPER $\alpha$  and TBX3 (Fig.3O, lanes 7, 10). Loss of either protein decreased the heterochromatic marks H3K9me3 (Fig.3O, lanes 14, 15)

and H3K27me3 (Fig.3, FS3) and increased the euchromatic mark H3K4me3 (Fig. 3O, lanes 17, 18). Notably, less CAPER $\alpha$  occupied *p16<sup>INK</sup>* elements after TBX3 KD (Fig.3O, lanes 11) while the amount of TBX3 bound post-CAPER $\alpha$  KD was comparable to control (Fig.3O, lanes 9 versus 7). This is consistent with the abnormal localization of CAPER $\alpha$  seen in *Tbx3*<sup>-/-</sup> MEFS (Fig.2, FS3 D'-F') and indicates that CAPER $\alpha$  requires TBX3 to occupy *p16<sup>INK</sup>* regulatory chromatin.

We examined whether CAPER $\alpha$  and/or TBX3 associate with promoters of other cell cycle genes that are transcriptionally dysregulated after CAPER $\alpha$ /TBX3 loss-of-function (Fig. 2 K-M). Antibodies against TBX3 and CAPER $\alpha$  ChIP'd the *p14<sup>ARF</sup>* initiator<sup>26</sup> (Fig.3, FS4 A); here too, TBX3 KD disrupted CAPER $\alpha$  binding (Fig.3, FS4 A', red arrowhead). Neither CAPER $\alpha$  nor TBX3 associated with amplicons scanning 1.8 kb upstream of *CDKN1A-p21* or elements reportedly bound by TBX2 or TBX3 in other cell types (Fig.3, FS4 B)<sup>10,27,28</sup>. Testing for association with known regulatory elements of *CDK2*, *CDK4*, *CDKN1B* was also negative (Fig.3, FS4 C-E)<sup>29-31</sup>. These data indicate that in proliferating primary cells, CAPER $\alpha$ /TBX3 specifically and directly repress the *CDKN2A* locus by binding multiple regulatory sequence elements and regulating chromatin marks.

### **Expression of the lncRNA *UCA1* is repressed by CAPER $\alpha$ /TBX3 and sufficient to drive senescence of primary cells.**

To identify novel genes repressed by CAPER $\alpha$ /TBX3, we employed differential display to detect transcripts that increased in response to KD of TBX3 and CAPER $\alpha$  in HEK293 cells (Fig.4 A-C). Although most transcripts were unaffected by either KD, or

changes were not shared (Fig.4, FS1 A), *DUSP4* and *UCA1* were upregulated (Fig.4D, Fig.4, FS1 B). *DUSP4* is known to regulate cell survival and tumor progression, and overexpression induces senescence downstream of RB/E2F<sup>32,33</sup>, thus placing CAPER $\alpha$ /TBX3 upstream of another p16/RB effector. Little is known about the function of the lncRNA *UCA1*<sup>34,35</sup>, so we investigated it further.

We found that shRNA KD of CAPER $\alpha$  or TBX3 in primary HFFS recapitulated the increase in *UCA1* transcripts seen in HEK293 cells (Fig. 4 E-H). We then tested whether CAPER $\alpha$ /TBX3 directly control transcription of *UCA1* by interacting with potential regulatory elements. Public ChIP data (<http://genome.ucsc.edu/>) indicate that the 2kb upstream of *UCA1* may contain such elements. We assayed 3 amplicons in this region (Fig. 4I: A1, A2, A3) by ChIP-PCR of TBX3 and CAPER $\alpha$ : only region A3 was bound (Fig. 4J and K, lanes 18, red arrowheads).

We next determined whether increased *UCA1* expression in response to KD of CAPER $\alpha$  or TBX3 was associated with altered chromatin structure (as seen with *p16*<sup>INK</sup>, Fig. 3O). *UCA1/A3* is normally in a heterochromatin configuration in HFFs, with repressive marks H3K9me3 and H3K27me3 (Fig.4L, lanes 12, 14) and little H3K4me3 (Fig. 4L, lane 18). After TBX3 KD, activating chromatin marks replaced repressive ones (Fig.4L, lanes 13, 15 and 19) and markedly less CAPER $\alpha$  was bound (Fig. 4L, lane 17, red arrowhead). CAPER $\alpha$  KD also led to loss of repressive marks on *UCA1/A3* (Fig.4M lanes 9, 16), although TBX3 remained bound (Fig.4 M, lane 11, red arrowhead). Combined with previous findings, we conclude that: 1) TBX3 recruits CAPER $\alpha$  to *UCA1/A3* chromatin, 2) TBX3 alone is insufficient to repress *UCA1* and, 3) the default state of *UCA1* in proliferating HFFs is repression conferred by CAPER $\alpha$ /TBX3.

*UCA1* modulates behavior of bladder cancer cell lines<sup>35</sup>, but there are no data on its function in primary cells; our results suggest that *UCA1* may be involved in premature senescence. *UCA1* transcripts are low in proliferating HFFs, but 4 days after overexpression of *UCA1* (Fig. 5A) a robust SA- $\beta$ gal response is evident (Fig. 5 B-D). Cells constitutively expressing *UCA1* ceased proliferating during selection and accumulated SAHFs (Fig. 5E, F). Cell proliferation decreased in a *UCA1* dosage-sensitive manner (Fig. 5G-I), consistent with reduced levels of cell cycle promoting transcripts and increased levels of pro-senescence ones (Fig.5J). These transcriptional changes were manifest at the protein level (Fig.5, FS1). Premature senescence resulting from overexpression of *UCA1* in HFFs reveals that this lncRNA is a novel regulator of cell proliferation and may function as a tumor suppressor in some contexts.

#### **Loss of *UCA1* delays the onset of oncogene-induced senescence.**

We tested the hypothesis that *UCA1* is required for induction of oncogene-induced senescence (OIS) in primary cells ("RAS": HFFs transduced with constitutively active G<sup>12V</sup>RAS<sup>36</sup>). There are markedly more *UCA1* transcripts in RAS compared to presenescent "PS" HFFs (Fig.5K). Knockdown of *UCA1* in RAS HFFs reduced SA- $\beta$ gal activity (Fig.5L-Q) and improved RAS cell growth: the number of Ki67+ RAS cells was increased at days 3 and 6 after *UCA1* KD (Fig. 5R, P0 and P1). However, by passage 2, the number of Ki67+ cells was not statistically different in *UCA1* KD cells from control, despite persistently low levels of *UCA1* (Fig.5S) and decreased levels of pro-senescence transcripts (Fig.5T). Overall, this indicates that senescence can occur in the



absence of high levels of *UCA1* but that timely execution of the OIS program requires *UCA1*.

We next investigated whether increase in *UCA1* transcripts in OIS is a manifestation of loss of CAPER $\alpha$ /TBX3 occupancy/repression of *UCA1/A3*. Indeed, the repressor dissociates from *UCA1/A3* in RAS HFFs and *UCA1/A3* chromatin switches from heterochromatic to euchromatic marks (Fig. 5U). This is consistent with the senescence-inducing effects of CAPER $\alpha$ /TBX3 loss-of-function (Fig. 2) and resulting upregulation of *UCA1* (Fig. 4), and establishes CAPER $\alpha$ /TBX3 regulation of *UCA1* in an independent model of senescence.

### ***UCA1* promotes senescence by sequestering hnRNP A1 to stabilize *p16<sup>INK</sup>* mRNA.**

Some lncRNAs influence transcription by recruiting chromatin modifiers to target genes<sup>37</sup>. We tested whether the increased levels of prosenescence transcripts occurring in response to *UCA1* (Fig. 5J) were the result activating chromatin changes however, ChIP-PCR assay for H3K9 acetylation of the *p16<sup>INK</sup>*, *p14<sup>ARF</sup>*, *CDKN1A-p21* (and other) promoters did not reveal changes in this activating mark in response to *UCA1* (Fig.5, FS2). We thus tested whether altered mRNA stability contributed to the observed changes. HFFs were transfected with *UCA1* expression or control plasmid and after 2 days, treated with Actinomycin D. Total RNA was collected at 0-4 hours post-treatment and mRNA levels assayed using RT-PCR. Remarkably, overexpression of *UCA1* resulted in the stabilization of mature *p16<sup>INK</sup>*, *p14<sup>ARF</sup>*, *E2F1* and *TGF $\beta$ 1* mRNAs: in the time frame examined, *p16<sup>INK</sup>*, *p14<sup>ARF</sup>* and *E2F1* mRNAs do not decay and their  $t_{1/2}$  values are therefore denoted as “n” (no decay). The half-life estimates

shown were calculated using linear regression; those best fit lines, their equations and R values are shown in Figure 6, Figure Supplement 1.  $t_{1/2}$  of  $p16^{INK}$  mRNA in control cells was 3.9 hours versus n in *UCA1* overexpressing cells;  $p14^{ARF}$ , 2.4 vs n; *E2F1*, 7.2 vs n; *TGF $\beta$ 1*, 1.9 vs 2.9. In marked contrast, *MYC*, *CDKN1A-p21*, *CDKN2D* and *RB* mRNAs decayed at rates indistinguishable from control (Fig. 6A; Fig.6, FS1). The effects of *UCA1* overexpression on  $p16^{INK}$  mRNA stability were confirmed by Northern blot (Fig.6, FS2).

Regulation of  $p16^{INK}$  transcript stability is a critical mechanism for growth control<sup>31,38,39</sup> and hnRNP A1 has been postulated to stabilize  $p16^{INK}$  mRNA<sup>40</sup>, but this has not been tested. To this end, we treated HFFs with siRNA to hnRNP A1 and used Actinomycin D to assess stability of  $p16^{INK}$  transcripts. Loss of hnRNP A1 (Fig. 6, FS 3) stabilized both  $p16^{INK}$  ( $t_{1/2}$  ~ 2.1 in control vs 12.3 after HNRNP A1 knockdown) and  $p14^{ARF}$  mRNAs ( $t_{1/2}$  ~ 1.5 in control vs 6.9 after hnRNP A1 knockdown) but not those of *E2F1* or *MYC* (Fig. 6B). Half-life estimates were obtained as described for panel A and the best fit lines, their equations and R values are shown in Figure 6, Figure Supplement 3B. The differences in control half-lives between Figure 6 A and B are likely attributable to the different treatments used: in A, control cells were transfected with pcDNA3.1 plasmid, while in B, control cells were transfected with control siRNA. The half-life of an mRNA is cell/context specific (as evident in the differences in control half-lives in 6A versus 6B) and in general, cell cycle regulatory genes have short half-lives<sup>41</sup>. The  $t_{1/2}$  of  $p16^{INK}$  mRNA we observed in HFFs transfected with either control plasmid ( $t_{1/2}$  ~3.9) or control siRNA ( $t_{1/2}$  ~2.1) is similar to that reported in HeLa cells ( $t_{1/2}$  ~2.9)<sup>39</sup>.

The results we obtained were also similar to those reported for *MYC* mRNA<sup>41,42</sup>, *CDKN1A* mRNA in HT29-tsp53 cells<sup>43</sup> and ES cells<sup>41</sup>, and *E2F1* mRNA in ES cells<sup>41</sup>. The half-lives of *Rb* and *TGFβ1* are mRNAs extremely variable and those we obtained in HFFs were shorter than reported in ES cells<sup>41</sup>.

We next used RNA-IP (RIP) to determine if hnRNP A1 binds *p16<sup>INK</sup>* and *p14<sup>ARF</sup>* mRNAs in proliferating cells and found that this was indeed the case (Fig. 6C, lane 6 and Fig. 6, FS4). Remarkably, hnRNP A1/*p16<sup>INK</sup>* binding was lost in RAS HFFs (Fig. 6C, lane 7), despite an overall increase in the number of *p16<sup>INK</sup>* transcripts (Fig. 6C, lane 3). As shown previously, *UCA1* RNA levels also increase with RAS (Fig. 6D, lane 3). *UCA1* is bound by hnRNP A1 in PS cells (Fig. 6D, lanes 6, 7; Fig. 6, FS5), but unlike *p16<sup>INK</sup>*, the hnRNP A1/*UCA1* interaction increases in RAS cells (Fig. 6D, lane 7). *TUG1* lncRNA serves as a negative control (Fig. 6E). Protein levels for hnRNP A1 are shown in Fig. 6F. The interaction between *UCA1* and hnRNP A1 is specific, as *UCA1* does not bind hnRNP K, C1/C2, H, U, or D (Fig. 6, FS5). Although hnRNP A1 binds *MYC* and *p14<sup>ARF</sup>* mRNAs (Fig. 6, FS4), it does not bind *RB*, *p21* or *CDK6* mRNAs under the numerous conditions tested (Fig. 6, FS6).

The opposite binding properties of *UCA1* and *p16<sup>INK</sup>* mRNA with hnRNP A1 in PS versus RAS HFFs led us to postulate that *UCA1* stabilizes *p16<sup>INK</sup>* mRNA during OIS by disrupting the interaction between hnRNP A1 and *p16<sup>INK</sup>* mRNA. In control transfected proliferating cells, there is robust binding of *p16<sup>INK</sup>* to hnRNP A1 (Fig. 6C, lane 13), but direct overexpression of *UCA1* (Fig. 6D, lane 10) or that resulting from TBX3 or CAPERα KD (Fig. 6D, lanes 17, 18) disrupts the hnRNP A1/*p16<sup>INK</sup>* mRNA interaction

(Fig.6 C, lanes14, 23, 24, red arrowheads). These findings support the hypothesis that loss of hnRNP A1/*p16<sup>INK</sup>* mRNA interaction in OIS (Fig. 6C, lane 7) is the result of increased *UCA1* expression and its binding and sequestration of hnRNP A1 (Fig. 6D, lane 7). To further test this, we used shRNA to KD *UCA1* in RAS HFFs (Fig. 6D, lane 27). *UCA1* KD restored the interaction between hnRNP A1 and *p16<sup>INK</sup>* mRNA (Fig. 6C, lane 31) and led to lower levels of total *p16<sup>INK</sup>* mRNA (Fig. 6C, lane 27), a finding consistent with the negative effects of hnRNP A1/ *p16<sup>INK</sup>* interaction on stability of *p16<sup>INK</sup>* transcripts. The effects of *UCA1* on *p16<sup>INK</sup>* mRNA stability are specific, because hnRNP A1 interactions with *MYC* or *p14<sup>ARF</sup>* mRNAs are unaffected by *UCA1* (Fig.6, FS1).

In total, these findings indicate that in proliferating cells, the very low quantity of *UCA1* transcripts is insufficient to disrupt hnRNP A1/*p16<sup>INK</sup>* binding, and levels of *p16<sup>INK</sup>* mRNA are low due to: 1) direct repression by CAPER $\alpha$ /TBX3 and, 2) *p16<sup>INK</sup>* mRNA instability conferred by hnRNP A1. When *UCA1* levels increase during OIS, by *UCA1* overexpression, or via KD of CAPER $\alpha$ /TBX3, *UCA1* binds and sequesters hnRNP A1, preventing it from destabilizing *p16<sup>INK</sup>* mRNA.

### **The CAPER $\alpha$ /TBX3 co-repressor dissociates during oncogene-induced senescence leading to activation of *UCA1* and pro-senescence pathways.**

Increased p16 protein is required for RAS-induced senescence in MEFS and some human cell types<sup>36</sup>, leading us to determine whether OIS affects CAPER $\alpha$ /TBX3 occupancy of *p16<sup>INK</sup>* chromatin. *CDKN2A-p16<sup>INK</sup>* genomic regulatory elements bound in PS HFFs (Fig.4I) were not occupied by either TBX3 or CAPER $\alpha$  in RAS HFFs (Fig.7A).

Chromatin marks on these regions switched from heterochromatic to euchromatic (Fig. 7B, Fig.7, FS1 A). This was also observed with *UCA1/A3* (Fig. 5U) and *DUSP4* chromatin (Fig.7, FS1 B).

