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

SCHEDULE TO

(Amendment No. 2)

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

PACIRA BIOSCIENCES, INC.

(Name of Subject Company)

PEACH PURCHASER SUB INC.

(Offeror)
A Wholly Owned Subsidiary of

VIATRIS INC.

(Parent of Offeror)
(Names of Filing Persons (identifying status as offeror, issuer or other person))

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

695127100
(CUSIP Number of Class of Securities)

Matthew J. Maletta
Chief Legal Officer
Viatris Inc.
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(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing persons)

with copies to:
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☐ 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)

This Amendment No. 2 (this "Amendment") amends and supplements the Tender Offer Statement on Schedule TO (as amended and together with any subsequent amendments and supplements thereto, the "Schedule TO"), filed with the U.S. Securities and Exchange Commission on October 30, 2026, by Peach Purchaser Sub Inc., a Delaware corporation ("Purchaser") and a wholly owned subsidiary of Viatris Inc., a Delaware corporation ("Viatris"), and Viatris. The Schedule TO relates to the tender offer (the "Offer") by Purchaser for all of the outstanding shares of common stock, par value $0.001 per share (the "Shares"), of Pacira BioSciences, Inc., a Delaware corporation ("Pacira"), for $36.50 per Share, to the seller thereof in cash, net of applicable withholding taxes and without interest (the "Offer Price"), upon the terms and subject to the conditions set forth in the Agreement and Plan of Merger dated October 8, 2026 (the "Merger Agreement"), among Pacira, Viatris and Purchaser.

Except to the extent specifically provided in this Amendment, the information set forth in the Schedule TO remains unchanged. This Amendment is being filed to reflect certain updates as reflected below. Capitalized terms used but not defined herein have the respective meanings ascribed to them in the Schedule TO.

Items 1 through 9 and 11

The Offer to Purchase dated October 30, 2026 (together with any amendments and supplements thereto, the "Offer to Purchase"), a copy of which was filed as Exhibit (a)(1)(A) to the Schedule TO, and Items 1 through 9 and Item 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:

"The Offer and related withdrawal rights expired as scheduled at one minute after 11:59 p.m., Eastern Time, on November 16, 2026 (such date and time, the "Expiration Time"), and the Offer was not extended. Equiniti Trust Company, LLC, the depositary for the Offer, advised Purchaser that, immediately prior to the Expiration Time, a total of 32,929,780 Shares were validly tendered (and not validly withdrawn) pursuant to the Offer, representing approximately 66.46% of the Shares outstanding immediately prior to the Expiration Time. As of the Expiration Time, the number of Shares validly tendered (and not validly withdrawn) pursuant to the Offer (excluding Shares tendered pursuant to guaranteed delivery procedures that have not yet been "received," as such term is defined in Section 251(h)(6)(f) of the General Corporation Law of the State of Delaware (the "DGCL"), by the "depository," as such term is defined in Section 251(h)(6)(c) of the DGCL), together with any Shares then owned by Purchaser and its affiliates, satisfied the Minimum Condition (as defined in the Merger Agreement). All other conditions to the consummation of the Offer having been satisfied or waived, on November 17, 2026, Purchaser irrevocably accepted for payment all Shares that were validly tendered (and not validly withdrawn) pursuant to the Offer, and payment for such Shares will be made promptly in accordance with the terms of the Offer and the Merger Agreement.

