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**An integrative transcriptional logic model of hepatic insulin resistance**

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25 ***Highlights***

- 26 • Foxo1 regulates liver metabolism through active enhancers, and hepatocyte
- 27 maintenance through core promoters
- 28 • Foxo1 regulates glucose genes through fasting-dependent intergenic enhancers
- 29 • Bipartite intron regulation of lipid genes is partly fasting-independent
- 30 • Ppar $\alpha$  contributes to the transcriptional resiliency of Foxo1 metabolic targets
- 31 • Insulin resistance causes de novo recruitment of Foxo1 to active enhancers
- 32 • A stepwise model of insulin resistance

33 **ABSTRACT**

34 Abnormalities of lipid/lipoprotein and glucose metabolism are hallmarks of hepatic insulin  
35 resistance in type 2 diabetes. The former antedate the latter, but the latter become progressively  
36 refractory to treatment and contribute to therapeutic failures. It's unclear whether the two processes  
37 share a common pathogenesis and what underlies their progressive nature. In this study, we  
38 investigated the hypothesis that genes in the lipid/lipoprotein pathway and those in the glucose  
39 metabolic pathway are governed by different transcriptional logics that affect their response to  
40 physiologic (fasting/refeeding) as well as pathophysiologic cues (insulin resistance and  
41 hyperglycemia). To this end, we obtained genomic and transcriptomic maps of the key insulin-  
42 regulated transcription factor, FoxO1, and integrated them with those of CREB, PPAR $\alpha$ , and  
43 glucocorticoid receptor. We found an enrichment of glucose metabolic genes among those  
44 regulated by intergenic and promoter enhancers in a fasting-dependent manner, while lipid genes  
45 were enriched among fasting-dependent intron enhancers and fasting-independent enhancer-less  
46 introns. Glucose genes also showed a remarkable transcriptional resiliency, i.e., an enrichment of  
47 active marks at shared PPAR $\alpha$ /FoxO1 regulatory elements when FoxO1 was inactivated.  
48 Surprisingly, the main features associated with insulin resistance and hyperglycemia were a  
49 "spreading" of FoxO1 binding to enhancers, and the emergence of target sites unique to this  
50 condition. We surmise that this unusual pattern correlates with the progressively intractable nature  
51 of hepatic insulin resistance. This transcriptional logic provides an integrated model to interpret  
52 the combined lipid and glucose abnormalities of type 2 diabetes.

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56 ***Significance Statement***

57 The liver is a source of excess lipid, atherogenic lipoproteins, and glucose in patients with type 2  
58 diabetes. These factors predispose to micro- and macrovascular complications. The underlying  
59 pathophysiology is not well understood, and mechanistic insight into it may provide better tools  
60 to prevent, treat, and reverse the disease. Here we propose an alternative explanation for this  
61 pathophysiologic conundrum by illustrating a transcriptional “logic” underlying the regulation of  
62 different classes of genes. These findings can be interpreted to provide an integrated stepwise  
63 model for the coexistence of lipid and glucose abnormalities in hepatic insulin resistance.

64 **Main Text**

65 **INTRODUCTION**

66 An impairment of the physiologic response to insulin, or insulin resistance, remains the central  
67 cause of type 2 diabetes together with declining insulin secretory capacity, and its principal  
68 unmet treatment need (1). The pleiotropic nature of insulin resistance poses a therapeutic  
69 challenge by having different effects on different organs, and different biological consequences  
70 within the same cell type, not to mention evidence of genetic heterogeneity (2). Nowhere is this  
71 challenge more apparent than at the liver, a central organ in the pathogenesis of two key  
72 abnormalities in diabetes: increased production of atherogenic lipoproteins that increase the  
73 diabetic's susceptibility to heart disease (1); and increased glucose production, predisposing to  
74 microvascular complications (3). In addition, the progressive nature of the latter defect (4),  
75 together with declining  $\beta$ -cell function (5), likely underlies the therapeutic failure of antidiabetic  
76 drugs (6). Among drugs directly targeting hepatic glucose production, the diabetic pharmacopeia  
77 remains woefully limited to metformin (7).

78         Understanding whether the two central defects of hepatic insulin resistance harken back  
79 to a shared mechanism, or arise independently, has obvious implications for the discovery of new  
80 treatments (8). A useful conceptualization that has gained some consensus separates insulin  
81 signaling into FoxO1-dependent and Srebp1c-dependent branches, the former emanating from  
82 activation of Akt and allied kinases to regulate glucose metabolism, and the latter being relayed  
83 through mTOR to supervise lipid synthetic and turnover pathways (2). However, while the case  
84 for FoxO1 regulation of specific genes is strong, its genome-wide regulatory function in the  
85 broader context of the nutrient response has only been marginally addressed (9, 10). Therefore,  
86 the extent to which the lipid and glucose metabolic branches of insulin signaling share a common

87 regulatory network remains unknown. Moreover, transcriptional networks are integrated,  
88 redundant units with overlapping functions. During fasting, as glucagon, catecholamine, and  
89 FFA levels rise, a host of factors is activated to modulate glucose and lipid mobilization. Besides  
90 FoxO, they include CREB, PPARs, CEBPs, and nuclear receptors (11). To address these  
91 questions, we undertook to generate a liver FoxO1 cistrome in different physiologic and  
92 pathophysiologic states and compare it with the CREB, PPAR $\alpha$ , and glucocorticoid receptor  
93 cistromes. By leveraging a new mouse model developed for genome-wide interrogation of  
94 FoxO1 function (12), we discovered a FoxO1 transcriptional logic that provides insight into  
95 hepatic insulin action and resistance.

96

97 **RESULTS**

98

99 ***In vivo* features of hepatic FoxO1 translocation**

100 There is a dearth of primary data on the kinetics of hepatic FoxO1 localization in response to  
101 hormones and nutrients in the living organism. To optimize conditions for genome-wide ChIP-  
102 seq, we performed immunohistochemistry in wild-type mice to determine the time- and dose-  
103 dependence of FoxO1 nucleocytoplasmic translocation in response to insulin. Insulin injection  
104 into the inferior vena cava triggered rapid FoxO1 translocation that reached a plateau by 15  
105 minutes (Fig. S1a), with an ED<sub>50</sub> of 0.02U/kg (plasma level 0.4 ng/mL) (Fig. S1b). In contrast,  
106 HNF4A remained nuclear throughout (Fig. S1a). Thus, FoxO1 translocation is rapid and  
107 sensitive to physiological levels of insulin.

108       Next, we investigated translocation in response to fasting and refeeding. Following a  
109 physiologic 4-hr fast, 1-hr refeeding induced complete FoxO1 translocation (Fig. 1a). In contrast,  
110 a prolonged, 16-hr fast resulted in decreased FoxO1 immunoreactivity. Subsequent refeeding for  
111 up to 4 hr failed to translocate residual FoxO1 to the cytoplasm, while FoxO1 immunoreactivity  
112 increased and HNF4A immunoreactivity decreased after 2-hr refeeding (Fig. S1c). The reduced  
113 protein levels and delayed translocation are likely secondary to FoxO1 deacetylation (13-15).  
114 FoxO1 localization correlated with plasma glucose and insulin levels, as well as liver Akt  
115 phosphorylation. Thus, rapid nuclear exclusion in the 4-hr-fast/1-hr-refeed design was associated  
116 with a modest rise of glucose and insulin levels (Fig. S1d) and increased Akt phosphorylation  
117 (Fig. S1e), whereas persistent nuclear localization in the 16-hr fast/4-hr refeed design was  
118 associated with hyperglycemia, hyperinsulinemia (Fig. S1d), and reduced Akt phosphorylation  
119 (Fig. S1e). Based on these findings, we selected the 4-hr fast and 1-hr refeed time points to  
120 assess the hepatic FoxO1 regulome.

121

## 122 **FoxO1 regulome during fasting and refeeding**

123 To study the genome-wide regulation of FoxO1 with fasting and refeeding, we interrogated  
124 genome occupancy by FoxO1 using an anti-GFP antibody in FoxO1-Venus knock-in mice (12)  
125 for chromatin immunoprecipitation (ChIP), to overcome the limitations of anti-FoxO1  
126 antibodies. As reported (12), anti-FoxO1 antibodies detected the FoxO1-Venus fusion protein  
127 encoded by the modified *Foxo1* locus (Fig. S2a-b). Comparison between the two antibodies at  
128 known FoxO1 target genes (*Igfbp1*, *G6pc*, and *Pck1*) confirmed the specificity and superior  
129 sensitivity of the GFP antibody (Fig. S2c) (16). We next compared ChIP-qPCR and ChIP-seq  
130 using GFP antibody in FoxO1-Venus mice in the same conditions (Fig. S2d-h). Both approaches  
131 demonstrated similar decreases of FoxO1 binding to *Igfbp1*, *G6pc*, and *Pck1*, and the lack of  
132 effects on the unrelated *Fkbp5*. As the results were internally consistent, we performed further  
133 analysis with GFP antibody.

134 Genome-wide FoxO1 ChIP peak calling detected ~15,000 peaks; ~8,000 unique peaks in  
135 fasting, ~1,000 in refeeding, and 5,000 in both conditions but to different extents (Fig. 1b). >30%  
136 of FoxO1 sites localized to promoters/transcription start sites (TSS) (Fig. 1c). Signal intensity  
137 plots demonstrated that refeeding cleared FoxO1 binding to autosomes (Fig. 1d and S3a),  
138 regardless of the distance from TSS (Fig. S3b). Known (Fig. S3c) and *de novo* motif analyses  
139 (Fig. 1e, Fig. S4) retrieved the FoxO1 motif TGTTTAC (12). This motif was found in 17% and  
140 29.3% of FoxO1 sites in fasted and refed conditions, respectively. The same motif was found in  
141 fasted and refed conditions (Fig. S3d), and was evenly distributed between 1 and -5Kb from TSS  
142 (Fig. S3e) (17).



143           Next, we integrated ChIP-seq and RNA-seq data into a hepatic FoxO1 regulome. To  
144 identify FoxO1-regulated mRNAs, we induced somatic ablation of FoxO1 in liver by injecting  
145 *Foxo1<sup>lox/lox</sup>* mice with AAV-Cre (A-FLKO) and documented its completeness and specificity by  
146 mRNA measurements and western blotting of different tissues (Fig. S3f-g). After 3 weeks, we  
147 isolated livers from 4-hr-fasted A-FLKO and control (A-WT) mice and performed RNA-seq. We  
148 plotted the log<sub>2</sub> difference in DNA binding (FoxO1 ChIP-seq peak number in fasted *vs.* refed  
149 animals) *vs.* the log<sub>2</sub> difference in gene expression between A-WT and A-FLKO mice  
150 (differentially expressed genes, DEGs). Thus, the effect of genotype lies along the vertical axis,  
151 and that of fasting along the horizontal axis (Fig. 1f and Table S1).

