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Title

Roles of Binding Elements, FOXL2 Domains, and Interactions With cJUN and SMADs in Regulation of FSH β

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33 **Abstract**

34 We previously identified FOXL2 as a critical component in FSH β gene transcription. Here, we show that
35 mice deficient in FOXL2 have lower levels of gonadotropin gene expression and fewer LH- and FSH-
36 containing cells, but the same level of other pituitary hormones compared to wild-type littermates,
37 highlighting a role of FOXL2 in the pituitary gonadotrope. Further, we investigate the function of FOXL2
38 in the gonadotrope cell and determine which domains of the FOXL2 protein are necessary for induction
39 of FSH β transcription. There is a stronger induction of FSH β reporter transcription by truncated FOXL2
40 proteins, but no induction with the mutant lacking the forkhead domain. Specifically, FOXL2 plays a role
41 in activin induction of FSH β , functioning in concert with activin-induced SMAD proteins. Activin acts
42 through multiple promoter elements to induce FSH β expression, some of which bind FOXL2. Each of
43 these FOXL2-binding sites is either juxtaposed or overlapping with a SMAD-binding element. We
44 determined that FOXL2 and SMAD4 proteins form a higher order complex on the most proximal FOXL2
45 site. Surprisingly, two other sites important for activin induction bind neither SMADs nor FOXL2,
46 suggesting additional factors at work. Furthermore, we show that FOXL2 plays a role in synergistic
47 induction of FSH β by GnRH and activin through interactions with the cJUN component of the AP1
48 complex that is necessary for GnRH responsiveness. Collectively, our results demonstrate the necessity of
49 FOXL2 for proper FSH production in mice and implicate FOXL2 in integration of transcription factors at
50 the level of the FSH β promoter.

51

52 Introduction

53

54 Follicle-stimulating hormone (FSH), secreted by the pituitary gonadotrope, is necessary for
55 mammalian reproductive fitness. Its concentration is tightly regulated, fluctuating only 2-3 fold during the
56 course of the menstrual or estrous cycle (1, 2). Both excess and deficiency of FSH cause reproductive
57 problems in females. Low FSH levels impede follicular growth, while high levels are associated with
58 premature ovarian failure (3). Since FSH can be secreted constitutively, the major regulatory step
59 controlling its concentration in the circulation is at the transcriptional level. FSH is a heterodimer of a
60 common α -glycoprotein subunit (α GSU) and a unique β -subunit. In addition to providing biological
61 specificity, β -subunit gene expression is the limiting factor in FSH synthesis. FSH β -subunit gene
62 transcription is induced primarily by GnRH and activin (4-6). GnRH and activin, in addition to having
63 independent transcriptional effects on the FSH β promoter, interact and cause higher than additive,
64 synergistic induction, which is specific for FSH β , and is postulated to contribute to differential regulation
65 of the gonadotropin subunits (7).

66 Activin plays an important role in the regulation of FSH concentration, increasing the release of
67 FSH from the pituitary (8) and inducing FSH β gene expression in gonadotrope cells (6). Following
68 binding and activation of its receptor, activin phosphorylates SMAD2 and SMAD3. In particular,
69 phosphorylated SMAD3 binds to SMAD4 and translocates into the nucleus to activate transcription of
70 mouse FSH β , by binding the consensus site located at -267 in the mouse FSH β promoter (9-11).
71 However, this site does not account for complete activin responsiveness of the rodent promoter (7, 12),
72 raising the question of what additional binding elements contribute to induction of FSH β by activin.

73 Further analysis of the regulation of the FSH β promoter demonstrated that FOXL2 is essential for
74 activin responsiveness (13-15). FOXL2 is a member of the forkhead family of transcription factors, which
75 share a conserved DNA-binding domain (16). FOXL2 is expressed in gonadotrope cells (17, 18) and
76 mediates activin induction of the FSH β gene, through several forkhead sites in the proximal mouse FSH β

77 promoter (14, 15). Additionally, FOXL2 protein has been shown to cooperate with either SMAD3 or
78 SMAD4 to induce this gene (14, 15, 19, 20). However, it has not been determined which of the additional
79 activin-responsive sites in the promoter, besides the forkhead sites, are also FOXL2-dependent sites, and
80 which are SMADs sites or other, as yet unidentified, activin-inducible elements. In addition to FSH β ,
81 FOXL2 augments transcription of both follistatin and GnRH receptor in the gonadotrope (17, 18, 21). Of
82 interest to our investigation, FOXL2-mediated induction of these genes is dependent on SMAD sites
83 adjacent to the forkhead elements, with FOXL2 functioning in complex with SMAD3. Yet, it is not
84 known if interaction with SMAD3 activates FOXL2 or whether activin can directly activate FOXL2 via
85 non-SMAD signaling pathways.

86 Besides the pituitary, FOXL2 has an important reproductive role in the ovary as well, particularly
87 in granulosa cell proliferation and differentiation. FOXL2 functions as a transcriptional repressor of
88 several key genes involved in steroidogenesis (22, 23). Evidence that FOXL2 negatively regulates
89 SMAD3-dependent, GDF9, and activin-stimulated follistatin transcription in the ovary, through both
90 forkhead and SMAD elements, provides support for the potential interaction between these elements (24).
91 In the ovary, function of the FOXL2 protein can be regulated via non-SMAD signaling pathways, as
92 demonstrated by LATS1 kinase phosphorylation of FOXL2 (25), providing a potential mechanism for
93 direct FOXL2 protein activation. Understanding whether interaction with SMAD3 is necessary to activate
94 FOXL2 in the gonadotrope cell or if FOXL2 itself can be activated by activin, such as by LATS1, is of
95 great interest considering the pathophysiological effects that occur in the presence of disrupted FOXL2
96 function.

97 Various *FOXL2* mutations have been identified in patients with Blepharophimosis Ptosis
98 Epicanthus Inversus Syndrome (BPES). BPES is an autosomal dominant disorder that is characterized by
99 distinctive eyelid abnormalities that result from mutations in the *FOXL2* gene. Two clinical subtypes have
100 been described and the majority of BPES occurrences are classified Type I, which is associated with
101 premature ovarian failure (26). In particular, patients with mutations in the *FOXL2* gene that lead to a
102 truncation of the FOXL2 protein are at high risk of developing premature ovarian failure (27).

103 Considering that premature ovarian failure is not only associated with mutations of the *FOXL2* gene in
104 BPES patients, but that individuals with this reproductive defect exhibit higher FSH levels in the
105 circulation (3), it is intriguing to postulate that mutations of *FOXL2* that mimic those found in the BPES
106 patients may underlie the dysregulation of *FSH β* transcription, as a pituitary contribution to the
107 development of premature ovarian failure.

108 Studies of *FOXL2*-null mice confirmed a plethora of physiologic problems *in vivo* (28, 29). In
109 addition to craniofacial defects, *FOXL2*-null mice exhibit disruption of granulosa cell differentiation and
110 fail to form secondary follicles within the ovary. Following these initial studies, two other reports
111 analyzed the *in vivo* role of *FOXL2* in the pituitary gland. A complete *FOXL2*-null mouse (30) was
112 shown to have lower *FSH β* and α GSU levels, while *LH β* expression was not affected. Furthermore, both
113 basal FSH and activin-stimulated FSH secretion were reduced, while neither basal LH, nor GnRH-
114 stimulated LH secretion, were altered. In support of a pituitary role in the reproductive phenotype of the
115 *FOXL2*-null mouse, mice with gonadotrope-specific deletion of *FOXL2* using GnRH-receptor-mediated
116 CRE expression, exhibited subfertility and lower FSH levels (31). These initial studies lay the foundation
117 for investigating the molecular mechanism whereby *FOXL2* contributes to maintenance of gonadotropin
118 gene expression.

119 Given the role of *FOXL2* in activin induction of *FSH β* , the question remains whether activin can
120 induce *FOXL2* protein itself or whether *FOXL2* is activated by protein-protein interaction with SMAD
121 proteins at the level of the promoter. Several putative *FOXL2* sites are found in the proximal *FSH β*
122 promoter, most with adjacent or overlapping SMAD elements. In this manuscript, we determine which of
123 these putative forkhead elements are functional *FOXL2* sites, and which are not *FOXL2* sites, although
124 they are activin-responsive sites. Furthermore, we demonstrate that SMAD4 proteins and *FOXL2* form a
125 higher-order complex on the most proximal forkhead element, which has the largest effect on activin-
126 responsiveness of the *FSH β* promoter. Interestingly, we show that mutations in *FOXL2* that lead to
127 truncated *FOXL2* proteins analogous to those found in BPES, elicit higher induction of the

128 FSH β promoter. Additionally, we determine that FOXL2 plays a role in synergistic induction of FSH β
129 reporter activity by GnRH and activin, integrating their pathways at the level of the FSH β promoter.

130

131 **Materials and Methods**

132

133 **FOXL2-null mice and timed matings**

134 The FOXL2-null mice were a generous gift from Louise Bilezikjian at the Salk Institute and have
135 been previously described (30). Animals were maintained under a 12-hour light, 12-hour dark cycle and
136 received food and water ad libitum. All experiments were performed with approval from the University of
137 California San Diego Animal Care and Use Committee and in accordance with the National Institutes of
138 Health Animal Care and Use Guidelines. Briefly, genomic DNA was extracted from toe biopsies and
139 analyzed for the presence of the insertion of a Neomycin gene by PCR amplification using primers
140 specific to FOXL2 and Neo: Neo-forward 5'-CTTGGGTGGAGAGGCTATTC-3' and Neo-reverse 5'-
141 AGGTGAGATGACAGGAGATC -3', FOXL2wt-forward 5'-CACGGGAAAGCAGAGGCCGC -3' and
142 FOXL2wt-reverse 5'-GGATCTCTGAGTGCCAACGC -3'. Heterozygous males and females were used
143 for timed mating experiments. Males and females were paired in the afternoon, and the following
144 morning, females were checked for vaginal plugs with that time designated as e0.5. At the desired stage
145 of embryonic development, females were sacrificed and embryos harvested. Biopsies of embryos were
146 taken before embryo fixing and genotype determined.

147

148 **Immunohistochemistry**

149 Embryos were fixed (10% acetic acid, 30% formaldehyde, and 60% ethanol) overnight at 4°C
150 and dehydrated in ethanol/water washes before embedding in paraffin. Fixed embryos were embedded in
151 paraffin by the University of California, San Diego, Histology Core. Embedded embryo heads were cut
152 into 14- μ m sagittal sections with a microtome and floated onto SuperFrost Plus slides (Fisher Scientific,
153 Auburn, Alabama) and dried overnight at room temperature. Slides were incubated at 60°C for 30

154 minutes, deparaffinized in xylene washes, and rehydrated in ethanol/water washes. Antigen unmasking
155 was performed by heating for 10 minutes in a Tris-EDTA-Tween20 mixture. After cooling and washing 2
156 times in water, endogenous peroxidase was quenched by incubating for 10 minutes in 0.3% hydrogen
157 peroxide. After washing in phosphate-buffered saline (PBS), slides were blocked in PBS with 5% goat
158 serum and 0.3% Triton X-100 for 45 minutes, then incubated with primary antibodies against LH, FSH,
159 α GSU, TSH, ACTH, or GH (1:1000, obtained from National Hormone and Peptide Program, NIDDK) in
160 PBS with 5% serum overnight at 4°C. After washing 3 times in PBS, slides were incubated with
161 biotinylated goat anti-chicken or goat anti-rabbit IgG (Vector Laboratories) diluted 1:300 in PBS, for 30
162 minutes, then washed 3 times in PBS. The Vectastain ABC elite kit (Vector Laboratories) was used per
163 manufacturer's instructions and incubated for 30 minutes. After washing, the VIP peroxidase kit was used
164 for colorimetric staining for 3 minutes. Slides were dehydrated in an ethyl alcohol series and xylene, then
165 coverslips were mounted with Vectamount (Vector Laboratories). Sixty-four sections were obtained per
166 pituitary and stained alternatingly for two hormones. To quantify the number of gonadotropin subunit-
167 staining cells, five sections per animal were counted from the middle of the pituitary, approximately 50
168 μ m apart. Counting was performed blinded to the genotype, using ImageJ software from NIH, after which
169 the count and cell delineation were confirmed visually. Statistical differences between genotypes were
170 determined using a T-test and JMP software (SAS Institute; Cary, North Carolina).

