

Accelerated Article Preview

Spike and nsp6 are key determinants of SARS-CoV-2 Omicron BA.1 attenuation

Received: 16 March 2022

Accepted: 4 January 2023

Accelerated Article Preview

Cite this article as: Chen, D.-Y. et al.

Spike and nsp6 are key determinants of SARS-CoV-2 Omicron BA.1 attenuation.

Nature <https://doi.org/10.1038/s41586-023-05697-2> (2023)

Da-Yuan Chen, Chue Vin Chin, Devin Kenney, Alexander H. Tavares, Nazimuddin Khan, Hasahn L. Conway, GuanQun Liu, Manish C. Choudhary, Hans P. Gertje, Aoife K. O'Connell, Scott Adams, Darrell N. Kotton, Alexandra Herrmann, Armin Ensser, John H. Connor, Markus Bosmann, Jonathan Z. Li, Michaela U. Gack, Susan C. Baker, Robert N. Kirchdoerfer, Yachana Kataria, Nicholas A. Crossland, Florian Douam & Mohsan Saeed

This is a PDF file of a peer-reviewed paper that has been accepted for publication. Although unedited, the content has been subjected to preliminary formatting. Nature is providing this early version of the typeset paper as a service to our authors and readers. The text and figures will undergo copyediting and a proof review before the paper is published in its final form. Please note that during the production process errors may be discovered which could affect the content, and all legal disclaimers apply.

1 **Spike and nsp6 are key determinants of SARS-CoV-2 Omicron BA.1 attenuation**

2 Da-Yuan Chen^{1,2*}, Chue Vin Chin^{1,2*}, Devin Kenney^{2,3}, Alexander H. Tavares^{1,2}, Nazimuddin
3 Khan^{1,2}, Hasahn L. Conway^{1,2}, GuanQun Liu⁴, Manish C. Choudhary^{5,6}, Hans P. Gertje², Aoife
4 K. O’Connell², Scott Adams^{2,3}, Darrell N. Kotton^{7,8}, Alexandra Herrmann⁹, Armin Ensser⁹, John
5 H. Connor^{2,3}, Markus Bosmann^{8,10,11}, Jonathan Z. Li^{5,6}, Michaela U. Gack⁴, Susan C. Baker¹²,
6 Robert N. Kirchdoerfer¹³, Yachana Kataria¹¹, Nicholas A. Crossland^{2,11}, Florian Douam^{2,3},
7 Mohsan Saeed^{1,2#}

- 8
- 9 1. Department of Biochemistry, Boston University Chobanian and Avedisian School of
10 Medicine, Boston, MA, USA
- 11 2. National Emerging Infectious Diseases Laboratories, Boston University, Boston, MA,
12 USA
- 13 3. Department of Microbiology, Boston University Chobanian and Avedisian School of
14 Medicine, Boston, MA, USA
- 15 4. Florida Research and Innovation Center, Cleveland Clinic, Port St. Lucie, FL, USA
- 16 5. Brigham and Women’s Hospital, Boston, MA, USA
- 17 6. Harvard Medical School, Cambridge, MA, USA
- 18 7. Center for Regenerative Medicine of Boston University and Boston Medical Center,
19 Boston, MA, USA
- 20 8. The Pulmonary Center and Department of Medicine, Boston University Chobanian and
21 Avedisian School of Medicine, Boston, MA, USA

- 22 9. Institute of Clinical and Molecular Virology, University Hospital Erlangen, Friedrich-
23 Alexander Universität Erlangen-Nürnberg, Erlangen, Germany
- 24 10. Department of Pathology and Laboratory Medicine, Boston University Chobanian and
25 Avedisian School of Medicine, MA, USA
- 26 11. Center for Thrombosis and Hemostasis, University Medical Center of the Johannes
27 Gutenberg-University, Mainz, Germany
- 28 12. Department of Microbiology and Immunology, and Infectious Disease and Immunology
29 Research Institute, Stritch School of Medicine, Loyola University, Chicago, Maywood, IL,
30 USA
- 31 13. Department of Biochemistry, College of Agricultural and Life Sciences, University of
32 Wisconsin-Madison, Madison, WI, USA

33 *Equal contribution

34 #Correspondence: msaeed1@bu.edu

35
36
37
38
39
40
41
42
43

The SARS-CoV-2 Omicron variant is more immune-evasive and less virulent than other major viral variants recognized to date¹⁻¹². Omicron spike (S), with an unusually large number of mutations, is considered the major driver of these phenotypes. We generated chimeric recombinant SARS-CoV-2 encoding the S gene of Omicron (BA.1 lineage) in the

44 **backbone of an ancestral SARS-CoV-2 isolate and compared this virus with the naturally**
45 **circulating Omicron variant. The Omicron S-bearing virus robustly escaped vaccine-**
46 **induced humoral immunity, mainly due to mutations in the receptor-binding motif (RBM),**
47 **yet unlike naturally occurring Omicron, efficiently replicated in cell lines and primary-like**
48 **distal lung cells. Similarly, in K18-hACE2 mice, although Omicron S-carrying virus caused**
49 **less severe disease compared to the ancestral virus, it failed to achieve the attenuation**
50 **level of Omicron. Further investigation showed that mutating nsp6 in addition to S was**
51 **sufficient to recapitulate the attenuated phenotype of Omicron. This indicates that while**
52 **the vaccine escape of Omicron is driven by mutations in S, the pathogenicity of Omicron**
53 **is determined by mutations both in and outside of S.**

54 As of December 2022, the successive waves of the coronavirus disease 2019 (COVID-19)
55 pandemic have been driven by five major SARS-CoV-2 variants, called variants of concern (VOC);
56 Alpha (B.1.1.7), Beta (B.1.351), Gamma (P.1), Delta (B.1.617.2 and AY lineages), and Omicron
57 (BA lineages)¹³. Omicron is the most recently recognized VOC that was first documented in South
58 Africa, Botswana, and in a traveler from South Africa in Hong Kong in November 2021 (GISAID
59 ID: EPI_ISL_7605742)^{14,15}. It quickly swept through the world, displacing the previously dominant
60 Delta variant within weeks and accounting for the majority of new SARS-CoV-2 infections by
61 January 2022¹⁶⁻¹⁸. At least five lineages of Omicron have so far been identified: BA.1, BA.2, BA.3,
62 BA.4, and BA.5. BA.1 (hereinafter referred to as Omicron) exhibits a remarkable escape from
63 infection- and vaccine-induced humoral immunity^{3,19}. Further, it is less virulent than other VOCs
64 in humans and *in vivo* models of infection^{4,5,7,11,12,20}. Omicron differs from the prototype SARS-
65 CoV-2 isolate, Wuhan-Hu-1, by 59 amino acids; 37 of these changes are in the S protein, raising
66 the possibility that S is at the heart of Omicron's pathogenic and antigenic behavior.

67 **Spike mutations influence Omicron replication**

68 The Omicron S protein carries 30 amino acid substitutions, 6 deletions, and one three-
69 amino acid-long insertion compared to Wuhan-Hu-1 (**Extended Data Fig. 1**). Twenty-five of these
70 changes are unique to Omicron relative to other VOCs, although some of them have been
71 reported in waste water and minor SARS-CoV-2 variants^{21,22}. To test the role of the S protein in
72 Omicron phenotype, we generated a chimeric recombinant virus containing the S gene of Omicron
73 (USA-Ih01/2021) and all other genes of a D614G-containing ancestral SARS-CoV-2 (GISAID
74 EPI_ISL_2732373)²³ (**Extended Data Fig. 2a**). This chimeric virus, named Omi-S, we made by
75 employing a modified form of circular polymerase extension reaction (CPER) (**Extended Data**
76 **Fig. 2b**)²⁴ that yielded highly concentrated virus stocks, containing $0.5-5 \times 10^6$ plaque-forming
77 units (PFU) per ml, from transfected cells within two days of transfection (**Extended Data Fig.**
78 **2c,d**), obviating the need for additional viral amplification.

79 We first compared the infection efficiency of Omi-S with the ancestral virus [also generated
80 by CPER; hereinafter referred to as wild-type (WT)] and an Omicron isolate (USA-Ih01/2021) in
81 cell culture (**Fig. 1a**). For this, we infected ACE2/TMPRSS2/Caco-2 and Vero E6 cells with Omi-
82 S, WT, and Omicron at a multiplicity of infection (MOI) of 0.01 and monitored viral propagation by
83 flow cytometry and plaque formation assay. The WT virus and Omi-S spread rapidly in
84 ACE2/TMPRSS2/Caco-2 cells, yielding 89% and 80% infected cells, respectively, at 24 hours
85 post-infection (hpi) (**Fig. 1b**). In contrast, Omicron replicated slower, leading to 48% infected cells
86 at 24 hpi. A similar pattern was seen in Vero E6 cells, where 60% and 41% of cells were positive
87 for WT and Omi-S, respectively, at 48 hpi, as opposed to 10% for Omicron (**Fig. 1c**). The plaque
88 assay showed that although both Omi-S and Omicron produced lower levels of infectious virus
89 particles compared with WT, the viral titer of Omi-S was significantly higher than that of Omicron.

90 In ACE2/TMPRSS2/Caco-2 cells, Omi-S produced 5.1-fold ($p = 0.0006$) and 5.5-fold ($p = 0.0312$)
91 more infectious particles than Omicron at 12 hpi and 24 hpi, respectively (**Fig. 1d**). Similarly, in
92 Vero E6 cells, the infectious virus titers of Omi-S were 17-fold ($p = 0.0080$) and 11-fold ($p =$
93 0.0078) higher than that of Omicron at 24 hpi and 48 hpi, respectively (**Fig. 1e**). The difference
94 between viruses became less obvious at later time points due to higher cytotoxicity caused by
95 Omi-S compared to Omicron (**Extended Data Fig. 3a**).

96 Increased replication efficiency of Omi-S relative to Omicron was preserved when tested
97 at varying MOIs (**Extended Data Fig. 3b**). We further confirmed the fitness advantage of Omi-S
98 over Omicron by a direct competition assay. For this, we first generated recombinant Omicron
99 (rOmicron), which, in our cell culture assays, mimicked the replication kinetics of natural Omicron
100 (**Extended Data Fig. 4**). Next, we created mCherry-containing Omi-S and mNeonGreen-
101 containing Omicron, and inoculated ACE2/TMPRSS2/Caco-2 cells with these viruses mixed at a
102 1:1 ratio. Flow cytometric analysis of infected cells at various times of infection demonstrated a
103 clear replication superiority of Omi-S/mCherry over Omicron/mNeonGreen (**Fig. 1f**). Finally, the
104 higher infection efficiency of Omi-S was also reflected in the plaque size; while WT virus produced
105 the largest plaques (~ 4.1 mm), the size of Omi-S plaques (~ 2.2 mm) was 2-fold ($p < 0.0001$)
106 larger than that of Omicron plaques (~ 1.1 mm) (**Fig. 1g**). These results indicate that although
107 mutations in the S protein influence the infection efficiency of Omicron, they do not fully explain
108 the Omicron phenotype.

109 Several lines of evidence indicated that the S protein incorporated into Omi-S behaved the
110 same way as in natural Omicron. For instance, as previously published^{20,25}, Omicron S was poorly
111 cleaved compared to that of WT virus; while 71% of S in WT virions was in the cleaved form, only
112 45% and 47% was cleaved in Omi-S and Omicron, respectively (**Extended Data Fig. 5a**). The

113 same pattern of S cleavage was evident in virus-infected cells (WT, 63% cleaved; Omi-S, 33%
114 cleaved; Omicron, 42% cleaved) (**Extended Data Fig. 5b**). These experiments also revealed that
115 Omicron S was inefficiently incorporated into virus particles compared to WT S (S to nucleocapsid
116 (N) ratio: 3.40 for WT virus, 1.91 for Omi-S, and 2.04 for Omicron) (**Extended Data Fig. 5a**).
117 Similarly, both Omi-S and Omicron produced smaller syncytia compared to the WT virus, an
118 observation that has previously been reported for Omicron^{20,26} (**Extended Data Fig. 5c**). Finally,
119 consistent with the published literature²⁵, Omi-S and Omicron demonstrated preference for
120 cathepsin-mediated entry, as reflected by their higher sensitivity to the cathepsin inhibitor E64d
121 (**Extended Data Fig. 6**).

122 We next compared replication kinetics of WT, Omi-S, and Omicron in lung epithelial cells,
123 which form a major viral replication site in patients with COVID-19^{27,28}. Accordingly, we employed
124 human induced pluripotent stem cell-derived lung alveolar type 2 epithelial (iAT2) cells. AT2 cells
125 represent an essential cell population in the distal lung and constitute one of the primary targets
126 of SARS-CoV-2 infection^{28,29}. We infected iAT2 cells, grown as an air-liquid interface (ALI) culture,
127 at an MOI of 2.5 and monitored the secretion of viral progeny on the apical side of cells at 48 hpi
128 and 96 hpi. In congruence with the results obtained from cell lines, WT virus produced the highest
129 levels of infectious virus particles (**Fig. 1h**). Among the Omi-S and Omicron, the former yielded
130 ~5-fold ($p = 0.0008$) higher infectious viral titer at 48 hpi. The viral titers for WT and Omi-S
131 decreased at 96 hpi compared to 48 hpi due to the cytopathic effect (CPE) of infection. However,
132 no CPE was seen for Omicron, leading to sustained production of infectious virions. Overall, these
133 results corroborate the conclusion that mutations in S do not fully account for the attenuated
134 replication capacity of Omicron in cell culture.

135 **Spike has a minimal role in Omicron pathogenicity in mice**

136 To examine if Omi-S exhibits higher *in vivo* fitness compared with Omicron, we investigated
137 the infection outcome of Omi-S relative to WT SARS-CoV-2 and Omicron in K18-hACE2 mice. In
138 agreement with the published literature^{4,30}, intranasal inoculation of mice (aged 12-20 weeks) with
139 Omicron (10^4 PFU per animal) caused no significant weight loss, whereas inoculation with WT
140 virus triggered a rapid decrease in body weight with all animals losing over 20% of their initial
141 body weight by 8 days post-infection (dpi) (**Fig. 2a**). Importantly, 80% of animals infected with
142 Omi-S also lost over 20% of their body weight by 9 dpi (**Fig. 2a and Extended Data Fig. 7a**). The
143 evaluation of clinical scores (a cumulative measure of weight loss, abnormal respiration, aberrant
144 appearance, reduced responsiveness, and altered behavior) also revealed a similar pattern; while
145 Omicron-infected mice displayed little to no signs of clinical illness, the health of those infected
146 with WT and Omi-S rapidly deteriorated, with the former inflicting a more severe disease ($p =$
147 0.0102) (**Fig. 2b and Extended Data Fig. 7b**). Since SARS-CoV-2 causes fatal infection in K18-
148 hACE2 mice⁴, we leveraged this observation to compare the animal survival after viral infection.
149 Agreeing with the results of body-weight loss and clinical score, WT and Omi-S caused mortality
150 rates of 100% (6/6) and 80% (8/10), respectively. In contrast, all animals infected with Omicron
151 survived (**Fig. 2c**). These findings, which are consistent with a recent publication³¹, indicate that
152 the S protein is not the exclusive determinant of Omicron's pathogenicity in K18-hACE2 mice.

153 Next, we compared the propagation of Omi-S with Omicron and WT SARS-CoV-2 in the
154 lungs and nasal turbinates of K18-hACE2 mice. The mice (12-20 weeks old) were intranasally
155 challenged with 10^4 PFU (7 mice per virus), and viral titers in mice lungs were measured at 2 and
156 4 dpi. Consistent with *in vitro* findings, the infectious virus titer in the lungs of WT-infected mice
157 was higher than that detected in mice infected with other two viruses (**Fig. 2d**). Notably however,
158 Omi-S-infected mice produced 30-fold ($p = 0.0286$) more infectious virus particles compared with

159 Omicron-infected mice at 2 dpi. The titer decreased at 4 dpi for WT- and Omi-S-infected mice, yet
160 it showed an increasing trend for Omicron-infected animals, pointing to the possibility of mild but
161 persistent infection by Omicron in K18-hACE2 mice. All three variants recovered from the lungs
162 of mice maintained the same plaque size phenotype as the original inoculum, indicating that
163 replication in mice had no detectable effect on genotypes of these viruses (data not shown).

164 To evaluate the viral pathogenicity in lungs and nasal turbinates of K18-hACE2 mice, we
165 performed histopathological analysis of these tissues at 2 dpi. As previously reported^{4,32}, an
166 extensive near-diffused immunoreactivity of the SARS-CoV-2 N protein was detected in lung
167 alveoli of mice infected with WT virus (**Fig. 2e**). In contrast, Omi-S and Omicron infection produced
168 localized foci of alveolar staining with fewer foci for Omicron compared with Omi-S. The most
169 striking phenotype was seen in bronchiolar epithelium, where Omi-S caused pronounced,
170 routinely circumferential infection, with around 10-15% of bronchioles being positive for viral N
171 protein at 2 dpi, whereas only 3-5% of bronchioles were N-positive for Omicron (**Fig. 2f**). WT virus
172 infected around 1% of bronchioles and in all cases only included a single isolated epithelial cell
173 per bronchiole. Further, bronchiolar infection was associated with epithelial necrosis in Omi-S-
174 infected mice, as determined through serial hematoxylin and eosin (H&E) section analysis,
175 whereas no histological evidence of airway injury was observed in Omicron- or WT-infected mice
176 (**Extended Data Fig. 8a,b**). The nasal turbinates of mice inoculated with WT and Omi-S viruses
177 both contained abundant SARS-CoV-2-positive cells affiliated with overt cytopathic effects,
178 whereas Omicron produced rare, sporadic positive cells, with no apparent signs of epithelial injury
179 (**Extended Data Fig. 8c**). Overall, these findings suggest that replication of Omicron in the mice
180 respiratory tract is substantially attenuated compared to Omi-S, supporting our conclusion that
181 mutations in S are only partially responsible for the attenuated pathogenicity of Omicron.

182 **Mutations in S and nsp6 define Omicron attenuation**

183 In addition to the S protein, Omicron has amino acid changes in non-structural protein 3
184 (nsp3), nsp4, nsp5, nsp6, nsp14, envelope (E), membrane (M), and N proteins, when compared
185 with WT virus (**Extended Data Fig. 9a**). To identify non-spike protein(s) involved in Omicron
186 attenuation, we generated a large panel of fluorescently labeled chimeric viruses, each containing
187 Omicron S in combination with one non-spike protein of Omicron, while the remaining proteins
188 were from WT virus (**Extended Data Fig. 9b**). Interestingly, when we combined Omicron S with
189 Omicron nsp6 (Omi-S/nsp6), we observed a strong decrease in viral replication, with infection
190 kinetics mimicking those of Omicron in cell culture (**Fig. 3a-d**); no such decrease was seen for
191 other chimeric viruses. Poor replication efficiency of Omi-S/nsp6 was also corroborated by our
192 finding that both Omi-S/nsp6 and Omicron took almost 5-6 days to recover by CPER, whereas all
193 other variants were recovered in 2 days (data not shown). Finally, like Omicron, Omi-S/nsp6 was
194 clearly outcompeted by Omi-S in a direct competition assay (**Fig. 3e**).

