

**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. 1)**

G1 THERAPEUTICS, INC.

(Name of Subject Company (Issuer))

GENESIS MERGER SUB, INC.

(Offeror)

A wholly-owned subsidiary of

PHARMACOSMOS A/S

(Parent of Offeror)

(Names of Filing Persons (identifying status as offeror, issuer or other person))

Common Stock, \$0.0001 Par Value Per Share
(Title of Class of Securities)

3621LQ109

(Cusip Number of Class of Securities)

Milena Jordanova Olsen

General Counsel

Pharmacosmos A/S

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

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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: \$59,886.81

Form or Registration No.: Schedule TO-T (File No. 005-90214)

Filing Party: Pharmacosmos A/S

Date Filed: August 20, 2024

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. 1 (this "Amendment") amends and supplements the Tender Offer Statement on Schedule TO (together with any amendments and supplements hereto, including this Amendment, the "Schedule TO") filed on August 20, 2024 by (i) Genesis Merger Sub, Inc., a Delaware corporation ("Purchaser") and an indirect wholly owned subsidiary of Pharmacosmos A/S, a Danish *Aktieselskab* ("Parent"), and (ii) Parent, relating to the offer by Purchaser to purchase all of the outstanding shares of common stock, par value, \$0.0001 per share (the "Shares"), of G1 Therapeutics, Inc., a Delaware corporation (the "Company"), at a purchase price of \$7.15 per Share (the "Offer Price") to the seller in cash, without interest and subject to any withholding of taxes required by applicable legal requirements, upon the terms and subject to the conditions set forth in the Offer to Purchase dated August 20, 2024 (together with any amendments or supplements thereto, the "Offer to Purchase"), and in the related Letter of Transmittal, which are annexed to and filed with the Schedule TO as Exhibits (a)(1)(A) and (a)(1)(B), respectively.

All information contained in the Offer to Purchase (including Schedule I to the Offer to Purchase) is hereby expressly incorporated herein by reference in response to Items 1 through 9 and Item 11 of this Schedule TO and is supplemented by the information specifically provided in this Amendment, except as otherwise set forth below. This Amendment should be read together with the Schedule TO. Capitalized terms used and not otherwise defined in this Amendment have the meanings given to such terms in 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 as follows:

(1) Section 15 – "Conditions of the Offer" is amended by adding a new paragraph at the end of such section to read as follows:

"The HSR Condition has been satisfied. The Offer continues to be subject to the remaining Offer Conditions."

(2) The second and third paragraphs of the subsection entitled "*U.S. Antitrust Compliance*" in Section 16 – "Certain Legal Matters; Regulatory Approvals" is amended and supplemented by deleting the second and third sentences of the second paragraph and deleting the third paragraph and adding the following sentences after the first sentence of the second paragraph:

"In connection with the Offer and the Merger, each of Parent and the Company filed their Premerger Notification and Report Form under the HSR Act with the FTC and the Antitrust Division on August 20, 2024. At 11:59 p.m., Eastern Time, on September 4, 2024 the waiting period applicable to the Offer under the HSR Act expired in the ordinary course. Accordingly, the HSR Condition has been satisfied. The Offer continues to be subject to the remaining Offer Conditions.

Even though the requisite waiting period under the HSR Act has expired, at any time before or after Purchaser's acceptance for payment of Shares pursuant to the Offer, if the FTC believes that the Offer may substantially lessen competition in any line of commerce in violation of the U.S. federal antitrust laws, the FTC has the authority to challenge the transaction by seeking a federal court order enjoining the transaction or, if Shares have already been acquired, requiring disposition of such Shares, or the divestiture of assets of Parent, Purchaser, the Company or any of their respective subsidiaries or affiliates. The U.S. Department of Justice Antitrust Division, U.S. state attorneys general and private persons may also bring legal action under the U.S. federal and state antitrust laws. While the Purchaser believes that the consummation of the Offer will not violate any U.S. federal or state antitrust law, there can be no assurance that a challenge to the Offer on antitrust grounds will not be made or, if a challenge is made, what the result will be.

A joint press release, dated September 5, 2024, issued by Parent and the Company announcing the expiration of the waiting period under the HSR Act with respect to the Offer and the Merger is filed as Exhibit (a)(5)(D) to the Schedule TO and incorporated herein by reference."