152           Contingency analyses showed the strongest association between DEGs in the fasted state  
153 and FoxO1 DNA binding sites at promoters/TSS (183 of 198, or 92.4%), followed by introns  
154 (260 of 344, 75.6%), and intergenic sites (181 of 281, 64.4%), respectively ( $p < 0.0001$ ). Since  
155 DEGs are more likely to be FoxO1 targets, these data provide initial, suggestive evidence of a  
156 FoxO1 transcriptional logic, *i.e.*, genes regulated by FoxO1 in a fasting/refeeding-dependent  
157 manner have a greater frequency of FoxO1 sites in their promoter/TSS, introns, and intergenic  
158 regions.

159

### 160 **FoxO1 regulates metabolic genes through active hepatic enhancers**

161 In addition to metabolism, FoxO1 regulates cellular maintenance functions in a fasting-  
162 independent manner (18). We sought to understand the transcriptional logic of these diverging  
163 functions. We hypothesized that basic cellular functions would be regulated through core  
164 promoters, which are generally found within 1 kb from TSS and are associated with  
165 housekeeping genes and developmental TFs (19). Conversely, we surmised that metabolic genes

166 would be regulated through tissue-specific enhancers (11, 20). To test the hypothesis, we mapped  
167 active enhancers using H3<sup>K27ac</sup> and H3<sup>K4me1</sup> ChIP-seq (21) in fasting and refeeding, and  
168 determined their overlap with FoxO1 sites (Fig. S5a).

169 Of 5,303 active enhancers co-localizing with FoxO1 sites genome-wide, 2,975 were  
170 unique to fasting, 1,022 to refeeding, and 1,306 were found in both conditions (Fig. S5b). FoxO1  
171 enhancers localized mostly to intergenic regions and introns, and to a lesser extent to  
172 promoter/TSS (Fig. 2a). The rate of clearance in response to refeeding varied according to  
173 genomic annotation: 59.6% in intergenic regions (804/1348); 67.9% in introns, (1085/1597); and  
174 81.5% in promoters/TSS (564/692) ( $p < 0.0001$ ).

175 Next, we performed ontology analyses of genes associated with FoxO1 sites in active  
176 enhancers *vs.* core promoters and visualized causal relationships among enriched terms in  
177 directed acyclic graphs (DAG) (22). FoxO1 sites in active enhancers were overwhelmingly  
178 enriched in metabolic genes, with the top three fundamental ontologies being glucose  
179 metabolism, lipid homeostasis, and insulin response (FDR  $10^{-40}$  to  $10^{-70}$ ) (Fig. 2b, c, S5c). These  
180 gene ontologies showed a strong correlation between the fasting/refeeding ratio of FoxO1 DNA  
181 binding (Fig. 2d, e and S5d) ( $b = 0.09$ ,  $p < 0.0001$ ), and changes to mRNA expression following  
182 FoxO1 ablation, especially in fasting conditions (Fig. 2f). In contrast, enhancer-less FoxO1 sites  
183 in promoter/TSS included gene ontologies related to intracellular transport, DNA repair, ncRNA  
184 processing, and protein modification by small protein conjugation (Fig. 2g, h, S5e) (FDR  $10^{-20}$  to  
185  $10^{-40}$ ). These sites showed a lesser correlation between the fasting/refeeding ratio of FoxO1 binding  
186 (Fig. 2i-j and S5f) ( $b = 0.29$ ,  $p < 0.0001$ ). More importantly, mRNAs encoded by genes lacking  
187 active enhancers were largely unaffected by FoxO1 ablation (Fig. 2k). The active enhancer  
188 marker, H3<sup>K27ac</sup>, was unaffected by fasting and refeeding ( $b = 0.91$ ,  $p < 0.0001$ ) (Fig. S5g).

189           These results indicate that the cell maintenance and metabolic functions of FoxO1 are  
190 ruled by distinct transcriptional logics: the former are governed by core promoters in a  
191 fasting/refeeding-independent manner, whereas the latter are governed by active enhancers and  
192 show a strong dependence on nutritional status (18).

193

#### 194 **Enrichment of FoxO1 sites in introns of triglyceride and cholesterol genes**

195 The second most common genomic annotation of FoxO1 binding sites mapped to introns (Fig.  
196 1c). The corresponding genes showed changes to their mRNAs following FoxO1 ablation (Fig.  
197 1f and Table S1). To understand the functional correlates of FoxO1 binding to introns, we  
198 compared expected and actual distribution of FoxO1 sites across the genome for different gene  
199 ontology groups. Interestingly, triglyceride metabolism genes showed a skewed distribution,  
200 with FoxO1 binding sites occurring at two- to three-fold the expected frequency at two locations:  
201 5 to 50kb and -50 to -5kb from TSS (proximal introns and distal promoters), and 30 to 50% of  
202 the expected frequency at 0 to 5kb and 50 to 500kb from TSS (Fig. 3a). In contrast, glucose  
203 metabolism genes showed an enrichment 50 to 500kb from TSS, followed by the 5 to 50kb  
204 regions (Fig. 3b). Statistical analyses of annotation distribution demonstrated that triglyceride  
205 metabolism genes were significantly enriched in introns, while glucose metabolism genes were  
206 enriched in intergenic and promoter/TSS sites ( $p = 0.03$ ) (Fig. 3c).

207           The ontology groups of intron-enriched genes included a nearly exclusive assortment of  
208 lipid, lipoproteins, and cholesterol genes (Fig. 3d). Nearly half of intron sites were associated  
209 with active enhancers (Fig. 2a). Next, we analyzed the FoxO1 regulome by intron enhancer  
210 status. Linear regression analysis of FoxO1 tags in the fasted vs. refeed state demonstrated that  
211 introns marked by active enhancers showed a three-fold lower coefficient of variation than

212 enhancer-less introns ( $b = 0.19$  vs.  $0.06$ ) (Fig. S6a–b), and were more frequently associated with  
213 variations of the encoded mRNAs in A-FLKO. For example, ScarB1 (23) (Fig. 3e), Angptl4, and  
214 Angptl8 (24) (Table S2) showed fasting-induced FoxO1 binding to active intron enhancers, as  
215 well as altered mRNA levels upon FoxO1 ablation. In contrast, the *ApoB*, *ApoA1/C3/A4/A5* and  
216 *C2/C4/C1/E* clusters (the latter syntenic with the human *APOCII* enhancer) (25) showed fasting-  
217 independent FoxO1 binding to enhancer-less introns, and preserved mRNA expression following  
218 FoxO1 ablation (Fig. 3f-g, Table S2).

219         The transcriptional logic of the FoxO1 regulome emerging from the preceding analyses  
220 suggests that a majority of glucose metabolism genes are governed by an intergenic/proximal  
221 promoter/TSS active enhancer-logic in a fasting-inducible manner, whereas a majority of  
222 triglyceride, lipoprotein, and cholesterol genes are ruled by a bipartite intron-logic: fasting-  
223 dependent active intron enhancers and fasting-independent enhancer-less introns.

224         We hypothesized that this differential logic underlies hepatic insulin resistance. We tested  
225 the hypothesis using three different conditions: (i) resilience analysis to determine whether these  
226 two regulatory modalities affect the ability of these genes to undergo compensatory changes in  
227 response to variations in FoxO1 function, as a surrogate measure of insulin action (Fig. S1); (ii)  
228 comparative genomic analyses with other fasting-induced TFs to identify functional partners and  
229 redundancies; and (iii) genome-wide FoxO1 ChIP-seq in insulin-resistant/hyperglycemic mice.

230

### 231 **Transcriptional resiliency of glucose metabolic genes**

232 First, we sought to determine whether different modalities of FoxO1 regulation (intergenic and  
233 promoter/TSS vs. intron) were associated with differential compensation by other TFs that may  
234 affect the pathophysiology of insulin resistance. To this end, we compared gene expression

235 differences between constitutive *vs.* adult-onset somatic ablation of FoxO1 in liver (26-28) and  
236 correlated these differences with ChIP-seq data.

237 We generated *Alb-Cre:FoxO1<sup>fl/fl</sup>* mice to induce constitutive hepatic FoxO1 ablation (C-  
238 FLKO) and compared gene expression differences between adult-onset (A-FLKO, described in  
239 Fig. 1) and constitutive (C-FLKO) knockouts according to nutritional state (fast *vs.* refeed),  
240 genotype (WT *vs.* FoxO1 ablation), and timing of ablation (A-FLKO *vs.* C-FLKO) using RNA-  
241 seq (Fig. S7). t-SNE plots showed large differences in fasted *vs.* refeed gene expression patterns  
242 between A-FLKO and their matched controls (A-WT). In contrast, the differences between C-  
243 FLKO and C-WT were considerably blunted (Fig. 4a). We calculated fold-change and average  
244 gene expression in each WT/knockout pair to draw MA-plots of log-intensity ratios (M-values)  
245 *vs.* averages (A-values). The number of differentially regulated genes in fasted C-FLKO mice  
246 decreased by 60% compared to A-FLKO (227 *vs.* 585), whereas it was similar in refeed  
247 conditions (301 *vs.* 243) (Fig. 4b–e, Table S3). Thus, a first conclusion is that chronic  
248 compensatory changes partially mask the effect of FoxO1 ablation on the fasting response.

249 Next, we determined the ontologies of genes undergoing compensatory changes as a  
250 function of nutritional status (fast *vs.* refeed), genotype (knockout *vs.* WT), and timing-of-  
251 ablation (A-FLKO *vs.* C-FLKO) (Fig. 4f). We identified four ontology groups (A-D). Group A  
252 was comprised of genes induced by fasting, and group C of genes induced by refeeding, neither  
253 of which was affected by FoxO1 ablation in either A-FLKO or C-FLKO mice. These groups  
254 included cellular, immune, chemical, and stress response genes. In contrast, group B was  
255 comprised of genes affected by genotype (A-FLKO *vs.* A-WT and C-FLKO *vs.* C-WT),  
256 regardless of the timing of ablation. This group included primarily lipid and fatty acid  
257 metabolism genes whose expression decreased with fasting in FoxO1 knockouts. Group D was

258 enriched in genes regulated by fasting, genotype, and timing of ablation. These genes were  
259 induced by fasting in WT, but not in A-FLKO mice. However, the differences between WT and  
260 A-FLKO were virtually lost in C-FLKO mice. This group included metabolic pathways, retinol  
261 and PPAR signaling, and steroid function genes (Fig. 4g). In contrast, only a small number of  
262 genes, primarily linked to extracellular matrix-receptor interaction and protein digestion and  
263 absorption, were uniquely affected following constitutive ablation.

