

# **Whole-genome analysis reveals a strong positional bias of conserved dMyc-dependent E-boxes**

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## **Abstract**

Myc is a transcription factor with diverse biological effects ranging from the control of cellular proliferation and growth to the induction of apoptosis. Here, we present a comprehensive analysis of the transcriptional targets of the sole Myc ortholog in *Drosophila melanogaster*, dMyc. We show that the genes that are down-regulated in response to *dmyc* inhibition are largely identical to those that are up-regulated after dMyc

overexpression, and many of them play a role in growth control. The promoter regions of these targets are characterized by the presence of the E-box sequence CACGTG, a known dMyc binding site. Surprisingly, a large subgroup of (functionally related) dMyc targets contains a single E-box located within the first 100 nucleotides after the transcription start site. The relevance of this E-box and its position was confirmed by a mutational analysis of a selected dMyc target and by the observation of its evolutionary conservation in a different *Drosophila* species, *D. pseudoobscura*. These observations raise the possibility that a subset of Myc targets shares a distinct regulatory mechanism.

### **Introduction**

Myc proteins play a crucial role in the control of cellular proliferation and growth during normal development and in disease (34). In up to 70% of human cancers the expression of Myc is found to be deregulated, which places the *myc* genes amongst the most medically important human proto-oncogenes (30). Our current molecular understanding of Myc's functions is founded on the identification of the Max protein as an obligatory interaction partner for Myc (17). Myc:Max complexes bind DNA at E-boxes (CACGTG and variants thereof) and activate the transcription of nearby genes. Several mechanisms have been proposed for this activation (1, 17, 41): recruitment of histone acetylases (Tip60 complex, S(T)AGA complex, CBP), recruitment of chromatin remodelling complexes (hBrm), interactions with the TATA-box binding protein (23, 27), binding to kinases of the RNA polymerase II C-terminal domain (16, 26). The relative importance of these different pathways *in vivo* and for individual Myc:Max target genes is still the subject of debate. The activation of Myc's targets is opposed by complexes of Max with a transcriptional repressor of the Mad/Mnt family (4, 44).

Mad:Max heterodimers also bind to E-boxes, but then recruit histone deacetylases and repress the expression of nearby genes. In addition, Myc (most likely in association with Max) also functions as a transcriptional repressor on a different set of target genes by binding to, and inhibiting, other transcriptional activators such as Miz-1 (42). This repression by Myc is not mediated by E-boxes but frequently involves a loosely defined sequence motif flanking the transcription initiation site, so-called initiator elements.

Ever since Myc was recognized as a transcription factor, the quest has been on for the transcriptional targets that can explain some or all of Myc's biological functions (12). In recent years, the use of high-throughput methods has dramatically accelerated the pace of target identification, and currently more than 1000 genes are listed as potential Myc targets (43). These putative Myc targets fall into different functional categories and, as is consistent with Myc's biological role, a large number of activated genes encode proteins involved in cell growth and cell cycle regulation, whereas many Myc-repressed genes affect cell adhesion. Despite this abundance of proposed Myc targets, only three studies have systematically addressed the sequence determinants of Myc binding sites *in vivo*. Fernandez et al. (18) used chromatin-immunoprecipitation assays to analyse 533 selected E-box containing promoters in established human cell lines; a majority of these promoters were found to bind to c-Myc, in particular when their E-boxes were located close to CpG islands. Orian et al. (33) overexpressed *Drosophila* Myc (dMyc) together with *Drosophila* Max in Kc167 cells and found 287 promoters to be able to bind to dMyc (of about half the *Drosophila* genome that was assayed); 40% of these promoters contain an E-box (33, and our analysis). In addition, 544 genes were found to be induced by dMyc overexpression *in vivo*, and their promoters also showed a significant association

with E-boxes. Neither study found any additional characteristics of Myc-binding sites. A recent chromatin-immunoprecipitation analysis of human chromosomes 21 and 22 found 756 c-Myc binding regions, with a third of them containing at least one E-box. Only a quarter of these c-Myc binding regions was located close to CpG islands and many of them were situated far away from known promoter regions (7). Importantly, all these studies only sampled a fraction of the genome and none of them systematically assayed the importance of physiological levels of Myc for the expression of these putative targets. In contrast, O'Connell and colleagues covered a large fraction of the genome in their search for genes that were misregulated in a rat cell line in which c-Myc had been knocked-out, but the promoter sequences of these targets were not systematically analysed (31). Thus, it is currently unclear which criteria, in addition to the sequence CACGTG, are required to define a Myc-binding site, and to which extent binding to a certain promoter predicts a role for Myc in the regulation of the corresponding gene.

