

1    **Chronic Exposure to Palmitic Acid Downregulates AKT in Beta-Cells through**  
2    **Activation of mTOR**

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16   **Running Title:** *mTOR mediated downregulation of AKT due to HFD*

17

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20

21 **ABSTRACT**

22 High circulating lipids occurring in obese individuals and insulin resistant patients are considered a  
23 contributing factor to Type 2 Diabetes (T2D). Exposure to high lipids initially causes the beta-cells to  
24 expand in population. Long-term exposure to high lipids however is associated with failure of beta-cells  
25 and the development of T2D. To prevent the failure of beta-cells and development of Type 2 Diabetes,  
26 this study focuses on understanding the molecular mechanisms that underlie this biphasic response of  
27 beta-cells to lipid exposure. Using palmitic acid (PA) in cultured beta-cells and islets, we demonstrated  
28 that chronic exposure to lipids leads to reduced viability and inhibition of cell cycle progression  
29 concurrent with downregulation of a pro-growth/survival kinase AKT, independent of glucose. This  
30 AKT downregulation by PA treatment is correlated with a consistent induction of mTOR/S6K activity  
31 concurrent with AKT downregulation. Inhibiting mTOR activity restores AKT activity and allows beta-  
32 cells to gain proliferation capacity that are lost after high fat diet exposure. In summary, we elucidated a  
33 novel mechanism for which lipid exposure may cause the dipole effects on beta-cell growth, where  
34 mTOR acts as a lipid sensor. These mechanisms can be novel targets for future therapeutic  
35 developments.

36

37 **Introduction**

38 Macronutrients are recognized as factors that not only supply energy but also alter cellular growth  
39 response. These effects of glucose and lipids are particularly relevant to the function of pancreatic beta-  
40 cells as they respond to changes of plasma glucose and lipid levels to regulate insulin release. In  
41 individuals with normal blood glucose levels, this increased insulin requirement is met by increased  
42 insulin secretion from pancreatic beta-cells. In Diabetic patients, the beta-cells are unable to meet the  
43 increased insulin demands and patients manifest increasing glucose levels (hyperglycemia) and ultimately  
44 type II diabetes (T2D) (1-6).

45 Two factors contribute to the inability of beta-cell to compensate for the demand of  
46 hyperglycemia occurring in T2D: loss or reduction of the ability for beta-cells to secret insulin; and  
47 reduction of the number of beta-cells (2, 5, 7). Hyperglycemia and hyperlipidemia, the two conditions  
48 that hallmark insulin resistance, have both been hypothesized to regulate insulin secretion and the  
49 growth/survival of beta-cells (7). Glucose is known to stimulate beta-cell insulin secretion through  
50 regulation of the ATP-potassium transporter. It also stimulates the growth of beta-cells by regulating  
51 cyclin D2 expression (8, 9). The effects of lipids, however, are less clear compared to that of glucose.  
52 Depending on the type of lipid or duration of exposure, fatty acids can both stimulate or inhibit the  
53 function and growth/survival of cultured cells (10-14). Cultured human islets exposed to palmitic acid  
54 (PA) for 4 days led to apoptosis of beta-cells, whereas oleic acid protected against PA and glucose-  
55 induced beta-cell death (11). Similarly, prolonged exposure of rat or mouse islets to free fatty acids  
56 (FFAs) caused decreased insulin transcription, impaired glucose-induced insulin secretion (GSIS) and  
57 finally, resulted in beta-cell apoptosis (10, 15-18). However, increased beta-cell function has also been  
58 reported when islets or beta-cells are exposed to FFA (19-21). Rat islets treated with PA for 1 hour led to  
59 several fold higher BrdU incorporation versus controls concurrent with enhanced insulin secretion (19),  
60 indicative of enhanced cell growth and function. Overall, it appears that while short-term exposure of  
61 FFAs is pro-growth, long-term exposure is deleterious for the beta-cells.

62 In this study, we comprehensively evaluated the effect of short-term and chronic HFD feeding on  
63 islet mass and beta-cell proliferation. Our work demonstrated a clear biphasic effect of HFD feeding on  
64 beta-cell growth/survival. We then focused on the effects of saturated fatty acid PA on beta-cell growth  
65 and survival. Our results indicate that prolonged exposure of beta-cell to PA treatment caused suppressed  
66 proliferation and induced apoptosis, concurrent with inhibition of AKT activity, while short term  
67 exposure induced the pro-growth and pro-survival kinase AKT. We further elucidated mechanisms by  
68 which chronic exposure to PA suppresses AKT activity, and report a role of mTOR/Raptor mediated S6K  
69 activity in the regulation of AKT by PA.

71 **Results**

72 **Chronic Exposure to High Fat Diet Leads to Reduced Beta-Cell Proliferation and Induced Beta-  
73 Cell Death**

74 High Fat diet (HFD) is a lipid-rich diet that is often used as an experimental approach to induce  
75 hyperglycemia and insulin resistance conditions (4, 6). During HFD feeding, the mass of pancreatic islets  
76 increases to compensate the demand of insulin. It is hypothesized that this increased demand for insulin  
77 production leads to beta-cell death and development of diabetes. We used this HFD-induced  
78 compensatory beta-cell growth response as a model to explore the *in vivo* effects of hyperlipidemia on  
79 cell growth and survival. We subjected 3 months old mice to HFD feeding for different durations ranging  
80 from 7 days to 14 months. We found that 7 or 15-day feeding of HFD does not significantly alter the  
81 plasma insulin levels (Fig 1A). Consistent with previous reports (12), HFD feeding for 2 months is  
82 sufficient to increase fasting plasma insulin. Insulin levels peaked at 4 months, reaching approximately  
83 10-fold induction vs. the normal chow fed mice. This induction is significantly diminished with 14  
84 month-HFD feeding where only a 3-fold induction is observed (Fig 1A left panel). The mass of islets  
85 also increased concurrent with the elevated plasma insulin levels. Starting at 2 months post the start of  
86 HFD feeding, approximately 2-fold induction of islet mass is observed, reaching significance ( $p<0.05$ )  
87 with 4 months feeding. Islet mass peaked at 9 months with an approximately 4-fold induction and started  
88 to decline with 14 months HFD feeding (Fig 1A middle panel).

89 We assessed the proliferation of beta-cells in response to HFD feeding. Our data suggests that  
90 increases in proliferation of beta-cell preceded the increase of either islet mass or plasma insulin  
91 concentration. Measured using Ki67/BrdU staining, our data showed that 14 day feeding of HFD is  
92 sufficient to induce beta-cell proliferation by 3 folds. Two-month HFD feeding induced beta-cell  
93 proliferation by nearly 10 fold (Fig 1A right panel). While longer feeding for 4 and 9 months  
94 continuously induced beta-cell proliferation, such induction occurs at approximately 2-fold or less,  
95 significantly lower than the 10-fold observed with 2 months HFD feeding. By 14 months of HFD  
96 feeding, beta-cell proliferation rate is significantly lower in the HFD fed mice. Approximately 50% beta-  
97 cell proliferation rate is observed in HFD feeding group vs. the control group. The cell proliferation rate is  
98 corroborated by cyclin D2 staining where 2-month HFD feeding significantly induced the number of cells  
99 stained positive for cyclin D2 (Fig 1B). In the 14-month-old mice, beta-cells positive for cyclin D2 are  
100 rare in the NC (Normal Chow/ Control) group and essentially undetectable in the HFD group (Fig 1B).  
101 Immunoblotting analysis of cyclin D2 confirms that 14-month HFD feeding led to reduced expression of  
102 cyclin D2 whereas 2-month HFD significantly increased levels of cyclin D2 (Fig 1C).

103 We also evaluated apoptosis in the beta-cells from the different HFD feeding groups using  
104 TUNEL analysis. In up to 9 months HFD feed mice, TUNEL positive cells are barely detectable in either  
105 normal chow or HFD groups (Fig 2 and data not shown). While TUNEL positive cells are still rare in the  
106 14-month HFD fed mice, we were able to detect some TUNEL positive cells. In particular, some islets in  
107 the HFD group appear to be undergoing more severe apoptosis than the control group even though overall  
108 apoptotic rate is still very low (Fig 2). Nonetheless the increase in cell death in response to chronic lipid  
109 exposure likely contributed to the decline of insulin levels and islet mass associated with HFD feeding.  
110 Together, these *in vivo* analyses demonstrate a two-phased response of beta-cells to HFD feeding, where  
111 short exposure induces proliferation and overall islet function while longer exposure leads to apoptosis or  
112 cell death.