264 We examined group D at a more granular level to identify genes in which the effect of  
265 FoxO1 ablation became less marked in C-FLKO (i.e., lower fold-change and higher FDR value  
266 between control and KO mice in C-FLKO than those in A-FLKO). These genes involved  
267 classical FoxO1 targets regulating insulin signaling (*Irs2*), gluconeogenesis (*G6pc*, *Pck1*,  
268 *Ppargc1a*), glycolysis (*Gck*, *Pfkfb1* and *3*, *Ldhd*), ketogenesis (*Hmgcs1*), and glucose/fatty acid  
269 partitioning (*Pdk4*) (Table S3). Other genes undergoing compensation included 17 members of  
270 the *Cyp2* family and 6 members of the *Cyp4* family of drug metabolizing enzymes, *Angptl8*,  
271 *Fgf21*, *Gdf15*, *Klf15*, *Slc13a5* (encoding INDY), *Enho* (encoding Adropin), *Fmo3*, and *Asns*.

272 Among genes involved in fatty acid synthesis or oxidation, apolipoproteins, and  
273 cholesterol trafficking, only *Vldlr* and *Lpin1* showed >50% compensation. Thus, FoxO1-  
274 regulated glucose metabolism genes as well as several metabolically important genes undergo a  
275 compensatory response following constitutive FoxO1 ablation, whereas the majority of lipid  
276 metabolism genes don't. We termed this finding transcriptional resiliency.

277

## 278 **A FoxO1/PPAR $\alpha$ signature of fasting-inducible enhancers**

279 Transcriptional regulation of the fasting response involves several TFs, including CREB, GR,  
280 and PPAR $\alpha$  (11). To understand the integration of these networks with FoxO1 and their potential

281 role in the transcriptional resiliency observed after FoxO1 ablation, we compared the present  
282 dataset with published genome-wide ChIP-seq of these three factors (29, 30). Analyses of peak  
283 distribution demonstrated that CREB peaks are enriched at promoters, while GR and PPAR $\alpha$  are  
284 enriched in introns and intergenic regions (Fig. 5a). When overlaid with FoxO1 sites, we found  
285 that co-localization of FoxO1/PPAR $\alpha$  (Fig. 5b) prevailed at active intergenic and intron  
286 enhancers, where approximately half of FoxO1 sites are shared with PPAR $\alpha$  (Fig. 5c, e). In  
287 contrast, trinomial combinations FoxO1/CREB/PPAR $\alpha$  prevailed at enhancer-less promoters  
288 (Fig. 5d, e). At active enhancer sites, 11.2% of unique FoxO1 sites were associated with changes  
289 in gene expression following FoxO1 ablation, whereas only 5.4% of shared sites (FoxO1 and  
290 CREB or PPAR $\alpha$ ) did ( $p < 0.0001$ , Table S4). This difference was not seen in non-active  
291 enhancer sites (6.09% vs. 5.93%, respectively) ( $p = \text{NS}$ , Table S4). Gene ontology analysis (Fig.  
292 5f) showed that abnormal gluconeogenesis is the most significant annotation of  
293 FoxO1/PPAR $\alpha$  shared intergenic peaks ( $\text{FDR} = 2.22 \times 10^{-31}$ ), while lipid homeostasis is the most  
294 significant in introns ( $\text{FDR} = 2.01 \times 10^{-21}$ ).

295         Next, we asked whether co-regulation by FoxO1 and PPAR $\alpha$  can explain the resiliency  
296 of gene expression. We plotted each FoxO1/PPAR $\alpha$  shared peak with active enhancer marks vs.  
297 changes to mRNA encoded by associated genes in A-FLKO and C-FLKO (Fig. 5g-h). In both  
298 intergenic (Fig. 5g) and intron (Fig. 5h) sites, >80% of FoxO1/PPAR $\alpha$  co-regulated genes  
299 showed a compensatory response to constitutive FoxO1 ablation (75 of 92 and 68 of 76,  
300 respectively). In intergenic sites, we found notable resilient glucose metabolism genes, such as  
301 *Pck1*, *G6pc*, *Irs2*, *Ppargc1a* and *b*, *Ppp1r3g*, *Cry1*, *Gdf15* (31) and *Klf15* (32) (Fig. 5g). In  
302 introns, we found lipid genes, such as *Gdf15*, and *Lipc* (Fig. 5h, Table S5). Thus, shared  
303 FoxO1/PPAR $\alpha$  enhancers are more likely to undergo compensation when FoxO1 is inactive.

304

### 305 **Enhancer spreading of FoxO1 binding in insulin resistance/hyperglycemia**

306 To evaluate the effects of insulin resistance and hyperglycemia on the FoxO1 regulome, we  
307 subjected FoxO1-Venus mice to high fat diet (HFD) or treatment with the insulin receptor  
308 antagonist, S961 (33). Both interventions impaired refeeding-induced FoxO1 translocation (Fig.  
309 6a) and caused hyperglycemia (not shown). However, as the effects of S961 were more marked,  
310 we performed genome-wide ChIP-seq in livers of 4-hr-fasted/1-hr-refed mice treated with S961  
311 vs. vehicle.

312 Regression analysis of FoxO1 tags under fasted and refed conditions showed a two-fold  
313 higher coefficient in S961-treated mice than in vehicle controls ( $b = 0.28$  vs.  $0.62$ , Fig. 6b),  
314 consistent with impaired translocation (Fig. 6a). We examined FoxO1 binding to representative  
315 genes of the two main transcription logics identified above, intergenic/promoter/TSS (glucose)  
316 vs. intron (lipid) genes. We found the emergence of novel FoxO1 binding patterns at active  
317 enhancers of both classes. Examples included intergenic/promoter enhancers of glucogenic  
318 (*G6pc*, *Pck1*, *Klf15*) (Fig. 6c-d, S8a) and glucose–lipid metabolic partitioning genes (*Pdk4*) (Fig.  
319 6e), as well as intron enhancers of lipid/cholesterol genes (*ApoA1/C3/A4*, *Scarb1*) (Fig. 6f, S8b-  
320 c). These novel FoxO1 peaks were unaffected by fasting/refeeding, and included both FoxO1  
321 binding motif-containing sites and sites without FoxO1 motifs. In contrast, novel FoxO1 marks  
322 at enhancer-less sites occurred less frequently. Thus, insulin resistance and hyperglycemia bring  
323 about an ectopic, dysregulated binding of FoxO1 at enhancer sites, which we term enhancer  
324 spreading.

325



326 **DISCUSSION**

327

328 The present study provides transcriptional logic insight into the differential regulation of glucose  
329 and lipid metabolism in response to nutrient changes, and in insulin resistance. There are  
330 obviously non-transcriptional components to this pathophysiologic state that are partly cell-  
331 nonautonomous (34), but the present study was designed to establish genome-wide map that  
332 integrates multiple TFs, including FoxO1, with the salient pathophysiologic features of hepatic  
333 insulin action and resistance. The main conclusions are: (i) the transcriptional logic of FoxO1 is  
334 compatible with the bifurcating model of insulin signaling to lipid vs. glucose metabolism (35),  
335 whereby glucose metabolic genes are governed by intergenic and promoter/TSS enhancers, and  
336 lipid genes by a bipartite intron logic that includes fasting-dependent intron enhancers and  
337 fasting independent enhancer-less introns. (ii) Active enhancers of glucose metabolic genes show  
338 transcriptional resiliency, likely through shared PPAR $\alpha$ /FoxO1 regulatory elements. (iii) Insulin  
339 resistance and hyperglycemia result in the spreading of FoxO1 binding to enhancers, resulting in  
340 quantitative and qualitative abnormalities of FoxO1 marks (12).

341 Based on these findings, we propose this model (Fig. 7): in the physiologic  
342 fasting/refeeding transition, FoxO1 is cleared more efficiently from enhancer-containing sites  
343 than from enhancer-less sites. As the former are more tightly associated with glucose genes, and  
344 the latter with lipid/lipoprotein genes, in the initial stages of insulin resistance glucose genes can  
345 still be regulated, while regulation of lipid genes is impaired. This differential sensitivity can  
346 explain why lipid/lipoprotein abnormalities chronologically precede hyperglycemia in the  
347 progression of diabetes (36). Further work will be required to functionally interrogate different  
348 classes of sites. As insulin resistance progresses, the gradual compensation of glucose vs. lipid  
349 genes in response to chronic vs. adult-onset FoxO1 ablation (transcriptional resiliency at

350 intergenic and promoter/TSS enhancers) can be interpreted to suggest that glucose genes can  
351 gradually become FoxO1-independent, allowing transcription factors (likely PPAR $\alpha$ ) to induce  
352 their expression. In the clinically overt stage of the disease, as insulin resistance increases,  
353 activation of FoxO1 at ectopic (or low-affinity) enhancers leads to worsening fasting  
354 hyperglycemia, and may possibly underlie therapeutic failures. The proposed model integrates *in*  
355 *vivo* pathophysiological and cell biological data with genome-wide assessments to explain a  
356 clinical conundrum that has important practical implications for treatment and drug development  
357 (1). This model also addresses two criticisms leveled at the FoxO-centric view of insulin action:  
358 (i) that FoxO1 sensitivity to insulin makes it an unlikely candidate as a mediator of insulin  
359 resistance (37); and (ii) that transcription of candidate glucogenic genes alone does not fully  
360 explain increased hepatic glucose production (38). Indeed, the gamut of FoxO1 targets includes  
361 most genes involved in insulin action, and the failure to detect abnormalities in their expression  
362 following constitutive somatic ablation of FoxO1 can be explained by their resiliency.

363 To demonstrate a distinctive FoxO1 transcriptional logic, we decisively leveraged the  
364 ability to examine FoxO1 targets by genome-wide ChIP-seq (12). Previous studies have been  
365 limited by the sensitivity of available FoxO1 antibodies, and have therefore detected fewer  
366 FoxO1 binding sites (9, 10, 39). There is a partial dissociation between the ChIP results,  
367 indicating that FoxO1 is still bound at several sites after refeeding, and the immunofluorescence  
368 that shows FoxO1 nuclear exclusion. However, ChIP is more sensitive than  
369 immunohistochemistry, being based on PCR amplification, and can detect lower levels of FoxO1  
370 protein. The formation of different molecular complexes likely underlies the different modes of  
371 FoxO1 action. In this regard, we have previously shown that SIN3a is the FoxO1 corepressor at  
372 glucokinase, providing a mechanistic precedent for gene-specific targeting (8). The preferential

373 regulation of FoxO1 by fasting/refeeding at active enhancers likely results from intrinsic and  
374 extrinsic factors, such as higher DNA accessibility at active enhancers (40), and active enhancer-  
375 promoter interactions (41) that affect assembly of pre-initiation complexes, initiation of  
376 transcription by RNA polymerase II, or transcription bursting (19).