171

172 **qPCR analysis of embryo pituitary at e18.5**

173 Adult *FOXL2* heterozygous mice were set up in timed matings. On e18.5, the pregnant females
174 were euthanized and the embryos were extracted. Pituitaries were dissected and placed individually in
175 tubes on dry ice. The embryos were genotyped from tail biopsies using primers for the Neomycin
176 selective marker and *FOXL2* wild-type gene. The pituitaries were pooled into wild-type and *FOXL2*-null
177 groups. Each group contained 5 individual embryonic pituitaries. RNA was isolated from the pituitaries
178 using a QIAshredder and RNeasy mini kit (QIAGEN Sciences, Germantown, Maryland), as directed by
179 the manufacturers. Total RNA was reverse transcribed using an iScript cDNA Synthesis kit (Bio-Rad

180 Laboratories, Hercules, CA). qPCR was performed using an iQ SYBR Green supermix and an IQ5 real-
181 time PCR machine (Bio-Rad Laboratories, Hercules, CA), with the following primers: LH β forward:
182 CTGTCAACGCAACTCTGG, LH β reverse: ACAGGAGGCAAAGCAGC; GAPDH forward:
183 TGCACCACCAACTGCTTAG, GAPDH reverse: GGATGCAGGGATGATGTTC; FSH β forward:
184 GCCGTTTCTGCATAAGC, FSH β reverse: CAATCTTACGGTCTCGTATACC; α GSU forward:
185 ATTCTGGTCATGCTGTCCATGT, α GSU reverse: CAGCCCATACACTGGTAGATGG; GH forward:
186 CCTCAGCAGGATTTTCACCA, GH reverse: CTTGAGGATCTGCCAACAC; under the following
187 conditions: 95 C for 15 min, followed by 40 cycles at 95 C for 20 sec, 56 C for 30 sec, and 72 C for 30
188 sec. Three samples with 5 pooled animals each was assayed. A standard curve with dilutions of 10
189 pg/well, 1 pg/well, 100 fg/well, and 10 fg/well of a plasmid containing LH β , FSH β , or GAPDH cDNA,
190 was generated in each run with the samples. The amount of LH β was calculated by comparing threshold
191 cycle obtained for each sample with the standard curve generated in the same run. Replicates were
192 averaged and divided by the mean value of GAPDH in the same sample. After each run, a melting curve
193 analysis was performed to confirm that a single amplicon was generated in each reaction.

194

195 **Cell culture and transient transfections**

196 The expression vectors for SMAD3, SMAD4, and FOXL2 were kindly provided by Drs. J.
197 Massague (Memorial Sloan-Kettering Cancer Center, New York), D. Bernard (McGill University,
198 Montréal, Québec, Canada), and L. Bilezikjian (Salk Institute, La Jolla, California), respectively. The
199 human FOXL2 expression vector and its mutations were a gift from Dr. J. Bae (Pochon CHA University,
200 Republic of Korea), while LATS1 kinase and its mutant were kindly provided by Dr. M. Pisarska
201 (UCLA, California). The mouse FSH β -luciferase reporter vectors were published previously (7, 32).
202 Mutagenesis was performed using the QuikChange Site-Directed Mutagenesis Kit (Stratagene, La Jolla,
203 CA) according to the manufacturer's protocol, using the mouse 1 kb FSH β promoter in the pGL3

204 luciferase vector as a template. Mutated residues are indicated in Figure 6A. Mutations were confirmed
205 via dideoxyribonucleotide sequencing.

206 L β T2 cells were cultured at 37°C in DMEM (Cellgro, Mediatech, Inc., Herndon, VA) containing
207 10% fetal bovine serum (Omega Scientific Inc., Tarzana, CA) and penicillin. Cells were split into 12-well
208 plates 1 day prior to transfection and transfected using Fugene 6 reagent (Roche Molecular Biochemicals,
209 Indianapolis, IN) in accordance with the manufacturer's protocol. Wells were transfected with 500 ng of
210 FSH β -luciferase reporter plasmids, 100 ng of the β -galactosidase reporter plasmid driven by the Herpes
211 virus thymidine kinase promoter to serve as an internal control for transfection efficiency, and 200 ng of
212 expression vectors, as indicated in the figures and legends. Cells were incubated in serum-free DMEM
213 containing 0.1% BSA and antibiotics overnight prior to hormone treatment with 10 ng/mL activin
214 (Calbiochem, La Jolla, CA), or 10 nM GnRH (Sigma). Subsequent to treatment, cells were washed with
215 1X phosphate buffer saline (PBS) and lysed with 60 μ L of 0.1 M potassium-phosphate buffer pH 7.8 with
216 0.2% Triton X-100. A 96-well luminometer plate was loaded with 20 μ L of each of the lysates and
217 luciferase activity was measured after injection of a buffer containing 100 mM Tris-HCl with pH 7.8, 15
218 mM MgSO₄, 10 mM ATP, and 65 μ M luciferin per well, using a Veritas Microplate Luminometer
219 (Turner Biosystems, Sunnyvale, CA). The Galacto-Light Assay (Tropix, Bedford, MA) was performed
220 according to the manufacturer's protocol to measure galactosidase activity. All experiments were
221 performed a minimum of three times and in triplicates within each experiment. Luciferase values were
222 normalized to β -galactosidase for each sample, relative to empty vector pGL3 luciferase reporter activity.
223 Statistical significance was determined with analysis of variance (ANOVA) and significance was set at p
224 \leq 0.05 represented by an asterisk.

225

226 EMSA

227 *In vitro* transcribed and translated FOXL2 and SMAD proteins were synthesized using the TnT
228 kit from Promega (Coupled Reticulocyte Lysate System, Promega Corporation, Madison, WI) according

229 to the manufacturer's instructions. Two hours following activin treatment of L β T2 cells, nuclear extracts
 230 were obtained by swelling the cells with hypotonic buffer [20 mM Tris pH 7.4, 10 mM NaCl, 1 mM
 231 MgCl₂, 1 mM PMSF, protease inhibitor cocktail (Sigma-Aldrich), 10 mM NaF, 0.5 mM EDTA, 0.1 mM
 232 EGTA]. Cells were broken by passing through a 25⁵/₈ G needle, 3 times. Samples were centrifuged at
 233 4000 rpm for 4 min and the nuclear pellets were resuspended in hypertonic buffer [20 mM Hepes pH 7.8,
 234 20% glycerol, 420 mM KCl, 1.5 mM MgCl₂, 1 mM PMSF, protease inhibitor cocktail (Sigma-Aldrich),
 235 10 mM NaF, 0.5 mM EDTA, and 0.1 mM EGTA]. Protein determination was performed using the
 236 Bradford reagent (Bio-Rad, Hercules, CA). The following oligonucleotides were used as 30-bp probes,
 237 encompassing the sites of interest: FBE1: AATTAAGACATATTTTGGTTTACCTTCGCA, 202:
 238 CATATCAGATTCGGTTTGTACAGAAACCAT, FBE2:
 239 CTCTGTGGCATTTAGACTGCTTTGGCGAGG, and FBE3:
 240 CTCCCTGTCCGTCTAAACAATGATTCCCTT. Oligonucleotides were annealed and labeled with γ ³²P
 241 ATP using T4 Polynucleotide Kinase (New England Biolabs, Inc., Beverly, MA). Binding reactions
 242 contained 2 μ g of nuclear proteins in a total volume of 20 μ l containing the following: 10 mM Hepes pH
 243 7.8, 50 mM KCl, 0.5 mM MgCl₂, 10% glycerol, 0.1% NP-40, 0.25 μ g dIdC, 5 mM DTT, and 5 fmol of
 244 labeled probe. Reactions were loaded onto a 5% nondenaturing polyacrylamide gel and ran in 0.25X Tris-
 245 borate-EDTA buffer. Gels were run at 250 V/cm² constant voltage and dried. Autoradiography was
 246 performed to identify complexes.

247

248 **Western Blot**

249 Cells were rinsed with 1x PBS and lysed with a buffer containing: 20 mM Tris pH 7.4, 140 mM
 250 NaCl, protease inhibitors (Sigma), 1 mM PMSF, 10 mM NaF, 1% NP-40, 0.5 mM EDTA, and 1 mM
 251 EGTA to obtain whole cell lysates. Nuclear extracts were obtained as described above. Bradford reagent
 252 was used to determine protein concentrations, calculated using a standard curve. Equal amounts of protein
 253 were loaded on the gel, resolved by gel electrophoresis and transferred to a polyvinylidene fluoride

254 (PVDF) membrane. The membranes were blocked with 10% milk in wash buffer (20 mM Tris 7.4, .1%
255 tween, 150 mM NaCl, and 0.5% BSA) and then probed with antibodies to cMYC. Proteins were detected
256 with an Enhanced Chemiluminescence (ECL) Western Blotting Detection Reagent (GE Healthcare,
257 Piscataway, NJ). To assure equal loading, membranes were stripped at 60°C for 1 hour with strip buffer
258 (50 mM Tris pH 6.8, 5% SDS, and 100 mM β -mercaptoethanol and re-exposed to ECL and
259 autoradiography to ensure complete removal of the antibody and then blocked again with milk and
260 reprobed for lamin B or β -tubulin.

261

262 **GST Interaction Assay**

263 The Glutathione S-Transferase (GST)-FOXL2 in the pGEX vector was kindly provided by Dr. L.
264 Bilezikjian. The SMAD3 expression vector was obtained from J. Massague, cJUN from M. Birrer, and
265 cFOS from Dr. Tulchinsky. ³⁵S-labeled proteins were produced using the TnT® T7 Coupled Reticulocyte
266 Lysate System (Promega Corporation, Madison, WI). Bacteria transformed with the pGEX vectors were
267 grown to an OD of 0.6, upon which protein expression was induced by addition of 0.25 mM isopropyl- β -
268 D-thiogalactosidase (IPTG). Bacterial pellets were sonicated in PBS with 5 mM EDTA and 0.1% Triton
269 X-100, centrifuged and the supernatant was bound to glutathione sepharose beads (Amersham Pharmacia,
270 Piscataway, NY). Beads were washed 4 times with sonication buffer followed by equilibration in the
271 binding buffer (below), and split equally between different samples and the control. ³⁵S-labeled proteins
272 were added to the beads and bound for 1 h at 4°C in 20 mM Hepes (pH 7.8), with 50 mM NaCl, 10 mg/ml
273 BSA, 0.1% NP-40, and 5 mM DTT. After extensive washing, samples were eluted from the beads by
274 boiling in Leammli sample buffer and subjected to SDS-PAGE. Afterwards, the gels were dried and
275 autoradiographed.

276

277

278

279 **Results**280 **FOXL2 is required for *Fshb* and *Cga* gene expression *in vivo***

281 Using the L β T2 gonadotrope cell model, we and others have identified FOXL2 as a key player in
282 activin induction of FSH β transcription (13, 15). These findings were followed by confirming the role of
283 FOXL2 *in vivo*, using genetically modified mice (30, 31). However, in the first study using whole-body,
284 germline FOXL2 ablation, the absence of FOXL2 within the ovary may compromise the effects observed
285 in the pituitary of complete null, adult female mice, due to the lack of steroid feedback. In the second
286 model, incomplete recombination in the CRE-loxP animals may have resulted in a knock down rather
287 than complete deletion in the gonadotrope, since the animals maintained some fertility. Based on these
288 concerns, we analyzed gonadotropin gene expression during the late embryonic stage, i.e., prior to the
289 influence of steroid feedback. In our initial assessment, we performed immunohistochemistry to detect
290 gonadotropin hormones in the pituitary of wild-type and FOXL2-null mice at embryonic day 18.5 (e18.5),
291 the earliest developmental stage that FSH hormone can be detected in the fetal pituitary. LH is present in
292 the wild-type pituitaries at the ventral surface (Fig. 1A), as shown previously (33). Pituitary glands from
293 the FOXL2-null mice also exhibited LH staining, but at a lower level than wild-type littermates.
294 Likewise, FSH-expressing cells were present in wild-type animals, yet, they were undetectable in the null
295 animals. Meanwhile, α GSU-containing cells were present in both wild-type and null mice. Since FOXL2
296 is specifically expressed in gonadotrope and thyrotrope lineages within the pituitary, we examined TSH
297 staining and found that TSH β -containing cells are present at the same level in both genotypes, consistent
298 with a previous report (30). We also examined specification of other pituitary cells that do not express
299 FOXL2, except for prolactin, which cannot be detected at this stage of development. Growth hormone
300 (GH) and adrenocorticotropin hormone (ACTH) cells were present equally in both wild-type and FOXL2-
301 null animals. We counted the number of cells per section to quantify differences in gonadotropin hormone
302 containing cells observed with staining. The number of either LH- or FSH-containing cells were
303 significantly reduced in the null embryos, while α GSU cell numbers were similar in FOXL2-deficient

304 mice and wild-type littermates (Fig. 1B), demonstrating a critical role of FOXL2 in gonadotropin
305 synthesis.

