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Running title: KLF3 regulates adipolin

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ABSTRACT

Krüppel-like Factor 3 (KLF3) is a transcriptional regulator that we have shown to be involved in the regulation of adipogenesis *in vitro*. Here we report that KLF3 null mice are lean and protected from diet-induced obesity and glucose intolerance. On a chow diet, plasma levels of leptin are decreased, and adiponectin is increased. Despite significant reductions in body weight and adiposity, wildtype and knockout animals show equivalent energy intake, expenditure and excretion. To investigate the molecular events underlying these observations, we used microarray analysis to compare gene expression in $Klf3^{+/+}$ and $Klf3^{-/-}$ tissues. We found that mRNA expression of *Fam132a*, which encodes a newly identified insulin-sensitizing adipokine, adipolin, is significantly upregulated in the absence of KLF3. We confirmed that KLF3 binds the *Fam132a* promoter *in vitro* and *in vivo* and that this leads to repression of promoter activity. Further, plasma adipolin levels were significantly increased in $Klf3^{-/-}$ mice compared to wild-type littermates. Boosting levels of adipolin via targeting of KLF3 offers a novel potential therapeutic strategy for the treatment of insulin resistance.

INTRODUCTION

The mechanisms linking obesity and the development of insulin resistance are not well understood despite intensive research (1,2). An improved understanding of the molecular control of metabolism, and how nutrition and environmental factors can influence gene expression to modulate metabolic pathways, is critical for the development of successful therapeutics to treat metabolic disorders, such as type 2 diabetes. Numerous transcriptional regulators have been implicated in physiological responses to metabolic stimuli, and the pathways and downstream

effectors involved in these processes are now beginning to be elucidated. One family of regulators that play diverse roles in metabolism is the Krüppel-like Factor (KLF) family of transcription factors (3-5).

KLFs are a family of evolutionarily conserved, zinc-finger transcription factors, which recognize and bind to GC-rich sequences and CACCC boxes in the promoters and enhancers of their target genes (3). With the exception of KLF1, family members are widely expressed and have diverse biological roles (6,7). Several KLFs have been implicated in adipogenesis; KLF4, KLF5, KLF6, KLF9 and KLF15 (8-12) all positively regulate, while KLF2, KLF3 and KLF7 (13-15) inhibit adipogenesis. KLFs also regulate other aspects of metabolism. KLF15 has been shown to induce *Glut4* expression in 3T3-L1 cells (16) and *Klf15*$^{-/-}$ null mice demonstrate abnormal gluconeogenesis, leading to severe hypoglycemia following fasting (17). KLF11 can bind and regulate expression of the *insulin* promoter in pancreatic β-cells and a number of KLF11 single nucleotide polymorphisms (SNPs) show significant association with susceptibility to type 2 diabetes (18). A Japanese study linked a KLF7 variant to type 2 diabetes risk (19), while a different polymorphism has been shown to protect against obesity in a Danish population (20). SNPs in the maternally imprinted *KLF14* gene locus have been shown to affect expression of numerous adipocyte genes and are also associated with a number of metabolic disorders, including type 2 diabetes and elevated HDL cholesterol (21). Collectively, numerous studies place KLFs as important regulators of metabolism.

We have been studying the role of Krüppel-like factor 3 (KLF3/BKLF) as a regulator of adipocyte biology (22). We have previously reported that *Klf3*$^{-/-}$ mice are lean, partly due to reduced adipose tissue mass and adipocyte size (14). As adipose is a focal point for a number of mechanisms linking obesity and insulin resistance, including altered adipocyte secretory profile,

we set out to consider the role of KLF3 on whole body metabolism and insulin action. We used a microarray-based approach to compare tissues and cells derived from *Klf3*$^{-/-}$ mice and wildtype littermates and identified *Fam132a* as a highly upregulated KLF3 target gene in a number of tissues. Very recently, two independent laboratories identified FAM132A, also known as C1QDC2 (C1q domain-containing protein 2), CTRP12 (C1q/TNF-related protein 12) and adipolin (adipose-derived insulin-sensitizing factor), as a new factor positively influencing glucose homeostasis (23,24).

In this study, we verified a direct *in vivo* interaction between KLF3 and the *Fam132a* promoter by chromatin immunoprecipitation (ChIP) studies and show systemic upregulation of *Fam132a* mRNA expression and plasma adipolin levels in mice that lack KLF3. We have also further characterized the metabolic phenotype of *Klf3*$^{-/-}$ mouse on chow and high fat diets to understand the role of KLF3 in the regulation of body weight, composition, and energy metabolism. Importantly, we show that KLF3 null mice are protected from diet-induced obesity and have improved insulin resistance. These data suggest a molecular mechanism whereby KLF3 may orchestrate effects on metabolism via regulation of factors such as the insulin-sensitizing hormone adipolin, and imply that the improved metabolic profile in the absence of KLF3 may result, at least in part, from a significant elevation in *Fam132a* transcription and circulating adipolin levels.

