
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE TO

**TENDER OFFER STATEMENT UNDER SECTION 14(D)(1)
OR 13(E)(1) OF THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 2)**

EPIZYME, INC.

(Name of Subject Company (Issuer))

**HIBERNIA MERGER SUB, INC.
(Offeror)**

a wholly owned subsidiary of

**IPSEN BIOPHARMACEUTICALS, INC.
(Offeror)**

a wholly owned subsidiary of

**IPSEN PHARMA SAS
(Offeror)**

a wholly owned subsidiary of

**IPSEN S.A.
(Offeror)**

(Names of Filing Persons (identifying status as offeror, issuer or other person))
Common Stock, Par Value \$0.0001 Per Share
(Title of Class of Securities)

29428V104
(CUSIP Number of Class of Securities)

**Francois Garnier, EVP, General Counsel and Chief Business Officer
Ipsen Pharma SAS
65 Quai Georges Gorse
92100 Boulogne-Billancourt, France
Tel. +33 1 58 33 50 00**

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

Copies to:

**Tony Chan, Esq.
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1152 15th Street, N.W.
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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 13d-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 (as amended and together with any subsequent amendments and supplements thereto, the “**Schedule TO**”) filed with the Securities and Exchange Commission on July 12, 2022 by Hibernia Merger Sub, Inc., a Delaware corporation and wholly owned subsidiary of Ipsen Biopharmaceuticals, Inc., a Delaware corporation and wholly owned subsidiary of Ipsen Pharma SAS, a French *société par actions simplifiée* and wholly owned subsidiary of Ipsen S.A., a French *société anonyme*, to purchase all outstanding shares of common stock, \$0.0001 par value per share (“**Shares**”), of Epizyme, Inc., a Delaware corporation, at a price of \$1.45 per Share, to the holder in cash, net of applicable withholding taxes and without interest, plus one non-transferable contractual contingent value right per Share, which represents the right to receive one or more payments in cash, contingent upon the achievement of certain specified milestones as described in the Offer to Purchase dated July 12, 2022 (together with any amendments or supplements thereto, the “**Offer to Purchase**”) and in the accompanying Letter of Transmittal (together with any amendments or supplements thereto and with the Offer to Purchase, the “**Offer**”), which are annexed to and filed with the Schedule TO as Exhibits (a)(1)(A) and (a)(1)(B), respectively. Unless otherwise indicated, references to sections in the Schedule TO are references to sections of the Offer to Purchase.

Except as otherwise set forth 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 meanings assigned to such terms in the Offer to Purchase or in the Schedule TO. You should read this Amendment together with the Schedule TO and the Offer to Purchase.

ITEMS 1 THROUGH 9 AND ITEM 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 by adding the following text thereto:

“On August 5, 2022, Purchaser announced an extension of the expiration of the Offer. The Offer was previously scheduled to expire at one minute after 11:59 p.m., Eastern Time, on August 8, 2022. The expiration date of the Offer has been extended until 11:59 p.m., Eastern Time, on August 11, 2022, unless further extended. Computershare Trust Company, N.A., the depositary and paying agent for the Offer, has indicated that as of 5:00 p.m., Eastern Time, August 4, 2022, approximately 42,256,760 Shares had been validly tendered into and not validly withdrawn from the Offer, representing approximately 25% of the Shares outstanding as of July 6, 2022.

On August 5, 2022, Ipsen issued a press release announcing the extension of the Offer. The full text of the press release is attached as Exhibit (a)(5)(D) to the Schedule TO and is incorporated herein by reference.”

AMENDMENTS TO THE OFFER TO PURCHASE AND EXHIBITS TO THE SCHEDULE TO.

All references to “one minute after 11:59 p.m., Eastern Time, on August 8, 2022” set forth in the Offer to Purchase (Exhibit (a)(1)(A)), Letter of Transmittal (Exhibit (a)(1)(B)), Notice of Guaranteed Delivery (Exhibit (a)(1)(C)), Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees (Exhibit (a)(1)(D)), and Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees (Exhibit (a)(1)(E)) are hereby amended and replaced with “11:59 p.m., Eastern Time, on August 11, 2022.”

ITEM 12. EXHIBITS.