Following the Expiration Time and acceptance for payment of the Shares, the remaining conditions to the Merger (as defined below) set forth in the Merger Agreement were satisfied or waived, and Purchaser will consummate the Merger on November 17, 2026, without a vote of the stockholders of Pacira in accordance with Section 251(h) of the DGCL. At the Effective Time (as defined below), Purchaser will be merged with and into Pacira, the separate existence of Purchaser will cease and Pacira will continue as the surviving corporation in the Merger and a wholly owned subsidiary of Viatris (the "Merger," and the date and time at which the Merger becomes effective is referred to as the "Effective Time"). Pursuant to the Merger Agreement, at the Effective Time, each Share issued and outstanding immediately prior to the Effective Time (other than Shares that are held (i) by Pacira or any of its subsidiaries (including in Pacira's treasury), (ii) by Viatris, Purchaser or any other wholly owned direct or indirect subsidiary of Viatris, which Shares will be canceled and will cease to exist, and no consideration will be delivered in exchange therefor, or (iii) by Pacira stockholders who are entitled to demand appraisal rights under, and have properly exercised and perfected their respective demands for appraisal of such Shares in the time and manner provided in, Section 262 of the DGCL and, as of the Effective Time, have neither effectively withdrawn nor lost their rights to such appraisal and payment under the DGCL) will be converted into the right to receive the Offer Price, upon the terms and conditions set forth in the Merger Agreement.

Following the consummation of the Merger, the Shares will be delisted and will cease to trade on the Nasdaq Global Select Market. Pursuant to the terms of the Merger Agreement, Viatris and Pacira will take steps to cause the Shares to be deregistered under the Securities Exchange Act of 1934, as amended, as promptly as practicable after the Effective Time.

On November 17, 2026, Viatris issued a press release announcing the expiration and results of the Offer. The press release is attached as Exhibit (a)(5)(E) hereto, and is incorporated herein by reference."

Item 12. ***Exhibits.***

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

"(a)(5)(E) Press Release issued by Viatris on November 17, 2026.*"

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* Filed herewith.

SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

VIATRIS INC.
By

/s/ *Matthew J. Maletta*

Name: Matthew J. Maletta
Title: Chief Legal Officer
Date: November 17, 2026

PEACH PURCHASER SUB INC.
By

/s/ *Michael Rainerman*

Name: Michael Rainerman
Title: President
Date: November 17, 2026

[*Signature Page to Amendment No. 2 to Schedule TO-T*]



Viatris Completes Acquisition of Pacira BioSciences

PITTSBURGH – Nov. 17, 2026 – Viatris Inc. ("Viatris") (Nasdaq: VTRS), a global healthcare company, today announced that it has completed its acquisition of Pacira BioSciences, Inc. ("Pacira") (Nasdaq: PCRX), a leader in non-opioid pain management. The transaction was first announced on Oct. 8, 2026.

"Today marks an important milestone in the execution of our strategy to strengthen our U.S. innovative medicines business," said **Scott A. Smith, CEO of Viatris**. "With Pacira now part of Viatris, we are bringing together complementary portfolios, capabilities and expertise to establish a leadership position in non-opioid pain management. We are excited to welcome our new Pacira colleagues as we create new opportunities to make a meaningful difference for patients and accelerate our path to sustained revenue and earnings growth."

Viatris' tender offer to purchase all of the issued and outstanding shares of common stock of Pacira, par value $0.001 per share (the "Shares"), for $36.50 per Share in cash, net of applicable withholding taxes and without interest, expired one minute after 11:59 p.m., Eastern Time, on Nov. 16, 2026 (the "Expiration Time"). Equiniti Trust Company, LLC, the depositary for the tender offer, has advised Viatris that approximately 32,929,780 Shares were validly tendered and not validly withdrawn in the tender offer, representing approximately 66.46% of the total outstanding Shares as of the Expiration Time. All conditions to the tender offer having been satisfied or waived on Nov. 17, 2026, Peach Purchaser Sub Inc. ("Purchaser"), a wholly owned subsidiary of Viatris, accepted for payment all Shares that were validly tendered and not validly withdrawn pursuant to the tender offer.

Following the consummation of the tender offer, Purchaser merged with and into Pacira in accordance with Section 251(h) of the General Corporation Law of the State of Delaware without a vote of Pacira's stockholders, with Pacira continuing as the surviving corporation of the merger and a wholly owned subsidiary of Viatris. In connection with the merger, the Shares that were not tendered in the tender offer were acquired by Viatris and converted into the right to receive the Offer Price. In connection with the completion of the transaction, the Shares will be delisted from the Nasdaq Global Select Market.

