

**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)**

LOXO ONCOLOGY, INC.

(Name of Subject Company (Issuer))

BOWFIN ACQUISITION CORPORATION

(Offeror)

a wholly-owned subsidiary of
ELI LILLY AND COMPANY

(Parent of Offeror)

(Names of Filing Persons)

Common Stock par value \$0.0001 per share

(Title of Class of Securities)

548862101

(CUSIP Number of Class of Securities)

Michael J. Harrington, Esq.

General Counsel

Eli Lilly and Company

Lilly Corporate Center

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New York, NY 94104

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(Name, address, and telephone number of person authorized to receive notices and communications on behalf of filing persons)

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee**
\$8,015,404,446.88	\$971,467.02

* Estimated solely for purposes of calculating the filing fee. This calculation is based on the offer to purchase all of the issued and outstanding shares of common stock, par value \$0.0001 per share, of Loxo Oncology, Inc. ("Loxo Oncology"), at a purchase price of \$235.00 per share, net to the seller in cash, without interest and less any applicable tax withholding. As of 4:00 p.m., Eastern time, on January 17, 2019 (the most recent practicable date): (i) 30,787,728 shares of Loxo Oncology common stock were issued and outstanding, (ii) no shares of Loxo Oncology common stock were held by Loxo Oncology in its treasury and (iii) 4,703,439 shares of Loxo Oncology common stock were subject to outstanding Loxo Oncology stock options.

** 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 2019, issued August 24, 2018, by multiplying the transaction value by 0.0001212.

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: \$971,467.02

Filing Party: Bowfin Acquisition Corporation and Eli Lilly
and Company

Form or Registration No.: Schedule TO-T

Date Filed: January 17, 2019

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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1	Names of Reporting Persons ELI LILLY AND COMPANY	
2	Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC Use Only	
4	Source of Funds OO	
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e): <input type="checkbox"/>	
6	Citizenship or Place of Organization INDIANA	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 30,788,343
	8	Shared Voting Power 0
	9	Sole Dispositive Power 30,788,343
	10	Shared Dispositive Power 0
11	Aggregate Amount Beneficially Owned by Each Reporting Person 30,788,343	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="checkbox"/>	
13	Percent of Class Represented by Amount in Row (11) 100%	
14	Type of Reporting Person CO	

1	Names of Reporting Persons BOWFIN ACQUISITION CORPORATION	
2	Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC Use Only	
4	Source of Funds OO	
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e): <input type="checkbox"/>	
6	Citizenship or Place of Organization DELAWARE	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 30,788,343
	8	Shared Voting Power 0
	9	Sole Dispositive Power 30,788,343
	10	Shared Dispositive Power 0
11	Aggregate Amount Beneficially Owned by Each Reporting Person 30,788,343	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="checkbox"/>	
13	Percent of Class Represented by Amount in Row (11) 100%	
14	Type of Reporting Person CO	

This Amendment No. 3 (this “Amendment”) amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on January 17, 2019 (together with any subsequent amendments and supplements thereto, the “Schedule TO”), by Bowfin Acquisition Corporation, a Delaware corporation (“Purchaser”) and a wholly-owned subsidiary of Eli Lilly and Company, an Indiana corporation (“Lilly”). The Schedule TO relates to the offer by Purchaser to purchase all of the outstanding shares of common stock, par value, \$0.0001 per share (the “Shares”), of Loxo Oncology, Inc., a Delaware corporation (“Loxo Oncology”), at a purchase price of \$235.00 per Share (the “Offer Price”), net to the seller in cash, without interest, and subject to withholding taxes, on the terms and subject to the conditions set forth in the Offer to Purchase and in the related Letter of Transmittal, copies of 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 disclosure in the Offer to Purchase and Items 1 through 9 and Item 11 of the Schedule TO is hereby amended and supplemented as follows:

“The Offer and related withdrawal rights expired as scheduled at one minute past 11:59 p.m., Eastern time, on February 14, 2019 (such date and time, the “Expiration Time”), and was not extended. The Depositary has advised that, as of the Expiration Time, 26,043,820 Shares had been validly tendered and not properly withdrawn pursuant to the Offer, representing approximately 84.6% of the then issued and outstanding Shares. Accordingly, the Minimum Tender Condition has been satisfied. Purchaser has accepted for payment, and has stated that it will promptly pay for, all Shares that were validly tendered and not properly withdrawn pursuant to the Offer.

Following consummation of the Offer, on February 15, 2019, Lilly completed its acquisition of Loxo Oncology pursuant to the terms of the Merger Agreement through the merger of Purchaser with and into Loxo Oncology, and without a meeting of stockholders of Loxo Oncology in accordance with Section 251(h) of the DGCL, with Loxo Oncology surviving as a wholly-owned subsidiary of Lilly.