We investigated the possibility that altered quantity of either CAPER $\alpha$  or TBX3 could disrupt the stoichiometry of their interaction and cause dissociation from *p16<sup>INK</sup>* and *UCA1* regulatory elements in OIS. Surprisingly, both TBX3 and CAPER $\alpha$  protein levels were increased in RAS HFFs (Fig. 7 C), but they no longer co-IP'd (Fig. 7D, red box). Immunocytochemistry of endogenous TBX3 and CAPER $\alpha$  in PS and RAS HFFs confirmed increased protein levels in OIS (Fig. 7 F-M), and revealed dramatic changes in CAPER $\alpha$  localization: CAPER $\alpha$  immunoreactivity became concentrated in large intranuclear foci (Fig. 7L,M), as we previously observed in early passage *Tbx3*<sup>-/-</sup> MEFS (Fig.2, FS2 D-F'). These foci are distinct from SAHFs and PML bodies (Fig. 7M and Fig.7, FS2).

To further investigate the molecular basis of senescence initiation after loss of CAPER $\alpha$ /TBX3, we performed genome-wide transcriptional profiling 2 days post CAPER $\alpha$ , TBX3 and control KD in HFFs. More than half of the transcripts with expression altered 1.5 fold or more by CAPER $\alpha$  KD were similarly affected by loss of TBX3 (N=2375 CAPER $\alpha$  KD, 2188 TBX3 KD; 1157 co-regulated,  $p < < < 0.0001$ , Fig. 7 Source Data Files 1-3, Fig. 7N,O). Gene ontology-biologic process (GO-BP) analysis with DAVID <sup>44,45</sup> showed highly significant co-regulation of "transcription regulation" (increased expression) and "cell-cycle" (decreased expression) transcripts (Fig. 7N, O). We tested a subset of these with known roles in senescence by qPCR: 100% validated and were similarly altered by RAS (Fig.7, FS3). Further interrogation of this group

revealed that *IL6* and *HDAC9* are CAPER $\alpha$ /TBX3 direct targets and their upregulation in RAS is associated with loss of CAPER $\alpha$ /TBX3 binding (Fig.7, FS4).

We compared CAPER $\alpha$ /TBX3 co-regulated transcripts to a published dataset comparing PS and G<sup>12V</sup>RAS fibroblasts<sup>46</sup>. This revealed that 11% of CAPER $\alpha$ /TBX3 up-regulated transcripts were also increased by RAS (Fig. 7N'); among these, GO-BP "programmed cell death" (31%) and "transcription regulation" (34%) were highly overrepresented. 30% of CAPER $\alpha$ /TBX3 down-regulated transcripts were also in the RAS dataset; >1/3 of these were cell cycle genes (Fig. 7O'). In all comparisons, the number of transcripts common to both groups was greater than predicted by chance and highly statistically significant (Fig. 7, Source Data File 3). KEGG pathway analyses revealed overrepresented pathways that were common to both CAPER $\alpha$ /TBX3 and RAS datasets (Fig.7 pie charts, N-O'), but notably fewer pathways were shared in the upregulated group: JAK/STAT, TLR and TGF $\beta$  signaling pathways were only significantly overrepresented in the CAPER $\alpha$ /TBX3 dataset.

## **Discussion**

Our knowledge of the regulatory mechanisms that govern the onset and maintenance of senescence in different contexts must be considered fragmentary<sup>37,47</sup>. In this study, we provide compelling evidence for critical and novel functions of CAPER $\alpha$ , the lncRNA *UCA1* and TBX3 in the regulation of cell proliferation and senescence. We have discovered a CAPER $\alpha$ /TBX3 complex that is required to prevent senescence of primary human and mouse cells *in vivo* and that functions as a master regulator of cell proliferation by directly repressing transcription of lncRNA *UCA1*, *p16*<sup>INK</sup>

and other tumor suppressor genes (Fig. 7P). Overexpression of *UCA1* occurs after loss of TBX3/CAPER $\alpha$  and in OIS (Fig.7Q), and is itself sufficient to induce senescence at least in part, by disrupting the interaction of *p16<sup>INK</sup>* mRNA with hnRNP A1 leading to increased *p16<sup>INK</sup>* mRNA stability (Fig. 7P,Q). Disrupting the CAPER $\alpha$ /TBX3 complex by decreasing the amount of either TBX3 or CAPER $\alpha$ , or by CAPER $\alpha$  mislocalization during OIS, coordinately increases activity of multiple pro-senescence targets at both the transcriptional and post-transcriptional levels in a reinforcing mechanism.

Increased CAPER $\alpha$  has been reported in human breast cancers and a shift from cytoplasmic to nuclear localization correlates with transition from pre-malignant to malignant lesions<sup>48</sup>. In contrast, CAPER $\alpha$  co-activates vRel mediated transcription but inhibits vREL transforming activity *in vitro*<sup>49</sup>. It is likely that anti- or pro- oncogenic activity of CAPER $\alpha$  is determined by cell type and the interacting protein(s) present in a given context; our results suggest that CAPER $\alpha$  has oncogenic potential in primary cells since loss of CAPER $\alpha$ /TBX3 induces premature senescence, a vital tumor suppressor mechanism. CAPER $\alpha$  binds to regulatory chromatin domains via TBX3 but dissociates from these domains and becomes concentrated in large intranuclear foci prior to senescence induced by loss of TBX3 or during OIS. Future efforts will define the composition of CAPER+ nuclear foci and the role of this nuclear subdomain during senescence induction.

The TBX3 RD is required for TBX3 to interact with CAPER $\alpha$  (this study), immortalize primary fibroblasts and confer senescence bypass<sup>21</sup>. Since loss of CAPER $\alpha$  activates target gene transcription despite continued TBX3 occupancy, it is

the CAPER $\alpha$ /TBX3 complex (interacting via TBX3 RD) that represses pro-senescence target loci. It will be important to determine if previously identified targets of TBX3 transcriptional repression are actually regulated by this complex.

Additional studies are warranted to determine the precise mechanisms whereby histone status is regulated by CAPER $\alpha$ /TBX3: TBX3 is known to interact directly with HDACs<sup>50</sup>, but there are no reports of it or CAPER $\alpha$  interacting with histone methyltransferases or demethylases. Our recently published Mass Spec screen for Tbx3/TBX3 interactors did not identify such factors however, the screen cannot be considered exhaustive as we did not reproducibly detect HDACs or transcription factors previously reported to interact with Tbx3. Future studies to specifically determine whether TBX3 and/or CAPER $\alpha$  interact with, recruit, or modify the function of EZH2, SUV39 and other methyltransferases will be informative.

Previous studies showed that TBX3 represses transcription of *p14<sup>ARF</sup>* (upstream of p53)<sup>11-13</sup>, yet embryonic lethality and mammary phenotypes of *Tbx3* mutants are p53-independent<sup>51</sup>. Our findings reconcile these observations because CAPER $\alpha$ /TBX3 represses *p16<sup>INK</sup>*, the p16/RB pathway is activated in *Tbx3*<sup>-/-</sup> embryos, and knockdown of either RB or p16 (but not p53) prevents senescence after loss of CAPER $\alpha$ /TBX3. Furthermore, *Tbx3*<sup>-/-</sup> and *Cdk2*<sup>-/-</sup>;*Cdk4*<sup>-/-</sup> mutant embryos share multiple phenotypes including RB hypo-phosphorylation, reduced E2F-target gene expression, decreased proliferation and premature senescence of MEFs<sup>14,52,53</sup>. Our discoveries of multiple CAPER $\alpha$ /TBX3 binding sites across the *CDKN2A* locus, and altered chromatin marks after TBX3 and CAPER $\alpha$  KD, indicate that the complex directly represses transcription by regulating chromatin structure. In total, the data conclusively demonstrate that p16



elevation, *CDK2* and *CDK4* downregulation, and RB hypophosphorylation mediate senescence downstream of *CAPERα*/*TBX3* loss of function in primary human cells and *Tbx3* null mutant embryos. When combined with the pleiotropic effects of *CAPERα*/*TBX3* on *UCA1*, *DUSP4*, *IL6*, *HDAC9* and other pathways, it is clear why loss of this repressor induces senescence.

*TBX3* may function in nuclear organization and structure: severe changes in nuclear morphology and mislocalization of both *CAPERα* and laminβ1 are apparent in *Tbx3*<sup>-/-</sup> MEFs after just one passage, prior to other signs of senescence. Progeria is a rare disease in which *LMNA* mutations induce cellular and organismal senescence in part by altering stoichiometry and interactions of type A and B Lamins. Progeria fibroblasts have decreased expression of *TBX3*, *TBX3* interacting proteins, and *TBX3* targets<sup>54</sup>. *LMNβ1* is a *TBX3* interacting protein<sup>13</sup> and expression of *LMNA*, *LMNβ1* and *LMNβ2* is disrupted by *TBX3*/*CAPERα* KD (Fig. 7 Source Data Files 1-3 and Fig. 7 FS3). *TBX3* may regulate *LMN* gene expression and physically interact with Lamins to influence nuclear homeostasis.

There are many downregulated genes common to the senescence responses triggered by *RAS*<sup>G12V</sup> and loss of *CAPERα*/*TBX3* however, upregulated transcripts and pathways are largely distinct (Fig. 7N'). This is likely attributable to the presence of direct targets of *CAPERα*/*TBX3* repression in the upregulated dataset. It will be informative to determine which Jak-STAT, TLR and TGFβ pathway members (Fig.7N) are direct *CAPERα*/*TBX3* targets, as the complex roles of these pathways in the senescence associated secretory phenotype, inducing or enforcing autocrine and paracrine senescence, and tumor progression are emerging<sup>55-58</sup>.

Recent discoveries of the pervasive functions of lncRNAs as “signals, decoys, guides and scaffolds”<sup>47</sup>, conferred by their ability to interact with other nucleic acids and as protein ligands, has added new layers of complexity to regulation of transcriptional and post-transcriptional gene expression and translation. Although there has been a logarithmic increase in studies exploring lncRNA expression and activity, potential senescence-regulating activities are still largely unexplored. LncRNA *HOTAIR* functions as a scaffold to regulate ubiquitination of Ataxin-1 and Snurportin-1 to prevent premature senescence<sup>59</sup>. Global alterations in lncRNA expression have been reported in association with replicative senescence<sup>60</sup>, and telomere specific lncRNAs that regulate telomere function during this process have been identified<sup>61</sup>. As this manuscript was in revision, regulation of H4K20 trimethylation of rRNA genes by interaction of quiescence -induced lncRNAs *PAPAS* and *Suv4-20h2* was reported<sup>62</sup>. To our knowledge, *UCA1* is the first lncRNA sufficient to induce senescence.

*UCA1* is expressed in bladder transitional cell carcinomas<sup>34</sup> and influences tumorigenic potential of bladder cancer cell lines<sup>35,63</sup>. A very recent study identified hnRNP I as a *UCA1* interacting protein that stabilizes *UCA1* RNA; this interaction was postulated to decrease translation of p27 to support growth of the MCF7 breast cancer line<sup>64</sup>. In contrast, our results support a tumor suppressor/prosenescence function for *UCA1* in primary cells. *UCA1* increases stability of *p16<sup>INK</sup>* mRNA by sequestering hnRNP A1, employing a decoy mechanism that is in some aspects reminiscent of lncRNA *PANDA* sequestering NF- $\kappa$ B transcription factor to prevent activation of proapoptotic p53 targets and promote cell cycle arrest in the DNA damage response<sup>47</sup>. In the case of *UCA1* and hnRNP A1 however, the sequestration has a very specific

effect: even though *UCA1* expression stabilizes (and hnRNP A1 destabilizes) both *p16<sup>INK</sup>* and *p14<sup>ARF</sup>* mRNAs (Fig. 6A,B), *UCA1* only disrupts the association of hnRNP A1 with *p16<sup>INK</sup>* mRNA (Fig. 6C and Fig.6, FS4). In proliferating cells, abundant hnRNP A1 binds with *p16<sup>INK</sup>* mRNA resulting in *p16<sup>INK</sup>* degradation. In senescing cells, *p16<sup>INK</sup>* mRNA levels increase via reinforcing mechanisms of increased transcription and stability: loss of CAPER $\alpha$ /TBX3 activates transcription of *p16<sup>INK</sup>* and *UCA1*, in turn, *UCA1* sequesters hnRNPA1.

We recognize that the systems we employed (primary HFFs, mouse embryos and MEFs), while very informative models, provide limited information directly applicable to aging or tumorigenesis without further experimentation. Our data support an important role for CAPER $\alpha$ /TBX3 in regulation of senescence in developmental contexts and, since the CAPER $\alpha$ /TBX3 complex regulates known critical tumor suppressors and there is an increasing literature supporting roles for both TBX3 and CAPER $\alpha$  in tumor biology, this is another worthy area for future investigation. As noted above, expression of *CDKN2A-p14<sup>ARF</sup>* and *CDKN1A-p21<sup>CIP</sup>* are repressed by TBX2 and TBX3 and this is postulated to confer the ability of overexpressed TBX2 and TBX3 to permit senescence bypass of *Bmi1*<sup>-/-</sup> and SV40 transformed mouse embryonic fibroblasts, respectively<sup>8-10</sup>. Numerous overexpression studies have suggested a role for TBX3 in breast cancer<sup>65</sup> and references therein) and recent papers have reported the tumorigenic and proinvasive effects of overexpressed TBX3 in melanoma cells<sup>66,67</sup> which may derive in part from TBX3 repression of E-cadherin expression<sup>68</sup>. More relevant to our work on the importance of the CAPER $\alpha$ /TBX3 complex to prevent senescence and regulate cell proliferation are reports that Tbx3 improves the pluripotency of iPS cells<sup>69</sup> and prevents

541 differentiation of mouse ES cells<sup>70</sup>.

542 In conclusion, CAPER $\alpha$ /TBX3 acts as a master regulator of cell growth and fate,  
543 exerting pleiotropic effects by at least two modes of action: 1) regulating chromatin  
544 structure and transcription of both coding and non-coding genes and, 2) modulating  
545 mRNA stability by altering the association of RNA binding proteins with target  
546 transcripts via *UCA1*. Further exploration will identify tissue-specific *UCA1* targets and  
547 binding proteins, and determine whether the ability of TBX3 to confer senescence  
548 bypass in other contexts requires CAPER $\alpha$  interaction and/or *UCA1* repression. Mining  
549 the pathways regulated by *UCA1* and CAPER $\alpha$ /TBX3 will reveal factors that control cell  
550 proliferation and fate during development and disease and thus constitute novel cancer  
551 therapeutic targets.

## 552 **Material and Methods**

### 553 Mass Spectroscopy as in<sup>13</sup>

554 Protein extraction and immunoprecipitation: Dignam lysates were prepared and  
555 incubated for 4 h at 4°C with the appropriate antibody followed by 2 h at 4°C with the  
556 pre equilibrated Dynabeads Protein G (Invitrogen). Immune complexes were collected  
557 and washed three times with lysis buffer. Pelleted beads were resuspended in 6X  
558 Laemmli buffer and subjected to SDS-PAGE analysis followed by immunoblotting with  
559 specific antibodies.

560 Input lanes contain 5% of protein lysate used for IP; the rest was used in the IP and of  
561 the IP'd material, 25% was loaded onto the gel for immunoblotting.

