

Supplementary Fig. 1. Generation of the MACS1 knockout mouse. Genomic location of three endoderm enhancers in the *Shh* regulatory region (a). Coloured bars mark MACS1 (green), MFCS4 (orange) and SLGE (yellow). MACS1 is localized at the 740 kb upstream of the *Shh* TSS (0 kb) in the mouse genome. Schematic diagram of ES cell targeting of MACS1 (b). Southern blot analysis of the mutant ES cell clone (c). Southern blot analysis was carried out for Nhel-digested genomic DNAs. A 5' probe (5'p in (b)) detected bands of 10.2 kb for the wild type allele (WT) and 20.4 kb for the mutant allele (MT). A 3' probe (3'p in (b)) detected bands of 9.8 kb for WT and 20.4 kb for MT. PCR primer pairs p1-p2 and p3-p4 in (b) (Supplementary Table 3) were used to detect 1.2 kb WT and 660 bp MT amplification products, respectively (d).



Supplementary Fig. 2. Defects of the respiratory organs in MFCS4-/- and MACS1-/- embryos. Serial transverse sections of wild type (a-g), MFCS4-/- (h-n) and MACS1-/- (o-u) embryos at E13.5. In MFCS4-/- embryos, the epiglottis is truncated (i, j), but the arytenoid swelling is bifurcated (h, i) and the laryngotracheal groove is well formed (j-l). In MACS1-/- embryos, the epiglottis is recognizable (p, q), but the arytenoid swelling is hypoplastic and not bifurcated (o-q). Consequently, the laryngotracheal groove is not formed (q-s) in the MACS1-/- embryos. The septum between oeophagus and larynx is deficient (t) but the trachea is formed (u). As, arytenoid swelling; Ep, epiglottis; Oe, Oesophagus; Lt, laryngotracheal groove; Ph, pharynx; Tr, trachea.



Supplementary Fig. 3. *Shh* expression in the lung and gut of MACS1-/embryos. Serial sections of wild type (a-c) and MACS1-/- (d-f) embryos at E11.5. *Shh* expression is normally detected in the epithelia of lung, gut and urogenital tract of MACS1-/- embryos. c, cloaca; d, digestive tube; f, floor plate; i, intestine; lb, limb bud; lt, laryngotracheal groove; lu, lung bud; n, notochord; p, pharynx.



Supplementary Fig. 4. *LacZ* reporter expression driven by serial deletion constructs. The label of each image matches that of the corresponding construct in Fig. 3. Fully active constructs (Fig. 3a) can drive *LacZ* reporter expression in the epithelia of larynx, lung and gut from hind stomach to urogenital tract (c1, c4 to c5, c-10). Dashed black lines enclose *LacZ* reporter expression in the laryngeal epithelium, while dashed yellow lines denote abrogation of *LacZ* expression in the laryngeal epithelium.