306 To determine whether the decrease in gonadotropins is due to lower expression of their genes, we
307 performed quantitative PCR (qPCR) analysis of the e18.5 pituitaries (Fig. 2). *Lhb* mRNA in the FOXL2-
308 null pituitary exhibited 74% lower expression compared to wild-type littermates. Expression of *Fshb*
309 mRNA was 98% lower in the FOXL2-null pituitary, and the expression of *Cga* (α GSU) subunit mRNA
310 was reduced by 55%. The difference in *Gnrhr* mRNA did not reach statistical significance, although null
311 animals exhibited 43% lower expression. As expected, *Gh* mRNA in the pituitary was equivalent in wild-
312 type and null animals. *Foxl2* mRNA was below the detection level in the null animals, confirming
313 deletion in the pituitary gland of FOXL2 knock-out animals. Collectively, these findings identify FOXL2
314 as an important factor in mature gonadotropin hormone production and focus our attention on the
315 molecular mechanism whereby FOXL2 mediates gonadotropin gene expression.

316

317 **Higher induction of FSH β transcription by truncated FOXL2**

318 FOXL2 protein contains a forkhead domain (FH, Fig. 3A), which is critical for DNA binding, and
319 an alanine-rich domain (A, Fig. 3A), common to homeodomain proteins. We obtained expression vectors
320 that contain deletions of the critical FH or A domains and vectors containing several truncations of the
321 FOXL2 protein that mimic mutations found in the BPES patients (34), and cotransfected each of them
322 along with a 1kb mouse FSH β -luciferase reporter into L β T2 cells, to investigate the importance of these
323 protein domains for activation of FSH β gene expression (Fig. 3B). Overexpression of wild-type FOXL2
324 (WT) induced FSH β -luciferase. In contrast, a FOXL2 expression vector with deletion of the forkhead
325 domain (dFH) failed to significantly induce reporter activity. Surprisingly, deletion of the alanine-rich
326 domain (dAla) or truncations that mimic mutations in BPES patients (t274 and t218) caused higher
327 induction of the FSH β reporter. Since mutations can alter the expression and the half-life of the protein
328 and therefore its function, we analyzed the quantity of FOXL2 mutant proteins produced by

329 overexpression in L β T2 cells using western blotting to detect the cMYC-tag on each of the mutant
330 proteins (Fig. 3C). β -tubulin (β -tub, lower image Fig. 3C) served as a loading control. Surprisingly, we
331 determined that mutations which resulted in higher FSH β -luciferase expression were actually expressed at
332 lower level than the wild-type FOXL2 protein. Given that these mutations may alter nuclear localization
333 of FOXL2, we also assayed nuclear levels of overexpressed proteins (Fig. 3D) and nucleus-restricted
334 lamin B served as a loading control in the bottom image. All overexpressed FOXL2 proteins were found
335 at a similar level in the nucleus. These findings suggest that mutations in the FOXL2 gene, reported in
336 some BPES patients, may cause a pituitary phenotype (in addition to the ovarian effects), which results in
337 higher expression of the FSH β gene.

338

339 **FSH β promoter elements, FBE1 at -350 and FBE3 at -120, are FOXL2 sites**

340 Using the L β T2 cell model, we previously determined that the distal FOXL2 site plays a role in
341 activin induction of FSH β , but not in the basal expression of this gene (15). However, FOXL2 binding to
342 this site in the FSH β promoter is not different between nuclear extracts from L β T2 cells with or without
343 activin treatment (15) and it is not clear how activin activates the FOXL2 protein to induce FSH β
344 transcription. We could not detect a change in FOXL2 migration following activin treatment using high
345 resolution western blots, which would have indicated the possibility of post-translational modification
346 (data not shown). In the ovary, FOXL2 plays a role in granulosa cell gene expression and is activated by
347 phosphorylation by LATS1 kinase (25). In the gonadotrope, however, overexpression of LATS1 or its
348 dominant-negative mutant did not affect activin induction of the FSH β reporter (data not shown). As an
349 alternative approach, we performed a detailed analysis of FOXL2-binding sites present in the mouse
350 FSH β promoter, since FOXL2 may be activated by protein-protein interaction at the DNA level.

351 There are four putative FOXL2 binding sites in the mouse FSH β promoter (Fig. 4A), three that
352 we identified in Corpuz, et al. [-350, -206 and -155; (15)], and one identified by Lamba, et al. [-114,
353 (13)]. In a later publication, Tran, et al. (20), named the -350 site FBE1, the -155 site FBE2, and the -114

354 site FBE3, and for ease of comparison, we will employ the same nomenclature, and retain the numbering
355 for the -206 site only, which that study (20) did not analyze. We compared all of these sites in parallel,
356 using mutations of the residues underlined in Fig. 4A to determine the contribution of each site in activin
357 and FOXL2 induction of the FSH β promoter. Each individual mutation significantly lowered induction by
358 activin, suggesting that each of these sites plays a role in activin induction of FSH β -luciferase (Fig. 4B).
359 To determine which of these function as FOXL2 responsive sites, we overexpressed FOXL2, using an
360 expression vector, together with a reporter containing the wild-type FSH β promoter or individual FSH β
361 reporters containing these selective mutations in the putative FOXL2 sites. Mutation of either FBE1 (-350
362 site) or FBE3 (-114 site) lowered the induction by FOXL2 compared to the induction of the wild-type
363 reporter (Fig. 4C), implicating these sites as critical for specific regulation by FOXL2. The other two
364 sites, FBE2 and -206, may involve different activin-regulated transcription factors, as mutation in these
365 sites did not alter the ability of FOXL2 to induce FSH β -luciferase expression.

366 We compared the binding of FOXL2 to its putative sites using EMSA. Using control and activin-
367 treated nuclear extracts from L β T2 cells, gel shift assays showed that FOXL2 binds to FBE1 and FBE3,
368 but not to FBE2 and -206 (Fig. 5A; C, control; A, activin; α L2, FOXL2 antibody; Ig, IgG control
369 antibody; and data not shown). We previously determined that FBE3 is proximal to the Pbx/Prep complex
370 binding site (35), and that these proteins can be seen binding to FBE3 in L β T2 nuclear extracts (Fig. 5A).
371 Therefore, to eliminate the influence of potential protein-protein interaction through which FOXL2 may
372 be recruited to the promoter, and to analyze binding of only FOXL2 protein to DNA, *in vitro* translated
373 and transcribed FOXL2 protein was also utilized and showed similar results (Fig. 5B, V, vector control;
374 F, FOXL2 expression vector). Thus, FOXL2 binds FBE1 and FBE3 and mutation of these sites decreases
375 induction by FOXL2, while the FBE2 and -206 site mutations do not affect induction by FOXL2,
376 suggesting that these sites are not functional FOXL2 sites, but may bind different activin-regulated
377 proteins.

378

379 FBE3 requires both the SMAD and FOXL2 elements

380 Due to the possibility that FOXL2 binding may be affected by protein-protein interaction while
381 bound to DNA, we performed a detailed analysis of the FOXL2 binding sites present in the mouse FSH β
382 promoter. The FBE2 and FBE3 sites were originally identified as activin-responsive elements due to
383 encompassing a SMAD element, AGAC or GTCT (dashed underline in the wild-type sequence for each
384 site; Fig. 6A) (35). Contained within each of the FBE2 and FBE3 sites is a SMAD element, which
385 overlaps the binding site for FOXL2, a forkhead element: CTAAACAC (solid underline). Unintentionally
386 hindering our ability to distinguish between actions through either site, our original publication describing
387 the FBE2 and FBE3 sites (35) established their role in activin induction using specific 2-base-pair
388 mutations of the overlapping two residues shared by the SMAD and forkhead sites ("FBE2 both" and
389 "FBE3 both", mutations in both the SMAD and forkhead elements; Fig. 6A). FBE1, the -350 FOXL2 site
390 (solid line), was identified with truncation/mutation analysis (15), and it also is juxtaposed to a SMAD
391 site (dashed underline). Since the mechanisms of activation of FOXL2 by activin signaling remain
392 unclear, yet SMAD activation is considered a prototypical phosphorylation target of the activin receptor
393 serine/threonine kinase, we asked whether elements for either of these proteins contribute to activin
394 induction of the FSH β promoter. For the sake of completeness, we also analyzed the -206 site, since the
395 putative -206 site was identified using *in silico* analysis. Furthermore, the original report (15) assessed
396 whether the double mutation (db), mutating both T repeats, affected activin induction of FSH β [Fig. 4B,
397 and (15)]. Here, we created two separate mutations in the -206 element: 206 fh that encompasses
398 mutations of the T repeat in the forkhead element, and 206 x that mutates the two T residues 5' of the
399 forkhead element. For the three FBE sites, we created mutations specifically in the SMAD sites (sm) or
400 forkhead elements (fh), in addition to double (db) mutations for FBE1, and single mutations in the
401 overlapping FOXL2 and SMAD elements that affect both elements (both), for FBE2 and FBE3 (Fig. 6A).

402 Basal expression was lower with all three mutations in the most proximal FBE3 site, while other
403 mutations did not significantly affect basal expression of the reporter (Fig. 6B). To analyze the effect of

404 activin, FOXL2 or SMAD proteins, we present data as fold induction (Fig 6C-G), in which each reporter
405 treated with activin or with overexpressed proteins, is normalized to its own vehicle-treated or empty
406 expression vector control, which takes into account these changes in basal expression. Induction by
407 activin was reduced by 41% with mutation of the -350 forkhead element, FBE1 fh, but not with mutation
408 of the adjacent SMAD site, FBE1 sm (Fig. 6C). The double mutation of the SMAD and forkhead sites,
409 FBE1 db, had the same effect as mutation of the forkhead element alone, indicating that the adjacent
410 SMAD site is not functional. Surprisingly, mutation of the -206 forkhead element, 206 fh, did not reduce
411 FSH β induction, but the mutation 5' to it, 206 x, reduced activin induction by 73%, to the same level as
412 double mutation, 206 db (Fig. 6C). This result, combined with the gel shift assays, strongly indicates that
413 -206 is not a FOXL2 site. As reported previously, mutation of the FBE2 element that affected both the
414 SMAD and FOXL2 sites (FBE2 both) diminished activin induction by 74%. Unexpectedly, mutation in
415 either the SMAD (FBE2 sm) or FOXL2 (FBE2 fh) elements alone did not significantly lower activin
416 induction, implying that FBE2 is neither a SMAD, nor FOXL2 site, and activin responsiveness is
417 conferred by a presently unidentified protein that requires the residues mutated in the "both" mutant. Any
418 mutation of the FBE3 site that affected either the SMAD (FBE3 sb) or FOXL2 elements (FBE3 fh) or the
419 two elements together (FBE3 both) eliminated induction by activin. Collectively, our findings are
420 consistent with previous data (Fig. 4B) (13, 15), indicating that the FBE1 and FBE3 sites are critical for
421 activin responsiveness of the FSH β promoter. Moreover, these results show that -206 and FBE2 are not
422 FOXL2 sites, although they are critical for activin responsiveness through, as of yet, unidentified proteins.

423 The same mutations were used to assess the contribution of each site to overall induction by
424 FOXL2. Wild-type FOXL2 protein was overexpressed with these reporters and established that the base
425 pairs mutated in FBE1 db, FBE1 fh, FBE3 both, and FBE3 fh all play roles in induction by FOXL2 (Fig.
426 6D), since mutation of these sites lowered induction by half. However, the adjacent and overlapping
427 SMAD sites in FBE1 and FBE3 do not play roles in induction by FOXL2, and, as shown previously (Fig.

428 4C), neither do -206 or FBE2. Thus, FOXL2 induces FSH β through the FBE1 and FBE3 forkhead
429 elements.