113

#### 114 **Prolonged Exposure to Palmitate Leads to Reduced Beta-Cell Growth/Survival**

115 To understand this two-phased response to lipid exposure, we first performed time- and dose-  
116 dependent exposure studies to PA and evaluated cell viability using MTT assay in mEFs. We found that  
117 0.4mM PA treatment can induce approximately 50% reduction in MTT in 24 hours while 48-hour  
118 treatment induced further reduction (Fig 3). Using the same criteria, we found that 48-hour treatment is  
119 needed for 0.4mM PA to inhibit MTT in beta-cells (INS-1, b-TC6 and MIN6) (Fig 3). Increasing  
120 concentration of PA dose dependently decreased cell growth/viability in mEFs as indicated by reduced  
121 MTT. In beta-cells, increased concentration of PA up to 1mM has minimum additional effects though a  
122 mild dosage effect is observed in INS-1 cells. Using the mEF cells as a model, we evaluated cell growth  
123 signals up to 24 hours with 0.4mM of PA treatment. Our data shows that PA indeed induced the  
124 expression of G1 cyclins, cyclin D2, similar to what we observed *in vivo* (Fig 4A). Eighteen and twenty-  
125 four hour treatments also induced the expression of cyclin D1 at physiological range of glucose. The  
126 induction of cyclin D2 by PA, however, appears to be independent of the glucose concentrations, though  
127 the specific exposure time needed does vary with different glucose concentrations.

128 Surprisingly, we also observed a downregulation of phospho-AKT in all glucose conditions,  
129 particularly with 18- and 24-hour PA treatment. We confirmed this observation in the three beta-cell cell  
130 lines (Fig 4B). In addition, we exposed isolated islets to PA treatment and observed similar  
131 downregulation of AKT phosphorylation (Fig 4C, top panel). Furthermore, islets from HFD fed mice  
132 also displayed similar downregulation of AKT phosphorylation when compared with islets isolated from  
133 mice fed NC diet (Fig 4C, bottom panel). The downregulation of AKT phosphorylation is  
134 counterintuitive to the elevated G1 cyclin as AKT is a pro-growth and pro-survival kinase. We  
135 hypothesized that the downregulation of AKT maybe a result of chronic exposure to PA whereas short

136 exposure would induce the phosphorylation of AKT. To address the dynamics of AKT phosphorylation  
137 in response to lipid exposure, we assessed AKT phosphorylation in INS-1 cells treated with 0.4mM PA  
138 for 30 min, 4 hour and 24 hours (Fig 5A). Our data clearly indicated that short treatment for 30 minutes  
139 indeed induced AKT phosphorylation whereas this phosphorylation is gradually lost with longer PA  
140 exposure. Twenty-four hour exposure to PA led to downregulation of p-AKT while 4 hour exposure does  
141 not alter the phosphorylation of AKT.

142 We hypothesized that the downregulation of AKT in response to long PA exposure may have  
143 been responsible for the loss of proliferation and increased apoptosis associated with prolonged lipid  
144 exposure. Consistent with this hypothesis, we observed 4-fold less cells in S phase in the 48 hr PA  
145 treated INS-1 cells (Fig 5B), indicative of reduced cell cycle progression. Furthermore, a 5-fold more  
146 Annexin V positive cells are observed in the PA treated cultures (Fig 5C), suggesting elevated apoptosis  
147 when INS-1 cells were exposed to PA for 48hrs. In addition, cleaved caspase 3, is induced by PA  
148 treatment, correlates with downregulation of AKT phosphorylation (Fig 5D). Together, these data  
149 indicate that pro-longed exposure of beta-cells to PA leads to reduced cell cycle progression and induces  
150 cell death.

151

152 **Prolonged Palmitate Exposure induced pAKT Involves Activation of p70S6K and Raptor/mTOR  
153 complex**

154 We showed previously that AKT1 plays an important role in the adaptive response of beta-cells  
155 to HFD (22). Our data here suggest that PA regulated cell growth and survival is dependent on AKT  
156 phosphorylation where suppressed p-AKT is concurrent with PA induced beta-cell apoptosis and growth  
157 suppression. To explore how PA exposure leads to the downregulation of AKT phosphorylation, we first  
158 determined the level of PTEN as beta-cell deletion of *Pten* results in improved beta-cells function and  
159 survival of beta-cells (23, 24). In either mEF or beta-cell cell lines, PTEN does not change in response to  
160 PA exposure (Fig 6A). In islets, PA treatment appears to have a minor effect on PTEN expression (Fig  
161 6A). Thus, it is unlikely that the downregulation of AKT phosphorylation induced by PA is due to PTEN  
162 induction.

163 In order to explore the mechanisms by which chronic HFD exposure lead to reduced p-AKT, we  
164 performed RNA-seq analysis in islets from HFD fed mice (submission to GEO database pending). Our  
165 data demonstrate that mTOR/p70S6K is among the top three major signaling pathway that is induced in  
166 islets by HFD feeding (supplemental Fig 1). Gene set enrichment analysis (GSEA) showed a significant  
167 upregulation of mTOR signaling in islets isolated from the HFD fed mice vs. controls (Fig 6B). To

168 confirm that mTOR signal is indeed induced even with downregulation of AKT activity, we determined  
169 S6K phosphorylation in response to PA treatment. In mEFs exposed to PA for 24 and 18 hours, we  
170 found that PA treatment induced phospho-S6K even though phospho-AKT is inhibited, particularly with  
171 24 hours exposure (Fig 6C). The same association of phospho-AKT and phospho-S6K is observed with  
172 beta-cells exposed to PA for 48 hours (Fig 6D). We also observed similar induction of S6K  
173 phosphorylation as well as its target S6 in islets from mice fed HFD diet (Fig 6E). These data together  
174 suggest that prolonged lipid exposure, while inhibiting AKT activity is inducing the activity of mTOR.

175 While mTOR activation is often indicative of active AKT activity, it also serves as the kinase that  
176 phosphorylates AKT. In addition, chronic activation of mTOR signal is reported to induce a S6K  
177 dependent feedback loop to inhibit AKT activity (25). To address if the PA induced AKT  
178 downregulation is dependent on this feedback loop, we treated INS-1 cells with rapamycin in  
179 combination with PA. As an inhibitor for mTOR activity, rapamycin treatment effectively inhibited  
180 phosphorylation of S6K. Our data indicated that the PA induced downregulation of AKT  
181 phosphorylation is readily rescued by rapamycin treatment (Fig 7A). This data suggests that the PA  
182 regulated downregulation of phospho-AKT is dependent on mTOR signaling. To address how PA may  
183 regulate mTOR signal, we determined the expression of Raptor and Rictor. Our data indicates that the  
184 overall protein levels of Raptor (but not Rictor) is increased with PA treatment (Fig. 7B). As activation  
185 of the Raptor-containing mTOR complex leads to phosphorylation of S6K, this data is consistent with the  
186 notion that the upregulation of Raptor containing mTOR complex by PA treatment is responsible for the  
187 S6K dependent downregulation of AKT phosphorylation.

188

## 189 **Discussion**

190 Obesity, a major complication associated with T2D, increases the demand of insulin secretion to  
191 cope with hyperglycemia pressure (3). The increased insulin secretion is accompanied by the increased  
192 proliferation of pancreatic beta-cells (2-6). This enhanced growth response from beta-cells is followed by  
193 failure of beta-cells where both the mass and function of beta-cells decline when the demand for increased  
194 insulin output sustains for chronic period of time (3, 26, 27). In recent years, the ability of glucose to  
195 induce beta-cell replication has been established (8, 28), however whether lipid induces beta-cell  
196 replication or promote their apoptosis is still unclear. Studies focusing on the role of lipid or HFD  
197 suggests that short term and low dose exposure to lipid is likely pro-growth for beta-cells whereas long-  
198 term and high dose exposure results in death of beta-cells (3, 11, 26, 29-32). However, the dynamics and  
199 mechanism by which lipid can induce both beta-cell growth and their apoptosis is not clear. Our study  
200 explored the dynamic response and mechanistic base for the lipid induced beta-cell compensatory

201 response and reports several major findings. *First*, we comprehensively determined the dynamics of beta-  
202 cell response to HFD feeding. We show here that beta-cell proliferation peaked at 2 months after  
203 initiation of HFD feeding, preceding the peaks in increased insulin secretion (4 months) and islet mass (9  
204 months). We also demonstrated that chronic exposure to HFD (14 months) resulted in reduction of beta-  
205 cell proliferation and elevated apoptosis. *Second*, we established cell culture models that mimic the bi-  
206 phasic response to chronic lipid exposure with multiple beta-cell cell lines. Using these model systems to  
207 confirm what was observed in mouse models, we discovered that chronic exposure (>4 hours) to PA leads  
208 to downregulation of phospho-AKT whereas short exposure (30 min) results in its induction. *Third*,  
209 downregulation of phospho-AKT occurs simultaneously with increases in annexin V positive apoptotic  
210 cells as well as reduction of cells in S phase. *Fourth*, downregulation of phospho-AKT by PA is not a  
211 result of altered expression of PTEN but regulated by Raptor-mTOR mediated S6K activation.