To address these issues we have set out to characterize the promoters of transcriptional targets of Myc in *Drosophila*. *Drosophila* encodes a single Myc homolog, dMyc, with very similar molecular functions as its vertebrate counterparts; dMyc and vertebrate Myc can even largely substitute for each other *in vivo* (21, 25, 38, 40; Benassayag et al., submitted). To identify direct transcriptional dMyc targets and to avoid adaptive responses that could possibly be caused by prolonged proliferation of cells in the absence of dMyc, we acutely down- or up-regulated dMyc *in vivo* and in S2 cells and assayed the ensuing effects on the entire transcriptome using Affymetrix whole-genome microarrays. The availability of the detailed annotation of the *Drosophila melanogaster* genome sequence (8, 32) as well as the recently published genome sequence of a related species,

*Drosophila pseudoobscura* (Baylor College of Medicine Human Genome Sequencing Center), then allowed us an extensive analysis of dMyc-responsive promoters. This analysis revealed the existence of a functionally related subset of dMyc targets that are characterized by the presence of an E-box within the first 100 nucleotides following the transcription start site. The importance of this E-box was further demonstrated by the mutational analysis of selected dMyc targets.

## **Results**

### *Identification of physiological dMyc targets in S2 cells and in vivo*

In order to characterize the Myc-responsive cis-acting regulatory sequences, we first identified transcriptional targets of dMyc in cultured *Drosophila* S2 cells. dMyc was acutely downregulated by RNA interference in exponentially proliferating S2 cells. As indicated by control experiments, close to 100% of the cells take up dsRNA (not shown), and within 6 hours of addition of the *dmyc* dsRNA, *dmyc* levels are reduced to 39% of control cells incubated with *gfp* dsRNA (since the available antibodies did not recognize the endogenous dMyc protein in our experiments, we measured transcript levels, either by qRT-PCR [at 48 hours] or by microarrays [at the other time points]); by 48 hours, *dmyc* levels have fallen to 19%. Thus, dMyc activity is impaired to a greater extent in these experiments than in the hypomorphic allele *dm<sup>P0</sup>* that was characterized for its strong growth defects *in vivo* (36% of control as measured by qRT-PCR; 25), suggesting that relevant downstream targets of dMyc will be affected in S2 cells by the RNAi treatment. Indeed, this impairment of dMyc is accompanied by a slowing down in G1 phase, comparable to that observed after RNAi against the cell cycle regulator Cyclin E

(Fig. 1). Furthermore, cells with reduced *dmyc* levels show a decrease in cell size in all phases of the cell cycle, consistent with dMyc's essential role for cellular growth (25), whereas the growth of *cyclin E* dsRNA treated cells is unaffected (Fig. 1).

The effects of *dmyc* reduction on target gene expression were assayed by Affymetrix whole-genome microarrays at 6, 12, and 48 hours after addition of dsRNA. A total of 489 genes were down-regulated and 55 genes were up-regulated in at least one time point (corresponding to 12% and 1%, respectively, of the 4101 genes that were expressed in all experiments in S2 cells; Sup. Table 1). The number of affected genes is largest at 6 hours, raising the possibility that other proteins might progressively compensate for the loss of dMyc, e.g. other transcription factors of the basic-helix-loop-helix-leucine zipper family with a similar DNA binding specificity as dMyc. Although none of these proteins changes dramatically at the level of mRNA abundance during our experiments (not shown), we cannot exclude compensatory alterations at the level of protein abundance or activity. Alternatively, the experimental manipulation (which includes a short incubation in serum-free medium followed by addition of complete medium) might induce a partial serum-response, accompanied by the induction of a large number of genes, which is blunted in the *dmyc* RNAi treated cells. As we can currently not rule out either possibility and we are most interested in the direct transcriptional targets of dMyc, we focused our subsequent analysis on those genes that are down-regulated both at 6 hours and at a later time point. This selection covers the genes requiring physiological dMyc levels for their steady-state expression (139 genes shared between the 6 hour and the 12 hour time point, 30 genes between all three time points). The up-regulated genes showed no overlap between different time points and were not examined further.

The majority of these 30 down-regulated genes plays a role in ribosome biogenesis and protein synthesis, consistent with dMyc's role in cellular growth and with the types of targets that have been identified in vertebrate studies (Sup. Table 2; Sup. Table 3 shows a full list of all genes which are significantly affected by altered dMyc levels in at least one situation, many of which are involved in processes such as signalling, transcription, protein modification, transport, metabolism, cytoskeleton dynamics, cell cycle control, RNA processing). Importantly, the dMyc targets do not overlap the genes affected by *cyclinE* RNAi, indicating that their misexpression is not an indirect consequence of the cell cycle effects of *dmyc* RNAi (Sup. Table 1).