430 SMAD3, which is a major effector of activin signaling in the induction of FSH β , was
431 overexpressed with these mutant reporters, to determine the roles of these sites in SMAD3 induction of
432 FSH β (Fig. 6E). As reported previously, the mutation FBE1 fh reduced SMAD3 induction by 66%, while
433 mutation of the adjacent SMAD site had a minor effect. Thus, the FBE1 FOXL2 site plays a role in
434 SMAD3 induction, presumably by recruiting SMAD3 to the promoter through a FOXL2-SMAD3
435 interaction (18). Surprisingly, the 206 fh mutation did not have an effect, while the 206 x mutation
436 reduced SMAD3 induction by 67%, as did the double (206 db) mutation. Thus, 206 fh does not contribute
437 to activin, FOXL2 or SMAD3 induction of FSH β , while the 206 x element contributes to the activin and
438 SMAD3 induction, which again may indicate that another, as yet unidentified, factor, which may interact
439 with SMADs, binds to this sequence. Similar to activin induction of the FBE2 mutations, SMAD3
440 induction was reduced with the mutation of both elements (FBE2 both) by 64%, while mutations of the
441 individual elements, sm and fh, did not have an effect. This again points out that SMAD3 may function in
442 cooperation with an as yet unidentified protein through protein-protein interaction at the FBE2 site. As
443 with activin, within the FBE3 site, both the forkhead and the SMAD elements play roles in SMAD3
444 induction of FSH β -luciferase. Mutation of either of these elements diminished the induction by SMAD3,
445 indicating that this site, encompassing both SMAD and forkhead elements, is critical for FSH β regulation.
446 Similar results were obtained with overexpression of the SMAD3 binding partner, SMAD4, with one
447 interesting exception (Fig. 6F). SMAD-specific mutation of the FBE2 site lowered induction by SMAD4,
448 but not by SMAD3. This indicates that the putative protein binding to the FBE2 contributes to activin
449 induction of the promoter through interaction specifically with SMAD4, which may bind the SMAD-
450 binding site, while SMAD3 may be recruited through protein-protein interaction. Induction by co-
451 expression of SMAD4 and FOXL2 (Fig. 6G), SMAD3 and FOXL2 or all three proteins (data not shown)
452 was lowered by the double mutation of FBE1, but not the single mutation, indicating that both sites were

453 necessary for synergistic induction by SMADs and FOXL2. Induction of FSH β reporter was also lowered
454 by the FBE2 both mutation and all of the mutations of the FBE3, again indicating the critical role of these
455 sites.

456 To further examine whether SMADs, known to interact with FOXL2, can form complexes on the
457 FBE sites, we included increasing amounts of overexpressed SMAD3, SMAD4, or SMAD3+4 with
458 FOXL2 and analyzed their binding in gel shift assays. As stated previously, we were unable to detect
459 FOXL2 or SMAD3 binding to either the -206 site or the FBE2, so we analyzed two 30 base-pair probes
460 encompassing either the FBE1 (Fig. 7A) or the FBE3 (Fig. 7B) site. We demonstrate that FOXL2 alone
461 binds either the FBE1 or FBE3 site, but SMAD proteins alone do not bind either site (Fig. 7A). SMAD3
462 is recruited to either the FBE1 or FBE3 site in the presence of FOXL2. In contrast, SMAD4 protein is
463 recruited to only the FBE3 in the presence of FOXL2, but not FBE1, and results in formation of a high-
464 order complex (Fig. 7A and 7B). This higher order complex formed only on the wild-type promoter, and
465 was not observed when mutations of either the SMAD or FOXL2 sites were introduced into the probe
466 (data not shown). Whether or not SMAD proteins are also binding DNA directly or only being recruited
467 to the complex by FOXL2 cannot be distinguished here. Collectively, our data indicate that FOXL2 and
468 SMAD4 proteins can form a complex only on the FBE3 site and this interaction may explain why the
469 FBE3 mutation has a larger effect on activin induction of FSH β compared to mutation of the FBE1.

470

471 **FOXL2 contributes to synergistic induction of FSH β by activin and GnRH**

472 Previously, we reported that activin and GnRH cause synergistic activation of FSH β transcription
473 (an induction that is higher than additive induction by each hormone alone). Indeed, the finding that
474 endogenous activin is necessary for maximal induction by GnRH (7), provides another piece of evidence
475 supporting this synergy, which may be critical for differential regulation of gonadotropin subunits. Here,
476 we analyzed the FBE sites to investigate additional mechanisms underlying synergistic induction by
477 GnRH. The 206 db, the 206 x, and the FBE3 both mutation, lowered induction by GnRH by 25%, 24%,

478 and 27%, respectively (Fig. 8A). Synergy was reduced by mutation of the same sites that lowered activin
479 induction (compare Figures 6B and 8B), and, additionally, by mutation of the FBE2 fh forkhead element
480 that did not have a role in activin induction alone (Fig. 7B). Although FBE1 fh, FBE2 both, FBE3 fh, and
481 FBE3 sm played roles in both activin induction and synergy, they did not contribute to the induction by
482 GnRH alone. Together, these data indicate that there is site specificity for activin, GnRH, and synergistic
483 responsiveness.

484 To determine the contribution of the FOXL2 protein to the synergistic effect of activin and
485 GnRH, we overexpressed a dominant-negative (dn) FOXL2 protein that contains a deletion in the
486 forkhead domain (18, 36). Overexpression of the dn FOXL2 reduced basal expression of the FSH β
487 reporter by 25% (Fig. 8C), as well as induction by hormone treatments. It also lowered fold induction by
488 hormones, which is presented for clarity in the bracketed part of the Fig. 8C, when induction by the
489 hormone was normalized to the reduction in basal expression. Fold induction by GnRH was lowered by
490 35%, activin by 28%, and synergy by 45%. Thus, functional FOXL2 protein is necessary for FSH β
491 induction by GnRH, activin and the synergy between the two hormones.

492 We examined the mechanism by which FOXL2 contributes to synergy between GnRH and
493 activin by analyzing whether FOXL2 protein can interact with cJUN or cFOS, immediate early proteins
494 induced by GnRH that act to increase FSH β transcription (32). Alternatively, the role of SMADs may be
495 to form a bridge between FOXL2 and the cJUN/cFOS AP1 complex, since SMAD3, which is activated
496 by activin to induce FSH β (37), can interact with both cJUN (38) and FOXL2 (18). To differentiate
497 between these two hypotheses, we performed GST pull-down assays in which *in vitro* transcribed and
498 translated cFOS and cJUN proteins were tested for protein-protein interaction with a FOXL2-GST fusion
499 protein. SMAD3 was included as a positive control. In this assay, cJUN interacts with the FOXL2 protein
500 (Fig. 9, middle panel). S³⁵-labeled cJUN, but not cFOS, precipitated with glutathione beads through an
501 interaction with GST-FOXL2. No interactions were observed using GST alone, indicating specificity of

502 this binding (Fig. 9, right panel). Thus, FOXL2 and cJUN form heteromeric complexes *in vitro*, through
503 direct protein-protein interaction without the need for SMAD3.

504

505

506 **Discussion**

507 In this study, we determined that functional FOXL2 is necessary for FSH hormone synthesis and
508 LH β , FSH β and α GSU gene expression in the pituitary during the late stage of fetal development.
509 Furthermore, we have substantially extended understanding of the molecular mechanisms of FOXL2
510 function by identifying critical elements necessary for DNA binding and transcriptional activation, and
511 demonstrating that FOXL2 contributes to synergistic induction of FSH β by GnRH and activin.

512 FOXL2 is a member of the forkhead family of transcription factors (16) that has important roles
513 in reproductive function. In the human population, BPES is caused by mutations in the FOXL2 gene. One
514 manifestation of BPES is premature ovarian failure, strongly implicating FOXL2 in female reproductive
515 fitness (26). FOXL2-null mice exhibit reproductive defects including disruption of granulosa cell
516 differentiation and failure of follicle growth (29). FOXL2 exhibits cell-specific expression in the pituitary,
517 where it is restricted to cells of the gonadotrope and thyrotrope lineages and colocalizes with FSH (17,
518 18). Thus, we postulate that the reproductive effects of these mutations could be due to pituitary as well as
519 ovarian effects. Indeed, previous reports investigating FOXL2 *in vivo* illustrated that 3-4 week-old
520 FOXL2-null mice have lower levels of FSH β , α GSU, GnRH receptor, and GH, but not LH β (30). In our
521 analysis at e18.5, FOXL2-null mice had lower levels of LH β , FSH β , and α GSU, but not TSH β , GH, or
522 ACTH, and the difference in GnRH receptor expression did not reach significance. Lack of an effect on
523 GH or ACTH expression is not surprising, given that FOXL2 expression is limited to the gonadotrope and
524 thyrotrope lineages. The difference in GH expression that Justice, et al. (30), observed, may manifest later
525 in development due to the reported decrease in the size of the null pituitary that would be expected to
526 affect somatotropes disproportionately, as this endocrine cell type is the most abundant within the anterior

527 pituitary. In contrast to this previous report, we demonstrate a decrease in LH expression, which may
528 stem from a developmental delay that is resolved by the age of animals studied in Justice, et al. (30), or
529 reflects the possibility that the LH β gene is a target of FOXL2. Activin does regulate LH β , although to a
530 lesser extent than FSH β (39-41). Whether this reflects a developmentally dependent action of FOXL2 on
531 LH β remains an intriguing question. In agreement with the previous report, α GSU was expressed at a
532 lower level, supporting a role for FOXL2 in its expression. Consistent with the fact that α GSU is
533 expressed at a relatively high basal level and its mRNA has a long half-life, there was no difference in the
534 number of cells containing α GSU protein, as observed in the previous report. In the conditional FOXL2
535 knock-out mouse using GnRH-receptor CRE, only FSH β was lower, while the other gonadotrope-specific
536 genes, LH β , α GSU, and GnRH receptor were not affected (31). In contrast to the completely null mice
537 used herein, the unchanged levels of α GSU demonstrated in the conditional knock-out mouse likely stem
538 from α GSU expression in the thyrotrope, which was not affected by CRE expression. Different results
539 regarding the LH β expression may again implicate developmental effects of FOXL2. Thus, all of the *in*
540 *vivo* models thus far, regardless of the age of the animals, confirm a role for FOXL2 in FSH β expression
541 and provide a strong rationale for investigating the molecular mechanism of FOXL2 function in the
542 gonadotrope cell.

543 BPES is characterized by eyelid dysplasia in both sexes and premature ovarian failure in females
544 in a large proportion of affected individuals, which are distinguished as having type I BPES. More than
545 260 different FOXL2 mutations have been identified since the discovery that the FOXL2 gene is mutated
546 in BPES in 2001 (42). Several of these mutations were previously tested for functionality in a granulosa
547 cell line (34). The function of FOXL2 in granulosa cells is to negatively regulate transcriptional activation
548 of ovarian genes, including several involved in steroidogenesis (22, 34, 43). The FOXL2 mutated proteins
549 that are found in BPES patients lose the ability to repress these genes (34). However, the role of these
550 FOXL2 mutations in the pituitary was not examined. Due to dysregulation of steroidogenesis and the
551 resulting disruption in ovarian feedback which influences pituitary hormone synthesis, it is difficult to

552 distinguish direct pituitary effects of FOXL2 in BPES patients. Thus, we employed the immortalized
553 gonadotrope cell line, L β T2, to examine the role of FOXL2 mutations that mimic those in BPES on FSH β
554 reporter activity. As we showed in the previous manuscript (15), both the mouse and human FSH β
555 promoters, which include activin-responsive sites, are conserved in the proximal 350 base pairs from the
556 transcriptional start site, and, thus, they are similarly regulated by FOXL2. Although the FOXL2
557 polyalanine repeat domain expansion is a mutational hotspot, it is found in type II BPES, which is not
558 associated with premature ovarian failure (27). In this manuscript, we show that deletion of the
559 polyalanine domain causes higher expression of FSH β . It is likely that expansion may have the opposite
560 effect of deletion. Polyalanine expansion leads to intranuclear aggregation or cytoplasmic mislocalization,
561 thus preventing transcriptional activity of FOXL2 (42), while deletion may lead to a more functional
562 protein. The majority of mutations in individuals with type I BPES create premature stop codons in
563 FOXL2 or cause frameshifts, both resulting in truncated proteins (26, 44). Two of these truncations were
564 used in our studies and caused higher transcriptional activation of FSH β compared to the wild-type
565 protein. Thus, the effects of the FOXL2 mutations in BPES type I may also be of pituitary origin, causing
566 higher FSH β expression and higher FSH in the circulation, in addition to the critical role for FOXL2 in
567 the ovary.

568 Several putative FOXL2 binding sites were compared in this study. Of those, FBE1 and FBE3 are
569 *bona fide* FOXL2 binding sites, while -206 and FBE2 are likely not. This is surprising, since the mouse
570 FBE2 is very similar to the porcine homologous element, and this corresponding porcine element has
571 FOXL2 and SMAD3 binding sites, playing an important role in activin regulation of the porcine promoter
572 (13, 14). As for the FBE1 at -350 in the mouse promoter, it is a forkhead element that binds FOXL2 and
573 plays a role in activin, FOXL2, and SMAD induction of the FSH β promoter. Although FBE1 binds
574 FOXL2, as does the FBE3 site, it lacks the ability to bind SMADs and is unaffected by a mutation of the
575 adjacent SMAD half-site, providing an explanation for its lesser role in activin, FOXL2, and SMAD3/4
576 induction than FBE3. FBE3 is critical for activin responsiveness of the mouse FSH β promoter. It was

577 initially identified as a putative SMAD-binding element in the proximity of the Pbx/Prep complex with
578 which SMADs can interact (35). Lamba, et al. (13), and Tran, et al. (20), determined that FOXL2 binds to
579 this site to induce the murine FSH β , and that either SMAD3 or SMAD4, and FOXL2 proteins
580 synergistically induce FSH β through this element. In this report, we determine that both FOXL2 and
581 SMAD binding elements are required for induction. Of further significance, we determine that FOXL2
582 and SMAD4 form a higher order complex specifically on FBE3. Since we did not detect SMAD proteins
583 binding alone to this site, our data indicate that SMAD4 can be recruited to the FBE3 through FOXL2-
584 SMAD protein-protein interaction, and that the SMAD-binding site may contribute to the functional
585 cooperation between these proteins.