212 A “beta-cell exhaust” idea has been proposed where rapid growth of beta-cells induced by HFD  
213 leads to exhaustion of their growth capacity resulting in failure (33). Our study here started by exploring  
214 the molecular signals induced by HFD that regulate beta-cell growth. Using PA treatment in cultured  
215 beta-cells and islets, our data demonstrated that chronic exposure to lipids leads to reduced viability and  
216 inhibition of cell cycle progression concurrent with downregulation of a pro-growth/survival kinase AKT,  
217 independent of glucose. Genetic studies targeting AKT and signals regulating AKT have demonstrated a  
218 role for the AKT isoforms in the regulation of beta-cell growth/survival and islet mass (23, 24, 34-43).  
219 AKT2 was found to be required for maintaining metabolic homeostasis as *Akt2*<sup>-/-</sup> mice develop insulin  
220 resistance, which indirectly leads to induced beta-cell mass due to adaptive beta-cell response (35). The  
221 role of AKT1 in metabolic regulation lies in its ability to regulate the adaptive growth and survival of  
222 pancreatic beta-cells (22). Mice deficient for AKT1 function display normal  $\beta$  cell mass and morphology  
223 (36, 41), whereas ectopic overexpression of constitutively active AKT1 in beta-cells leads to a dramatic  
224 increase in islet mass (34, 43). In addition, deletion of *Pten* in beta-cells which led to constitutive  
225 activation of AKT1 resulted in increased  $\beta$  cell proliferation, enhanced islet mass, and hypoglycemia in  
226 mice (23, 24). Consistently in beta-cells, AKT1 was found to be indispensable for the adaptive growth  
227 response for beta-cells fed HFD (22). Loss of AKT1 function induces mild ER stress and predisposes  
228 them chronic HFD induced cell death (22, 44).

229 In the past two decades, studies using genetically modified animals suggest a major role for the  
230 G1/S cell cycle machinery and key mitogenic signals such as IGF, PDGF and HGF in the growth of beta-  
231 cells (45). Among the molecular signals that control beta-cell replication, genetic evidence targeting  
232 different signaling molecules confirmed the importance of PI3K signal downstream of the growth factors  
233 in the regulation of beta-cell replication. The negative regulator of this mitogenic signaling, PTEN was  
234 previously shown to be induced by HFD feeding *in vivo* with unclear mechanisms (46). Our group

235 reported that mice lacking PTEN specifically in the beta-cells have more and larger islets and  
236 demonstrated a role of PTEN/PI3K signaling in beta-cell growth and senescence (23, 38, 44, 47). Here,  
237 we report that the PA induced AKT downregulation is not a result of induced expression of its negative  
238 regulator PTEN but due to the feedback regulatory loop mediated by mTOR. Our data found that chronic  
239 exposure of beta-cells and islets to PA results in concurrent activation of S6K and inhibition of AKT.  
240 This analysis suggests that the mTOR-AKT negative feedback loop signaling is induced by chronic  
241 exposure to lipids and that this feedback signal is likely responsible for the dipole response of beta-cells to  
242 lipid/HFD exposure (Fig 7C). Though transient activation of mTOR leads to enhanced cell survival,  
243 chronic activation of mTOR results in inhibition of PI3K/AKT action via IRS and promotion of cell death  
244 (48). Such feedback can block the action of PI3K and results in the downregulation of downstream  
245 signaling molecules, including Ser/Thr kinase AKT (25). Consistently, mice lacking either TSC1 or  
246 TSC2 (with activated mTOR signal) in beta-cells display beta-cell failure with reduced islet mass and  
247 function and develop diabetes like phenotypes when they get older (49). Such failure is mediated by the  
248 activation of mTOR as rapamycin treatment to inhibit mTOR activity can rescue the failure of beta-cells  
249 in these mice (49). Interestingly, the rapamycin treatment also induced the phosphorylation of AKT.

250 The mTOR kinase exists in two separate complexes with other regulatory factors (48). Previous  
251 studies have reported that Myc dependent adaptive response to glucose is regulated by the TORC1 mTOR  
252 complex (50). The TORC1 complex is composed of Raptor and PRAS40. TORC1 complex  
253 phosphorylates and activates S6K which phosphorylates and inactivates IRS1/2. The TORC2 complex is  
254 composed of Rictor, mSin1 and Protor. Chronic activation of mTOR also leads to TORC2 induced  
255 phosphorylation and degradation of IRS1/2. Our data demonstrated a consistent activation of S6K  
256 phosphorylation in response to lipid treatment. These data suggest that lipid treatment at least activates  
257 the TORC1 complex, an observation confirmed by the upregulation of Raptor. In experimental models,  
258 loss of mTORC1 signal also lead to beta-cell failure and results in Diabetes phenotypes (42). However,  
259 inhibition of S6K led to improved GSIS in isolated human islets (51). Thus, further exploration into the  
260 mTOR-S6K-AKT is needed to understand the dynamic of response of this signaling axes to lipid  
261 exposure. Particularly, understanding the mechanisms by which lipid exposure regulates mTOR  
262 signaling is not only necessary for elucidating the adaptive response of beta-cells to lipid exposure, but  
263 also other cell growth responses to dyslipidemia. A putative mechanism characterized for lipid-mTOR  
264 interaction impinges on phosphatidyl acid (52, 53). Binding of phosphatidic acid to the FRB domain of  
265 mTOR blocks binding of Deptor (54), a partner of both TORC1 and TORC2 complex. While initial  
266 immunoprecipitation in INS-1 cells did not confirm that PA treatment altered binding of Deptor to  
267 TORCs (data not shown), our data shows that total levels of Raptor is induced by PA treatment in INS-1

268 cells. Raptor is an component of TORC1 complex and elevated Raptor is consistent with the observed  
269 increase of pS6K in response to PA treatment.

270 Together, our data suggests that Raptor-mTOR may act as a lipid sensor for HFD and increased  
271 lipid levels can induce beta-cell proliferation followed by beta-cell failure due to the mTOR feedback loop.  
272 Induction of Raptor expression and activation of S6K mediates downregulation of AKT due to chronic  
273 exposure to lipids. The downregulated AKT signal led to loss of growth potential and increased beta-cell  
274 death, leading to beta-cell failure in response to chronic lipid exposure. An increased activation of S6K  
275 has been recently reported in islets of human T2D patients where hyperlipidemia is common (51). In these  
276 islets from T2D patients and db/db mice, inhibition of mTORC-S6K signal can indeed improve GSIS (51).  
277 Our study here showed that the mTOR feedback loop mediates the dipole effect of HFD and lipid induced  
278 beta-cell growth deficiency and it may be targeted to overcome beta-cell failure.

279

## 280 **Experimental Procedures**

281

### 282 *Animals*

283 Mice of mixed backgrounds were used for the high fat diet (HFD) studies since different  
284 backgrounds have been shown to have different response to high fat diet. All animals were housed in a  
285 temperature-, humidity-, and light-controlled room (12-h light/dark cycle), allowing free access to food  
286 and water. All experiments were conducted according to the Institutional Animal Care and Use  
287 Committee of the University of Southern California research guidelines.

288

### 289 *Cell Culture*

290 Various beta-cell (bTC6, MIN-6 and INS-1) and non-beta (mEFs) cell lines were used for the  
291 study. INS-1 cells were kindly supplied by Prasanna Dadi at Vanderbilt University. All cells were  
292 cultured at 37 °C in a humidified atmosphere containing 5% CO<sub>2</sub> in either DMEM containing 25mM  
293 glucose or RPMI 1640 medium containing 11 mM glucose and supplemented with 10% heat-inactivated  
294 FBS, 50 µM 2-mercaptoethanol, 100 units/ml penicillin and 100 µg/ml streptomycin. Cells were starved  
295 overnight 48 hours after seeding and then treated with 0.4 mM PA in media containing 2, 6 or 15 mM  
296 glucose as indicated.

297

### 298 *Diet Feeding*

299 For the high fat diet (HFD) experiment, one group of mice was fed with High Fat Diet with 60  
300 kcal% fat (TD06414, Harlan laboratories) (55) whereas the control group was fed with Normal chow with

301 13 kcal% of fat in their diet (PicoLab 5053). Diet was started at 3 months of age and continued for the  
302 indicated period of time. Body weight, food intake and random plasma glucose levels were monitored  
303 weekly. BrdU (1mg/mL in deionized water, BD Pharmingen) was given to mice in water for 5 days  
304 before the ending of the study. Pancreas were collected at the end of the 5 days following overnight  
305 fasting.

