
**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**

OYSTER POINT PHARMA, INC.
(Name of Subject Company)

IRIS PURCHASER 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)

69242L106
(CUSIP Number of Class of Securities)

**Brian Roman
Global General Counsel
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:

**Mark I. Greene
Andrew M. Wark
Cravath, Swaine & Moore LLP
825 Eighth Avenue
New York, NY 10019
(212) 474-1000**

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)
-
-

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 (“SEC”) on December 1, 2022, by Iris Purchaser 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 by Purchaser for all of the outstanding shares of common stock, par value \$0.001 per share (the “Shares”), of Oyster Point Pharma, Inc., a Delaware corporation (“Oyster Point”), for (i) \$11.00 per Share, net to the seller thereof in cash, without interest and subject to any applicable withholding taxes, plus (ii) one non-transferable contractual contingent value right per Share, which represents the right to receive a contingent payment of \$1.00 or \$2.00 in cash, without interest and subject to any applicable withholding taxes, if specified milestones are achieved, upon the terms and subject to the conditions set forth in the Offer to Purchase dated December 1, 2022 (together with any amendments and supplements thereto, the “Offer to Purchase”) and in the related Letter of Transmittal, copies of which were filed as Exhibit (a)(1)(A) and Exhibit (a)(1)(B), respectively, to the Schedule TO.

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 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:

At 12:00 midnight, Eastern Time, on December 31, 2022 (one minute following 11:59 p.m., Eastern Time, on December 30, 2022), the Offer and withdrawal rights expired, and the Offer was not extended in accordance with the terms of the Merger Agreement. American Stock Transfer & Trust Company, LLC, the depository for the Offer, has advised Purchaser that a total of 23,175,135 Shares (together with any Shares then owned by Purchaser and its “affiliates” (as such term is defined in Section 251(h)(6)(a) of the DGCL)) were validly tendered (and not withdrawn) pursuant to the Offer prior to the Expiration Date, representing approximately 85.3% of the outstanding Shares as of the Expiration Date.

As of the expiration of the Offer, the number of Shares validly tendered (and not withdrawn) pursuant to the Offer (together with any Shares then owned by Purchaser and its “affiliates” (as such term is defined in Section 251(h)(6)(a) of the DGCL)) satisfied the Minimum Condition and all other conditions to the consummation of the Offer have been satisfied or waived. As a result of the satisfaction of the Minimum Condition and each of the other conditions to the Offer, on January 3, 2023, Purchaser accepted for payment all Shares that were validly tendered (and not validly withdrawn) pursuant to the Offer.

Following the consummation of the Offer, the remaining conditions to the Merger set forth in the Merger Agreement were satisfied or waived, and Purchaser effected the closing of the Merger on January 3, 2023. Purchaser was merged with and into Oyster Point, without a vote of the stockholders of Oyster Point in accordance with Section 251(h) of the DGCL, with Oyster Point continuing as the surviving corporation of the Merger and as a wholly owned subsidiary of Viatris. Pursuant to the Merger Agreement, at the Effective Time, each Share issued and outstanding immediately prior to the Effective Time (other than Shares outstanding immediately prior to the Effective Time that were held (a) by Oyster Point (including any Shares held in treasury) or by Parent or Purchaser or any other direct or indirect wholly owned subsidiary of Parent or (b) by stockholders of Oyster Point who were entitled to appraisal rights under the DGCL and who had properly exercised and perfected, and not withdrawn or otherwise lost, such appraisal rights) was converted into the right to receive the Offer Price, without interest thereon and subject to any applicable withholding taxes.

Following consummation of the Merger, the Shares were delisted and ceased to trade on The Nasdaq Global Select Market. Pursuant to the terms of the Merger Agreement, Viatris and the Oyster Point will take steps to cause the Shares to be deregistered under the Exchange Act promptly after the Effective Time.

On January 3, 2023, 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.

On January 3, 2023, Viatris entered into the CVR Agreement with American Stock Transfer & Trust Company, LLC (the “Rights Agent”).”

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 January 3, 2023.](#)”

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/ Sanjeev Narula

Name: Sanjeev Narula

Title: Chief Financial Officer

Date: January 3, 2023

IRIS PURCHASER INC.

