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

SCHEDULE TO/A
Tender Offer Statement Pursuant to Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934
(Amendment No. 2)

CHIMERIX, INC.
(Name of Subject Company)
PINETREE ACQUISITION SUB, INC.
(Offeror)
JAZZ PHARMACEUTICALS PUBLIC LIMITED COMPANY
(Parent of Offeror)
(Names of Filing Persons)

Common stock, par value \$0.001 per share
(Title of Class of Securities)

16934W106
(CUSIP Number of Class of Securities)

Neena M. Patil
Jazz Pharmaceuticals Public Limited Company
Executive Vice President and Chief Legal Officer
Fifth Floor, Waterloo Exchange
Waterloo Road, Dublin 4, Ireland D04 E5W7
011-353-1-634-7800

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of Filing Persons)

With a copy to:

Mark Gordon, Esq.
Victor Goldfeld, Esq.
Wachtell, Lipton, Rosen & Katz
51 West 52nd Street
New York, NY 10019
(212) 403-1000

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:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
 - Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)
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This Amendment No. 2 (this “Amendment”) amends and supplements the Tender Offer Statement on Schedule TO filed by Pinetree Acquisition Sub, Inc., a Delaware corporation (“Purchaser”) and an indirect wholly owned subsidiary of Jazz Pharmaceuticals Public Limited Company, an Irish public limited company (“Jazz”), with the U.S. Securities and Exchange Commission on March 21, 2025 (together with any subsequent amendments and supplements thereto, the “Schedule TO”). The Schedule TO relates to the offer by Purchaser to purchase all of the outstanding shares of common stock, par value \$0.001 per share (the “Shares”), of Chimerix, Inc., a Delaware corporation (“Chimerix”), in exchange for \$8.55 per Share, payable in cash without interest and subject to reduction for any applicable withholding taxes, upon the terms and conditions set forth in the offer to purchase, dated March 21, 2025 (the “Offer to Purchase”), a copy of which is attached as Exhibit (a)(1)(A), and in the related letter of transmittal (the “Letter of Transmittal”), a copy of which is attached as Exhibit (a)(1)(B), which, as each may be amended or supplemented from time to time, collectively constitute the “Offer.”

Except as otherwise set forth in this Amendment, the information set forth in the Schedule TO remains unchanged and is incorporated herein by reference to the extent relevant to the items in this Amendment. Capitalized terms used but not defined herein have the meanings ascribed to them in the Schedule TO.

Items 1 through 9, and Item 11.

The Offer to Purchase and Items 1 through 11 of the Schedule TO, to the extent such items incorporate by reference the information contained in the Offer to Purchase, are hereby amended and supplemented as follows:

- a) “The Offer—Section 15—Conditions to the Offer” of the Offer to Purchase is amended by adding a new paragraph at the end of such section to read as follows:

“The Regulatory Condition to the Offer relating to the expiration or termination of the waiting period pursuant to the HSR Act applicable to the purchase of Shares pursuant to the Offer and the consummation of the Merger has been satisfied. The Offer continues to be subject to the remaining Offer Conditions.”

- b) The second full paragraph on page 51 of the Offer to Purchase in “The Offer—Section 16—Certain Legal Matters; Regulatory Approvals; Compliance with the HSR Act” is deleted in its entirety and replaced with the following paragraph:

“Each of Parent and Chimerix filed a Premerger Notification and Report Form under the HSR Act with respect to the Offer and the Merger with the Antitrust Division and the FTC on March 14, 2025. As of 11:59 p.m. New York City time, on March 31, 2025, the waiting period under the HSR Act applicable to the Offer expired. Accordingly, the Regulatory Condition to the Offer relating to the expiration or termination of the waiting period (or any extension thereof) under the HSR Act has been satisfied. The Offer continues to be subject to the remaining conditions set forth in the Offer to Purchase. See ‘Section 15—Conditions to the Offer.’”

- c) “The Offer—Section 16—Certain Legal Matters; Regulatory Approvals; Compliance with the HSR Act” of the Offer to Purchase is amended by adding a new sub-heading and paragraph at the end of such section to read as follows:

“Legal Proceedings Relating to the Tender Offer. On March 31, 2025, Chimerix, the members of the Chimerix Board of Directors, Centerview, Jazz and Purchaser were named as defendants in a complaint captioned *Rosenthal v. Chimerix, Inc., et al.*, Index No. 2025-5353, filed by a purported Chimerix stockholder in the Supreme Court of the State of New York, County of Chemung (which we refer to as the “Rosenthal Complaint”). The Rosenthal Complaint alleges, among other things, that the Schedule TO and Schedule 14D-9 contain materially untrue statements and omit material facts in violation of North Carolina securities law and New York common law. The Rosenthal Complaint seeks, among other things, an injunction of the Transactions until the defendants make additional disclosures. In addition, as of April 1, 2025, Chimerix has received several demand letters from purported Chimerix stockholders generally alleging disclosure deficiencies in connection with the disclosures associated with the transactions contemplated by the Merger Agreement.

It is possible that additional complaints or demand letters may be received by or filed against Chimerix, the Chimerix Board of Directors, Jazz or Purchaser. If such additional demand letters are received or complaints are filed, absent new or different allegations that are material, Parent and Purchaser will not necessarily disclose them. The outcome of the matters described above cannot be predicated with certainty.”

SIGNATURES

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

Dated: April 1, 2025

PINETREE ACQUISITION SUB, INC.

By: /s/ Alan Campion

Name: Alan Campion

Title: Vice President, Finance

JAZZ PHARMACEUTICALS PUBLIC LIMITED COMPANY

By: /s/ Philip L. Johnson

Name: Philip L. Johnson

Title: Executive Vice President &
Chief Financial Officer