
**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)**

VERVE THERAPEUTICS, INC.
(Name of Subject Company (issuer))

RIDGEWAY ACQUISITION CORPORATION
(Offeror)

an indirect wholly-owned subsidiary of

ELI LILLY AND COMPANY
(Parent of Offeror)
(Names of Filing Persons (identifying status as offeror, issuer or other person))

Common stock, \$0.001 par value per share
(Title of Class of Securities)

92539P101
(CUSIP Number of Class of Securities)

Anat Hakim
Executive Vice President, General Counsel and Secretary
Eli Lilly and Company
Lilly Corporate Center
Indianapolis, Indiana 46285
Telephone: (317) 276-2000

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

Copy to:

Sophia Hudson, P.C.
Sharon Freiman, P.C.
Kirkland & Ellis LLP
601 Lexington Avenue
New York, New York 10022
Telephone: (212) 446-4800

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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This Amendment No. 3 to the Tender Offer Statement on Schedule TO (this “Amendment”) amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on June 25, 2025 (as it may be further amended and supplemented from time to time, the “Schedule TO”) and relates to the offer by Ridgeway Acquisition Corporation, a Delaware corporation (“Purchaser”) and an indirect wholly-owned subsidiary of Eli Lilly and Company, an Indiana corporation (“Lilly”), to purchase all of the issued and outstanding shares of common stock, par value \$0.001 per share (the “Shares”), of Verve Therapeutics, Inc., a Delaware corporation (“Verve”), in exchange for (i) \$10.50 per Share, net to the stockholder in cash, without interest and less any applicable tax withholding, *plus* (ii) one non-tradable contingent value right (“CVR”) per Share, which represents the contractual right to receive a contingent payment of up to \$3.00 per CVR, net to the stockholder in cash, without interest and less any applicable tax withholding, upon the achievement of a certain specified milestone, all in accordance with the terms and subject to the conditions and other provisions of a contingent value rights agreement to be entered into by and among Purchaser, Lilly, Computershare Inc., a Delaware corporation, and its affiliate, Computershare Trust Company, N.A., a federally chartered trust company, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated June 25, 2025 (the “Offer to Purchase”), and in the related Letter of Transmittal (which, together with the Offer to Purchase, as each may be amended or supplemented from time to time, collectively constitute the “Offer”), 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 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 are 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 July 23, 2025 and was not extended (such date and time, the “Expiration Time”). The Depository has advised Purchaser that, as of the Expiration Time, 49,882,464 Shares had been validly tendered and not validly withdrawn pursuant to the Offer, representing approximately 55.7% of the issued and outstanding Shares as of the Expiration Time. Accordingly, the Minimum Tender Condition has been satisfied. Lilly and Purchaser have accepted for payment, and will promptly pay for, all Shares that were validly tendered and not validly withdrawn pursuant to the Offer prior to the Expiration Time.

Lilly expects to consummate the Merger on July 25, 2025, in accordance with, and subject to the terms of, the Merger Agreement.

Following the consummation of the Merger, all Shares will be delisted from Nasdaq and deregistered under the Exchange Act.

A copy of the press release issued by Lilly and Verve on July 24, 2025 announcing the expiration and results of the Offer is attached as Exhibit (a)(5)(B) to the Schedule TO and incorporated herein by reference.”

Item 12. Exhibits.

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

Exhibit No.	Description
(a)(5)(B)	Joint Press Release issued by Eli Lilly and Company and Verve Therapeutics, Inc. on July 24, 2025.

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: July 24, 2025

RIDGEWAY ACQUISITION CORPORATION

/s/ Jonathan R. Haug

Name: Jonathan R. Haug

Title: President

ELI LILLY AND COMPANY

/s/ Jonathan Groff

Name: Jonathan Groff

Title: Associate Vice President and Assistant General Counsel



July 24, 2025

For Release: Immediately

Refer to: Ashley Hennessey; gentry_ashley_jo@lilly.com; 317-416-4363 (Media)
Michael Czapar; czapar_michael_c@lilly.com; 317-617-0983 (Investors)

Lilly and Verve announce expiration of Verve tender offer

INDIANAPOLIS, July 24, 2025 — Eli Lilly and Company (NYSE: LLY) and Verve Therapeutics, Inc. (NASDAQ: VERV) today announced that the tender offer to purchase all of the issued and outstanding shares (“Shares”) of Verve’s common stock in exchange for (i) \$10.50 per Share, net to the stockholder in cash, without interest and less any applicable tax withholding, plus (ii) one non-tradable contingent value right (“CVR”) per Share, which represents the contractual right to receive a contingent payment of up to \$3.00 per CVR, net to the stockholder in cash, without interest and less any applicable tax withholding, upon the achievement of a certain specified milestone (the “Offer”), expired as scheduled at one minute past 11:59 p.m., Eastern time, on July 23, 2025 and was not extended (such date and time, the “Expiration Time”).