586 Two other sites that contribute to activin responsiveness of the FSH β gene examined in this
587 study, -206 and FBE2, do not bind FOXL2 or play a role in FOXL2 induction of FSH β . The forkhead
588 element at the -206 site was identified with *in silico* analysis (15) and was thought to contain two
589 overlapping repeats to accommodate binding of a FOXL2 dimer (13). In this report, we created separate
590 mutations in these two regions and determined that the 3' region that corresponds to the forkhead element
591 (named 206 fh), does not contribute to activin, FOXL2, SMAD3, or SMAD4 induction of the mouse
592 FSH β promoter, while the 5' region (named 206 x), contributes to activin, SMAD3, and SMAD4, but not
593 FOXL2, induction. We speculate that a different, as yet unidentified factor, binds to the 206 x site.
594 Indeed, this site is homologous to the LHX3 site in the human FSH β promoter (45, 46). We determined
595 that LHX3 does not bind the mouse FSH β promoter in this region (data not shown), but it remains a
596 possibility that a different Lim protein plays a role in mouse FSH β expression. Since this site has a role in
597 GnRH induction as well, it is intriguing to examine Lim proteins for a possible role in activin, GnRH, and
598 their synergy on FSH β . The FBE2 site within the mouse promoter, although homologous to a high
599 affinity FOXL2 site in the porcine promoter (13), binds FOXL2 with a very low affinity (15). The
600 overlapping SMAD/Forkhead residues contributed to activin, SMAD3, and SMAD4 induction, but
601 mutations of the individual elements, FBE2 sm and FBE2 fh, did not contribute to activin or SMAD3

602 induction. Surprisingly, mutation of the SMAD element contributes to induction by SMAD4. As with the
603 206 x site, this may mean that a different protein is involved in activin regulation of the mouse gene
604 through this element, since we were not able to detect binding of either FOXL2 or SMAD3 to this site
605 and it is unlikely that these proteins form a complex that requires only overlapping residues. This protein
606 may interact with SMAD4, however. Further experiments are needed to identify new activin-regulated
607 factors that function through these two elements in the FSH β promoter.

608 GnRH and activin synergize to induce FSH β . This synergy is specific for FSH β and may be one
609 mechanism of differential regulation of gonadotropin genes (7, 47). We determined previously that there
610 is both cross-talk between GnRH and activin signaling pathways and interaction between activin-
611 activated SMAD3 and GnRH-induced AP1 on the FSH β promoter (7). Due to the role of FOXL2 in
612 activin induction of the mouse FSH β promoter and its interaction and complex formation with SMADs,
613 we examined whether forkhead elements play a role in GnRH and activin synergy. The sole forkhead site
614 that plays a role in GnRH induction, likely through a necessity for endogenous activin for maximal GnRH
615 induction (7), is FBE3, the same site where FOXL2 and SMADs form a complex. The other site that
616 contributes to GnRH induction is 206 x, which may bind an unidentified protein, as discussed above. Not
617 surprisingly, other sites that are important for activin induction are also important for synergy.
618 Additionally, functional FOXL2 protein is necessary for maximal GnRH induction and synergy, since
619 introduction of a dominant-negative FOXL2 decreases the expression. This likely occurs by disrupting the
620 function of endogenous FOXL2, since FOXL2 forms a homodimer (13). Interestingly, FOXL2 can
621 directly interact with cJUN, and this interaction may contribute to the GnRH-activin crosstalk, in addition
622 to SMAD3 interaction with both cJUN and FOXL2. Thus, FOXL2 may be a part of a transcriptionally
623 active complex that specifically regulates FSH β .

624 In summary, we have shown that FOXL2 is required for gonadotropin gene expression *in vivo*
625 and for synergistic induction of FSH β by GnRH and activin. Of multiple forkhead elements, we identify
626 the most proximal site as the site most important for SMAD and FOXL2 complex formation.

627 Additionally, we show that truncated FOXL2 proteins cause higher induction of FSH β , while the
628 forkhead element is necessary for FOXL2 function. Further studies are needed to establish whether these
629 truncated FOXL2 proteins that cause higher FSH β promoter activity, have higher affinity for interacting
630 SMADs, resulting in either enhanced activin responsiveness, or increased recruitment of basal
631 transcriptional machinery to the FSH β promoter. Further experiments will also aim to determine the
632 identity of activin-responsive proteins that function through the -206 and FBE2 sites.

633

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- 767

768 **Figure Legends**

769 **Figure 1. FOXL2 is necessary for FSH gene expression *in vivo*.** A, Immunohistochemistry of sectioned
 770 pituitary glands collected from wild-type (WT) and FOXL2-null mice (KO) at embryonic 18.5 (e18.5) for
 771 luteinizing hormone (LH), follicle-stimulating hormone (FSH), common α -subunit α GSU, growth
 772 hormone (GH), thyroid-stimulating hormone (TSH), and adrenocorticotropin (ACTH) with antibodies
 773 obtained from National Hormone and Peptide program, reveals reduced level of gonadotropin hormones
 774 in FOXL2-null mice. B, To determine cell numbers, five sections per animal and three animals per group
 775 were counted and the difference in cell numbers between genotypes was analyzed by T-test.

776

777 **Figure 2. FOXL2-null mice have lower expression of gonadotrope-specific mRNAs.** Quantitative
 778 PCR of e18.5 pituitaries shows that gonadotropin gene expression is significantly reduced in FOXL2-null
 779 mice. Total RNA was purified from 3 samples per WT or KO group, each with 5 pooled pituitaries,
 780 reverse transcribed, and the level of hormone expression assayed by real-time PCR. In each sample, the
 781 amount of hormone mRNA, calculated from the standard curve, was compared to the amount of *Gapdh*,
 782 and presented as a ratio. Asterisks * indicate significant difference in the expression in the FOXL2-null
 783 animals from the wild type animals.

784

785 **Figure 3. Higher induction of FSH β by C-terminal truncations of the FOXL2 protein.** Human
 786 FOXL2 was overexpressed with the mouse FSH β -luciferase reporter in L β T2 cells. A, Schematic
 787 presentation of the FOXL2 protein and its functional domains, forkhead domain (FH) and alanine-rich
 788 domain (A). The numbers above the bar represent residues after which truncations used in B were made,
 789 while numbers below the bar show domain positions. B, Induction of the reporter by each FOXL2
 790 mutation was compared to the induction by the wild-type FOXL2: deletions of the two domains found in
 791 the FOXL2 protein, forkhead domain (dFH), and alanine-rich domain (dAla); and truncations, t274 and
 792 t218, which mimic mutations that occur in BPES patients due to insertion of premature stop codons.

793 Asterisks (*) indicate significant induction of the reporter by FOXL2, as determined by one-way ANOVA
 794 followed by Tukey's posthoc test, while a pound sign (#) indicates a significant increase in induction
 795 compared to the wild-type FOXL2. C, Whole cell lysates were obtained from L β T2 cells transfected with
 796 the same MYC-tagged FOXL2 expression vectors as in B, and western blots performed with anti-MYC-
 797 tag to analyze the amount of FOXL2 protein. β -tubulin (β -tub) serves as a loading control. D, Western
 798 blot of the nuclear lysate was performed to determine nuclear localization of various mutations. Nuclear
 799 lamin B1 serves as a loading control presented at the bottom panel.

800

801 **Figure 4. FBE1 and FBE3 are FOXL2 responsive sites.** A, Schematic presentation of the putative
 802 FOXL2 sites, whose 5' location is indicated with the number below the bar. Sequence for each site is
 803 listed and mutated residues indicated with an underline. Mouse FSH β promoter mutations in the putative
 804 FOXL2 sites (illustrated in A), were tested for their responsiveness to activin treatment (B) and FOXL2
 805 overexpression (C) and compared to the wild-type reporter. B, Following transfection of the wild-type
 806 (WT) 1 kb FSH β reporter or a reporter containing mutation listed below the corresponding bars, L β T2
 807 cells were treated with 10 ng/ml activin or vehicle control for 5 hours. The results are presented as fold
 808 induction, i.e., for each reporter. Activin treatment was normalized to vehicle control to account for
 809 changes in basal expression. *, indicates a significant decrease in fold induction in the mutant reporter
 810 compared to the wild-type. C, Mouse FOXL2 was overexpressed with wild-type or mutant FSH β
 811 reporters. * indicates a statistically significant decrease in fold induction when induction by FOXL2 was
 812 normalized to empty vector control for each reporter.

813

814 **Figure 5. FBE1 and FBE3 bind FOXL2.** EMSA was used to analyze the binding of FOXL2 to elements
 815 FBE1 and FBE3, which contribute to the induction by FOXL2. A, EMSA with nuclear extracts using 30
 816 bp probes that encompass FBE1 and FBE3. "C" above the lanes designates extracts from control, vehicle-
 817 treated L β T2 cells, while "A" designates 2-hour activin treatment. Antibodies to FOXL2 " α L2" were

818 included in the binding reaction to identify FOXL2 containing complex (supershift, ss), and specificity
 819 determined by comparison to non-specific IgG antibody (Ig). B, EMSA with *in vitro* transcribed and
 820 translated vector control (V) and FOXL2 (F) with 30 bp probes that encompass FBE1 or FBE3.

821

822 **Figure 6. The role of FOXL2 binding sites in FSH β induction.** A, To delineate critical elements within
 823 the individual FOXL2 sites, several separate mutations were created in the 1 kb mouse FSH β -luciferase
 824 reporter. Forkhead elements are indicated with a solid underline while adjacent SMAD sites are
 825 delineated with the dashed underline on the wild-type sequence. Mutations are listed below and residues
 826 that differ from wild-type sequence illustrated with lower case letters. db, indicates double mutations; sm,
 827 mutation in a SMAD element; fh, mutation in a forkhead element; and, both, mutation in the overlapping
 828 sequence that affects both the SMAD and FOXL2 binding sites. B, Basal expression of the mutants was
 829 compared to the basal expression of the wild-type reporter; * indicates statistically significant difference
 830 as determined by ANOVA and Tukey's posthoc test. C, L β T2 cells were transfected with various
 831 reporters were treated with vehicle or activin for 5 hours, as described in Figure 4. Fold induction by
 832 activin over vehicle-treated control for each reporter is presented and * indicates significantly lower
 833 induction of the mutant compared to the wild type. D, Mouse FOXL2 or vector control were
 834 overexpressed with each reporter. * indicates decrease in fold induction by FOXL2 of the mutant reporter
 835 compared to the wild-type. E, F, G, SMAD3, SMAD4, and a combination of SMAD4 and FOXL2,
 836 respectively, or their vector control, were overexpressed in the same manner.

837

838 **Figure 7. FOXL2 and SMAD proteins form complexes on FBE3.** A, and B, Using FBE1 (A) or FBE3
 839 (B) as probes in a gel shift, increasing amounts of *in vitro* transcribed and translated SMAD3 (S3) or
 840 SMAD4 (S4), or both (S3+S4), were incubated with *in vitro* transcribed and translated FOXL2 to show
 841 the appearance of a complex binding FBE3 that is not present with SMAD protein alone. C, probe only;
 842 F, FOXL2.

843

844 **Figure 8. FOXL2 sites and functional FOXL2 protein are necessary for synergistic induction of**

845 **FSH β by GnRH and activin.** Following transfection with reporters listed in Figure 6, L β T2 cells were

846 treated with 10 nM GnRH (A), or activin and GnRH cotreatment (B), and the induction of the reporter

847 was analyzed. Results represent fold induction for each reporter and * indicates statistically significant

848 reduction in induction of the mutant reporter compared to the wild type. C, Dominant-negative (dn)

849 FOXL2 or its control vector were overexpressed with the FSH β -luciferase reporter then cells treated with

850 GnRH, activin, or both for 5 hours. Expression of the dn FOXL2 protein was confirmed by Western blot

851 (data not shown). The results are normalized to control vehicle treated cells and * indicates significant

852 reduction in the induction of the reporter co-expressed with the dn FOXL2 compared to empty vector

853 control. On the right site, delineated with the dashed line, are the same results with dn FOXL2, this time

854 presented as fold induction, for easier observation of the changes in induction by hormone.

