

TESARO, Inc.  
Form SC 14D9/A  
December 17, 2018

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**SCHEDULE 14D-9**

(Rule 14d-101)

(Amendment No. 1)

**SOLICITATION/RECOMMENDATION STATEMENT PURSUANT TO SECTION 14(d)(4) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

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**TESARO, Inc.**

(Name of Subject Company)

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**TESARO, Inc.**

(Name of Person(s) Filing Statement)

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Common Stock, par value \$0.0001 per share

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(Title of Class of Securities)

**881569107**

(CUSIP Number of Common Stock)

**Leon O. Moulder, Jr.**

**Chief Executive Officer**

**TESARO, Inc.**

**1000 Winter Street**

**Waltham, Massachusetts 02451**

**(339) 970-0900**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of the Person(s) Filing Statement)

With copies to:

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

This Amendment No. 1 (this Amendment) to Schedule 14D-9 amends and supplements the Schedule 14D-9 previously filed by TESARO, Inc., a Delaware corporation (the Company), with the U.S. Securities and Exchange Commission on December 14, 2018 (as amended or supplemented from time to time, the Schedule 14D-9), with respect to the tender offer made by Adriatic Acquisition Corporation, a Delaware corporation and a direct wholly-owned subsidiary of GlaxoSmithKline LLC, a limited liability company organized under the laws of Delaware, which is an indirect wholly-owned subsidiary of GlaxoSmithKline plc, a public limited company organized under the laws of England and Wales (Parent), to purchase all of the outstanding shares of the Company's common stock, par value \$0.0001 per share (the Shares), at a purchase price of \$75.00 per Share, net to the holder in cash, without interest, but subject to any required withholding of taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated December 14, 2018, and in the related Letter of Transmittal, dated December 14, 2018, each of which is attached to the Tender Offer Statement on Schedule TO, dated December 14, 2018, as Exhibits (a)(1)(a) and (a)(1)(b), respectively, and may be amended or supplemented from time to time.

Capitalized terms used in this Amendment but not defined herein shall have the respective meaning given to such terms in the Schedule 14D-9. The information set forth in the Schedule 14D-9 remains unchanged and is incorporated herein by reference, except that such information is hereby amended or supplemented to the extent specifically provided herein. This Amendment is being filed to reflect certain updates as reflected below.

**Item 8. Additional Information.**

Item 8 of the Schedule 14D-9 is hereby amended and supplemented as follows:

The following paragraph replaces the second paragraph under the subheading *Antitrust in the United States* in Item 8 on p. 54 of the Schedule 14D-9.

On December 14, 2018, each of the Company and Parent filed Premerger Notification and Report Forms under the HSR Act with the FTC and the Antitrust Division in connection with the acquisition of Shares pursuant to the Offer. As a result, the required 15-day waiting period under the HSR Act with respect to the Offer will expire at 11:59 P.M., New York City time, on December 31, 2018, unless (i) earlier terminated by the FTC and the Antitrust Division, (ii) the Company and Parent elect to withdraw and re-submit their Premerger Notification and Report Forms or (iii) the FTC or the Antitrust Division issues a request for additional information and documentary material prior to that time.

**SIGNATURE**

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.

Dated: December 17, 2018

TESARO, Inc.

By:

/s/ Leon O. Moulder, Jr.  
Name: Leon O. Moulder, Jr.  
Title: Chief Executive Officer