

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

SCHEDULE TO

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)

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.

1000 Mylan Boulevard

Canonsburg, Pennsylvania 15317

(724) 514-1800

(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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CALCULATION OF FILING FEE

Transaction Valuation	Amount of Filing Fee
N/A*	N/A*

* A filing fee is not required in connection with this filing as it relates solely to preliminary communications made before the commencement of the tender offer.

☐ 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 Previously Paid: N/A

Filing Party: N/A

Form or Registration No.: N/A

Date Filed: N/A

☒ 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 filing relates solely to pre-commencement communications made before the commencement of a planned tender offer (the “Offer”) by Peach Purchaser Sub Inc., a Delaware corporation (“Purchaser”), a wholly owned subsidiary of Viatriis Inc., a Delaware corporation (“Viatriis”), for all of the outstanding shares of common stock, par value \$0.001 per share, of Pacira BioSciences, Inc., a Delaware corporation (“Pacira”, and such shares, the “Shares”), pursuant to the Agreement and Plan of Merger, dated as of October 8, 2026, by and among Viatriis, Purchaser and Pacira.

Important Information about the Transaction and Where to Find It

The tender offer for the Shares described in this communication has not yet commenced. This communication is for informational purposes only and it is neither a recommendation, nor an offer to purchase nor a solicitation of an offer to sell Shares, nor is it a substitute for the tender offer materials that Viatriis will file with the U.S. Securities and Exchange Commission (the “SEC”) on Schedule TO. At the time any such tender offer is commenced, Viatriis will prepare and file a Tender Offer Statement, containing an offer to purchase, a form of letter of transmittal and other related tender offer documents, with the SEC, and Pacira will file a Solicitation/Recommendation Statement on Schedule 14D-9 relating to such tender offer with the SEC. The Offer will only be made pursuant to the offer to purchase, the letter of transmittal and other related tender offer documents filed as a part of the Schedule TO. **Pacira’s stockholders are strongly advised to read these tender offer materials carefully and in their entirety when they become available, as they may be amended or supplemented from time to time, because they will contain important information about such tender offer that Pacira’s stockholders should consider prior to making any decisions with respect to such tender offer, including the terms and conditions of the tender offer.** The offer to purchase, letter of transmittal and other related tender offer documents, as well as the Solicitation/Recommendation Statement on Schedule 14D-9, will be sent to all stockholders of Pacira at no expense to them. Once filed, stockholders of Pacira will be able to obtain a free copy of these documents and each of Viatriis’ and Pacira’s other documents filed with the SEC at the website maintained by the SEC at www.sec.gov. In addition, a copy of the offer to purchase, form of letter of transmittal and other related tender offer documents (once they become available) may be obtained free of charge by directing a request to Viatriis at InvestorRelations@viatriis.com. A copy of the Solicitation/Recommendation Statement on Schedule 14D-9 (once it becomes available) also may be obtained free of charge by directing a request to Pacira at secretary@pacira.com.

Forward-Looking Statements

This communication contains “forward-looking statements” within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended. 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 expected timetable for completing the proposed transaction, the anticipated benefits and synergies of the proposed transaction, the ability to complete the transaction or to satisfy the various closing conditions, future opportunities for Viatriis or Pacira and either of their products and any other statements regarding Viatriis’ or Pacira’s future operations, strategic initiatives and priorities, restructuring activities, 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, other expectations, plans, trends, outlooks, projections, prospects and targets for future periods, and any other statements that are not historical facts. Forward-looking statements may often be identified by the use of words such as “will”, “may”, “can”, “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 known and unknown risks and uncertainties, actual future results, levels of activity, performance or achievements may differ materially from those expressed or implied by such forward-looking statements, and there can be no assurance that estimates, assumptions and expectations will prove to have been correct. Factors that could cause or contribute to such differences include, but are not limited to: the ability of Viatris and Pacira to meet expectations regarding the timing, completion and accounting and tax treatments of the proposed transaction; the ability of Viatris and Pacira to consummate the proposed transaction; the conditions to the completion of the proposed transaction (including, but not limited to, that the stockholders of Pacira validly tender and not withdraw, in the aggregate, at least a majority of the Shares outstanding as of immediately following the expiration of the Offer) not being satisfied or waived on the anticipated timeframe or at all; the regulatory approvals required for the proposed transaction not being obtained on the terms expected or on the anticipated schedule or at all; the possibility that competing offers may be made; the possibility that Viatris may be unable to achieve the intended or expected benefits, synergies and operating efficiencies in connection with the proposed transaction within the expected timeframe or at all or to successfully integrate Viatris and Pacira; Viatris' or Pacira's failure to achieve expected or targeted future financial and operating performance and results; the possibility that Viatris or Pacira may not realize the intended benefits of, or achieve the intended goals or outlooks with respect to, its strategic initiatives and priorities; 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' or Pacira's liquidity, capital resources and ability to successfully complete capital projections and obtain financing; Viatris' or Pacira's plans with respect to the repayment of indebtedness; any regulatory, legal or other impediments to Viatris' or Pacira's ability to bring new products to market; success of clinical trials and Viatris' or Pacira's (or, with respect to each, its partners') ability to execute on new product opportunities and develop, manufacture and commercialize products; any changes in or difficulties with Viatris' or Pacira's manufacturing facilities, including with respect to short- or long-term shutdowns, inspections, remediation and restructuring activities, product labeling or regulatory compliance, supply chain continuity, inventory management, or the ability to meet anticipated demand; the scope, timing and outcome of any ongoing legal proceedings, including government inquiries or investigations, and the impact of any such proceedings on Viatris or Pacira; any significant breach of data security or data privacy or disruptions to Viatris' or Pacira's information technology systems; risks associated with having significant operations globally; the strength and ability to protect Viatris' or Pacira's intellectual property and patent terms and preserve their respective intellectual property rights; changes in third-party relationships; the effect of any changes in Viatris' or Pacira's (or, with respect to each, its partners') customer and supplier relationships and customer purchasing patterns, including customer loss and business disruption being greater than expected following the proposed transaction; 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 Pacira (or, with respect to each, its partners); uncertainties regarding future demand, pricing and reimbursement for Viatris' or Pacira's 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, interest 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 and Pacira, see the risks described in Part I, Item 1A of their respective Annual Reports on Form 10-K for the year ended December 31, 2025, and their other filings with the SEC. You can access their respective filings with the SEC through the SEC website at www.sec.gov or through their respective websites, and each of Viatris and Pacira 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. Each of Viatris and Pacira undertakes no obligation to update any statements herein for revisions or changes after the date of this communication other than as required by law.