855

856 **Figure 9. FOXL2 interacts with cJUN and SMAD3.** S³⁵ labeled proteins, SMAD3, cJUN or cFOS,

857 indicated above the corresponding lanes over the panels, were used in a binding assay with FOXL2-GST

858 fusion protein (middle panel). In the left panel, 1/10 of protein used in the GST pulldowns was run as

859 input control to monitor for the migration of each protein. In the right panel, proteins were incubated with

860 GST alone to confirm the specificity of the interaction. GST proteins were induced with IPTG overnight

861 and the bacterial pellets were sonicated. These proteins were bound to Glutathione Sepharose beads and

862 incubated with *in vitro* transcribed and translated labeled proteins. After extensive washing, the SMAD3

863 and cJUN are retained in the precipitate through interaction with FOXL2-GST that was visualized after

864 running on a gel and autoradiography. The experiment was repeated three times with the same results and

865 a representative experiment is shown.

Figure 1a
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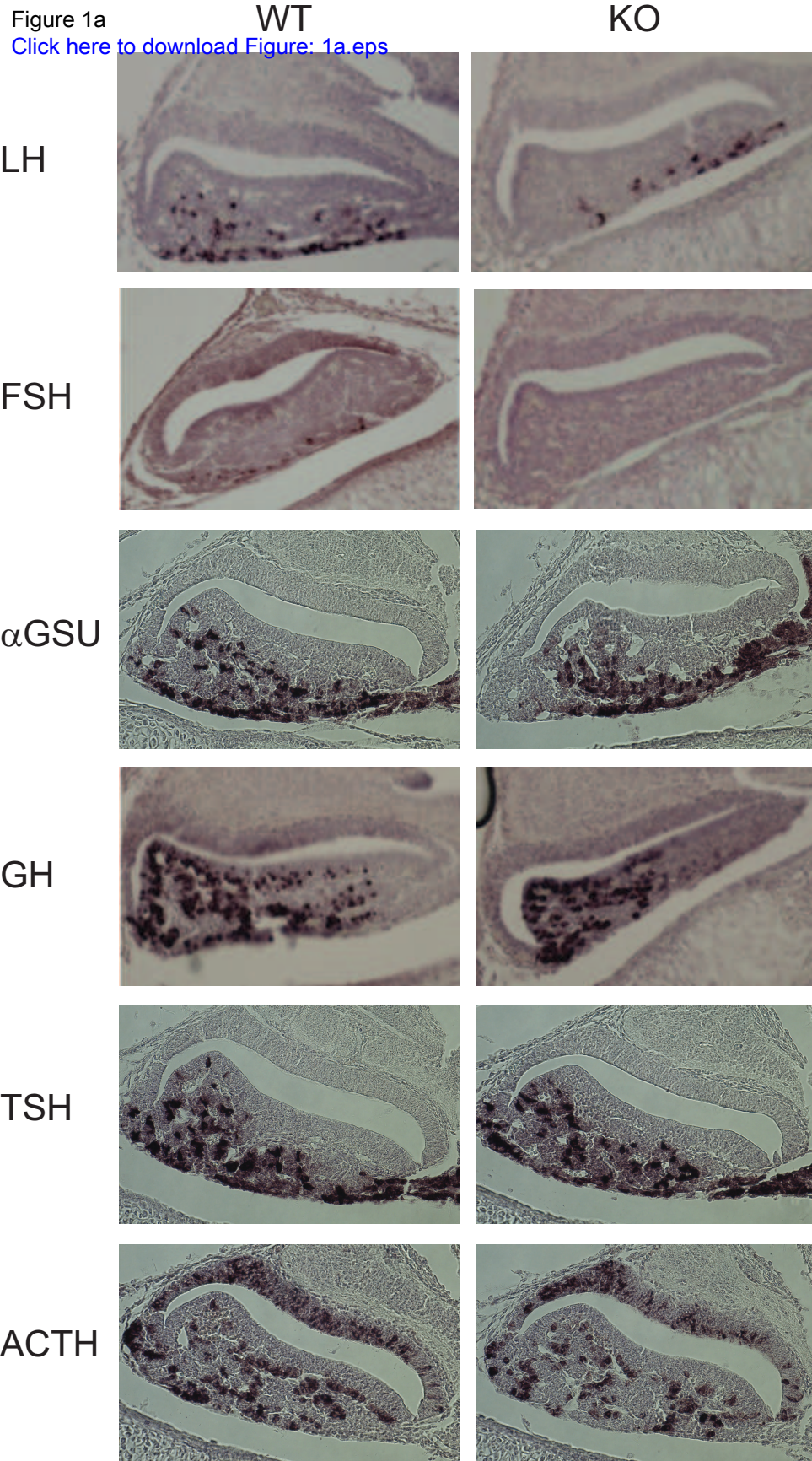


Figure 1a

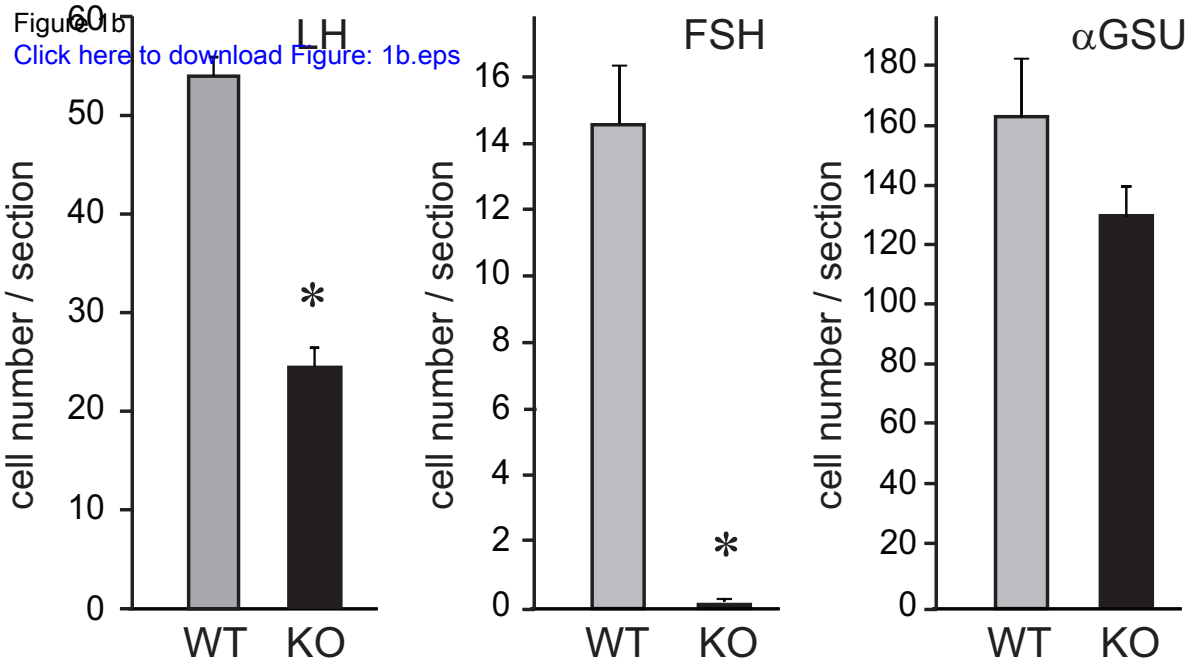


Figure 1b

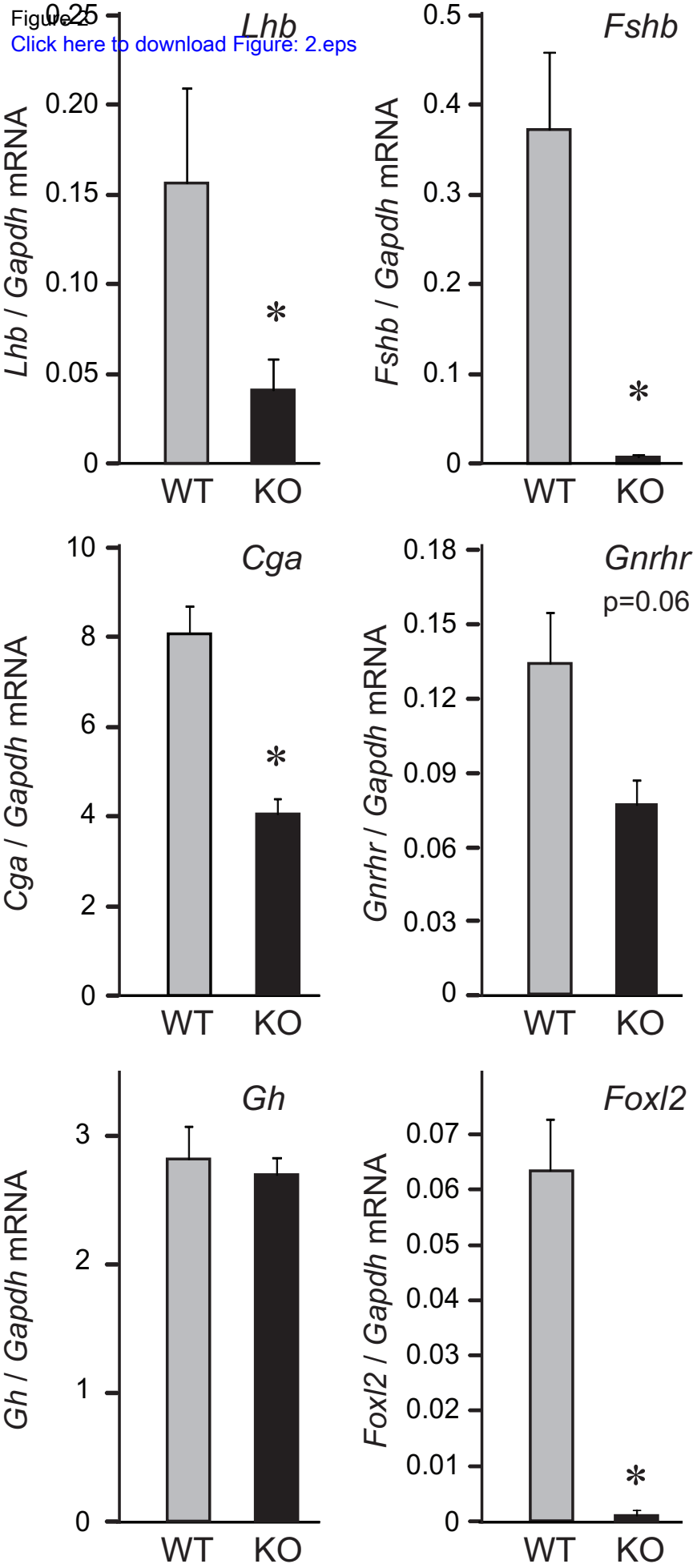


Figure 2

Figure 3
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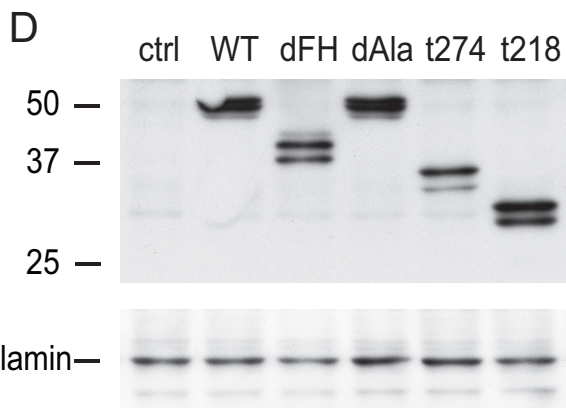
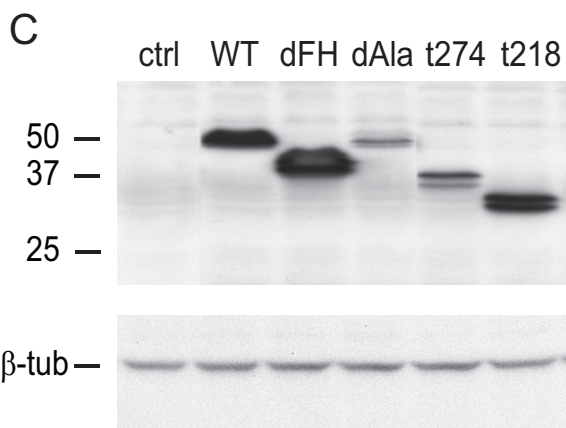
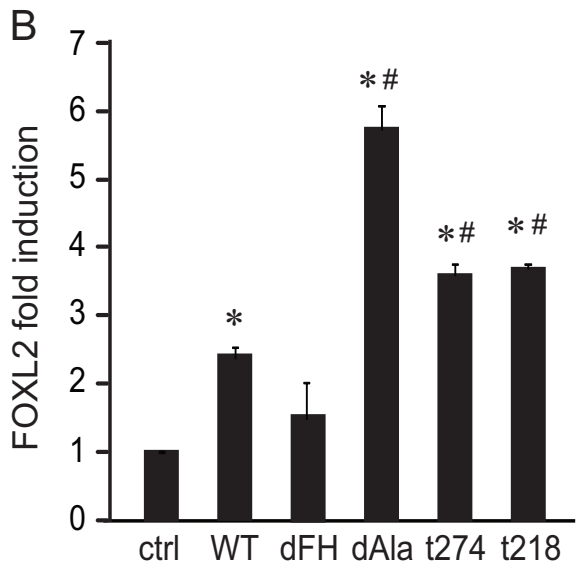
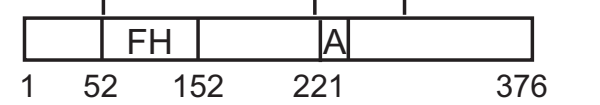