RESEARCH DESIGN AND METHODS

Animals. Approval for the use of animals was from the University of Sydney Animal Care and Ethics Committee (Protocol: L02/7-2009/3/5054). *Klf3*$^{-/-}$ mice on an FVB/NJ background were generated as previously described (14). Mice were weaned at 3 weeks and fed standard chow

(6% kcal from fat, 14.3MJ/kg, Glen Forest Specialty Feeds WA, Australia) or high fat diet (45% kcal from fat (mainly lard), 21.8MJ/kg, made in-house) until age 12 weeks.

Adipocyte histology. Epididymal adipose tissue (n=3-6 per group) was fixed in 4% paraformaldehyde in PBS for 48h at 4°C. Samples were washed in PBS, dehydrated through graded ethanol solutions and paraffin embedded. 5μM sections were stained with Hematoxylin and Eosin (Sigma-Aldrich). The size of 200-300 adipocytes was measured per mouse at 20x magnification (AnalySIS FIVE software, Olympus).

Glucose and Insulin Tolerance Tests. Glucose tolerance tests were performed on overnight fasted mice. After determination of fasting blood glucose, mice were given an intraperitoneal injection of 50% glucose solution (2g/kg). For insulin tolerance tests, mice were fasted 4h and given an intraperitoneal injection of 1U/kg insulin (Actrapid, Novo Nordisk). For both tests, tail blood glucose was measured using an Accu-chek Performa glucometer (Roche).

Energy metabolism. Food intake was measured for mice housed individually with a custom made cage insert (City West Plastics, Rydalmere, Australia) designed to catch spilled food. Mice were given 24h to acclimatize, after which food was weighed daily for three days.

For calculation of total energy expenditure, whole body lean and fat mass was determined by Dual-Energy X-ray Absorptiometry (DEXA) (Lunar PIXImus2 mouse densitometer, GE Healthcare). Oxygen consumption rate (VO_2) was measured at 22°C using an indirect calorimetry system (Oxymax series, Columbus Instruments, Columbus, OH). Studies commenced after 2h of acclimation to the metabolic chamber. VO_2 was measured in individual mice at 20-30 min intervals over a 48h period. Energy excreted in feces was measured using a bomb calorimeter (Model 1356, PARR Instrument Company, USA). Feces was compacted and dried in a freeze dryer overnight before combustion.

Plasma biochemistry. Plasma leptin, insulin and adiponectin were measured by ELISA according to the manufacturer's guidelines (Quantikine Mouse Leptin and Adiponectin, R&D systems, Australia; Ultrasentivite Mouse Insulin ELISA, Mercodia, Sweden). Plasma NEFA, glycerol and triglyceride were determined by colorimetric assay as per manufacturer's instructions (NEFA-C assay kit, Wako chemicals, Japan; serum triglyceride (and glycerol) determination kit, Sigma-Aldrich).

Electrophoretic mobility shift assays (EMSA). EMSA's were carried out as previously described (25). Oligonucleotides used in the synthesis of radiolabelled probes were: mouse *Fam132a* promoter probe A 5-TGCTCCGCCCCGCCCCGCCCCGCCCTGCTCC-3 and 5-GGAGCAGGGCGGGGCGGGGCGGGGCGGAGCA-3; *Fam132a* probe B 5-GGTCCCGCCCCGCCCTGCCCCGCCCCGCCCTGCTCC-3 and 5-GGAGCAGGGCGGGGCGGGGCAGGGCGGGGCGGGACC-3; *Fam132a* probe C 5-TGCCCCGCCCCGCCCTGCTCCGCCCCGCCCCGCCCC-3; and 5-GGGGCGGGGCGGGGCGGAGCAGGGCGGGGCGGGGCA-3, *Klf8* promoter 5-GGGCCCGCCCCACCCCCTCCT-3 and 5- AGGAGGGGGTGGGGCGGGCCC-3. **Cloning of the Fam132a Promoter for transactivation assays.** Plasmid pGL4.10[*luc2*]-*Fam132a*-promoter contained the sequence from -150 to +100 of the *Fam132a* promoter; for pGL4.10[*luc2*]-*Fam132a*-ΔCACCC, the sequence from -101 to -29 was deleted.

Transactivation Assays. SL-2 cells were transfected in six well plates using the calcium phosphate method (26), 3T3-L1 cells were transfected using Fugene 6 (Promega). For SL2 cells, 250ng of pPac-KLF1 and 0, 25, 50 and 250 ng of pPac-KLF3 were transfected along with 1μg of pGL4.10[*luc2*], pGL4.10[*luc2*]-Fam132a-promoter, or pGL4.10[*luc2*]-Fam132a-ΔCACCC. For 3T3-L1 cells, 0, 50, 250 and 500 ng of pCDNA3-KLF3 were transfected along with 1μg of

pGL4.10[*luc2*], pGL4.10[*luc2*]-Fam132a-promoter, or pGL4.10[*luc2*]-Fam132a-ΔCACCC. For all transfections, 0.1μg of pGL4.74[*hRluc/TK*] was included as a transfection control. 48h post-transfection, the cells were lysed and assayed for luciferase activity by using a dual luciferase reporter assay system (Promega). In all cases, reporter activity was normalized with respect to Renilla luciferase levels.