377       Following FoxO1 ablation, expression of its targets can be compensated for by  
378 transcription factors acting synergistically, through its paralogue FoxO3, or reorganization of  
379 chromatin accessibility at sites where FoxO1 acts as pioneer transcription factor (42), as shown  
380 with other FoxO isoforms (27). Interestingly, genes associated with glucose metabolism (*G6pc*,  
381 *Pck1*, *Ppargc1a*, *Pdk4* and *Klf15*), but not those regulating general cellular responses, are  
382 selectively compensated for following FoxO1 ablation. FoxO1 peaks in these genes are cleared  
383 by refeeding, but not in insulin-resistant conditions. These genes have been shown to play a role  
384 in diabetes in studies with insulin-resistant mice (26, 43-45).

385       There are parallels between our findings and recent evidence that immunocyte  
386 differentiation is controlled by an enhancer- or core promoter-driven logic, with a striking  
387 partition between the two gene sets (46). The former activity is cued by the overall activity  
388 pattern of distal enhancers, while the latter is aligned with promoters. Although it is disputed  
389 whether core promoters and enhancers represent different entities or synergistically regulate  
390 transcriptional bursting, enhancers are thought to be tissue-specific, and thus more likely to  
391 confer specificity on the tissue-specific metabolic functions of FoxO1 (20).

392       Our comparative analysis provides evidence of cooperative and non-cooperative  
393 interactions with GR, CREB and PPAR $\alpha$ , the latter involving up to half of the FoxO1 sites in  
394 active enhancers. The extensive sharing of intergenic active enhancers of glucose genes by  
395 FoxO1 and PPAR $\alpha$  is a novel finding of this study that dovetails with the different physiologic

396 cues regulating these two TFs. During fasting, glycogenolysis precedes gluconeogenesis and the  
397 generation of FFA substrates that activate PPAR $\alpha$  (47). Thus, we envision that FoxO1 and  
398 PPAR $\alpha$  act in a physiologic relay to ensure continuity between the early and late fast. The  
399 significant overlap between FoxO1 and PPAR $\alpha$  may also provide an explanation for the  
400 relatively mild phenotypes of liver-specific inactivation of FoxO1 (26) and PPAR $\alpha$  (48).  
401 Functional elucidation of their interactions will be important to determine key targets in glucose  
402 metabolism and their role in diabetes pathogenesis.

403 **Data sharing**

404 Further information and requests for resources and reagents should be directed to and will be  
405 fulfilled by Takumi Kitamoto (tk2752@cumc.columbia.edu).

406 **Data and Code Availability**

407 The ChIP-seq and RNA-seq datasets generated during this study are available at the NCBI GEO  
408 [GSE151546]

409 **EXPERIMENTAL MODEL AND SUBJECT DETAILS**

410 **Animals**

411 Mice were housed in a climate-controlled room on a 12h light/dark cycle with lights on at 07:00  
412 and off at 19:00, and were fed standard chow (PicoLab rodent diet20, 5053; PurinaMills). Male  
413 mice of C57BL/6J background aged 8-12 weeks were used. FoxO1-Venus mice have been  
414 described (12, 49). Briefly, To express GFP (Venus), we  
415 obtained the pCAG:myr-Venus plasmid. A 15-amino acid linker sequence was placed between  
416 the C terminus of FoxO1 and N terminus of Venus to alleviate steric hindrance. We used BAC  
417 recombineering to generate FoxO1-Venus ES cells. To generate constitutive liver-specific  
418 FoxO1 knockouts, we crossed FoxO1<sup>lox/lox</sup> and Albumin-cre (50) transgenic mice. Adult onset  
419 liver-specific FoxO1 knockout mice were generated by injection of  $1 \times 10^{11}$  purified viral particles  
420 (AAV8.TBG.eGFP or AAV8.TBG.Cre, Penn Vector Core) per mouse via tail vein. We  
421 performed metabolic analysis or killed animals on day 21 post-injection. To assess FoxO1  
422 localization and other liver parameters, we took organs from 4-hr-fasted (10:00 to 14:00) or 4-hr-  
423 fasted/1-hr-refed mice. For prolonged fasting experiments, we removed food overnight (18:00 to  
424 10:00). Mice were killed 0, 1, 2, or 4 hr after refeeding. For insulin treatment, we anesthetized  
425 16-hr-fasted mice with ketamine (100mg/kg) and xylazine (10mg/kg) i.p., followed by injection

426 of 1U/kg insulin (NovoLog®, Novo Nordisk, Denmark) in the inferior vena cava (IVC). We  
427 collected blood and took the liver before and after insulin injection. Blood glucose was measured  
428 using (CONTOUR®NEXT ONE, Ascensia, USA), and insulin with a mouse-specific ELISA kit  
429 (Mercodia, USA). All animal experiments were in accordance with NIH guidelines, approved  
430 and overseen by the Columbia University Institutional Animal Care and Use Committee.

### 431 **Primary hepatocyte isolation**

432 Primary hepatocyte isolation was performed as described (51). We anesthetized male mice with  
433 ketamine (100mg/kg) and xylazine (10mg/kg) i.p., cannulated the IVC with a 24-gauge catheter  
434 (Exel international), and infused 50 cc EGTA-based perfusion solution followed by 100 cc type I  
435 collagenase solution (Worthington Biochemicals). Following cell dissociation, we filtered cells  
436 with 100 mm mesh cell strainers, and gradient centrifugation steps to purify cell suspension.  
437 Then, we suspended hepatocytes at  $5 \times 10^5$  cells / mL in Medium 199 (Sigma), 10% FBS (Life  
438 Technologies), antibiotics (plating medium). After plating for 2 hr on collagen-coated plates, we  
439 exchanged plating medium for 4 hr.

440

### 441 **METHOD DETAILS**

#### 442 **Chemicals and antibodies**

443 Ketamine was from KetaSet® and Xylazine from AnaSed®; medium 199, HBSS, EGTA,  
444 HEPES, PenStrep and Gentamycin from Life Technology; collagen type 4 from Worthington;  
445 Insulin (NovoLog®) and S961 from Novo Nordisk A/S; sodium orthovanadate from New  
446 England Bio; Bovine Serum Albumin (BSA) from Fisher Scientific. 16% paraformaldehyde  
447 (PFA) was from Electron Microscopy Sciences, and was diluted in sterile phosphate buffer  
448 solution to 4% final concentration. Anti FoxO1 (for Western Blot and immunohistochemistry,

449 C29H4), anti panAkt (for Western Blot, 40D4) and phosphor-Akt (Ser473) (for Western Blot,  
450 D9E), normal Rabbit IgG (for chromatin immunoprecipitation, 2729) were from Cell Signaling.  
451 HNF4A (for immunohistochemistry, ab41898), GFP (for chromatin immunoprecipitation, ab  
452 290), FoxO1 (for chromatin immunoprecipitation, ab39670) were from Abcam. H3K27ac (for  
453 chromatin immunoprecipitation, 39133) was from Active motif. Anti GFP  
454 (immunohistochemistry, A-6455) was from Invitrogen.

#### 455 **Protein analysis**

456 Livers were lysed in sonication buffer containing 20 mM HEPES pH7.5, 150 mM NaCl, 25 mM  
457 EDTA, 1% NP-40, 10% glycerol, 1 mM Na vanadate, 1 mM phenylmethylsulphonyl fluoride  
458 (PMSF), and protease and phosphatase inhibitors cocktail (Cell Signaling). We sonicated lysates  
459 for 100 sec (5×, output 70%, 20sec/20sec) and centrifuged them for 15 min at 14,000 rpm. 30 µg  
460 protein (Pierce BCA, Thermo scientific) was subjected to SDS-PAGE. We used the following  
461 antibodies: Akt (1:2,000), phosphor-Akt (Ser473) (1:2,000), β-actin (1:1,000), FoxO1 (1:1,000)  
462 (all from Cell Signaling), and GFP (1:1,000) (Abcam, ab290).

#### 463 **Immunohistochemistry**

464 We anesthetized 8- to 12-week-old mice fasted or refed for various lengths of time and perfused  
465 them with 4% PFA through the IVC. Livers were collected, fixed in 4% paraformaldehyde for 2-  
466 hr, dehydrated in 30% sucrose overnight at 4°C, embedded in OCT (Sakura, Torrance, CA),  
467 frozen to -80°C, and cut into 7-µm sections. We used primary antibodies to FoxO1 (1:100; Cell  
468 signaling technology, Boston, MA) and HNF4A (1:100; Abcam, Cambridge, MA), and  
469 secondary anti-IgG antibodies conjugated with Alexa Fluor 488 and 555 for each of the species  
470 (1:1,000; Life Technologies). Immunofluorescence was visualized by the TSA fluorescence  
471 system (PerkinElmer, Waltham, MA).

472 **Real-time qPCR**

473 We lysed livers in 1 mL of TRIzol, purified RNA using RNeasy Mini Kit (Qiagen, Germantown,  
474 MD), reverse-transcribed it with qScript cDNA Synthesis Kit (QuantaBio, Beverly, MA), and  
475 performed PCR with GoTaq® qPCR Master Mix (Promega, Madison, WI). Primer sequences are  
476 available upon request. Gene expression levels were normalized to 18S using the 2-DDCt  
477 method and are presented as relative transcript levels.

478 **RNA-seq library constructions and data analysis**

479 We prepared the samples from three mice for each group, and generated the libraries  
480 individually. Libraries for RNA-seq were prepared using the TruSeq Stranded mRNA Sample  
481 Prep Kit (Illumina), following the manufacturer's protocol. Deep sequencing was carried out on  
482 the Illumina NextSeq 500 platform using the NextSeq 500/550 high-throughput kit v2.5  
483 (Illumina) in 75-base single-end mode according to the manufacturer's protocol. Sequenced  
484 reads from the RNA-seq experiment were aligned to mouse genome mm10 using HISAT2.  
485 Cufflinks was used for transcript assembly. Gene expression levels were expressed as fragments  
486 per kilobase of exon per million mapped sequence reads and Cuffdiff was used for statistical  
487 comparison.

488 **Chromatin immunoprecipitation assays and ChIP-seq library construction**

489 The ChIP-IT® High Sensitivity kit (Active Motif, Carlsbad, CA) was used for chromatin  
490 immunoprecipitation (ChIP) following the manufacturer's protocol. We anesthetized 8- to 12-  
491 week-old mice after 4-hr fasting followed or not by 1-hr refeeding and perfused them with 10  
492  $\mu$ M orthovanadate through the IVC. We harvested samples from left lobe of liver tissues and  
493 pooled 100mg of samples from three individual replicates for further experiments. We obtained  
494 sheared chromatin from 300 mg of liver extract using a S220 Focused-ultrasonicator (Covaris).



495 Immunoprecipitation was performed using 4  $\mu$ g of anti-GFP antibody for 10  $\mu$ g of sheared  
496 chromatin. The specificity of the anti-GFP antibody was confirmed by western blotting of liver  
497 extract. ChIP-seq libraries were constructed using KAPA Hyper Prep Kit (KAPA Biosystems)  
498 according to the manufacturer's instructions. ChIP-seq libraries were quantified by TapeStation  
499 (Agilent) and sequenced on an Illumina NEXTseq (Illumina, San Diego, CA, USA) with 75-base  
500 single-end mode.