Following the Merger, all Shares ceased trading prior to the opening of trading on The Nasdaq Stock Market on February 15, 2019, and will be delisted from The Nasdaq Stock Market and deregistered under the Exchange Act.

A copy of the press release issued by Lilly on February 15, 2019 announcing the expiration and results of the Offer and the consummation of the Merger is attached hereto as Exhibit (a)(5)(C).”

Item 12. Exhibits.

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

<u>Exhibit No.</u>	<u>Description</u>
(a)(5)(C)	Press Release issued by Eli Lilly and Company on February 15, 2019.

SIGNATURES

After due inquiry and to the best knowledge and belief of the undersigned, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: February 15, 2019

Bowfin Acquisition Corporation

By: /s/ Darren J. Carroll

Name: Darren J. Carroll

Title: President

Eli Lilly and Company

By: /s/ Joshua L. Smiley

Name: Joshua L. Smiley

Title: Senior Vice President and Chief Financial Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
(a)(1)(A)	Offer to Purchase, dated January 17, 2019.*
(a)(1)(B)	Letter of Transmittal (including Guidelines for Certification of Taxpayer Identification Number on IRS Form W-9).*
(a)(1)(C)	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(D)	Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(E)	Summary Advertisement, dated January 17, 2019.*
(a)(5)(A)	Joint Press Release issued by Eli Lilly and Company and Loxo Oncology, Inc. on January 7, 2019 (incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K filed by Lilly on January 7, 2019).*
(a)(5)(B)	Joint Press Release issued by Eli Lilly and Company and Loxo Oncology, Inc. on February 1, 2019.*
(a)(5)(C)	Press Release issued by Eli Lilly and Company on February 15, 2019.
(b)	Not applicable.
(d)(1)	Agreement and Plan of Merger, dated January 5, 2019, by and among Eli Lilly and Company, Bowfin Acquisition Corporation and Loxo Oncology, Inc. (incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K filed by Loxo Oncology, Inc. on January 7, 2019).*
(d)(2)	Tender and Support Agreement by and among Eli Lilly and Company, Bowfin Acquisition Corporation and Aisling Capital III, LP, dated January 5, 2019 (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed by Loxo Oncology, Inc. on January 7, 2019).*
(d)(3)	Non-Disclosure Agreement between Loxo Oncology, Inc. and Eli Lilly and Company dated December 22, 2018.*
(g)	Not applicable.
(h)	Not applicable.

* Previously filed.



February 15, 2019

Eli Lilly and Company
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For Release: Immediately
Refer to: Mark Taylor; mark.taylor@lilly.com; (317) 276-5795 (Media)
Kevin Hern; hern_kevin_r@lilly.com; (317) 277-1838 (Investors)

Lilly Completes Acquisition of Loxo Oncology

INDIANAPOLIS, IN – Eli Lilly and Company (NYSE:LLY) today announced the successful completion of its acquisition of Loxo Oncology, Inc. (NASDAQ:LOXO). The acquisition broadens the scope of Lilly’s oncology portfolio into precision medicines through the addition of a pipeline of highly selective potential medicines for patients with genomically defined cancers.

Lilly’s tender offer for all outstanding shares of common stock of Loxo Oncology, at a price of \$235.00 per share in cash, expired as scheduled at one minute past 11:59 p.m., Eastern time, on Thursday, February 14, 2019. As of the expiration of the tender offer, 26,043,820 shares of Loxo Oncology common stock were validly tendered and not properly withdrawn, representing approximately 84.6 percent of the shares of Loxo Oncology common stock outstanding, and have been accepted for payment under the terms of the tender offer. Following completion of the tender offer, Lilly completed the acquisition of Loxo Oncology through the previously-planned second-step merger.

“We are pleased to announce the completion of our acquisition of Loxo Oncology, which will expand the breadth of our portfolio into precision medicines and target cancers that are caused by specific gene abnormalities,” said Anne White, president of Lilly Oncology. “We look forward to working with the Loxo Oncology team and continuing to rapidly advance this pioneering scientific innovation and improve the lives of people with cancer.”

“The Loxo Oncology team has always been relentless and unified around the common goal of bringing highly selective medicines to patients with genomically defined cancers,” said Josh Bilenker, M.D., chief executive officer of Loxo Oncology. “With the acquisition now complete, we look forward to realizing the full value of our pipeline with the ongoing support of our teams in Connecticut, Colorado and California.”