306

### 307 ***Biochemical analysis***

308 Plasma samples were also collected through cardiac puncture at the end of the study following  
309 overnight fasting. Mouse Ultrasensitive Insulin ELISA kit from ALPCO (Cat#80-INSMSU-E01) is used  
310 for quantifying plasma Insulin per kit instructions as described previously (23, 24).

311

### 312 ***Mouse islet isolation***

313 Pancreases were perfused with collagenase P solution (0.8 mg/mL; 5mL per mouse) and digested  
314 at 37 °C for 17 min. Islets were then purified by using Ficoll gradients with densities of 1.108, 1.096,  
315 1.069 and 1.037 (Cellgro) as previously reported (23, 24). Islets between layer 1.096 and 1.069 were  
316 collected and handpicked for either protein extraction or RNA extraction (26, 31).

317

### 318 ***Rapamycin treatment in mice***

319 Mice were fed with HFD for the required duration and rapamycin was injected intraperitoneally  
320 on the last 8 days of treatment (everyday 0.3mg/kg per mouse). 100mM Rapamycin stock in DMSO (LC  
321 labs # R-5000) was diluted 100 folds by mixing 890ul PBS, 100ul Tween 80 and 10uL rapamycin stock.  
322 Calculations were then done and mice were injected as per their body weight.

323

### 324 ***Immunohistochemistry***

325 At the end of the study, pancreas were dissected *en total* and fixed in Zn-formalin at 4°C for  
326 histopathology and immunohistochemistry analysis. Zn-formalin fixed and paraffin embedded sections  
327 were stained with hematoxylin and eosin for histopathology analysis (56). Islet mass is calculated based  
328 on area of islets vs. total pancreas area measurement collection from 3 sections per sample 60uM apart as  
329 described (23, 57).

330 Pancreas sections were also stained with antibodies for immunohistochemical or  
331 immunofluorescence analysis. Antibodies used are: Cyclin D2 (Santa Cruz, sc-593), Ki-67 monoclonal  
332 Ab (CST#12202) and BrdU (BD Pharmingen). TUNEL kit from BD Pharmingen were used for  
333 assessment of apoptotic cells following manufacturer's instruction as described (47, 58).

334

335 **Fatty Acid Preparation**

336 Palmitic Acid (sigma#P0500-10G) 200mM stock was prepared by dissolving 51.2mg PA in 1ml  
337 100% ethanol. 0.04ml of this stock was further dissolved in 1.96ml 10% fatty acid free BSA (in DMEM  
338 media) for 4mM PA stock by shaking overnight at room temperature. On the following day, solution was  
339 filtered through 0.22 $\mu$ M filter and diluted 1:10 with media prior to cell treatment. 1% BSA in DMEM  
340 media was used as a control.

341

342 **MTT Assay**

343 Cells were seeded at density 1.5-2 $\times$ 10<sup>4</sup>cell/well in 96-well plates in RPMI media. After 48 hours  
344 of seeding, the cells were either treated with 1% BSA (as control) or different concentrations of Palmitic  
345 Acid (0.2mM, 0.4mM, 0.6mM, 0.8mM and 1mM) (6 wells per treatment) and incubated for 24 or 48  
346 hours. 10uL MTT reagent was then added after respective incubation and kept at 37°C for 4 hours,  
347 followed by addition of 100uL DMSO. The plate was kept on the shaker for 5-10 minutes to dissolve the  
348 crystals. Optical Density Reading was then taken at 570 nm wavelength.

349

350 **Cell Cycle FACS**

351 INS-1 cells (3 $\times$ 10<sup>5</sup> cells/well) were seeded in six-well plates in RPMI media with 6mM glucose  
352 with 10% FBS. Cells were starved for 48-72 hours in media without FBS after 24 hours of seeding. They  
353 were then treated with 1% BSA or 0.4mM Palmitic Acid for 48 hours. Cells were harvested by washing,  
354 trypsinizing and centrifuging them. The resulting pellet was re-suspended in 0.1mL PBS. 1mL ethanol  
355 was then added (kept at -20°C) and kept for 20 mins at -20°C. Cells were centrifuged at 1000rpm for 5 mins  
356 and supernatant was discarded. Then the pellet was resuspended in 500uL of RNase solution (200ug/mL  
357 in PBS) and incubated at room temperature for 30 mins. Propidium Iodide was later added to the mix  
358 (50ug/mL) and incubated for 30 mins away from light. FACS analysis was performed using FACS  
359 calibur machine and software.

360

361 **PI/ANNEXIN V FACS**

362 INS-1 cells were seeded at density (2.5 $\times$ 10<sup>5</sup> cells/well) in six-well plates in RPMI media. After 48  
363 hours of seeding, cells were treated with 1% BSA or 0.4mM Palmitic Acid for 48 hours. Media  
364 containing detached and floating cells was collected and the rest of the cells were trypsinized, and washed  
365 once with PBS. Cells were then washed and suspended in 1X Annexin Binding Buffer (ABB). Diluted  
366 Annexin (400ng per 1x10<sup>6</sup> cells) was then added to cells and incubated for 8 minutes at room temperature  
367 away from light. Propidium Iodide was then added to each sample (2.5ug/mL per sample) and incubated  
368 for approximately 2 minutes. FACS analysis was then performed as previously described (44).

369

370 ***Western blot***

371 Cell lysate preparation and immunoblot analysis were performed as described (57, 59). Briefly,  
372 cells or islets were lysed in cell lysis buffer containing 1mM sodium pyrophosphate, 10mM  $\beta$ -glycerol  
373 phosphate, 10mM sodium fluoride, 0.5mM sodium orthovanadate, 1  $\mu$ M microcystin, and protease  
374 inhibitor cocktail set II (Calbiochem) (36, 37). Supernatants of the lysates were subjected to SDS-PAGE  
375 (10-12% polyacrylamide gel) and then transferred to PVDF membranes. Antibodies used: Phospho-AKT  
376 (Ser473) (CST #4060), Phospho-p70 S6 Kinase (Thr389) (CST#9205), Cleaved Caspase-3 (Asp175)  
377 (CST#9661), Cyclin D1 (Santa Cruz, sc-8396), Cyclin D2 (Santa Cruz, sc-593). ECL Secondary Mouse  
378 and Rabbit HRP antibodies used were from GE Healthcare.

379

380 ***RNA sequencing and Data Analysis***

381 Six mouse islet preparations (3 in Normal chow group and 3 in HFD group, on diet for 4 month)  
382 were sequenced and data was analyzed using Partek Flow and IPA (Ingenuity Pathway Analysis). In  
383 brief, RNeasy Mini Kit (Qiagen, Cat# 74104) was used to isolate total RNA from mice islets. RNA  
384 quality was tested using Agilent Bioanalyzer and the RNA integrity number (RIN) values for all the  
385 samples were >7.5. We utilized USC NGS core services to convert mRNA to cDNA libraries which was  
386 further sequenced using Illumina NextSeq500- 25 million reads per sample.

387

388 ***Statistical Analysis***

389 The data are presented as means  $\pm$  the standard error of the mean (SEM). Differences between  
390 HFD or PA treated groups vs. controls were analyzed by Student's t test, with two-tailed p values less  
391 than 0.05 considered statistically significant. All tissue culture experiments were performed at least  
392 three times.

393

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400 L. H., C.C., J.C., and A. D. conducted experiments. B. L. S. directed the project, wrote and edited the  
401 manuscript.

402

403 **Declarations of Interest** There is no conflict of interest for any of the authors.

404

405

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600 **Figure Legends**

601 **Figure 1. High fat diet induced beta-cell proliferation.** **A.** 3 months old mice were put on high fat diet  
602 (HFD) for the indicated durations (X axes). Fold change of fasting insulin (left), Islet mass (middle) and  
603 cell proliferation rate (right) are reported for HFD vs. normal chow (NC) fed animals. n=5-9. \*P<0.05.  
604 **B.** Immunofluorescent staining of cyclin D2 and insulin in pancreas of HFD and normal chow (NC) fed  
605 mice. Top panels, mice fed on indicated diet for 2 months (2M); Bottom panels, mice fed on indicated  
606 diet for 14 months (14M). Right panels, quantification of Cyclin D2+ beta cells vs. total beta cells.  
607 Green, cyclin D2; Red, Insulin; Blue, Dapi. n=5-9. \*P<0.05. **C.** Immunoblotting analysis for cyclins D1  
608 and D2. Left panel, mice fed on indicated diet for 2 months (2M); right panel, mice fed on indicated diet  
609 for 14 months (14M). Numbers under the row indicate ratio of the protein above over GAPDH.