195 In lungs of K18-hACE2 mice, while Omi-S caused extensive bronchiolar infection and
196 injury, both Omicron and Omi-S/nsp6 showed decreased infection with no evidence of epithelial
197 damage (**Fig. 3f**). Consistent with these findings, lungs of Omi-S/nsp6-infected mice produced
198 viral titers equivalent to those seen for rOmicron and Omicron isolate (**Fig. 3g**). Finally, 71% of
199 mice infected with Omi-S/nsp6 survived (**Fig. 3h**), which contrasted with only 20% survival
200 observed in mice infected with Omi-S (**Fig. 2c**). Overall, these results indicate that mutations in S
201 and nsp6 are sufficient to define Omicron's attenuated pathogenicity. These observations support
202 and further extend the findings of a recent study showing that mutations in the 5'UTR-nsp12
203 region, in which nsp6 resides, contribute to Omicron's attenuation in K18-hACE2 mice³¹.

204 **Spike RBM drives Omicron's vaccine escape**

205 A large body of literature has demonstrated extensive escape of Omicron from vaccine-
206 induced humoral immunity^{14,19}. To define S regions associated with the immune escape
207 phenotype of Omicron, we first compared the *in vitro* neutralization activity of sera from vaccinated
208 individuals against WT SARS-CoV-2 (USA-WA1/2020), Omi-S, and Omicron. Sera collected
209 within two months of the second dose of mRNA-1273 (Moderna mRNA vaccine; n = 12) or
210 BNT162b2 (Pfizer-BioNTech mRNA vaccine; n = 12) vaccine were included (**Extended Data**
211 **Table 1**). We performed a multicycle neutralization assay using a setting in which the virus and
212 neutralizing sera were present at all times, mimicking the situation in a seropositive individual. All
213 sera poorly neutralized Omicron, with 11.1-fold (range: 4.4- to 81.2-fold; $p < 0.0001$) lower half-
214 maximal neutralizing dilution (ND₅₀) for Omicron compared with WA1 (**Fig. 4a,b**). In fact, around
215 80% of samples failed to completely neutralize Omicron at the highest tested concentration
216 (**Extended Data Fig. 10**). Notably, Omi-S exhibited identical ND₅₀ values to Omicron (11.5-fold
217 lower than that of WA1; $p < 0.0001$) (**Fig. 4a,b**), suggesting that the Omicron S protein, when
218 incorporated into a WT virus, behaves the same way as in Omicron.

219 The SARS-CoV-2 S protein comprises two domains: the S1 domain, which interacts with
220 the ACE2 receptor, and the S2 domain, which is responsible for membrane fusion³³. Within the
221 S1 domain lie an N-terminal domain (NTD) and a receptor-binding domain (RBD), which harbors
222 the receptor-binding motif (RBM) that makes direct contact with the ACE2 receptor³⁴. The NTD of
223 Omicron S carries 11 amino acid changes, including 6 deletions and one three-amino acid-long
224 insertion, whereas the RBD harbors 15 mutations, 10 of which are concentrated in the RBM
225 (**Extended Data Fig. 1**). Both NTD and RBD host neutralizing epitopes³⁵⁻³⁸, but the RBD is
226 immunodominant and represents the primary target of the neutralizing activity present in SARS-
227 CoV-2 immune sera^{38,39}. To determine if the neutralization resistance phenotype of Omicron is

228 caused by mutations in a particular S domain, we generated two groups of chimeric viruses. The
229 first group comprised the WA1 virus carrying the NTD, RBD, or RBM of Omicron (**Fig. 4c**), and
230 the second group consisted of Omi-S virus bearing the NTD, RBD, or RBM of WA1 (**Fig. 4d**). The
231 neutralization assay showed that mutations in the RBM were the major cause of Omicron's
232 resistance to vaccine-induced humoral immunity: replacing the RBM of WA1 with that of Omicron
233 decreased ND₅₀ by 5.4-fold ($p < 0.0001$), and conversely, substituting the RBM of Omi-S with that
234 of WA1 increased ND₅₀ by 5.6-fold ($p = 0.0003$) (**Fig. 4c,d**). The fact that none of the RBM-swap
235 viruses achieved the difference of ~11-fold seen between WA1 and Omi-S suggests that
236 mutations in other parts of S also contribute to vaccine resistance.

237 To investigate if specific mutations in Omicron RBM drive vaccine escape, we generated
238 two additional panels of recombinant viruses, one with WA1 S carrying Omicron RBM mutations,
239 either singly or in combination (**Fig. 4e**), and the other with Omicron S lacking the same set of
240 mutations (**Fig. 4f**). Two WA1 mutants, mutant 3 (carrying E484A substitution) and mutant 4
241 (bearing a cluster of five substitutions Q493R, G496S, Q498R, N501Y, Y505H) exhibited a
242 moderate but statistically significant decrease of 1.4-fold ($p = 0.0002$) and 1.8-fold ($p = 0.0003$) in
243 ND₅₀ values, respectively, compared with WA1 (**Fig. 4e**). The opposite was observed when these
244 mutations were removed from Omicron S; the Omicron mutant 3 (lacking E484A substitution) and
245 mutant 4 (lacking Q493R, G496S, Q498R, N501Y, Y505H) had a 1.9-fold ($p = 0.0082$) and 3.1-
246 fold ($p = 0.0025$) higher ND₅₀ values compared with Omicron (**Fig. 4f**). Since none of the mutants
247 captured the overall phenotype of Omicron, we assume that the vaccine escape is a cumulative
248 effect of mutations distributed along the length of the S protein. It is possible that mutations alter
249 the conformation of Omicron S in such a manner that most of the immunodominant neutralizing
250 epitopes are disrupted and become unavailable for neutralization.

251 **DISCUSSION**

252 This study provides important insights into viral proteins that contribute to SARS-CoV-2
253 pathogenicity. We show that S, the single most mutated protein in Omicron, has an incomplete
254 role in Omicron attenuation. In cell-based infection assays, the Omi-S virus exhibits an
255 intermediate replication efficiency between the ancestral virus and Omicron. Similarly, in K18-
256 hACE2 mice, Omi-S contrasts with non-fatal Omicron and leads to 80% mortality; the ancestral
257 virus causes 100% mortality in these animals. Importantly, when we combined S mutations with
258 those in nsp6, the virus exhibited attenuated phenotype largely resembling that of Omicron,
259 indicating that these two proteins are major determinants of Omicron pathogenicity. Future studies
260 will decipher the mechanism(s) by which nsp6 mutations affect virus replication.

261 One potential limitation of our study is the use of K18-hACE2 mice for pathogenesis studies
262 instead of the primate models that have more similarities with humans⁴⁰. It should however be
263 noted that K18-hACE2 mice are a well-established model for investigating the lethal phenotype
264 of SARS-CoV-2^{4,32}. While these mice develop lung pathology following SARS-CoV-2 infection,
265 mortality has been associated with central nervous system involvement due to viral neuroinvasion
266 and dissemination^{32,41}. The fact that infection of K18-hACE2 mice with Omi-S, but not with
267 Omicron, elicits neurologic signs (e.g., hunched posture and lack of responsiveness) suggests
268 that the neuroinvasion property is preserved in Omi-S, probably due to its higher replication
269 efficiency, and that the determinants of this property lie outside of the S protein. These findings
270 are consistent with a recent hamster study showing that animals infected with Omi-S shed
271 significantly more virus and lost more weight than those infected with Omicron, suggesting that
272 mutations outside of S contribute to attenuated pathogenicity of Omicron⁴².

273 We found that while the ancestral virus mainly replicates in lung alveoli and causes only
274 rare infection of bronchioles in K18-hACE2 mice, both Omi-S and Omicron exhibit increased
275 propensity to replicate in bronchiolar epithelium, indicating that the S protein is accountable for
276 the changed tropism. The mechanism behind this switch is unknown, but it is possible that
277 Omicron S is more efficient than WT S in utilizing Cathepsin B/L^{25,43,44}, which form an active viral
278 entry pathway in bronchioles and other airway cells⁴⁵. In contrast, SARS-CoV-2 entry into alveolar
279 epithelial cells is mainly driven by TMPRSS2^{28,46}, which Omicron S is deficient in utilizing^{25,47},
280 leading to poor infection of these cells^{4,25,30,44}. These findings may explain the attenuated lung
281 pathology caused by Omicron.

282 Omicron nsp6 has two altered sites relative to the prototype SARS-CoV-2 Wuhan-Hu-1
283 isolate: a three-amino acid deletion (LSG, positions 105-107) and an I189V substitution
284 (**Extended Data Fig. 9**). Several functions of nsp6 in coronavirus replication have been described,
285 chief among them is the biogenesis of double membrane vesicles (DMVs), which represent the
286 site of viral RNA synthesis⁴⁸⁻⁵². A recent study showed that SARS-CoV-2 DMVs are mainly
287 generated by concerted action of three viral proteins, nsp3, nsp4, and nsp6; while nsp3 and nsp4
288 are sufficient for formation of DMVs, nsp6 connects these DMVs with endoplasmic reticulum (ER)
289 and channelizes the essential communication between these structures⁴⁸. Whether the
290 constellation of mutations in Omicron nsp6 affect the formation or functions of DMVs needs further
291 investigation. Nsp6 also activates NLR3-dependent cytokine production and pyroptosis in the
292 lungs of COVID-19 patients, serving as a key virulence factor⁴⁹. Interestingly, nsp6 variant
293 associated with asymptomatic COVID-19 exhibited a reduced ability to induce pyroptosis⁴⁹,
294 prompting speculation that mutations in Omicron nsp6 may also influence pyroptosis. Detailed
295 mechanistic studies will be required to dissect the effect of Omicron mutations on nsp6 functions.

296 It is currently unknown if mutations in S and nsp6 work in concert with each other to drive
297 Omicron attenuation. Given that Omicron S showed higher predilection for bronchioles, it is
298 possible that S is responsible for the altered viral tropism, whereas non-spike mutations, including
299 those in nsp6, are mere adaptation to the changed tissue environment. It is worth mentioning that
300 although nsp6 seems to be the major non-spike protein behind Omicron attenuation, the
301 contribution of other viral proteins cannot be completely ruled out. *In vitro* experiments for the role
302 of non-spike mutations were all carried out in ACE2/TMPRSS2/Caco-2 cells. Using other, more
303 immune-competent, cell types may reveal the effect of other non-spike mutations as well. Further,
304 our chimeric viruses contained Omicron S paired with only one non-spike protein at a time, which
305 limited long-range epistatic interactions between mutations in multiple viral proteins.

306 Our study shows that mutations in the RBM of Omicron S are the major determinants of
307 the viral escape from neutralizing antibodies, although mutations in other regions of S also
308 contribute. Within the RBM, we identify two hotspots of mutations, which impart on Omicron S the
309 ability to resist neutralization: one bearing the E484A substitution and the other harboring a cluster
310 of five substitutions, Q493R, G496S, Q498R, N501Y and Y505H. The E484A substitution has
311 been shown to escape neutralization by convalescent sera⁵³. Further, structural modeling
312 suggests that some therapeutic monoclonal antibodies establish highly stable salt bridges with
313 the E484 residue, entirely losing their binding when this residue is changed to A or upon Q493K
314 and Y505H changes⁵⁴. Similarly, mapping of RBM residues that directly interact with 49 known
315 neutralizing antibodies revealed N440, G446, S477, and T478 as low-frequently interactors,
316 N501, Y505, and Q498 as medium-frequency interactors, and E484 and Q493 as high-frequency
317 interactors⁵⁵, which is in line with our neutralization assay results. Interestingly, while antibody-
318 binding potential of Omicron S is impaired⁵⁶, its receptor-binding capacity is intact. In fact, the

319 Omicron RBD has higher affinity for ACE2 relative to the Wuhan-Hu-1 and Delta RBDs²⁵. This
320 indicates that mutations in Omicron S have evolved in such a manner that they hinder antibody
321 binding but preserve the receptor engagement. This opens up the possibility of targeting the
322 conserved and structurally constrained regions of S involved in ACE2 recognition for the design
323 of broad-spectrum vaccines to control the current COVID-19 pandemic.

324 MAIN REFERENCES

- 325 1 Liu, L. *et al.* Striking antibody evasion manifested by the Omicron variant of SARS-CoV-2.
326 *Nature*, doi:10.1038/s41586-021-04388-0 (2021).
- 327 2 Planas, D. *et al.* Considerable escape of SARS-CoV-2 Omicron to antibody neutralization.
328 *Nature*, doi:10.1038/s41586-021-04389-z (2021).
- 329 3 Schmidt, F. *et al.* Plasma Neutralization of the SARS-CoV-2 Omicron Variant. *N Engl J*
330 *Med* **386**, 599-601, doi:10.1056/NEJMc2119641 (2022).
- 331 4 Shuai, H. *et al.* Attenuated replication and pathogenicity of SARS-CoV-2 B.1.1.529
332 Omicron. *Nature*, doi:10.1038/s41586-022-04442-5 (2022).
- 333 5 Halfmann, P. J. *et al.* SARS-CoV-2 Omicron virus causes attenuated disease in mice and
334 hamsters. *Nature*, doi:10.1038/s41586-022-04441-6 (2022).
- 335 6 Lewnard, J. A. *et al.* Clinical outcomes associated with SARS-CoV-2 Omicron (B.1.1.529)
336 variant and BA.1/BA.1.1 or BA.2 subvariant infection in Southern California. *Nat Med* **28**,
337 1933-1943, doi:10.1038/s41591-022-01887-z (2022).
- 338 7 Wolter, N. *et al.* Early assessment of the clinical severity of the SARS-CoV-2 omicron
339 variant in South Africa: a data linkage study. *Lancet* **399**, 437-446, doi:10.1016/S0140-
340 6736(22)00017-4 (2022).
- 341 8 Ulloa, A. C., Buchan, S. A., Daneman, N. & Brown, K. A. Estimates of SARS-CoV-2
342 Omicron Variant Severity in Ontario, Canada. *JAMA* **327**, 1286-1288,
343 doi:10.1001/jama.2022.2274 (2022).
- 344 9 Uraki, R. *et al.* Characterization of SARS-CoV-2 Omicron BA.4 and BA.5 isolates in
345 rodents. *Nature*, doi:10.1038/s41586-022-05482-7 (2022).
- 346 10 Uraki, R. *et al.* Characterization and antiviral susceptibility of SARS-CoV-2 Omicron BA.2.
347 *Nature* **607**, 119-127, doi:10.1038/s41586-022-04856-1 (2022).
- 348 11 Dyer, O. Covid-19: Omicron is causing more infections but fewer hospital admissions than
349 delta, South African data show. *BMJ* **375**, n3104, doi:10.1136/bmj.n3104 (2021).
- 350 12 Sigal, A. Milder disease with Omicron: is it the virus or the pre-existing immunity? *Nat Rev*
351 *Immunol* **22**, 69-71, doi:10.1038/s41577-022-00678-4 (2022).
- 352 13 WHO. *Tracking SARS-CoV-2 variants*, <[https://www.who.int/en/activities/tracking-SARS-](https://www.who.int/en/activities/tracking-SARS-CoV-2-variants/)
353 [CoV-2-variants/](https://www.who.int/en/activities/tracking-SARS-CoV-2-variants/)> (2022).
- 354 14 Cele, S. *et al.* Omicron extensively but incompletely escapes Pfizer BNT162b2
355 neutralization. *Nature* **602**, 654-656, doi:10.1038/s41586-021-04387-1 (2022).

- 356 15 Gu, H. *et al.* Probable Transmission of SARS-CoV-2 Omicron Variant in Quarantine Hotel,
357 Hong Kong, China, November 2021. *Emerg Infect Dis* **28**, 460-462,
358 doi:10.3201/eid2802.212422 (2022).
- 359 16 Iuliano, A. D. *et al.* Trends in Disease Severity and Health Care Utilization During the Early
360 Omicron Variant Period Compared with Previous SARS-CoV-2 High Transmission Periods
361 - United States, December 2020-January 2022. *MMWR Morb Mortal Wkly Rep* **71**, 146-
362 152, doi:10.15585/mmwr.mm7104e4 (2022).
- 363 17 CDC. *COVID Data Tracker*, <[https://covid.cdc.gov/covid-data-tracker/#variant-](https://covid.cdc.gov/covid-data-tracker/#variant-proportions)
364 [proportions](https://covid.cdc.gov/covid-data-tracker/#variant-proportions)> (2022).
- 365 18 Taylor, L. Covid-19: Omicron drives weekly record high in global infections. *BMJ* **376**, o66,
366 doi:10.1136/bmj.o66 (2022).
- 367 19 Dejnirattisai, W. *et al.* SARS-CoV-2 Omicron-B.1.1.529 leads to widespread escape from
368 neutralizing antibody responses. *Cell* **185**, 467-484 e415, doi:10.1016/j.cell.2021.12.046
369 (2022).
- 370 20 Suzuki, R. *et al.* Attenuated fusogenicity and pathogenicity of SARS-CoV-2 Omicron
371 variant. *Nature*, doi:10.1038/s41586-022-04462-1 (2022).
- 372 21 Smyth, D. S. *et al.* Tracking cryptic SARS-CoV-2 lineages detected in NYC wastewater.
373 *Nat Commun* **13**, 635, doi:10.1038/s41467-022-28246-3 (2022).
- 374 22 Kirby, A. E. *et al.* Notes from the Field: Early Evidence of the SARS-CoV-2 B.1.1.529
375 (Omicron) Variant in Community Wastewater - United States, November-December 2021.
376 *MMWR Morb Mortal Wkly Rep* **71**, 103-105, doi:10.15585/mmwr.mm7103a5 (2022).
- 377 23 Herrmann, A. *et al.* Cloning of a Passage-Free SARS-CoV-2 Genome and Mutagenesis
378 Using Red Recombination. *Int J Mol Sci* **22**, doi:10.3390/ijms221910188 (2021).
- 379 24 Liu, G. & Gack, M. U. An Optimized Circular Polymerase Extension Reaction-based
380 Method for Functional Analysis of SARS-CoV-2. *BioRxiv*, doi:10.1101/2022.11.26.518005
381 (2022).
- 382 25 Meng, B. *et al.* Altered TMPRSS2 usage by SARS-CoV-2 Omicron impacts tropism and
383 fusogenicity. *Nature*, doi:10.1038/s41586-022-04474-x (2022).
- 384 26 Willett, B. J. *et al.* SARS-CoV-2 Omicron is an immune escape variant with an altered cell
385 entry pathway. *Nat Microbiol*, doi:10.1038/s41564-022-01143-7 (2022).
- 386 27 Martines, R. B. *et al.* Pathology and Pathogenesis of SARS-CoV-2 Associated with Fatal
387 Coronavirus Disease, United States. *Emerg Infect Dis* **26**, 2005-2015,
388 doi:10.3201/eid2609.202095 (2020).
- 389 28 Huang, J. *et al.* SARS-CoV-2 Infection of Pluripotent Stem Cell-Derived Human Lung
390 Alveolar Type 2 Cells Elicits a Rapid Epithelial-Intrinsic Inflammatory Response. *Cell Stem*
391 *Cell* **27**, 962-973 e967, doi:10.1016/j.stem.2020.09.013 (2020).
- 392 29 Múlay, A. *et al.* SARS-CoV-2 infection of primary human lung epithelium for COVID-19
393 modeling and drug discovery. *Cell Rep* **35**, 109055, doi:10.1016/j.celrep.2021.109055
394 (2021).
- 395 30 Halfmann, P. J. *et al.* SARS-CoV-2 Omicron virus causes attenuated disease in mice and
396 hamsters. *Nature*, doi:10.1038/s41586-022-04441-6 (2022).
- 397 31 Liu, S., Selvaraj, P., Sangare, K., Luan, B. & Wang, T. T. Spike protein-independent
398 attenuation of SARS-CoV-2 Omicron variant in laboratory mice. *Cell Rep* **40**, 111359,
399 doi:10.1016/j.celrep.2022.111359 (2022).
- 400 32 Mariano Carossino, D. K., Aoife K. O'Connell, Paige Montanaro, Anna E. Tseng, Hans P.
401 Gertje, Kyle A. Grosz, Maria Ericsson, Bertrand R. Huber, Susanna A. Kurnick, Saravanan