By /s/ John Miraglia

Name: John Miraglia

Title: Director

Date: January 3, 2023



Viatriis Closes Acquisitions of Oyster Point Pharma and Famy Life Sciences, Establishing New Viatriis Eye Care Division

Division Combines Oyster Point Pharma's Eye Care Expertise with Famy Life Science's Phase III-ready Pipeline and Lays Foundation for Viatriis to Become a Global Eye Care Leader

Acquisitions Have the Potential to Add at Least \$1 Billion in Sales by 2028

Transactions Showcase the Power of Viatriis' Global Healthcare Gateway®

PITTSBURGH – Jan. 3, 2023 – Viatriis Inc. (NASDAQ: VTRS), a global healthcare company, today announced that it has closed its acquisitions of Oyster Point Pharma and Famy Life Sciences to establish a new Viatriis Eye Care Division. The transaction was first announced on November 7 as part of Viatriis' strategic update. Former Oyster Point Pharma CEO, Jeffrey Nau, Ph.D., MMS, will lead the new division.

Viatriis CEO Michael Goettler said: "We are starting the year out strong with the closings of our acquisitions of Oyster Point Pharma and Famy Life Sciences, bringing together our collective commercial expertise, scientific capabilities and global infrastructure to create the Viatriis Eye Care Division, which has the potential to deliver even more access to patients and showcases the power of our Global Healthcare Gateway. Viatriis has created a performance driven, highly engaging and inclusive culture and we are pleased to welcome our talented, new colleagues to our team. We look forward to continuing to execute against our announced strategic objectives in 2023 that we expect will position Viatriis for future growth."

Jeffrey Nau, Ph.D., MMS, the Head of the newly created Viatriis Eye Care Division, said: "We are thrilled to join Viatriis and combine with the assets of Famy Life Sciences to form the foundation of the Viatriis Eye Care Division. With this combination we are well on our way to expand our portfolio and commercial footprint and create a global eye care leader. We believe that a new leader in the space can meaningfully shape the future of eye care to address the unmet needs of patients with ophthalmic disease and the eye care professionals who take care of them. I would like to personally thank the Oyster Point Pharma team for their hard work and commitment as we join the Viatriis family and pursue Viatriis' mission to empower people worldwide to live healthier at every stage of life."

Under the terms of a definitive agreement, Viatriis acquired Oyster Point Pharma for approximately \$415 million in cash upfront, which includes the \$11 per share paid to Oyster Point Pharma stockholders through a tender offer and the repayment of the principal amount of certain debt of Oyster Point Pharma. In addition, each Oyster Point Pharma stockholder received one non-tradeable contingent value right, representing up to an additional \$2 per share, or approximately \$60 million in the aggregate, contingent upon Oyster Point Pharma's achieving certain metrics based on full year 2022 performance, which are expected to be determined in the first quarter of 2023.

The aggregate acquisition price for the Famy Life Sciences business is expected to be approximately \$280 million.

About Viatriis

Viatriis Inc. (NASDAQ: VTRS) is a global healthcare company empowering people worldwide to live healthier at every stage of life. We provide access to medicines, advance sustainable operations, develop innovative solutions and leverage our collective expertise to connect more people to more products and services through our one-of-a-kind Global Healthcare Gateway®. Formed in November 2020, Viatriis brings together scientific, manufacturing and distribution expertise with proven regulatory, medical, and commercial capabilities to deliver high-quality medicines to patients in more than 165 countries and territories. Viatriis' portfolio comprises more than 1,400 approved molecules across a wide range of therapeutic areas, spanning both non-communicable and infectious diseases, including globally recognized brands, complex generic and branded medicines and a variety of over-the-counter consumer products. With approximately 37,000 colleagues globally, Viatriis is headquartered in the U.S., with global centers in Pittsburgh, Shanghai and Hyderabad, India. Learn more at viatriis.com and investor.viatriis.com, and connect with us on Twitter at @ViatriisInc, LinkedIn and YouTube.