### 562 Antibodies

563 Tbx3<sup>14,15</sup>, TBX3 (SC-17871, MAB10089, A303-098A), CAPER $\alpha$  (A300-291A), GST (SC-  
564 33613), LaminB1 (SC-56144), C-Myc (SC-40), R-IgG (SC-2027), m-IgG (SC-2025),  
565 Anti-Flag (Sigma, F3165), H3K9me3 (Cell Signaling, 9754), H3K4me3 (Cell Signaling,  
566 9751), H3K27me3 (Cell Signaling, 9733), H3K9ace (Cell Signaling, 9649), H4K5ace  
567 (Cell Signaling, 9672), H3K14ace (Cell Signaling, 4353), p-RB -Ser 810--811 (SC-  
568 16670), p-RB -Ser 795 (SC-7986), p-RB -Ser 780 (SC-12901), Rb1 (SC-73598),  
569 H3S10P (SC-8656), H2A K119ub (8240S), p21 (SC-756), p53 (Invitrogen 134100),  
570 Cyclin D1 (SC-753), Cyclin D2 (SC-754), Cyclin D3 (SC-755), Cyclin E (SC-20648),  
571 CDK2 (SC-6248), CDK4 (SC-601) CDK6 (SC-177), hnRNP K (SC-53620), hnRNP  
572 C1/C2 (SC-32308), hnRNP H (SC-10042), hnRNP U (SC-32315), hnRNP A2/B1 (SC-  
573 53531), hn RNP A1 (SC-32301), and hnRNP D1 (AB-61193).

574

#### 575 MBP pull down assay

576 Amylose bound MBP and MBP-tagged TBX3 affinity columns were prepared as per the  
577 procedure (E8022S, NEB) described in the manufacturer's protocol. These beads were  
578 incubated with 5 and 10  $\mu$ g of GST and GST-CAPER at 4°C for 8 h. Bound proteins  
579 were eluted with reduced glutathione and analyzed by Western blotting with anti-  
580 CAPER antibody.

581

#### 582 Cell transfection

583 Transfections were performed in HEK293 or EBNA-293 cells with Lipofectamine 2000  
584 (Invitrogen) or in Human fibroblasts with X-tremeGENE HP DNA transfection Reagent  
585 (Roche) as per the manufacturer's recommendations.

586

#### 587 Plasmids

588 Wild type Tbx3 and exon 7 missense, deleted repressor domain (Tbx3 $\Delta$ RD1), and  
589 Tbx3 $\Delta$ NLS were generated by PCR amplification and cloned into pcDNA3.1. C-terminal  
590 deletion constructs Tbx3 1-655, Tbx3 1-623, Tbx3 1-565, Tbx3 1-470 were generated  
591 by PCR amplification and cloned into pCS2 with an N-terminal Myc tag. Tbx3 L143P  
592 and N277D point mutants were kind gifts of Phil Barnett. *UCA1* and CAPER $\alpha$  cDNAs  
593 were cloned into pCDN3.1 and PQCXIH for over- expression studies, respectively.

594 Sequence of all plasmids was confirmed. *Tbx3* L143P and N277D point mutants  
595 plasmids were kind gifts of Phil Barnett. Wild type CAPER $\alpha$  was generated by PCR  
596 amplification and then cloned into pQCXIH retroviral vector; sequence was confirmed.  
597 Full length *UCA1* was amplified by PCR and then cloned into pcDNA3.1 vector;  
598 sequence was confirmed.

599 UCA1 Cloning FP: AGTTGCGGCCGCTGACATTCTTCTGGACAATGAG

600 UCA1 Cloning RP: TCCTGCGGCCGCTTGGCATATTAGCTTTAATGTAG

601 CAPER $\alpha$  Cloning FP: CATCGCGGCCGCGCATGGCAGACGATATTGATATTG

602 CAPER $\alpha$  Cloning RP: ACGTGGATCCTCATCGTCTACTTGGGAACCAGTAG

603

604

#### 605 Immunofluorescence

606 E10.5 embryos were harvested in PBS followed by overnight fixation at 4°C in 4%  
607 paraformaldehyde and processed for 7  $\mu$ m cryosections. For cell lines, human  
608 fibroblasts were cultured on 8-well chamber slides (BD Flacon) and processed for  
609 Immunohistochemistry. Immunohistochemistry was performed using primary antibodies  
610 listed above and detected using donkey anti- goat or anti-rabbit Alexa fluor 594 (1:500)  
611 and goat anti-mouse Alexa fluor 488(1:500) from Invitrogen. Nuclei were stained with  
612 Hoechst or DAPI. Slides were imaged with a Nikon ARI inverted confocal microscope  
613 at the University of Utah Imaging Core.

614

#### 615 Retroviral transduction and selection of stable cells

616 shRNA oligonucleotides (see sequences below) were annealed and cloned into the  
617 pGFP-B-RS, pRFP-C-RS (Origen) vector and PMK0.1 vector. shRNA against luciferase  
618 served as a negative control. High-titer retrovirus was produced by transfection of  
619 shRNA retroviral construct along with gag/pol and VSVG encoding plasmids into EBNA-  
620 293 cells by lipofectamine 2000 reagent as per the manufactures protocol. Virus  
621 containing supernatant was collected after 48 hrs of transfection and filtered through  
622 0.45 $\mu$ m filters (Fisher 09-720-4). HEK293 or HFFs were incubated with DMEM

623 containing polybrene (8mM) and 500  $\mu$ l of TBX3 or CAPER $\alpha$  shRNA encoding  
 624 retrovirus. 24 hrs post infection, cells were split to lower densities and blasticidin or  
 625 puromycin antibiotic selection applied for 2 days. Stably integrated colonies were  
 626 selected and analyzed for knock down efficiency by western analysis using Tbx3 or  
 627 CAPER $\alpha$  antibody.  
 628  
 629 TBX3 shRNA A: targets *TBX3* exon 7  
 630 TBX3 shA FP: CCGG GACCATGGAGCCCGAAGAA ttcaagaga  
 631 TTCTTCGGGCTCCATGGTC TTTTGTG  
 632 TBX3 shA RP: AATTCAAAAA GACCATGGAGCCCGAAGAA tctcttgaa  
 633 TTCTTCGGGCTCCATGGTC  
 634  
 635 TBX3 shRNA B: targets *TBX3* exon 5  
 636 TBX3 shB FP: CCGG CAGCTCACCTGCAGTCCA ttcaagaga  
 637 TGGACTGCAGGGTGAGCTG TTTTGTG  
 638 TBX3 shB RP: AATTCAAAAA CAGCTCACCTGCAGTCCA tctcttgaa  
 639 TGGACTGCAGGGTGAGCTG  
 640  
 641 CAPER $\alpha$  shRNA A: targets *CAPER $\alpha$*  (gene name *RBM39*) exon 5  
 642 CAPER $\alpha$  shA FP:  
 643 CCGG GACAGAAATTCAAGACGTTttcaagagaAACGTCTTGAATTTCTGTCTTTTTG  
 644 CAPER shA RP:  
 645 AATTCAAAAA GACAGAAATTCAAGACGTT tctcttgaa AACGTCTTGAATTTCTGTC  
 646  
 647 CAPER $\alpha$  shRNA B: targets *CAPER $\alpha$*  exon 1  
 648 CAPER shB  
 649 P:CCGG AAAGCAAGAGCAGAAGTCGTAttcaagagaTACGACTTCTGCTCTTGCTTT TT  
 650 TTTG  
 651 CAPER shB RP:  
 652 AATTCAAAAA AAAGCAAGAGCAGAAGTCGTA tctcttgaa TACGACTTCTGCTCTTGCT  
 653 TT

654

655 The pMKo.1 puro RB and pMKo.1 puro p53 shRNA vectors were a kind gift of William

656 Hahn obtained via Addgene.

657 pRB shRNA: Addgene #10670

658 p53 shRNA: Addgene #10672

659 p16 shRNA: Addgene #22271

660 Efficacy and specificity of the pRb, p53, and p16 shRNAs was validated with second

661 shRNAs and these reagents have been used extensively by many investigators in the

662 years since their initial publication<sup>23-25,71-73</sup>.

663

664 *UCA1* shRNA: targets *UCA1* exon 3

665 *UCA1* shA FP:

666 GATCCGTTAATCCAGGAGACAAAGAtcaagagTCTTTGTCTCCTGGATTAACCTTTTTTG

667 GA

668 *UCA1* shA RP:

669 AGCTTCCAAAAAAGTTAATCCAGGAGACAAAGActcttgaTCTTTGTCTCCTGGATTAA

670 CG

671

672 Senescence associated  $\beta$ -galactosidase assay

673 Performed as per the manufacturer's protocol (9860, Cell Signaling).

674

675 Population doubling assay/3T5 growth curves (Fig. 2 E, F, R)

676 Primary HFFs were plated in a 10cm dish and transduced with retrovirus. After 24 hrs,

677 cells were cultured with antibiotic selection (puromycin or blasticidin) for an additional

678 24-72 hrs. On day 0 of the 3T5 growth curve, cells were trypsinized, counted and

679 500,000 cells then plated per 10cm dish. This procedure was repeated every 3 days for

680 15 days. Population doublings were calculated by  $(\log N_1 / \log 2) - (\log N_0 / \log 2)$   $N_1$ =current

681 cell count,  $N_0$ =Initial cell count. Curves shown in Figure 2 are representative of 2

682 independent experiments.

683

684 Cell count (Fig.5C)



Primary HFFs were plated in 6 well dishes and transfected at 70% confluence. At days noted in the figure, cells were trypsinized and counted using a hemocytometer.

#### Crystal violet assay/optical density method of cell quantitation

$5 \times 10^5$  cells were plated per well in 6-well tissue culture plates. At times indicated, medium was removed and cells were washed with PBS, and fixed for 10 minutes in 10% formalin solution. Cells were rinsed 5X with distilled water, and then stained with 100  $\mu$ l 0.1% crystal violet solution for 30 min., rinsed 5X in water and dried. Cell-associated crystal violet dye was extracted with 500  $\mu$ l of 10% acetic acid. Aliquots were collected and optical density at 590 nm measured. Each point on the curve shown represents 3 independent plates.

#### Senescence marker gene expression in TBX3 and CAPER $\alpha$ KD fibroblasts

Primary HFFs were incubated with TBX3 or CAPER $\alpha$  or Control shRNA encoding retrovirus medium with fresh virus added every 8 hrs for 48 hours, followed by antibiotic selection for 6 days. 6 days after selection, floating cells were discarded and adherent cells were utilized for senescence associated  $\beta$ -gal assay or preparation of RNA.

#### RNA isolation and reverse transcription–PCR analysis.

Total RNA was prepared using the RNeasy RNA isolation kit (Qiagen) or NucleoSpin RNA II Kit (Clontech) and cDNA was synthesized by cDNA EcoDry Premix Double Primed (Clontech) kit. Q-RT-PCR was performed with SoFast Evagreen Supermix (Bio-Rad) as per manufacturer's protocol.

#### RT-PCR Primer Sequences

TBX3: TGAGGCCTTTGAAGACCATG, TCAGCAGCTATAATGTCCATC

CAPER $\alpha$ : CGGAACAGGCGTTTAGAGAA, TGGCACTGCTCAACTTGTTTC

CDK2: GCTTTCTGCCATTCTCATCG, GTCCCCAGAGTCCGAAAGAT

CDK4: ACGGGTGTAAGTGCCATCTG, TGGTGTCGGTGCCTATGGGA

713 P21: TCAGAGGAGGCGCCATGT, TGTCCACTGGGCCGAAGA  
 714 CDC2: GGGGATTCAGAAATTGATCA, TGTCAGAAAGCTACATCTTC  
 715 MDM2: ACCTCACAGATTCCAGCTTCG, TTTCATAGTATAAGTGTCTTTTT  
 716 MAPK14: TTCTGTTGATCCCCTTCACTGT, ACACACATGCACACACACTAAC  
 717 CDKN2C: CAATGGCTCAGTTTTGCTGAATAA, GTAAGATCTGCCTGCCAAAAGC  
 718 CDKN2B: AACGGAGTCAACCGTTTCGG, TGTGCGCAGGTACCCTGCA  
 719 P16: CAACGCACCGAATAGTTACG, AGCACCACCAGCGTGTC  
 720 SerpinE1:CCGGAACAGCCTGAAGAAGTG, GTGTTTCAGCAGGTGGCGC  
 721 P14ARF: CCCTCGTGCTGATGCTACTG, ACCTGGTCTTCTAGGAAGCGG  
 722 MCM3: CCTTTCCTCCAGCTCTGTC, CTCCTGGATGGTGATGGTCT  
 723 TGFb: AAGGACCTCGGCTGGAAGTG, CCCGGGTTATGCTGGTTGTA  
 724 EGR1: CCAGGAGCGATGAACGCAAGCGGCATACCAAG,  
 725 GGAGTACGTGGTGGCCACCGACGGGGACCC  
 726 E2F1: ATGTTTTCTGTGCCCTGAG, ATCTGTGGTGAGGGATGAGG  
 727 E2F2: GGCCAAGAACAACATCCAGT, TGTCCTCAGTCAGGTGCTTG  
 728 IL6R: CATTGCCATTGTTCTGAGGTTC, AGTAGTCTGTATTGCTGATGTC  
 729 GSK3b: ACTCCACCGGAGGCAATTG, GCACAAGCTTCCAGTGGTGTT  
 730 UCA1:GAAATGGACAACAGTACACGCATATGGGGC,  
 731 CCTGTTGCTAAGCCGATGATACATTACCCT  
 732 HPRT: GCTGGTGAAAAGGACCTCT, CACAGGACTAGAACACCTGC  
 733 PCNA: AAGAGAGTGGAGTGGCTTTTG, TGTCGATAAAGAGGAGGAAGC  
 734 CHK2: CTTATGTGGAACCCCCACCTAC, CAGCACGGTTATACCCAGCA  
 735 PMAIP1: GTTTTTGCCGAAGATTACCG, CAATGTGCTGAGTTGGCACT  
 736 MYC: CTCCCTCCACTCGGAAGGA, GCATTTTCGGTTGTTGCTGAT

737 CDKN2D: CAACCGCTTCGGCAAGAC, CAGGGTGTCCAGGAATCCA  
 738 P53: CCTCACCATCATCACACTGG, TCTGAGTCAGGCCCTTCTGT  
 739 RB: TGTGAACATCGAATCATGGAA, TCAGTTGGTGGTTCTCGGTC  
 740 CXCL10: GAAATTATTCCTGCAAGCCAATTT, TCACCCTTCTTTTTTCATGTAGCA  
 741 IFNB1: GAATGGGAGGCTTGAATACTGCCT, TAGCAAAGATGTTCTGGAGCATCTC  
 742 ATF3: GTTTGAGGATTTTGCTAACCTGAC, AGCTGCAATCTTATTTCTTTCTCGT  
 743 DUSP2: GGCCTTTGACTTCGTTAAGC, CCACCTCAGTGACACAGCAC  
 744 CREB5: CGTGCCTCCTTGAAACAAGCCATT, ATGAAACACCAGCACCTGCCTAGA  
 745 HDAC9: AGTGTGAGACGCAGACGCTTAG, TTTGCTGTGCGATTTGTTCTTT  
 746 SP140: TGGGTCAGTTTCTTGTTTATCTGC, AGCAGGCTAGAAGCAAGCTC  
 747 EGR2: TTGGTGCCTTGTGTGATGTAGAC, CTTTCCATAAGGCAACCCATT  
 748 HMGA2: GTCCCTCTAAAGCAGCTCAAAA, CTCCCTTCAAAAGATCCAACCTG  
 749 BIRC5: CATGGTAGGTGCAGGTGATG, CATGGTAGGTGCAGGTGATG  
 750 ASF1: GGTTCGAGATCAGCTTCGAG, CATGGTAGGTGCAGGTGATG  
 751 WDR66: CCGAGAAGCAACAGGAGAAA, CTGTGTCTCCAAACGGATCA  
 752 CDC25C: GACACCCAGAAGAGAATAATCATC, CGACACCTCAGCAACTCAG  
 753 CENPF: CGAAGAACAACCATGGCAACTCG, TTCTCGGAGGATGGTGCCTGAAT  
 754 LAMA2: AATTTACCTCCGCTCGCTAT, CCTCCAATGTACTTTCCACG  
 755 LMNB1: AAGCAGCTGGAGTGGTTGTT, TTGGATGCTCTTGGGGTTC  
 756 LMNB2: GCTCTGACCAGAACGACAAGG, CCAGCATCTTCCGGAACCTTG  
 757 CDC20: TCCAAGGTTGAGACCACTCC, GATCCAGGCCACAGACCATA  
 758 DUSP5: GCTCGCTCAACGTCAACCTCAACTCGGTG,  
 759 AGTGCGGCTGCCCTGGTCCAGCACCAACC

760 DUSP4: CCTGGCAGCCATCCCACCCCGGTTCCCC,  
761 GCTGATGCCCAGGGCGTCCAGCATGTCTCTC

762 mTbx3: TGAGGCCTCTGAAGACCATG, TCAGCAGCTATAATGTCCATC

763 mSerpine1: AGCCAACAAGAGCCAATCAC, GGATTCTCGGAGGGGTAAAG

764 mIL6: GATGGATGCTACCAAACCTGGA, CCAGGTAGCTATGGTACTCCAGAA

765 mP21: TCCACAGCGATATCCAGACA, GGCACACTTTGCTCCTGTG

766 mCdc2: CTGCAATTCGGGAAATCTCT, TCCATGGACAGGAACTCAAA

767 mReprimo: CTTACGGACCTGGGACTTTG, CCAGCACTGAATTCATCACG

768

769 MEF isolation from WT and *Tbx3* null embryos

770 All steps were performed under aseptic conditions. Pregnant female mice were  
771 euthanized and 13.5 days old embryos were isolated from the uterus. Embryos were  
772 washed in sterile PBS in 60-mm tissue culture dish at room temperature and transferred  
773 into 15ml sterile falcon tube containing 1 ml of 50% trypsin in DMEM medium. Embryos  
774 were minced using fine scissors followed by gentle pipetting with 1ml pipette tips and  
775 dispersed into cell suspensions in 5 mins. Suspensions were plated into 10cm plates in  
776 10ml of DMEM with 5% FBS and penicillin/streptomycin and incubated for 8hrs in CO2  
777 incubator. Culture medium was replaced with fresh medium every day for three days.  
778 Passage 0 refers to the stage when cell suspension from the embryos was put into cell  
779 culture and subsequent passages are numbered.