- 402 Subramaniam, Thomas A. Kirkland, Joel R. Walker, Kevin P. Francis, Alexander D. Klose,
403 Neal Paragas, Markus Bosmann, Mohsan Saeed, Udeni B. R. Balasuriya, Florian Douam,
404 Nicholas A. Crossland Fatal Neurodissemination and SARS-CoV-2 Tropism in K18-hACE2
405 Mice Is Only Partially Dependent on hACE2 Expression. *Viruses* **14** (2022).
- 406 33 Huang, Y., Yang, C., Xu, X. F., Xu, W. & Liu, S. W. Structural and functional properties of
407 SARS-CoV-2 spike protein: potential antiviral drug development for COVID-19. *Acta*
408 *Pharmacol Sin* **41**, 1141-1149, doi:10.1038/s41401-020-0485-4 (2020).
- 409 34 Lan, J. *et al.* Structure of the SARS-CoV-2 spike receptor-binding domain bound to the
410 ACE2 receptor. *Nature* **581**, 215-220, doi:10.1038/s41586-020-2180-5 (2020).
- 411 35 Chi, X. *et al.* A neutralizing human antibody binds to the N-terminal domain of the Spike
412 protein of SARS-CoV-2. *Science* **369**, 650-655, doi:10.1126/science.abc6952 (2020).
- 413 36 Voss, W. N. *et al.* Prevalent, protective, and convergent IgG recognition of SARS-CoV-2
414 non-RBD spike epitopes. *Science* **372**, 1108-1112, doi:10.1126/science.abg5268 (2021).
- 415 37 Premkumar, L. *et al.* The receptor binding domain of the viral spike protein is an
416 immunodominant and highly specific target of antibodies in SARS-CoV-2 patients. *Sci*
417 *Immunol* **5**, doi:10.1126/sciimmunol.abc8413 (2020).
- 418 38 Ju, B. *et al.* Human neutralizing antibodies elicited by SARS-CoV-2 infection. *Nature* **584**,
419 115-119, doi:10.1038/s41586-020-2380-z (2020).
- 420 39 Piccoli, L. *et al.* Mapping Neutralizing and Immunodominant Sites on the SARS-CoV-2
421 Spike Receptor-Binding Domain by Structure-Guided High-Resolution Serology. *Cell* **183**,
422 1024-1042 e1021, doi:10.1016/j.cell.2020.09.037 (2020).
- 423 40 Chang, M. C., Hild, S. & Grieder, F. Nonhuman primate models for SARS-CoV-2 research:
424 Consider alternatives to macaques. *Lab Anim (NY)* **50**, 113-114, doi:10.1038/s41684-021-
425 00755-6 (2021).
- 426 41 Kumari, P. *et al.* Neuroinvasion and Encephalitis Following Intranasal Inoculation of SARS-
427 CoV-2 in K18-hACE2 Mice. *Viruses* **13**, doi:10.3390/v13010132 (2021).
- 428 42 Thomas P. Peacock, J. C. B., Jie Zhou, Nazia Thakur, Ksenia Sukhova, Joseph Newman,
429 Ruthiran Kugathasan, Ada W.C. Yan, Wilhelm Furnon, Giuditta De Lorenzo, Vanessa M.
430 Cowton, Dorothee Reuss, Maya Moshe, Jessica L. Quantrill, Olivia K. Platt, Myrsini
431 Kaforou, Arvind H. Patel, Massimo Palmarini, Dalan Bailey, and Wendy S. Barclay. The
432 altered entry pathway and antigenic distance of the SARS-CoV-2 Omicron variant map to
433 separate domains of spike protein. *bioRxiv*, doi:10.1101/2021.12.31.474653 (2022).
- 434 43 Pranesh Padmanabhan, N. M. D. Evidence of increased Cathepsin B/L and decreased
435 TMPRSS2 usage for cell entry by the SARS-CoV-2 Omicron variant. *bioRxiv*,
436 doi:10.1101/2022.01.13.476267 (2022).
- 437 44 Hui, K. P. Y. *et al.* SARS-CoV-2 Omicron variant replication in human bronchus and lung
438 *ex vivo*. *Nature*, doi:10.1038/s41586-022-04479-6 (2022).
- 439 45 Thomas P. Peacock, J. C. B., Jie Zhou, Nazia Thakur, Joseph Newman, Ruthiran
440 Kugathasan, Ksenia Sukhova, Myrsini Kaforou, Dalan Bailey, Wendy S. Barclay. The
441 SARS-CoV-2 variant, Omicron, shows rapid replication in human primary nasal epithelial
442 cultures and efficiently uses the endosomal route of entry. *bioRxiv*,
443 doi:10.1101/2021.12.31.474653 (2022).
- 444 46 Grau-Exposito, J. *et al.* Evaluation of SARS-CoV-2 entry, inflammation and new
445 therapeutics in human lung tissue cells. *PLoS Pathog* **18**, e1010171,
446 doi:10.1371/journal.ppat.1010171 (2022).

- 447 47 Zhao, H. *et al.* SARS-CoV-2 Omicron variant shows less efficient replication and fusion
 448 activity when compared with Delta variant in TMPRSS2-expressed cells. *Emerg Microbes*
 449 *Infect* **11**, 277-283, doi:10.1080/22221751.2021.2023329 (2022).
- 450 48 Ricciardi, S. *et al.* The role of NSP6 in the biogenesis of the SARS-CoV-2 replication
 451 organelle. *Nature* **606**, 761-768, doi:10.1038/s41586-022-04835-6 (2022).
- 452 49 Sun, X. *et al.* SARS-CoV-2 non-structural protein 6 triggers NLRP3-dependent pyroptosis
 453 by targeting ATP6AP1. *Cell Death Differ* **29**, 1240-1254, doi:10.1038/s41418-021-00916-
 454 7 (2022).
- 455 50 Cottam, E. M., Whelband, M. C. & Wileman, T. Coronavirus NSP6 restricts
 456 autophagosome expansion. *Autophagy* **10**, 1426-1441, doi:10.4161/auto.29309 (2014).
- 457 51 Benvenuto, D. *et al.* Evolutionary analysis of SARS-CoV-2: how mutation of Non-Structural
 458 Protein 6 (NSP6) could affect viral autophagy. *J Infect* **81**, e24-e27,
 459 doi:10.1016/j.jinf.2020.03.058 (2020).
- 460 52 Gosert, R., Kanjanahaluethai, A., Egger, D., Bienz, K. & Baker, S. C. RNA replication of
 461 mouse hepatitis virus takes place at double-membrane vesicles. *J Virol* **76**, 3697-3708,
 462 doi:10.1128/jvi.76.8.3697-3708.2002 (2002).
- 463 53 Liu, Z. *et al.* Identification of SARS-CoV-2 spike mutations that attenuate monoclonal and
 464 serum antibody neutralization. *Cell Host Microbe* **29**, 477-488 e474,
 465 doi:10.1016/j.chom.2021.01.014 (2021).
- 466 54 Shah, M. & Woo, H. G. Omicron: A Heavily Mutated SARS-CoV-2 Variant Exhibits Stronger
 467 Binding to ACE2 and Potently Escapes Approved COVID-19 Therapeutic Antibodies. *Front*
 468 *Immunol* **12**, 830527, doi:10.3389/fimmu.2021.830527 (2021).
- 469 55 Ye, G., Liu, B. & Li, F. Cryo-EM structure of a SARS-CoV-2 omicron spike protein
 470 ectodomain. *Nat Commun* **13**, 1214, doi:10.1038/s41467-022-28882-9 (2022).
- 471 56 Carreno, J. M. *et al.* Activity of convalescent and vaccine serum against SARS-CoV-2
 472 Omicron. *Nature* **602**, 682-688, doi:10.1038/s41586-022-04399-5 (2022).

473

474 FIGURE LEGENDS

475 **Fig. 1: Effect of spike on *in vitro* growth kinetics of Omicron.** a, Schematic of viruses. S,
 476 spike; N, nucleocapsid. **b-e**, ACE2/TMPRSS2/Caco-2 and Vero E6 cells were infected at an MOI
 477 of 0.01, and the percentage of nucleocapsid (N)-positive cells (n = 6 replicates) (**b,c**) and the
 478 release of infectious particles (n = 3 replicates) (**d,e**) were determined by flow cytometry and the
 479 plaque assay, respectively. **f**, ACE2/TMPRSS2/Caco-2 were infected with virus mixtures at a 1:1
 480 ratio to obtain the final MOI of 0.005 for each virus. The cells were fixed at indicated times and
 481 subjected to flow cytometry. Left. Representative dot plot; right, fraction of uninfected, Omi-
 482 S/mCherry-infected, Omicron/mNeoGreen-infected, and doubly infected cells. Singly infected

483 cells were used for compensation. Error bars, mean \pm SD (n = 3 replicates). **g**, Plaque sizes. Left,
484 representative images of plaques on ACE2/TMPRSS2/Caco-2 cells. Right, diameter of plaques
485 is plotted as mean \pm SD of 20 plaques per virus. **h**, Human induced pluripotent stem cell-derived
486 alveolar type 2 epithelial cells were infected at an MOI of 2.5 for 48h or 96h. The apical side of
487 cells was washed with 1X PBS and the levels of infectious virus particle were measured by the
488 plaque assay. Error bars, mean \pm SD (n = 4 replicates). Experiments were repeated twice, with
489 each experimental repeat containing 3 (**b-g**) or 4 (**h**) replicates. *p* values were calculated by a
490 two-tailed, unpaired *t*-test with Welch's correction. **p* < 0.05, ***p* < 0.01, ****p* < 0.001, and *****p* <
491 0.0001; ns, not significant. The gating strategy for flow cytometry is shown in Supplementary Fig.
492 1.

493 **Fig. 2: Role of spike in Omicron pathogenicity.** **a-c**, Male and female K18-hACE2 mice (aged
494 12-20 weeks) were intranasally inoculated with 1×10^4 PFU of WT (n = 6 mice), Omi-S (n = 10
495 mice), or Omicron (n = 10 mice). Two independently generated virus stocks were used in this
496 experiment. The body weight (**a**), clinical score (**b**), and survival (**c**) were monitored daily for 14
497 days. Animals losing 20% of their initial body weight were euthanized. **d,e**, K18-hACE2 mice were
498 intranasally inoculated with 1×10^4 PFU of WT (n = 14 mice), Omi-S (n = 14 mice), and Omicron
499 (n = 14 mice). Lung samples of the infected mice were collected at 2 or 4 dpi to determine the
500 viral titer (n = 4 mice) (**d**) or for immunohistochemistry (IHC) detection of the N protein (n = 3 mice)
501 (**e**). In **e**, representative IHC images showing SARS-CoV-2 N (brown color) in alveoli (arrows) and
502 bronchioles (arrowheads) in mice lungs at 2 dpi are presented. (Scale bar = 100 μ m). **f**, The
503 percentage of N-positive bronchioles in the lungs of infected mice (n = 3 mice). Each dot
504 represents an infected animal. Statistical significance was determined using two-tailed, unpaired

505 *t*-test with Welch's correction (**a,b,d,f**) and log-rank (Mantel-Cox) test (**c**). **p* < 0.05, ***p* < 0.01, ****p*
506 < 0.001, and *****p* < 0.0001; ns, not significant.

507 **Fig. 3: Mutations in spike and nsp6 drive Omicron pathogenicity.** **a-d**, Replication kinetics of
508 indicated mNeonGreen reporter viruses in ACE2/TMPRSS2/Caco-2 cells (MOI=0.01) determined
509 by flow cytometry (n = 3 replicates) (**a,c**) and plaque assay (n = 3 replicates) (**b,d**). Experiments
510 were repeated twice. **e**, ACE2/TMPRSS2/Caco-2 cells were infected with virus mixtures at 1:1
511 ratio to obtain the final MOI of 0.005 for each virus. The cells were fixed at indicated times and
512 analyzed by flow cytometry. Fraction of uninfected, singly infected, and doubly infected cells is
513 shown. Singly infected cells were used for compensation. Individual data points are plotted along
514 with the mean ± SD (n = 3 replicates). The experiment was repeated twice. **f-h**, K18-hACE2 mice
515 were intranasally inoculated with 1 × 10⁴ PFU of viruses. Lung samples of infected mice were
516 collected at 2 dpi for immunohistochemistry (IHC) detection of the N protein (n = 3 mice) (**f**) or for
517 determination of viral titers (n = 4 mice) (**g**). In **f**, representative images of hematoxylin and eosin
518 (H&E) staining of N-positive bronchioles are shown in insets. Bronchiolar epithelial necrosis is
519 indicated with arrows. No evidence of necrosis was seen in bronchioles of mice infected with
520 Omicron or Omi-S/nsp6. (Scale bar = 100 μm). The right panel in **f** shows the percentage of N-
521 positive bronchioles in the lungs of infected mice. Each dot represents an infected animal. **h**,
522 Survival of infected animals monitored daily for 14 days. Animals losing 20% of their initial body
523 weight were euthanized. Statistical significance was determined using two-tailed, unpaired *t*-test
524 with Welch's correction (**a-g**) and log-rank (Mantel-Cox) test (**h**). **p* < 0.05, ***p* < 0.01, ****p* < 0.001,
525 and *****p* < 0.0001; ns, not significant.

526 **Fig. 4: Role of spike in immune resistance of Omicron.** **a**, ND₅₀ values for WA1, Omi-S, and
527 Omicron in sera from individuals who received two shots of Moderna (donor 1-12) or Pfizer (donor

528 13-24) vaccine (further details of sera are provided in Extended Data Table 1; individual curves
529 are shown in Extended Data Fig. 10). **b**, Trajectories of ND₅₀ values against WA1, Omi-S, and
530 Omicron (the data from a is plotted). Fold-change in ND₅₀ values is indicated (n = 24 serum
531 samples). **c,d,e,f**, Schematic of the chimeric (**left panels; c,d**) and mutant (**left panels; e,f**)
532 viruses. The amino acid numbering for WA1 mutants in e is based on the WA1 S sequence,
533 whereas the numbering for Omicron mutants in f is based on the Omicron S sequence. Six of the
534 24 sera (three from Moderna and three from Pfizer) were tested. Each serum sample is
535 represented by a dot of specific color. The data are plotted as fold-change of the parental virus.
536 **p* < 0.05, ***p* < 0.01, ****p* < 0.001, and *****p* < 0.0001; ns, not significant; two-tailed, unpaired *t* test
537 with Welch's correction.

538 **METHODS**

539 **Cells, antibodies, and plasmids**

540 The cell lines were incubated at 37°C and 5% CO₂ in a humidified incubator. Human
541 embryonic kidney HEK293T cells (ATCC; CRL-3216), human lung adenocarcinoma A549 cells
542 (ATCC; CCL-185), human colorectal adenocarcinoma Caco-2 cells (ATCC; HTB-37), and African
543 green monkey kidney Vero E6 cells were maintained in DMEM (Gibco; #11995-065) containing
544 10% FBS and 1X non-essential amino acids. Lentiviral delivery system was used to generate cells
545 stably expressing human ACE2 and TMPRSS2. Mycoplasma negative status of all cell lines was
546 confirmed.

547 Anti-SARS-CoV nucleocapsid (N) protein antibody (Rockland; #200-401-A50; 1:2000) was
548 used to detect the SARS-CoV-2 N protein by IF and western blot. Mouse anti-SARS-CoV-2 spike

549 antibody (GeneTex; #GTX632604; 1:1000), directed against the S2 subunit, was used for western
550 blot analysis of spike cleavage in virus particles and infected cells.

551 Plasmids encoding various fragments of the SARS-CoV-2 genome (Hu/DP/Kng/19-020
552 isolate) were a generous gift from Yoshiharu Matsuura⁵⁷. We replaced the spike gene in the
553 plasmid pCSII-SARS-CoV-2 F8⁵⁷ with the chemically synthesized Omicron spike gene and named
554 this plasmid pCSII-SARS-CoV-2 F8_Omicron. We replaced the open reading frame (ORF) 7 in
555 the plasmid pcDNA3.1-SARS-CoV-2 F9+10 with mNeonGreen or mCherry to obtain plasmids
556 pcDNA3.1-SARS-CoV-2 F9+10_mNG and pcDNA3.1-SARS-CoV-2 F9+10_mCherry,
557 respectively. The plasmids pMW-CoV-2-UTRlinker⁵⁷ and pGL-CPERlinker²⁴, both containing a
558 linker fragment comprising hepatitis delta virus ribozyme (HDVr), the bovine growth hormone
559 polyadenylation signal sequence (BGH-polyA), and cytomegalovirus (CMV) promoter have been
560 previously reported. The lentiviral vectors, pLOC_hACE2_PuroR and pLOC_hTMPRSS2_BlastR,
561 containing human ACE2 and TMPRSS2, respectively, have been described previously⁵⁸.

562 **Biocontainment**

563 All procedures were performed in a state-of-the-art biosafety level 3 (BSL3) facility at the
564 National Emerging Infectious Diseases Laboratories (NEIDL) of Boston University using biosafety
565 protocols approved by the Institutional Biosafety Committee (IBC). The experimental plans,
566 including the generation of recombinant chimeric viruses, were reviewed and approved by the
567 IBC, which comprises scientists, biosafety and compliance experts as well as local community
568 members. Furthermore, the research was approved by the Boston Public Health Commission. All
569 personnel received rigorous biosafety, biosecurity, and BSL3 training before participating in
570 experiments. Special personal protective equipment, including scrubs, disposable overalls, shoe
571 covers, double-layered gloves, and powered air-purifying respirators were used. Biosecurity

572 measures are built in the environment through building and security systems and are reinforced
573 through required training programs, standing meetings, and emergency exercises. The
574 researchers involved in working with chimeric viruses received at least two booster shots of the
575 SARS-CoV-2 mRNA vaccine before the study was started. Finally, all researchers were medically
576 cleared by the Boston University Research Occupational Health Program.

577 **Collection of serum samples**

578 Sera from individuals who received two doses of mRNA-1273 (Moderna) or BNT162b2
579 (Pfizer) vaccine were collected at Boston Medical Center at least two weeks after the final dose.
580 These individuals had no prior history of SARS-CoV-2 infection. Serum samples were collected
581 using protocols reviewed and approved by the Institutional Review Board at Boston Medical
582 Center. All methods were performed in accordance with relevant guidelines and regulations. The
583 participants provided electronic informed consent. De-identified samples were used in this
584 research. Additional information for serum samples is provided in Extended Data Table 1.