To confirm the generality of these dMyc targets, we also analysed the genes controlled by dMyc in imaginal wing discs *in vivo*. To avoid potential long-term adaptive responses, we sampled wing discs 1 hour after dMyc overexpression and 2 hours after reduction of *dmyc* function, respectively (these time points were chosen to minimize non-specific effects of the heat-shock; see Material & Methods). Only 12 genes were significantly down-regulated under these *dmyc* mutant conditions (possibly because dMyc activated mRNAs have not sufficiently decayed in the two hours following the heat-shock), but they show a high degree of overlap with the dMyc targets in S2 cells: of the 8 genes that are also expressed in S2 cells, 3 are down-regulated at all time points in S2 cells, and all 8 are significantly down-regulated at the 6 h time point. The 19 up-regulated genes do not overlap significantly with any of the other lists, as is the case for the genes that are down-regulated in response to overexpressed dMyc. In contrast, dMyc overexpression activates 165 genes of which 88 are down-regulated in at least one time point in S2 cells (60% of the 147 genes that are expressed in S2 cells); these genes fall into the same functional

categories as the dMyc targets in S2 cells (Sup. Table 1). We also observe a good agreement with an earlier publication describing genes activated by overexpressed dMyc (33): 50 genes were shared amongst both studies, corresponding to 47% of the 107 genes that were represented on both microarrays (the remaining differences between the two studies are most likely due to differences in the experimental setup between the two studies, see Materials & Methods). Thus, very similar sets of genes are controlled by dMyc in different cell types, and the ectopic activation of dMyc (under the conditions used here) largely targets the same genes that are controlled by dMyc during normal development.

*dMyc targets are characterized by the presence of a positionally conserved E-box*

The promoter sequences of dMyc target genes, extending 1000 bp in either direction of the predicted transcription start site, were scanned for an enrichment of sequence motifs as compared to a random list of unaffected genes. The most common sequence found to be associated with dMyc targets in all experiments was the canonical E-box (Fig. 2); 27 of the 30 genes down-regulated at all time points contain at least one E-box (90%), with 12 containing two and none more. E-boxes are also highly represented in the promoters of the genes down-regulated at 6 h (169/373 genes, 45%), at 12 h (143/246 genes, 58%), in the genes shared between these two time points (101/139 genes, 73%), and in the genes up-regulated in response to dMyc-overexpression *in vivo* (104/165 genes, 63%). In contrast, only 2832 out of all 11810 genes represented on the microarrays contain an E-box within 1000 nucleotides of the transcription start site (24%). These E-boxes found within the promoters of dMyc targets show a strong positional bias. A graphical representation of the position of these E-boxes relative to the transcription start

site reveals that the majority of dMyc targets changed at all time points contain one E-box within the 100 nucleotides following the transcription start site (19/30 genes, 63%; Fig. 3). A similar positional bias is also seen for the other sublists of dMyc targets, whereas the distribution of E-boxes in the promoter sequences of non-dMyc targets is random (Fig. 3). The position of a second E-box, when present in a dMyc target, showed no preferential location (not shown). Furthermore, the consensus sequence for the dMyc-dependent regulatory element seems to extend beyond the core sequence CACGTG. As shown in Table 1, only 11 of the 136 possible decameric sequences are found among the dMyc targets, many of which conform to the non-palindromic consensus AACACGTG(C/T)(A/G); the most frequently found motif is AACACGTGCG. This distribution of decameric sequences is clearly different in non-dMyc targets (Table 1).

To confirm the relevance of such downstream E-boxes for the identification of dMyc targets, we selected all *Drosophila* genes containing an E-box within the first 100 nucleotides following the transcription start site. Only 224 genes fulfill these criteria, of which 107 are expressed in all S2 microarray experiments. Thirty of these genes (28%) are not significantly changed at any time after *dmyc* RNAi, i.e. correspond to false positives; 77 genes are down-regulated in at least one time point (72%) and 19 genes in all three time points (18%). Thus, this simple rule predicts a subset of dMyc targets with high reliability. In stark contrast, of the 1066 genes expressed in S2 cells that simply contain an E-box anywhere in the promoter region, 875 are not affected by *dmyc* RNAi at any time point (corresponding to a false-positive rate of 82%). Interestingly, a large fraction of the 224 genes carrying such a downstream E-box play a role in ribosome biogenesis, RNA binding and protein translation (44 out of the 150 genes with an

annotated function), suggesting that the presence of a downstream E-box may characterize a functional subgroup of dMyc targets. This is also seen amongst the dMyc targets that are down-regulated at any of the three time points, where most of the genes with a downstream E-box are involved in ribosome biogenesis, RNA binding and protein translation (29 out of 56 genes with a predicted function, 52%) as opposed to those without such an E-box (42 out of 306 genes with a predicted function, 14%).