	HNF4-Q6 CMAF		
	HNF4-DR1 CDP		
Mouse	TAGGTGAACTCTGTCTGCTC-A-GGAGAGTCCTAAGTGATCCATCTA-ATGT		
Rat	TAGGTGAATTCTGTCTGCTC-A-GGAAAGTCTTAAGTGATCCATCTC-ATGT		
Cow	CAGGTGAACTCTGCCTGCCC-A-GGGGCCCCTCTGAGC-ATCCATCTTGATGT		
Sheep	CAGGTGAACTCTGCCTGCCC-A-GGGGCCCCTCTGAGC-ATCCATCTTGATGT		
Horse	CAGGTGAACTCTGTCTGCCC-A-GGAGGCCTCTCCAAGTGATCCATCTTGATGT		
Human	CAGGTGAACTCTGTCTACTC-A-GGAGGGCTTTTTAAGTGATCCATCTTGATGT		
Opossum	CAGGTGAACTTTGTCTAGCA-A-GGAGACCTTTTAAAGTGATCCATCTTGATGT		
Platypus	CAGGTGAACTTTGTCCACCA-GTGGAGGCCTTCCTAAGTGATCTATCTTTGTGT		
Chicken	GGCGTGAACTTTGTCCACAGGGAAGCCTTTTAAAGTGATCCAGTGT		
Turkey	GGCATGAACTTTGTCCACAGGGAAGCCTTTTAAAGTGATCCAGTGT		
Alligator	TTGGTGAACTTTGNCCATAGGGAAGTCTT-TTGAGTGATCCATCTTAATGT		
Turtle	TTAGTGAACTCTGTACAGAGAAGCCTTCTTAAGTGATCCATCTTAATGT		
Lizard	GAGATGAACTTTTGCCTGCCA-AAGGCA-AGCCCTTTTTTAAAGCAATCTATCTTTTAATGT		
Coelacanth			
Spotted gar			
Skate			
Elephant shark	TTAGTGGACTTTGCCCACCCCTGAAAACTTTCATTTAAATGC		
-	** * ** ** **		
	HSF		
	CMAF AP1 OCT1		
	HMGIY Fox BARBIE		
Mouse	C-AGCAAATTGCTTACTAATGTGTTGACTTAGGGCCAC-CCTCAAAAGCAAAATGAA		
Rat	C-AGCAAATTGCTTACTAATGTGTTGACTTAGGGCCAC-TCTCAAAAGCAAAAAGAA		
Cow	C-AGQAA-TTGCTTACTAATGTGTTGACTTACGGCTGC-CCTCAAAAGCAAAGC		
Sheep	C-AGQAA-TTGCTTACTAATGTGTTGACTTACGGCCGC-CCTCAAAAGCAAAGTGAA		
Horse	C-AGGAAATTGCTTACTAATGTGTTGACTTATGGCCAC-CCTCAAAAGCAAAATGAA		
Human			
Dlaturna			
Chicken			
Turkey			
Alligator	C-AGGAAATTGCTTACTAATGTGTTGACTTACGGCAAC-CCTCAAAAGTAAAATGAA		
Turtle	C-AGTAAATTGTTTACTAATGTGTTGACTTATGGCAAC-CCTCAAAAGGAAAATGAA		
Lizard	C-AGCAAATTGCTTACTAATGTGTTGACTTAAAAGTAAAATGAA		
Xenopus	C-AGCAAATTGCTTACTAATGTGTTGACTTATGGCAAT-CCTCAAAAGCAAAATGGA		
Coelacanth	C-AGCAAATTGCTTACTAATGTGTTGACTTATGGCAAG-CCTCAAAAGTAAAATGAA		
Spotted gar	C-AGCAAATTGCTTACTAATGTGTTGACTTATGGTAGGACCTTAAAAGTAAAATGAAA		
Skate	CCAAQAAATTGGTTACTAATGTGTTGACCTCCAGTACG-CCTCACAACTAACCTTAA		
Elephant shark	C-AGQAAATTGGTTACTAATGTGTTGACTTATGGTAA-GCCTCAAAACTAAACT		
	20 hn		
	25 66		
	HSF		
	OCT1		
	PAX5		
Mouse	AGCC-TGGAATTTATAGCATCTCAATGCATCAGCTG		
Rat	AGCC-TGGAATTTATAGCATCTCAATGCATCAGCTG		
Cow	CGCC-TGGAATTTACAGCGTATCAGTGAATCCGTTG		
Sheep	CGCC-TGGAATTTACAGCGTATCAATGAATCCGTTG		
Horse	AGCT-TGGAATTTACAGCATATCAATGAATCAGTTG		
Human	uman AGCC-TGGAATTTACAGCATATCAATGAATCAGTTG		
Opossum	sum AGGC-TGGAATTTACAGCATATCAATGAATCAGTTG		
Platypus	AGGT-TGGAATTTACAGCATATCAATGAATCAGTTG		
Chicken	AGGC-TGGAATTTTACAGCATATCAATGAATCAGTTG		
Turkey			
Turtle	AGGC-TAGAATTIACAGCATAICAATGAATCAGTTG AGGC-TAGAGTTTACAGCATATCAATGAATCAGTTG		
Lizard	AGGC-TGGAATTTACAGCGTATCAATGAATCAGTTG		
Xenopus	GGGCCTGGAATTTACAGCAGATCTATGAATCGGC-G		
Coelacanth	AGGACTGGAATTTACAGCATATCAATGAATCAGTTG		
Spotted gar	AGGCTTGGTATTTACTGCATATCAAGGAATCAGTTG		
Skate	ATAAACAAGGAATTTACAACGTATCAATGAAG		
Elephant shark	AGCAGGGAATTTACAACATATCTATGTAG		
	* **** * ** * *		

Supplementary Fig. 5. Sequence comparison and prediction of transcription factor binding motifs in the MACS1 sequence. ClustalW and rVISTA analyses of a 140-bp sequence in mouse MACS1 (chr5: 29,212,687-29,212,597) that includes the 29-bp sequence (boxed) that is critical for laryngeal expression. We retrieved the genomic sequences from the UCSC and Ensembl genome browsers, and aligned the syntenic region of the 18 vertebrates using the ClustalW system (http://clustalw.ddbj.nig.ac.jp/). The rVISTA program (http://rvista.dcode.org) predicted a Fox binding motif in the 29-bp critical region. Perfectly conserved nucleotides are indicated by asterisk below the aligned sequences.