The Company expects the acquisition to contribute total revenues of between $90 million and $100 million for the remainder of 2026 (for the period from November 17, 2026 through December 31, 2026).

About Viatris

Viatris Inc. (Nasdaq: VTRS) is a global healthcare company whose mission is to empower people worldwide to live healthier at every stage of life. We meet the needs of patients around the world by acting decisively with ingenuity and resolve. Whether we're developing new medicines, working to maintain a resilient supply of needed therapies, or pursuing bold innovation, we strive to deliver solutions that are effective at scale and built to endure. We're purpose-built to make an impact with a broad portfolio that spans generics, value-added medicines, established brands and innovative medicines that address areas of significant unmet need. We are headquartered in the U.S., with global centers in Pittsburgh, Shanghai and Hyderabad, India. Learn more at viatris.com and investor.viatris.com, and connect with us on LinkedIn, Instagram, YouTube and X.

Forward-Looking Statements

This communication contains "forward-looking statements". These statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements may include, without limitation, statements about the transaction; the anticipated benefits of the transaction; that today marks an important milestone in the execution of our strategy to strengthen our U.S. innovative medicines business; with Pacira now part of Viatris, we are bringing together complementary portfolios, capabilities and expertise to establish a leadership position in non-opioid pain management; we are excited to welcome our new Pacira colleagues as we create new opportunities to make a meaningful difference for patients and accelerate our path to sustained revenue and earnings growth; the goals or outlooks with respect to Viatris' strategic initiatives and priorities, including but not limited to divestitures, acquisitions, strategic alliances, collaborations, or other potential transactions; the anticipated benefits of such strategic initiatives or priorities or restructuring activities; future opportunities for Viatris and its products; the outcomes of clinical trials and research studies; R&D and new product development; and any other statements regarding Viatris' future operations, financial or operating results, capital allocation, dividend policy and payments, share repurchases, debt ratio and covenants, anticipated business levels, future earnings, planned activities, anticipated growth, market opportunities, strategies, imperatives, competitions, commitments, confidence in future results, efforts to create, enhance or otherwise unlock value, and other expectations and targets for future periods. Forward-looking statements may often be identified by the use of words such as "will", "may", "could", "should", "would", "project", "believe", "anticipate", "expect", "plan", "estimate", "forecast", "potential", "pipeline", "intend", "continue", "target", "seek" and variations of these words or comparable words.