An independent confirmation of the relevance of these E-boxes was obtained by a phylogenetic comparison of promoter sequences between *D. melanogaster* and *Drosophila pseudoobscura*. The two species diverged approximately 46 million years ago (5), hence a conservation of sequence provides a strong indication for functional importance. We established a list of 3535 gene pairs and used the annotated distances between transcription and translation start sites of the *D. melanogaster* genes to predict transcription start sites for their *D. pseudoobscura* orthologs (see Materials and Methods). While this provides only a rough estimation of transcription start sites in *D. pseudoobscura*, the data presented below indicate that these estimates can be used to draw some meaningful conclusions. To identify evolutionarily conserved motifs, the orthologous promoter sequences from nucleotides –1000 to +1000 were subdivided into 100-bp segments (other segment sizes were also tested and gave qualitatively identical results). Each segment was then scanned for the occurrence of all possible hexameric sequence motifs in the *D. melanogaster* promoter, in the orthologous *D. pseudoobscura* promoter, and in both promoters simultaneously; the procedure was repeated for all 3535 gene pairs to produce the relative frequencies for all hexameric motifs over all segments. A sequence motif with no evolutionarily conserved function would be expected to co-

occur randomly in a gene pair, at a frequency that depends on the frequencies with which this motif occurs in either the *D. melanogaster* or the *D. pseudoobscura* gene. To identify evolutionarily conserved motifs, we therefore compared this frequency of random co-occurrence with the actual frequencies of co-occurrence (Sup. Data). Figure 4 shows all hexameric sequence motifs that co-occur in at least 10 gene pairs and are significantly conserved between the two species. Strikingly, the E-box is the most conserved motif, and the highest degree of conservation is seen at, and downstream of, the transcription start – where the E-box is most frequently found in dMyc-responsive genes. We notice also that the residues flanking the core E-box sequence CACGTG show some degree of conservation, as 64% of the promoter-downstream E-boxes in *D. pseudoobscura* correspond to one of the decameric sequences that are over-represented amongst the *D. melanogaster* dMyc targets (Table 1).

#### *Experimental confirmation of the E-box relevance*

As a final demonstration of the importance of the E-box for the regulation of dMyc target genes, we experimentally analysed a selected target, *Nnp-1*, a sequence homolog of the nucleolar proteins Nnp1/Nop52 (in vertebrates) and Rrp1 (in yeast). The *nnp-1* gene is significantly down-regulated at all time points after *dmyc* RNAi in S2 cells and up-regulated after dMyc overexpression in wing discs. It also contains one E-box at position +29 relative to the transcription start site (which was experimentally confirmed by 5'-RACE; Fig. 5A); this E-box conforms to the extended consensus, and furthermore, it is bound by dMyc in S2 cells as demonstrated by chromatin-immunoprecipitation experiments (Fig. 5B). Expression of a 2.9 kb long genomic fragment partially rescues the lethality of homozygous *nnp-1* mutant flies, indicating that the essential control

elements of *nnp-1* are located within this fragment (not shown). To analyse the function of the *nnp-1* E-box, we fused a 386 bp fragment of the *nnp-1* promoter, including 108 bp downstream of the transcription start site, with the luciferase open reading frame, such that the translation of luciferase starts with the ATG of Nnp-1. In addition, we created mutant constructs (Fig. 5A) where the E-box was deleted ( $\Delta$ E-box), transposed to nucleotide -40 ( $\Delta$ E-40) or -320 ( $\Delta$ E-320), or where the flanking residues were altered ( $\Delta$ Flank). These reporter constructs were transiently transfected into S2 cells, together with different dsRNAs and a control plasmid expressing the *Renilla* luciferase gene under the control of the constitutive  $\alpha$ -tubulin promoter. The luciferase activities of the reporter and of the control vector were determined at 24 h (Fig. 5C) or 60 h (Fig. 5D) after transfection.

The wild-type reporter accurately reflects the regulation of the endogenous *nnp-1* gene, as it is down-regulated to a similar extent as *nnp-1* mRNA by *dmyc* RNAi but not control RNAi. This dMyc input is entirely mediated by the E-box since  $\Delta$ E-box is unaffected by *dmyc* RNAi. Interestingly, the  $\Delta$ E-box reporter is expressed at the same level as the wt reporter after *dmyc*RNAi, although the dMyc protein remaining after *dmyc* RNAi would be expected to activate the wildtype reporter to some extent; we therefore speculate that the activity of the wildtype reporter after *dmyc* RNAi reflects a shifted equilibrium between activation by dMyc and repression by an opposing factor, most likely dMnt (the only *Drosophila* member of the Mad family of Myc-antagonists). Indeed, the wt reporter is strongly derepressed by *dmnt* RNAi, although this effect is only visible at later time points (perhaps due to an insufficient decrease of dMnt levels 24 h after the addition of *dmnt* dsRNA; Fig. 5D).

These experiments show that an E-box positioned at –40 cannot, and an E-box at –320 can only partially, substitute for the downstream E-box. These observations demonstrate the relevance of the location of the E-box and suggest that, while dMyc can also function from promoter-distal positions, it does so less efficiently. In contrast, the importance of the extended consensus sequence is less clear. Under control conditions,  $\Delta$ Flank is expressed at marginally lower levels than the wildtype reporter, but it is less affected by *dmyc* RNAi, suggesting that the mutation of the flanking residues might enable other factors to substitute for dMyc. In addition,  $\Delta$ Flank and  $\Delta$ E-40 are only marginally activated by *dmnt* RNAi, indicating that these mutations might alter the ability of dMnt to repress these reporters. Note that *dmyc* RNAi experiments are not included for the 60 h time point, since the dramatic effects of *dmyc* RNAi on cellular physiology demonstrated above (in contrast to the marginal effects of *dmnt* RNAi, not shown) preclude any meaningful interpretation of the results.