EXHIBIT INDEX

Exhibit No.	Description
99.1	Social media posts made on October 8, 2026

The following communications are being filed in connection with the proposed acquisition of Pacira BioSciences Inc. by a wholly owned subsidiary of Viatris Inc. ("Viatris").

Viatris posted the following message on LinkedIn on October 8, 2026:

Today, we announced an agreement to acquire Pacira BioSciences, a leader in non-opioid pain therapies.

The transaction would add two established medicines and important commercial, market access, medical affairs and R&D capabilities, advancing our strategy to build our innovative medicines business and positioning Viatris as a leader in non-opioid pain management therapies.

It's another example of our strategy in action as we drive our base business, fuel our innovative portfolio and modernize for sustainable growth.

Read our press release for more information, including risks related to forward-looking statements. <https://newsroom.viatris.com/2026-10-08-Viatris-Agrees-to-Acquire-Pacira-BioSciences,-Advancing-Its-Innovative-Medicines-Strategy-and-Becoming-a-Leader-in-Non-Opioid-Pain-Therapies>



Viatris posted the following message on X on October 8, 2026:

Today, we announced an agreement to acquire Pacira BioSciences, advancing our strategy to build our innovative medicines business and positioning Viatris as a leader in non-opioid pain management therapies.

Another example of our strategy in action as we drive our base business, fuel our innovative portfolio and modernize for sustainable growth.



Scott A Smith, Chief Executive Officer of Viatris, posted the following message on LinkedIn on October 8, 2026:

Today marks another important step forward for Viatris.

Our agreement to acquire Pacira BioSciences builds on the foundation we've been creating and advances the strategy we laid out earlier this year—to drive our base business, fuel our innovative portfolio and modernize for sustainable growth.

Pacira brings established medicines, a promising pipeline and important capabilities that complement our existing portfolio and strengthen our position in non-opioid pain management, an area of significant unmet need.

Just as importantly, this is about where we go from here. We see an opportunity to build on these medicines and capabilities to support the continued growth of our innovative medicines portfolio.

This is another example of our strategy in action as we continue building a healthier, growing Viatris.

I'm excited about what's ahead and look forward to welcoming the Pacira team to Viatris following close. <https://newsroom.viatris.com/2026-10-08-Viatris-Agrees-to-Acquire-Pacira-BioSciences,-Advancing-Its-Innovative-Medicines-Strategy-and-Becoming-a-Leader-in-Non-Opioid-Pain-Therapies>

ANNOUNCEMENT

Viartis Agrees to Acquire
Pacira BioSciences,
Advancing Its Innovative
Medicines Strategy and
Becoming a Leader
in Non-Opioid Pain
Management Therapies



Paul Campbell, Interim Chief Financial Officer, Chief Accounting Officer and Corporate Controller of Viatris, re-posted the Viatris LinkedIn post along with the following message on LinkedIn on October 8, 2026:

Today's announcement reflects the disciplined approach we are taking to investing for growth. Pacira BioSciences would add established, high-margin U.S. medicines that are expected to be immediately accretive, while strengthening our innovative medicines portfolio and adding important capabilities.

The transaction is consistent with our financial framework and our commitment to disciplined capital allocation as we continue to build a healthier, growing Viatris.

Andrew Enrietti, Chief Administrative and Transformation Officer of Viatris, re-posted the Viatris LinkedIn post along with the following message on LinkedIn on October 8, 2026:

Today's announcement is an important step in the continued execution of our strategy and the transformation of Viatris. Pacira BioSciences brings medicines, capabilities and talented colleagues that complement what we are building and can help position us for future growth.