Computershare Trust Company, N.A., the depositary and paying agent for the Offer, has advised Lilly that, as of the Expiration Time, 49,882,464 Shares were validly tendered and not validly withdrawn in the Offer, representing approximately 55.7% of the issued and outstanding Shares as of the Expiration Time. Accordingly, all conditions to the Offer have been satisfied. Lilly and Ridgeway Acquisition Corporation, an indirect wholly owned subsidiary of Lilly, have accepted for payment, and will promptly pay for, all shares validly tendered and not validly withdrawn in the Offer.

The parties expect to consummate the acquisition on July 25, 2025, in accordance with, and subject to the terms of, the definitive agreement for the proposed acquisition.

For Lilly, Kirkland & Ellis LLP is acting as legal counsel. For Verve, Centerview Partners LLC and Guggenheim Securities, LLC are acting as financial advisors and Paul, Weiss, Rifkind, Wharton & Garrison LLP, is acting as legal counsel.

Eli Lilly and Company | Lilly Corporate Center | Indianapolis, Indiana 46285 | U.S.A.

About Verve Therapeutics

Verve Therapeutics, Inc. (Nasdaq: VERV) is a clinical-stage company developing a new class of genetic medicines for cardiovascular disease with the potential to transform treatment from chronic therapies to single-course gene editing medicines. The company's lead programs –VERVE-102, VERVE-201, and VERVE-301 – target the three lipoprotein drivers of atherosclerosis: low-density lipoproteins, triglyceride-rich lipoproteins, and lipoprotein(a). VERVE-102 is designed to permanently turn off the PCSK9 gene in the liver and is being developed initially for heterozygous familial hypercholesterolemia and ultimately to treat patients with established atherosclerotic cardiovascular disease (ASCVD) who continue to be impacted by high low-density lipoprotein cholesterol levels. VERVE-201 is designed to permanently turn off the ANGPTL3 gene in the liver and is initially being developed for refractory hypercholesterolemia, where patients still have high low-density lipoprotein cholesterol despite treatment with maximally tolerated standard of care therapies, and homozygous familial hypercholesterolemia. VERVE-301 is designed to permanently turn off the LPA gene to reduce lipoprotein (a) levels. Lipoprotein (a) is a genetically validated, independent risk factor for ASCVD, ischemic stroke, thrombosis, and aortic stenosis. For more information, please visit www.VerveTx.com.

About Lilly

Lilly is a medicine company turning science into healing to make life better for people around the world. We've been pioneering life-changing discoveries for nearly 150 years, and today our medicines help tens of millions of people across the globe. Harnessing the power of biotechnology, chemistry and genetic medicine, our scientists are urgently advancing new discoveries to solve some of the world's most significant health challenges: redefining diabetes care; treating obesity and curtailing its most devastating long-term effects; advancing the fight against Alzheimer's disease; providing solutions to some of the most debilitating immune system disorders; and transforming the most difficult-to-treat cancers into manageable diseases. With each step toward a healthier world, we're motivated by one thing: making life better for millions more people. That includes delivering innovative clinical trials that reflect the diversity of our world and working to ensure our medicines are accessible and affordable. To learn more, visit Lilly.com and Lilly.com/news, or follow us on [Facebook](#), [Instagram](#), and [LinkedIn](#). F-LLY

Cautionary Statement Regarding Forward-Looking Statements

This press release contains forward-looking statements regarding Lilly's acquisition of Verve. All statements other than statements of historical fact are statements that could be deemed forward-looking statements. Forward-looking statements reflect current beliefs and expectations; however, these statements involve inherent risks and uncertainties, including with respect to drug research, development and commercialization, Lilly's evaluation of the accounting treatment of the acquisition and its potential impact on its financial results and financial guidance, regulatory changes and developments, the impact of global macroeconomic conditions, including trade and other global disputes and interruptions, including related to tariffs, trade protection measures, and similar restrictions, risks that the acquisition disrupts current plans and operations or adversely affect employee retention, and any legal proceedings that have been or may be instituted related to the acquisition. Actual results could differ materially due to various factors, risks and uncertainties. Among other things, there can be no guarantee that Lilly will realize the expected benefits of the acquisition, that product candidates will be approved on anticipated timelines or at all, that any products, if approved, will be commercially successful, that all or any of the contingent consideration will become payable on the terms described herein or at all, that Lilly's financial results will be consistent with its expected 2025 guidance or that Lilly can reliably predict the impact of the acquisition on its financial results or financial guidance. For further discussion of these and other risks and uncertainties, see Lilly's and Verve's most recent Form 10-K and Form 10-Q filings with the U.S. Securities and Exchange Commission. Except as required by law, neither Lilly nor Verve undertakes any duty to update forward-looking statements to reflect events after the date of this press release.

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