

HUMAN GENOME SCIENCES INC  
Form SC TO-T/A  
July 30, 2012

**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**

**(Amendment No. 12)**

**Human Genome Sciences, Inc.**

**(Name of Subject Company)**

**H. Acquisition Corp.**

**(Offeror)**

# GlaxoSmithKline plc

(Parent of Offeror)

(Names of Filing Persons)

COMMON STOCK, \$0.01 PAR VALUE

(Title of Class of Securities)

444903108

(Cusip Number of Class of Securities)

Edgar B. Cale, Esq.

GlaxoSmithKline

2301 Renaissance Boulevard

P.O. Box 61540

King of Prussia, Pennsylvania 19406-2772

610-787-7000

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

*Copies to:*

Victor I. Lewkow, Esq.

Adam O. Emmerich, Esq.

Benet O Reilly, Esq.

Wachtell, Lipton, Rosen & Katz

Cleary Gottlieb Steen & Hamilton LLP

51 West 52nd Street

One Liberty Plaza

New York, New York 10019

New York, New York 10006

212-403-1000

212-225-2000

Edgar Filing: HUMAN GENOME SCIENCES INC - Form SC TO-T/A

**CALCULATION OF FILING FEE**

**Transaction Valuation\***  
\$3,270,834,377.25

**Amount of Filing Fee\*\***  
\$374,837.62

- \* Estimated for purposes of calculating the filing fee only. This amount assumes the purchase of: (1) 200,202,597 shares of common stock of Human Genome Sciences, Inc. ( HGS ) issued and outstanding as of July 12, 2012; (2) 17,704,869 shares of common stock of HGS subject to issuance pursuant to currently exercisable options; and (3) 11,624,771 shares of common stock of HGS subject to issuance upon conversion of HGS's Convertible Subordinated Notes due 2012, in each case as provided by HGS.
- \*\* The amount of the filing fee is calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, by multiplying the transaction valuation by .00011460.

- x 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:	\$339,247.21	Filing Party:	GlaxoSmithKline plc, H. Acquisition Corp.
Form or Registration No.:	Schedule TO	Date Filed:	May 10, 2012
Amount Previously Paid:	\$35,590.40	Filing Party:	GlaxoSmithKline plc, H. Acquisition Corp.
Form or Registration No.:	Schedule TO-T/A	Date Filed:	July 16, 2012

- .. 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:

- x 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. 12 to the Tender Offer Statement on Schedule TO amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on May 10, 2012 (together with any amendments and supplements thereto, the Schedule TO ) by GlaxoSmithKline plc ( GSK ), a public limited company organized under the laws of England and Wales, and H. Acquisition Corp. (the Purchaser ), a Delaware corporation and a wholly-owned subsidiary of GSK. The Schedule TO relates to the offer by the Purchaser to purchase all outstanding shares of common stock, par value \$0.01 per share (together with the associated preferred share purchase rights, the Shares ), of Human Genome Sciences, Inc., a Delaware corporation ( HGS ), at \$14.25 per Share, net to the seller in cash, without interest and less any required withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated May 10, 2012, (as subsequently amended and supplemented from time to time, the Offer to Purchase ), and in the related Letter of Transmittal (as subsequently amended and restated from time to time) (which, together with any amendments or supplements thereto, collectively constitute the Offer ).

All capitalized terms used in this Amendment No. 12 and not otherwise defined have the respective meanings ascribed to them in the Schedule TO.

***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 as follows:

The Offer expired at 12:00 midnight, New York City time, at the end of the day on July 27, 2012. The Depositary for the Offer has indicated that, as of such time, approximately 158,607,627 Shares had been tendered in and not withdrawn from the Offer, representing, together with Shares beneficially owned by GSK, a total of approximately 79% of the outstanding Shares of HGS. An additional 9,155,762 Shares were tendered subject to guaranteed delivery procedures, representing approximately 4% of the outstanding shares of HGS. All Shares validly tendered in the tender offer and not withdrawn were accepted for payment.

Pursuant to the terms of the Merger Agreement, on July 30, 2012, GSK and Purchaser commenced a subsequent offering period for all remaining untendered Shares. The subsequent offering period will expire at 5:00 p.m., New York City time, on August 2, 2012, unless extended. Any such extension will be followed by a public announcement no later than 9:00 a.m., New York City time, on the next business day after the subsequent offering period was scheduled to expire.