Forward-Looking Statements

This press release includes statements that constitute "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 statements that the acquisitions have the potential to add at least \$1 billion in sales by 2028; we are starting the year out strong with the closings of our acquisitions of Oyster Point Pharma and Famy Life Sciences, bringing together our collective commercial expertise, scientific capabilities and global infrastructure to create the Viatriis Eye Care Division, which has the potential to deliver even more access to patients and showcases the power of our Global Healthcare Gateway; Viatriis has created a performance driven, highly engaging and inclusive culture and we are pleased to welcome our talented, new colleagues to our team; we look forward to continuing to execute against our announced strategic objectives in 2023 that we expect will position Viatriis for future growth; with this combination we are well on our way to expand our portfolio and commercial footprint and create a global eye care leader; each Oyster Point stockholder received one non-tradeable contingent value right, representing up to an additional \$2 per share or \$60 million contingent upon Oyster Point's achieving certain metrics based on full year 2022 performance, which are expected to be determined in the first quarter of 2023; and the expected aggregate acquisition price for the Famy Life Sciences business. Factors that could cause or contribute to such differences include, but are not limited to: our other strategic initiatives, including potential and completed divestitures and the transactions closed today may not achieve their intended benefits within the expected timeframe or at all; the implementation of our global restructuring initiatives and integration activities being more difficult, time consuming or costly than expected, or being unsuccessful; the potential impact of public health outbreaks, epidemics and pandemics, including the ongoing challenges and uncertainties posed by the COVID-19 pandemic; the Company's failure to achieve expected or targeted future financial and operating performance and results; actions and decisions of healthcare and pharmaceutical regulators; changes in healthcare and pharmaceutical laws and regulations in the U.S. and abroad; any regulatory, legal or other impediments to Viatriis' ability to bring new products to market, including but not limited to "at-risk" launches; Viatriis' or its partners' ability to develop, manufacture, and commercialize products; the scope, timing and outcome of any ongoing legal proceedings, and the impact of any such proceedings; any significant breach of data security or data privacy or disruptions to our information technology systems; risks associated with international operations; the ability to protect intellectual property and preserve intellectual property rights; changes in third-party relationships; the effect of any changes in Viatriis' or its partners' customer and supplier relationships and customer purchasing patterns; the impacts of

competition; changes in the economic and financial conditions of Viatris or its partners; uncertainties and matters beyond the control of management, including general economic conditions; and the other risks described in Viatris' filings with the Securities and Exchange Commission (SEC). Viatris routinely uses its website 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). Viatris undertakes no obligation to update these statements for revisions or changes after the date of this release other than as required by law.

In particular, the statements in this release that Viatris anticipates these acquisitions have the potential to add at least \$1 billion in sales by 2028 relate to Viatris' Phase II strategy in 2024-2028 and its related goals, targets, forecasts, objectives and commitments (such statements, the "Phase II Outlooks"). Viatris believes that the assumptions used as a basis for these Phase II Outlooks are reasonable based on the information available to management at this time. However, this information is not fact, and you are cautioned not to place undue reliance on any such information. While certain of these statements might use language that imply a level of certainty about the likelihood that Viatris will attain these Phase II Outlooks, it is possible that Viatris will not attain them in the timeframe noted or at all. These Phase II Outlooks reflect assumptions as to certain business decisions that are subject to change. Important factors that may affect actual results and cause these Phase II Outlooks not to be achieved, or that may change the underlying variables and assumptions on which these Phase II Outlooks were based and cause these Phase II Outlooks to differ materially, include, but are not limited to, risks and uncertainties relating to our planned acquisitions and divestitures, including whether such transactions are completed on the expected timelines or at all, failure to achieve the anticipated benefits of any acquisitions or divestitures, failure to receive the anticipated cash proceeds of any divestitures, inability to manage base business erosion, failure to bring new products to market on the expected timeframes or at all, failure to execute stock repurchases consistent with current expectations, stock price volatility, higher than anticipated SG&A, gross margins and R&D spend, industry performance, interest rate volatility, foreign exchange rates, tax rates, the regulatory environment and general business and economic conditions, as well as those set forth in the first paragraph of "Forward Looking Statements". In addition, although certain of the outlooks are presented with numerical specificity, they are still forward-looking statements that involve inherent risks and uncertainties. Further, these Phase II Outlooks cover multiple years and such information by its nature becomes less reliable with each successive year. Accordingly, there can be no assurance that any aspect of these Phase II Outlooks will be realized or that actual results will not differ materially. Therefore, you should construe these statements regarding these Phase II Outlooks only as goals, targets and objectives rather than promises of future performance or absolute statements.

Contacts:

MEDIA

+1.724.514.1968
Communications@viatris.com

Jennifer Mauer
Jennifer.Mauer@viatris.com

Matt Klein
Matthew.Klein@viatris.com

INVESTORS

Bill Szablewski
+1.412.707.2866
InvestorRelations@viatris.com
William.Szablewski@viatris.com

###