

SYNAGEVA BIOPHARMA CORP
Form SC TO-T/A
June 22, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE TO
AMENDMENT NO. 3
(RULE 14d-100)

**Tender Offer Statement Pursuant to Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934**

Synageva BioPharma Corp.
(Names of Subject Company)

PULSAR MERGER SUB INC.
(Offeror)

ALEXION PHARMACEUTICALS, INC.
(Parent of Offeror)

(Names of Filing Persons)

COMMON STOCK, \$0.001 PAR VALUE
(Title of Class of Securities)

87159A103
(CUSIP Number of Class of Securities)

David Hallal

Chief Executive Officer

Alexion Pharmaceuticals, Inc.

352 Knotter Drive

Cheshire, Connecticut 06410

(203) 272-2596

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing persons)

with copies to:

John Moriarty

Executive Vice President, General Counsel

Alexion Pharmaceuticals, Inc.

352 Knotter Drive

Cheshire, Connecticut 06410

(203) 272-2596

Daniel A. Neff

Mark Gordon

Wachtell, Lipton, Rosen & Katz

51 West 52nd Street

New York, New York 10019

(212) 403-1000

CALCULATION OF FILING FEE

Transaction Valuation* **Amount of Filing Fee****
\$8,869,338,229.18 \$1,030,617.10***

* Estimated solely for the purpose of calculating the registration fee pursuant to Rule 0-11 of the Securities Exchange Act of 1934, as amended, based on (a) the product of (i) \$212.83, the average of the high and low sales prices per share of Synageva common stock on May 20, 2015, as reported by Nasdaq, and (ii) 41,673,346, the estimated number of shares of Synageva common stock to be exchanged in the transactions for the transaction consideration. The amount of the filing fee, calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, equals

** 0.00011620 multiplied by the estimated transaction valuation.

*** Previously paid.

b

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Filing Party:
Previously Alexion
Paid: Pharmaceuticals,
\$473,736.18 Inc.
Form or
Registration Date Filed: May
No.: Form 22, 2015
S-4

Amount Filing Party:
Previously Alexion
Paid: Pharmaceuticals,
\$556,880.92 Inc.
Form or
Registration Date Filed: May
No.: 22, 2015
Schedule
TO-T

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

.. third-party tender offer subject to Rule 14d-1.
.. issuer tender offer subject to Rule 13e-4.
.. going-private transaction subject to Rule 13e-3.

amendment to
Schedule 13D under
Rule 13d-2.

Check the
following box if
the filing is a final
amendment
reporting the
results of the
tender offer:

This Amendment No. 3 (this "Amendment") amends and supplements the Tender Offer Statement on Schedule TO initially filed with the Securities and Exchange Commission on May 22, 2015 and amended by Amendment No. 1 to the Tender Offer Statement on Schedule TO filed with the SEC on May 29, 2015 and by Amendment No. 2 to the Tender Offer Statement on Schedule TO filed with the SEC on June 9, 2015 (as amended from time to time, the "Schedule TO") by Alexion Pharmaceuticals, Inc. ("Alexion"), a Delaware corporation, and Pulsar Merger Sub Inc., a Delaware corporation and a direct wholly owned subsidiary of Alexion (the "Offeror"), relating to the offer by the Offeror to exchange for each outstanding share of common stock, \$0.001 par value per share, of Synageva BioPharma Corp. ("Synageva"), a Delaware corporation, (a) \$115.00 in cash, without interest and less any applicable withholding taxes, and (b) 0.6581 shares of Alexion common stock, par value \$0.0001 per share, plus cash in lieu of any fractional shares of Alexion common stock, without interest and less any applicable withholding taxes (together, the "transaction consideration") (collectively, subject to the terms and conditions set forth in the Prospectus/Offer to Exchange and the related Letter of Transmittal, and together with any amendments or supplements thereto, the "Offer").

Alexion has filed with the U.S. Securities and Exchange Commission (the "SEC") a Registration Statement on Form S-4 on May 22, 2015 and Amendment No. 1 to the Registration Statement on Form S-4 on June 9, 2015 (as amended, the "Registration Statement") relating to the offer and sale of shares of Alexion common stock to be issued to holders of shares of Synageva common stock validly tendered into the Offer and not properly withdrawn. The terms and conditions of the Offer are set forth in the Prospectus/Offer to Exchange, which is a part of the Registration Statement (as amended, the "Prospectus/Offer to Exchange"), and the related letter of transmittal (as amended, the "Letter of Transmittal"). Pursuant to General Instruction F to Schedule TO, the information contained in the Prospectus/Offer to Exchange and the Letter of Transmittal, including any prospectus supplement or other supplement thereto related to the Offer hereafter filed with the SEC by Alexion or the Offeror, is hereby expressly incorporated into the Schedule TO by reference in response to items 1 through 11 of the Schedule TO and is supplemented by the information specifically provided for in the Schedule TO.

All information regarding the Offer as set forth in the Schedule TO, including all exhibits and annexes thereto that were previously filed with the Schedule TO, is hereby expressly incorporated by reference into this Amendment, except that such information is hereby amended and supplemented to the extent specifically provided for herein and to the extent amended and supplemented by the exhibits filed herewith. Capitalized terms used but not defined in this Amendment have the meanings ascribed to them in the Schedule TO.

Items 1 through 11.

Items 1 through 11 of the Schedule TO are hereby amended and supplemented by adding the following information:

At midnight, New York City time, at the end of June 19, 2015, the offer expired as scheduled and was not extended. The Offeror was advised by Computershare, the depositary and exchange agent for the offer, that as of the expiration of the offer, a total of 21,021,124 shares of Synageva common stock were validly tendered in the offer and not

properly withdrawn, representing approximately 56% of Synageva's outstanding shares. The number of shares of Synageva common stock validly tendered and not properly withdrawn pursuant to the offer satisfied the minimum tender condition to the offer, and all other conditions to the offer were satisfied. Accordingly, the Offeror accepted for exchange, and will promptly exchange, all 21,021,124 shares of Synageva common stock validly tendered and not properly withdrawn.

Following consummation of the offer, Alexion intends to acquire the remaining shares of Synageva common stock outstanding through the merger of Synageva with and into the Offeror, with Synageva surviving the merger as a direct wholly owned subsidiary of Alexion. The merger will be completed pursuant to Section 251(h) of the General Corporation Law of the State of Delaware.

On June 22, 2015, Alexion issued a press release announcing the results of the offer and its acceptance of shares tendered into the offer. A copy of the press release is attached as Exhibit (a)(5)(I) hereto and incorporated by reference herein.

Item 12. *Exhibits.*

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibit:

Exhibit No. Description

(a)(5)(I) Press Release issued by Alexion Pharmaceuticals, Inc., dated June 22, 2015 (filed herewith).

SIGNATURES

After due inquiry and to the best of the undersigned's knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: June 22, 2015

**PULSAR MERGER
SUB INC.**

By: /s/ Scott D. Phillips
Name: Scott D. Phillips
Title: President

**ALEXION
PHARMACEUTICALS
INC.**

By: /s/ David Hallal
Name: David Hallal
Title: Chief Executive
Officer