

**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. 2)**

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)

This Amendment No. 2 (this "Amendment") amends and supplements the Tender Offer Statement on Schedule TO, filed on August 20, 2024, as amended on September 5, 2024 (together with any amendments and supplements hereto, including this Amendment, the "Schedule TO"), 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) "The Offer and related withdrawal rights expired one minute after 11:59 p.m., New York City Time, on September 17, 2024. Computershare Trust Company, N.A., in its capacity as depositary and paying agent for the Offer, advised Purchaser that, as of the expiration of the Offer, a total of 39,486,447 Shares were validly tendered and not validly withdrawn pursuant to the Offer, representing approximately 74.64% 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 "received" (as defined in Section 251(h)(6) of the DGCL) and not validly withdrawn pursuant to the Offer satisfied the Minimum Tender Condition. All conditions to the Offer having been satisfied, Purchaser irrevocably accepted for payment all Shares validly tendered and not validly withdrawn pursuant to the Offer. Purchaser will promptly pay for all such Shares.

As a result of its acceptance of the Shares tendered pursuant to the Offer and in accordance with Section 251(h) of the DGCL, Purchaser owns a number of Shares that is greater than the percentage of Shares that would be required to adopt the Merger Agreement by a vote of the Company's stockholders. Accordingly, following the consummation of the Offer, the Merger was completed on September 18, 2024, in accordance with Section 251(h) of the DGCL without a vote of the Company's stockholders. At the Effective Time of the Merger, each Share (other than (a) Shares held in the treasury of the Company immediately prior to the Effective Time, (b) Shares that immediately prior to the Effective Time were owned by Parent, Purchaser, the Company or any of their direct or indirect wholly owned subsidiaries, and (c) Shares held by a holder who is entitled to demand and properly demands appraisal of such Shares pursuant to, and who complies in all respects with, Section 262 of the DGCL) were automatically canceled and converted into the right to receive an amount in cash equal to \$7.15, without interest and subject to any withholding of taxes required by applicable law.

As a result of the Merger, the Shares ceased trading prior to the opening of trading on The Nasdaq Global Select Market ("Nasdaq") and will be delisted from 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.

On September 18, 2024, Parent and the Company issued a joint press release announcing the expiration and results of the Offer and the consummation of the Merger. The full text of the press release is attached hereto as Exhibit (a)(5)(E) 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:

<u>Exhibit No.</u>	<u>Description</u>
(a)(5)(E)*	Joint press release of Pharmacosmos A/S and G1 Therapeutics, Inc. dated September 18, 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 18, 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 Successful Closing of Tender Offer

- Transaction Will Maximize the Access and Uptake of COSELA® (trilaciclib), the First and Only Proactive Multilineage Myeloprotection Agent -

- G1 Stockholders to Receive U.S. \$7.15 Per Share in Cash -

HOLBAEK, DENMARK and RESEARCH TRIANGLE PARK, NC, September 18, 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 that Pharmacosmos A/S has successfully completed the previously announced tender offer to acquire all outstanding shares of G1 Therapeutics for U.S. \$7.15 per share net to the holder in cash, without interest and less any applicable withholding taxes (the “Offer Price”), for a total equity value of approximately \$405 million.

“We are excited to announce the completion of Pharmacosmos’ acquisition of G1. This acquisition fits perfectly with our strategy and positions our company for the next phase of growth. We are particularly thrilled to expand our product portfolio with Cosela, an innovative first-in-class product that is making a real difference for patients with small cell lung cancer. Our focus will now be on bringing Cosela to more patients and customers in the US, where it is already approved, and to start the work to have it registered and made available internationally including in the UK and EU,” said Tobias S Christensen—CEO and President of Pharmacosmos A/S.

The tender offer commenced on August 20, 2024 and expired one minute after 11:59 p.m. Eastern Time on September 17, 2024 (the “Expiration Date”). As of the Expiration Date, a total of 39,486,447 shares of G1 Therapeutics common stock were validly tendered, and not validly withdrawn, representing approximately 74.64% of the outstanding shares of G1 Therapeutics common stock as of the Expiration Date. As of the Expiration Date, the number of shares validly tendered in accordance with the terms of the tender offer and not validly withdrawn satisfied the minimum tender condition, and all other conditions to the tender offer were satisfied. On September 18, 2024, Genesis Merger Sub, Inc., an indirect wholly owned subsidiary of Pharmacosmos A/S (“Purchaser”), irrevocably accepted for payment all shares validly tendered and not validly withdrawn and has paid the depositary for such shares.

Following the closing of the tender offer, on September 18, 2024 Purchaser merged with and into G1 Therapeutics, with G1 Therapeutics continuing as the surviving corporation and a wholly owned subsidiary of Pharmacosmos Therapeutics Inc., a U.S. subsidiary of Pharmacosmos A/S. In connection with the merger, all shares of G1 Therapeutics common stock (other than (i) shares of common stock held in the treasury of G1 Therapeutics, (ii) shares of common stock owned by Pharmacosmos A/S, Purchaser, G1 Therapeutics or any of their respective direct or indirect wholly owned subsidiaries, and (iii) shares of common stock held by stockholders who have properly demanded appraisal of such shares in accordance with Delaware law) that had not been validly tendered were converted into the right to receive an amount in cash equal to the Offer Price. As a result of the transaction, G1 Therapeutics shares ceased to be traded on NASDAQ as of the date of closing of the acquisition, and shares of G1 Therapeutics common stock will be delisted from NASDAQ and deregistered under the Securities Exchange Act of 1934, as amended.

“Since our founding in 2008, G1 has been committed to improving the lives of patients living with cancer; this effort culminated in the approval and launch of COSELA® (trilaciclib), the first and only therapy that proactively delivers multilineage myeloprotection to patients with extensive-stage small cell lung cancer being treated with chemotherapy,” said Jack Bailey, Chief Executive Officer at G1 Therapeutics. “The closing of this transaction is an exciting moment for everyone working in G1 and Pharmcosmos, and the patients we seek to treat, as the combined team moves forward with COSELA to meet the needs of even more cancer patients. Finally, I want to thank the members of the G1 team throughout these last 16 years that made this innovation possible.”

Advisors

For Pharmcosmos, MTS Health Partners, L.P. served as exclusive financial advisor, and Arnold & Porter Kaye Scholer LLP served as legal counsel. For G1 Therapeutics, Centerview Partners LLC served as exclusive financial advisor, and Ropes & Gray LLP and Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. served as legal counsel.

Indication

COSELA® (trilaciclib) is indicated to decrease the incidence of chemotherapy-induced myelosuppression in adult patients when administered prior to a platinum/etoposide-containing regimen or topotecan-containing regimen for extensive-stage small cell lung cancer.

Important Safety Information

COSELA is contraindicated in patients with a history of serious hypersensitivity reactions to trilaciclib.

Warnings and precautions include injection-site reactions (including phlebitis and thrombophlebitis), acute drug hypersensitivity reactions, interstitial lung disease (pneumonitis), and embryo-fetal toxicity.

The most common adverse reactions (>10%) were fatigue, hypocalcemia, hypokalemia, hypophosphatemia, aspartate aminotransferase increased, headache, and pneumonia.

This information is not comprehensive. Please click here for full Prescribing Information. <https://www.g1therapeutics.com/cosela/pi/>

To report suspected adverse reactions, contact G1 Therapeutics at 1-800-790-G1TX or call FDA at 1-800-FDA-1088 or visit www.fda.gov/medwatch.

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](#) and [LinkedIn](#).

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