Figure 3

Figure 4
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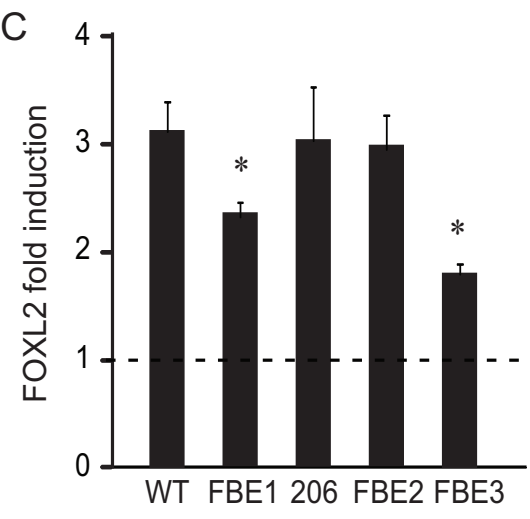
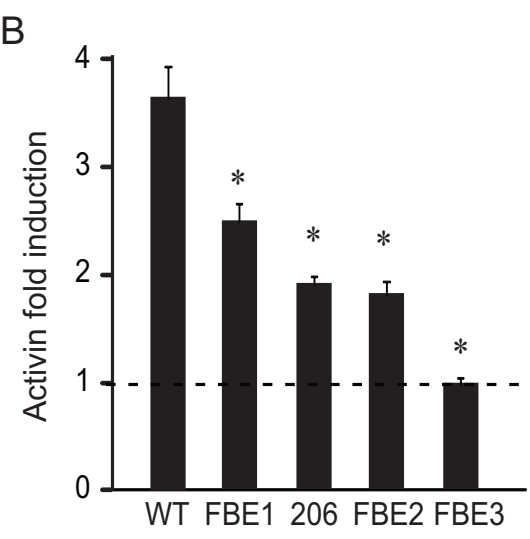
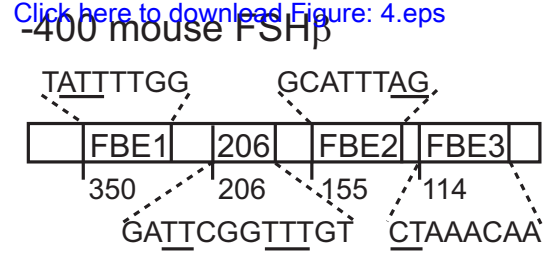


Figure 4

Figure 6a

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FBE1	<u>AGACATATTTTGG</u>	206	<u>GATTCGGTTTGT</u>
FBE1 db	caACATgggTTGG	206 db	GAccCGGcccGT
FBE1 fh	AGACATgggTTGG	206 fh	GATTCGGcccGT
FBE1 sm	caACATATTTTGG	206 x	GAccCGGTTTGT
FBE2	<u>GCATTTAGAC</u>	FBE3	<u>GTCTAAACAA</u>
FBE2 both	GCATTTctAC	FBE3 both	GTagAAACAA
FBE2 fh	GCAggTAGAC	FBE3 fh	GTCTAAAttA
FBE2 sm	GCATTTAGca	FBE3 sm	tgCTAAACAA

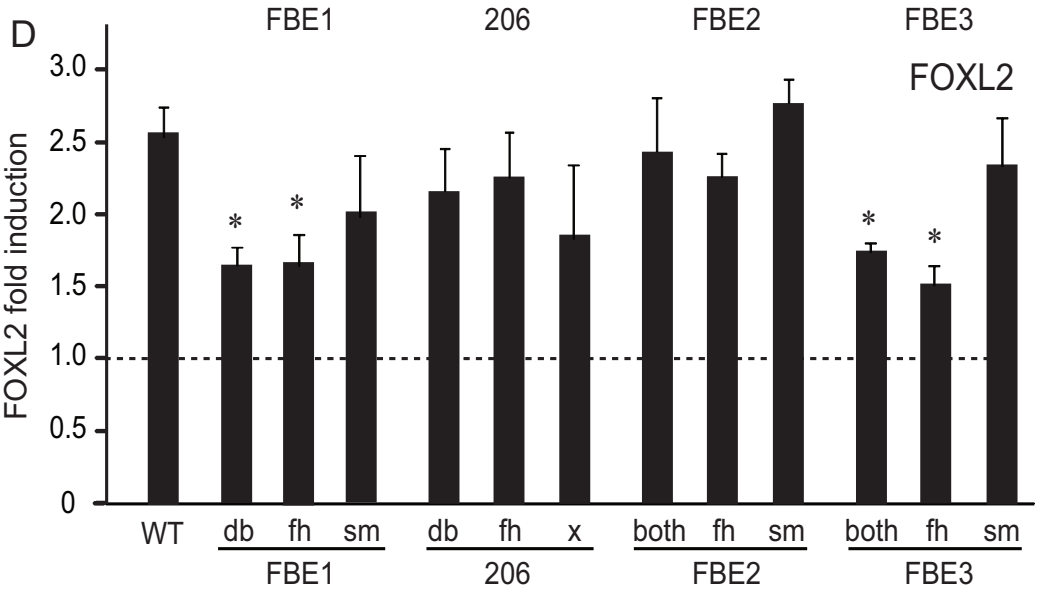
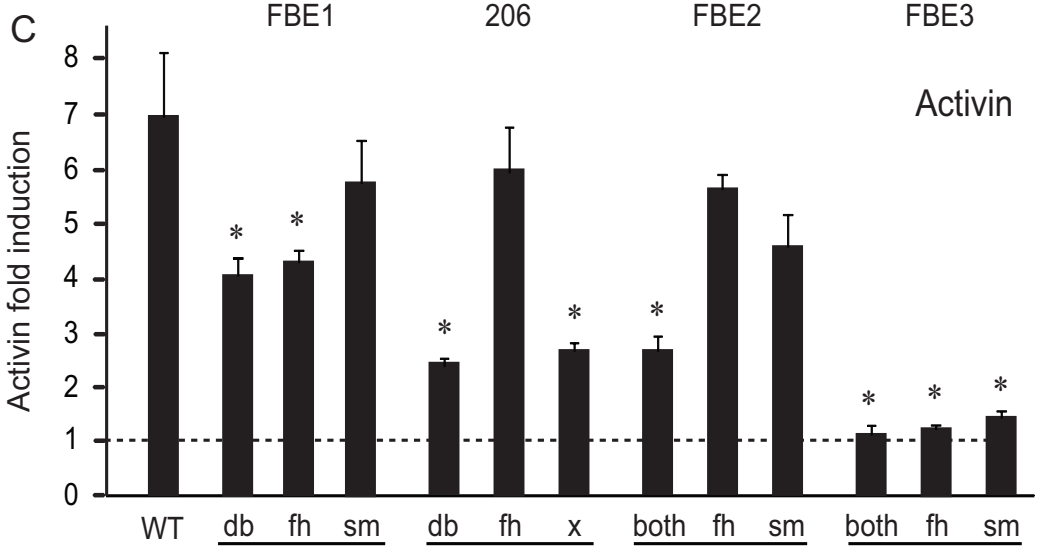
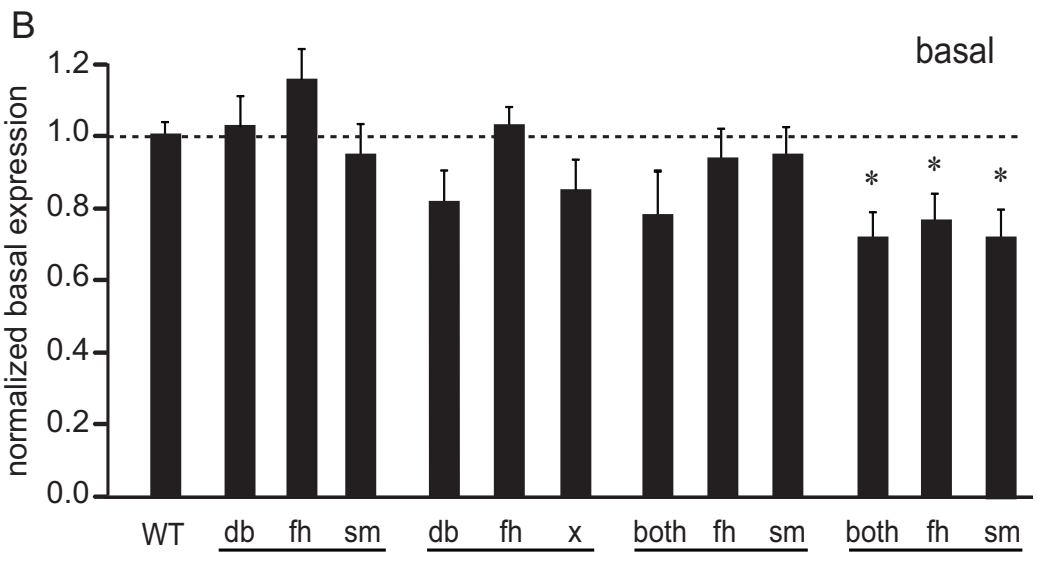