610 **Figure 2. Chronic High fat diet induced beta-cell apoptosis.** 3 months old mice were put on high fat  
611 diet (HFD) or normal chow (NC) for 9 and 14 months. Section of pancreas were stained with insulin  
612 (red) and TUNEL (Green). Blue, Dapi. Arrow: TUNEL positive cells.

613 **Figure 3. Prolonged exposure to palmitic acid treatment reduces cell survival/growth in multiple  
614 cell lines.** In mouse embryonic fibroblasts (top panels) as well as three beta-cell cell lines (bottom three  
615 panels), exposure to palmitate acid for 24hrs (left panels) and 48 hrs (right panels) induced loss of cell  
616 viability/growth potential as measured with MTT assay. n=3. \*P<0.05. Experiments repeated multiple  
617 times.

618 **Fig 4. Chronic exposure to palmitic acid treatment induces cell cyclin D2 expression while  
619 inhibiting AKT phosphorylation.** **A.** Mouse embryonic fibroblasts (mEFs) were exposed to 0.4 mM  
620 palmitic acid (PA) or DMSO (Veh) for indicated time points in the presence of indicated glucose  
621 concentrations. Cells were harvest and immunoblotting was performed for the indicated proteins. **B.**  
622 Three different beat-cell cell lines were exposed to 0.4 mM PA for 48 hours in the presence of 6 mM  
623 glucose. Immunoblotting for phospho-AKT confirmed downregulation of p-AKT by PA treatment. **C.**  
624 Top, isolated islets were cultured in the presence or absence of 0.4 mM PA for 72 hrs and  
625 immunoblotting for phospho-AKT showed downregulation of p-AKT by 0.4 mM PA treatment. Bottom,  
626 islets isolated from mice fed HFD for 4 months shows downregulation of p-AKT.

627 **Figure 5. Biphasic response of phospho-AKT to palmitic acid and regulation of beta-cell growth  
628 and apoptosis.** **A.** Short-term exposure to 0.4 mM PA reduced AKT phosphorylation while prolonged  
629 exposure induces it. INS-1 cells were exposed to 0.4 mM PA or DMSO (Veh) for the indicated time  
630 points. Immunoblotting is performed on lysates isolated from the cells for phospho-AKT. **B.** INS-1 cells  
631 were treated with 0.4 mM PA for 24 hours followed by flowcytometry analysis for the cell cycle.

632 Percentage of cells in S phase is reported here. **C.** INS-1 cells treated with 0.4 mM PA for 24 hours were  
633 stained with annexin V and PI and analyzed using flowcytometry (left two panels). Percentage of cells  
634 dual positive for annexin V and PI are reported in the right panel. **D.** INS-1 cells treated with 0.4mM PA  
635 or DMSO (Veh) in the presence of different amount of glucose were lysed and proteins blotted for p-  
636 AKT, AKT and cleaved caspase 3 with actin as loading control. n=3. \*P<0.05. Experiments repeated  
637 multiple times.

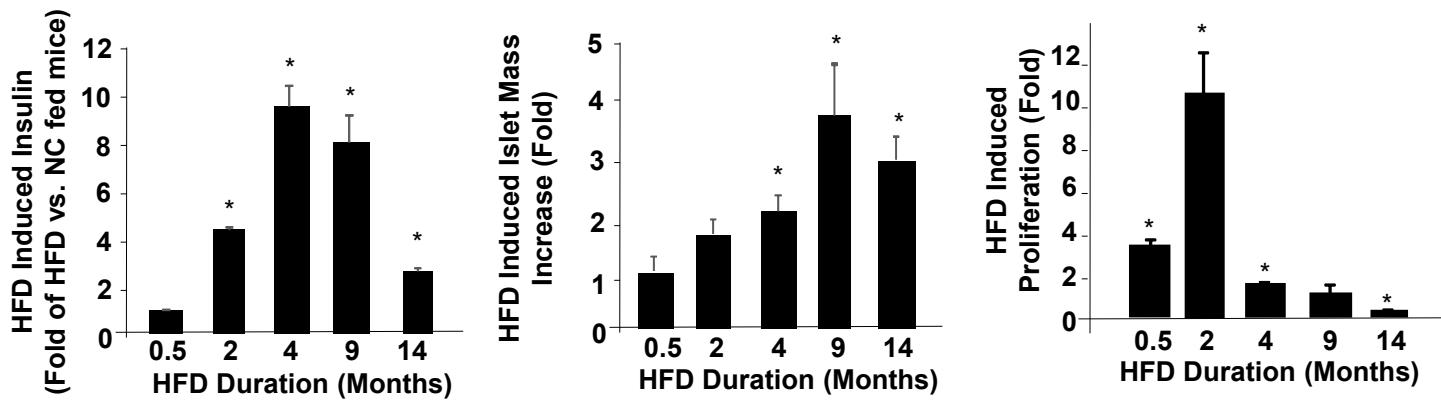
638 **Figure 6. S6K signal but not PTEN is altered by exposure to palmitic acid.** **A.** mEF, beta-cells, and  
639 cultured islets treated with 0.4 mM PA or DMSO (Veh) were lysed and analyzed for PTEN expression.  
640 **B.** Gene Enrichment Analysis of mTOR signal genes in islets from mice fed HFD for 4 months vs. those  
641 fed normal chow (NC). **C.** mEF cells exposed to 0.4 mM PA or vehicle with 6 mM glucose were  
642 analyzed for p-AKT and p-S6K. **D.** Three beta-cell lines were treated with 0.4mM PA with 6mM  
643 glucose and analyzed for p-AKT and p-S6K. **E.** Islets isolated from HFD fed mice (4 months HFD) were  
644 analyzed for p-AKT, p-S6K and p-S6.

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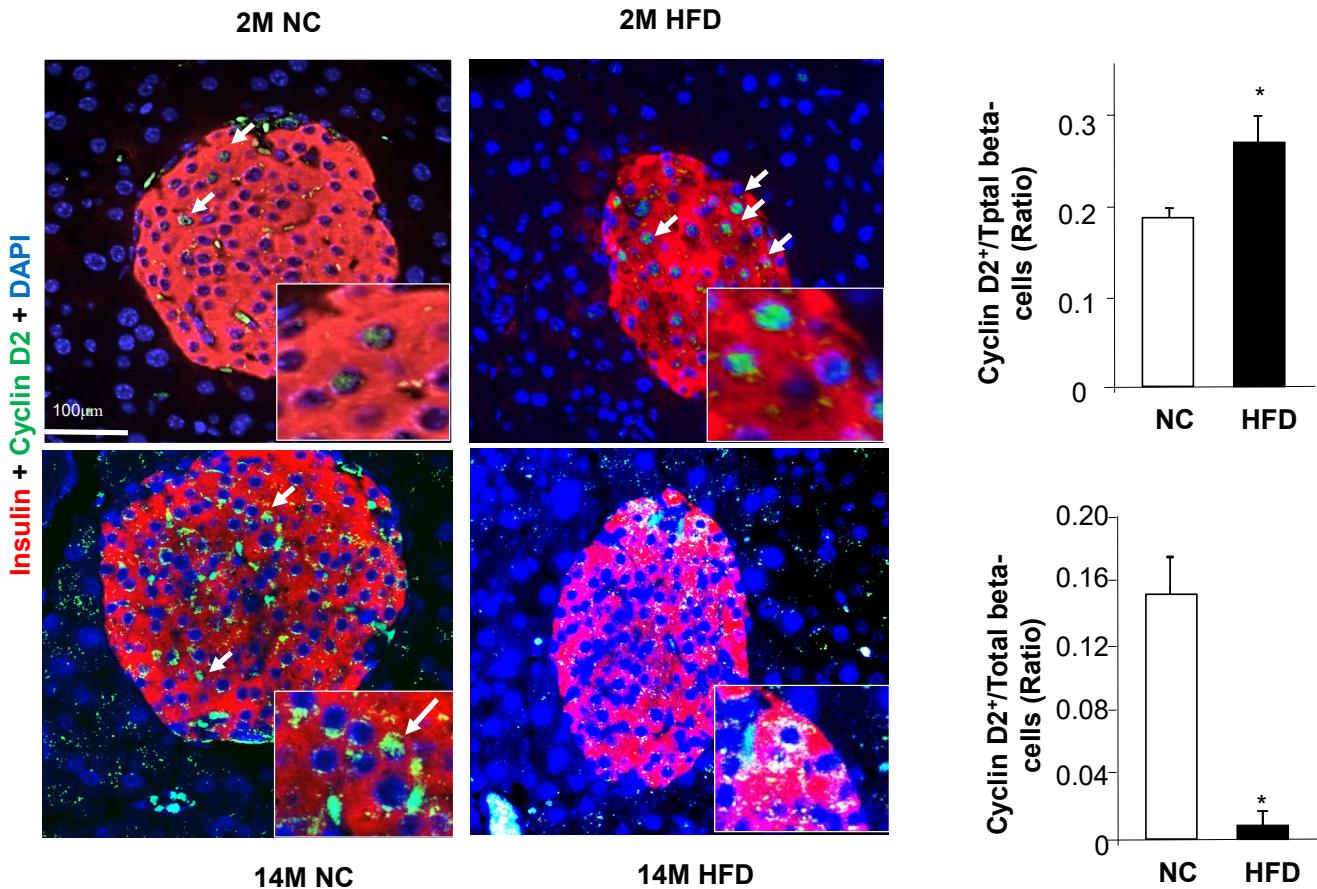
646 **Figure 7. Induction of mTOR-S6K led to downregulation of AKT phosphorylation due to exposure**  
647 **to palmitic acid.** **A.** INS-1 cells were treated with PA or PA+Rapamycin and analyzed for p-AKT and p-  
648 S6K. **B.** INS-1 cells treated with PA or vehicle were analyzed for Raptor. **C.** Proposed role of palmitic  
649 acid on loss of beta-cell function via S6K regulated AKT phosphorylation.

