

**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. 3)**

**FORMA THERAPEUTICS HOLDINGS, INC.**

(Name of Subject Company (Issuer))

NNUS NEW DEV, INC.  
an indirect wholly owned subsidiary of

NOVO NORDISK A/S  
(Names of Filing Persons (Offeror))

**Common Stock, Par Value \$0.001 Per Share**  
(Title of Class of Securities)

**34633R104**  
(Cusip Number of Class of Securities)

**Tomas Haagen**  
**General Counsel**  
**Novo Nordisk A/S**  
**Novo Allé, DK- 2880, Bagsvaerd**  
**Denmark**  
**Telephone: +45 4444 8888**  
(Name, Address and Telephone Number of Person Authorized to

**Receive Notices and Communications on Behalf of Filing Persons)**

*Copy to:*

**William H. Aaronson**  
**Davis Polk & Wardwell LLP**  
**450 Lexington Avenue**  
**New York, NY 10017**  
**(212) 450-4000**

**CALCULATION OF FILING FEE**

<b>Transaction Valuation*</b>	<b>Amount of Filing Fee**</b>
1,057,816,522.89	98,060

\* Solely for the purpose of calculating the filing fee, the underlying value of the transaction was calculated based on the sum of (a) the product of 47,866,342 shares of common stock issued and outstanding and \$20.00 per share; (b) the product of 4,758,321 shares of common stock underlying outstanding options with exercise prices less than \$20.00 and \$13.60, which is the difference between \$20.00 and the weighted average exercise price of \$6.40 per share of the underlying outstanding stock options; (c) the product of 1,788,906 shares of common stock underlying outstanding restricted stock unit awards and \$20.00 per share. The calculation of the filing fee is based on information provided by the Company as of September 13, 2022.

\*\* The filing fee was calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory No. 1 for Fiscal Year 2022, issued August 23, 2021 and effective October 1, 2021, by multiplying the transaction value by 0.0000927.

Check 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: \$98,060  
Form or Registration No.: Schedule TO-T

Filing Party: NNUS New Dev, Inc. and Novo Nordisk A/S  
Date Filed: September 15, 2022

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.

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This Amendment No. 3 (this “Amendment”) amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on September 15, 2022 (together with any subsequent amendments and supplements thereto, the “Schedule TO”), by NNUS New Dev, Inc., a Delaware corporation (“Purchaser”) and an indirect wholly owned subsidiary of Novo Nordisk A/S, a Danish *aktieselskab* (“Parent”), and Parent. 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 Forma Therapeutics Holdings, Inc., a Delaware corporation (the “Company”), at a purchase price of \$20.00 per Share, net to the holder in cash, without interest and subject to any withholding of taxes, upon the terms and subject to the conditions described in the Offer to Purchase dated September 15, 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 attached to the Schedule TO as Exhibits (a)(1)(A) and (a)(1)(B), respectively.

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 information set forth in 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:

“The Offer expired at one minute after 11:59 p.m., New York City time, on October 13, 2022. The Depository advised Purchaser that, as of the expiration of the Offer, a total of 43,837,986 Shares were validly tendered and not validly withdrawn, representing approximately 91.5% of the Shares outstanding as of the expiration of the Offer.

As of the expiration of the Offer, the number of Shares validly tendered and not validly withdrawn pursuant to the Offer satisfied the Minimum Condition, and all other conditions to the Offer were satisfied or waived. Immediately after the expiration of the Offer, Purchaser irrevocably accepted for payment, and will promptly pay for, all Shares tendered and not validly withdrawn pursuant to the Offer.

Parent and Purchaser completed the acquisition of the Company on October 14, 2022, by consummating the Merger pursuant to the Merger Agreement without a vote of the Company shareholders in accordance with Section 251(h) of the DGCL. At the effective time of the Merger, each outstanding Share (other than Shares (i) held in the treasury of the Company, (ii) that as of immediately prior to the Effective Time were owned by Parent, any subsidiary of Parent (excluding Purchaser), any subsidiary of the Company or Purchaser, (iii) irrevocably accepted for payment in the Offer or (iv) Shares held by a holder who is entitled to demand and properly exercises and perfects appraisal rights in accordance with Section 262 of the DGCL with respect to such Shares) were converted into the right to receive \$20.00, in cash, without interest.

Following consummation of the Merger, the Shares will be delisted and will cease to trade on Nasdaq. Parent and Purchaser intend to take steps to cause the termination of the registration of the Shares under the Exchange Act and suspend all of the Company’s reporting obligations under the Exchange Act as promptly as practicable.