Because forward-looking statements inherently involve risks and uncertainties, actual future results may differ materially from those expressed or implied by such forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to: the possibility that Viatris may not realize the intended benefits of, or achieve the intended goals or outlooks with respect to, its strategic initiatives and priorities; the possibility that Viatris may be unable to achieve the intended or expected benefits of its enterprise-wide strategic review and related cost-saving and restructuring activities within the expected timeframe or at all; the possibility that Viatris may be unable to achieve intended or expected benefits in connection with divestitures, acquisitions, strategic alliances, collaborations, or other transactions, or restructuring programs, within the expected timeframes or at all; the possibility that Viatris may not realize the anticipated benefits, synergies and operating efficiencies of the acquisition of Pacira; goodwill or impairment charges or other losses; success of clinical trials and Viatris' or its partners' ability to execute on new product opportunities and develop, manufacture and commercialize products; any changes in or difficulties with Viatris' manufacturing facilities, including with respect to short- or long-term shutdowns, inspections, remediation and restructuring activities, supply chain continuity, inventory management, or the ability to meet anticipated demand; Viatris' failure to achieve expected or targeted future financial and operating performance and results; the potential impact of natural or man-made disasters, public health outbreaks, fires, accidents, weather, unrest or other emergencies in regions where we or our partners or suppliers operate; actions and decisions of healthcare and pharmaceutical regulators; changes in relevant laws, regulations and policies and/or the application or implementation thereof, including but not limited to tax, healthcare and pharmaceutical laws, regulations and policies globally; the ability to attract, motivate and retain key personnel; Viatris' liquidity, capital resources and ability to obtain financing; any regulatory, legal or other impediments to Viatris' ability to bring new products to market; products in development that receive regulatory approval may not achieve expected levels of market acceptance, efficacy or safety; longer review, response and approval times as a result of evolving regulatory priorities and reductions in personnel at health agencies; the scope, timing and outcome of any ongoing legal proceedings, including government inquiries or investigations, and the impact of any such proceedings on Viatris; any significant breach of data security or data privacy or disruptions to Viatris' information technology systems; risks associated with having significant operations globally; the ability to protect Viatris' intellectual property and preserve intellectual property rights; changes in third-party relationships; the effect of any changes in Viatris' or its partners' customer and supplier relationships and customer purchasing patterns, including customer loss and business disruption being greater than expected following an adverse regulatory action, acquisition (including the Pacira acquisition) or divestiture; the impacts of competition, including decreases in sales or revenues as a result of the loss of market exclusivity for certain products; changes in the economic and financial conditions of Viatris (or its partners); uncertainties regarding future demand, pricing and reimbursement for Viatris' products; uncertainties and matters beyond the control of management, including but not limited to general political and economic conditions, wars or other conflicts, potential for adverse impacts from future tariffs and trade restrictions, inflation rates and global exchange rates; and inherent uncertainties involved in the estimates and judgments used in the preparation of financial statements, and the providing of estimates of financial measures, in accordance with U.S. GAAP and related standards or on an adjusted basis.

For more detailed information on the risks and uncertainties associated with Viatris, see the risks described in Part I, Item 1A of its Annual Report on Form 10-K for the year ended Dec. 31, 2025, Part II, Item 1A of its Quarterly Report on Form 10-Q for the three months ended Sept. 30, 2026, and its other filings with the U.S. Securities and Exchange Commission (the "SEC"). You can access Viatris' filings with the SEC through the SEC website at www.sec.gov or through Viatris' website, and Viatris strongly encourages you to do so. Viatris routinely posts information that may be important to investors on our website at investor.viatris.com, and we use this website address as a means of disclosing material information to the public in a broad, non-exclusionary manner for purposes of the SEC's Regulation Fair Disclosure (Reg FD). The contents of our website are not incorporated into this communication or our filings with the SEC. Viatris undertakes no obligation to update any statements herein for revisions or changes after the date of this communication other than as required by law.

Certain Key Terms

Revenue and Earnings: Refers to Total Revenues, Adjusted EBITDA and Adjusted EPS.

Non-GAAP Financial Measures

This communication includes the presentation and discussion of certain financial information that differs from what is reported under accounting principles generally accepted in the United States ("U.S. GAAP"). These non-GAAP financial measures, including, but not limited to, adjusted EBITDA and adjusted earnings per share ("EPS") are presented in order to supplement investors' and other readers' understanding and assessment of the financial performance of Viatris. Adjusted EBITDA refers to U.S. GAAP net earnings (loss) adjusted for income tax provision (benefit), interest expense and depreciation and amortization (to calculate EBITDA), and further adjusted for share-based compensation expense, litigation settlements and other contingencies, net, loss on divestitures of businesses, impairment of goodwill and restructuring, acquisition and divestiture-related and other special items. Adjusted EPS refers to adjusted net earnings (loss) divided by the weighted average number of diluted shares of common stock outstanding. Adjusted net earnings (loss) refers to U.S. GAAP net (loss) earnings adjusted for purchase accounting amortization; impairment of goodwill; litigation settlements and other contingencies, net; interest expense; loss on divestitures of businesses; acquisition and divestiture-related costs; restructuring costs; share-based compensation expense; other special items included in cost of sales, research and development expense, selling, general and administrative expense, other (income) expense, net; and tax effect of the above items and other income tax related items.

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