Supplementary Fig. 6. Southern blot analysis of MACS1 conservation. A spotted gar MACS1 probe was hybridized with the genomic DNAs (upper images). Genomic DNAs of mouse, a lobe-finned fish (coelacanth), five basal ray-finned fish (paddlefish, Siberian sturgeon, white sturgeon, spotted gar and bowfin) and two teleost fish (Japanese eel and alowana) yielded clear bands. Among teleost fish, catfish, goldfish and carp yielded very faint bands (black arrows). By contrast, zebrafish and euteleost fish (salmon, trout, stickleback and

medaka) did not yield any band. A mouse actin probe was used to examine the condition of the genomic DNAs (lower images).

а	Medaka Salmon Spottd gar	GTTATCTCACAGCAATCCATCTCCATGTCGGTA-CC GTTGTCTCACCTCAATCCATCTTGATGTCAGCAGTT GGCCTTTCAAAGCAATCCATCTTGGTGTCAGCAAAT * * *** ******** *** * *	GTCTTCCCTAATGTGTTGACTCAG 59 ATCCTCCTTAATGTGTTGACTTAG 60 -TGCTTACTAATGTGTTGACTTAT 59 * *
	Medaka Salmon Spotted gar	GGTTGGACCTTCAAAAG 76 GGTCGGACCTCAAAAAG 77 GGTAGGACCTT-AAAAG 75 *** ****** *****	51/77 (66%)
b	Spotted gar Salmon	GGCCTTTCAAAGCAATCCATCTTGGTGTCAGCAAAT GTTGTCTCACCTCAATCCATCTTGATGTCAGCAGTT * * *** *********** ********	T-TGCTTACTAATGTGTTGACTTAT 59 ATCCTCCTTAATGTGTTGACTTAG 60
	Spotted gar Salmon	GGTAGGACCTT-AAAAG 75 GGTCGGACCTCAAAAAG 77 *** ****** *****	58/77 (75%)
С	Medaka Salmonn	GTTATCTCACAGCAATCCATCTCCATGTCGGTA-CC GTTGTCTCACCTCAATCCATCTTGATGTCAGCAGTT *** ****** ******** ****** *****	GTCTTCCCTAATGTGTTGACTCAG 59 ATCCTCCTTAATGTGTTGACTTAG 60 ** *** *************
	Medaka Salmon	GGTTGGACCTTCAAAAG 76 GGTCGGACCTCAAAAAG 77 *** ****** *****	60/77 (78%)

Supplementary Fig. 7. Sequence similarity of Block-1 between medaka and salmon or between salmon and spotted gar. The overall conservation of Block-1 among the three species is relatively low (a). Higher similarity is evident between spotted gar and salmon (b) and between medaka and salmon (c).

а	Medaka_corel Salmon Spotted gar	GCTGTTGTGTTGACCACAATGTCCAGACTGTTTAAACTTAAACACAAAATCTTTTGTCC 58 GCTTTTGTGTGTGACCCTGGAATGTCCAGACTGTTTGA-CCAAAACACACACACTCTCCGTA- 58 -TCTGTGTTTTGACTGGAATGTATAAGTTACTTGA-CTAGAACACACACTTTCTTA- 53 *** ***** **** **** * * ************
	Medaka_core-1 Salmon Spotted gar	ACAATAGTGGACAAACAGTGTATGATTCACAAAGCATCAAAGGTGCTCGACA 110 ATTAGTTTACAAACAGTGTATGATTCACATGGCATCAAAGGCCCTCTGAA 108 59/108 (55%) ATTAGTTTACCAACAGTTTATGGTTCACACGGCATCAAAG-CCCTGTGGA 102 * **** ** ******* **** ***** ****** ****
b	Medaka_core-1 Salmon	GCTGTTGTGTTGACCACAATGTCCAGACTGTTTAAACTTAAACACAAAATCTTTTGTCC 58 GCTTTTGTGTTGACCCTGGAATGTCCAGACTGTTTGA-CCAAAACACACACTCTCCGTA- 58 *** ********** *** *****************
	Medaka_core-1 Salmon	ACAATAGTGGACAAACAGTGTATGATTCACAAAGCATCAAAGGTGCTCGACA 110 79/108 (73%) ATTAGTTTACAAACAGTGTATGATTCACATGGCATCAAAGGCCCTCTGAA 108 * **** ******************************
С	Salmon Spotted gar	GCTTTTGTGTTGACCCTGGAATGTCCAGACTGTTTGACCAAAACACACAC
	Salmon Spotted gar	TAGTTTACAAACAGTGTATGATTCACATGGCATCAAAGGCCCTCTGAA10879/108(73%)TAGTTTACCAACAGTTTATGGTTCACACGGCATCAAAG-CCCTGTGGA102102102*********************************