The acquisition of Loxo Oncology provides Lilly with a promising pipeline of investigational medicines, including:

- LOXO-292, a first-in-class oral RET inhibitor that has been granted Breakthrough Therapy designation by the FDA for three indications, with an initial potential launch in 2020. LOXO-292 targets cancers with alterations to the rearranged during transfection (RET) kinase. RET fusions and mutations occur across multiple tumor types, including certain lung and thyroid cancers as well as a subset of other cancers.
- LOXO-305, an oral BTK inhibitor currently in Phase 1/2. LOXO-305 targets cancers with alterations to the Bruton's tyrosine kinase (BTK), and is designed to address acquired resistance to currently available BTK inhibitors. BTK is a validated molecular target found across numerous B-cell leukemias and lymphomas.

In November 2017, Loxo Oncology and Bayer Consumer Care AG entered into a global collaboration for the development and commercialization of the TRK inhibitors Vitakvi® (larotrectinib) and LOXO-195. The Bayer/Loxo agreement provides that Bayer may elect to convert the co-exclusive license to an exclusive license in the U.S. and Puerto Rico in the event of a change of control of Loxo Oncology. Bayer exercised its election under the Bayer/Loxo agreement to convert its co-exclusive license to an exclusive license in the U.S. and Puerto Rico, pending clearance under the Hart-Scott-Rodino Antitrust Improvements Act. When the new exclusive licensing arrangement takes effect, Lilly will receive royalties from Bayer on future sales of Vitakvi and LOXO-195 both in the U.S. and in international markets.

Lilly has reaffirmed its current 2019 financial guidance. The expected financial impact of Lilly's acquisition of Loxo Oncology has been previously communicated and is reflected in Lilly's current 2019 financial guidance, as announced on February 6, 2019.

The Offer and the Merger

The tender offer for all of the outstanding shares of common stock of Loxo Oncology at a price of \$235.00 per share, net to the seller in cash, without interest and less any required tax withholding (the "Offer"), expired as scheduled at one minute past 11:59 p.m., Eastern time, on Thursday, February 14, 2019. Computershare Trust Company, N.A., the depositary and paying agent for the Offer, has advised Lilly that 26,043,820 shares of Loxo Oncology common stock were validly tendered and not properly withdrawn in the Offer, representing approximately 84.6 percent of the shares of Loxo Oncology common stock outstanding. All of the conditions to the Offer have been satisfied and on February 15, 2019, Lilly and its wholly-owned subsidiary, Bowfin Acquisition Corporation, accepted for payment, and will promptly pay for, all shares validly tendered and not properly withdrawn in the Offer.

Following completion of the Offer, Lilly completed the acquisition of Loxo Oncology through the merger of Bowfin Acquisition Corporation with and into Loxo Oncology, without a vote of Loxo Oncology's stockholders pursuant to Section 251(h) of the General Corporation Law of the State of Delaware, with Loxo Oncology surviving the merger as a wholly-owned subsidiary of Lilly. In connection with the merger, each share of common stock of Loxo Oncology not validly tendered into the Offer (other than (1) shares owned by Loxo Oncology immediately prior to the effective time of the merger, (2) shares owned by Lilly or Bowfin Acquisition Corporation at the commencement of the Offer and owned by Lilly or Purchaser immediately prior to the effective time of the merger or (3) shares held by any stockholder that was entitled to and has properly demanded statutory appraisal of its shares) has been converted into the right to receive the same \$235.00 per share in cash, without interest and less applicable tax withholding, as will be paid for all shares that were validly tendered and not properly withdrawn in the Offer. Loxo Oncology's common stock will be delisted from the NASDAQ Stock Market.

About Eli Lilly and Company

Lilly is a global healthcare leader that unites caring with discovery to create medicines that make life better for people around the world. We were founded more than a century ago by a man committed to creating high-quality medicines that meet real needs, and today we remain true to that mission in all our work. Across the globe, Lilly employees work to discover and bring life-changing medicines to those who need them, improve the understanding and management of disease, and give back to communities through philanthropy and volunteerism. To learn more about Lilly, please visit us at www.lilly.com and www.lilly.com/newsroom/social-channels. C-LLY

This press release contains forward-looking statements about the benefits of Lilly's acquisition of Loxo Oncology. It reflects Lilly's current beliefs; however, as with any such undertaking, there are substantial risks and uncertainties in implementing the transaction and in drug development. Among other things, there can be no guarantee that Lilly will realize the expected benefits of the transaction, that products will be approved on the anticipated timeline or at all, or that any products be commercially successful. For further discussion of these and other risks and uncertainties, see Lilly's most recent Form 10-K and Form 10-Q filings with the United States Securities and Exchange Commission. Except as required by law, Lilly undertakes no duty to update forward-looking statements to reflect events after the date of this release.

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