Finally, we note that our experimental analysis has focussed on a single model target of dMyc, *nnpl*. To show that our findings are likely to be generalizable, we also examined the promoters of two additional dMyc targets, *CG5033* and *CG4364*. Both confer dMyc-responsiveness onto a luciferase reporter, and furthermore, all of the dMyc-responsiveness of *CG5033* is mediated by the single downstream E-box (Sup.Fig. 5). These observations confirm the identification of *CG5033* and *CG4364* as dMyc targets (and, by inference, of the other genes in Sup. Table 2 as well), and they strongly suggest that the *nnpl* promoter is representative of the dMyc targets controlled by a downstream E-box.

## Discussion

Here, we present the first genome-wide analysis of physiological Myc targets, using *Drosophila melanogaster* as a model system. Many of the dMyc targets play a role in growth-related functions, consistent with previously published Myc target gene lists, but the most important findings of this study derive from the large scale analysis of the promoter regions of dMyc targets. We find the promoters of physiological dMyc targets to be significantly enriched in the E-box motif as compared to non-dMyc targets; no other motifs were identified as specifically associated with dMyc targets. This is consistent with the known DNA-binding specificity of dMyc *in vitro* (21) and with a previous analysis of dMyc overexpression targets (33), but it should be noted that the majority of dMyc targets harbour only one such E-box. This might indicate that *Drosophila* Myc:Max complexes do not heterotetramerize to bind two E-boxes at the same time as has been suggested for their vertebrate counterparts - indeed, most of the amino acids predicted to be involved in heterotetramerization in vertebrate Myc are not conserved in *Drosophila* (29). However, a significant number of dMyc target promoters harbours a second E-box, raising the possibility that the (independent) binding of a second dMyc:dMax dimer may increase the responsiveness of a gene to dMyc.

Most strikingly, the dMyc-responsive E-boxes are frequently located in the first 100 nucleotides following the transcription start site. This positional bias is found in all classes of dMyc-responsive genes, but it is particularly pronounced amongst the genes that are reduced in their expression both shortly and at late time points following addition of *dmyc* dsRNA (63% of these genes), suggesting that such genes are directly regulated by dMyc and that their activation cannot be appropriated by a hypothesized

compensatory mechanism. The preferred location probably does not reflect a differential binding affinity of dMyc, as can be seen by comparison with published binding data (33); amongst the promoter regions that were found by virtue of their binding to dMyc, only those associated with differentially expressed genes also show the positional bias of the E-box (Sup.Fig. 1). This observation also raises the possibility that dMyc may bind to some genes without affecting their expression. Consistent with such an interpretation, we have observed association of ectopically expressed dMyc with many loci on larval polytene chromosomes, but only few of these sites co-localized with actively transcribing RNA polymerase II (Sup.Fig. 4).

The functional relevance of the E-box position is further demonstrated by its evolutionary conservation and by reporter gene assays in which the E-box was deleted or transposed. The dMyc-responsive downstream E-boxes are also characterized by a non-random distribution of the two flanking nucleotides on either side. The molecular basis for any extended consensus is not apparent from the published structure of the Myc:Max DNA-binding domains, and no preference for flanking sites was found in the large-scale screen for genomic c-Myc binding sites (18). However, our reporter assays suggest that the flanking residues do play a role in modulating the activity of the *nnp-1* reporter and its response to *dmyc* and *dmnt* levels. We consider it possible, therefore, that the extended consensus sequence reflects the responsiveness of these target promoters not only to dMyc but also to dMnt and to other transcription factors that might contact flanking nucleotides in addition to the core sequence CACGTG.

The vast majority of genes with such a downstream E-box appear to be dMyc targets. It is intriguing that these genes also fall into common functional classes, with many of

them playing a role in nucleolar function and ribosome biogenesis. This suggests that these fundamental biological processes are coordinately regulated at the level of transcription, by the binding of a single transcriptional activator, Myc. The question then arises whether such a positional preference of Myc-regulated E-boxes is also found in species other than insects. No comprehensive unbiased analysis of c-Myc target promoters in vertebrates has been published, although it is generally accepted that such genes are most often regulated through Myc binding to E-boxes (1). There is anecdotal evidence that some of these E-boxes are located immediately downstream of the transcription start site (e.g. the *cad* gene which is discussed in more detail below, or see also recent compilations of Myc targets (22, 39)). In an unbiased survey of a small number of human Myc-responsive promoters we found a slight preference of E-boxes for the 100 bp immediately preceding the transcription start site (Sup. Fig. 6). While it remains to be seen whether this distribution of E-boxes (centered upstream of the transcription start) is a vertebrate manifestation of the same underlying cause as the E-box distribution in *Drosophila* (centered downstream of the transcription start), these observations strengthen the notion that many functional vertebrate Myc binding sites are also preferentially located close to the transcription start site. A possible molecular basis for such a bias may be found in the analysis of the vertebrate *cad* gene, which contains an E-box immediately downstream of the transcription start site. It has been proposed that c-Myc is not required for bringing RNA polymerase II to the *cad* promoter, but rather to recruit the P-TEFb components Cdk9 and Cyclin T1 which then trigger promoter clearance and transcriptional elongation by RNA polymerase II (15, 16). Whether Myc also induces histone acetylation (via Tip60 or GCN5) at the *cad* promoter is still subject