780

781 Chromatin Immunoprecipitation (ChIP)

782 Performed as per the manufacturer's protocol (9003S, Cell Signaling).

783 ChIP Primers

784 UCA1 FP1: GGCTCTCGAGTCAAGATAATTCACCTTAC,

785 UCA1 RP1: GGCACATCTTTGTTGTCTGAAAGGGAT

786 UCA1 FP2: CACCTCTTTCTTGCCTCCTTGGATATATT,

787 UCA1 RP2: CACTTACTTACTTATAATAGAGTCAGGGTCT  
 788 UCA1 FP3: CCAGGAGCTGATATTCATGACCCTCCA,  
 789 UCA1 RP3: CTTGGCTCCTGTAGGCCACCTGGACAT  
 790 DUSP4 FP: CGAGGGCACCAGGTACCCGCCGGGTCTCTCC  
 791 DUSP4 RP: GGACTAGGGTGAGCACAAGCCTTGAGCGC  
 792 P16 1A FP: CGACCGTAACTATTCGGTGCGTTGGGCAGC  
 793 P16 1A RP: GCTCTGGCGAGGGCTGCTTCCGGCTGGTGC  
 794 P16 2A FP: GAGCAGGACGCGGTGGCTCACACCTGTAAT  
 795 P16 2A RP: CAGGCATGCGCCACCAAGCCCCGCTAATT  
 796 P16 3A FP: CCTCGGGGTACCTCTCAATTAGCTGTGTA  
 797 P16 3A RP: AGTTCGAGACAAGCCTAGCCAACATAGTG  
 798 P16 4A FP: GAAACTCTACCATGGATTCCTACATCAAG  
 799 P16 4A RP: GCACAATGTGCAGGTTTGTTACATATGTAT  
 800 P16 5A FP: CCAGTCTCAGATTTCTATGTGCAAAATG  
 801 P16 5A RP: GGTTTGAACCCTGGCAGTCTGACTGTAG  
 802 P16 6A FP: GCGGTGGTTATAGATTTTGTCACAAGAG  
 803 P16 6A RP: ACTCTGGAACACTACCTTCTCAAGTATC  
 804 P16 7A FP: ACCCCGATTCAATTTGGCAG  
 805  
 806 P16 7A RP: AAAAAGAAATCCGCCCCCG  
 807 P14ARF: FP: GCCGAATCCGGAGGGTCACCAAGAACCTGC  
 808 P14ARF: RP: GTGCGCAGGGCTCAGAGCCGTTCCGAGATCT  
 809 CDK2 FP: GATGGAACGCAGTATACCTCTC;  
 810 CDK2 RP: AAAGCAGGTACTTGGAAGAGTG

811 CDK4 FP: GTGGACCGAAAAGGTGACAGGATC  
 812 CDK4 RP: GGGCGGGGCGAACGCCGGACGTTC  
 813 P21 -324 to -676 FP: CCCGGAAGCATGTGACAATC  
 814 P21 -324 to -676 RP: CAGCACTGTTAGAATGAGCC  
 815 P21 -677 to -981 FP: GGAGGCAAAAGTCCTGTGTTC  
 816 P21 -677 to -981 RP: GGAAGGAGGGAATTGGAGAG  
 817 P21 -964 to -1340 FP: CTGAGCAGCCTGAGATGTCAG  
 818 P21 -964 to -1340 RP: CACAGGACTTTTGCCTCCTG  
 819 P21 -1335 to -1688 FP: GAAATGCCTGAAAGCAGAGG  
 820 P21 -1335 to -1688 RP: GCTCAGAGTCTGGAAATCTC  
 821 CDKN1B FP: CGGCCGTTTGGCTAGTTTGT  
 822 CDKN1B RP: GGAGGCTGACGAAGAAGAAGATGA  
 823 HDAC9CHIPFP: GGCTCAGGCCGACCATTGTTCTATTTCTGT  
 824 HDAC9CHIPRP: CCTGAGGAGAAGCAGCAGAGGATCAAC  
 825 IL6CHIPFP: GAACCAAGTGGGCTTCAGTAATTTTCAGG  
 826  
 827 IL6CHIPRP: CATCTGAGTTCTTCTGTGTTCTGGCTCTC  
 828  
 829 P14ARF FP: CCCTCGTGCTGATGCTACTG  
 830  
 831 P14ARF RP: ACCTGGTCTTCTAGGAAGCGG  
 832  
 833 TGFB1 FP: GATGGCACAGTGGTCAAGAGC  
 834  
 835 TGFB1 RP: GAAGGATGGAAGGGTCAGGAG  
 836  
 837 RB FP: GGCGGAAGTGACGTTTTTC  
 838  
 839 RB RP: CCGACTCCCGTTACAAAAAT  
 840  
 841 MYC FP: AAGATCCTCTCTCGCTAATCTCC  
 842

843 MYC RP: AGAAGCCCTGCCCTTCTC  
844  
845 E2F1 FP: GGCTACAGGTGAGGGTCACG  
846  
847 E2F1 RP: GAGCGCCGCCACAATTGGCT  
848  
849 CDKN2D FP: TCCCTTTCTTCACGGTGCTT  
850  
851 CDKN2D RP: GCGTCGCTCCTGATTGGTC  
852  
853 CDK2 FP :AAGCAGGTACTTGGGAAGAGTG TTCAGC  
854  
855 CDK2 RP: CAACTTGAAACAATGTTGCCGCCTCC  
856  
857 MDM2 FP: GGCCTACCCAAAGTGATGGGATTACAAG  
858  
859 MDM2 RP: GCCGCTGGAGTTGTACCCAAATGAGTTA  
860  
861

#### 862 siRNA knockdown

863 For differential display (Figure 4), HEK293 cells were transfected with control siRNAs  
864 (Sense; 5' CAGCGACUAAACACAUCA-3' Antisense; 5'-  
865 UUGAUGUGUUUAGUCGCGUGTT-3') or TBX3 specific siRNA A (Sense:  
866 GACCAUGGAGCCCGAAGAA, Antisense: UUCUUCGGGCUCCAUGGU) or CAPER $\alpha$   
867 specific siRNA (Sense: GACAGAAAUUCAAGACGUU, Antisense:  
868 AACGUCUUGAAUUUCUGUC) using lipofectamine 2000 (Invitrogen) or X-treme GENE  
869 HP DNA transfection reagent as per manufacturer's instructions.  
870

871 HNRNP A1 siRNA for knockdown in HFFs (Figure 6) was obtained from Cell Signaling  
872 (cat. #7668).  
873  
874

#### 875 Oncogene-induced senescence with constitutively active RAS.

876 <sup>V12G</sup>RAS virus was produced with pBABE-<sup>V12G</sup>RAS as per the procedure described  
877 above. HFFs were transduced with RAS virus and incubated with antibiotic selection  
878 medium (puromycin 2  $\mu$ g/ml) for 4-5 days.  
879

### RNA immunoprecipitation (RIP) and RIP-PCR

For RNA Immunoprecipitation, 10 million cells were lysed in 1 ml of NP-40 lysis buffer (50mM Tris HCl, pH7.4, 150 mM NaCl, 1% NP-40 and Protease inhibitor cocktail). Lysate was cleared by centrifugation at 12000 RCF for 15 mins. Cleared lysate was immunoprecipitated independently with 5 µg of anti-hnRNP A1, anti-hnRNP D, Anti-hnRNP A2/B1, Anti-hnRNP C1/C2, Anti-hnRNP K, mIgG and R-IgG antibodies. Immune complexes were incubated with 30 µL of pre-equilibrated Dynabeads for 4 hrs at 4°C. Dynabead purified immune complexes were subjected to Proteinase K digestion at 37°C for 1 hr followed by NucleoSpin RNA II purification kit and cDNA was prepared by RNA-to-cDNA EcoDry Premix kit (Clontech). cDNA was used as a template in PCR amplifications with gene specific primers.

### mRNA stability assays

TBX3, CAPERα or Control shRNA KD, PS and RAS HFFs were cultured in 6 well culture dishes for 2 days to 80% confluence. Then Actinomycin D was added to a final concentration of 5 mg/ml to suppress transcription. At 0, 1, 2 and 4 hours after addition of Actinomycin D, equal numbers of cells were harvested from each sample and mRNA was prepared by nucleoSpin RNA II purification kit and cDNA was prepared by RNA-to-cDNA EcoDry Premix kit (Clontech) followed by qRT-PCR for specific transcripts.

### P16<sup>INK</sup> mRNA Northern blot

HFFs were transfected with pcDNA3.1 control or *UCA1* expression plasmids as described above, incubated +/- Actinomycin D, and total cellular RNA was harvested at 0, 1, 2 and 4 hrs post treatment. For northern blot analysis, 5 µg total RNA from each time point was electrophoresed through a 1% agarose gel. The RNA was blotted onto Hybond-N+ membrane (Amersham Pharmacia), and membranes were UV crosslinked. Membranes were hybridized for 18 hrs with <sup>32</sup>P-labeled probes. Probes were generated by end-labeling DNA oligonucleotides containing following sequences complementary to *p16<sup>INK</sup>* mRNA:

1) 5' GAGGAGGTGCTATTA ACTCCGAGCATTAGCGAATGTGGC



2) 5' AATCCTCTGGAGGGACCGCGGTATCTTTCCAGGCAAGGGG  
3) 5'AAGGCTCCATGCTGCTCCCCGCCGCCGGCTCCATGCTGCT

End-labeling reactions were performed using T4 polynucleotide Kinase (NEB) according to the manufacturer's directions. The hybridized blots were washed, and autoradiographs were developed as per standard procedure. Band intensities were measured by Image J analysis and densitometric values were plotted as bar graphs.

#### RNA-Seq analysis of TBX3 and CAPER $\alpha$ KD HFFs

HFFs were incubated with TBX3 or CAPER  $\alpha$  shRNA encoding retrovirus for 48 hours followed by incubation for an additional 48 hours in selection medium. Total RNA was isolated and purity was assessed. Poly-A RNA was purified, fragmented, primed with random hexamers and used to generate first strand cDNA using reverse transcriptase. Samples that passed quality control steps were used for Illumina library preparation using the Illumina TruSeq RNA Sample Prep protocol. All libraries were sequenced (with barcoding) on a single lane of an Illumina HiSeq instrument for 50 cycles from a single end. A total of 177,155,781 reads were produced in total for all 10 libraries (median 17,348,374 reads). Base calling was performed using Illumina software.

#### Bioinformatics analysis

Sequence reads were aligned (98.5% mapped) to the human genome build 37.2 with Tophat (v2.0.8b) using default parameters. Aligned reads were assembled into transcripts and their relative abundance was measured using Cufflinks (v2.1.1) with fragment bias correction (frag-bias-correct) and multi-read correction (multi-read-correct). Cufflinks transcript assemblies were based on transcripts of NCBI Homo sapiens annotation release 104 and miRBase release 19 as provided in the Illumina iGenomes dataset. Cuffdiff was used to test for differential expression between samples and controls and expression differences were taken as significant if the FDR adjusted p-value was less than 0.05 (Source Data Files 1 and 2). Statistically

overrepresented gene ontology/biologic process categories and KEGG pathways were determined using DAVID<sup>44,45</sup>. The hypergeometric test, as implemented in the R statistical language (phyper), was used to test significance of the number of genes found to be co-regulated between samples (Source Data File 3).

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## **Figure Legends**

TBX3, CAPER $\alpha$  = human; Tbx3, Caper $\alpha$  = mouse

### **Figure 1. CAPER $\alpha$ and TBX3 directly interact via the TBX3 repressor domain.**

A) Representative spectrum for CAPER $\alpha$  identified in anti-TBX3 co-IP of HEK293 cell lysates. Mass spec analysis identified 6 specific CAPER $\alpha$  peptides, providing 8.5%

1156 sequence coverage of the protein. This spectrum shows fragmentation of one of these  
1157 peptides, C\*PSIAAAIAAVNALHGR, with diagnostic b- and y-series ions shown in red  
1158 and blue, respectively. \* indicates carbamidomethylation

1159 B) Anti-CAPER $\alpha$  immunoblot (IB) analysis of anti- CAPER $\alpha$  immunoprecipitated (IP'd,  
1160 lane 2) e10.5 mouse embryo lysates.

1161 Black arrowheads indicate IgG heavy chain and red indicate protein of interest  
1162 (CAPER $\alpha$  or TBX3).

1163 C) Anti-Tbx3 IB of anti-Tbx3 (lane 4) and anti-Caper $\alpha$  (lane 5) IP'd mouse embryo  
1164 lysates.

1165 Rabbit (r)-IgG (lanes1, 6) and mouse (m)-IgG (lane 7) are negative controls

1166 D) *In vitro* MBP pull down assay: MBP and MBP-Tbx3 bound amylose affinity columns  
1167 were incubated with GST or GST-CAPER $\alpha$ . Bound proteins were eluted, subjected to  
1168 SDS-PAGE followed by IB with anti-CAPER $\alpha$  antibody.

1169 E-G) Colocalization of Tbx3 and Caper $\alpha$  *in vivo* shown by immunohistochemical  
1170 analysis of sectioned e10.5 mouse embryo: embryonic dorsal root ganglion (DRG, E),  
1171 proximal (F) and distal (G) limb bud with anti-Tbx3 (red) and anti- Caper $\alpha$  (green)  
1172 antibodies and DAPI (blue). White arrowheads in G label representative ectodermal  
1173 and mesenchymal cells with cytoplasmic Tbx3 and nuclear Caper $\alpha$ .

1174 H) Schematic representation of mouse Tbx3 overexpression constructs.Tbx3 DNA  
1175 binding domain (DBD) point,  $\Delta$ RD and exon7 missense proteins are untagged and the  
1176 C-terminal deletion mutants are Myc-tagged.