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

Exhibit No.	Description
(a)(5)(D)	Press Release issued by Ipsen S.A. on August 5, 2022 announcing extension of the Offer.

Exhibit No.	Description
(a)(1)(A)*	Offer to Purchase, dated July 12, 2022.
(a)(1)(B)*	Form of Letter of Transmittal.
(a)(1)(C)*	Notice of Guaranteed Delivery.
(a)(1)(D)*	Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
(a)(1)(E)*	Form of Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
(a)(1)(F)*	Form of Summary Advertisement, published July 12, 2022 in the Wall Street Journal.
(a)(5)(A)*	Joint Press Release of Epizyme and Ipsen, dated June 27, 2022 (incorporated herein by reference to Exhibit 99.1 to Epizyme's Current Report on Form 8-K filed on June 27, 2022).
(a)(5)(B)*	Email sent to employees of Epizyme on June 27, 2022 (incorporated herein by reference to Exhibit 99.2 to Epizyme's Schedule 14D-9C filed on June 27, 2022).
(a)(5)(C)*	Corporate Statement for Use with Investors and Media dated June 27, 2022 (incorporated herein by reference to Exhibit 99.3 to Epizyme's Schedule 14D-9C filed on June 27, 2022).
(a)(5)(D)	Press Release issued by Ipsen S.A. on August 5, 2022 announcing extension of the Offer.
(b)	Not applicable.
(d)(1)*	Agreement and Plan of Merger, dated as of June 27, 2022, by and among Epizyme, Ipsen and Purchaser (incorporated herein by reference to Exhibit 2.1 to Form 8-K filed by Epizyme on June 27, 2022).
(d)(2)*	Mutual Confidentiality Agreement, effective as of February 7, 2022, by and between Epizyme and Purchaser.
(d)(3)*	Form of Support Agreement by and among Ipsen, Purchaser and the stockholder named therein (incorporated herein by reference to Exhibit 2.2 to Form 8-K filed by Epizyme on June 27, 2022).
(d)(4)*	Form of Contingent Value Rights Agreement, by and between Purchaser and the Rights Agent (incorporated herein by reference to Exhibit 2.3 to Form 8-K filed by Epizyme on June 27, 2022).
(d)(6)*	Exclusivity Letter Agreement, dated June 10, 2022, by and between Ipsen and Epizyme, as extended by letter agreement dated June 22, 2022.
(g)	Not applicable.
(h)	Not applicable.
107*	Filing Fee Table (incorporated by reference to Exhibit 107 to Amendment No. 1 to Schedule TO filed by Purchaser, Ipsen Biopharma, Ipsen and Ipsen SA on August 1, 2022).

* Previously filed.

SIGNATURE

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.

Dated: August 5, 2022

HIBERNIA MERGER SUB, INC.

By: /s/ Christelle Huguet
Name: Christelle Huguet
Title: Chief Executive Officer and President

IPSEN BIOPHARMACEUTICALS, INC.

By: /s/ Stewart Campbell
Name: Stewart Campbell
Title: Executive Vice President and President, North America

IPSEN PHARMA SAS

By: /s/ David Loew
Name: David Loew
Title: President

IPSEN S.A.

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



Ipsen Extends Expiration Date of Tender Offer for Epizyme, Inc. to 11 August 2022

- **Extension allows for satisfaction of the HSR Condition as outlined in the Merger Agreement**
- **Epizyme stockholders are encouraged to tender their shares to the offer today**

PARIS, FRANCE, 5 August 2022 – Ipsen S.A. (Euronext: IPN; ADR: IPSEY) today announced that Hibernia Merger Sub, Inc. (Purchaser), its wholly owned indirect subsidiary, has extended the expiration time for the previously announced tender offer to purchase all of the issued and outstanding shares of common stock (the Shares) of Epizyme, Inc. (Nasdaq: EPZM) (Epizyme) at a price of \$1.45 per share, to the holder in cash, without interest and less applicable withholding taxes, plus one non-transferable contingent value right (CVR) per Share, until 11:59 p.m., Eastern Time on Thursday, 11 August 2022, unless further extended. The tender offer was previously scheduled to expire at one minute after 11:59 p.m., Eastern Time, on Monday, 8 August 2022. All other terms and conditions of the tender offer remain unchanged.