The same \$14.25 per Share price, net to the seller in cash, without interest and less any required withholding taxes, offered in the initial offering period of the Offer will be paid during the subsequent offering period. Purchaser will immediately accept for payment all Shares validly tendered during this subsequent offering period, and payment will be made promptly after acceptance in accordance with the terms of the Offer. Procedures for tendering Shares during the subsequent offering period are the same as during the initial offering period with two exceptions: (1) Shares cannot be delivered by the guaranteed delivery procedure, and (2) pursuant to Rule 14d-7(a)(2) promulgated under the Securities Exchange Act of 1934, as amended, Shares tendered during the subsequent offering period may not be withdrawn. Shares validly tendered during the initial offering period of the Offer may not be withdrawn during the subsequent offering period.

The press release issued by GSK announcing the expiration of the Offer and the commencement of the subsequent offering period is attached hereto as Exhibit (a)(5)(J) and is incorporated herein by reference.

**Items 5-6.**

The Offer to Purchase and Items 5-6 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:

Pursuant to the Merger Agreement, GSK was entitled, upon closing of the Offer, to designate a number of directors to the HGS Board, rounded up to the next whole number, that is equal to the product of the total number of directors on the HGS Board and the percentage that the number of Shares beneficially owned by GSK and its subsidiaries bears to the total number of Shares outstanding. Accordingly, on July 30, 2012, immediately following the closing of the Offer, all of the directors of HGS resigned from the HGS Board, other than Argeris N. Karabelas, Augustine Lawlor and Gregory Norden. Immediately following the resignation of such directors, the remaining directors of HGS appointed Deirdre Connelly, Roger Connor, Chester Koczynski, Adrian Rawcliffe, David Redfern, Ian Tomlinson and Daniel Troy, each of whom was designated by GSK, to the HGS Board.

Immediately following the appointment of the GSK designees, the HGS Board removed all of the executive officers of HGS.

In addition, immediately following the removal of the HGS executive officers, the HGS Board appointed Deirdre Connelly as President and Chief Executive Officer of HGS, Adrian Rawcliffe as Chief Financial Officer of HGS, and Daniel Troy as Secretary of HGS. Each of the foregoing individuals is an employee of GSK.

**Item 12.**

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

(a)(5)(J) Text of press release issued by GSK, dated July 30, 2012.

**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: July 30, 2012

**GLAXOSMITHKLINE PLC**

By: /s/ Victoria Whyte  
Name: Victoria Whyte  
Title: Company Secretary

**H. ACQUISITION CORP.**

By: /s/ Chester Koczynski  
Name: Chester Koczynski  
Title: President

**EXHIBIT INDEX**

**Index**

**No.**

- (a)(1)(A) Offer to Purchase dated May 10, 2012.
- (a)(1)(B) Form of Letter of Transmittal.
- (a)(1)(C) Form of 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 dated May 10, 2012.
- (a)(1)(G) Supplement to Offer to Purchase dated July 19, 2012.
- (a)(1)(H) Form of Amended and Restated Letter of Transmittal.
- (a)(5)(A) Text of press release issued by GSK, dated May 9, 2012. (1)
- (a)(5)(B) Text of press release issued by GSK, dated May 10, 2012.
- (a)(5)(C) Text of press release issued by GSK, dated May 17, 2012.
- (a)(5)(D) Text of press release issued by GSK, dated May 23, 2012.
- (a)(5)(E) Text of press release issued by GSK, dated June 1, 2012.
- (a)(5)(F) Text of press release issued by GSK, dated June 8, 2012.
- (a)(5)(G) Text of press release issued by GSK, dated June 15, 2012.
- (a)(5)(H) Text of press release issued by GSK, dated June 25, 2012.
- (a)(5)(I) Text of press release issued by GSK, dated July 16, 2012.
- (a)(5)(J) Text of press release issued by GSK, dated July 30, 2012.
- (b) Not applicable.
- (d)(1) Agreement and Plan of Merger, among GlaxoSmithKline plc, H. Acquisition Corp. and Human Genome Sciences, Inc., dated as of July 16, 2012.
- (g) Not applicable.
- (h) Not applicable.

Previously filed

- (1) Incorporated by reference to Exhibit 99.1 to the Schedule TO-C filed by GlaxoSmithKline plc on May 9, 2012.