#### **ITEM 12. EXHIBITS**

**Index No.**

(a)(5)(C)\*      [Press Release issued by Parent, dated October 14, 2022, announcing the expiration of the Offer.](#)  
107\*            [Filing Fees Exhibit](#)

\*      Filed herewith

**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: October 14, 2022

**NNUS NEW DEV, INC.**

By: /s/ Ulrich Christian Otte

Name: Ulrich Christian Otte

Title: *President*

**NOVO NORDISK A/S**

By: /s/ Karsten Munk Knudsen

Name: Karsten Munk Knudsen

Title: *Executive Vice President and Chief Financial Officer*



# press release

## **Novo Nordisk announces the completion of the Forma Therapeutics acquisition**

**Bagsværd, Denmark, 14 October 2022** – Novo Nordisk announced today, that the acquisition of Forma Therapeutics Holdings, Inc. (Forma), announced on 1 September 2022, has been completed.

Following the expiration of Novo Nordisk's cash tender offer for Forma, Novo Nordisk has today acquired all outstanding shares of common stock of Forma at a price of USD 20 per share in cash, without interest and less any applicable tax withholding.

Novo Nordisk has been advised by the depository for the tender offer that a total of approximately 43,837,986 shares of Forma's common stock were validly tendered and not validly withdrawn in the tender offer as of the tender offer expiration at one minute past 11:59 pm EST 13 October 2022, which represent approximately 91.5% of the total number of shares of Forma's common stock outstanding.

Following the finalisation of the tender offer, Novo Nordisk completed the acquisition of Forma today through a merger of Novo Nordisk's wholly owned subsidiary with and into Forma in which all shares not tendered into the offer were cancelled and converted into the right to receive cash equal to the USD 20 offer price per share, without interest, less any applicable tax withholding.

At the completion of the merger, Forma became a wholly owned subsidiary of Novo Nordisk. The common stock of Forma will no longer be listed or traded on the Nasdaq Global Select Market.

### **About the acquisition**

For more information, please see:

[Novo Nordisk to acquire Forma Therapeutics and expand presence in sickle cell disease and rare blood disorders](#)

**Novo Nordisk A/S**  
Corporate Communication

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[www.novonordisk.com](http://www.novonordisk.com)

CVR no:  
24 25 67 90

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## About Novo Nordisk

*Novo Nordisk is a leading global healthcare company, founded in 1923 and headquartered in Denmark. Our purpose is to drive change to defeat diabetes and other serious chronic diseases such as obesity and rare blood and endocrine disorders. We do so by pioneering scientific breakthroughs, expanding access to our medicines, and working to prevent and ultimately cure disease. Novo Nordisk employs about 50,800 people in 80 countries and markets its products in around 170 countries. For more information, visit [novonordisk.com](http://novonordisk.com), [Facebook](#), [Twitter](#), [LinkedIn](#) and [YouTube](#).*

## Further information

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**Calculation of Filing Fee Tables**

**SC TO-T**

(Form Type)

**Forma Therapeutics Holdings, Inc.**

(Name of Subject Company - Issuer)

**NNUS New Dev, Inc.**

(Names of Filing Persons - Offeror)

**Novo Nordisk A/S**

(Names of Filing Persons - Parent of Offeror)

**Table 1: Transaction Valuation**

	Transaction Valuation	Fee Rate	Amount of Filing Fee
Fees to Be Paid	\$1,057,816,522.89*	0.0000927	\$98,060**
Fees Previously Paid	\$0.00		\$98,060
<b>Total Transaction Valuation</b>	\$1,057,816,522.89		
<b>Total Fees Due for Filing</b>			\$98,060
<b>Total Fees Previously Paid</b>			\$98,060
<b>Total Fee Offsets</b>			\$0.00
<b>Net Fee Due</b>			\$0.00

\* The transaction valuation is estimated for purposes of calculating the amount of the filing fee only. The transaction valuation was estimated based on the sum of (a) the product of 47,866,342 shares of common stock issued and outstanding and \$20.00 per share; (b) the product of 4,758,321 shares of common stock underlying outstanding options, with exercise prices less than \$20.00, and \$13.60, which is the difference between \$20.00 and the weighted average exercise price of \$6.40 per share of the underlying outstanding stock options; (c) the product of 1,788,906 shares of common stock underlying outstanding restricted stock unit awards and \$20.00 per share. The calculation of the filing fee is based on information provided by Forma Therapeutics Holdings, Inc., as of September 13, 2022.

\*\* The amount of the filing fee was calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory #1 for fiscal year 2022 beginning on October 1, 2021, issued on August 23, 2021, by multiplying the transaction valuation by 0.0000927.