(3) Section 16 – “Certain Legal Matters; Regulatory Approvals” is hereby amended and supplemented by adding the following to the end of such Section after the subsection captioned “*State Takeover Laws*”:

“Legal Proceedings Relating to the Tender Offer

Between August 23, 2024 and September 5, 2024, four complaints were filed in (a) the United States District Court for the Western District of Wisconsin, (b) the Supreme Court of the State of New York, County of New York, and (c) the United States District Court for the Southern District of New York: *Gagner v. G1 Therapeutics Inc., et al.*, Case No. 3:24-cv-00593, filed August 23, 2024 (W.D. Wis.) (the “Gagner Action”); *Morgan v. G1 Therapeutics, Inc., et al.*, Index No. 654409/2024, filed August 27, 2024 (Sup. Ct. N.Y. Cnty.); *Lawrence v. G1 Therapeutics, Inc., et al.*, Index No. 654430/2024, filed August 27, 2024 (Sup. Ct. N.Y. Cnty.); and *Nielsen v. G1 Therapeutics, Inc., et al.*, Case No. 1:24-cv-06493, filed August 28, 2024 (S.D.N.Y.) (collectively, the “Complaints”). The Complaints name as defendants the Company and each member of the Company Board. The Complaints allege that the defendants violated certain federal and state laws, including Sections 14(d), 14(e), and 20(a) of the Exchange Act and Rule 14d-9 promulgated thereunder, and New York common law for purported negligence and negligent misrepresentation and concealment, by omitting and/or misrepresenting certain material facts related to the transaction from the Schedule 14D-9 filed by the Company on August 20, 2024. The Complaints seek, among other relief, (i) injunctive relief preventing the consummation of the Merger until the Company corrects the alleged deficiencies in the Schedule 14D-9, (ii) rescission of the Merger Agreement or rescissory damages, (iii) an award of plaintiffs’ costs and disbursements of the action, including attorneys’ and expert fees and expenses, and (iv) other relief as the courts deem just and proper. In addition to the Complaints, a motion for preliminary injunction seeking to enjoin the consummation of the Merger was filed by the plaintiff in the Gagner Action on August 23, 2024. As of September 4, 2024, the court in the Gagner Action has not set a briefing schedule on the plaintiff’s motion for preliminary injunction, however, the court has scheduled a status conference for September 6, 2024.

The Company also received (a) one demand letter on August 26, 2024, sent on behalf of David Warhaft, a purported stockholder of the Company, (b) one demand letter on August 27, 2024, sent on behalf of Dennis Hageman, a purported stockholder of the Company, (c) seven demand letters on August 28, 2024, sent on behalf of each of Christopher Scott, Ari Malowitzky, The Krausz Family Trust 2024, William Ballard, Vidhya Rajan, Keith McLemore and Marc Waterman, each a purported stockholder of the Company, (d) one demand letter on August 29, 2024, sent on behalf of Sean Riley, a purported stockholder of the Company, (e) one demand letter on August 30, 2024, sent on behalf of Plarent Kina, a purported stockholder of the Company, and (f) one demand letter on September 2, 2024, sent on behalf of Alfred Yarkony, a purported stockholder of the Company (collectively, the “Demands”). Each of the Demands alleges omissions and/or misrepresentations of material information with respect to the transaction from the Schedule 14D-9 filed by the Company on August 20, 2024 and demands that the Company promptly provide stockholders with additional disclosures.

If additional similar complaints are filed or additional demands are received, absent new or different allegations that are material, the Company, Parent and/or Purchaser will not necessarily disclose them. Additional lawsuits arising out of or relating to the Offer may be filed in the future.”

Item 12. Exhibits

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

Exhibit No.	Description
(a)(5)(D)*	Joint press release of Pharmacosmos A/S and G1 Therapeutics, Inc. dated September 5, 2024.

* Filed herewith

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: September 5, 2024

GENESIS MERGER SUB, INC.

By:

/s/ Josh Franklin

Name: Josh Franklin

Title: President

PHARMACOSMOS A/S

By:

/s/ Tobias Christensen

Name: Tobias Christensen

Title: President & Chief Executive Officer



Pharmacosmos Group and G1 Therapeutics Announce Expiration of Hart-Scott-Rodino Waiting Period

HOLBAEK, DENMARK and RESEARCH TRIANGLE PARK, NC, September 5, 2024 – Pharmacosmos A/S, a leader in the development of innovative treatments for patients suffering from iron deficiency and iron deficiency anemia, and G1 Therapeutics, Inc. (Nasdaq: GTHX), a commercial-stage oncology company focused on delivering next-generation therapies that improve the lives of those affected by cancer, today announced the expiration of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 (the “HSR Act”) relating to Pharmacosmos’ previously announced acquisition of G1 Therapeutics. The expiration of the waiting period occurred at 11:59 p.m. EST on September 4, 2024.

As previously announced, on August 7, 2024, Pharmacosmos A/S and G1 Therapeutics, Inc. entered into a definitive merger agreement under which Pharmacosmos A/S, through its U.S. subsidiary Pharmacosmos Therapeutics Inc., will acquire all outstanding shares of G1 Therapeutics common stock for U.S. \$7.15 per share in cash for a total equity value of approximately \$405 million, which represents a 68% premium to G1’s closing share price on August 6, 2024 and a 133% premium to G1’s prior 30-day volume weighted average price.

Expiration of the HSR Act waiting period satisfies one of the conditions to consummate the tender offer, which remains subject to other customary closing conditions, including the tender of shares which represent at least a majority of the total number of G1’s outstanding shares of common stock. Unless the tender offer is extended, the offer will expire one minute after 11:59 p.m. New York City time, on September 17, 2024.