### 501 **ChIP-qPCR**

502 Real-time ChIP-qPCR was carried out as described above. The signal of binding events was  
503 normalized against input DNA for primer efficiency (Active Motif). Quantitative PCR primers  
504 used are listed. *G6pc* forward: GCCTCTAGCACTGTCAAGCAG and reverse:  
505 TGTGCCTTGCCCCTGTTTTATATG; *Pck1* forward: TCCACCACACACCTAGTGAGG and  
506 reverse: AGGGCAGGCCTAGCCGAGACG; *Igfbp1* forward:  
507 ATCTGGCTAGCAGCTTGCTGA and reverse: CCGTGTGCAGTGTTCAATGCT; *Fkbp5*  
508 forward: TTTTGTTTTGAAGAGCACAGAA and reverse: TGTCAGCACATCGAGTTCAT.

### 509 **ChIP-seq data analysis**

510 Reads were aligned to mouse genome mm10 using Bowtie2 software (52). The reads used in  
511 subsequent analysis passed Illumina's purity filter, aligned with no more than 2 mismatches, and  
512 mapped uniquely to the genome. Duplicate reads were removed with Picard tools. The tags were  
513 extended at their 3'-ends to 200-bp. Technical information of sequencing depth and aligned reads  
514 is summarized in Table S6. Peak calling was performed by MACS 2.1.0 (53) with the *p*-value  
515 cutoff of  $10^{-7}$  for narrow peaks and with the *q*-value cutoff of  $10^{-1}$  for broad peaks against the  
516 input DNA control sample. The transcription start site (TSS) determined on mouse genome  
517 mm10 was used as measurement of the distance of each peak. HOMER software suite (54) was

518 used to perform motif analysis, annotate peaks, such as promoter/TSS, introns, exons, intergenic,  
519 5' UTR, non-coding RNA, and 3' UTR, merge files, and quantify data to compare peaks. For the  
520 detection of active enhancers, we used bedtools (55) by collecting the intersection of the peaks of  
521 TF and histone marks.

### 522 **In vivo insulin-resistant model**

523 For high-fat diet-induced insulin resistance, animals were fed either standard or High-fat chow  
524 (Rodent Diet with 60kcal% fat, D12492i; Research diets Inc.) beginning at 8 weeks of age for 4  
525 weeks. For S961 treatment, vehicle (normal saline) or 10nmol S961 was loaded into Alzet  
526 osmotic pumps 2001 and implanted subcutaneously on the back of mice. Mice were euthanized 3  
527 days after implantation.

### 528 **Additional Data Sets**

529 The following public source data were used in this work: ChIP-seq data from adult mouse liver  
530 [H3<sup>K4me1</sup>] (56) (GEO: GSE31039), PPAR $\alpha$  (30) (GEO: GSE35262), GR and CREB (29) (GEO:  
531 GSE72084).

### 532 **QUANTIFICATION AND STATISTICAL ANALYSES**

533 Values are presented as means  $\pm$  SEM, and analyzed using Prism 8.2.1 (GraphPad Software,  
534 Inc.). We used unpaired Student's *t*-test for normally distributed variables for comparisons  
535 between two groups, one-way ANOVA followed by Bonferroni post-hoc test for multiple  
536 comparisons, and Pearson's correlation coefficient to investigate the relationship between two  
537 variables. Chi-square tests are applied for contingency analysis. We used a threshold of  $p < 0.05$   
538 to declare statistical significance.

539

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546

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- 674
- 675

676 FIGURE LEGENDS

677

678 Figure 1. Distribution of genome-wide FoxO1 binding sites in the fast-refeed transition

679 (a) FoxO1 and HNF4 $\alpha$  immunohistochemistry in liver. Scale bar = 50  $\mu$ m. (b) Venn diagram of

680 the number of FoxO1 peaks in fasted or refeed conditions. (c) Distribution of FoxO1 peaks

681 relative to annotated RefSeq genes (color-coded) compared with mouse genomic background. (d)

682 Signal intensity plots of ChIP-seq data for FoxO1 compared to input chromatin. The highest

683 level of binding occupancy of chromatin is at the top. (e) De novo motif analysis of the FoxO1

684 ChIP-seq. Logos of the recovered FoxO1 motif shows position-specific probabilities for each

685 nucleotide ( $p = 1e-185$  in fast,  $1e-195$  in refeed). (f) Scatterplots of FoxO1 ChIP-seq peaks,

686 expressed as  $\log_2$  fold-change of FoxO1 tags between fast and refeed (horizontal axis) vs.  $\log_2$

687 fold-change of mRNA levels between wild type and liver-specific FoxO1 knockout mice

688 (vertical axis) for each genomic site. FoxO1 peaks detected in fasted or refeed conditions were

689 included in this analysis, and their number at each genomic annotation is shown inside each

690 graph. Detailed information on peaks associated with genes whose FDR < 0.05 is in Table S1.

691 Red= FDR < 1%; Blue=  $1\% \leq$  FDR < 5%; Green=  $5\% \leq$  FDR < 10%; Black=  $10\% \leq$  FDR. See

692 also Figure S1 and S2.

693

694 Figure 2. Comparison of the features of FoxO1 sites in active enhancers vs. non-enhancers in

695 promoter/TSS

696 (a) Bar diagram of FoxO1 active enhancers (red) and FoxO1 non-active enhancers (green) in

697 each genomic location. The number of active enhancer/non-active enhancer at each genomic

698 location is: Intergenic=1795/849, 5' UTR= 128/966, Promoter/TSS= 760/4303, exon= 384/1258,

699 intron= 2034/2501, non-coding= 44/158), TTS= 105/17), 3' UTR= 53/22. (b) Directed acyclic  
700 graph derived from gene ontology analysis (GO) of biological processes associated with 5,305  
701 FoxO1 active enhancers by GREAT GO tools. Letters correspond to the groups shown in (c) and  
702 Fig. S3c. Numbers indicate the term's fold-enrichment. Red circles: fundamental ontologies in  
703 the hierarchy listed in (c). Blue circles: additional enriched ontologies. Gray circles: parent  
704 ontologies. (c) List of GO in (b) and their  $-\log_{10}$  FDR. (d-f) Heatmap alignments of ChIPseq  
705 FoxO1 binding in fast (d), fast/refeed ratio (e), and FDR of gene expression changes between  
706 wild type and liver FoxO1 knockout mice (f) in GO related to glucose metabolic processes, lipid  
707 homeostasis, and cellular response to insulin genes as listed in (b, c). (g, h) Same GO analysis as  
708 in (b, c) applied to 4,303 FoxO1 sites lacking active enhancer marks in promoter/TSS. (i-k)  
709 Heatmap alignments as in (d-f) of GO related to ncRNA processing, DNA repair, and protein  
710 modification as listed in (g, h). See also Figure S3  
711  
712 Figure 3. Different FoxO1 binding logic between triglyceride and glucose metabolism genes  
713 (a, b) Comparison between region-gene associations of triglyceride homeostasis (yellow bar) (a),  
714 or glucose metabolic process (orange bar), with set-wide FoxO1 binding sites (blue bar) as  
715 detected by FoxO1 ChIP-seq in fasted or refeed conditions, binned by orientation and distance  
716 from TSS. \*=  $p < 0.05$ ; \*\*=  $p < 0.01$ ; \*\*\*\*=  $p < 0.0001$  by chi-square test. (c) Distribution of  
717 FoxO1 binding sites associated with triglyceride homeostasis or glucose metabolic process genes  
718 according to genomic annotation as in Fig. 1c.  $p = < 0.03$  by contingency analysis. (d) GO  
719 analysis of biological processes associated with 4,535 FoxO1 binding sites in introns using  
720 GREAT GO tools. (e-g) IGV Genome browser views of FoxO1 peaks and associated H<sup>3K27ac</sup> and  
721 H<sup>3K4me1</sup> histone marks at selected apolipoprotein clusters (Apob and ApoC2/C4/C1/E Apob,

722 Apoc4-c2, Apoc1, Apoe) and ScarB1. Signals are normalized for the comparisons between  
723 fasted and refed conditions. FoxO1 signals are aligned with peak regions. Red arrows indicate  
724 active enhancers as detected by H<sup>3K27</sup>ac and H3<sup>K4me1</sup> signals. FoxO1 peaks in introns are listed in  
725 Table S2. See also Figure S4.

726

727 Figure 4. Resilience analysis of FoxO1-regulated genes

728 (a) t-SNE plot of RNA-seq data (n= 8). Circles indicate fasted and triangles refed animals. Filled  
729 red symbols: AAV-GFP-injected animals (A-WT in the text); empty symbols with red border:  
730 AAV-CRE-injected animals (A-FLKO in the text); green filled symbols: *Foxo1*<sup>loxp/loxp</sup> (C-WT in  
731 the text); empty symbols with green border: *Alb-Cre/Foxo1*<sup>lox/lox</sup> (C-FLKO in the text). (b-e)  
732 MA-scatterplots of average expression levels vs. log<sub>2</sub> fold-change induced by FoxO1 ablation in  
733 tag count within exons of Ensemble gene bodies in fasted (b) or refed (c) A-FLKO, and fasted  
734 (d) or refed (e) C-FLKO. Red dots represent differentially expressed genes (DEGs) (FDR ≤  
735 0.05). The number of DEGs is indicated in each box. (f) Enrichment analysis of k-Means clusters  
736 with molecular pathways underlying each category with top 1,000 variable genes among all  
737 samples used in (a) by iDEP tools. (g) GO analysis of DEGs in fasted conditions, shown in (b)  
738 and (d), by Shiny GO tools. Red heatmap shows FDR of genes in A-FLKO or C-FLKO. Violin  
739 plots show log<sub>2</sub> fold-change of gene expression between control and A-FLKO (red) or C-FLKO  
740 (green) for DEGs. Number of DEGs is indicated at the top. Purple heatmap shows FDR of each  
741 ontology described next to it. Red- colored ontologies indicate the top enriched term in each  
742 category. The number of genes in each ontology is shown in parenthesis in (f, g). DEGs are listed  
743 in Table S3. See also Figure S5.

