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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

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**SCHEDULE TO**

Tender Offer Statement Pursuant to Section 14(d)(1) or 13(e)(1)  
of the Securities Exchange Act of 1934  
(Amendment No. 2)

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**DOVA PHARMACEUTICALS, INC.**  
(Name of Subject Company)

**DRAGONFLY ACQUISITION CORP.**  
(Offeror)  
A Wholly Owned Subsidiary of

**DRAGONFLY HOLDING CORP.**  
(Parent of Offeror)  
And An Indirect Wholly Owned Subsidiary of

**SWEDISH ORPHAN BIOVITRUM AB (PUBL)**  
(Parent of Offeror)

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COMMON STOCK, \$0.001 PAR VALUE  
(Title of Class of Securities)

25985T 10 2  
(CUSIP Number of Class of Securities)

Torbjörn Hallberg  
Swedish Orphan Biovitrum AB (publ)  
General Counsel and Head of Legal Affairs  
Tomtebodavägen 23A  
SE-112 76  
Stockholm, Sweden  
+46 8 697 20 00

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

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*with copies to:*

Damien R. Zoubek  
Cravath, Swaine & Moore LLP  
825 Eighth Avenue  
New York, NY 10019  
(212) 474-1000

**CALCULATION OF FILING FEE**

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<b>Transaction Valuation*</b>	<b>Amount of Filing Fee**</b>
887,947,667.10	115,255.61***

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\* Estimated for purposes of calculating the filing fee only. The transaction valuation was calculated as the product of (i) \$28.15, the average of the high and low sales prices per share of Dova Pharmaceuticals, Inc. ("Dova") common stock on October 8, 2019, as reported by NASDAQ Global Market, and (ii) 31,543,434, the number of shares of Dova common stock estimated to be outstanding immediately prior to the consummation of the offer and the merger (which includes 28,801,863 shares of Dova common stock, 2,661,304 shares that may become outstanding as a result of outstanding options and 80,267 shares that may become outstanding as a result of vesting of RSU).

\*\* 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 2020, issued August 23, 2019, by multiplying the transaction valuation by 0.0001298.

\*\*\* Previously paid.

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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.
- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Amount Previously Paid: \$115,255.61

Filing Party: Dragonfly Acquisition Corp., Dragonfly Holding Corp. and Swedish Orphan Biovitrum AB (publ)

Form or Registration No.: Schedule TO

Date Filed: October 11, 2019

- 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.2 (this "Amendment") amends and supplements the Tender Offer Statement on Schedule TO (as amended and together with any subsequent amendments and supplements thereto, the "Schedule TO"), filed with the Securities and Exchange Commission ("SEC") on October 11, 2019, by Dragonfly Acquisition Corp., a Delaware corporation ("Purchaser"), a wholly owned subsidiary of Dragonfly Holding Corp. ("HoldCo"), HoldCo, a Delaware corporation and a wholly owned subsidiary of Swedish Orphan Biovitrum AB (publ) ("Sobi"), and Sobi, a Swedish public limited liability company. The Schedule TO relates to the tender offer by Purchaser for all of the outstanding shares of common stock, par value \$0.001 per share ("Shares"), of Dova Pharmaceuticals, Inc., a Delaware corporation ("Dova"), for (i) \$27.50 per Share, net to the seller thereof in cash, without interest and subject to any applicable withholding taxes, plus (ii) one contractual contingent value right per Share which represents the right to receive a contingent payment of \$1.50 in cash, without interest and subject to any applicable withholding taxes, if a specified milestone is achieved, upon the terms and subject to the conditions set forth in the Offer to Purchase dated October 11, 2019 (together with any amendments and supplements thereto, the "Offer to Purchase") and in the related letter of transmittal (together with any amendments and supplements thereto, the "Letter of Transmittal"), copies of which are attached hereto as exhibits (a)(1)(A) and (a)(1)(B), respectively.

The information set forth in the Offer to Purchase, including Schedule I thereto, is incorporated by reference herein in response to Items 1 through 9 and Item 11 of the Schedule TO, and the information in the Offer to Purchase is supplemented by the information specifically provided in this Amendment.

Capitalized terms used and not otherwise defined in this Amendment shall have the meanings assigned to such terms in the Offer to Purchase or in the Schedule TO.

**Item 11. Additional Information.**

Item 11 of the Schedule TO, to the extent such Item incorporates by reference the information contained in the Offer to Purchase, is hereby amended and supplemented to include the following:

"At one minute after 11:59 p.m., Eastern Time (12:00 midnight), on November 8, 2019, the Offer expired as scheduled. The Depositary has advised Purchaser that, as of the expiration of the Offer, a total of 26,312,870 Shares were validly tendered (and not validly withdrawn) pursuant to the Offer, representing approximately 91.2% of the currently issued and outstanding Shares. As a result, the Minimum Condition has been satisfied. In addition, the Depositary has also advised Purchaser that, as of such time, Notices of Guaranteed Delivery had been received for 1,393,166 Shares, representing approximately 4.8% of the currently issued and outstanding Shares. All Shares that were validly tendered and not validly withdrawn pursuant to the Offer have been accepted for payment.