585 **Omicron stock preparation and titration**

586 The SARS-CoV-2 BA.1 Omicron virus stock was generated in ACE2/TMPRSS2/Caco-2
587 cells. Briefly, 5×10^5 cells, grown overnight in DMEM/10%FBS/1X NEAA in one well of a 6-well
588 plate, were inoculated with the collection medium in which the nasal swab from a SARS-CoV-2
589 patient was immersed. The swab material was obtained from the Department of Public Health,
590 Massachusetts, and it contained the sequence-verified Omicron virus (NCBI accession number:
591 OL719310). Twenty-four hours after infecting cells, the culture medium was replaced with 2 ml of
592 DMEM/2%FBS/1X NEAA and the cells were incubated for another 72h, at which point the CPE
593 became visible. The culture medium was harvested, passed through a 0.45 μ filter, and kept at -

594 80°C as a P0 virus stock. To generate a P1 stock, we infected 1×10^7 ACE2/TMPRSS2/Caco-2
595 cells, seeded the day before in a T175 flask, with the P0 virus at an MOI of 0.01. The next day,
596 the culture medium was changed to 25 ml of 2% FBS-containing medium. Three days later, when
597 the cells exhibited excessive CPE, the culture medium was harvested, passed through a 0.45μ
598 filter, and stored at -80°C as a P1 stock.

599 To titrate the virus stock, we seeded ACE2/TMPRSS2/Caco-2 cells into a 12-well plate at
600 a density of 2×10^5 cells per well. The next day, the cells were incubated with serial 10-fold
601 dilutions of the virus stock (250 μ l volume per well) for 1h at 37°C, overlaid with 1 ml per well of
602 medium containing 1:1 mixture of 2X DMEM/4% FBS and 1.2% Avicel (DuPont; RC-581), and
603 incubated at 37°C for another three days. To visualize the plaques, the cell monolayer was fixed
604 with 4% paraformaldehyde and stained with 0.1% crystal violet, with both fixation and staining
605 performed at room temperature for 30 minutes each. The number of plaques were counted and
606 the virus titer was calculated.

607 **Recombinant SARS-CoV-2 generation by CPER**

608 SARS-CoV-2 recombinant viruses were generated by using a recently described optimized
609 CPER protocol²⁴. Full-length SARS-CoV-2 cDNA cloned into a bacterial artificial chromosome
610 (BAC)²³ was employed to generate WT and Omi-S viruses. Briefly, the BAC was amplified into
611 eight overlapping fragments (F1, F2, F3, F4, F5, F6, F7, and F9) covering the whole SARS-CoV-
612 2 genome. The pCSII-SARS-CoV-2 F8 (containing a D614G substitution) and pCSII-SARS-CoV-
613 2 F8_Omicron plasmids, which were used to generate S mutants, served as templates for
614 amplification of fragment 8 (F8). The UTR linker plasmids pMW-CoV-2-UTRlinker⁵⁷ or pGL-
615 CPERlinker²⁴ were used as a template to amplify the linker sequence. The 5' termini of all ten
616 DNA fragments (F1-F9 and the linker) were phosphorylated by using T4 PNK (NEB; #M0201).

617 The CPER reaction containing equimolar amounts (0.05 pmol) of each fragment was carried out
618 with PrimeStar GXL DNA polymerase (Takara Bio; #R050A) as previously described²⁴. The nicks
619 in the circular product were sealed by using HiFi Taq DNA ligase (NEB; #M0647S).

620 To generate chimeric viruses containing a combination of Omicron S and non-spike
621 proteins (Omi-S/nsp3, Omi-S/nsp4, Omi-S/nsp5, Omi-S/nsp6, Omi-S/nsp14, Omi-S/E, Omi-S/M,
622 and Omi-S/N), we used SARS-CoV-2 plasmids described in Torii S et al. as templates, generously
623 provided by Dr. Yoshiharu Matsuura⁵⁷. These plasmids contained SARS-CoV-2 sequences
624 derived from the SARS-CoV-2/Hu/DP/Kng/19-020 strain. We introduced mutations into these
625 plasmids using the standard DNA recombination technology. Our chimeric viruses also contained
626 P323L substitution in nsp12. Plasmid sequences were confirmed by Sanger method.

627 To transfect cells with the CPER product, we seeded ACE2/TMPRSS2/Caco-2 cells into a
628 6-well plate at a density of 5×10^5 cells per well. The transfection mix was prepared by mixing 26
629 μ l of the original 52 μ l CPER reaction volume with 250 μ l of Opti-MEM (Thermo Fisher Scientific;
630 #31985070) and 6 μ l of TransIT-X2 Dynamic Delivery System (Mirus Bio; #MIR 6000). Following
631 incubation at room temperature for 25 min, the transfection mix was added to the cells. The next
632 day, the culture medium was replaced with fresh DMEM containing 2% FBS. The CPE became
633 visible in 3-4 days, at which point the culture medium was collected and stored as a P0 virus
634 stock. The P0 stock was used for experiments described in this manuscript. The sequence of
635 CPER-generated viruses was confirmed by next generation sequencing.

636 **SARS-CoV-2 whole viral sequencing and genome assembly**

637 cDNA synthesis was performed using Superscript IV reverse transcriptase (Invitrogen,
638 Waltham, MA, USA). Whole viral amplification was performed using NEB Varskip protocol using
639 multiplexed primer pools designed with Primal Scheme generating 400-bp tiling amplicons. PCR

640 products from the Varskip protocol were pooled together and Illumina library construction was
641 performed using the Nextera XT Library Prep Kit (Illumina, San Diego, CA, USA). Deep
642 sequencing data analysis was carried out using the Stanford Coronavirus Antiviral & Resistance
643 Database (CoV-RDB) platform⁵⁹. Input FASTQ sequence alignment with Wuhan-Hu-1 reference
644 was done using MiniMap2 version 2.22 in CodFreq pipeline (<https://github.com/hivdb/codfreq>).
645 The output of MiniMap2, an aligned SAM file, was converted to a CodFreq file by an in-house
646 written Python script using a PySam library (version: 0.18.0) and further analyzed with the CoVDB.
647 SARS-CoV-2 variant calling was done using CoVDB Scorpio call v.1.2.123 (<https://pangolin.cog-uk.io/>)⁶⁰ and Nextclade v.1.13.2 (<https://clades.nextstrain.org/>)⁶¹. PCR and sequencing run were
648 performed once with the appropriate positive and negative controls.
649

650 **SARS-CoV-2 neutralization assay**

651 For neutralization assays, initial 1:10 dilutions of plasma, obtained from individuals
652 who received two shots of either Moderna or Pfizer mRNA-based SARS-CoV-2 vaccine, were
653 five-fold serial diluted in Opti-MEM over seven or eight dilutions. These plasma dilutions were
654 then mixed at a 1:1 ratio with 1.25×10^4 infectious units of SARS-CoV-2 and incubated for 1h at
655 37°C. Thereafter, 100 μ l of this mixture was directly applied to ACE2/A549 cells seeded the
656 previous day in poly-L-lysine-coated 96-well plates at a density of 2.5×10^4 cells per well in 100
657 μ l volume. Thus, the final starting dilution of plasma was 1:20 and the final MOI was 0.5. The cells
658 were incubated at 37°C for 24h, after which they were fixed and stained with an anti-nucleocapsid
659 antibody. When PBS instead of plasma was used as a negative control, these infection conditions
660 resulted in around 40-50% infected cells at 24 hpi.

661 **Generation and infection of iAT2 cells**

662 The detailed protocol for generation of human iPSC-derived alveolar epithelial type II cells
663 (iAT2s) has been published in our recent papers^{28,62}. The air-liquid interface (ALI) cultures were
664 established by preparing single cell suspensions of iAT2 3D sphere cultures grown in Matrigel.
665 Briefly, Matrigel droplets containing iAT2 spheres were dissolved in 2 mg/ml dispase (Sigma) and
666 the spheres were dissociated in 0.05% trypsin (GIBCO) to generate a single-cell suspension. 6.5
667 mm Transwell inserts (Corning) were coated with dilute Matrigel (Corning) in accordance with the
668 manufacturer's protocol. Single-cell iAT2s were plated on Transwells at a density of 520,000
669 cells/cm² in 100 μ l of CK+DCI medium containing 10 μ M of rho-associated kinase inhibitor ("Y";
670 Sigma Y-27632). 600 μ l of this medium was added to the basolateral compartment. 24h after
671 plating, the basolateral medium was changed with fresh CK+DCI+Y medium. 48h after plating,
672 the apical medium was aspirated to initiate ALI culture. 72h after plating, basolateral medium was
673 replaced with CK+DCI medium to remove the rho-associated kinase inhibitor. Basolateral medium
674 was changed every two days thereafter. The detailed composition of CK+DCI medium is provided
675 in our previous publications^{28,62}.

676 iAT2 cells in ALI cultures were infected with purified SARS-CoV-2 stock at an MOI of 2.5
677 based on the titration done on ACE2/TMPRSS2/Caco-2 cells. For infection, 100 μ l of inoculum
678 prepared in 1X PBS (or mock-infected with PBS-only) was added to the apical chamber of each
679 Transwell and incubated for 2h at 37°C followed by the removal of the inoculum and washing of
680 the apical side three times with 1X PBS (100 μ l/wash). The cells were incubated for two or four
681 days, after which the newly released virus particles on the apical side were collected by adding
682 100 μ l of 1X PBS twice to the apical chamber and incubating at 37°C for 15 min. The number of
683 infectious virus particles in the apical washes were measured by the plaque assay on
684 ACE2/TMPRSS2/Caco-2 cells. For flow cytometry, iAT2 cells were detached by adding 0.2 ml

685 Accutase (Sigma; #A6964) apically and incubated at room temperature for 15 min. The detached
686 cells were pelleted by low-speed centrifugation, fixed in 10% formalin, and stained with anti-
687 SARS-CoV-2 N antibody.

688 **Detection of spike incorporation and cleavage in SARS-CoV-2 particles**

689 The culture medium of ACE2/TMPRSS2/Caco-2 cells transfected with the CPER product
690 was collected and passed through 0.22 μm filters. The SARS-CoV-2 particles were pelleted down
691 by mixing an equal volume of the culture medium with 20% PEG6000 in PBS followed by overnight
692 incubation at 4°C. The mixture was centrifuged at 12,000g for 30 min at 4°C, and the pellet was
693 resuspended in 1X SDS sample buffer. The protein concentration was measured by the BCA
694 assay using Pierce BCA Protein Assay kit (ThermoFisher Scientific; #23225). Equal amounts of
695 protein were resolved on 4-12% SDS page. Spike was detected with mouse anti-SARS-CoV-2
696 spike antibody (GeneTex; #GTX632604; 1:1000) and IRDye 800CW donkey anti-mouse IgG
697 secondary antibody (LI-COR Biosciences; #926-32212; 1:5000). The bands were visualized by
698 scanning the membrane with the LiCor CLx infrared scanner. The open-source package, ImageJ
699 (version 1.53a), was used to measure the intensity of protein bands.

700 **Flow cytometry**

701 For flow cytometry, fixed cells were permeabilized in 1x permeabilization buffer
702 (ThermoFisher Scientific; #00-5523-00) and stained with SARS-CoV-2 nucleocapsid antibody
703 (Rockland; #200-401-A50, 1:1,000), followed by donkey anti-rabbit IgG-AF647 secondary
704 antibody (ThermoFisher Scientific; #A-31573). Cells infected with fluorescent reporter viruses
705 were fixed and analyzed without staining. Gating was based on uninfected, stained control cells.
706 The extent of staining was quantified using a BD LSR II flow cytometer (BD Biosciences, CA),

707 and the data were analyzed with FlowJo v10.6.2 (FlowJo, Tree Star Inc). The gating strategy for
708 flow cytometry is shown in Supplementary Fig. 1.

709 **Immunofluorescence**

710 Immunofluorescence was performed as described in our previous publication⁵⁸. Briefly,
711 virus-infected cells were fixed in 4% paraformaldehyde and permeabilized in a buffer containing
712 0.1% Triton X-100 prepared in PBS. Following blocking in a buffer containing 0.1% Triton X-100,
713 10% goat serum, and 1% BSA, the cells were incubated overnight at 4°C with anti-SARS-CoV
714 Nucleocapsid antibody (1:2,000 dilution). The cells were then stained with Alexa Fluor 568-
715 conjugated goat anti-rabbit secondary antibody (1:1000 dilution) (Invitrogen; #A11008) in the dark
716 at room temperature for 1h and counterstained with DAPI. Images were captured using the
717 ImageXpress Micro Confocal (IXM-C) High-Content Imaging system (Molecular Devices) with a
718 4x S Fluor objective lens at a resolution of 1.7 micron/pixel in the DAPI (excitation: 400 nm/40 nm,
719 emission: 447 nm/60 nm) and TexasRed (excitation: 570nm/80nm, emission: 624nm/40nm)
720 channels. Both channels were used to establish their respective laser autofocus offsets. The
721 images were analyzed using MetaXpress High Content Image Acquisition and Analysis software
722 (Molecular Devices). First, the images were segmented using the CellScoring module. The
723 objects between 7 and 20 microns in diameter and greater than 1800 gray level units in intensity
724 were identified and classified as nuclei. Positive cells were taken as nuclei having TexasRed
725 signal of 1500 gray level units or above within 10 to 20 microns of each nucleus. The remaining
726 objects were set to negative cells. From these objects, the following readouts were measured and
727 used for downstream analysis: Total number of positive and negative cells, total area of positive
728 cells, and integrated intensity in the TexasRed channel for positive cells. To calculate the 50%

729 neutralizing dilution (ND₅₀), we performed a non-linear regression curve fit analysis using Prism 9
730 software (GraphPad).

731 **Mice maintenance and approvals**

732 Mice were maintained in a facility accredited by the Association for the Assessment and
733 Accreditation of Laboratory Animal Care (AAALAC). Animal studies were performed following the
734 recommendations in the Guide for the Care and Use of Laboratory Animals of the National
735 Institutes of Health. The protocols were approved by the Boston University Institutional Animal
736 Care and Use Committee (IACUC). Heterozygous K18-hACE2 C57BL/6J mice (Strain 2B6.Cg-
737 Tg(K18-ACE2)2PrImn/J) were purchased from the Jackson Laboratory (Jax, Bar Harbor, ME).
738 Animals were housed in groups of 4-5 in ventilated cages (Tecniplast, Buguggiate, Italy) and
739 maintained on a 12:12 light cycle at 30-70% humidity, 68F temperature, ad libitum water, and ad
740 libitum standard chow diet (LabDiet, St. Louis, MO).

741 **Mice infection**

742 Male and female K18-hACE2 mice (12-20 weeks old) were inoculated intranasally with 10⁴
743 PFU of SARS-CoV-2 in 50 µl of sterile 1X PBS. The inoculations were performed under 1-3%
744 isoflurane anesthesia. *In vivo* experiments were not blinded, and animals were randomly assigned
745 to infection groups. No a priori sample size calculation was performed. Instead, samples sizes
746 were determined based on our previous animal work. 26 mice (6 for WT, 10 for Omi-S, and 10 for
747 Omicron) were enrolled in a 14-day survival study, and another 42 mice (14 for each of the WT,
748 Omi-S, and Omicron viruses) were used for virological and histological analysis of infected lungs.
749 During the survival study, the animals were monitored for body weight, respiration, general
750 appearance, responsiveness, and neurologic signs. An IACUC-approved clinical scoring system

751 was used to monitor disease progression and define humane endpoints. The score of 1 was given
752 for each of the following situations: body weight, 10-19% loss; respiration, rapid and shallow with
753 increased effort; appearance, ruffled fur and/or hunched posture; responsiveness, low to
754 moderate unresponsiveness; and neurologic signs, tremors. The sum of these individual scores
755 constituted the final clinical score. Animals were considered moribund and humanly euthanized
756 in case of weight loss greater than or equal to 20%, or if they received a clinical score of 4 or
757 above for two consecutive days. Body weight and clinical score were recorded once per day for
758 the duration of the study. For the purpose of survival curves, animals euthanized on a given day
759 were counted dead the day after. Animals found dead in cage were counted dead on the same
760 day. For euthanization, an overdose of ketamine was administered followed by a secondary
761 method of euthanization.

762 For quantification of SARS-CoV-2 infectious particles in lungs by the plaque assay, lung
763 tissues were collected in 600 μ l of RNAlater stabilization solution (ThermoFisher Scientific;
764 #AM7021) and stored at -80°C until analysis. 20-40 mg of tissue was placed in a tube containing
765 600 μ l of OptiMEM and a 5 mm stainless steel bead (Qiagen; #69989) and homogenized in the
766 Qiagen TissueLyser II by two dissociation cycles (1,800 oscillations/minute for 2 minutes) with a
767 one-minute interval between cycles. The homogenate was centrifuged at $15,000g$ for 10 minutes
768 at room temperature and the supernatant was transferred to a new tube. Ten-fold serial dilutions
769 of this supernatant were used for the plaque assay on ACE2/TMPRSS2/Caco-2 cells, as
770 described above.

771 For IHC and histologic analysis, the insufflated whole lung tissues were inactivated in 10%
772 neutral buffered formalin at a 20:1 fixative to tissue ratio for a minimum of 72h before removal

773 from BSL3 in accordance with an approved IBC protocol. Tissues were subsequently processed,
774 embedded in paraffin and five-micron sections stained with hematoxylin and eosin (H&E) following
775 standard histological procedures. IHC was performed using a Ventana BenchMark Discovery
776 Ultra autostainer (Roche Diagnostics, USA). An anti-SARS-CoV-2 S antibody (Cell Signaling
777 technologies: clone E5S3V) or anti-SARS-CoV-2 N antibody (Cell Signaling technologies: clone
778 1C7C7) that showed equivalent immunoreactivity against WT and Omicron proteins was used to
779 identify virus-infected cells. For the SARS-CoV-2 N antibody, given its mouse origin, an additional
780 rabbit anti-mouse anti-Ig1 + Ig2a + IgG3 antibody (Abcam; #133469) was used to prevent non-
781 specific binding. A HRP conjugated goat anti-rabbit IgG polymer detection was then used to detect
782 the viral specific antibodies (Vector Laboratories, USA: MP-7451) and finally developed using 3,
783 3'-Diaminobenzidine (DAB) chromogen and counterstained with hematoxylin. Negative and
784 positive controls for IHC included blocks of uninfected and SARS-CoV-2-infected Vero E6 cells,
785 respectively.

786 For quantification of N protein in the nasal turbinate epithelium, digitalized whole slide
787 scans were analyzed using the image analysis software HALO (Indica Labs, Inc., Corrales, NM,
788 USA). The respiratory epithelium was manually annotated to create a layer for downstream
789 analysis. Area quantification (AQ) was performed to determine percentages of SARS-CoV-2
790 Nucleoprotein in the annotated layer, which generated percentage of immunoreactivity output.

791 **DATA AVAILABILITY**

792 All data supporting the conclusions of this study are reported in the paper. The raw data
793 are available from the corresponding author with no restrictions upon reasonable request.