to debate (14, 19), but for many other target promoters this has been well demonstrated (e.g. 19). Based on these observations it has been proposed that Myc needs to recruit both P-TEFb and histone acetyltransferases to activate its target genes, but that the relative contributions of these two pathways differ for individual target promoters (15). It is tempting to speculate that the P-TEFb dependent activation pathway requires Myc binding sites in close proximity to the transcription start site and therefore that the target genes with heavy reliance on P-TEFb for their activation make up the dMyc targets with a downstream E-box. We therefore have addressed the role of P-TEFb and the Tip60 complex in the regulation of these genes. We found that RNAi against the Tip60 components *pontin/tip49* or *tral/trrap* did not affect the activities of the *nnp1*- or the *CG4364*-luciferase reporter within 48 hours after transfection of S2 cells, and RNAi against the P-TEFb components *cdk9* or *cyclin T* led to reproducible increases rather than decreases in reporter gene activity (data not shown). These observations raise the possibility that P-TEFb and the Tip60 complex act redundantly in this process; alternatively, other co-factors might be involved in the regulation of these dMyc targets, e.g. components of the Brm complex (as the vertebrate Brm homologs Brg1 and hBrm have also been shown to be recruited to the *cad* promoter by c-Myc and to play a role in its regulation; 35). The identification of these co-factors will undoubtedly be of major importance for an understanding of Myc function, and we believe that the target genes identified in this report as well as the reporter constructs that were established will be of great help in this future endeavour.

## **Materials & Methods**

### *Gene lists*

The following abbreviations are used for gene lists in the Figures and Tables: **all**, all 11810 genes included in our analysis; **dMyc6**, **dMyc12**, **dMyc48**, **dMyc612**, **dMyct61248**, genes that were downregulated at 6 h, 12 h, 48 h, at both 6 and 12 h, or at all time points after *dmyc* RNAi in S2 cells, respectively; **cyclinE**, genes downregulated at 48 h after *cyclinE* RNAi; **GOF**, genes up-regulated after dMyc over-expression *in vivo*; **LOF**, genes down-regulated after *dmyc* inactivation *in vivo*; **not down**, genes expressed in all *dmyc* RNAi experiments in S2 cells but not significantly down-regulated in any (3851 genes); **Dpse (not down)**, **Dpse (dMyc612)**, *D. pseudoobscura* genes that are homologous to the *D. melanogaster* genes on the “not down” and “dMyc612” list, respectively, and that fulfill the homology criteria outlined in the main text (2551 and 98 genes, respectively).

### *Molecular Biology*

dsRNA was transcribed *in vitro* from PCR fragments of approximately 600bp in length, amplified from the gene of interest. Target sequences were subjected to BLAST analysis to ensure minimal homology with unrelated transcripts. dsRNA was produced by Megascript IVT (Ambion). Site directed mutagenesis was carried out using the Gene-Editor system (Promega). Promoter elements used in luciferase reporter expression analyses were cloned into the pGL3-basic vector (Promega). For chromatin immunoprecipitations (ChIP), S2 cells or S2 cells stably transfected with HA-epitope

tagged dMyc under the *hsp70* promoter (13) were subjected to a heat shock at 37° C; 2 h later, triplicate samples of  $8 \times 10^6$  cells each were processed for ChIP analysis using 0.6 µg of rat anti HA monoclonal antisera (Roche) as described (19, 20). Sequences for PCR primers used for *in vitro* synthesis of dsRNA, mutagenesis and ChIP are listed in Supplementary Data.

### *Cell Culture*

Schneider 2 (S2) *Drosophila* cells (37) were propagated in 1x Schneiders *Drosophila* medium (Gibco/BRL) supplemented with 10% FBS, at 24°C. RNAi experiments were performed by incubation of  $3 \times 10^6$  cells in a 6-well tissue culture plate with 15µg dsRNA as previously described (10), cells were harvested for FACS or RNA extraction at time points indicated.

### *Fluorescent Activated Cell Sorting (FACS)*

Cells were incubated with Hoechst 33342 (Fluka) at 1 ng/ml final concentration for 3 h. A suspension of  $10^6$  cells in 1 ml was analysed in a FACStar PLUS (Becton Dickinson). Data analysis was carried out using WinMDI version 2.8.