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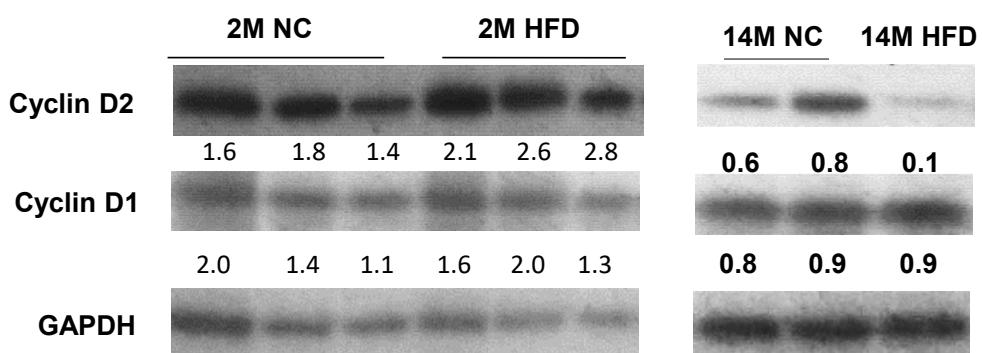
**A.**

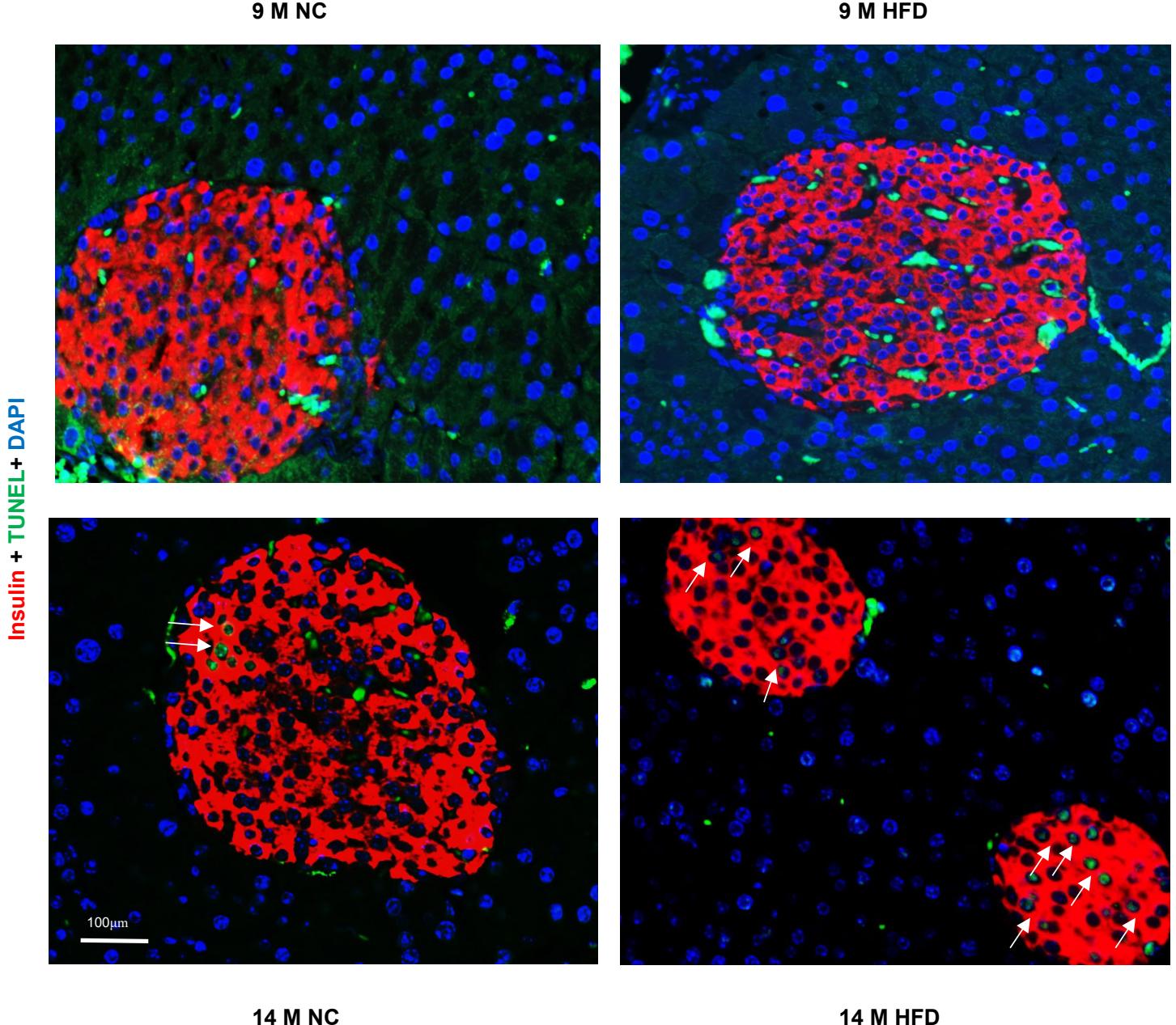


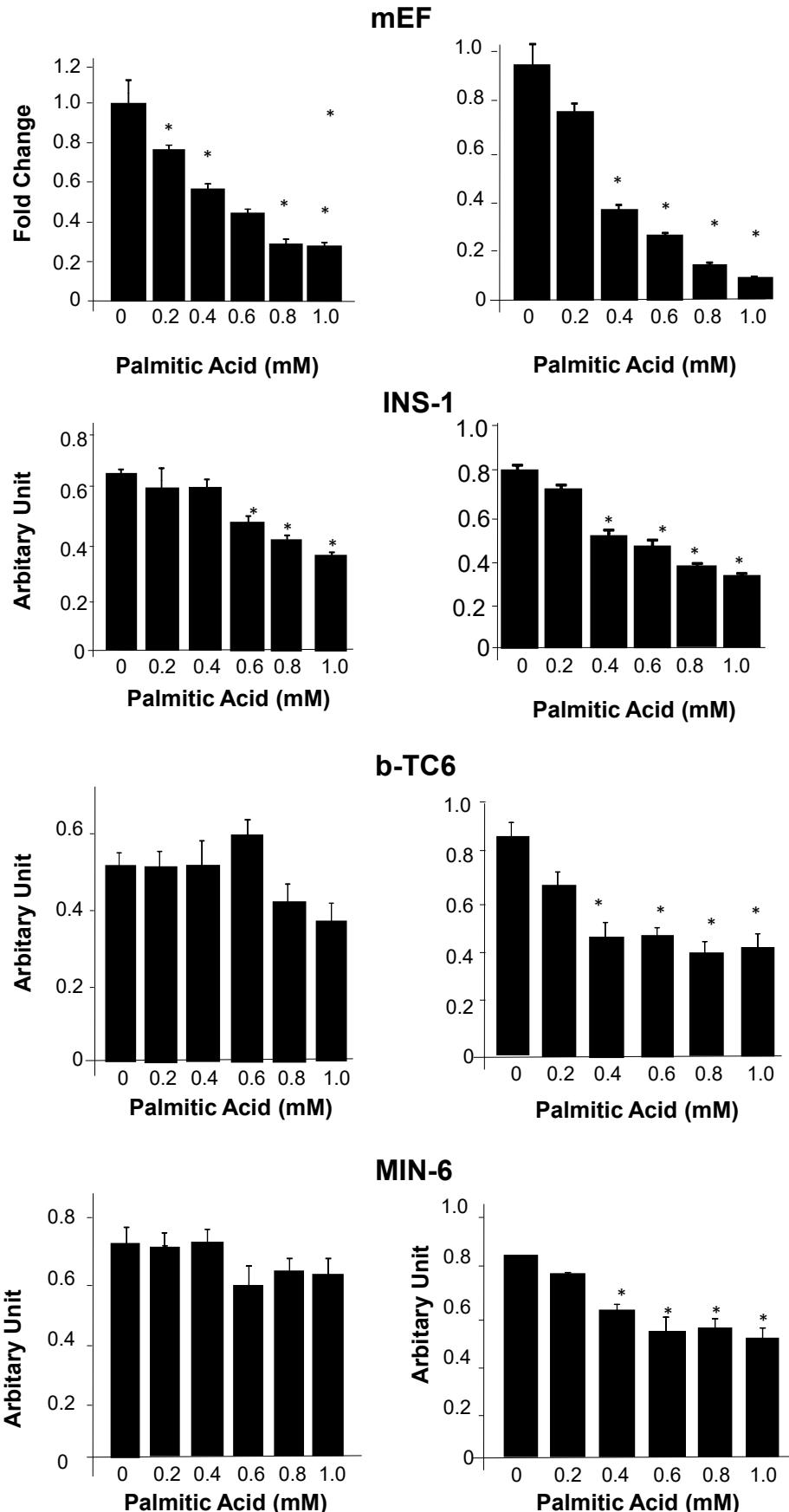
**B.**



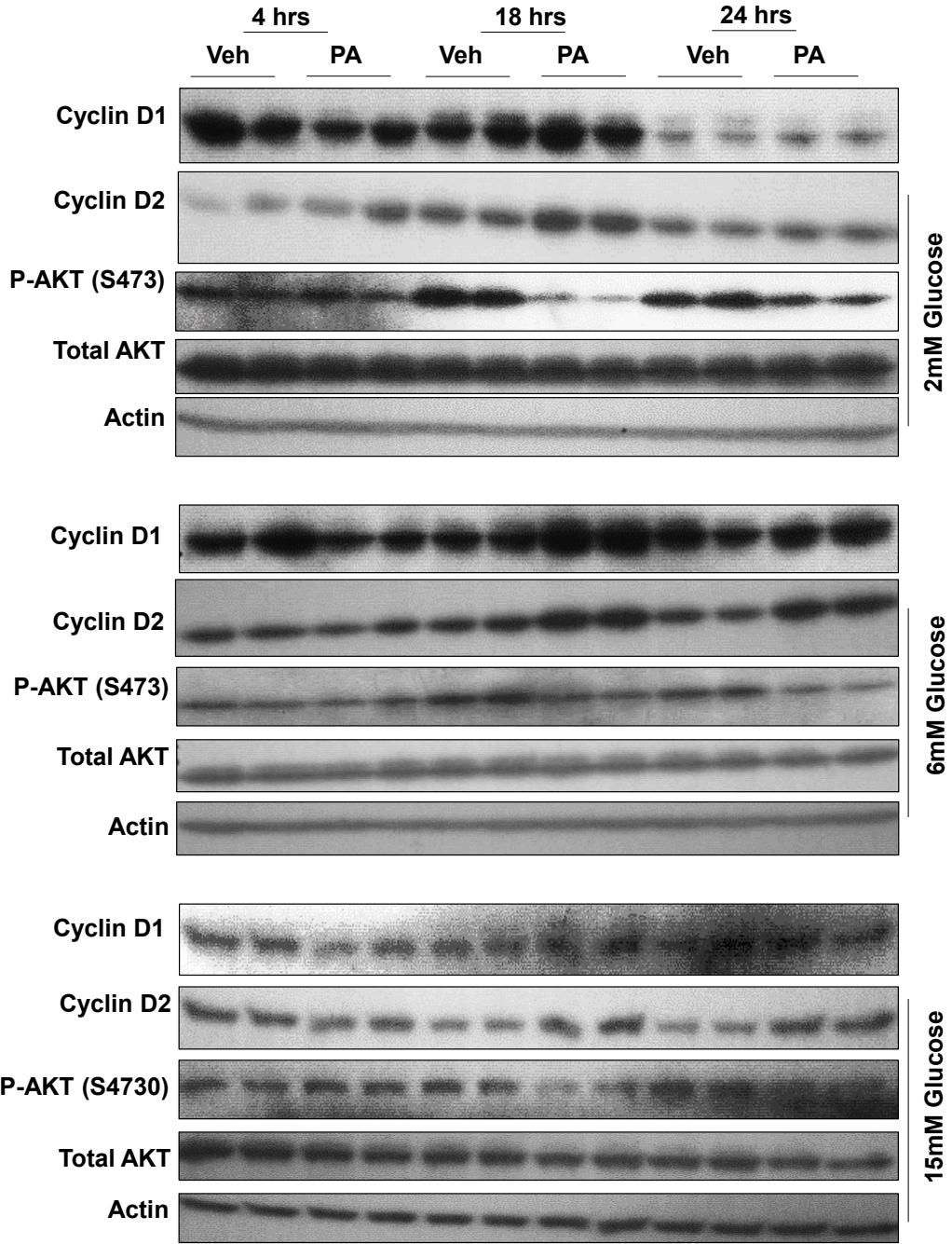
**C.**



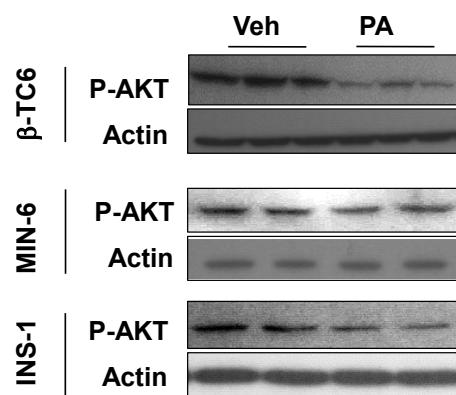




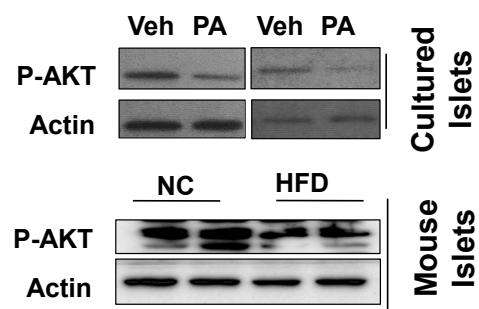
**A. mEFs**



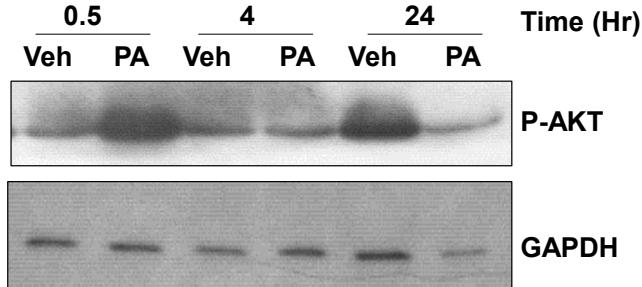