Following the expiration of the Offer and acceptance of the Shares for payment, on November 12, 2019, pursuant to the terms of the Merger Agreement and to Section 251(h) of the DGCL, Sobi consummated the Merger without a meeting of Dova stockholders. Pursuant to the Merger Agreement, at the Effective Time, Purchaser was merged with and into Dova, with Dova continuing as the surviving corporation and an indirect wholly owned subsidiary of Sobi. At the Effective Time, each Share issued and outstanding immediately prior to the Effective Time, other than (i) Shares held by Sobi or Purchaser or any other direct or indirect wholly owned subsidiary of Sobi or Shares held by Dova or any of its subsidiaries and (ii) Shares held by Dova stockholders who properly exercise and perfect their appraisal rights under Section 262 of the DGCL with respect to such Shares, was converted into the right to receive the Merger Consideration. The Shares will be delisted from the NASDAQ Global Market and will be deregistered under the Exchange Act.

On November 9, 2019, Sobi issued press release announcing the expiration and results of the Offer, and on November 12, 2019, Sobi issued a press release announcing the consummation of the Merger. Those press releases are attached as Exhibits (a)(5)(D) and (a)(5)(E), respectively, and are incorporated by reference herein."

**Item 12. Exhibits.**

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

<u>Exhibit</u>	<u>Exhibit Name</u>
(a)(5)(D)	Press Release issued by Sobi on November 9, 2019.
(a)(5)(E)	Press Release issued by Sobi on November 12, 2019.

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**SIGNATURES**

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.

**SWEDISH ORPHAN BIOVITRUM AB (PUBL)**

By: /s/ GUIDO OELKERS

Name: Guido Oelkers

Title: Chief Executive Officer and President

Date: November 12, 2019

**DRAGONFLY HOLDING CORP.**

By: /s/ TORBJÖRN HALLBERG

Name: Torbjörn Hallberg

Title: General Counsel and Secretary

Date: November 12, 2019

**DRAGONFLY ACQUISITION CORP.**

By: /s/ HENRIK STENQVIST

Name: Henrik Stenqvist

Title: Chief Financial Officer, Vice President and  
Treasurer

Date: November 12, 2019



## PRESS RELEASE

Stockholm, Sweden, 9 November 2019

### **Sobi successfully completes tender offer for all outstanding shares of Dova Pharmaceuticals**

Swedish Orphan Biovitrum AB (publ) (Sobi™) (STO:SOBI) announced today that its indirect wholly owned subsidiary Dragonfly Acquisition Corp. (Dragonfly) has successfully completed its tender offer to purchase all outstanding shares of Dova Pharmaceuticals, Inc. (Dova) (NASDAQ: DOVA), for USD 27.50 per share, net to the seller thereof in cash, without interest and subject to any applicable withholding taxes, plus one non-transferable Contingent Value Right (CVR).

The tender offer expired as scheduled at one minute after 11:59 p.m., Eastern Time (12:00 midnight), on November 8, 2019. As of expiration, 26,312,870 shares had been validly tendered and not validly withdrawn, representing approximately 91.2 per cent of Dova's outstanding shares of common stock, according to the depositary for the tender offer. The conditions to the tender offer were satisfied, and Sobi and Dragonfly have accepted for payment and will promptly pay the depositary for all validly tendered shares.

Sobi expects to complete the acquisition of Dova on November 12, 2019 through a merger without a vote or meeting of Dova's stockholders pursuant to Section 251(h) of the General Corporation Law of the State of Delaware. At the effective time of the merger, and subject to any perfected appraisal rights, all of the remaining shares of Dova common stock not purchased in the tender offer will be converted into the right to receive the same USD 27.50 per share, net in cash, without interest and subject to any applicable withholding taxes, plus one non-transferrable CVR that will be paid in connection with the tender offer. Upon completion of the merger, Dova will become an indirect wholly owned subsidiary of Sobi. Shortly after the completion of the merger, Dova's common stock will no longer be listed on the NASDAQ Global Market.

On November 12, 2019, Sobi intends to file with the U.S. Securities and Exchange Commission (SEC) an amendment to the tender offer statement on Schedule TO which sets forth the final results of the tender offer.

American Stock Transfer & Trust Company, LLC is acting as depositary for the tender offer.

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## About Sobi™

Sobi is a specialised international biopharmaceutical company transforming the lives of people with rare diseases. Sobi is providing sustainable access to innovative therapies in the areas of haematology, immunology and specialty indications. Today, Sobi employs approximately 1,300 people across Europe, North America, the Middle East, Russia and North Africa. In 2018, Sobi's revenues amounted to SEK 9.1 billion. Sobi's shares (STO:SOBI) are listed on Nasdaq Stockholm. You can find more information about Sobi at [www.sobi.com](http://www.sobi.com).