### *S2 cell microarrays*

Biologically independent triplicate samples of S2 cells were treated with experimental dsRNA and with gfp dsRNA as control. At the indicated time points after addition of dsRNA, total RNA was extracted using the RNeasy kit (Qiagen). Gene expression analysis was performed by using the Affymetrix (Santa Clara, CA) *Drosophila* GeneChip (36), using the methods described in the Affymetrix GeneChip expression manual.

Briefly, double-stranded cDNA was synthesized by using 20  $\mu$ g of total RNA. Biotin-labelled cRNA was synthesized by using the BioArray high-yield RNA transcript-labelling kit (Enzo Biochem), and 20  $\mu$ g of fragmented RNA were hybridized to each array. The arrays were washed with the EukGW2 protocol on the GeneChip Fluidics Station 400 series and scanned by using the GeneArray scanner.

#### *Wing imaginal disc microarrays*

Flies were raised at 18°C on regular fly food supplemented with yeast. Over-expression of dMyc *in vivo* was performed using  $w^{1118}$ ; hs-dMyc[29]/TM3 (25); for control, the isogenised  $w^{1118}$  line was used from which the transgenic line was derived. Egg laying was permitted for a maximum of 12 h at 25°C, 48 h later the flies were transferred to 18°C. Third instar wandering larvae were subjected to a 1 h heat shock in a 37° C water bath followed by a 1 h recovery period at 25°C. As it has been previously reported that heat-shock can induce a transient cell cycle block in fly embryos (28), we monitored cell cycle progression and the levels of ectopic dMyc at different times after the heat-shock (not shown). By 1 hour after the heat-shock, numbers of mitotic cells had returned to normal (as assessed by phospho-histone H3 staining), while ectopic dMyc levels had dropped to 1.5 fold above background. Note that this setup differs in several aspects from an earlier study (33): dMyc was expressed directly, without intervening amplification by GAL4; only the fairly homogeneous wing discs were analysed, and not whole larvae; RNA was isolated 1 h after the onset of the dMyc-expression rather than 7 h; dMyc was only expressed transiently; only male larvae were analysed, which also

matches the sex of S2 cells (this may be important as the two sexes are known to differ by up to 10% of their transcriptome, 24, 37).

To acutely remove dMyc function *in vivo*, “C(1)DX, *y w* / Y” females were crossed to “*y w tub>FRT-dMyc-FRT>GAL4 hs-FLP* / Y “ control males or to “*y w dm<sup>PG45</sup> tub>FRT-dMyc-FRT>GAL4 hs-FLP* / Y” experimental males; in these flies, the lethality of the strong allele *dm<sup>PG45</sup>* (6) is rescued by a *dm<sup>PG45</sup>* cDNA expressed under the control of the ubiquitous  $\alpha$ -tubulin-promoter (13). Egg laying and growth of the larvae were carried out under identical conditions as described above. Third instar wandering larvae were subjected to a 1.5 h heat shock in a 37°C water bath, resulting in the acute loss of the *dm<sup>PG45</sup>* cDNA in most cells of the experimental flies and uncovering the *dm<sup>PG45</sup>* allele. These flies were unable to complete development and died a few hours after the heat-shock, whereas similarly treated control flies developed normally to adulthood. For RNA isolation, larvae were allowed to recover for 2 hours at 25°C after the heat-shock, by when the *dm<sup>PG45</sup>* mRNA levels have dropped by 5-fold as compared to control (by qRT-PCR).

For both overexpression and mutant experiments, male larvae were selected and dissected in 1 x PBS. Approximately 120 wing discs were collected and flash-frozen in liquid N<sub>2</sub>, and RNA was isolated as indicated for the S2 cells. Each experimental condition and each control was represented by 2 biologically independent replicas.

### *Expression data analysis*

Data obtained from Affymetrix microarray experiments were normalised to a target signal intensity of 500. The resulting raw expression values were statistically analysed as

detailed in Supplementary Data. Genes were considered to be “significantly differentially expressed”, if they were expressed in all 3 (or 2, for the *in vivo* data) experimental and all 3 (or 2, for the *in vivo* data) control conditions, their expression differed by at least 1.5 fold between control and experiment, and they passed a significance cutoff of  $p \leq 0.001$ . The same data sets were also analysed using CyberT (3) with less stringent criteria (expression in at least 3 experimental *or* 3 control conditions); in this case, the numbers of significant genes were slightly higher, but the conclusions are the same (not shown).

### *Promoter analysis*

Genomic sequences and sequences for open reading frames based on release 3.1 of the *Drosophila melanogaster* genome were downloaded from the “Berkeley Drosophila Genome Project” (9), annotations release 3.1 from FlyBase (The FlyBase Consortium11), and the *D. pseudoobscura* genome sequence freeze 1 from the Baylor College of Medicine Human Genome Sequencing Center (<http://www.hgsc.bcm.tmc.edu/projects/drosophila/>). Promoter sequences were analysed using GeneSpring (Silicon Genetics), MEME (2), the CART algorithm (Supplementary Data), and different Perl scripts. For consistency, all analyses were restricted to the 13966 loci represented on the Affymetrix *Drosophila* GeneChip 1.0, corresponding to 11810 unique loci with unique and unambiguous FlyBase gene identifiers (FBgn numbers).