1177 I) Anti-TBX3 IB of HEK293 cell lysates transfected with control or anti-TBX3 shRNA.

1178 J) Anti-CAPER $\alpha$  IB of anti-CAPER $\alpha$  IP'd samples from HEK293 cells transfected with  
1179 anti-TBX3 shRNA and expressing mouse Tbx3 proteins listed at top. Production and IP  
1180 of endogenous CAPER $\alpha$  is not affected by production of mutant Tbx3 proteins.

J') Anti-Tbx3 IB of anti-CAPER $\alpha$  IP'd samples from HEK293 cells transfected with anti-TBX3 shRNA and expressing Tbx3 proteins as in J. The DBD point mutant proteins (lanes 2,3) interact with CAPER $\alpha$  as efficiently as wild type Tbx3 (lanes 1, 4).

K) Anti-Myc IB of anti-Myc IP'd samples from HEK293 cell lysates expressing Myc-tagged mouse Tbx3 C-terminal deletion mutants. The mutant proteins are expressed and efficiently IP'd. These cells were not treated with anti-TBX3 shRNA because the expression constructs produce a Myc- tagged mutants that can be IP'd independently of endogenous TBX3.

K') anti-CAPER $\alpha$  IB of anti-Myc IP'd samples from HEK293 cell lysates expressing Myc-tagged mouse Tbx3 C-terminal deletion mutants. These cells were not treated with anti-TBX3 shRNA because the expression constructs produce a Myc- tagged mutants that can be IP'd independently of endogenous TBX3.

L) Anti-Tbx3 IB of anti-Tbx3 IP'd samples from HEK293 cells transfected with anti-TBX3 shRNA and expressing wt or repressor domain deletion mutant ( $\Delta$ RD) mouseTbx3. The shRNA does not prevent production of the overexpression proteins.

L') Anti-CAPER $\alpha$  IB of HEK293 cells transfected with anti-TBX3 shRNA and expressing mouse wt or  $\Delta$ RD Tbx3 proteins and IP'd with anti-Tbx3 or IgG. Loss of the repressor domain prevents interaction with CAPER $\alpha$ .

Black arrowheads indicate IgG heavy chain and red indicate protein of interest (CAPER $\alpha$  or TBX3).

**Figure 1, Figure Supplement 1. Missense mutation of the C-terminus of Tbx3 disrupts interaction with CAPER  $\alpha$ .**

A) Anti-Tbx3 IB of exon 7 missense (ex7) and wt proteins expressed in HEK293 cells also transfected with anti-TBX3 shRNA. The overexpressed proteins are produced (red arrowhead).

B) anti-CAPER $\alpha$  and anti-TBX3 (C) IB of anti-CAPER $\alpha$  and negative control IP'd samples from HEK293 cells transfected with anti-TBX3 shRNA and overexpressing ex7



missense or wt Tbx3. Production and IP of endogenous CAPER $\alpha$  is not affected by production of mutant Tbx3 proteins.

C) Anti-Tbx3 IB of anti-CAPER $\alpha$  and negative control IP'd samples from HEK293 cells transfected with anti-TBX3 shRNA and overexpressing ex7 missense or wt Tbx3. The missense mutation disrupts interaction between Tbx3 and CAPER $\alpha$ .

Black arrowheads indicate IgG heavy chain and red indicate protein of interest (CAPER $\alpha$  or TBX3).

**Figure 2. Knockdown of endogenous CAPER $\alpha$  and TBX3 in primary human fibroblasts and mouse embryos induces premature senescence and disrupts expression of cell cycle and senescence regulators.**

A-C) Representative bright field images of senescence associated  $\beta$ -galactosidase (SA- $\beta$ G) assays of HFFs transduced with control, TBX3 shRNA A or CAPER $\alpha$  shRNA A. Only occasional cells in the control transduction have detectable lacZ staining (blue) whereas knockdown of either TBX3 or CAPER $\alpha$  results in marked changes in cell morphology and increased lacZ staining.

D) Bar graph quantitating % beta-galactosidase positive cells from 4 replicate plates of SA- $\beta$ gal assays. \* indicates  $p < 0.001$  compared to control

E, F) 3T5 cell proliferation assay<sup>74</sup> of cumulative population doublings in HFFs transduced at passage 30 with control, TBX3 or CAPER $\alpha$  shRNAs. These are representative curves of duplicate experiments; each point on the curve is a measurement of cell count from a single plating followed over the course of the experiment as described in methods.

G-J) Immunohistochemical analysis of H3K9me3 immunoreactivity (red) and DAPI (blue) in HFFs after knockdown with control (G,I), TBX3 (H), or CAPER $\alpha$  (J) shRNAs.

1234 Individual channels are shown and the merged image is on the right. Note increased  
1235 nuclear punctate staining consistent with Senescence –associated heterochromatin  
1236 foci (SAHFs) in both channels and evidence of nuclear disruption (white arrowheads  
1237 in red channel) after loss of either *TBX3* or *CAPER $\alpha$*

1238 K-M) Analysis of cell cycle and senescence marker transcript levels in HFFs transduced  
1239 with control, *TBX3* or *CAPER $\alpha$*  shRNAs.

1240 K) Relative transcript levels assessed by quantitative real time-PCR (qPCR) of cDNA.  
1241 Values reflect fold change in knockdown HFFs relative to control after normalization  
1242 to *HPRT* levels. Note general pattern of expression changes are similar in *TBX3*  
1243 (blue) and *CAPER $\alpha$*  (red) knockdowns.

1244 Data are plotted as fold change mean +/- standard deviation. \* indicates  $p < 0.05$   
1245 relative to control.

1246 L, M) Agarose gel of PCR amplicons of cDNAs reverse transcribed from *TBX3* (L) or  
1247 *CAPER $\alpha$*  (M) shRNA knockdown HFF RNA reveals similar decreases in cell cycle  
1248 promoting genes *CDK2* and *4* in *TBX3* and *CAPER $\alpha$*  knockdowns and increased *p21*  
1249 levels.

1250 N, O) SA- $\beta$ gal assay of wild type and *Tbx3* null MEFS reveals that *Tbx3* is required to  
1251 prevent premature senescence of primary murine embryonic fibroblasts (MEFs)..

1252 P) Quantitation of % beta-galactosidase positive cells from 5 replicate experiments  
1253 exemplified in O, P. \* indicates  $p < 0.01$ .

1254 Q) 3T5 cell proliferation assay of cumulative population doublings in wild type and *Tbx3*  
1255 null MEFs. These are representative curves from duplicate experiments; each point  
1256 on the curve is a measurement of cell count from a single plating followed over the  
1257 course of the experiment as described in methods.

1258 R) IBs to assay levels of cell cycle and senescence proteins in wild type and *Tbx3* null  
1259 embryo lysates. Tubulin loading control is at top left (Tub). The changes at the protein

level correlate with those observed at the RNA level (K-M) and RB is hypophosphorylated on multiple serine residues consistent with increased p16 and decreased CDK activity.

**Figure 2, Figure Supplement 1. Effective knockdown of endogenous CAPER $\alpha$  in primary human foreskin fibroblasts using viral shRNA transduction.**

A) RT-PCR analysis of *CAPER $\alpha$*  and *HPRT* transcript levels in HFFs transduced with two different retroviruses producing anti-CAPER $\alpha$  shRNAs (CAP sh A and B) and control shRNA virus (Ctl sh). Red arrowhead indicates CAPER $\alpha$  specific amplicon.

B) RT-PCR analysis of *CAPER $\alpha$*  and *HPRT* transcript levels in HFFs transduced with retroviruses producing anti-CAPER $\alpha$  shRNA A and a *CAPER $\alpha$*  overexpression virus (CAP OE). Note rescue of *CAPER $\alpha$*  expression by overexpression virus.

C-G) SA- $\beta$ Gal assays of HFFs transduced with control or CAPER $\alpha$  shRNAs A or B and rescue by CAPER $\alpha$  overexpression.

H) Quantitation of SA- $\beta$ Gal assays in C-G. \* indicates  $p < 0.01$  compared to control shRNA.

I) Western blot showing depletion of endogenous CAPER $\alpha$  protein by CAP shRNA A. Anti-tubulin IB is loading control. This CAPER $\alpha$  shRNA "A" was used for all subsequent CAPER $\alpha$  shRNA knockdown experiments.

**Figure 2, Figure Supplement 2. Effective knockdown of endogenous TBX3 in primary human foreskin fibroblasts using viral shRNA transduction.**

1282 A) RT-PCR analysis of *TBX3* and *HPRT* transcript levels in primary human foreskin  
 1283 fibroblasts (HFFs) transduced with control (Ctl sh) or *TBX3* (TBX3 shA) shRNA  
 1284 retrovirus.

1285 B) RT-PCR analysis of *TBX3* and *HPRT* transcript levels in primary human foreskin  
 1286 fibroblasts (HFFs) transduced with control (Ctl sh) or *TBX3* (TBX3 shB) shRNA  
 1287 retrovirus.

1288 C-G) SA- $\beta$ Gal assays of HFFs transduced with control or TBX3 shRNAs A or B and  
 1289 rescue by Tbx3 overexpression.

1290 H) Quantitation of SA- $\beta$ Gal assays in C-G. \* indicates  $p < 0.01$  compared to control  
 1291 shRNA.

1292 I) Western blot showing depletion of endogenous TBX3 protein by TBX3 shRNA A. Anti-  
 1293 tubulin IB is loading control.

1294 This TBX3 shRNA “A” was used for all subsequent TBX3 shRNA knockdown  
 1295 experiments.

1296

1297 **Figure 2, Figure Supplement 3. *Tbx3* null murine embryonic fibroblasts (MEFs)**  
 1298 **have altered lamin  $\beta$ 1 localization, nuclear disruption and mislocalized Caper $\alpha$ .**

1299 A-B') Representative WT and *Tbx3* null MEFs cells stained for lamin $\beta$ 1 at passage (P) 4  
 1300 (A, B) and P1 (A', B'); note nuclear distortion and rupture in senescing *Tbx3* null  
 1301 MEFs as early as P1.

1302 C) Quantitation of % distorted nuclei in WT versus *Tbx3* null MEFs. \* indicates  $p < 0.05$ .

1303 D-F') Immunohistochemistry for Caper $\alpha$  (green) and DNA (DAPI, blue) in control and  
 1304 *Tbx3* null MEFs at P1 (D, D') and P2 E-F'). In mutant cells, Caper $\alpha$  signal shifts to  
 1305 nucleus from cytoplasm at P1, and large intranuclear Caper $\alpha$ + foci are present by P2.

G) qPCR quantitation of senescence marker genes in WT versus *Tbx3* null MEFs. Data are displayed as mean fold change +/- standard deviation relative to WT after normalization to HPRT levels. \* indicates p<0.01. # indicates p<0.05.

**Figure 3. RB and p16 mediate senescence after CAPER $\alpha$ /TBX3 loss of function and CAPER $\alpha$ /TBX3 regulates chromatin structure of *CDKN2A-p16*.**

A-F) SA- $\beta$ gal assays of HFFs stably transduced with control (Ctl) or p53<sup>23</sup> or RB<sup>24</sup> shRNAs subsequently transduced with CAPER $\alpha$  or TBX3 shRNAs.

G) % Quantitation of A-F from 3 replicate experiments. \* indicates p<0.05 relative to Control or p53 shRNAs.

H) Cell proliferation assayed by crystal violet incorporation (OD units) in HFFs treated as in A-F. \* indicates p<0.001 relative to Ctl or p53 shRNAs.

I-L) SA- $\beta$ gal assays of HFFs stably transduced with control or p16<sup>25</sup> shRNAs subsequently transduced with CAPER $\alpha$  or -TBX3 shRNAs.

M) % Quantitation of I-L from 3 replicate experiments. \* indicates p<0.05 relative to Ctl shRNA.

N) Cell proliferation assayed by crystal violet incorporation (OD units) in HFFs treated as in I-L. \* indicates p<0.01 relative to Ctl shRNA.

O) ChIP-PCR with antibodies listed at top on 3 regions upstream of the *CDKN2A-p16* transcriptional start site (TSS); position relative to (TSS) is indicated in parentheses at left of panels. PCR of input material used for the ChIP is shown under "Input". The shRNA transduced is listed above each lane (HFF Tx). TBX3 knockdown decreases binding of TBX3 (lanes 8) and CAPER $\alpha$  (lanes 11) to all three regions. CAPER $\alpha$  knockdown has minimal effect on TBX3 binding (lanes 9). Knockdown of either TBX3 or

CAPER $\alpha$  decreases the repressive chromatin mark H3K9me3 (lanes 14, 15) and increases the activating chromatin mark H3K4me3 (lanes 17, 18).

**Figure 3, Figure Supplement 1. Effective knockdown of p53, RB and p16 in HFFs.**

A) RT-PCR analysis of p53, RB and p16 transcript levels relative to HPRT after shRNA mediated KD in HFFs. The shRNAs employed for these knockdowns were obtained from Addgene and have been previously employed by numerous investigators<sup>23-25,72,73</sup>.

**Figure 3, Figure Supplement 2. UCSC Genome Browser view of the *CDKN2A* locus and 5' regions screened for binding by CAPER $\alpha$  and TBX3**

Seven regions tested upstream of *CDKN2A-p16* promoter by ChIP with anti-TBX3 and anti- CAPER $\alpha$  antibodies. Amplicons are numbered black boxes 1-7 “Your Seq” at top superimposed on window from UCSC genome browser. Chromatin states in various cell types based are noted by colored bars below. Of these 7 regions, 3 were bound by both TBX3 and CAPER $\alpha$ : regions 3, 4 and 5 (data are presented in Fig. 3, panel O).

**Figure 3, Figure Supplement 3. *CDKN2a-p16* H3K27 trimethylation markedly decreases in HFFs after knockdown of CAPER $\alpha$  or TBX3 consistent with activation of *CDKN2a-p16* expression.**

ChIP-PCR of *CDKN2A-p16* regulatory elements with anti-H3K27me3 in control, TBX3 or CAPER $\alpha$  shRNA transduced HFFs. Locations of amplicons relative to transcription start site are noted in parentheses below each panel and correspond to regions 3, 4 and 5 in Fig. 3, Fig. Supplement 2.

**Figure 3, Figure Supplement 4. Testing CAPER $\alpha$  and TBX3 binding to *p14*, *p21*, *CDK2*, *CDK4* and *CDKN1B* regulatory elements.**

A) ChIP-PCR of *CDKN2A-p14* promoter with antibodies listed at top in control (C) and TBX3 siRNA (C') transduced HFFs. Red arrowhead indicates loss of CAPER $\alpha$  binding after TBX3 knockdown.

B-E) ChIP/PCR of HFF chromatin showing lack of TBX3 and CAPER $\alpha$  binding to known regulatory elements<sup>29-31</sup> of:

B) *CDKN1A-p21* (location relative to transcription start site is noted in parentheses at the bottom of the panels)

C) *CDK4*

D) *CDK2*

E) *CDKN1B*

**Figure 4. CAPER $\alpha$ /TBX3 directly represses expression of the long noncoding RNA *UCA1*.**

A-C) Gel showing RT-PCR analysis of *TBX3*, *CAPER $\alpha$*  and *HPRT* expression in control, TBX3 and CAPER $\alpha$  siRNA transfected HEK293 cells. The siRNAs effectively decreased transcript levels of their targets.

D) Differential display: representative PAGE gel of cDNAs derived from random primed, RT-PCR'd mRNAs from CAPER $\alpha$ , TBX3 and control siRNA transfected HEK293 cells. Blue arrowheads denote upregulated transcripts subsequently identified by sequencing as *DUSP4* and *UCA1*.