Western blotting. 5μL of diluted plasma (1:20 in PBS), equivalent to 0.25μL of total plasma, was subjected to SDS-PAGE. Proteins were transferred to PVDF membranes and incubated with primary antibody (anti-Fam132a, Santa Cruz sc-241304) followed by HRP conjugated anti-goat IgG secondary. Signals were visualized using Immobilon Western Chemiluminescent HRP Substrate (Millipore). Membranes were exposed to film, scanned on a densitometer and band densities quantitated with IPLab software (IPLab Gel H, Signal Analytics).

Chromatin immunoprecipitation assay (ChIP). ChIP assays were preformed as described in (27), using a Biorupter for chromatin sonication (Diagenode, Belgium). Chromatin was immunoprecipitated from murine erythroleukemia (MEL) cells following induction of erythroid differentiation in 1.8% DMSO (28), using either the Pierce anti-KLF3 antibody (PA5-18030) or rabbit polyclonal anti-KLF3 serum (29). Real time PCR primers: *Fam132a* promoter 5-GATTCGCTTCCCTGGAGGTGTGG-3 and 5-GCCCAGTCTCTGGTCTCCTCTCT-3; *C/ebpα* promoter 5- AGGAGAAGGCGGGCTCTAAG-3 and 5-ATCGAAGGCGCCAGTAGGA-3; *C/ebpα* negative control (5 Kb upstream of *C/ebpα* exon 1) 5-CCCAGGCAGAACAAAACATAGG-3 and 5- GGGCAGGCCATTGTTTTGTA-3; *Klf8 promoter 1a* 5-CCAGCTCGTGCACACTGAA-3 and 5-GAAGCCTTAACATCAGGAGTGGAA-3; *Klf8* negative control 1 (4.5 kb upstream of *Klf8* exon 1a) 5-GGTTTCTGAGACCTAACACTTCACACT-3 and 5-

CCATTTAGTCATCCAGCGAACAA-3; *Klf8* negative control 2 (33 kb downstream of *Klf8* exon 1a) 5-AACCTGGGTGCCTCCTTGTA-3 and 5-TCATGCCTTTGACTTTAGTGCTTT-3;

Determination of mRNA expression. RNA extraction, cDNA synthesis and quantification were performed as previously described (28,30). Oligonucleotides were *Ribosomal 18S*: 5-GACGGACCAGAGCGAAAGC-3, and 5-AACTCCGACTTTCGTTCTTGATT-3. *Fam132a*: 5-GATTCACAGCCCCAGTCTCT-3, and 5-ACAGATGAGAACACGGACCA-3 or 5-GGTCTTCACAGTGCAGGTTCAG-3, and 5- GACTGCCCCAGAACTGTTGTC-3.

Statistical analysis. Data are presented as means ± SEM. One-way ANOVA was used to compare data from different genotypes and diet groups followed by pairwise comparisons using t-tests with a Bonferroni correction to identify differences between groups. For energy expenditure data, an ANCOVA analysis was performed using lean body mass as a covariate. All statistical analyses were completed using R (version 2.13.1, The R Foundation for Statistical Computing, Austria) and $p<0.05$ was considered statistically significant.

RESULTS

***Klf3*$^{-/-}$ mice are resistant to diet-induced obesity.** In agreement with our previous observations (14), male *Klf3*$^{-/-}$ mice are shorter in length than their wildtype littermates and maintained a lower body weight and white adipose tissue (WAT) mass when fed a chow diet (Fig 1A, 1B & 1D). On a high fat diet, *Klf3*$^{-/-}$ mice were significantly and consistently lighter than either *Klf3*$^{+/+}$ or *Klf3*$^{+/-}$ littermates (Fig 1C). Both subcutaneous (inguinal) and visceral (epididymal and retroperitoneal) WAT mass increased in mice in response to the high fat diet but *Klf3*$^{-/-}$ mice maintained less adiposity than *Klf3*$^{+/+}$ mice (Fig 1E). The reduction in adiposity in *Klf3*$^{-/-}$ mice was selective for white adipose tissue. Subscapular brown adipose tissue (BAT) depots from

Klf3$^{-/-}$ mice weighed the same as BAT from wild type or heterozygote littermates despite their lower body weight (Fig 1D, E). Liver weight was significantly lower in *Klf3*$^{-/-}$ on both the chow and high fat diet (Fig 1F, G). White adipocytes of *Klf3*$^{-/-}$ male mice were visibly smaller than those of *Klf3*$^{+/+}$ mice on both chow and high fat diets (Fig 1H). We also compared the size distribution of fat cells in *Klf3*$^{+/+}$ and *Klf3*$^{-/-}$ male mice by measuring the diameter of epididymal adipocytes (Fig 1I). We found that high fat feeding noticeably increased the maximum and average adipocyte size in *Klf3*$^{+/+}$ mice but had little effect in *Klf3*$^{-/-}$ animals (Fig 1I, right hand panel).