Pharmacosmos Group

Pharmacosmos A/S, headquartered in Holbaek, Denmark, and founded in 1965, is a highly specialised company focused on carbohydrate chemistry and a global leader in the development of innovative treatments for patients suffering from iron deficiency and iron deficiency anaemia. With companies in the UK, Ireland, Nordics, Germany, the USA, and China, as well as through partners, Pharmacosmos markets its products around the world. With a strong and ongoing commitment to R&D, Pharmacosmos is able to leverage a unique carbohydrate production platform along with deep expertise in the synthesis of iron-carbohydrate complexes. The Pharmacosmos Group has more than 500 employees.

About G1 Therapeutics

G1 Therapeutics, Inc. is a commercial-stage oncology biopharmaceutical company whose mission is to develop and deliver next-generation therapies that improve the lives of those affected by cancer, including the Company’s first commercial product, COSELA® (trilaciclib). G1’s goal is to provide innovative therapeutic advances for people living with cancer. G1 is based in Research Triangle Park, N.C. For additional information, please visit www.g1therapeutics.com and follow us on X (formerly known as Twitter) [@G1Therapeutics](https://twitter.com/G1Therapeutics) and [LinkedIn](https://www.linkedin.com/company/g1therapeutics).

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Cautionary Note Regarding Forward-Looking Statements

This communication contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, as amended, including, without limitation, statements regarding the proposed acquisition of G1 by Pharmacosmos, the expected timetable for completing the transaction, and G1's future financial or operating performance. The words "may," "will," "could," "would," "should," "expect," "plan," "anticipate," "intend," "believe," "estimate," "predict," "project," "potential," "continue," "seek," "target" and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. Any forward-looking statements in this communication are based on management's current expectations and beliefs and are subject to a number of risks, uncertainties and important factors that may cause actual events or results to differ materially from those expressed or implied by any forward-looking statements contained herein, including, without limitation: (i) risks associated with the timing of the closing of the proposed transaction, including the risks that a condition to closing would not be satisfied within the expected timeframe or at all or that the closing of the proposed transaction will not occur; (ii) uncertainties as to how many of G1's stockholders will tender their shares in the offer; (iii) the possibility that a governmental entity may prohibit, delay or refuse to grant approval for the consummation of the transaction; (iv) the possibility that competing offers will be made; (v) the outcome of any legal proceedings that may be instituted against the parties and others related to the merger agreement; (vi) unanticipated difficulties or expenditures relating to the proposed transaction, the response of business partners and competitors to the transaction, and/or potential difficulties in employee retention as a result of the proposed transaction; (vii) G1's ability to successfully demonstrate the efficacy and safety of its drug or drug candidates, and the preclinical or clinical results for its product candidates, which may not support further development of such product candidates; (viii) comments, feedback and actions of regulatory agencies; (ix) G1's dependence on the commercial success of COSELA (trilaciclib); (x) the inherent uncertainties associated with developing new products or technologies and operating as commercial stage company; (xi) chemotherapy shortages; and (xii) other risks identified in G1's SEC filings, including G1's Annual Report on Form 10-K for the year ended December 31, 2023, and subsequent filings with the SEC. G1 cautions you not to place undue reliance on any forward-looking statements, which speak only as of the date they are made. G1 disclaims any obligation to publicly update or revise any such statements to reflect any change in expectations or in events, conditions or circumstances on which any such statements may be based, or that may affect the likelihood that actual results will differ from those set forth in the forward-looking statements.

Additional Information and Where to Find It

The tender offer referred to in this communication commenced on August 20, 2024, with the filing of a Schedule TO by Pharmacosmos and its acquisition subsidiary and a Schedule 14D-9 solicitation/recommendation statement by G1. This communication is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell shares. THE TENDER OFFER STATEMENT (INCLUDING AN OFFER TO PURCHASE, A RELATED LETTER OF TRANSMITTAL AND OTHER OFFER DOCUMENTS) AND THE SOLICITATION/RECOMMENDATION STATEMENT ON SCHEDULE 14D-9 REGARDING THE OFFER, AS THEY MAY BE AMENDED FROM TIME TO TIME, CONTAIN IMPORTANT INFORMATION THAT SHOULD BE READ CAREFULLY AND CONSIDERED BY G1'S STOCKHOLDERS BEFORE ANY DECISION IS MADE WITH RESPECT TO THE TENDER OFFER. Both the tender offer statement and the solicitation/recommendation statement have been mailed to G1's stockholders free of charge.

A free copy of the tender offer statement and the solicitation/recommendation statement may be obtained by all stockholders of G1 by accessing <https://investor.g1therapeutics.com> or by contacting Investor Relations at ir@g1therapeutics.com. In addition, the tender offer statement and the solicitation/recommendation statement (and all other documents filed with the SEC) will be available at no charge on the SEC's website: www.sec.gov, upon filing with the SEC.

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