E, F) qPCR analysis of *TBX3* and *CAPER $\alpha$*  transcript levels in control and *TBX3* or *CAPER $\alpha$*  shRNA transduced HFFs (repeat of experiment shown in Fig.2 FS1A and 2A).

G) RT-PCR analysis of *UCA1* and *HPRT* gene expression in control, *TBX3* or *CAPER $\alpha$*  shRNA transduced HFFs.

H) qPCR analysis of *UCA1* transcript levels in control, TBX3 or CAPER $\alpha$  shRNA transduced HFFs. Results confirm differential display result that KD of TBX3 or CAPER $\alpha$  results in increase in *UCA1* transcript levels.

I) Schematic representation of the *UCA1* locus with primer sets employed for ChIP-PCR amplification of denoted regions 5' of gene (A1, A2, A3).

J) Anti-TBX3 ChIP-PCR of regions of the *UCA1* promoter in HFFs; only A3 is ChIP'd by TBX3 (lane 18, red arrowhead).

K) Anti-CAPER $\alpha$  ChIP-PCR of regions of the *UCA1* promoter in HFFs; only A3 chromatin is ChIP'd (lane 18, red arrowhead).

L) ChIP-PCR analysis of *UCA1*/A3 chromatin from in HFFs transduced with control (C) or TBX3 (KD) shRNA; ChIP antibodies are listed at top. Note decreased CAPER $\alpha$  binding after TBX3 KD (lane 17, red arrowhead), gain of activating mark H3K4me3 and loss of repressive marks H3K9me3 and H3K27me3.

M) ChIP-PCR analysis of *UCA1*/A3 with antibodies listed at top of panel in HFFs transduced with control (C) or CAPER $\alpha$  shRNAs. Note continued TBX3 binding despite CAPER $\alpha$  KD (lane 11, red arrowhead) and changes in chromatin marks parallel those seen in with TBX3 KD in panel L.

**Figure 4, Figure Supplement 1. Validation of differential display findings.**

A) Additional representative differential display gels with transcripts unchanged or independently affected by knockdown of CAPER $\alpha$  or TBX3 in HEK293 cells.

B) RT-PCR validating differential display result of increased *DUSP4* transcripts (Fig. 4D) after CAPER $\alpha$  or TBX3 KD in HEK293 cells.

**Figure 5. *UCA1* expression is sufficient to induce senescence and required for normal execution of Oncogene Induced Senescence.**



1403 A) *UCA1* and *HPRT* transcripts assessed by RT-PCR in control and *UCA1*-  
 1404 overexpressing HFFs.

1405 B, C) Representative bright field images of SA- $\beta$ gal assay of cultured HFFs transfected  
 1406 with control and *UCA1* overexpression plasmids.

1407 D) % quantitation of SA- $\beta$ gal cells from 5 replicates in control and *UCA1* overexpressing  
 1408 HFFs. \* indicates  $p < 0.05$ .

1409 E, F) Immunohistochemical analysis reveals co-localization of H3K9me3 and DAPI in  
 1410 SAHFs in HFFs transfected with *UCA1* overexpression plasmid (F) but not control  
 1411 plasmid (E).

1412 G) Cell count of control and *UCA1* overexpressing HFFs 3 days post transfection. Mean  
 1413  $\pm$  SD of 3 plates are shown at each time point. \* indicates  $p < 0.005$  relative to control

1414 H) Crystal violet assay of cell growth in control and *UCA1* overexpressing HFFs  
 1415 transfected with 2  $\mu$ g of expression or control vector and assayed daily for 3 days post-  
 1416 transfection. \* indicates  $p < 0.01$  relative to control.

1417 I) Crystal violet assay of HFFs cultured for 3 days after transfecting 0, 1, 2 or 4  $\mu$ g of  
 1418 control or *UCA1* overexpression plasmid. \* indicates  $p < 0.01$  relative to control.

1419 J) Transcript levels assessed by qPCR; values reflect fold change in *UCA1*-  
 1420 overexpressing HFFs relative to control after normalization to *HPRT* levels.  
 1421 \* indicates  $p < 0.05$  relative to control.  
 1422

1423 K) qPCR analysis of *UCA1* expression in untransduced, presenescent (PS) HFFs and  
 1424 HFFs transduced with constitutively active <sup>G12V</sup>RAS (RAS). \* indicates  $p < 0.05$  relative  
 1425 to PS.

1426 L) Efficient knockdown of *UCA1* transcripts in RAS HFFs with *UCA1* shRNA  
 1427 (quantitated in panel T).

1428 M-P) SA-βgal assays of RAS HFFs transduced with either control or *UCA1* shRNA at 3  
1429 (M, O) and 5 (N, P) days post transduction.

1430 Q) % quantitation of SA-βgal cells from 6 replicate experiment as represented in panels  
1431 M-P.

1432 \* indicates p<0.001 relative to control.

1433

1434 R) % quantitation of Ki67+ cells from 3 replicates in control versus *UCA1* shRNA  
1435 transduced RAS HFFs. \* indicates p<0.001 relative to control.

1436

1437 S) RT-PCR for *UCA1* transcripts shows persistent knockdown of *UCA1* in RAS shRNA  
1438 cells with increasing passage (P0-P2).

1439 T) qPCR analysis of fold changes in transcript levels of cell cycle and senescence  
1440 genes after *UCA1* shRNA knockdown in RAS HFFs. \* indicates p<0.05 relative to  
1441 control.

1442

1443 U) ChIP-PCR analysis of *UCA1* region A3 with antibodies listed at top in PS and RAS  
1444 HFFs. Note gain of activating (H3K4me3, H3K9ace, H4K5ace) and loss of repressive  
1445 marks (H3K9me3, H3K27me3) at the *UCA1* locus after oncogene- induced senescence  
1446 by RAS.

1447

1448 **Figure 5, Figure Supplement 1. Western blots showing changes in protein levels**  
1449 **in response to *UCA1* overexpression in HFFs.**

1450 pcDNA3.1 are control transfected cells and *UCA1* were transfected with *UCA1*  
1451 expression plasmid in pcDNA3.1 (as in Fig. 5, panel A). Note increased p16 and p21  
1452 levels and hypophosphorylation of RB.

1453

**Figure 5, Figure Supplement 2. ChIP-PCR assay for H3K9 acetylation of known regulatory elements of prosenescence and cell cycle genes whose expression is dyregulated after *UCA1* overexpression.**

Input, rabbit IgG negative control ChIP, and H3K9acetylation ChIP in control “C” or *UCA1* “U” transfected HFFs for gene regulatory regions as labeled at bottom (primer sequences listed in ChIP primers section of methods). P16 a and b refer to amplicons – (2457-2040) and –(3107-2710), respectively. No changes in H3K9ace levels were detected in response to *UCA1* overexpression, suggesting that altered chromatin structure and subsequent increased transcription are not the cause of observed changes in transcript levels detected with *UCA1* overexpression and shown in Fig. 5J.

**Figure 6. *UCA1* stabilizes *CDKN2A*-p16 mRNA levels during senescence by sequestering hnRNP A1.**

A) Graphs of transcript levels assayed by RT-qPCR in HFFs transfected with control (blue) or *UCA1* (red) expression plasmids and treated with Actinomycin D. Y axis shows % mRNA level relative to time zero and X axis shows time in hours assayed post treatment. The estimated half-lives ( $t_{1/2}$ ) were obtained using linear regression; the best fit lines, their equations and R values are shown in Figure 6, FS1. \* indicates  $p < 0.04$  for *p16<sup>INK</sup>* and  $p < 0.01$  for all others.

B) Assay of mRNA levels in HFFs transfected with control or hnRNPA1 siRNA and treated with Actinomycin D. Axes and  $t_{1/2}$  calculations are as in panel A. \* indicates  $p < 0.05$ .

C-E) Agarose gels of RT-PCR products assessing levels of *CDKN2A*-p16 (p16, panel C), *UCA1* (panel D) and negative control lncRNA *TUG1* (panel E) transcripts in PS and RAS HFFs treated as labeled at top and subjected to RIP with anti-hnRNPA1 antibody.

mlgG lanes are negative controls for RIP assays.

Gels from left to right show: PS versus RAS; control versus *UCA1* overexpression; control versus TBX3 or CAPER $\alpha$  knockdown; RAS versus RAS/*UCA1* knockdown.

C) Lane 7 (red arrowhead) shows loss of *p16<sup>INK</sup>*/hnRNP A1 interaction in RAS.

Lane 14 (red arrowhead) shows loss of *p16<sup>INK</sup>*/hnRNP A1 interaction with *UCA1* overexpression.

Lanes 23 and 24 show loss of *p16<sup>INK</sup>*/hnRNP A1 interaction after TBX3 or CAPER $\alpha$  knockdown.

Lane 27 shows that *UCA1* knockdown decreases the total amount of *p16<sup>INK</sup>* mRNA in RAS cells.

Lane 31 shows that *UCA1* knockdown increases *p16<sup>INK</sup>* mRNA/hnRNP A1 binding (red arrowhead) in RAS cells, even though there is less total *p16<sup>INK</sup>* (lane 27)

F) Panels show immunoblots to detect hnRNP A1 protein in input samples assayed in panels C-E. Lanes are numbered to correspond with panels above.

**Figure 6, Figure Supplement 1. Graphs showing best fit lines, their equations and R values used to calculate estimated mRNA half-life values shown in Figure 6A.**

**Figure 6, Figure Supplement 2. Northern blot assay of *p16<sup>INK</sup>* mRNA levels in the absence and presence of *UCA1*.**

A) Top panel shows Northern blot of HFF cells transfected with control plasmid pcDNA3.1 and treated with Actinomycin D for the times (hours) indicated at top.

A') The ethidium bromide stained gel prior to transfer is shown for loading control and RNA quality.

A'') The signals obtained by probing for *p16<sup>INK</sup>* mRNA in A were subjected to densitometric quantitation. Note decrease in signal at 2 and 4 hours consistent with the decay/  $t_{1/2}$  obtained in Figure 6A.

1507 B) Top panel shows Northern blot of HFF cells transfected with UCA1 expression  
1508 plasmid and treated with Actinomycin D for the times (hours) indicated at top.

1509 B') The ethidium bromide stained gel prior to transfer is shown for loading control and  
1510 RNA quality.

1511 B'') The signals obtained by probing for *p16<sup>INK</sup>* mRNA in B were subjected to  
1512 densitometric quantitation. Note that *UCA1* expression results in minimal decrease  
1513 in signal at 2 and 4 hours, consistent with *UCA1*–mediated mRNA stabilization  
1514 observed in Figure 6A.

1515 **Figure 6, Figure Supplement 3. Graphs showing best fit lines, their equations and**  
1516 **R values used to calculate estimated half-life values after hnRNP A1 siRNA**  
1517 **knockdown shown in Figure 6B.**

1518 A) Western blot assaying hnRNP A1 protein levels in HFFs after transfection of  
1519 control or anti-hnRNP A1 siRNA.

1520 B) Graphs of best fit lines, equations and R values for half-lives shown in Figure 6B.

1521 **Figure 6, Figure Supplement 4. RNA Immunoprecipitation analysis of hnRNP A1**  
1522 **interactions with *Myc* and *p14ARF* mRNAs.**

1523 RIP-PCR of *MYC* and *CDKN2A-p14* mRNAs shows they are bound by hnRNP A1 but  
1524 these interactions are unaffected by OIS/RAS, *UCA1* overexpression, or knockdown of  
1525 TBX3 or CAPER $\alpha$ .

1526 **Figure 6, Figure Supplement 5.** RIP-PCR of HFF lysates using antibodies listed at  
1527 top. Only hnRNP A1 (A) and hnRNP D (B) bind *UCA1* lncRNA, while *TUG1* and *H19*  
1528 lncRNAs are bound by other hnRNPs.

1529 **Figure 6, Figure Supplement 6.** RIP-PCR indicates that *RB*, *p21* and *CDK6* mRNAs  
1530 do not interact with hnRNP A1 in PS or RAS HFFs.

1531 **Figure 7. Disruption of the CAPER $\alpha$ /TBX3 repressor by OIS activates *CDKN2A-***  
1532 ***p16* and *UCA1* to trigger a senescence transcriptional response.**

A) ChIP-PCR of regions upstream of the *CDKN2A-p16* transcriptional start site (position relative to TSS in parentheses) in PS and RAS HFFs; the -3706-3308 amplicon is a negative control. OIS disrupts binding of *p16* regulatory elements (initially identified in Fig. 3O) by TBX3 and CAPER $\alpha$ .

B) ChIP-PCR of *p16* -4855 element shown in A. Decreased TBX3 and CAPER $\alpha$  binding in RAS correlates with loss of repressive chromatin marks and gain of activating marks. Evaluation of chromatin marks on the other *CDKN2A-p16* CAPER $\alpha$ /TBX3- responsive regulatory elements is shown in Fig. 7, Fig. Supplement 1A.

C) IBs for TBX3, CAPER $\alpha$  and actin loading control show increased amount of both proteins in RAS compared to PS HFFs.

D) Anti-TBX3 and anti-CAPER $\alpha$  IBs of IP'd proteins from PS and RAS HFFs.

F-M) Immunocytochemical staining of PS (F, G, J, K) and RAS (H, I, L, M) HFFs for TBX3 (F, H), Hoechst (DNA; G, I), CAPER $\alpha$  (J, L). Panels K, M are merged Hoechst/CAPER $\alpha$ . Scale bar for all panels is shown at lower right of panel I.

N-O') Functional analyses of genome wide transcriptional profiles of TBX3 KD, CAPER $\alpha$  KD, and control HFFs. All comparisons were statistically significant with p values <<<<0.0001; see Data Source File 3 for hypergeometric test, as implemented in the R statistical language, used to test significance of the number of genes found to be co-regulated between samples.

N) Venn diagrams show highly significant number of CAPER $\alpha$ /TBX3 co-upregulated transcripts (446 total), especially in the GO biologic process (BP) category of transcriptional regulation (122 transcripts) as assayed with DAVID. Pie chart shows KEGG pathway analysis of co-regulated genes.

N') Venn diagram showing 48 CAPER $\alpha$ /TBX3 co-upregulated transcripts also upregulated by RAS/OIS <sup>46</sup>, especially in BP categories of transcriptional

1559 regulation and programmed cell (pc) death. qPCR validation of coregulated  
1560 genes is in S. Fig. 6A. Pie chart shows KEGG pathway analysis of OIS dataset.

1561 O, O') As in N, N' but for downregulated genes. Pie chart in O' shows KEGG  
1562 pathway analysis of OIS dataset; note most pathways are the same as in  
1563 TBX3/CAPER $\alpha$ .

1564 P, Q) Models of CAPER $\alpha$ /TBX3 repressor and *UCA1* function in proliferating (PS) HFFs  
1565 versus RAS HFFs. In PS cell nuclei, CAPER $\alpha$ /TBX3 represses *UCA1*, *p16*, *p14* and  
1566 *DUSP4* promoters in heterochromatin which permits ongoing cell proliferation. RAS  
1567 disrupts the CAPER $\alpha$ /TBX3 complex and CAPER $\alpha$  relocates to dense intranuclear foci.  
1568 Pro-senescence genes including *UCA1* and *p16* are converted to euchromatin and their  
1569 expression/products induce senescence. In the cytoplasm of PS cells, hnRNP A1 binds  
1570 and destabilizes *p16* mRNA, but activation of *UCA1* expression in OIS allows *UCA1* to  
1571 sequester hnRNP A1 and stabilize *p16* mRNA.

1572 **Figure 7, Figure Supplement 1. Repression of *CDKN2A-p16* and *DUSP4* by**  
1573 **CAPER $\alpha$ /TBX3 correlates with chromatin architecture and is relieved during**  
1574 **oncogene induced senescence.**

1575 A) ChIP-PCR to assess chromatin marks on *CDKN2A-p16* regulatory elements in PS  
1576 and RAS HFFs; antibodies are listed at top.