## About Dova Pharmaceuticals, Inc.

Dova Pharmaceuticals was founded in 2016 to commercialise Doptelet® (avatrombopag) for the treatment of thrombocytopenia. Dova Pharmaceuticals' portfolio comprises of one commercial product, Doptelet. Doptelet is an oral thrombopoietin (TPO) receptor agonist administered with food. Doptelet is approved by both the United States Food and Drug Administration (FDA) and European Medicines Agency (EMA) for treatment of thrombocytopenia (low platelet counts) in adult patients with chronic liver disease (CLD) who are scheduled to undergo a procedure. In June 2019, Doptelet was approved for the treatment of thrombocytopenia in adult patients with chronic immune thrombocytopenia (ITP) who have had an insufficient response to a previous treatment by FDA. Chronic ITP is a rare autoimmune bleeding disorder characterised by low number of platelets, affecting approximately 60,000 adults in the United States.

## FORWARD LOOKING STATEMENTS

This press release may contain "forward-looking statements." Forward-looking statements include all statements that are not historical facts, including, among other things, plans, strategies, expectations for the future, statements regarding the expected timing of filings and approvals relating to the transaction, the expected timing of the completion of the transaction and the ability to complete the transaction or to satisfy the various closing conditions. Words such as "anticipate(s)", "expect(s)", "intend(s)", "plan(s)", "target(s)", "project(s)", "believe(s)", "will", "aim(s)", "would", "seek(s)", "estimate(s)" and similar expressions are intended to identify such forward-looking statements.

Forward-looking statements are based on Sobi's current expectations and beliefs, and Sobi can give no assurance that its expectations or beliefs will be attained. These forward-looking statements are not a guarantee of future performance and are subject to a number of known and unknown risks, uncertainties and other factors that could cause actual results or events to differ, possibly materially, from the expectations or estimates reflected in such forward-looking statements, including, among others: the ability to consummate the transaction and to meet expectations regarding the timing and completion of the transaction; the satisfaction or waiver of the other conditions to the completion of the transaction on the terms expected or on the anticipated schedule; the contingent value right payment; Sobi's ability to achieve the milestone that triggers the contingent value right payment; the financial condition, results of operations and business of Sobi and Dova; the risk that Sobi may be unable to achieve the anticipated benefits of the transaction; and general economic and market conditions.

The forward-looking statements contained in this document speak only as of the date of this document, and Sobi does not undertake any obligation to revise or update any forward-looking statements to reflect new information, future events or circumstances after the date of the forward-looking statement. If one or more of these statements is updated or corrected, investors and others should not conclude that additional updates or corrections will be made.

*This information is information that Swedish Orphan Biovitrum AB (publ) is obliged to make public pursuant to the EU Market Abuse Regulation. The information was submitted for publication, through the agency of Linda Holmström, Corporate Communications and Investor Relations at 15:45 CET on 9 November 2019.*

**For more information please contact**

***Sobi Communications & Investor Relations Contacts***

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Linda Holmström, Corporate Communication & Investor Relations  
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***Information Agent for the Offer***

Georgeson LLC  
(866) 628-6021

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## PRESS RELEASE

Stockholm, Sweden, 12 November 2019

### **Sobi successfully completes acquisition of Dova Pharmaceuticals**

Swedish Orphan Biovitrum AB (publ) (Sobi™) (STO:SOBI) and Dova Pharmaceuticals, Inc. (Dova) (NASDAQ: DOVA) announced today the completion of the acquisition of Dova by Sobi.

Following the completion of Sobi's successful tender offer to purchase outstanding shares of Dova for USD 27.50 per share, net to the seller thereof in cash, without interest and subject to any applicable withholding taxes, plus one non-transferable Contingent Value Right (CVR) which entitles Dova shareholders to an additional USD 1.50 per share upon approval of Doptelet® for use in Chemotherapy-Induced Thrombocytopenia by the US Food and Drug Administration, Sobi acquired all remaining shares of Dova through a merger pursuant to Section 251(h) of the General Corporation Law of the State of Delaware. As a result of the transaction, Dova has become an indirect wholly owned subsidiary of Sobi.

At the effective time of the merger, and subject to any perfected appraisal rights, all of the remaining shares of Dova common stock not purchased in the tender offer were converted into the right to receive the same USD 27.50 per share, net in cash, without interest and subject to any applicable withholding taxes, plus one non-transferrable CVR that was paid in connection with the tender offer. The transaction is valued at up to USD 915 million (approximately SEK 9.0 billion) on a fully diluted basis.

### **About Sobi™**

Sobi is a specialised international biopharmaceutical company transforming the lives of people with rare diseases. Sobi is providing sustainable access to innovative therapies in the areas of haematology, immunology and specialty indications. Today, Sobi employs approximately 1,300 people across Europe, North America, the Middle East, Russia and North Africa. In 2018, Sobi's revenues amounted to SEK 9.1 billion. Sobi's shares (STO:SOBI) are listed on Nasdaq Stockholm. You can find more information about Sobi at [sobi.com](http://sobi.com).

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