744

745 Figure 5. Comparative analysis among fasting inducible transcriptional factors  
746 (a) Distribution of PPAR $\alpha$ , CREB and GR binding sites in fasted conditions. (b) Peak plot  
747 mapping the overlap of the FoxO1 (Fig. 1e) and PPAR $\alpha$ , CREB and GR peaks. (c-d) Intersection  
748 analyses of active (c), and non-active (d) FoxO1 and PPAR $\alpha$ , CREB or GR enhancer peaks in  
749 fasting conditions. (e) Proportion of PPAR $\alpha$  peaks with/without active enhancer marks in FoxO1  
750 active enhancers in fasting conditions according to genomic annotation. (f) Heatmap with  
751 associated FDR of phenotype ontology terms of shared FoxO1/PPAR $\alpha$  active enhancers (red  
752 bars) in intergenic regions and introns. (g, h) Resiliency plots of genes associated with shared  
753 FoxO1/PPAR $\alpha$  active enhancers in intergenic regions (g) and introns (h). Plot show log<sub>2</sub> fold-  
754 change induced by adult-onset vs. constitutive liver FoxO1 ablation. Resilient genes (FDR  $\leq$  0.05  
755 in AFKO or CFKO mice, showing lower fold-change and higher FDR value in CFKO mice than  
756 AFKO mice) are indicated by blue dots, non-resilient genes (FDR  $\leq$  0.05 in AFKO or CFKO  
757 mice) are marked by red dots, FDR  $>$  0.05 in both mice by white dots. DEGs are listed in Table  
758 S5.

759

760 Figure 6. The transition of FoxO1 binding sites under insulin resistant condition  
761 (a) Immunohistochemistry of FoxO1 and HNF4 $\alpha$  after 4hr fasting or following 1hr refeeding in  
762 high fat diet (HFD)-fed mice or insulin receptor antagonist (S961)-treated mice. Scale bar = 20  
763  $\mu$ m. (b) Scatterplots showing linear regression analysis of FoxO1 tag count between fasted and  
764 refeed conditions. Green: vehicle; red: S961-treated mice. (c–f) IGV Genome browser views of  
765 FoxO1 peaks with or without S961 treatment and associated H3<sup>K27ac</sup> and H3<sup>K4me1</sup> marks of at  
766 *G6pc*, *Pdk4*, *Angptl4/8*, and *ApoA1/C3/A4*. See also Figure S6.

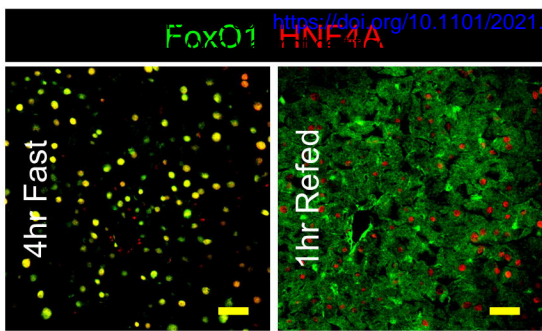
767

768 Figure 7. Model of FoxO1 transcriptional logic in the pathogenesis of selective insulin resistance  
769 In normal conditions, FoxO1 is cleared upon refeeding from resilient enhancers, enriched in  
770 glucose metabolism genes, but not in introns, enriched in lipid metabolism genes. With the onset  
771 of insulin resistance-induced hyperinsulinemia, FoxO1 can be cleared from resilient enhancers,  
772 but not from introns, increasing serum lipoprotein and triglyceride levels. As insulin resistance  
773 progresses, compensation by PPAR $\alpha$  and spreading of FoxO1 binding to additional sites bolsters  
774 expression of glucose metabolic genes, inducing fasting hyperglycemia with dyslipidemia.  
775

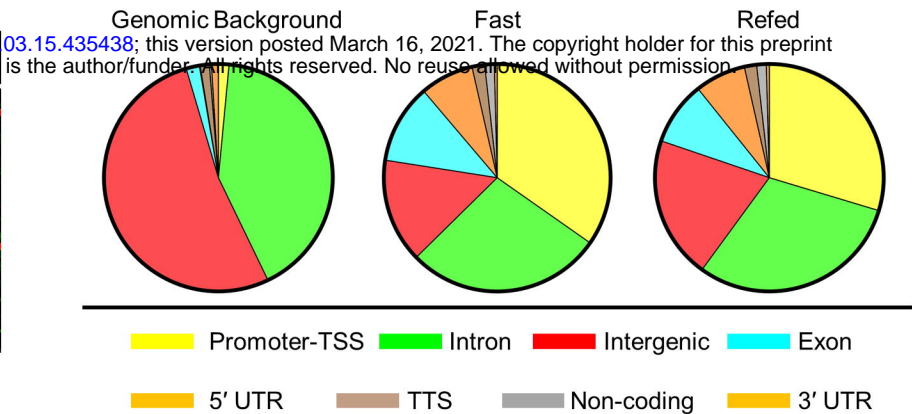


Figure 1

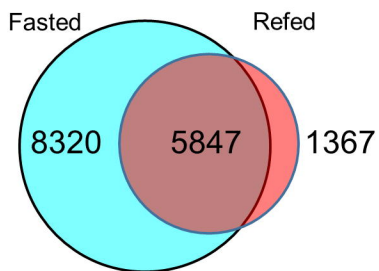
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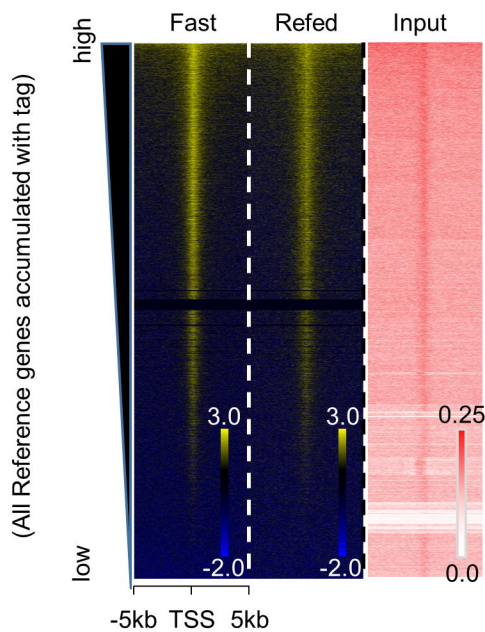
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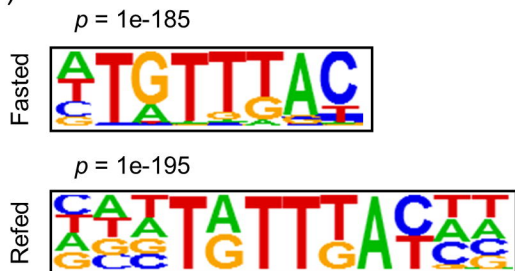
(b)



(d)



(e)



(f)