794 **CODE AVAILABILITY**

795 No code was used for data acquisition in this study.

796 ADDITIONAL REFERENCES

- 797
798 57 Torii, S. *et al.* Establishment of a reverse genetics system for SARS-CoV-2 using circular
799 polymerase extension reaction. *Cell Rep* **35**, 109014, doi:10.1016/j.celrep.2021.109014
800 (2021).
- 801 58 Chen, D. Y. *et al.* SARS-CoV-2 Disrupts Proximal Elements in the JAK-STAT Pathway. *J*
802 *Virology* **95**, e0086221, doi:10.1128/JVI.00862-21 (2021).
- 803 59 Tzou, P. L., Tao, K., Pond, S. L. K. & Shafer, R. W. Coronavirus Resistance Database
804 (CoV-RDB): SARS-CoV-2 susceptibility to monoclonal antibodies, convalescent plasma,
805 and plasma from vaccinated persons. *PLoS One* **17**, e0261045,
806 doi:10.1371/journal.pone.0261045 (2022).
- 807 60 Rambaut, A. *et al.* A dynamic nomenclature proposal for SARS-CoV-2 lineages to assist
808 genomic epidemiology. *Nat Microbiol* **5**, 1403-1407, doi:10.1038/s41564-020-0770-5
809 (2020).
- 810 61 Aksamentov I, R. C., Hodcroft E, Neher R. Nextclade: clade assignment, mutation calling
811 and quality control for viral genomes. *Journal of Open Source Software*,
812 doi:10.21105/joss.03773 (2021).
- 813 62 Jacob, A. *et al.* Derivation of self-renewing lung alveolar epithelial type II cells from human
814 pluripotent stem cells. *Nat Protoc* **14**, 3303-3332, doi:10.1038/s41596-019-0220-0 (2019).
815

816 ACKNOWLEDGEMENT

817 We thank Dr. Yoshiharu Matsuura from Osaka University, Japan, for providing plasmids
818 carrying fragments of the SARS-CoV-2 genome and the linker plasmid pMW-CoV-2-UTRlinker;
819 the Department of Public Health, Massachusetts, for providing the clinical specimen containing
820 Omicron virus; and the ICCB-Longwood Screening Facility of Harvard Medical School for
821 assistance with IF image acquisition and analysis. This work was supported by Boston University
822 startup funds (to MS and FD); NIH S10 Shared Instrumentation Grants, S10-OD026983 and
823 SS10-OD030269 (to NAC); Peter Paul Career Development Award (to FD); and BMBF
824 SenseCoV2 01KI20172A, DFG Fokus COVID-19, EN 423/7-1, and coronavirus research grants
825 by the Bavarian State Ministry of Science and the Arts and Bavarian State Ministry of Health Bay-
826 VOC (to AE). We thank the Evans Center for Interdisciplinary Biomedical Research at Boston

827 University School of Medicine for their support of the Affinity Research Collaborative on
828 'Respiratory Viruses: A Focus on COVID-19'.

829 **AUTHOR CONTRIBUTIONS**

830 M.S. conceptualized the study. DYC, CVC, DK, AHT, SA, NK, HLC, FD, and MS performed
831 experiments. GL and MUG established and provided the modified CPER system. NAC, HPG, and
832 AKO performed histopathologic and IHC analysis of mouse lungs. RNK generated the 3D image
833 of spike. MCC and JZL performed sequencing analyses of recombinant viruses. DNK provided
834 iPSC-derived alveolospheres. SCB and MB provided scientific input. AH and AE provided BAC
835 harboring the SARS-CoV-2 genome. JHC provided the Omicron isolate. YK provided plasma
836 samples. MS wrote the manuscript, which was read, edited, and approved by all authors.

837 **COMPETING INTERESTS**

838 RNK is an inventor on U.S. patent 10,960,070B2 entitled, "Prefusion coronavirus spike
839 proteins and their use". MS is an inventor on a pending patent entitled, "Immunogenic
840 compositions and use thereof" (USSN: 17/463,429). YK received unrelated funding from Abbott
841 Laboratories to assess the durability of SARS-CoV-2 antibodies for healthcare workers. MB
842 received funds from ARCA Biopharma for unrelated COVID-19 research. FD received funding
843 from Moderna, Flagship Pioneering, and ARCA Biopharma for unrelated research. The remaining
844 authors declare no competing interests.

845

846 **EXTENDED DATA FIGURES**

847 **Extended Data Fig. 1: Schematic overview of mutations in Omicron S.** Top panel shows
848 amino acid changes in Omicron S compared to the SARS-CoV-2 Wuhan-Hu-1 isolate (NCBI

849 accession number: NC_045512). Numbering is based on Wuhan-Hu-1 sequence. Mutations not
850 reported in previous variants of concern are shown in red. NTD, N-terminal domain; RBD,
851 receptor-binding domain; RBM, receptor-binding motif. Bottom panel shows location of Omicron
852 changes on the trimeric S protein. Domains are colored similarly in both panels.

853 **Extended Data Fig. 2: Generating Recombinant SARS-CoV-2 by CPER.** **a**, Schematic of
854 recombinant SARS-CoV-2 generated by CPER (created with BioRender.com). S, spike; N,
855 nucleocapsid. **b**, CPER protocol used in this study²⁴. The SARS-CoV-2 genome was amplified
856 into nine overlapping fragments. These fragments and a linker fragment (amplified from either
857 pMW-CoV-2-UTRlinker or pGL-CPERlinker plasmid) were treated with PNK to phosphorylate 5'
858 ends. The 5'-end- phosphorylated fragments were then stitched together by CPER, and the nicks
859 in the resulting circular DNA molecule were closed by treatment with DNA ligase. The CPER
860 product was transfected into cells to rescue virus particles. **c**, ACE2/TMPRSS2/Caco-2 cells
861 transfected with the SARS-CoV-2 CPER product were stained with an anti-nucleocapsid antibody
862 on indicated days post-transfection. DAPI was used to stain the cell nuclei. NC, negative control
863 generated by omitting Fragment 9 from the CPER reaction. **d**, Virus titer in the culture medium of
864 transfected cells at indicated days post-transfection, as measured by the plaque assay. The
865 experiment was repeated twice. Individual values from both experiments are plotted.

866 **Extended Data Fig. 3: Cytopathogenicity and replication of WT, Omi-S, and Omicron in**
867 **ACE2/TMPRSS2/Caco-2 cells.** **a**, Cell viability of SARS-CoV-2-infected ACE2/TMPRSS2/Caco-
868 2 cells (MOI of 0.1) was quantified by the CellTiter-Glo assay at indicated times of infection. *P*
869 values indicate a statistically significant difference between Omi-S and Omicron (n = 3 replicates).
870 **b**, ACE2/TMPRSS2/Caco-2 cells were infected with WT, Omi-S, and Omicron at an MOI of 0.01,
871 0.1, or 1, and the viral titer in culture media was measured by the plaque assay at indicated times

872 post-infection. Statistically significant difference between Omi-S and Omicron has been shown for
873 the middle time point (n = 3 replicates). *p* values were calculated by a two-tailed, unpaired *t*-test
874 with Welch's correction. **p* < 0.05, ***p* < 0.01, ****p* < 0.001, and *****p* < 0.0001; ns, not significant.

875 **Extended Data Fig. 4: Comparison of Omicron isolate and recombinant Omicron in cell**
876 **culture.** ACE2/TMPRSS2/Caco-2 (left) and Vero E6 (right) cells were infected with Omicron
877 isolate or recombinant Omicron (generated by CPER) at an MOI of 0.01. The culture medium of
878 infected cells was collected at indicated times, and the viral titer was measured by the plaque
879 assay on ACE2/TMPRSS2/Caco-2 cells. The experiment was repeated twice, each time in three
880 replicates. Error bars, mean ± SD (n = 3 replicates).

881 **Extended Data Fig. 5: Spike cleavage and fusogenicity of Omi-S and Omicron. a,** Western
882 blot of S incorporated into virus particles. Virions generated in ACE2/TMPRSS2/Caco-2 cells were
883 concentrated, and equal amount of total protein was loaded in each lane. S (antibody against S2
884 domain) and N were detected. Numbers at the bottom indicate mean ± SD of two independent
885 experiments. **b,** S in infected cell lysates. ACE2/TMPRSS2/Caco-2 cells, infected at an MOI of
886 0.01, were harvested at 24 hpi and processed for Western blot with antibodies against S2 and
887 nucleocapsid. β-actin served as an internal control. Numbers at the bottom indicate mean ± SD
888 of two independent experiments. For gel source data, see Supplementary Fig. 2. **c,**
889 Immunofluorescence staining of ACE2/TMPRSS2/293T cells with anti-nucleocapsid antibody.
890 Nuclei was stained with DAPI. Infection was carried out at an MOI of 1 for 18h. Left, representative
891 images; right, size of 20 syncytia from two experimental repeats. *p* values were calculated by a
892 two-tailed, unpaired *t*-test with Welch's correction.

893 **Extended Data Fig. 6: Preferential cell entry of Omi-S and Omicron through cathepsin-**
894 **mediated pathway.** Vero E6 or ACE2/TMPRSS2/Vero E6 cells treated with E64d for 2h were

895 infected at an MOI of 0.5 and stained with anti-nucleocapsid antibody at 24 hpi for IF analysis.
896 Bar graphs show percentage of infected cells relative to DMSO control, for which the values were
897 arbitrarily set at 100. Error bars, mean \pm SD ($n = 4$ replicates). The experiment was performed
898 only once. p values were calculated by a two-tailed, unpaired t test with Welch's correction.

899 **Extended Data Fig. 7: Clinical signs in Omi-S-infected mice.** K18-hACE2 mice ($n = 10$)
900 inoculated intranasally with 1×10^4 PFU of Omi-S and described in Fig. 2a-c were monitored for
901 body weight (**a**) and clinical score (**b**). Animals losing 20% of their body weight (8 out of 10) were
902 euthanized. The surviving animals did not show any signs of distress.

903 **Extended Data Fig. 8: Lung pathology and nasal turbinate IHC in mice infected with WT,**
904 **Omi-S, and Omicron.** The lungs and nasal turbinates of K18-hACE2 mice intranasally inoculated
905 with 1×10^4 PFU of WT, Omi-S, and Omicron were collected at 2 dpi for histological analysis. **a**,
906 Representative images of hematoxylin and eosin (H&E) staining for the detection of bronchiolar
907 damage in the lungs of the infected mice. The bronchiolar epithelial necrosis is shown with arrows.
908 **b**, IHC staining to detect SARS-CoV-2 S protein in the same area where bronchiolar necrosis was
909 seen. No evidence of necrosis was found in bronchioles of mice infected with Omicron. (Scale bar
910 = 100 μ m). **c**, Nucleocapsid distribution and abundance in the nasal passages of WT, Omi-S, and
911 Omicron. Left, representative images; Right, N-immunoreactivity in nasal respiratory epithelium
912 presented as percentage of the mean of WT ($n = 2$ mice for WT and Omicron; $n = 3$ mice for Omi-
913 S). Chromogenic 3,3'-Diaminobenzidine (DAB) immunohistochemistry: (left panel, 12.5x total
914 magnification; right panel, 400x total magnification). Higher magnification views of nasal
915 respiratory epithelium indicated by red squares are shown on right. Scale bars; left panel, 800
916 microns; right panel, 20 microns.

917 **Extended Data Fig. 9: Panel of chimeric viruses containing spike and non-spike mutations.**

918 **a**, Amino acid changes outside of S in Omicron BA.1 compared to D614-containing ancestral
919 SARS-CoV-2. Proteins with amino acid changes are shown in red, whereas wild-type proteins are
920 in blue. Amino acid numbers are according to individual viral proteins. **b**, Schematic
921 representation of recombinant viruses generated by CPER. ORF7a was being replaced with
922 mNeonGreen to generate reporter viruses. *Sequencing analysis showed that Omi-S/M lacked
923 the A63T mutation in M, despite it being present in the plasmid used for CPER. S, spike; E,
924 envelope; M, membrane; N, nucleocapsid.

925 **Extended Data Fig. 10: Individual neutralization data.** Individual neutralization curves for the
926 data presented in Fig. 4a,b are shown. The data represent the mean \pm SD of three technical
927 replicates. The curves were calculated based on a non-linear regression curve fit analysis in
928 Prism. The dotted lines represent the limit of detection.

929 **Extended Data Table 1: Information about serum samples.** Overview of serum samples used
930 for the analysis of antibody neutralization of WA1, Omi-S, and Omicron. *Days after the second
931 vaccine shot. **The spike antibody titer was measured by Abbott's SARS-CoV-2 immunoassays.

932

933

934

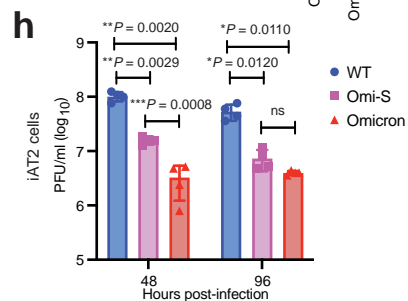
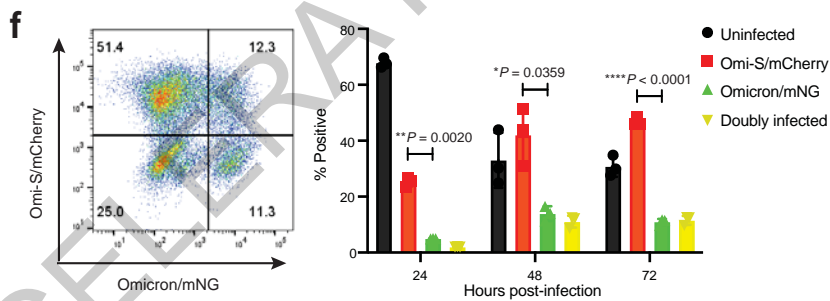
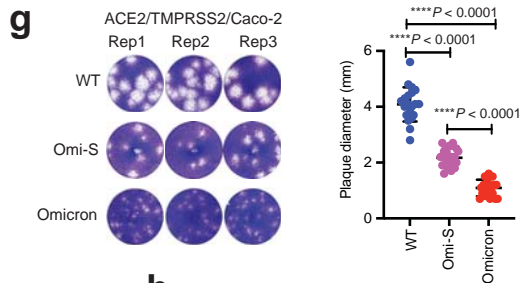
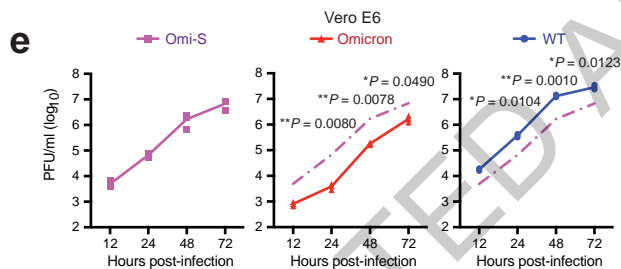
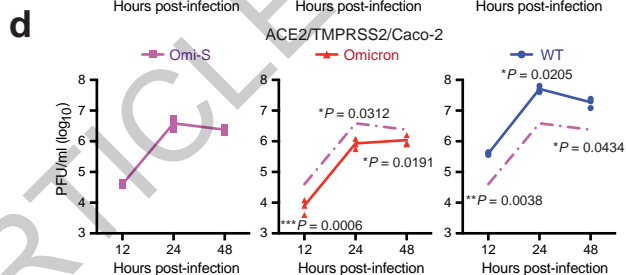
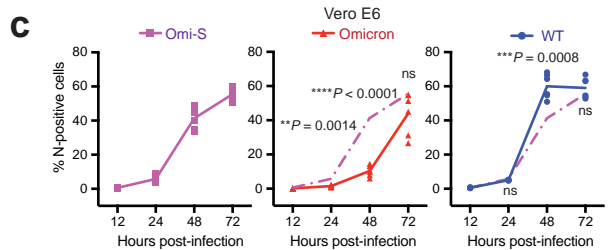
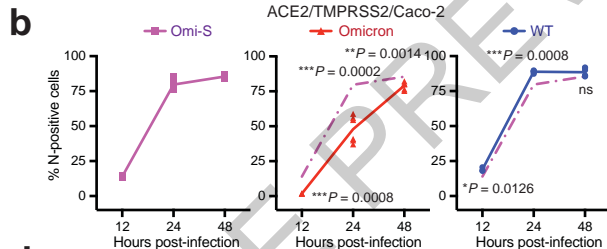
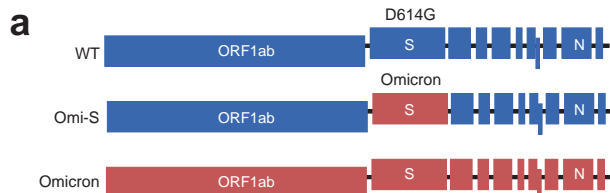


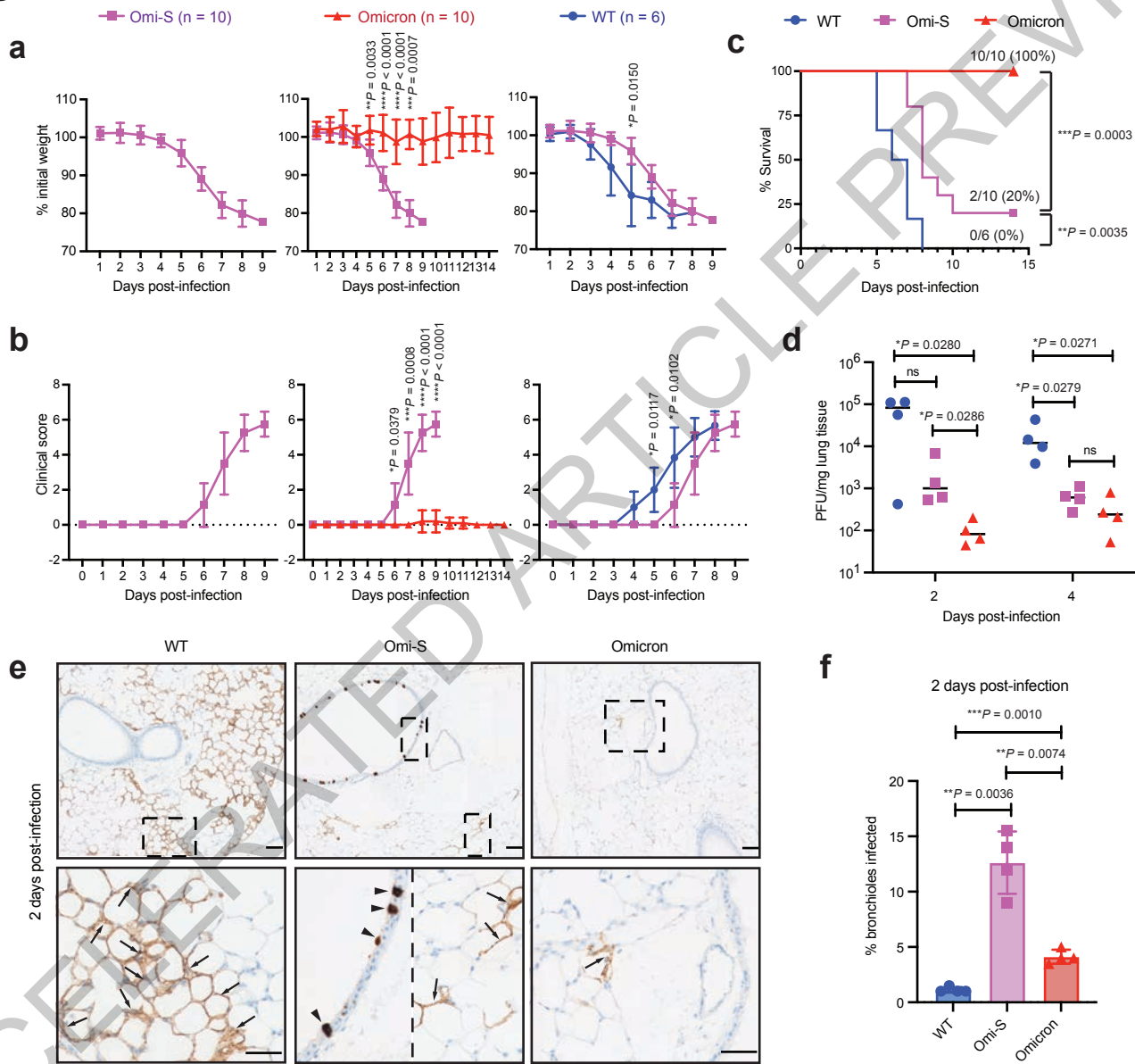
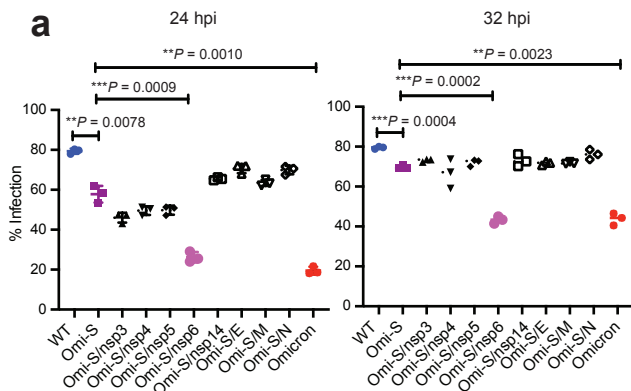
Fig. 2