Loss of KLF3 does not alter energy intake and expenditure. To investigate the lean phenotype of *Klf3*$^{-/-}$ mice, we compared energy intake and expenditure between wildtype mice and knockout littermates. *Klf3*$^{-/-}$ mice consumed the same amount of food as wild type littermates on both chow and high fat diets when expressed as kJ/day (Fig 2A) or when corrected for body weight (data not shown). Similarly, loss of KLF3 did not appear to alter fecal weight and energy content on either diet (Fig 2B). Furthermore, total energy expenditure was not affected by *Klf3* deficiency when expressed per mouse or per gram of lean body mass, as determined by DEXA (Fig 2C, D, E). High fat feeding significantly increased energy expenditure in wild type and *Klf3*$^{-/-}$ mice (Fig 2F).

***Klf3*$^{-/-}$ mice are protected from diet-induced glucose intolerance.** To assess the effect of KLF3 deficiency on systemic insulin action, glucose and insulin tolerance tests were performed. *Klf3*$^{-/-}$ mice had better glucose tolerance than wild type littermates (Fig 3A). After high fat feeding, glucose tolerance in wild type mice was markedly reduced as expected, however *Klf3*$^{-/-}$ mice maintained an improved glucose tolerance and the calculated area under the curve was not different from chow fed *Klf3*$^{-/-}$ mice (Fig 3B). We observed comparable insulin tolerance

between genotypes on a chow or high fat diet (Fig 3C). While previous reports have indicated that elevated adipolin improves insulin sensitivity (23,24), it is possible that the inability to detect a change in *Klf3*$^{-/-}$ mice may be due to phenotypic effects resulting from the deregulation of KLF3 target genes other than *Fam132a*. High fat feeding increased the fasting insulin/glucose ratio, a marker of insulin resistance (31) in wild type mice but not *Klf3*$^{-/-}$ mice (Fig 3D). KLF3 deficient mice tended to have a reduced insulin/glucose ratio but this was not significantly different from wild type controls on either diet.

***Klf3*$^{-/-}$ mice blood biochemistry.** To further investigate the metabolic phenotype of *Klf3*$^{-/-}$ mice, we examined the plasma levels of a number of key metabolic indicators (Table 1). We noted that despite improved glucose tolerance, *Klf3*$^{-/-}$ mice have a slight, but non-significant, elevation in fasting blood glucose (Table 1, chow fed *Klf3*$^{+/+}$ vs *Klf3*$^{-/-}$). High fat feeding increased plasma insulin and leptin levels in wildtype and *Klf3*$^{-/-}$ mice, however the increase in leptin levels in the fat fed *Klf3*$^{-/-}$ mice was significantly lower than wildtype. On a chow diet, KLF3 deficiency increased plasma adiponectin levels, while high fat feeding did not significantly reduce levels in either genotype. Plasma triglyceride and non-esterified fatty acid levels were unchanged between genotypes and diets.

***Fam132a*, the gene coding for adipolin, is upregulated in KLF3 deficient tissue.** Having found no measurable differences in acute energy balance between wildtype and lean *Klf3*$^{-/-}$ mice, we explored alternative mechanisms to determine an explanation for this beneficial phenotype. We revisited previous microarray analysis, in which we had examined gene expression in red blood cells that lack KLF3 (32) and also carried out further arrays to compare gene expression in several wildtype and *Klf3*$^{-/-}$ metabolic tissues (white adipose, red skeletal muscle and liver). When comparing gene expression between wildtype and *Klf3*$^{-/-}$ tissues we found that in a number

of samples, *Fam132a* was one of the most highly upregulated genes in *Klf3*$^{-/-}$ cells. This was an intriguing finding, as *Fam132a* is the gene that codes for the recently identified insulin-sensitizing factor adipolin, shown to promote glucose tolerance and insulin sensitivity in animal models of obesity and diabetes (23,24). In order to validate this observation, we examined *Fam132a* gene expression using real time RT PCR in several tissues isolated from wildtype and *Klf3*$^{-/-}$ mice. We found that expression of the *Fam132a* gene is significantly upregulated in heart, lung, gut, bone marrow and spleen in the absence of its repressor KLF3 (Fig 4A). In particular, our examination of bone marrow and spleen revealed that *Fam132a* mRNA is readily detectable in wildtype erythroid tissue and that this high level expression is significantly increased in cells lacking KLF3. This derepression is also observed in epididymal white adipose tissue of KLF3 deficient mice but not in brown adipose tissue (Fig 4B and C). In agreement with this, *Klf3*$^{-/-}$ mice also show significantly elevated plasma adipolin levels on both chow and high fat diets (Fig 4D).