For phylogenetic comparisons, first BLASTN searches were carried out with all *D. melanogaster* proteins to identify the corresponding *D. pseudoobscura* orthologs, and only orthologous gene pairs were kept for which the protein similarity started within less than 10 amino acids of the translation start. Next, all gene pairs were discarded where the translation start site in *D. melanogaster* fell within less than 100 nucleotides of the

predicted transcription start site, or where several different transcription start sites were annotated, resulting in 3535 gene pairs.

### *Luciferase Assays*

S2 cell transfections were carried out using Cellfectin (Invitrogen). *Nnp-1* reporter constructs were added at 1  $\mu\text{g}$  per  $10^6$  cells, tubulin-*Renilla* luciferase control DNA and, where indicated dsRNA, were co-transfected at 0.1  $\mu\text{g}/10^6$  cells. Cellfectin was used at 6.5 $\mu\text{g}/\text{ml}$  final concentration, and cells were incubated with transfection mix for 12 h. Cells were harvested 24 h or 60 h post-transfection. Relative gene expression was determined using the Dual-Luciferase reporter assay (Promega) on a Wallac luminometer.

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## Legends

**Table 1:** Most commonly occurring extended E-box sequences. The frequencies of the decameric motifs shown in the first column (in each case combined with the reverse complement) are listed as a percentage of all E-boxes that occur within the given promoter segment; the bottom line shows the summed frequencies for the 11 decamers shown here (in % of all E-boxes). These 11 decamers are the only CACGTG-containing sequences to occur in the promoters on the *dMyc61248* list. Row 1 indicates the different analysed gene lists: **Not down**, genes that were not down-regulated at any time point after *dmyc* RNAi in S2 cells; **dMyc6**, **dMyc12**, **dMyc48**, **dMyc612**, **dMyct61248**, genes that were downregulated at 6 h, 12 h, 48 h, at both 6 and 12 h, or at all time points after *dmyc* RNAi in S2 cells, respectively; **Dpse (not down)**, *D. pseudoobscura* orthologs of genes in list “Not down”; **Dpse (dMyc612)**, *D. pseudoobscura* orthologs of genes in list “*dMyc612*”. Row 2 describes the sampled region of the promoter, either -1000 to +1000 or +1 to +100 relative to the transcription start site.

**Figure 1:** FACS analysis of S2 cells treated with dsRNA against *gfp*, *dmyc* or *cyclin E*. Each panel shows a single cytometric profile of S2 cells 48 h after addition of the indicated dsRNA. The shown data are representative of three independent experiments (each performed in duplicate, with similar results). Outlined green trace shows control cells treated with *gfp* dsRNAi, filled green or red diagram shows cells treated with *dmyc* RNAi (**A, B**) or *cyclin E* RNAi (**C, D**). **A, C**, cell cycle distribution; **B, D**, forward scatter (FSC) indicative of cell size.

**Figure 2** Frequencies of E-boxes in the promoter regions. Bar diagrams show the percent age of genes on the indicated lists with 0 to 3 E-boxes located between -1000 and

+1000 nucleotides relative to the transcription start site. For gene lists see Materials and Methods.

**Figure 3:** Distribution of E-boxes relative to the transcription start site. X axis indicates the center of the 100-bp window for which the frequency of E-boxes was determined (in nucleotides from the transcription start site). For gene lists see Materials and Methods.

**Figure 4:** Evolutionary comparison of hexameric sequences in the promoter regions of *D. melanogaster* and *D. pseudoobscura*. Plotted is the ratio of the probabilities that a particular motif is conserved over the probabilities with which this motif occurs randomly (Sup. Data). Shown are all motifs that are conserved in at least 10 gene pairs and that are significantly conserved in at least one window of the promoter (i.e. gene pairs for which the ratio of the probabilities differs by at least 7 standard deviations from the average ratio for that window). The X-axis is labeled as in Fig. 3.

**Figure 5:** Functional analysis of the *nnp-1* promoter. **A**, schematic representation of the *nnp-1* promoter and of the derived reporter constructs; the positions of the shifted E-boxes are indicated by grey boxes. **B**, binding of dMyc to the *nnp-1* promoter. Chromatin recovered from naive S2 cells or S2 cells overexpressing HA-dMyc was analyzed by ChIP using an HA-antiserum. DNA was amplified with primer pairs located near the E-box (*E*, thick black line in panel A) or at a distance (*U*, see Suppl. Data). **C**, **D**, normalized luciferase activities of the indicated reporter constructs at 24 h (**C**) or 72 h (**D**) after transfection. “-“, “*gfp*”, “*dmyc*”, “*dmnt*” indicate the co-transfected dsRNA. Three independent experiments were performed, each in triplicate, and gave similar

results; a representative experiment is shown; error bars signify standard error of the mean.

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