Fig. 3

Flow cytometry



Plaque assay

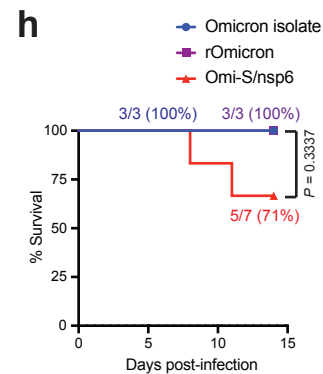
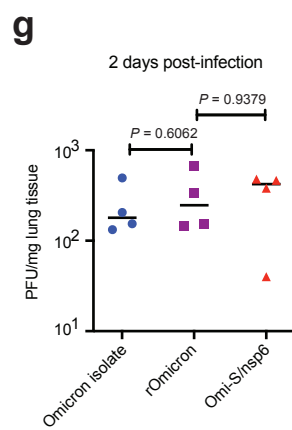
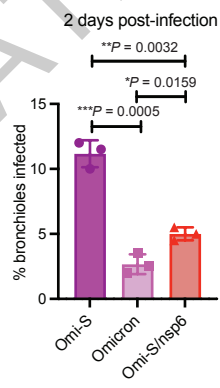
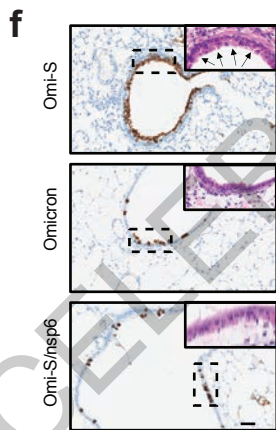
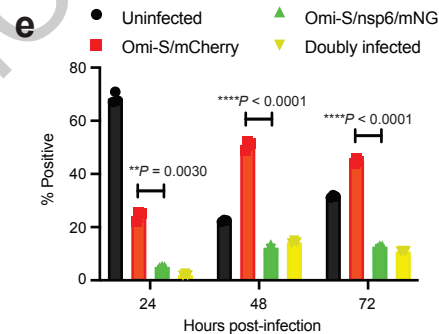
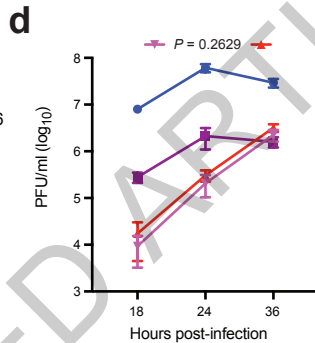
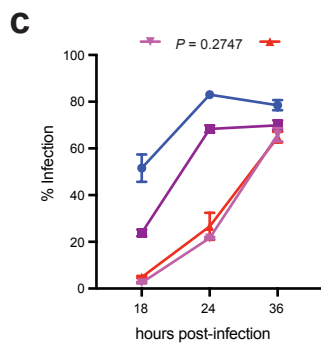
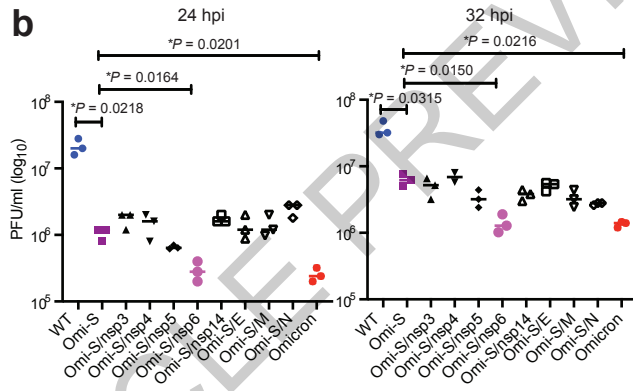
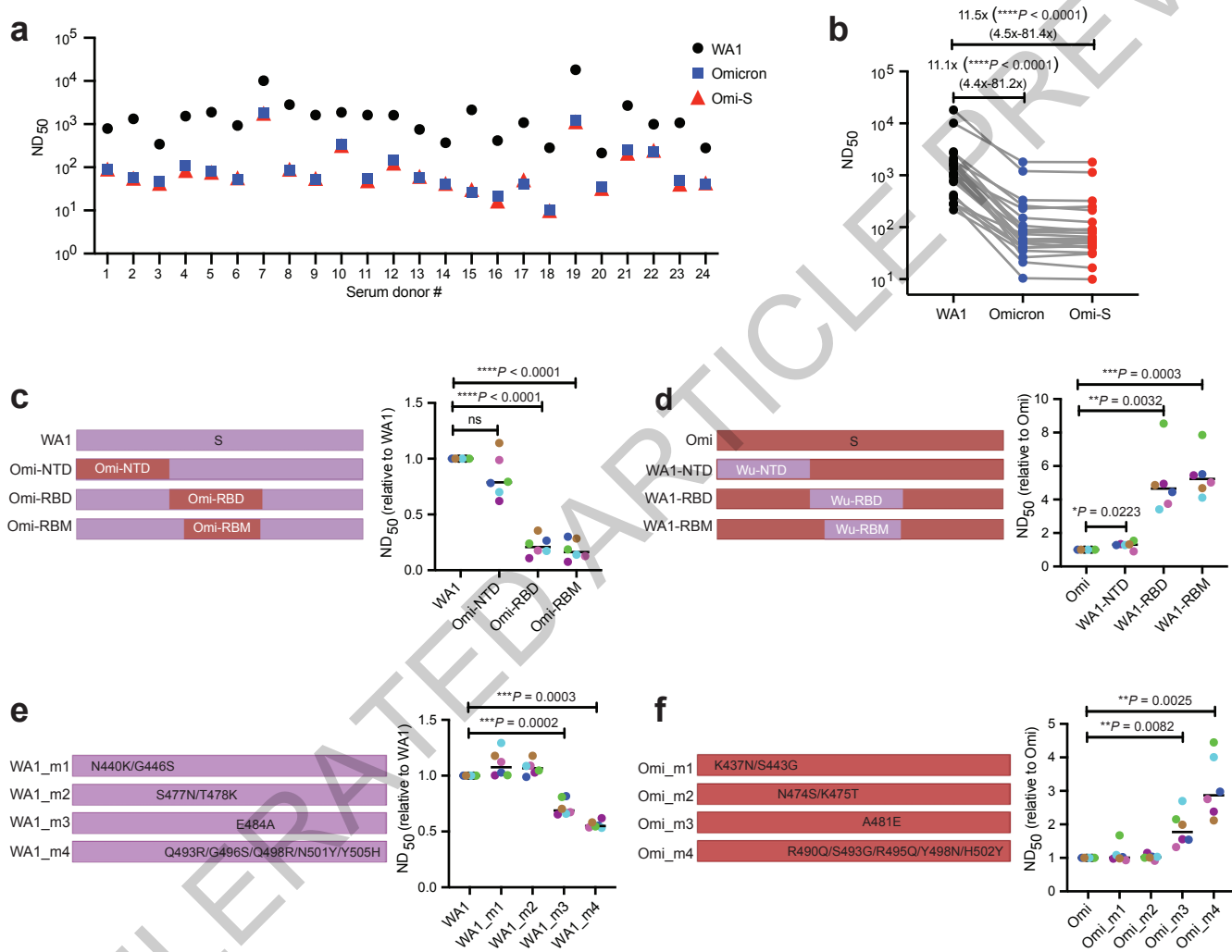
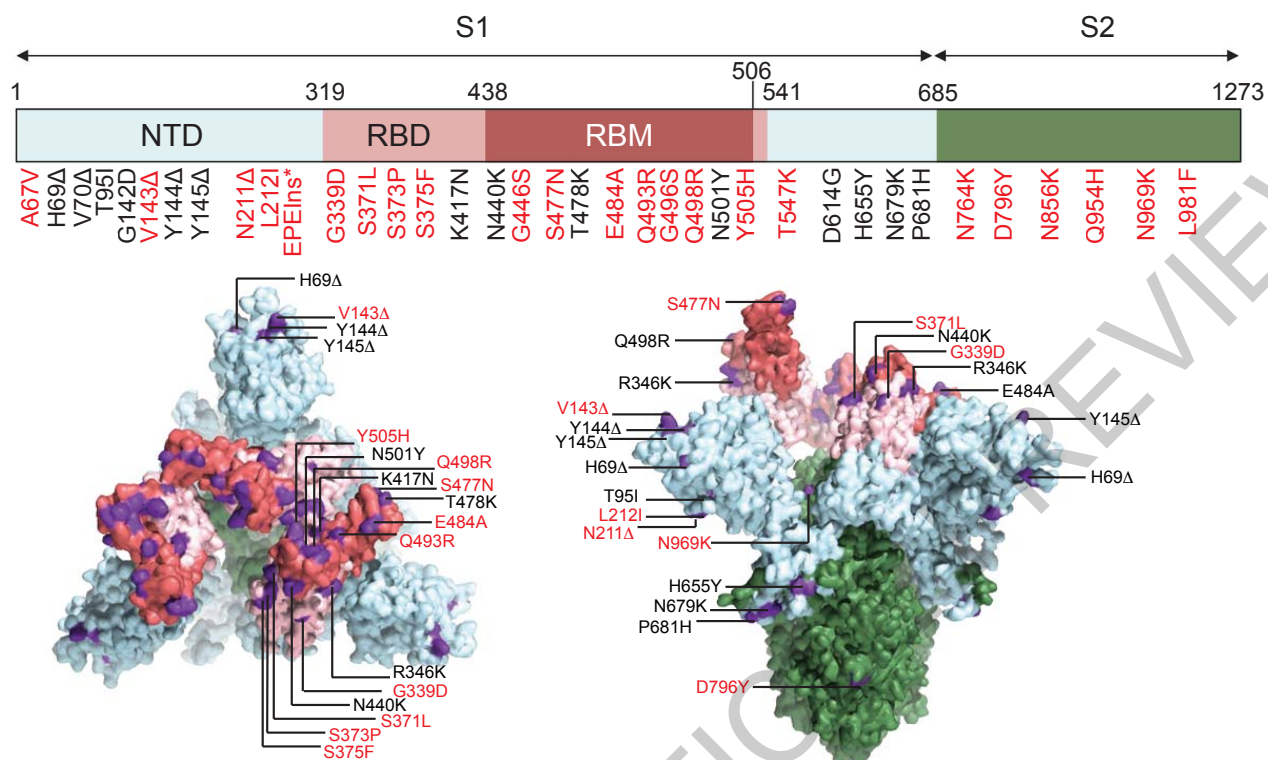
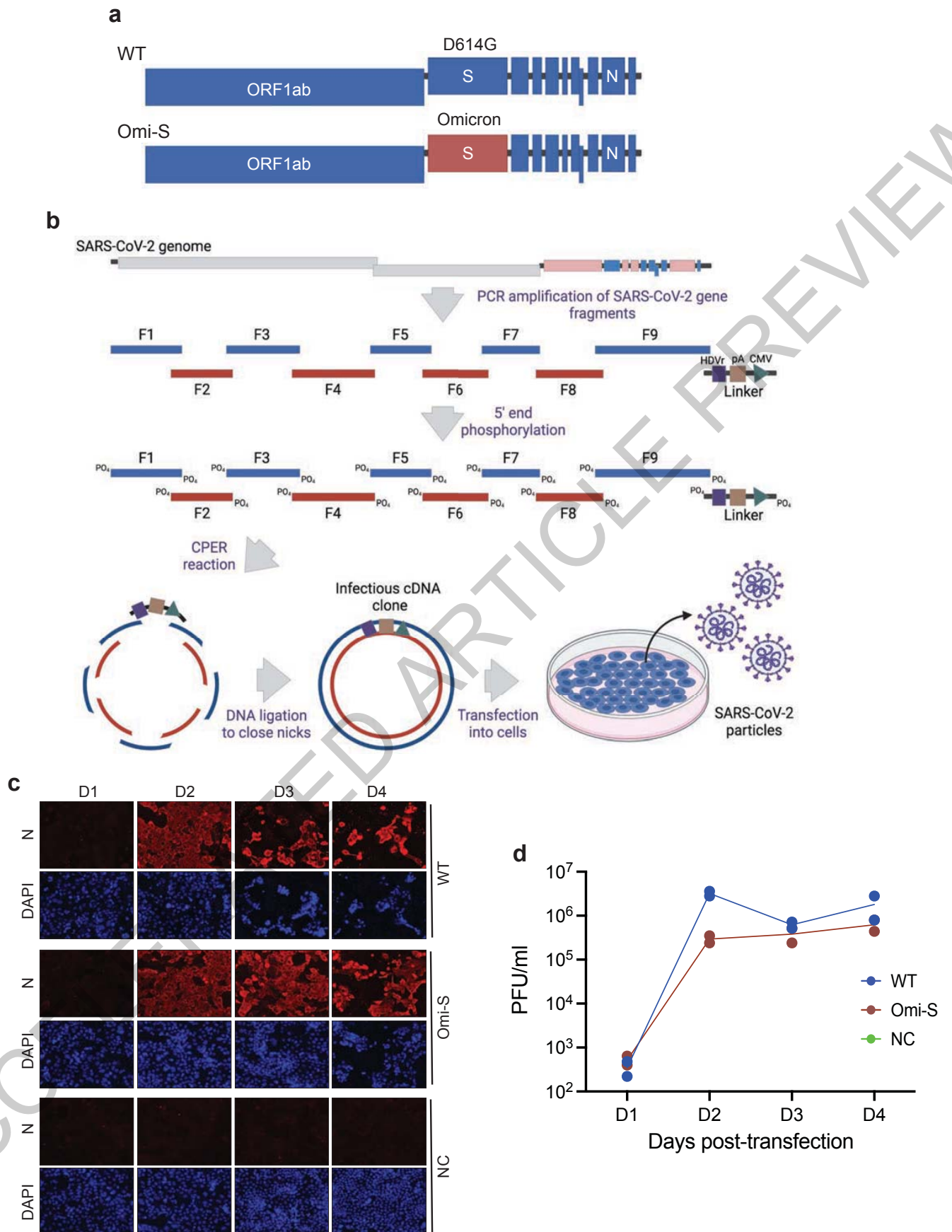


Fig. 4

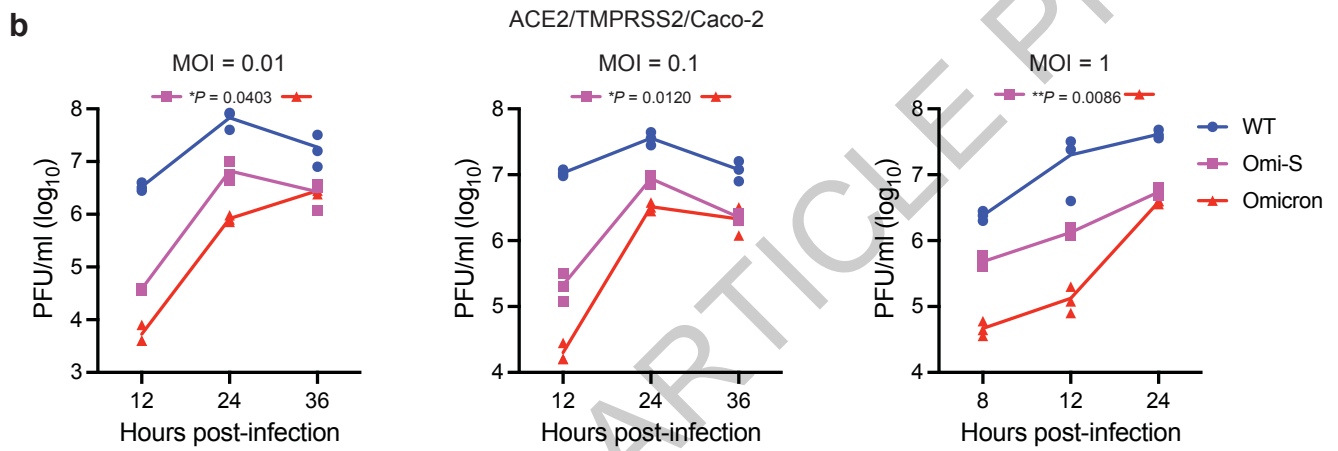
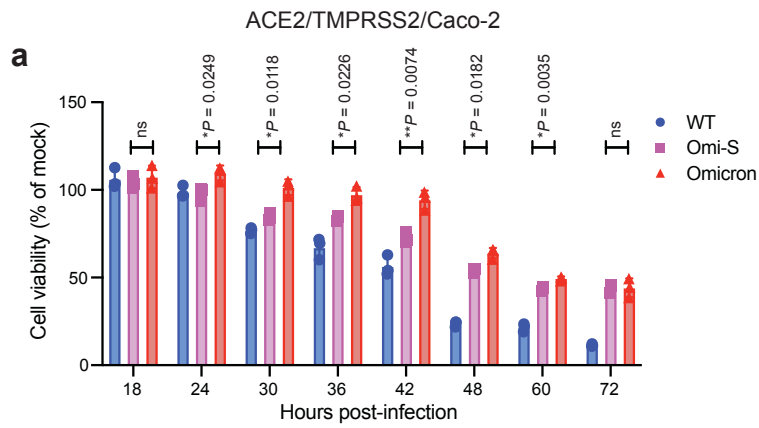
Extended Data Fig. 1