KLF3 binds and represses the *Fam132a* promoter *in vitro* and *in vivo*. Having determined that *Fam132a* gene expression is significantly upregulated in KLF3 null tissue (32), we investigated whether KLF3 can directly bind the *Fam132a* promoter by electrophoretic mobility shift assay (EMSA). An inspection of the *Fam132a* proximal promoter revealed the presence of several consensus KLF3 binding sites (Fig 5A) (25). Three probes were designed to provide full coverage of these sites and the binding of KLF3 to each of these probes was assessed by EMSA (Fig 5B). KLF3 bound robustly to all three probes in comparison to a control sequence derived from the *Klf8* proximal promoter, which has previously been validated as a KLF3 target both *in vitro* by EMSA and *in vivo* by chromatin immunoprecipitation assays (29). The addition of an anti-KLF3 antibody resulted in supershift of the most prominent probe complexes, confirming

the presence of KLF3 (Fig 5B). In addition to the major bands, slower migrating complexes were also observed, in particular for probes B and C, which could be supershifted by the addition of anti-KLF3 antibody. The presence of these higher order complexes raises the possibility that precise regulation of the *Fam132a* promoter may depend upon multiple KLF3 occupancy and is concordant with the presence of multiple CACCC box binding sites.

To demonstrate that KLF3 regulates *Fam132a* promoter activity, we performed transient transactivation assays using a luciferase reporter gene under the control of the *Fam132a* proximal promoter. We first tested the ability of KLF3 to repress promoter activity in *Drosophila* SL2 cells (Fig 5C), which are conventionally used for such assays as they lack the ubiquitously expressed CACCC-box binding proteins found in mammalian cells (26). In these reporter assays, we used KLF1, a transcriptional activator closely related to KLF3 (33), to drive the *Fam132a* promoter and found that including increasing doses of KLF3 in the assay resulted in strong downregulation of the active promoter. These effects were not observed for a control reporter that lacked the *Fam132a* promoter or a mutant version of the promoter from which the major KLF3 binding sites had been deleted, thereby confirming that KLF3 can repress *Fam132a* gene expression. To address whether KLF3 can repress the *Fam132a* promoter in a physiologically relevant mammalian cell line, we next repeated our reporter assays in 3T3-L1 cells (Fig 5D). We found that the *Fam132a* promoter is robustly activated by endogenous CACCC-box binding proteins when transfected into 3T3-L1s and addition of KLF3 again resulted in dose dependent repression of this activity. Mutation of the CACCC boxes in the promoter resulted in weaker activation by endogenous factors and noticeably reduced KLF3 mediated repression.

Finally, we used chromatin immunoprecipitation (ChIP) to show that endogenous KLF3 binds to the *Fam132a* promoter in vivo (Fig 5E). We first examined 3T3-L1 cells and found

significant enrichment of KLF3 at the *Fam132a* proximal promoter. In agreement with a previous study (14), we also detected binding of KLF3 at the *C/ebpα* promoter but observed only background levels of KLF3 at known negative control regions in the *C/ebpα* and *Klf8* gene loci (14,29). As our previous microarray studies had shown that *Fam132a* expression is most notably derepressed in erythroid tissue (32), we decided to investigate binding of KLF3 to the *Fam132a* promoter in murine erythroleukemia cells, an erythroid cell line particularly amenable to ChIP analysis (Fig 5F). Our analysis revealed significant enrichment of KLF3 at the *Fam132a* gene, using primers covering a region of the proximal promoter rich in KLF3 consensus binding sites (Fig 5A). This enrichment was greater than that seen at a site in the *Klf8* proximal promoter, which has previously been confirmed to be bound by KLF3 both *in vitro* and *in vivo* (29). Only background binding of KLF3 was observed at negative control regions in the *Klf8* promoter and no significant precipitation of chromatin was seen for immunoglobulin controls.

DISCUSSION

Given the current worldwide epidemic of diet-induced obesity there is considerable interest in understanding the factors and molecular mechanisms that control physiological responses to metabolic stimuli, and how dysregulation of these mechanisms can lead to the metabolic disturbances of glucose intolerance, insulin resistance and type 2 diabetes. We have previously reported that mice deficient in the transcriptional regulator KLF3 are lean with disrupted adipogenesis (14). In this study, we show that this phenotype is the result of reduced adipocyte size and number, and that deletion of the *Klf3* gene *in vivo* results in reduction of white adipose tissue depots (subcutaneous and visceral) and liver weight. We also examined the effect of high

fat diet on body mass, and found that the absence of KLF3 offers partial protection from obesity, despite no observable change in food intake, energy expenditure or energy excretion. In addition, glucose tolerance is improved in *Klf3*$^{-/-}$ mice compared with *Klf3*$^{+/+}$ littermates, and high fat feeding has no significant effect on glucose clearance in knockout mice.