I'm looking forward to working with teams across both organizations as we prepare to bring our capabilities together and build on the opportunities ahead.

Philippe Martin, Chief R&D Officer of Viatris, re-posted the Viatris LinkedIn post along with the following message on LinkedIn on October 8, 2026:

There remains significant unmet need for new approaches to pain management. The addition of Pacira BioSciences' established medicines, promising pipeline, and important U.S. medical affairs and global R&D capabilities would complement the work already underway at Viatris and strengthen our ability to bring meaningful non-opioid treatment options to patients.

By bringing together our scientific expertise and capabilities, we have an exciting opportunity to advance innovation in pain management and make a meaningful difference for patients.

Corinne Le Goff, Chief Commercial Officer of Viatris, re-posted the Viatris LinkedIn post along with the following message on LinkedIn on October 8, 2026:

What excites me about this opportunity is that we're not only adding established medicines in an important area of unmet need—we're also adding deep U.S. commercial and market access expertise.

Those capabilities would complement the strengths we already have at Viatris and give us an even stronger platform as we continue to build our U.S. innovative medicines business and a leading position in non-opioid pain management.

Hemanth Varghese, Chief Strategy Officer of Viatris, re-posted the Viatris LinkedIn post along with the following message on LinkedIn on October 8, 2026:

At our Investor Event earlier this year, we outlined a clear strategy for growth, including disciplined business development focused on opportunities that strengthen our innovative medicines portfolio and build on our capabilities.

Today's announcement is an important example of that strategy in action. Pacira BioSciences brings established medicines, a promising pipeline and capabilities that complement our portfolio.

Proud of the teams who have worked to bring this opportunity forward and excited about what it can mean for Viatris.

Forward-Looking Statements

This communication contains “forward-looking statements” within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended. 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 (in which, among other things, Viatris, through its wholly-owned subsidiary, will commence a tender offer to acquire all of the outstanding shares of common stock, \$0.001 par value per share, of Pacira and, following the consummation of such tender offer, for such wholly-owned subsidiary of Viatris to be merged with and into Pacira), the expected timetable for completing the proposed transaction, the anticipated benefits and synergies of the proposed transaction, the ability to complete the transaction or to satisfy the various closing conditions, future opportunities for Viatris or Pacira and either of their products and any other statements regarding Viatris' or Pacira's future operations, strategic initiatives and priorities, restructuring activities, 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, other expectations, plans, trends, outlooks, projections, prospects and targets for future periods, and any other statements that are not historical facts. Forward-looking statements may often be identified by the use of words such as “will”, “may”, “can”, “could”, “should”, “would”, “project”, “believe”, “anticipate”, “expect”, “plan”, “estimate”, “forecast”, “potential”, “pipeline”, “intend”, “continue”, “target”, “seek” and variations of these words or comparable words.

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For more detailed information on the risks and uncertainties associated with Viatris and Pacira, see the risks described in Part I, Item 1A of their respective Annual Reports on Form 10-K for the year ended December 31, 2025, and their other filings with the U.S. Securities and Exchange Commission (the “SEC”). You can access their respective filings with the SEC through the SEC website at www.sec.gov or through their respective websites, and each of Viatris and Pacira 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. Each of Viatris and Pacira undertakes no obligation to update any statements herein for revisions or changes after the date of this communication other than as required by law.

Important Information about the Transaction and Where to Find It

The tender offer for the outstanding shares of Pacira's common stock described in this communication has not yet commenced. This document is for informational purposes only and it is neither a recommendation, nor an offer to purchase nor a solicitation of an offer to sell shares of Pacira's common stock, nor is it a substitute for the tender offer materials that Viatris will file with the SEC on Schedule TO. At the time any such tender offer is commenced, Viatris will prepare and file a Tender Offer Statement, containing an offer to purchase, a form of letter of transmittal and other related tender offer documents, with the SEC, and Pacira will file a Solicitation/Recommendation Statement on Schedule 14D-9 relating to such tender offer with the SEC. The offer to purchase shares will only be made pursuant to the offer to purchase, the letter of transmittal and other related tender offer documents filed as a part of the Schedule TO. Pacira's stockholders are strongly advised to read these tender offer materials carefully and in their entirety when they become available, as they may be amended or supplemented from time to time, because they will contain important information about such tender offer that Pacira's stockholders should consider prior to making any decisions with respect to such tender offer, including the terms and conditions of the tender offer. The offer to purchase, letter of transmittal and other related tender offer documents, as well as the Solicitation/Recommendation Statement on Schedule 14D-9, will be sent to all stockholders of Pacira at no expense to them. Once filed, stockholders of Pacira will be able to obtain a free copy of these documents and each of Viatris' and Pacira's other documents filed with the SEC at the website maintained by the SEC at www.sec.gov. In addition, a copy of the offer to purchase, form of letter of transmittal and other related tender offer documents (once they become available) may be obtained free of charge by directing a request to Viatris at InvestorRelations@viatris.com. A copy of the Solicitation/Recommendation Statement on Schedule 14D-9 (once it becomes available) also may be obtained free of charge by directing a request to Pacira at secretary@Pacira.com.