Supplementary Fig. 8. Sequence similarity of core-1 in Block-2 between medaka and salmon or between salmon and spotted gar. The overall conservation of core-1 among medaka, salmon and spotted gar is relatively low (a). Higher similarity is evident between medaka and salmon (b) and between salmon and spotted gar (c).



Supplementary Fig. 9. Transgenic reporter assay of the medaka enhancers in mouse embryos. VISTA plots of the partial sequence of *rnf32* in six vertebrate species (a). The medaka *rnf32* intronic sequence was used as the reference genome. A 5.3 kb medaka sequence (named Whole) has two conserved sequence blocks, Block1 (3.9 kb) and Block-2 (1.4 kb). The Whole fragment drove reporter expression in the epithelia of the oesophagus, forestomach and lung buds (c, left). Block-1 drove reporter expression in the epithelia of lung buds and hindstomach (c, middle). Block-2 drove expression in the epithelia of oesophagus and forestomach (c, right). Block-2 contains two euteleost-specific conserved core sequences, core1 and core2 (d, e). Transgenic reporter assay with deletion constructs showed that 990 bp in Block-2 is sufficient for enhancer activity (e). Deletion of core1 abrogated enhancer activity of Block-2 (e). On the other hand, loss of core2 did not affect the enhancer activity of Block-2 (e). Oe, oeophagus; F-st, forestomach; H-st, hindstomach: La, larynx; Lb, lung bud; Ph, pharynx; St, stomach.



Supplementary Fig. 10. The Fox-binding motif in Block-2 is dispensable for reporter expression in medaka embryos. These images show the reporter expression driven by a Block-2 deletion construct that lacks nine bases (TGTGTTGAC) including the Fox-binding core (a red arrow in Supplementary Fig. 9e) in the four larvaes at 2 or 5 dpf. The construct drove similar reporter expression to that driven by intact Block-2 (Figure 6h).



Supplementary Fig. 11. Phylogenetic tree of Block-1 core sequences of diverse vertebrate taxa. The tree was made using MEGA7.0.18 (a) on the bassis of ~80bp core sequences of the Block-1 olthologues of 12 vertebrate species, which were aligned with ClutalW (DDBJ)(b).

Age	Wild type	MACS1+/-	MACS1-/-
E12.5	7*	19	7
E18.5	8	14	4
Newborn	19	24	7
2 days old	4	16	0
1 month old	15	14	0

Supplementary Table 1. Viability of the MACS1-/- mutants

*Numeral depicts the living animals at the stage.

	MFCS4-/-	MACS1-/-
soft palate	truncation	normal
hyoid bone	hypoplasia	relatively normal
epiglottis	truncation	recognizable
arytenoids	minor truncation	dysplasia
vocal fold	recognizable	dysplasia
thyroid cartilage	normal	dysplasia
cricoid cartilage	normal	dysplasia
trachea	normal	relatively normal