To further explore mechanisms underlying the lean phenotype of *Klf3*$^{-/-}$ mice, we examined previous microarray data to identify genes whose deregulation might explain the observed resistance to diet-induced obesity, improved glucose tolerance and insulin sensitivity seen in the absence of KLF3 (32). This analysis revealed that the gene coding for FAM132A/CTRP12/adipolin, is upregulated in tissues lacking KLF3. Adipolin has recently been described as an adipokine capable of improving glucose tolerance and insulin sensitivity in both cell lines and mouse models of obesity and diabetes (23,24). Having identified this factor as a potential KLF3 target gene, we confirmed *in vitro* binding to the *Fam132a* proximal promoter by EMSA and also demonstrated by chromatin immunoprecipitation that endogenous KLF3 can interact with the promoter *in vivo*. We were also able to show that KLF3 can repress *Fam132a* promoter activity and demonstrate that expression of the *Fam132a* gene is significantly de-repressed in several *Klf3*$^{-/-}$ tissues, including white adipose but not brown adipose tissue. Moreover, circulating plasma adipolin is markedly elevated in the absence of KLF3 on both chow and high fat diets.

Upregulation of adipolin potentiates insulin release and improves glucose clearance in fed wildtype mice. In the case of obese and leptin-deficient *ob/ob* mice, increased adipolin also drives improved glucose tolerance, which is associated with unchanged levels of insulin, suggesting improved insulin sensitivity (23,24). In addition, administration of adipolin in obese

mice leads to reduced body mass and adipocytes size. The effects of systemic upregulation of adipolin are therefore highly aligned to the metabolic phenotype of *Klf3*$^{-/-}$ mice.

Fam132a gene expression is increased in 3T3-L1 adipocytes treated with insulin or the insulin sensitizing drug rosiglitazone, while levels are reduced in adipose tissue from *ob/ob* mice, diet-induced obese mice and diabetic Zucker rats. Significantly, we found that elevated plasma adipolin levels are maintained in *Klf3*$^{-/-}$ obese mice. We also noted that serum fatty acids are unchanged in *Klf3*$^{-/-}$ mice, in agreement with previous observations that elevated adipolin does not affect their levels (23,24). Finally, in this work and previously (32), we observed high levels of *Fam132a* gene expression in erythroid tissue of *Klf3-/-* mice, suggesting this is a potential additional source of the factor.

The discovery that KLF3 regulates expression of a systemic factor capable of significantly improving whole body metabolism, also offers a potential explanation for a long standing paradox in which loss of KLF3 can drive adipogenesis at the cellular level, but promote leanness in the whole animal (14). However, the capacity of adipolin to restrict body weight is currently unclear. To date, there have been two short term studies on the effect of elevating systemic adipolin on body weight in obese mice, with one study reporting a modest but significant reduction in weight, while the other found no difference (23,24). It is possible that persistent upregulation of adipolin, and indeed other factors, in *Klf3-/-* mice may have a more profound effect on body weight.

We have observed that *Klf3*$^{-/-}$ male mice are lean and resistant to diet induced obesity, yet show no detectable changes in energy metabolism. It is possible that this leanness is initiated during embryonic development or early post natal life, with loss of KLF3 leading to changes in gene expression that cumulatively result in differences in adiposity that are apparent by

weaning. It has previously been shown that programming of adipocyte cell number is set before adulthood with implications for fat mass and obesity later in life (34) and the involvement of KLF3 in developmental programs such as this may help explain the early onset leanness of *Klf3*$^{-/-}$ mice. Given that this *Klf3*$^{-/-}$ mouse model is a global knockout, it is quite possible that the complex phenotype of these mice is influenced by the absence of KLF3 in a variety of tissues at different developmental time points.

In summary, we have identified the transcriptional repressor KLF3 as a regulator of *Fam132a*, the gene coding for the insulin-sensitizing factor adipolin. We have demonstrated that mice deficient in KLF3 have significantly elevated plasma adipolin levels on both chow and high fat diets, and that this is associated with a lean phenotype, and improved glucose tolerance and insulin sensitivity. Future studies aimed at modulating adipolin levels in *Klf3*$^{-/-}$ mice will reveal the extent to which the improved metabolic phenotype of these mice is dependent upon the systemic upregulation of plasma adipolin. In conclusion, regulating the activity of KLF3, potentially via targeting of upstream kinases, has the potential to inform future therapeutic strategies in the treatment of obesity and diabetes.

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KBA (guarantor) designed, carried out experiments, data analysis and wrote the manuscript, APF, HW, HMJ, TS, WFL, JGB, KSM, AJK and NT performed experiments, AJH, HRN and AS reviewed and edited the manuscript, RCP and MC designed experiments, analyzed data and contributed to the writing of this manuscript. The authors note no conflict of interest.