1577 B) ChIP-PCR of *DUSP4* promoter in PS and RAS HFFs; antibodies are listed at top.  
1578 TBX3 and CAPER $\alpha$  bind the *DUSP4* promoter in PS (lanes 6, 8) but not RAS HFFs  
1579 (lanes 7, 9), and their occupancy correlates with altered chromatin marks consistent  
1580 with de-repression in OIS/RAS cells (lanes 10-15).

1581 **Figure 7, Figure Supplement 2. CAPER $\alpha$  relocalization due to oncogene induced**  
1582 **senescence is independent of PML bodies.**

1583 Immunocytochemical assay for endogenous CAPER $\alpha$  (green), PML (red) and DNA  
1584 (DAPI, blue) in PS and RAS HFFs.

**Figure 7, Figure Supplement 3. Validation of RNA-Seq identified expression changes induced by CAPER $\alpha$  and TBX3 KD.**

qPCR validation of a subset of transcripts with altered expression detected by genome wide RNA-Seq on cDNA prepared from CAPER $\alpha$  (red) and TBX3 (blue) KD, and RAS HFFs (green). Downregulated transcripts are listed at left, upregulated at right.

**Figure 7, Figure Supplement 4. IL6 and HDAC9 are direct targets of CAPER $\alpha$  /TBX3.**

ChIP-PCR with antibodies listed at top showing CAPER $\alpha$ /TBX3 directly binds *IL6* (and *HDAC9* control elements. Effects of TBX3 or CAPER KD on chromatin marks are shown compared with control KD.

ChIP-PCR examining CAPER $\alpha$ /TBX3 binding to *IL6* and *HDAC9* control elements in PS and RAS HFFs; loss of binding correlates with altered chromatin marks.

**Figure 7, Source Data File 1.** Differentially expressed genes after knockdown of CAPER $\alpha$  in HFFs detected by RNA-Seq.

**Figure 7, Source File Data 2.** Differentially expressed genes after knockdown of TBX3 in HFFs detected by RNA-Seq.

**Figure 7, Source Data File 3.** Determining the statistical significance of shared differentially expressed genes using the hypergeometric test, as implemented in the R statistical language (phyper).



Figure 1 Kumar

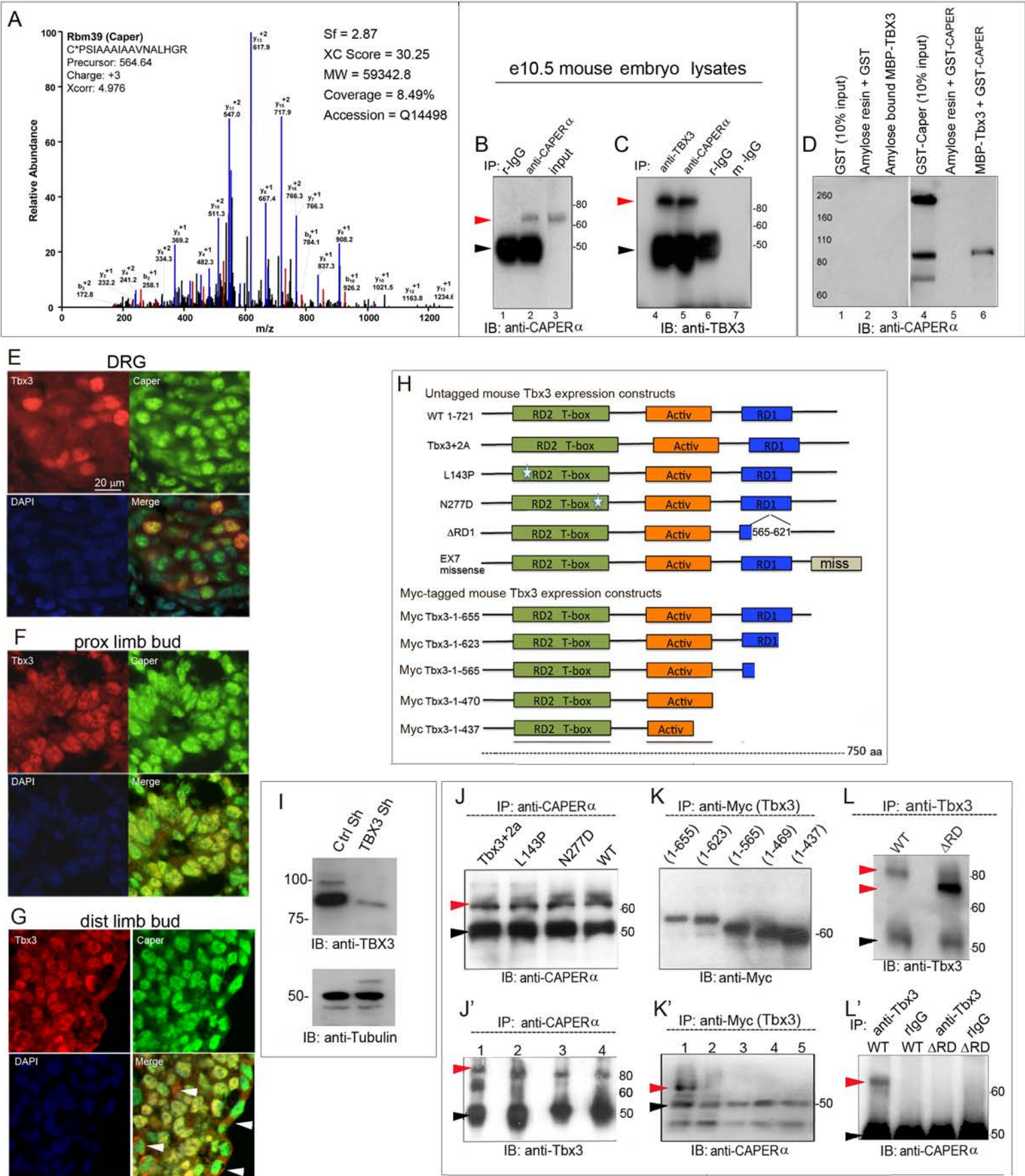


Figure 2 Kumar

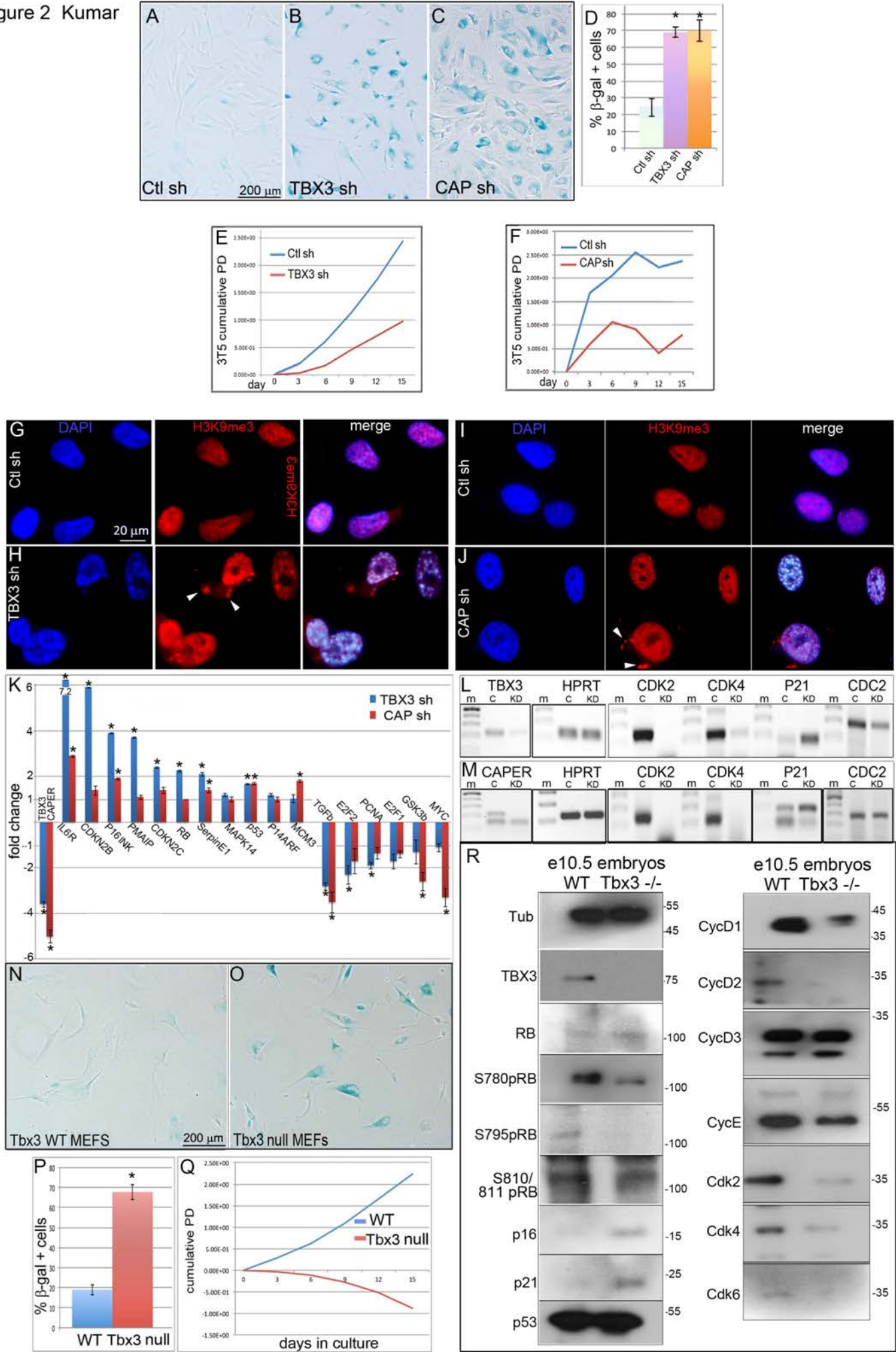




Figure 3 Kumar

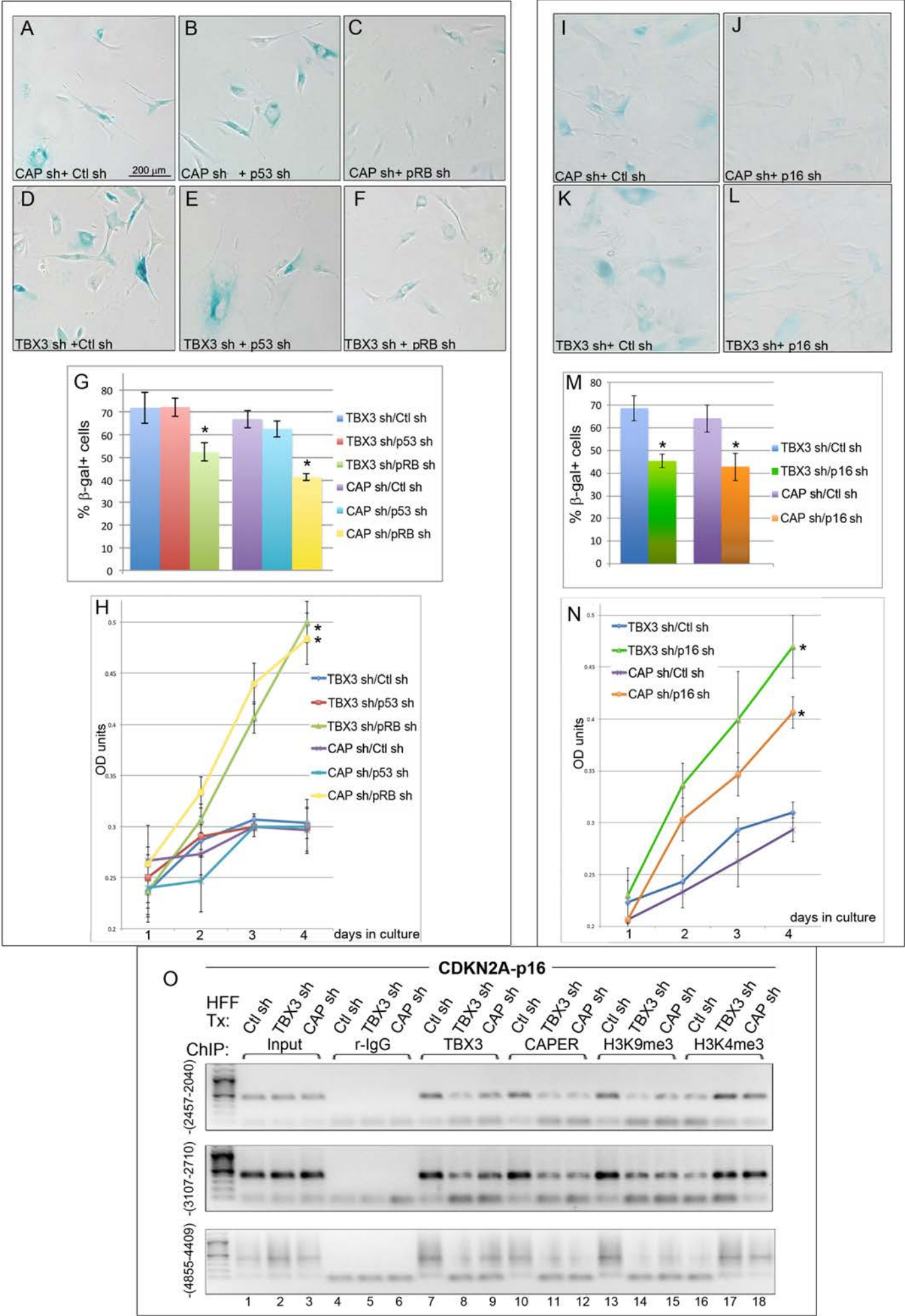
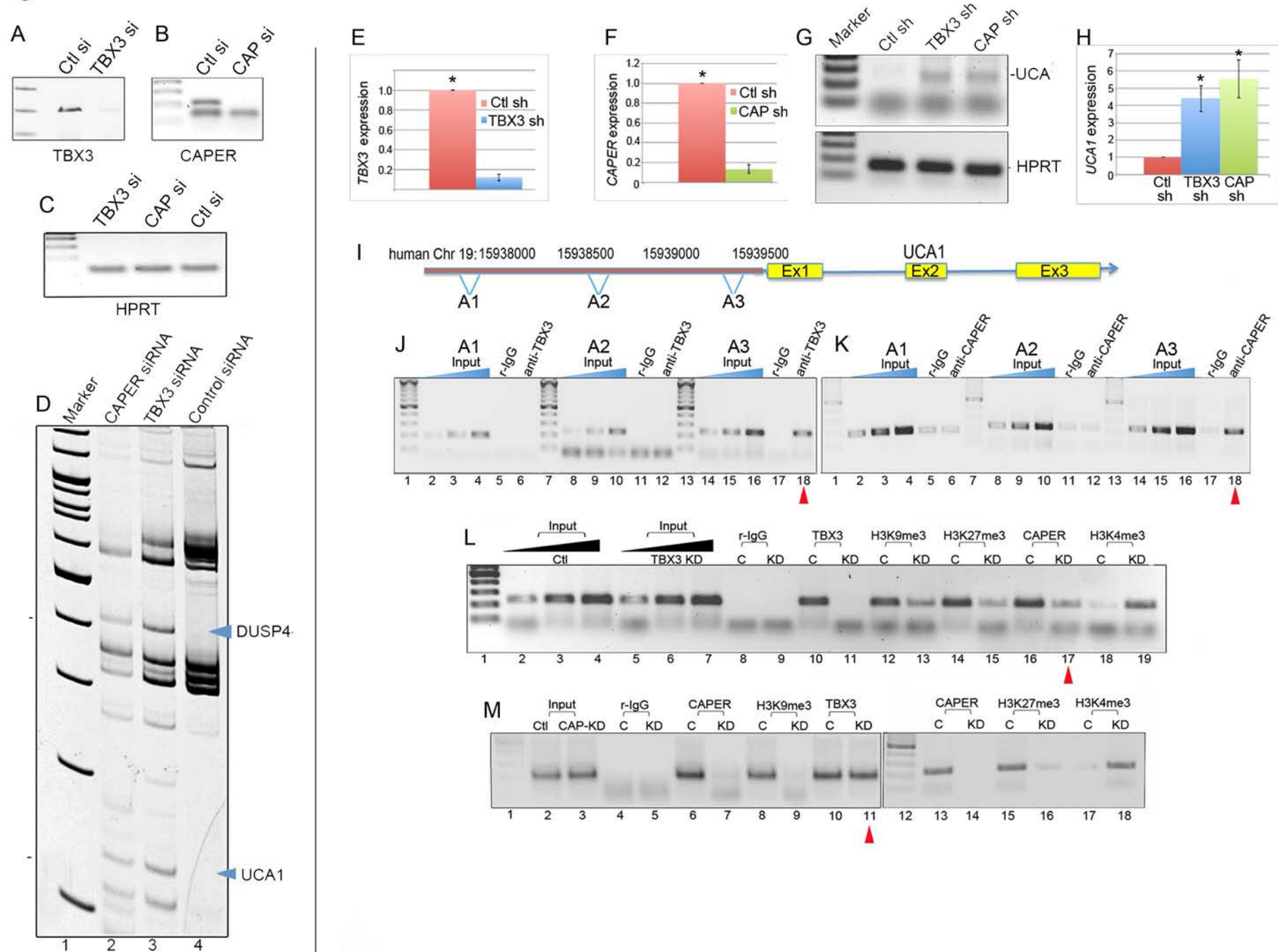