**B. Beta-Cells**



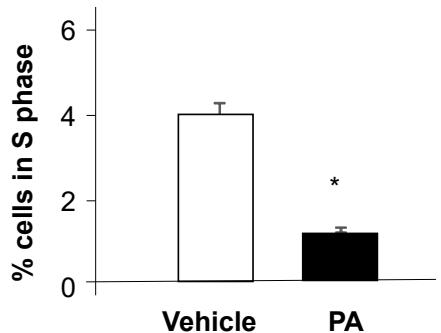
**C. Islets**



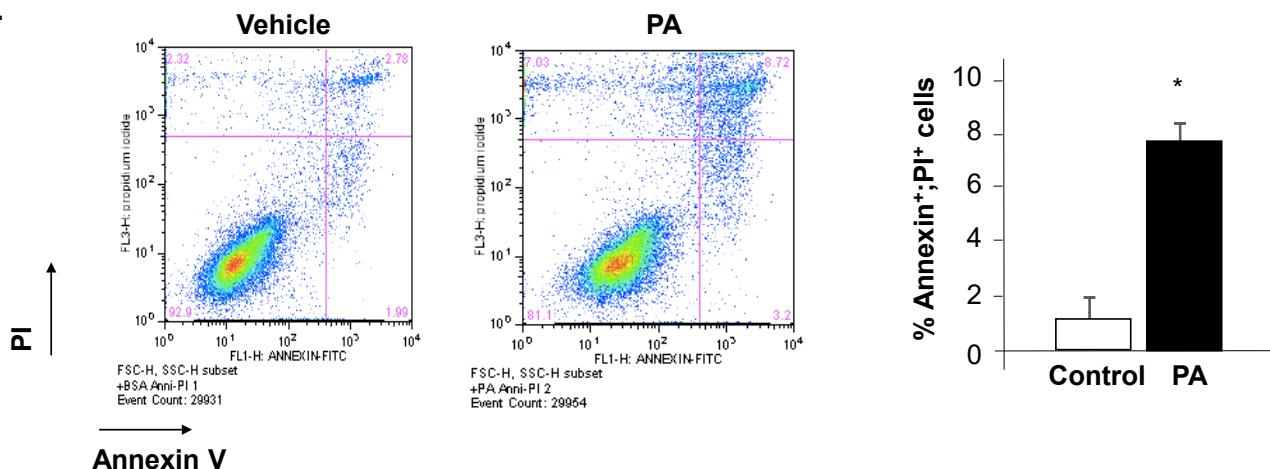
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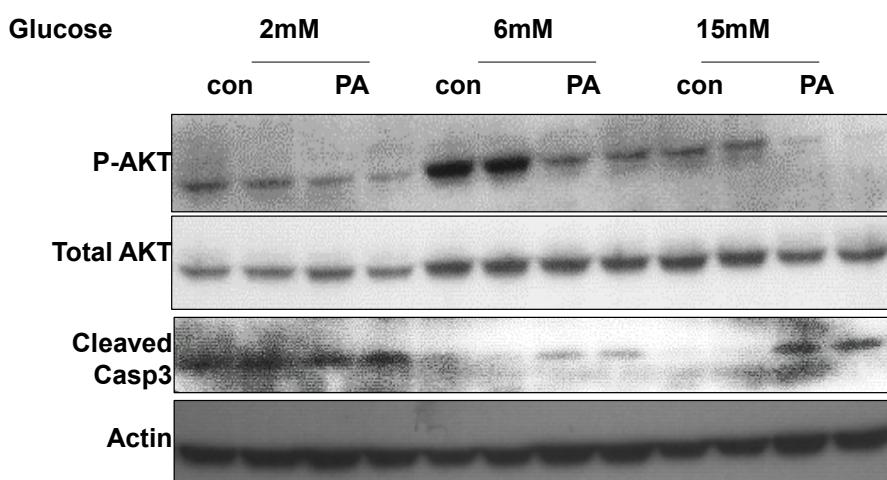
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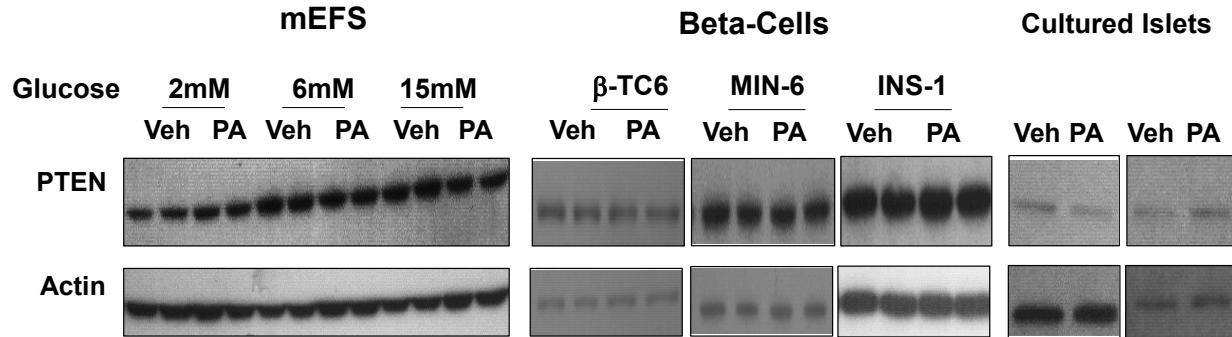
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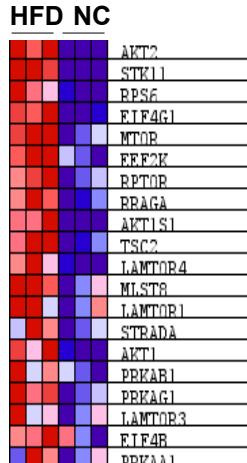