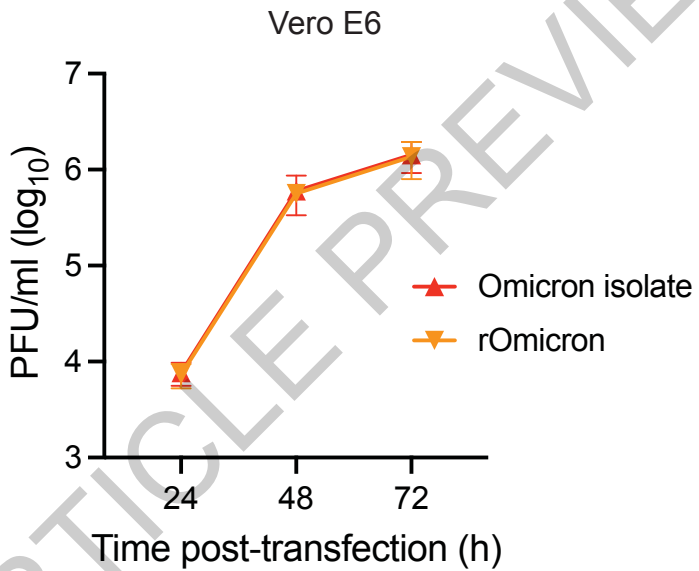
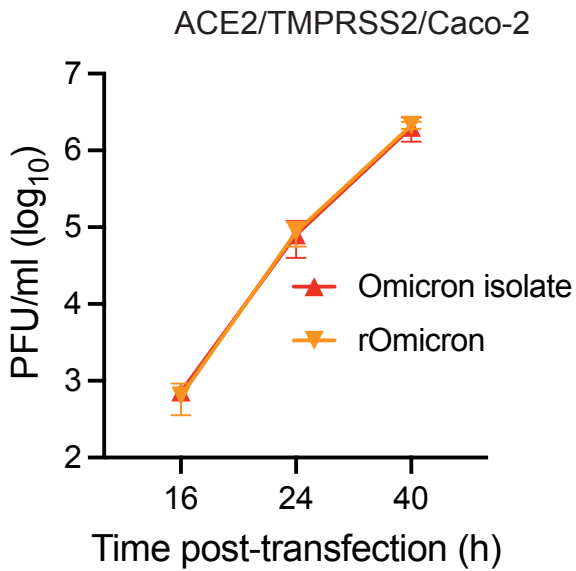
Extended Data Fig. 2



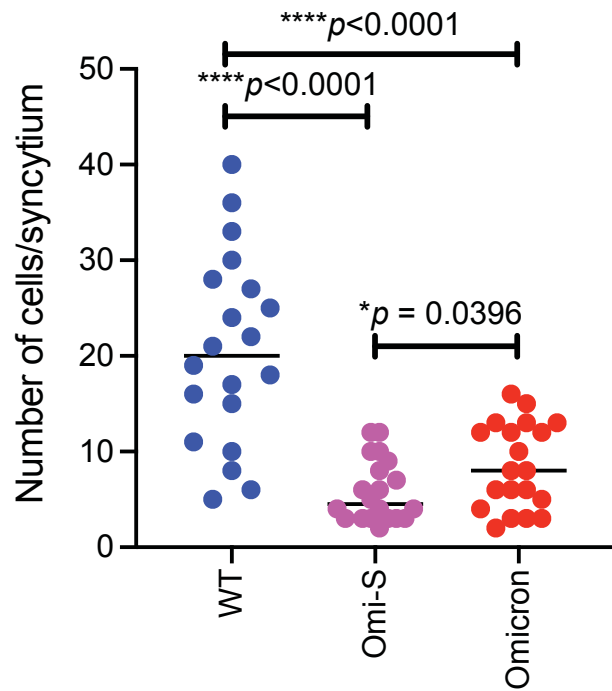
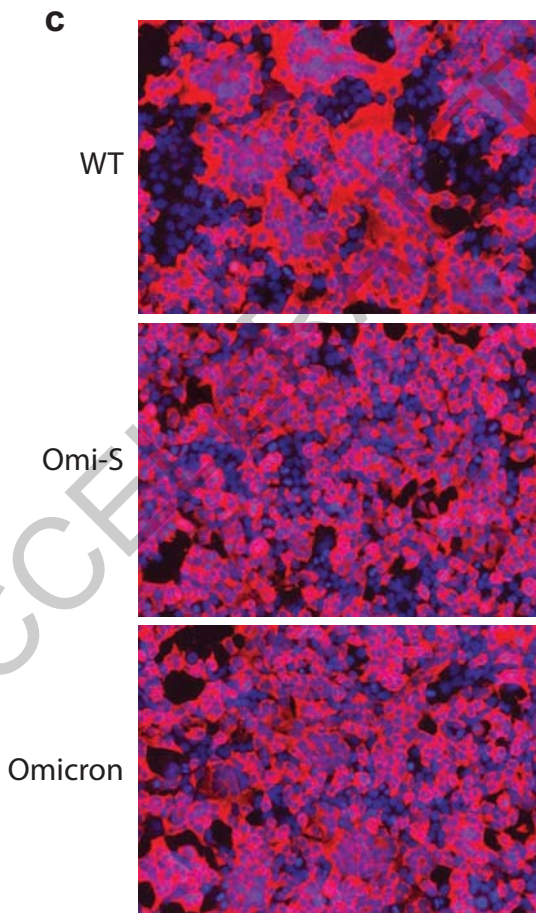
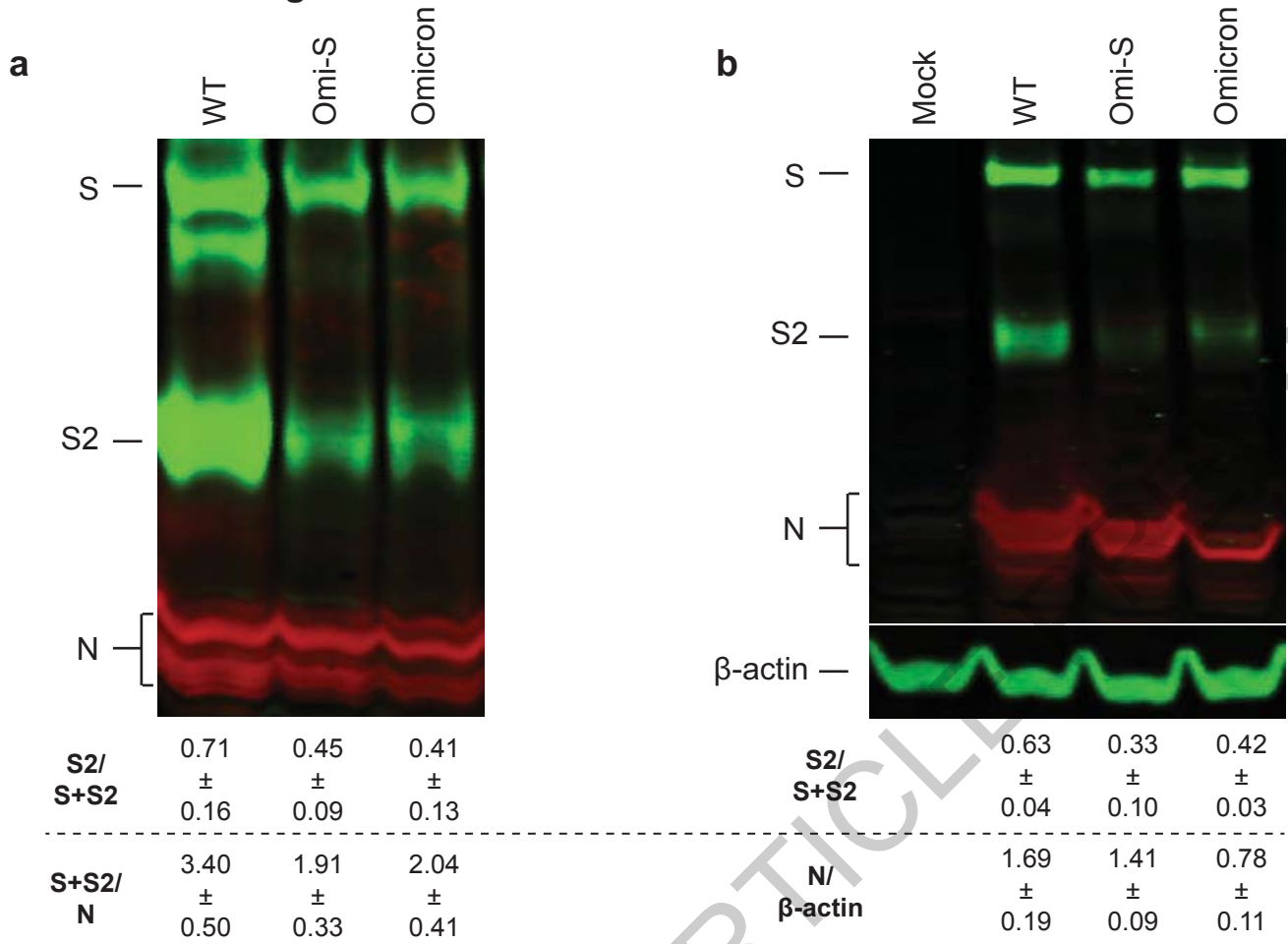
Extended Data Fig. 3