Figure 4 Kumar



**A**

pcdna3.1  
pcdna3.1+  
UCA1

UCA1

HPRT

**B**

pcdna3.1

200  $\mu$ m

**C**

pcdna3.1-UCA1

**D**

%  $\beta$ -gal+ cells

pcdna UCA1

**E**

DAPI

H3K9me3

merge

pcdna3.1

pcdna3.1+UCA1

20  $\mu$ m

**F**

pcdna3.1

pcdna3.1+UCA1

**G**

cell count

days post tsfxn

pcdna3.1

pcdna3.1-UCA1

**H**

optical density

days post tsfxn

pcdna3.1

pcdna3.1-UCA1

**I**

optical density

$\mu$ g DNA transfected

pcdna3.1

pcdna3.1-UCA1

**J**

fold change

CDK4

GSK3b

MYC

MCM3

PCNA

PMAP1

CDC2

E2F1

CHK2

MDM2

CDK2

E2F2

SERPE1

CDKN2D

TGFB

P16

MAPK14

RB

EGR1

P53

CDKN2C

P21

IL6R

P14ARF

<50

**K**

UCA1 expression

PS RAS

**L**

RAS + Ctl sh RAS + UCA1 sh

-UCA1

-HPRT

**M**

RAS + Ctl sh 3d

200 μm

**N**

RAS + Ctl sh 5d

**O**

RAS + UCA sh 3d

**P**

RAS + UCA sh 5d

**Q**

% β-gal+ cells

RAS + Ctl sh 3d  
RAS + UCA sh 3d  
RAS + Ctl sh 5d  
RAS + UCA sh 5d

**R**

%Ki67+ cells

P0 P1 P2

RAS + Ctl sh  
RAS + UCA sh

**S**

RAS+Ctl sh RAS+UCAsh

P0 P1 P2 P0 P1 P2

UCA

**T**

fold change

CDK2 CDK4 GSK3β E2F1 MCM3 E2F2 TGFβ MYC RB P53 CDC2 P16 PCNA PMAIP1 MDM2 CDKN2D P21 EGR1 IL6R CDKN2C SerpE1 CHK2 P14 UCA1

**U**

Input r-IgG TBX3 CAPER H3K9me3 H3K4me3 H3K9 Ace H4K5ace H3K27me3

PS RAS PS RAS PS RAS PS RAS PS RAS PS RAS PS RAS PS RAS PS RAS PS RAS PS RAS

1 2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19



B mRNA stability +/- hnRNP A1

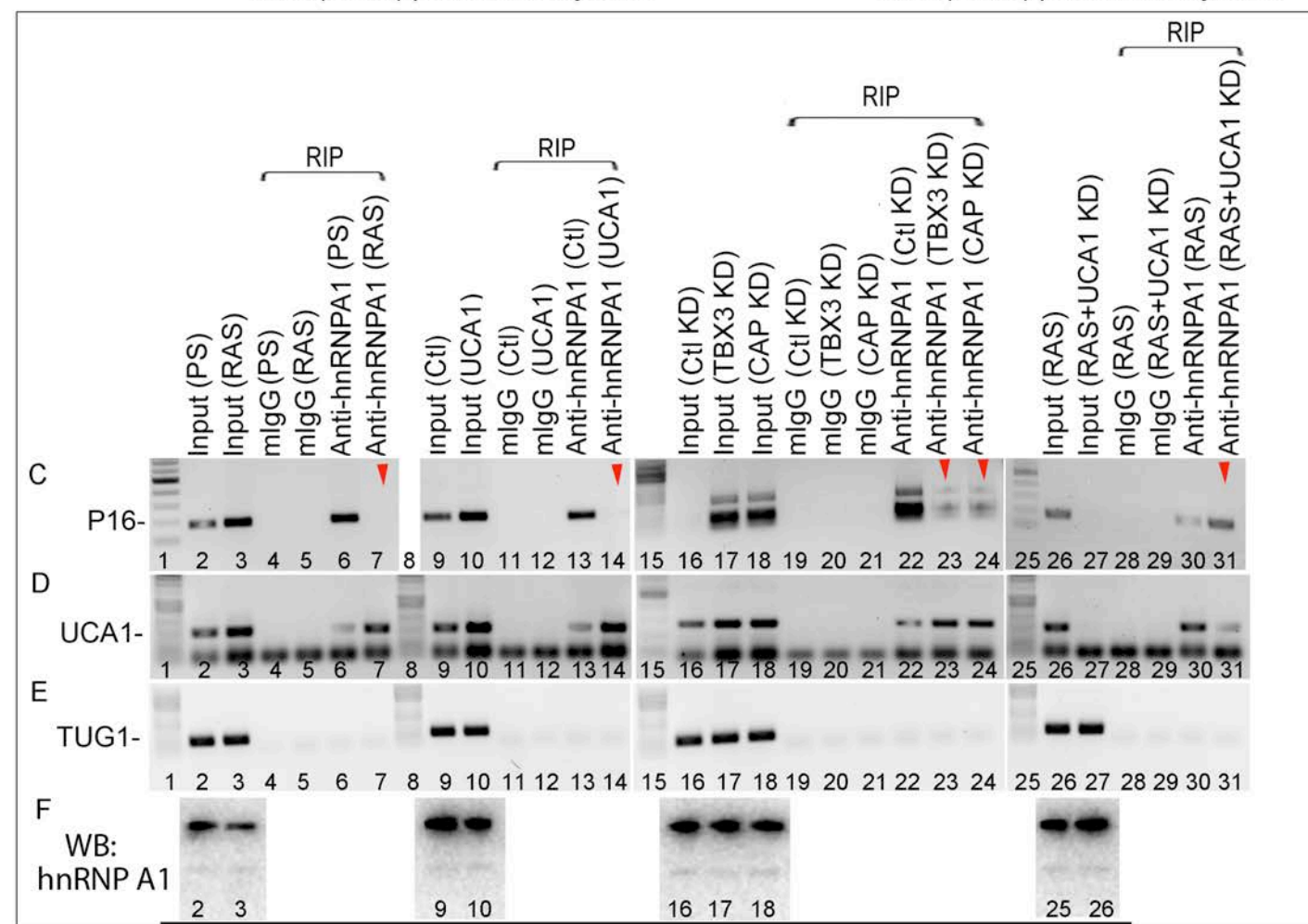
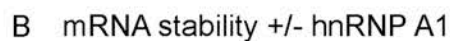
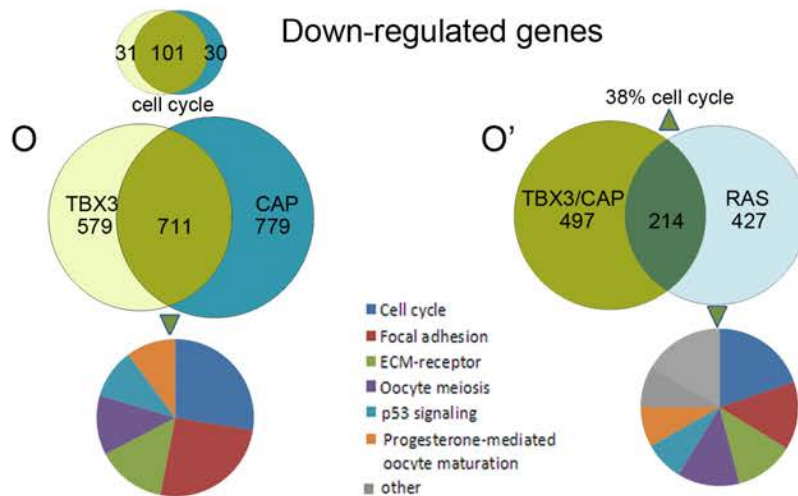
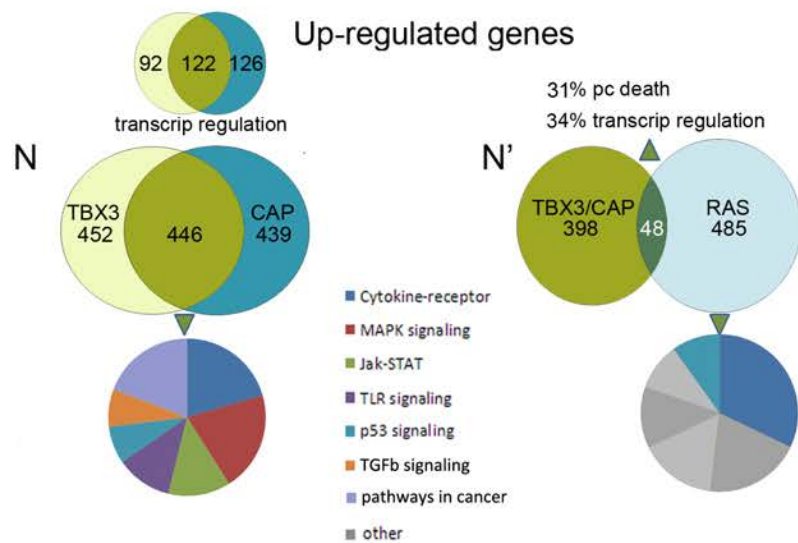
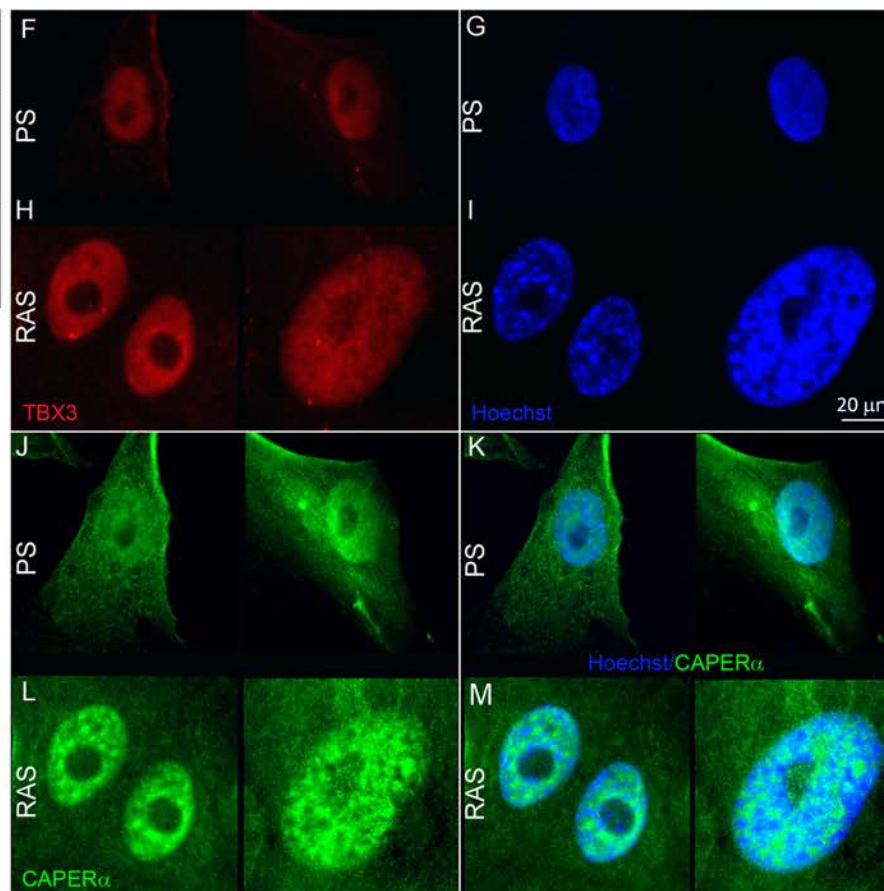
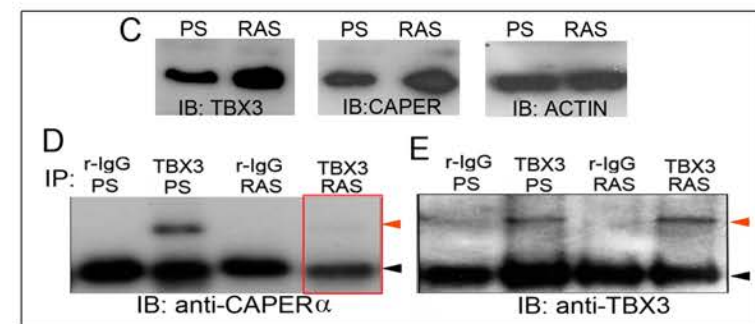
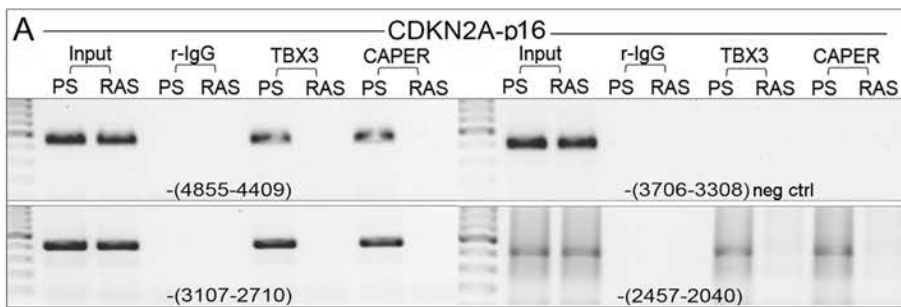
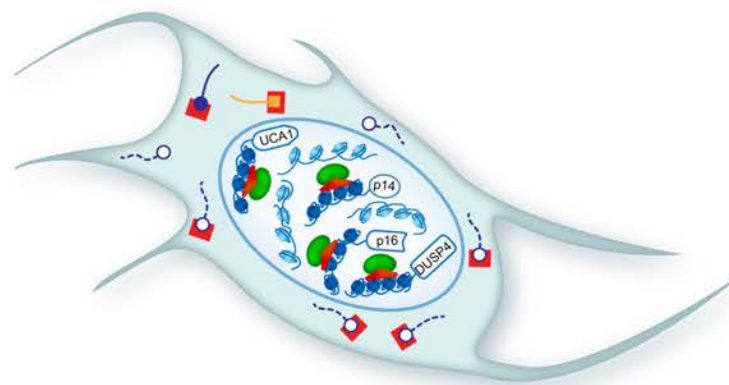


Figure 7 Kumar



**P** HFF: presenescent



**Q** RAS HFF: senescent