Figure 6a

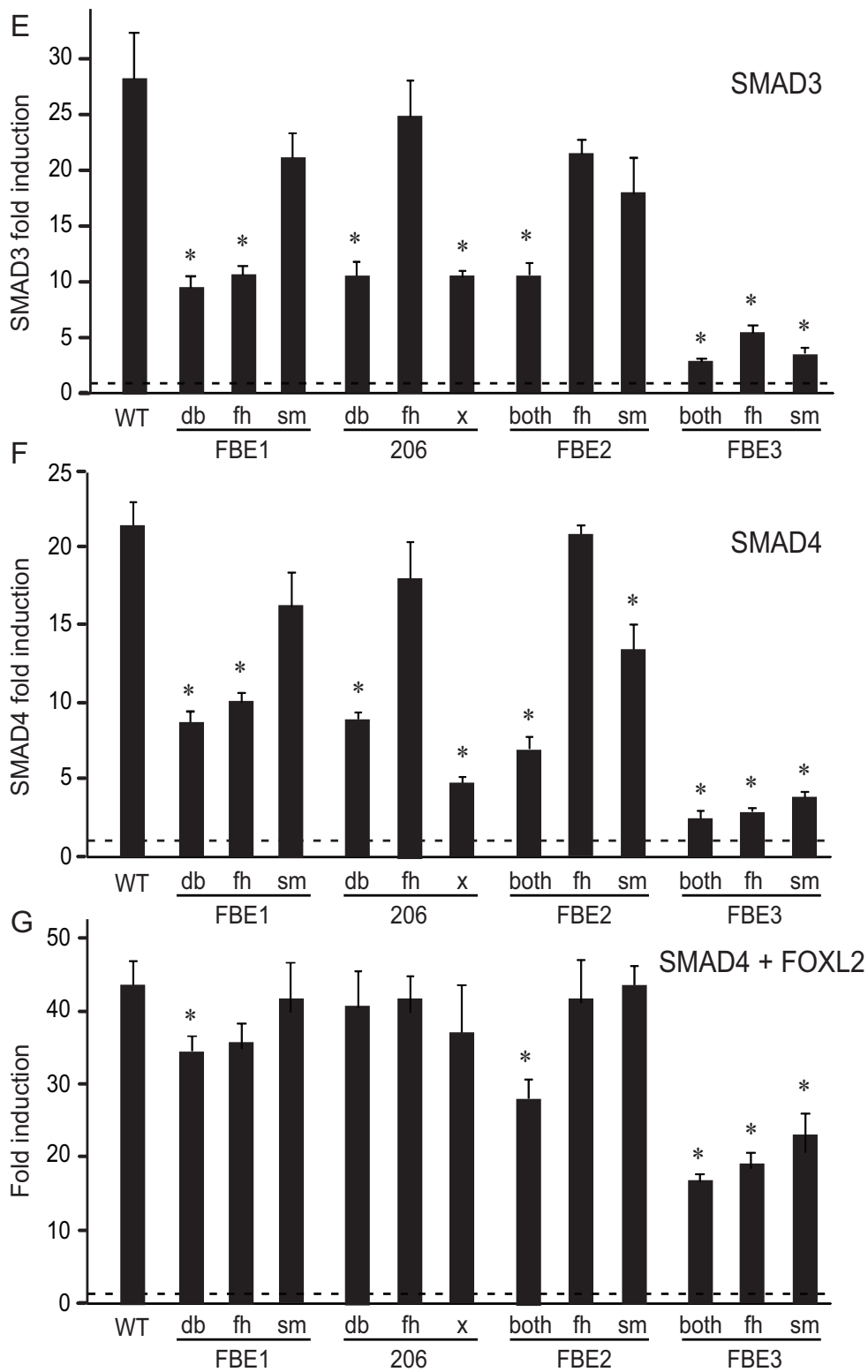


Figure 6 e,f,g

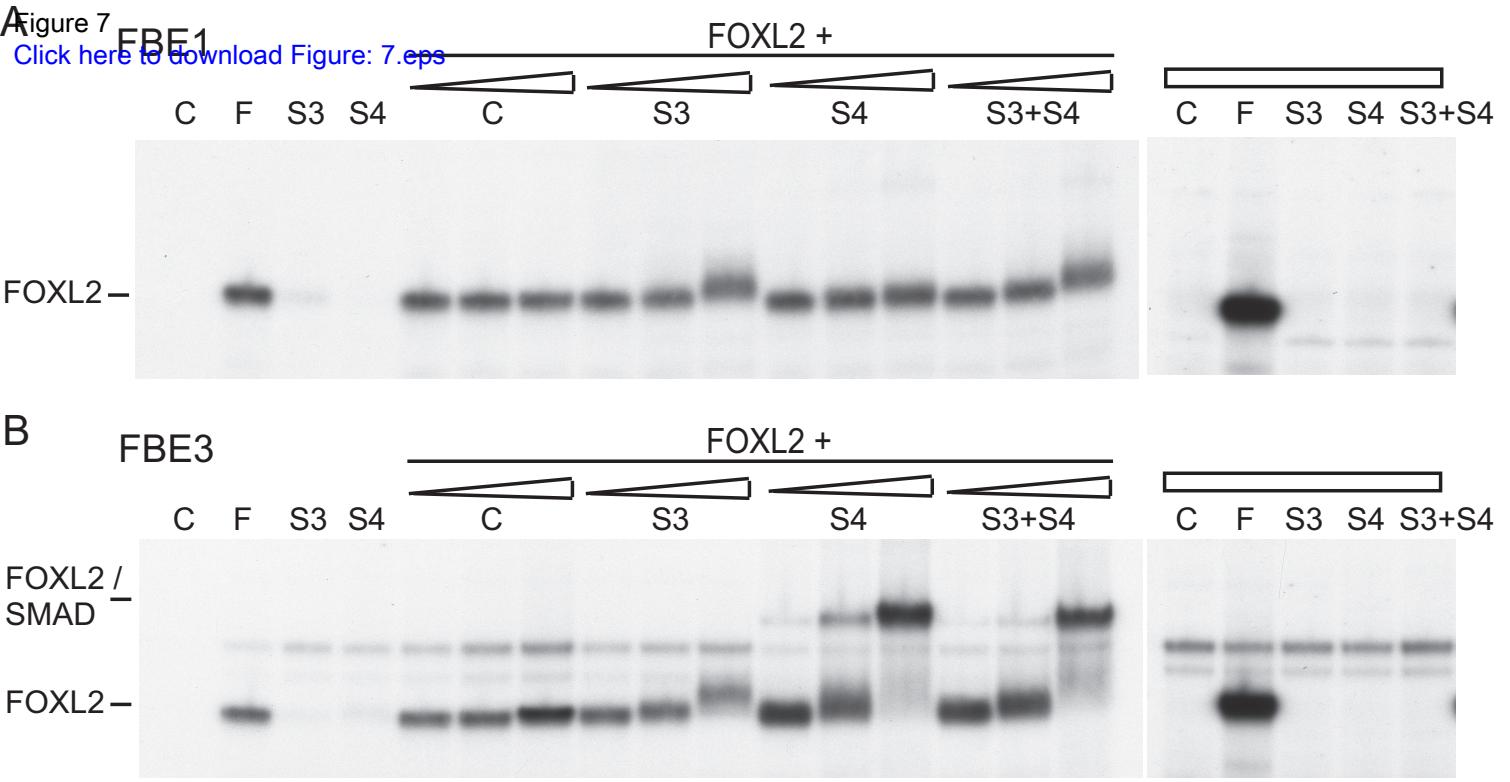


Figure 7

Figure 8

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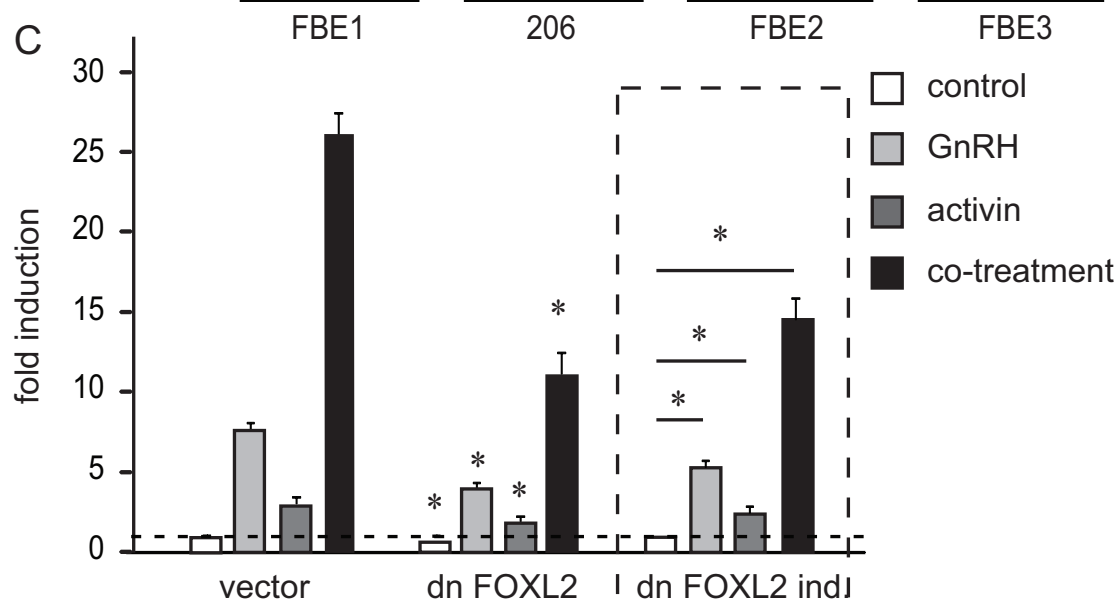
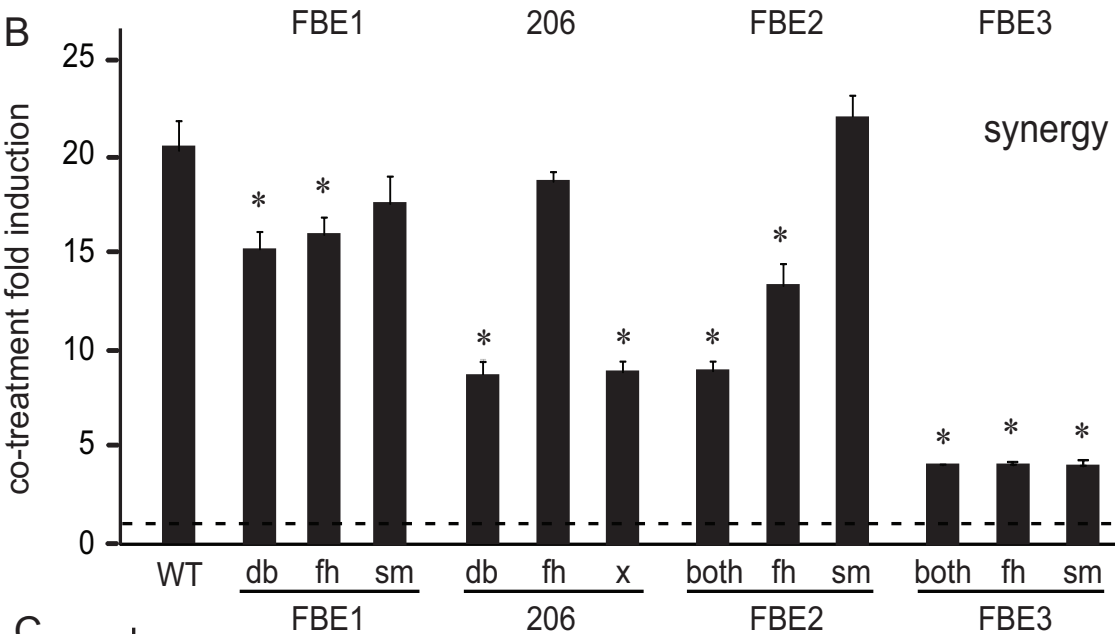
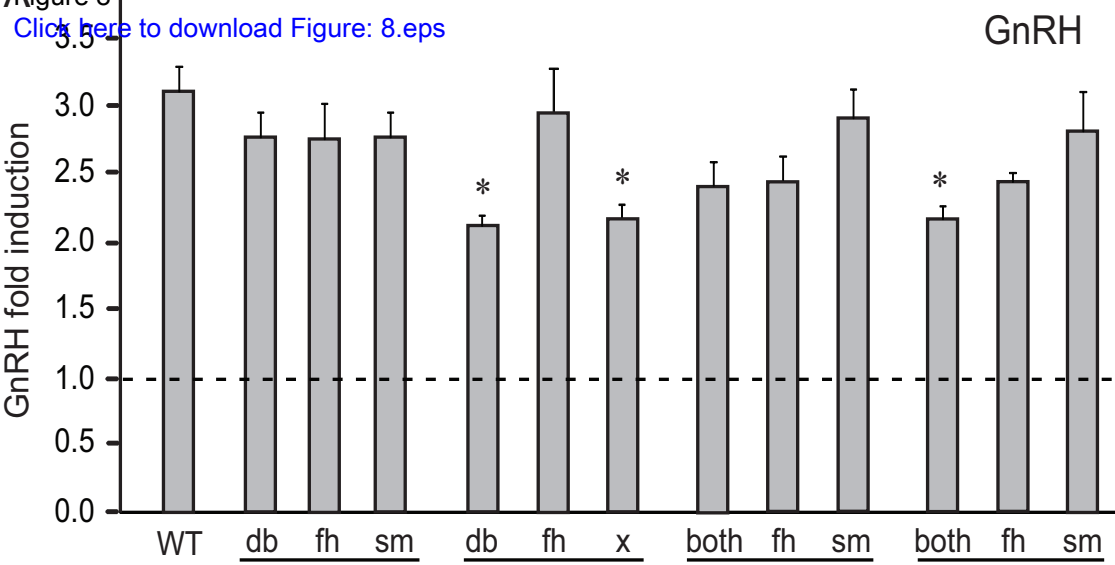


Figure 8

Figure 9 input

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SMAD3 cJUN cFOS

GST-FOXL2

SMAD3 cJUN cFOS

GST

SMAD3 cJUN cFOS

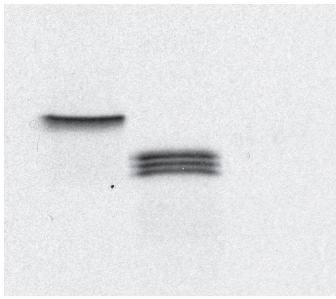
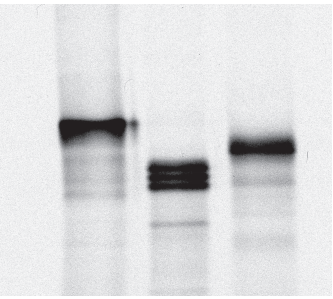


Figure 9