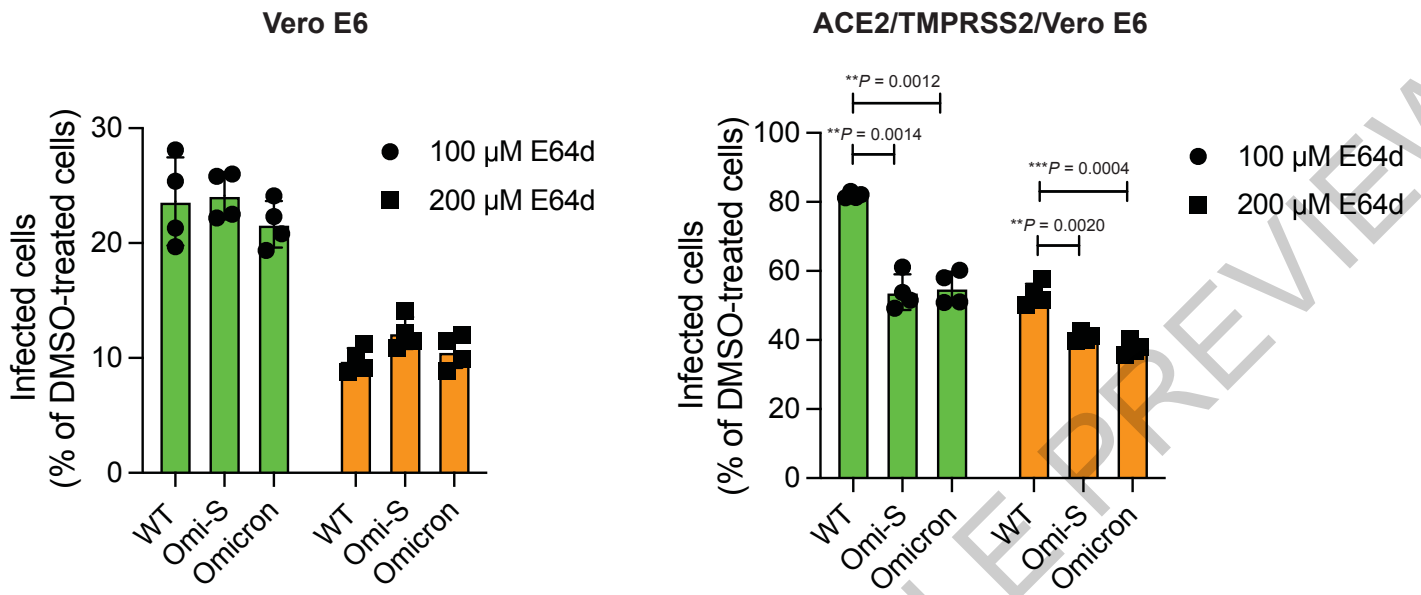
Extended Data Fig. 4



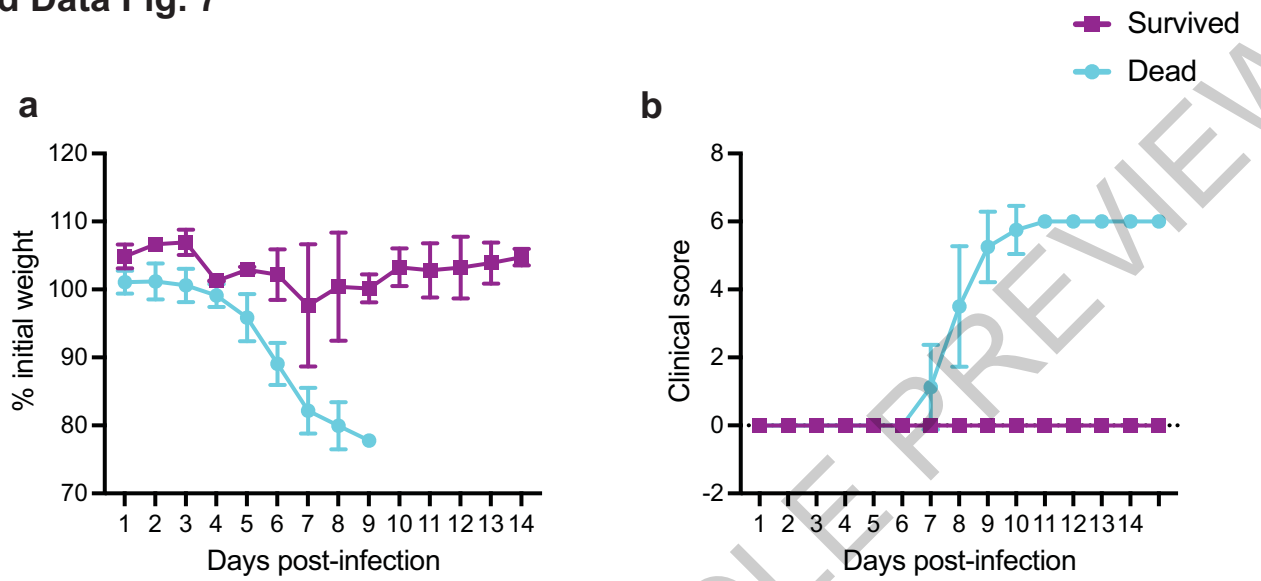
Extended Data Fig. 5



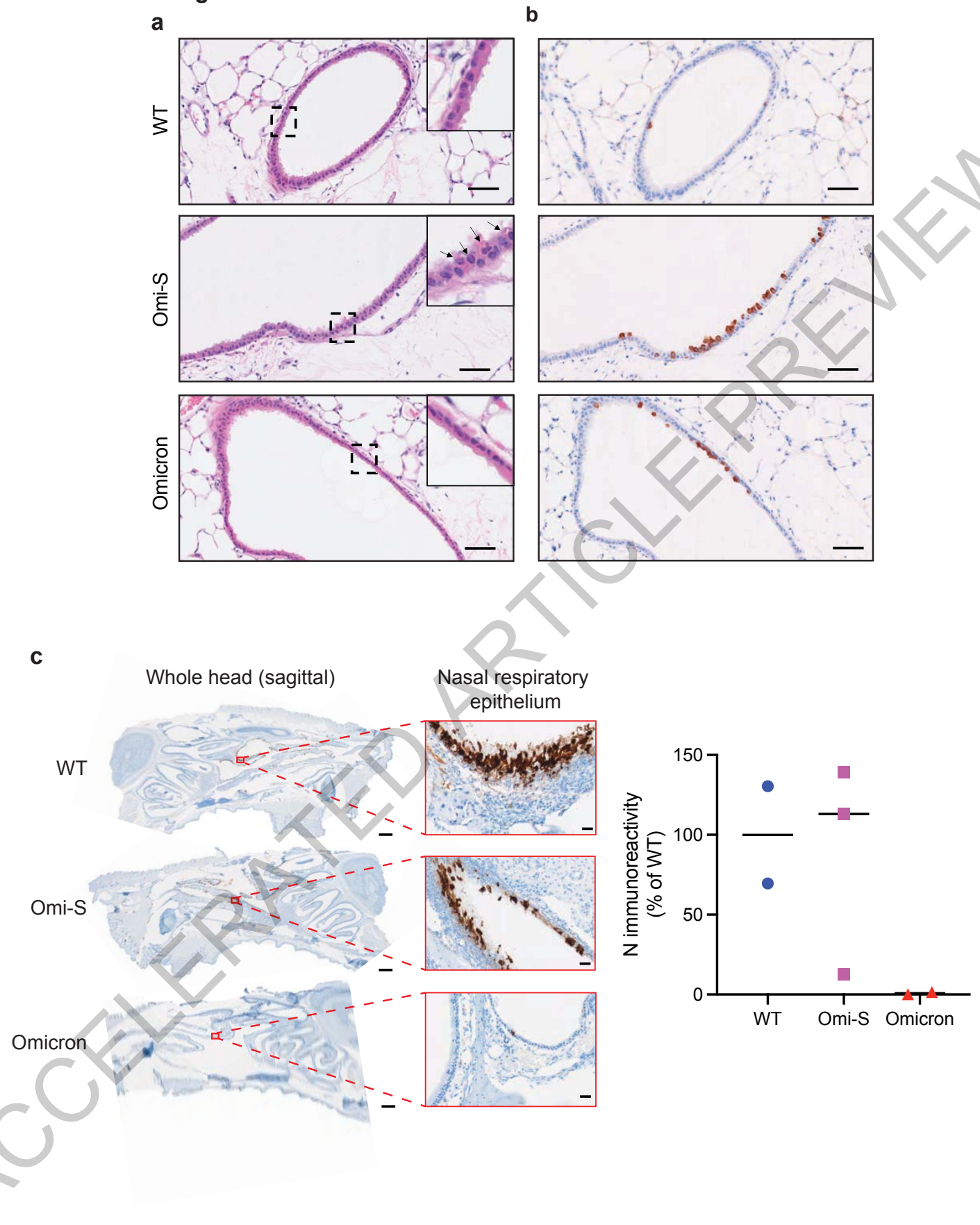
Extended Data Fig. 6



Extended Data Fig. 7

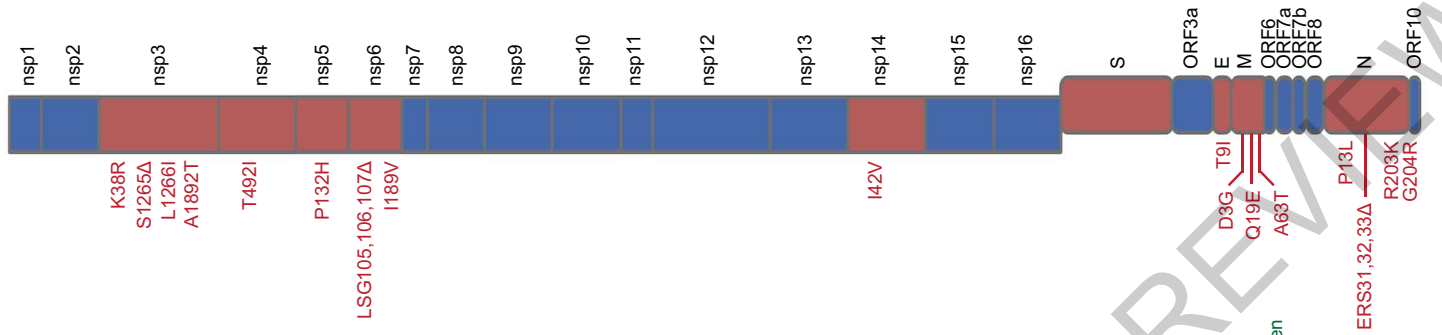


Extended Data Fig. 8



Extended Data Fig. 9

a

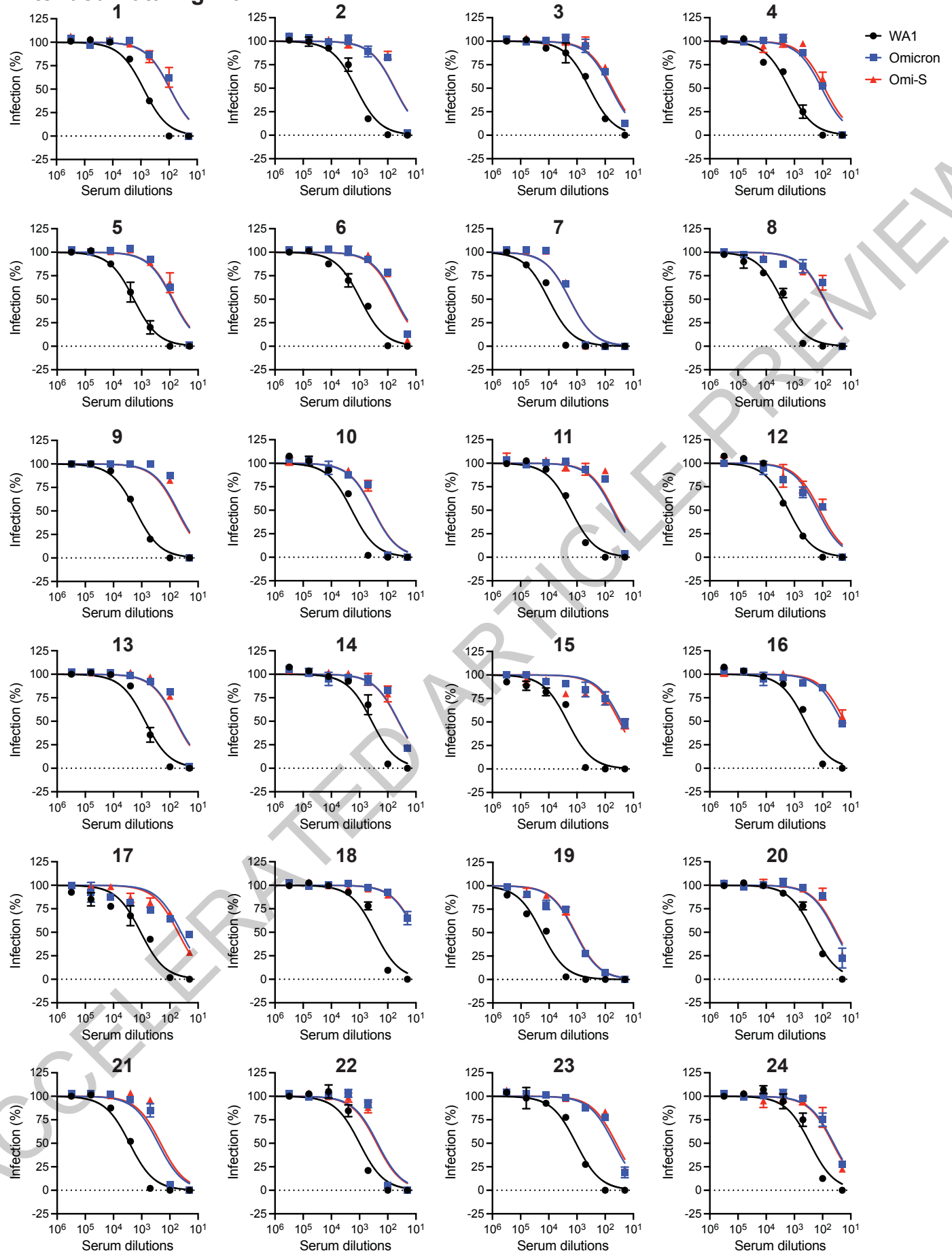


b



ACCELERATED ARTICLE PREVIEW

Extended Data Fig. 10



Extended Data Table 1

Serum no.	Sex	Race	Age	Days post-vaccination*	Vaccine (Manufacturer)	Spike Ab titer (AU/ml)**
1	Male	White	59	18	mRNA-1273 (Moderna)	39823.0
2	Male	Black	26	37	mRNA-1273 (Moderna)	26978.7
3	Male	Asian	55	34	mRNA-1273 (Moderna)	24880.7
4	Male	White	39	32	mRNA-1273 (Moderna)	23816.7
5	Male	Asian	45	38	mRNA-1273 (Moderna)	21659.5
6	Male	White	30	32	mRNA-1273 (Moderna)	18986.5
7	Female	Asian	47	35	mRNA-1273 (Moderna)	100000.0
8	Female	White	62	47	mRNA-1273 (Moderna)	69680.0
9	Female	White	39	14	mRNA-1273 (Moderna)	54996.6
10	Female	White	38	32	mRNA-1273 (Moderna)	46494.7
11	Female	White	34	30	mRNA-1273 (Moderna)	43784.0
12	Female	White	57	42	mRNA-1273 (Moderna)	42140.5
13	Male	Mixed	28	51	BNT162b2 (Pfizer-BioNTech)	17623.8
14	Male	White	30	54	BNT162b2 (Pfizer-BioNTech)	16154.5
15	Male	White	29	54	BNT162b2 (Pfizer-BioNTech)	14261.5
16	Male	Asian	48	48	BNT162b2 (Pfizer-BioNTech)	10593.6
17	Male	White	46	60	BNT162b2 (Pfizer-BioNTech)	9752.3
18	Male	White	31	53	BNT162b2 (Pfizer-BioNTech)	8715.2
19	Female	White	55	52	BNT162b2 (Pfizer-BioNTech)	100000.0
20	Female	White	43	47	BNT162b2 (Pfizer-BioNTech)	44385.4
21	Female	White	56	48	BNT162b2 (Pfizer-BioNTech)	39998.5
22	Female	Mixed	44	49	BNT162b2 (Pfizer-BioNTech)	31141.9
23	Female	White	56	50	BNT162b2 (Pfizer-BioNTech)	25969.6
24	Female	White	55	51	BNT162b2 (Pfizer-BioNTech)	23539.1

Reporting Summary

Nature Portfolio wishes to improve the reproducibility of the work that we publish. This form provides structure for consistency and transparency in reporting. For further information on Nature Portfolio policies, see our [Editorial Policies](#) and the [Editorial Policy Checklist](#).

Statistics

For all statistical analyses, confirm that the following items are present in the figure legend, table legend, main text, or Methods section.

- | n/a | Confirmed |
|-------------------------------------|--|
| <input type="checkbox"/> | <input checked="" type="checkbox"/> The exact sample size (n) for each experimental group/condition, given as a discrete number and unit of measurement |
| <input type="checkbox"/> | <input checked="" type="checkbox"/> A statement on whether measurements were taken from distinct samples or whether the same sample was measured repeatedly |
| <input type="checkbox"/> | <input checked="" type="checkbox"/> The statistical test(s) used AND whether they are one- or two-sided
<i>Only common tests should be described solely by name; describe more complex techniques in the Methods section.</i> |
| <input checked="" type="checkbox"/> | <input type="checkbox"/> A description of all covariates tested |
| <input checked="" type="checkbox"/> | <input type="checkbox"/> A description of any assumptions or corrections, such as tests of normality and adjustment for multiple comparisons |
| <input type="checkbox"/> | <input checked="" type="checkbox"/> A full description of the statistical parameters including central tendency (e.g. means) or other basic estimates (e.g. regression coefficient) AND variation (e.g. standard deviation) or associated estimates of uncertainty (e.g. confidence intervals) |
| <input type="checkbox"/> | <input checked="" type="checkbox"/> For null hypothesis testing, the test statistic (e.g. F , t , r) with confidence intervals, effect sizes, degrees of freedom and P value noted
<i>Give P values as exact values whenever suitable.</i> |
| <input checked="" type="checkbox"/> | <input type="checkbox"/> For Bayesian analysis, information on the choice of priors and Markov chain Monte Carlo settings |
| <input checked="" type="checkbox"/> | <input type="checkbox"/> For hierarchical and complex designs, identification of the appropriate level for tests and full reporting of outcomes |
| <input checked="" type="checkbox"/> | <input type="checkbox"/> Estimates of effect sizes (e.g. Cohen's d , Pearson's r), indicating how they were calculated |

Our web collection on [statistics for biologists](#) contains articles on many of the points above.

Software and code

Policy information about [availability of computer code](#)

Data collection

Data analysis

For manuscripts utilizing custom algorithms or software that are central to the research but not yet described in published literature, software must be made available to editors and reviewers. We strongly encourage code deposition in a community repository (e.g. GitHub). See the Nature Portfolio [guidelines for submitting code & software](#) for further information.

Data

Policy information about [availability of data](#)

All manuscripts must include a [data availability statement](#). This statement should provide the following information, where applicable:

- Accession codes, unique identifiers, or web links for publicly available datasets
- A description of any restrictions on data availability
- For clinical datasets or third party data, please ensure that the statement adheres to our [policy](#)

All data supporting the conclusions of this study are reported in the paper. The raw data are available from the corresponding author with no restrictions upon reasonable request.

Human research participants

Policy information about [studies involving human research participants and Sex and Gender in Research](#).

Reporting on sex and gender	N/A
Population characteristics	N/A
Recruitment	N/A
Ethics oversight	N/A

Note that full information on the approval of the study protocol must also be provided in the manuscript.

Field-specific reporting

Please select the one below that is the best fit for your research. If you are not sure, read the appropriate sections before making your selection.

Life sciences Behavioural & social sciences Ecological, evolutionary & environmental sciences

For a reference copy of the document with all sections, see [nature.com/documents/nr-reporting-summary-flat.pdf](https://www.nature.com/documents/nr-reporting-summary-flat.pdf)

Life sciences study design

All studies must disclose on these points even when the disclosure is negative.

Sample size	In vitro studies: No sample-size calculation was performed a priori. All experiments with statistical analyses were repeated at least twice, each with multiple technical replicates. In vivo studies: Cohort sizes were determined based on our previous SARS-CoV-2 studies in animals (PMID: 35336942) and others' animal studies (PMID: 35062015). We used n=7-10 for death/survival studies, n=4 for monitoring viral load in the lung of infected animals, and n= 2 or 3 for IHC.
Data exclusions	No data were excluded from the analyses.
Replication	Each experiment was repeated at least twice and the results were successfully reproduced. To confirm the authenticity of our results, we repeated our experiments with independently generated virus stocks.
Randomization	There are no experimental groups in our study, so this does not apply.
Blinding	There are no group allocations in this study, so this does not apply.

Reporting for specific materials, systems and methods

We require information from authors about some types of materials, experimental systems and methods used in many studies. Here, indicate whether each material, system or method listed is relevant to your study. If you are not sure if a list item applies to your research, read the appropriate section before selecting a response.

Materials & experimental systems

n/a	Involvement in the study
<input type="checkbox"/>	<input checked="" type="checkbox"/> Antibodies
<input type="checkbox"/>	<input checked="" type="checkbox"/> Eukaryotic cell lines
<input checked="" type="checkbox"/>	<input type="checkbox"/> Palaeontology and archaeology
<input type="checkbox"/>	<input checked="" type="checkbox"/> Animals and other organisms
<input type="checkbox"/>	<input type="checkbox"/> Clinical data
<input checked="" type="checkbox"/>	<input type="checkbox"/> Dual use research of concern

Methods

n/a	Involvement in the study
<input checked="" type="checkbox"/>	<input type="checkbox"/> ChIP-seq
<input type="checkbox"/>	<input checked="" type="checkbox"/> Flow cytometry
<input checked="" type="checkbox"/>	<input type="checkbox"/> MRI-based neuroimaging

Antibodies

Antibodies used	For flow cytometry: Rabbit anti-SARS-CoV nucleocapsid polyclonal antibody (Rockland; #200-401-A50; 1:1000) Donkey anti-Rabbit IgG-AF647 secondary antibody (ThermoFisher Scientific; #A-31573; 1:1000)
-----------------	--

For IF:
Rabbit anti-SARS-CoV nucleocapsid polyclonal antibody (Rockland; #200-401-A50; 1:2000)
Alexa Fluor 568-conjugated goat anti-Rabbit secondary antibody (Invitrogen; #A11008; 1:1000)

For IHC:
Mouse anti-SARS-CoV nucleocapsid monoclonal antibody (Cell Signaling Technologies; #68344; 1:1000) (For the SARS-CoV-2 N antibody, given its mouse origin, an additional rabbit anti-mouse anti-Ig1 + Ig2a + IgG3 antibody (Abcam; #133469; 1:1000) was used to prevent non-specific binding.)
Anti-SARS-CoV-2 spike protein (S1) antibody (Cell Signaling Technology; # 99423; 1:400)

For Western Blot:
Rabbit anti-SARS-CoV nucleocapsid polyclonal antibody (Rockland; #200-401-A50; 1:1000)
Mouse anti-SARS-CoV-2 spike monoclonal antibody (GeneTex; #GTX632604; 1:1000)
IRDye 800CW Donkey anti-Mouse IgG secondary antibody (LI-COR Biosciences; #926-32212; 1:5000)
IRDye 680RD Donkey anti-Rabbit IgG secondary antibody (LI-COR Biosciences; #926-68073; 1:5000)

Validation

Rabbit anti-SARS-CoV nucleocapsid polyclonal antibody (Rockland; #200-401-A50; 1:1000)
Mouse anti-SARS-CoV nucleocapsid monoclonal antibody (Cell Signaling Technologies; #68344; 1:1000)
Anti-SARS-CoV-2 spike protein (S1) antibody (Cell Signaling Technology; # 99423; 1:400)
Rabbit anti-SARS-CoV nucleocapsid polyclonal antibody (Rockland; #200-401-A50; 1:1000)
Mouse anti-SARS-CoV-2 spike monoclonal antibody (GeneTex; #GTX632604; 1:1000)
These antibodies were validated using uninfected cells as negative controls. No signal was obtained in uninfected cells.

Donkey anti-Rabbit IgG-AF647 secondary antibody (ThermoFisher Scientific; #A-31573; 1:1000)
Alexa Fluor 568-conjugated goat anti-Rabbit secondary antibody (Invitrogen; #A11008; 1:1000)
IRDye 800CW Donkey anti-Mouse IgG secondary antibody (LI-COR Biosciences; #926-32212; 1:5000)
IRDye 680RD Donkey anti-Rabbit IgG secondary antibody (LI-COR Biosciences; #926-68073; 1:5000)
These are secondary antibodies extensively validated by the providers for flow cytometry, IF, and western blot. As described in the Method section, these antibodies worked optimally with our protocols.

Eukaryotic cell lines

Policy information about [cell lines and Sex and Gender in Research](#)

Cell line source(s)	Human embryonic kidney HEK293T cells (ATCC; CRL-3216), human lung adenocarcinoma A549 cells (ATCC; CCL-185), African green monkey kidney Vero E6 cells, and human colorectal adenocarcinoma Caco-2 cells (ATCC; HTB-37), and human induced pluripotent stem cell-derived alveolar type 2 epithelial cells.
Authentication	None of the cell lines was authenticated.
Mycoplasma contamination	All cell types described were regularly tested and found to be mycoplasma-free.
Commonly misidentified lines (See ICLAC register)	No commonly misidentified cell lines were used in this study.

Animals and other research organisms

Policy information about [studies involving animals; ARRIVE guidelines](#) recommended for reporting animal research, and [Sex and Gender in Research](#)

Laboratory animals	Heterozygous K18-hACE2 C57BL/6J mice (Strain 2B6.Cg-Tg(K18-ACE2)2PrImn/J) were purchased from the Jackson Laboratory (Jax, Bar Harbor, ME). Both male and female mice in the age range of 12-20 weeks were being used. Mice were housed in groups of 4 to 5 and maintained on a 12:12 light cycle at 30-70% humidity and 68F temperature. The mice were provided water and standard chow diet (LabDiet, St. Louis, MO, USA) ad libitum.
Wild animals	No wild animals were used in this study.
Reporting on sex	Both male and female mice in the age range of 12-20 weeks were being used.
Field-collected samples	No field collected samples were used.
Ethics oversight	Animal studies were performed following the recommendations in the Guide for the Care and Use of Laboratory Animals of the National Institutes of Health. The protocols were approved by the Boston University Institutional Animal Care and Use Committee (IACUC).

Note that full information on the approval of the study protocol must also be provided in the manuscript.

Clinical data

Policy information about [clinical studies](#)

All manuscripts should comply with the ICMJE [guidelines for publication of clinical research](#) and a completed [CONSORT checklist](#) must be included with all submissions.

Clinical trial registration	<i>Provide the trial registration number from ClinicalTrials.gov or an equivalent agency.</i>
Study protocol	<i>Note where the full trial protocol can be accessed OR if not available, explain why.</i>
Data collection	<i>Describe the settings and locales of data collection, noting the time periods of recruitment and data collection.</i>
Outcomes	<i>Describe how you pre-defined primary and secondary outcome measures and how you assessed these measures.</i>

Flow Cytometry

Plots

Confirm that:

- The axis labels state the marker and fluorochrome used (e.g. CD4-FITC).
- The axis scales are clearly visible. Include numbers along axes only for bottom left plot of group (a 'group' is an analysis of identical markers).
- All plots are contour plots with outliers or pseudocolor plots.
- A numerical value for number of cells or percentage (with statistics) is provided.

Methodology

Sample preparation	<p>For flow cytometry, fixed cells were permeabilized in 1x permeabilization buffer (ThermoFisher Scientific; #00-5523-00) and stained with SARS-CoV-2 nucleocapsid antibody (Rockland; #200-401-A50), followed by donkey anti-rabbit IgG-AF647 secondary antibody (ThermoFisher Scientific; #A-31573). Gating was based on uninfected stained control cells. The extent of staining was quantified using a BD LSR II flow cytometer (BD Biosciences, CA), and the data were analyzed with FlowJo v10.6.2 (FlowJo, Tree Star Inc).</p> <p>For some experiments, we used fluorescently labeled viruses. In these cases, fixed cells were permeabilized in 1x permeabilization buffer (ThermoFisher Scientific; #00-5523-00) and subjected to flow cytometry. Gating was based on uninfected stained control cells. Where needed, single-color cells were used as controls. The extent of staining was quantified using a BD LSR II flow cytometer (BD Biosciences, CA), and the data were analyzed with FlowJo v10.6.2 (FlowJo, Tree Star Inc).</p>
Instrument	LSR-II
Software	FlowJo
Cell population abundance	Since we worked only with the cell lines, we did not determine the purity of cells.
Gating strategy	The FSC/SSC gates were applied, before the cells were separated into SARS-CoV-2 positive and negative cell populations. When dealing with cells infected with two distinctly-colored viruses, we used single-color cells as controls.
	<input checked="" type="checkbox"/> Tick this box to confirm that a figure exemplifying the gating strategy is provided in the Supplementary Information.