Supplementary Table 2. Defects in the MFCS4-/- and MACS1-/- at E18.5

For ESC targeting of MACS1		
	F	R
Long arm of targeting vector	TCTGCATGCATGAGCTGTAG	TAGCTACATGTCCGCTAAGG
Short arm of targeting vector	GAGCACTCAGTCAATGTGTG	GCATTCCAGACATGGTGTTC
Southern blotting 5'probe	GACATCCTCGTGTTGTCTTC	CTTGAGAGTCACAAGGAAGG
Southern blotting 3'probe	TATCTCATGCTCCCAGAAGG	CCTTTGAGTCATCCATCCTC
For detection of WT allele (p1, p2)	AGAACAGGCACTCTAGATCC	ATAACCAGGAGTCCAGGTAC
For detection of MT allele (p3, p4)	CTGCTGTCAAAGATGGGTAG	ACTGCTCTTGCTCTCTAGAG
For transgenic assay		
	F	R
1264-bp including MACS1	AGAACAGGCACTCTAGATCC	ATAACCAGGAGTCCAGGTAC
c1	AACTTTGCTAGCATCTGTCC	ATAACCAGGAGTCCAGGTAC
c2	AGAACAGGCACTCTAGATCC	CATCTGACGGATTGTTAGCC
c3	AGAACAGGCACTCTAGATCC	GGCCACCCTCAAAAGCAAAA
c4	AGCCAGTGTACTGTTTTCAA	AGCCAGTGTACTGTTTTCAA
c5	TTGTACTGGTGAGTGTCAGG	TAGGTGAACTCTGTCTGCTC
c6 (inverse PCR)	TTGTACTGGTGAGTGTCAGG	ATAACCAGGAGTCCAGGTAC
c7 (inverse PCR)	AGGGCCACCCTCAAAAGCAA	GCTGACATTAGATGGATCAC
c8 (inverse PCR)	TTAGGGCCACCCTCAAAAGC	CATTAGTAAGCAATTTGCTG
c9 (inverse PCR)	TGTTGACTTAGGGCCACCCT	GCTGACATTAGATGGATCAC
c10 (inverse PCR)	TAATGTGTTGACTTAGGGCC	GCTGACATTAGATGGATCAC
	GTGGCCCTAAGTCGGCGCATT	CTTACTAATGGGCCCGACTTA
c11 (inverse PCR)	AGTAAG	GGGCCAC
Medaka whole	GAGACGCAGGTTCTTTGAGG	GTCGGACAAAGCTGTCATTC
Medaka MACS1 (Block-1)	GGGACCAGTGTTGAGAATGT	GTCGGACAAAGCTGTCATTC
Medaka Block-2	GAGACGCAGGTTCTTTGAGG	GGTGGTGATCAGACATGTTG
Medaka Δ Block-2 core-1 (inverse PCR)	ATGAGAGCAGTCAGGGGTGT	ACCATGTGCATG TTTAGGTC
Medaka Δ Block-2 core-2 (inverse PCR)	CTGATGGTCAGACATTTGTC	ATAACCAGAAACTGCACTGG
Coelacanth MACS1	GGGACCAGTGTTGAGAATGT	CCAACCAGGTGAACTTTGTC

Supplementary Table 3. Used primer pairs in this study

Skate MACS1	GCCAGAGCATACAATGAAGG	CAAGTTGGTGGACATTGCTC
Elephant shark MACS1	TGACCGTGCCTCATCTGAAA	TTTCAATCTCGCAAAGTTTT
Paddlefish MACS1	AGCATGTAATCTCCTGTACG	TTGCTTGTGGCCAGATAGTG
Spotted gar MACS1	TGCTTGCATCCGAAGACAAG	CAAATGGGTGCCAGTTAAGC
Spotted gar Block-2	GTCCAAGCAGTGAAAGAAGG	GGAGACATTGATGATGAGCC
Japanese eel MACS1	AAGCTGTCACTCAACTCCTG	CTGAGCTGAGCATGGTGATT
Japanese eel Block-2	CCAGACCAGAGTGATTCATG	AATCACCATGCTCAGCTCAG

	Location of the sequence for VISTA analysis	Database	
Skate	LC009631: 1-8,490	http:/www.ddbj.nig.ac.jp/index-j.html	
Elephant shark	chr KI636064: 496,375-498,997	UCSC:Callorhinchus_milii-6.1.3/calMil1	
Human	chr7: 156,640,748-156,677,124	UCSC: GRCh38/hg38	
Mouse	chr5: 29,197,926-29,225,291	UCSC;GRCm38/mm10	
Coelacanth	JH127332: 287,480- 327,976	UCS: Broad/latCha1	
Paddlefish	LC128331: 1-4,298	http:/www.ddbj.nig.ac.jp/index-j.html	
Spotted gar	LG9: 41,365,815-41,372,726	Ensembl; http:/www.ensembl.org/index.html	
Golden arowana	ASM16246v1 scaffold 53: 2,092,949-2,209,529	Genbank: NW_017371970 GPS_014192443	
	AVPY0000000.1	http://www.zfgenomics.com/sub/eel	
Japanese eei	KI307787:59,997—72,360		
Atlantic salmon	chr ssa29: 9,829,141-9,839,046	GenBank: XM_014180668.1, NC_027328	
Medaka	chr 2: 17,804,591 -17,816,721	UCSC; NIG/UT MEDAKA1/oryLat2	
Stickleback	chrXXI: 9,044,862 -9,052,154	UCSC; Broad/gasAcu1	
Nile tilapia	chrLG9: 13,010,056 13,027,674	UCSC; Broad oreNil1.1/oreNil2	

Supplementary Table 4. Genomic sequences used for VISTA plots