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TABLES

TABLE 1

Summary of plasma metabolic parameters for *Klf3*$^{+/+}$ and *Klf3*$^{-/-}$ mice

Genotype	Diet	Blood Glucose mmol/L	Insulin pmol/L	Leptin pg/mL	Adiponectin ng/mL	Triglyceride mg/mL	Nonesterified fatty acids mmol/L
Klf3$^{+/+}$	CHOW	5.8±0.2	64±9	549±108	3651±340	0.26±0.06	1.6±0.3
Klf3$^{-/-}$	CHOW	7.0±0.4	44±11	341±97	5515±587$^{\#}$	0.17±0.05	1.4±0.2
Klf3$^{+/+}$	FAT	5.9±0.5	142±21**	4486±938***	3429±387	0.17±0.05	1.7±0.1
Klf3$^{-/-}$	FAT	6.3±0.5	117±21*	1316±627$^{\#\#\#}$	4134±351	0.12±0.03	1.4±0.3

Shown are plasma levels for key metabolic indicators, comparing wildtype and *Klf3*$^{-/-}$ male mice on chow and high fat diets (HFD). Data represent mean and standard error. *p* values indicate the statistical difference between two means: $*p<0.05$, $**p<0.01$, $***p<0.001$ denote the effect of diet; $^{\#}p<0.05$, $^{\#\#\#}p<0.001$ denote the effect of genotype (two-tailed t-test). Between 6 and 20 mice were analyzed for each genotype.

FIGURE LEGENDS

FIG. 1. *Klf3*$^{-/-}$ mice are lean and resistant to diet-induced obesity. A. Body length of 9 week old male mice on chow diet (*Klf3*$^{+/+}$ n=8, *Klf3*$^{-/-}$ n=5). Data are means ± SEM, ***$p<0.001$. **B, C.** Male body weight with respect to age. Mice were placed on (**B**) chow (*Klf3*$^{+/+}$ n=48, *Klf3*$^{+/-}$ n=57, *Klf3*$^{-/-}$ n=11) or (**C**) high-fat diet from age 3 to 12 weeks (*Klf3*$^{+/+}$ n=20, *Klf3*$^{+/-}$ n=24, *Klf3*$^{-/-}$ n=6). **D-G**. Tissue weights as determined by dissection and individual weighing of tissues (EPI=epididymal, RP=retroperitoneal, ING=inguinal subcutaneous, BAT=brown adipose tissue) in (**D, F**) chow (*Klf3*$^{+/+}$ n=31, *Klf3*$^{+/-}$ n=53, *Klf3*$^{-/-}$ n=11) and (**E, G**) high-fat diet (*Klf3*$^{+/+}$ n=25, *Klf3*$^{+/-}$ n=20, *Klf3*$^{-/-}$ n=6). Data are means ± SEM, *$p<0.05$, **$p<0.01$, ***$p<0.001$ *Klf3*$^{+/+}$ vs *Klf3*$^{-/-}$; $^{\#}p<0.05$, $^{\#\#}p<0.01$, $^{\#\#\#}p<0.001$ *Klf3*$^{+/-}$ vs *Klf3*$^{-/-}$. **H**. Representative photographs of Hematoxylin and Eosin stained EPI white adipose tissue (20x magnification) from *Klf3*$^{+/+}$ and *Klf3*$^{-/-}$ male mice fed either chow or high-fat diet. **I.** Size distribution of epididymal adipocytes. Left hand panel shows adipocytes from male mice on chow diet; right hand panel shows adipocytes from male mice on high-fat diet. *Klf3*$^{+/+}$ n=2-7, *Klf3*$^{-/-}$ n=3-6 (200-300 cells measured per mouse).

FIG. 2. No differences were detected in energy intake or output between *Klf3*$^{+/+}$ and *Klf3*$^{-/-}$ mice. **A**. Food intake was measured daily over 3 days in male 12 week *Klf3*$^{+/+}$ n=7-9, and *Klf3*$^{-/-}$ n=5-6 fed either chow or high-fat diet. **B.** Energy in feces was determined by bomb calorimetry and data corrected for daily fecal output *Klf3*$^{+/+}$ n=10, and *Klf3*$^{-/-}$ n=7-8. **C,D**. Total energy expenditure determined from oxygen consumption and expressed as kJ/day per mouse and per gram of lean body mass (n=7-10 per group). Data are means ± SEM, **$p<0.01$, ***$p<0.001$ chow vs high fat diet by ANCOVA. **E,F** Relationship between individual energy expenditure

data calculated as heat production and lean body mass; diet, but not genotype, significantly affects energy expenditure.

FIG. 3. *Klf3*$^{-/-}$ mice are protected from diet-induced glucose intolerance and insulin resistance. **A**. Glucose tolerance test (2g glucose/kg) in mice fasted for 15 hr. Data are means ± SEM **p*<0.05, ***p*<0.01, ****p*<0.001 *Klf3*$^{+/+}$ vs *Klf3*$^{-/-}$; $^{\#}$*p*<0.05, $^{\#\#}$*p*<0.01 chow vs high fat diet (n=7-19). **B.** Area under curve for GTT, * denotes effect of genotype, $^{\#}$ denotes effect of diet. **C.** Change in blood glucose levels during an insulin tolerance test (0.5U insulin/kg) in mice fasted for 4 hr (n=8-17) **D**. Insulin resistance index calculated from fasting plasma insulin and blood glucose levels. Data are means ± SEM, **p*<0.05 chow fed *Klf3*$^{+/+}$ vs high fat fed *Klf3*$^{+/+}$.