Each CVR represents the right to receive one or more payments in cash, of up to \$1.00 per CVR, contingent upon the achievement of certain milestones upon the terms and subject to the conditions described in the Offer to Purchase dated 12 July 2022 (together with any amendments or supplements thereto, the Offer to Purchase) and in the related Letter of Transmittal.

The tender offer was extended to allow additional time for the condition relating to the expiration or termination of the waiting period (and any extension thereof) under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the HSR Condition), to be satisfied.

Computershare Trust Company, N.A., the depositary and paying agent for the tender offer, has indicated that, as of 5:00 p.m., Eastern Time, on 4 August 2022, approximately 42,256,760 Shares had been validly tendered into and not validly withdrawn from the tender offer, representing approximately 25% of the Shares outstanding as of 6 July 2022. Stockholders who have already tendered their Shares into the tender offer do not have to re-tender their Shares or take any other action as a result of the extension of the expiration time of the tender offer.

Completion of the tender offer remains subject to additional conditions described in the Tender Offer Statement on Schedule TO (as may be amended or supplemented) filed by Purchaser, Ipsen Biopharmaceuticals, Inc., Ipsen Pharma SAS and Ipsen S.A., with the United States Securities and Exchange Commission (SEC) on 12 July 2022. Such conditions include there having been validly tendered and not validly withdrawn Shares that, considered together with all other Shares (if any) beneficially owned by Ipsen Pharma SAS and its subsidiaries, represent at least one Share more than 50% of the total number of Shares outstanding immediately prior to the expiration of the Offer (including any extensions).

Requests for documents and questions regarding the tender offer may be directed to Georgeson LLC, the Information Agent for the tender offer, by telephone (toll-free) at (866) 203-9357 or by email at epizyme@georgeson.com.

ENDS

About Ipsen

Ipsen is a global, mid-sized biopharmaceutical company focused on transformative medicines in Oncology, Rare Disease and Neuroscience. With Specialty Care sales of €2.6bn in FY 2021, Ipsen sells medicines in over 100 countries. Alongside its external-innovation strategy, the Company's research and development efforts are focused on its innovative and differentiated technological platforms located in the heart of leading biotechnological and life-science hubs: Paris-Saclay, France; Oxford, U.K.; Cambridge, U.S.; Shanghai, China. Ipsen has around 4,500 colleagues worldwide and is listed in Paris (Euronext: IPN) and in the U.S. through a Sponsored Level I American Depositary Receipt program (ADR: IPSEY). For more information, visit ipсен.com.

Additional Information and Where to Find It

This communication does not constitute an offer to buy or solicitation of an offer to sell Shares. This communication is for informational purposes only. The tender offer is not being made to, nor will tenders be accepted from, or on behalf of, holders of Shares in any jurisdictions in which the making of the tender offer or the acceptance thereof would not comply with the laws of that jurisdiction.

The tender offer is being made pursuant to a Tender Offer Statement on Schedule TO (including an Offer to Purchase, a related Letter of Transmittal and certain other tender offer documents) filed by Purchaser, Ipsen Biopharmaceuticals, Inc., Ipsen Pharma SAS and Ipsen S.A. with the SEC on 12 July 2022, as amended or supplemented from time to time. In addition, on 12 July 2022, Epizyme filed a Solicitation/Recommendation Statement on Schedule 14D-9 (as amended or supplemented from time to time, the Solicitation/Recommendation Statement) with the SEC related to the tender offer. EPIZYME'S STOCKHOLDERS ARE ADVISED TO READ THE SCHEDULE TO (INCLUDING AN OFFER TO PURCHASE, A RELATED LETTER OF TRANSMITTAL AND OTHER OFFER DOCUMENTS) AND THE SCHEDULE 14D-9, AS EACH MAY BE AMENDED OR SUPPLEMENTED FROM TIME TO TIME, AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC BEFORE THEY MAKE ANY DECISION WITH RESPECT TO THE TENDER OFFER BECAUSE THEY CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION AND THE PARTIES THERETO. The Offer to Purchase, the related Letter of Transmittal and certain other tender offer documents, as well as the Solicitation/Recommendation Statement, will be made available to all holders of Shares at no expense to them. The tender offer materials and the Solicitation/Recommendation Statement are available free of charge at the SEC's website at www.sec.gov.

For further information:

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