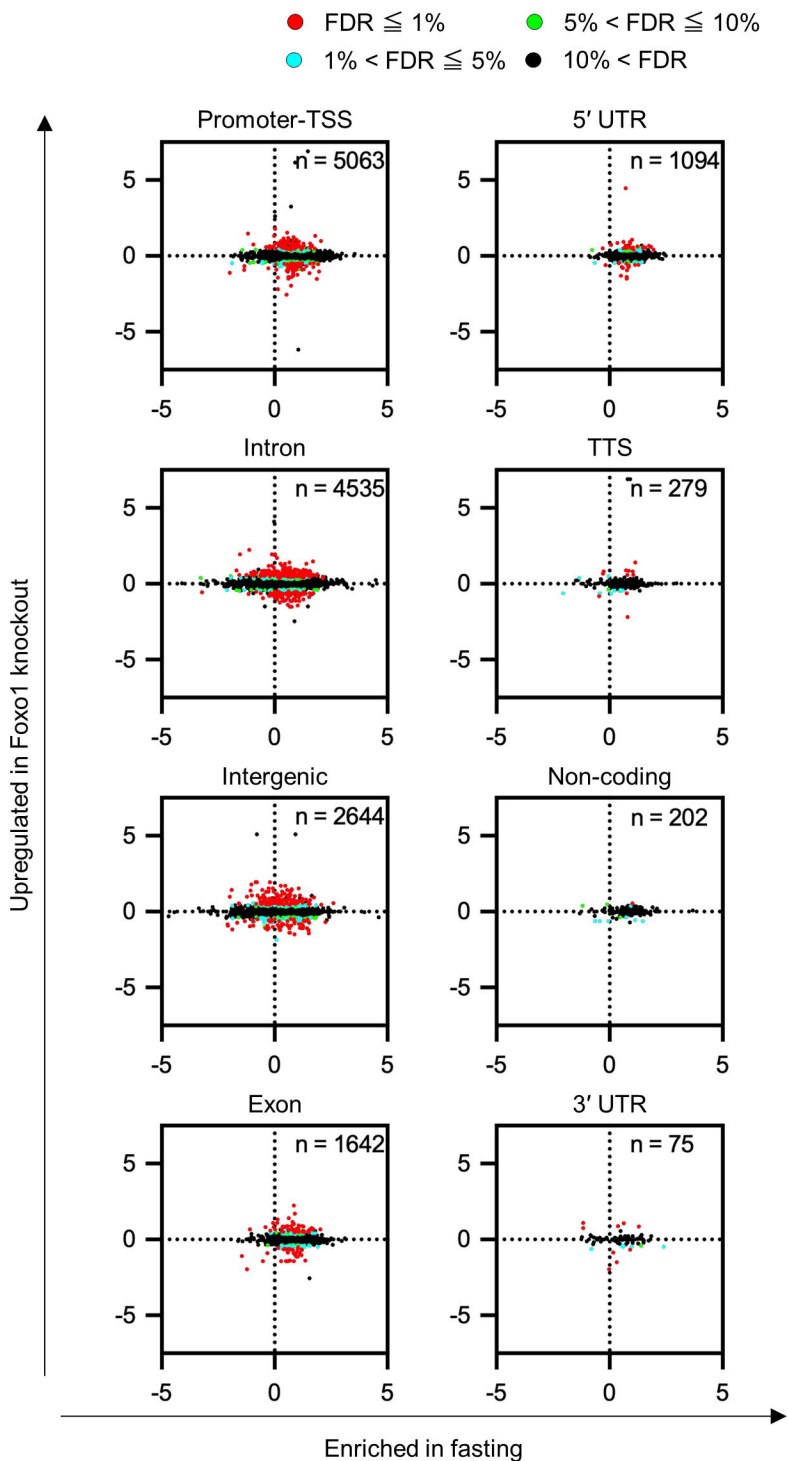


Figure 2

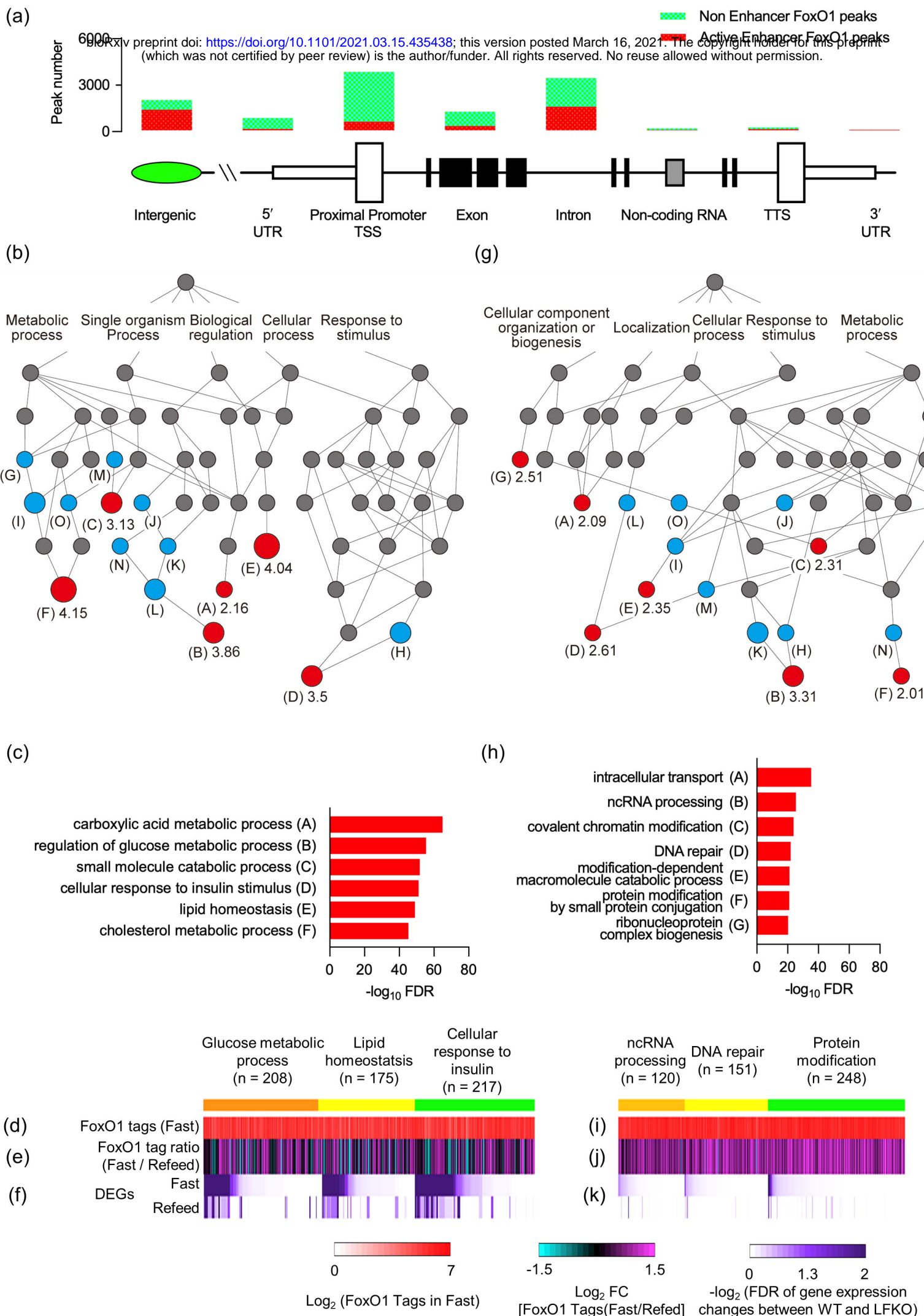


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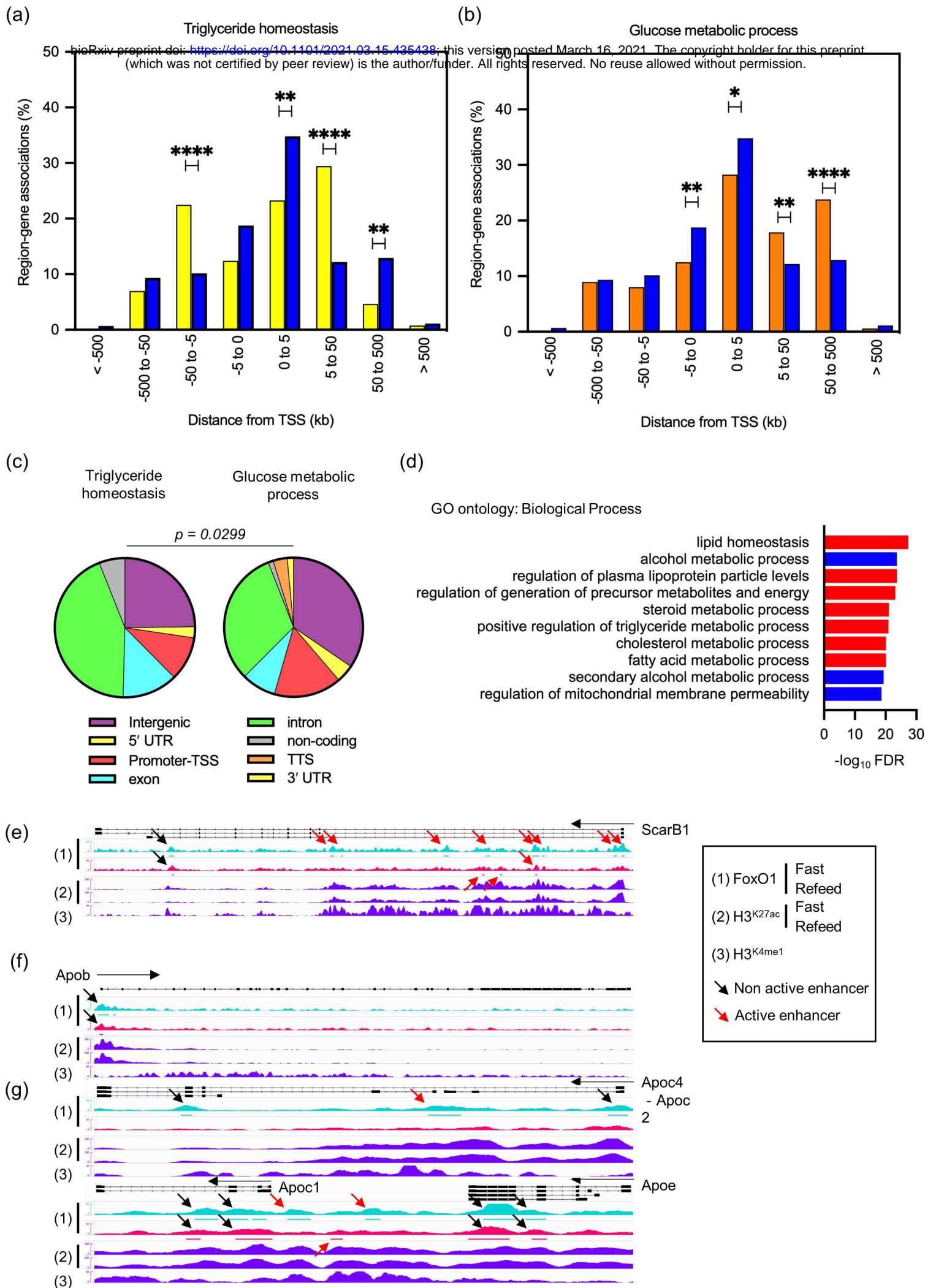