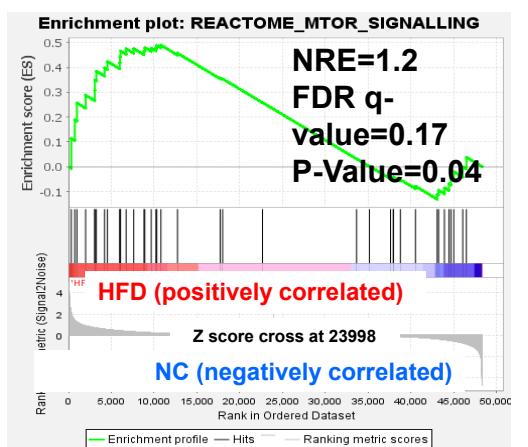
**D.**



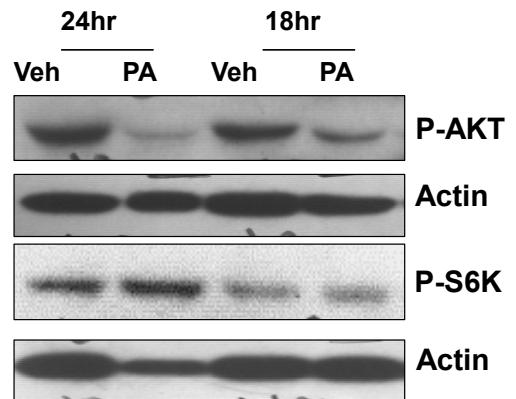
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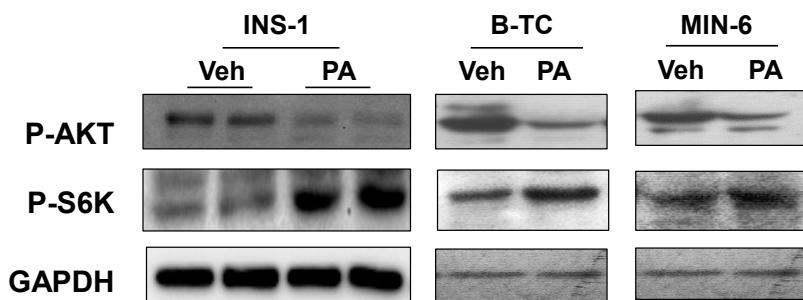
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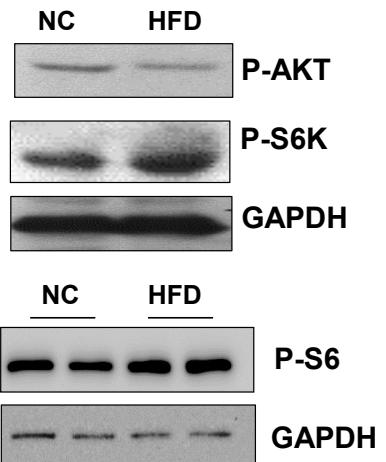
C. mEFs



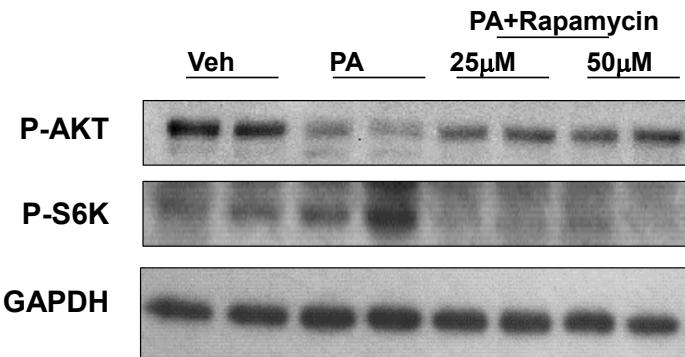
D. beta-cells



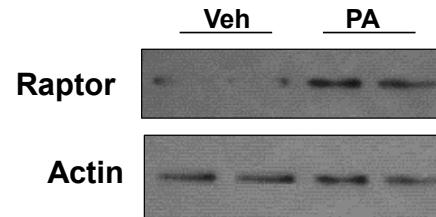
E. Mouse Islets



A.



B.



C.