Fig. 4. *Fam132a* gene expression and adipolin protein levels are increased in selected tissues in *Klf3*$^{-/-}$ mice. **A.** *Fam132a* mRNA expression in various tissues, as determined by real time qPCR (n=3 for each genotype). **B.** *Fam132a* mRNA expression in epididymal white adipose tissue (n=6 for each genotype). **C.** *Fam132a* mRNA expression in brown adipose tissue (n=6 for each genotype). For panels A, B and C, the relative expression of *Fam132a* mRNA was normalized against *18S* rRNA, and the expression level of the lowest sample was set to 1.0. Error bars represent standard error of the mean, *p* values indicate the statistical difference between means (*Klf3*$^{+/+}$ vs *Klf3*$^{-/-}$), **p*<0.05, ***p*<0.01 (two tailed t-test). **D.** Adipolin protein levels in plasma of *Klf3*$^{+/+}$ and *Klf3*$^{-/-}$ mice. Equal aliquots of diluted total plasma (1:20 in PBS) were resolved by SDS-PAGE and Western blotted with an anti-adipolin antibody to determine the relative concentration of plasma adipolin. The positions of molecular weight standards in kDa are indicated on the right hand side of the blot.

FIG. 5. KLF3 binds the *Fam132a* promoter in vitro and in vivo and is able to repress its activity. **A.** Probe design to assess binding of KLF3 to the *Fam132a* proximal promoter by electrophoretic mobility shift assay (EMSA): three probes (probes A, B and C) were designed to provide coverage of major CACCC boxes identified in the promoter. Black arrows indicate CACCC boxes; numbering is with respect to the transcriptional start site. **B.** EMSA: KLF3 was expressed in COS-7 cells and binding of nuclear extracts to probe A (lanes 4 and 5), probe B (lanes 6 and 7), and probe C (lanes 8 and 9) assessed. Also shown is binding of KLF3 to a previously validated consensus sequence in the *Klf8* promoter (29) (lanes 2 and 3). Binding of untransfected COS nuclear extract to the *Klf8* probe is shown in lane 1. α-KLF3 indicates an anti-KLF3 antibody used in supershift to validate KLF3 specific binding. Arrows show the positions of probe complexes bound by KLF3; KLF3* indicates higher order multimeric complexes, KLF3** indicates supershift complexes. **C.** SL-2 cells were transiently transfected with either pGL4.10[*luc2*], pGL4.10[*luc2*] containing a region of the wildtype *Fam132a* proximal promoter, or pGL4.10[*luc2*] containing a mutant version of the promoter lacking major CACCC boxes (*Fam132a*ΔCACCC). 250ng of pPac-KLF1 was used to drive activation of the reporter constructs. Increasing amounts of pPac-KLF3 were included to assess repression: 0ng (lanes 1, 5 and 9), 25ng (lanes 2, 6 and 10), 50ng (lanes 3, 7 and 11) and 250ng (lanes 4, 8 and 12). 1 μg of *Renilla* vector pGL4.74[*HRluc/TK*] was used as a transfection control. Shown is the average of three replicates, with error bars representing standard error of the mean. Also included is a cartoon summarizing the luciferase reporter assay strategy. White arrows represent *Fam132a* promoter CACCC boxes, which can be bound by either KLF1 to drive luciferase activity or by KLF3 to repress expression; Luc: *luciferase* reporter gene. **D.** 3T3-L1 cells were transiently

transfected with either pGL4.10[*luc2*], pGL4.10[*luc2*] containing a region of the wildtype *Fam132a* proximal promoter, or pGL4.10[*luc2*] containing a mutant version of the promoter lacking major CACCC boxes (*Fam132a*ΔCACCC). Cells were transfected with increasing amounts of pCDNA3-KLF3 to assess repression: 0ng (lanes 1, 5 and 9), 50ng (lanes 2, 6 and 10), 250ng (lanes 3, 7 and 11) and 500ng (lanes 4, 8 and 12). 1 μg of *Renilla* vector pGL4.74[*HRluc/TK*] was used as a transfection control. Shown is the average of three replicates, with error bars representing standard error of the mean. **E** and **F.** In vivo binding of KLF3 to the endogenous *Fam132a* promoter was assessed in 3T3-LI (E) and murine erythroleukaemia (F) cells by chromatin immunoprecipitation (ChIP). Assays were carried out in duplicate for 3T3-L1 cells and in triplicate for MEL cells. Enrichment was determined by real-time PCR and is relative to input signal and IgG precipitated controls. The lowest signals for anti-KLF3 precipitated chromatin were each set to 1.0. Also shown is KLF3 enrichment at previously reported positive control regions in the *Klf8* and C/ebpα promoters and additional negative control regions in the *Klf8* and *C/ebpα* locus where KLF3 has been shown not to bind (14,29). Error bars show standard errors of the means; *p* values indicate the statistical difference between means for either *Fam132a, C/ebpα* or *Klf8* promoters, and negative control region 1 in the *Klf8* gene locus; $^{**}p<0.01$, $^{*}p<0.05$