Figure 4

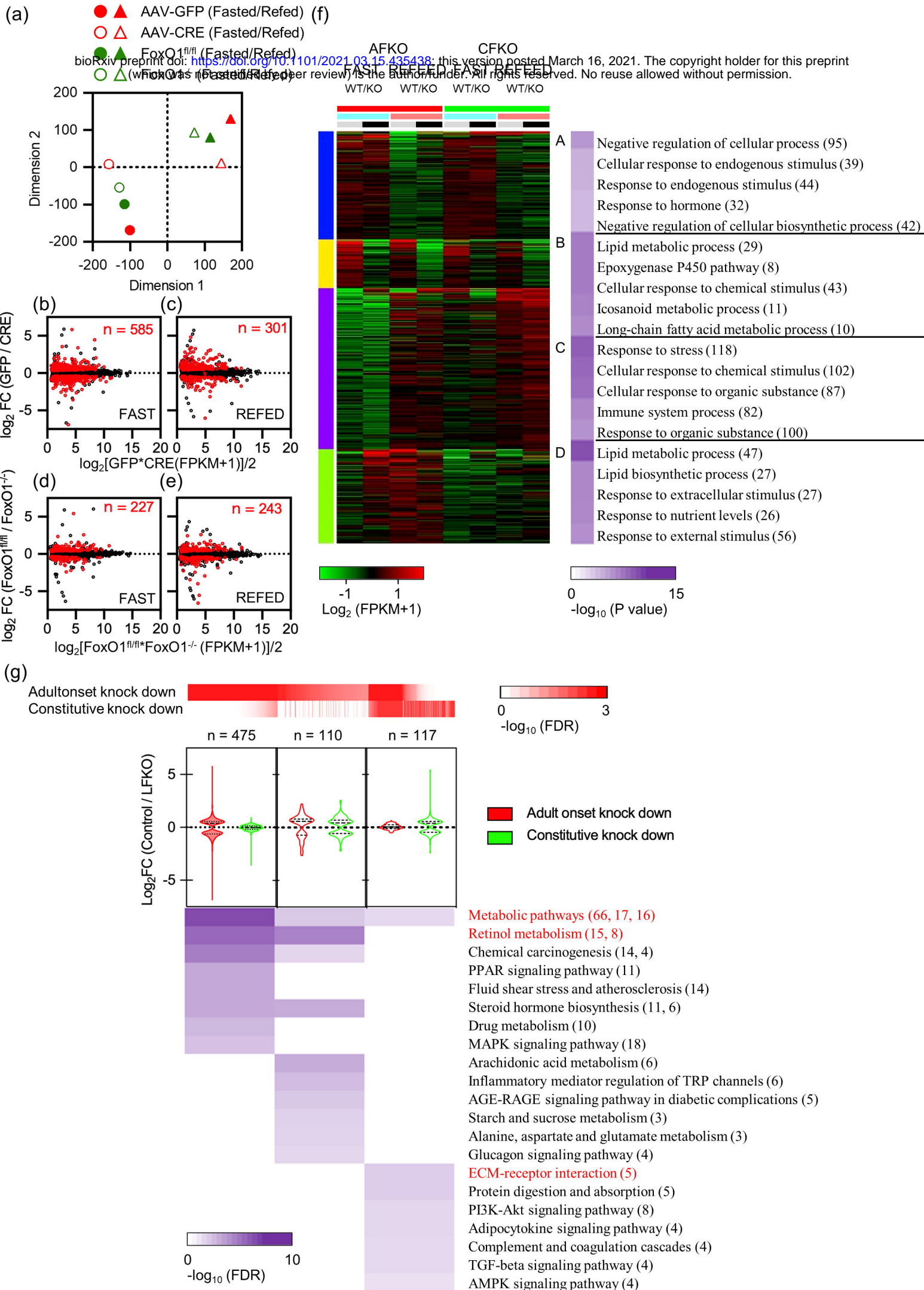


Figure 5

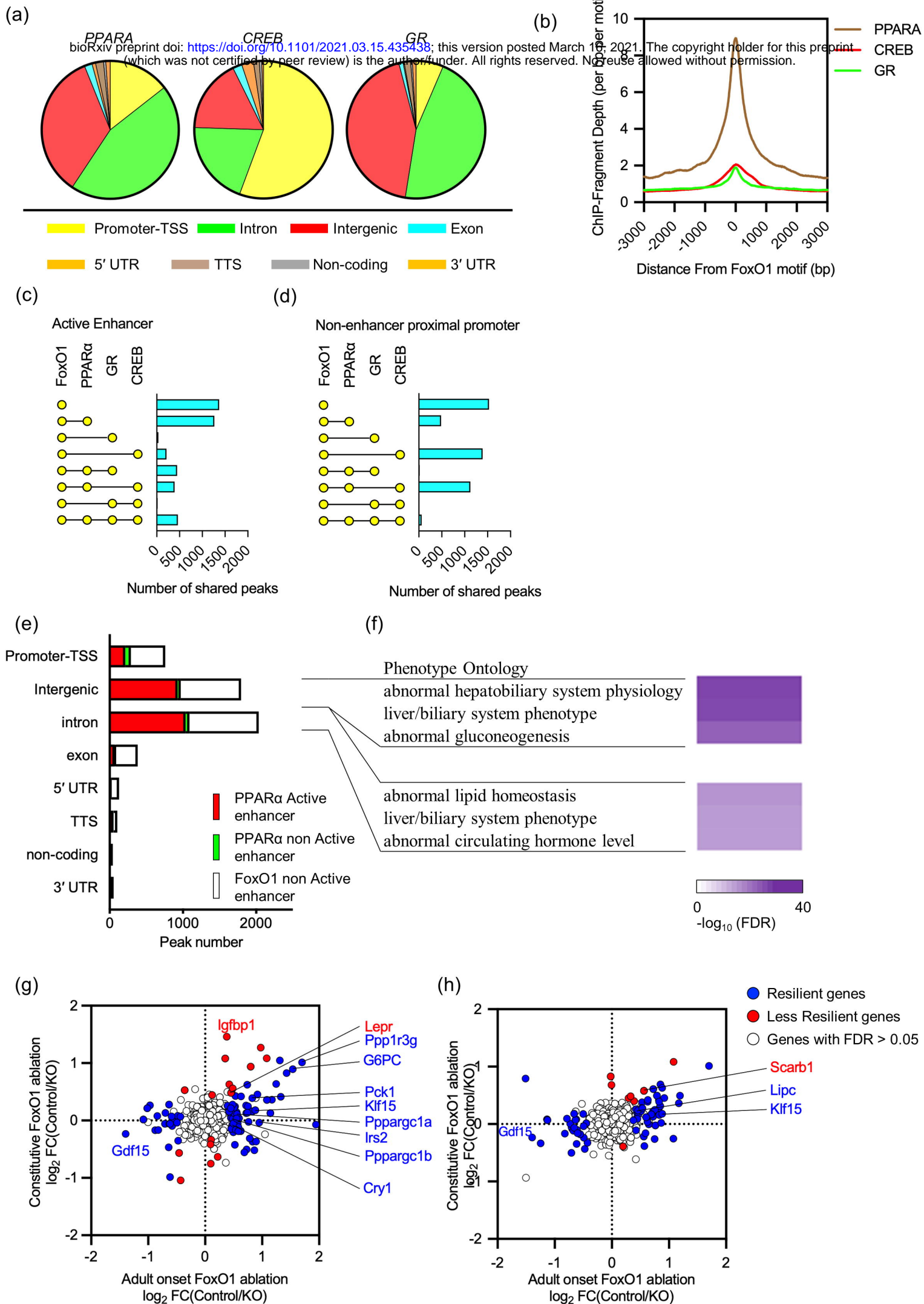


Figure 6

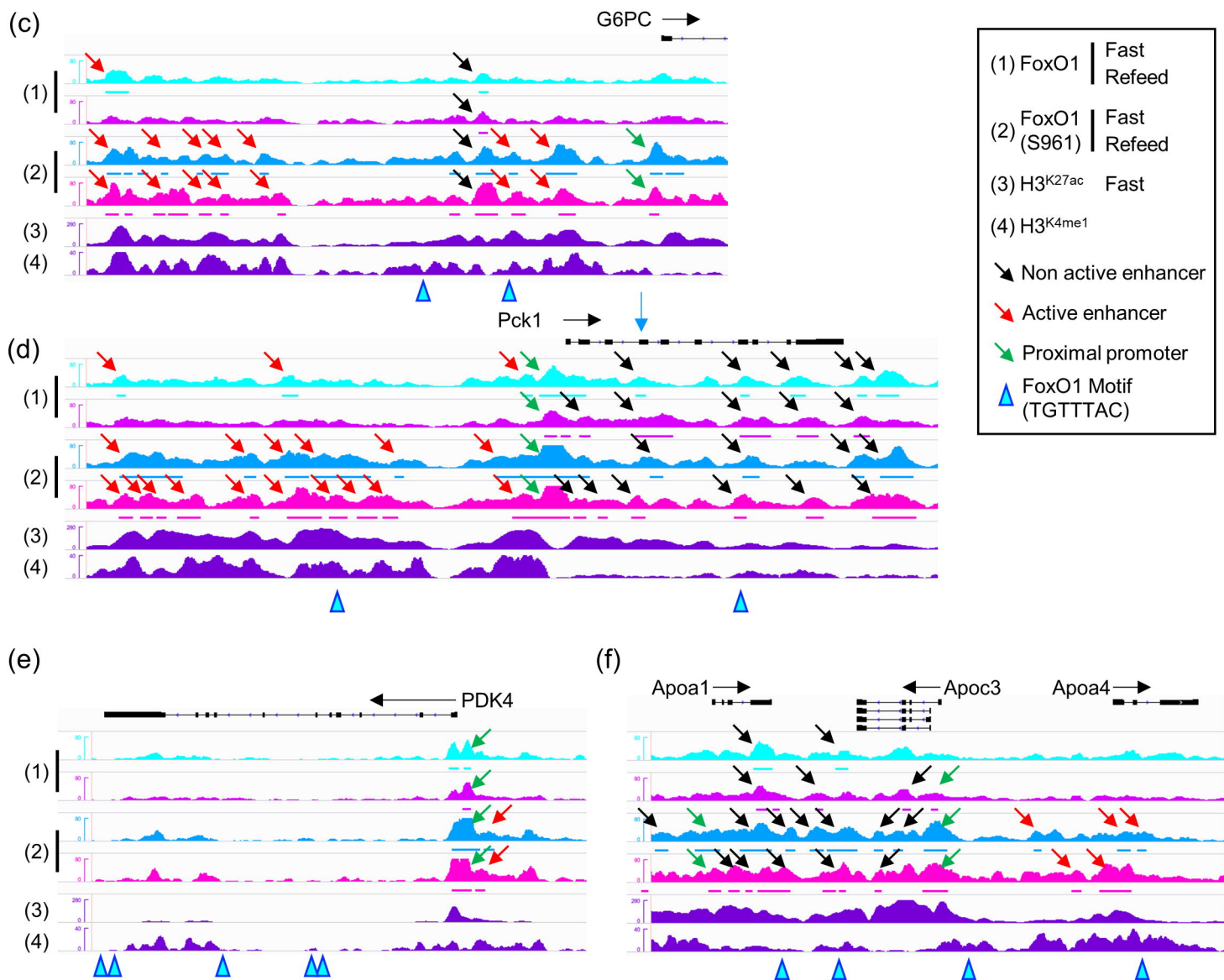
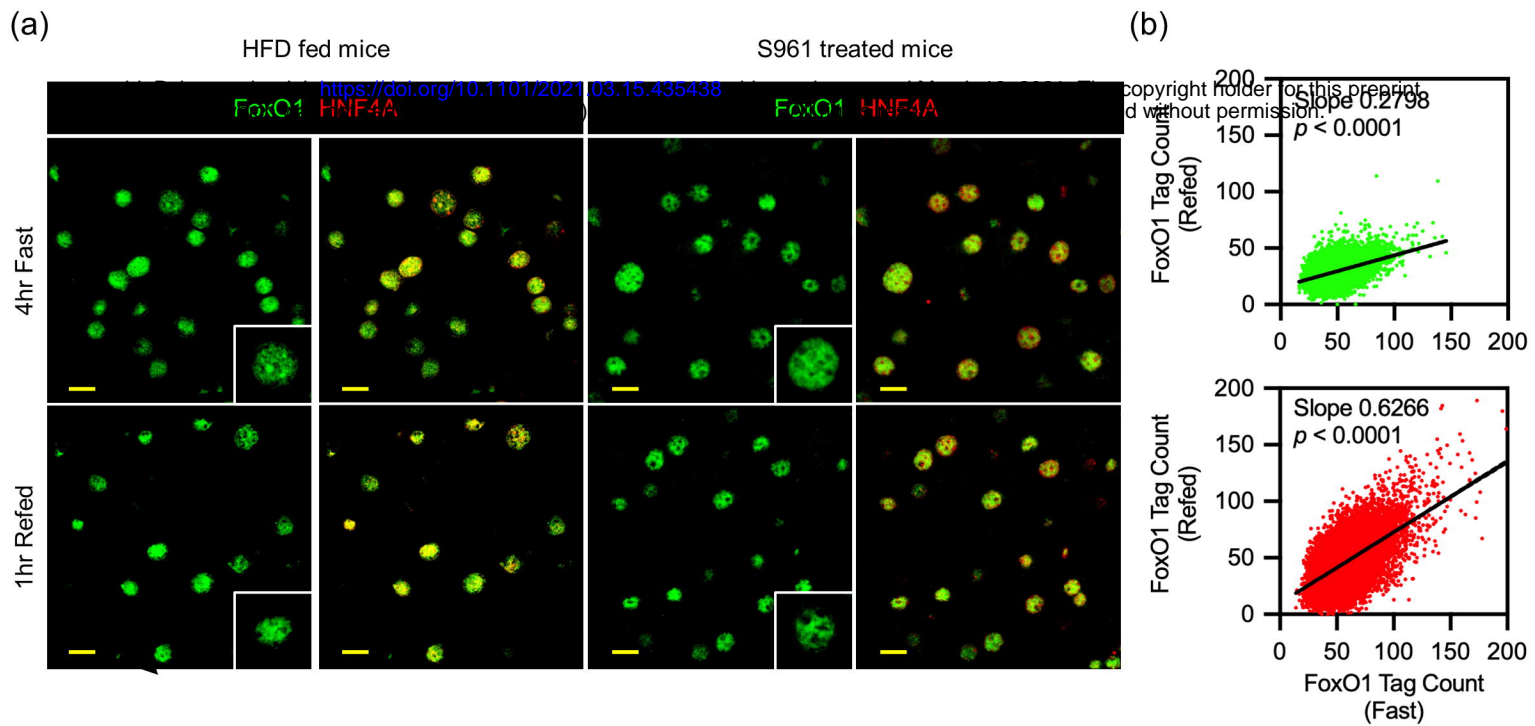


Figure 7.

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