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

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**SCHEDULE TO**  
Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)  
of the Securities Exchange Act of 1934  
(Amendment No. 8)

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**SPARK THERAPEUTICS, INC.**  
(Name of Subject Company)

**022019 MERGER SUBSIDIARY, INC.**

(Offeror)  
A Wholly Owned Subsidiary of

**ROCHE HOLDINGS, INC.**

(Parent of Offeror)  
(Names of Filing Persons—Offeror)  
Common Stock, Par Value \$0.001 Per Share  
(Title of Class of Securities)

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84652J103  
(Cusip Number of Class of Securities)

Dr. Sean A. Johnston  
Roche Holdings, Inc.  
1 DNA Way, MS #24,  
South San Francisco, CA 94080  
Telephone: (650) 225-1000

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

*Copies to:*

Marc O. Williams, Esq.  
Brian Wolfe, Esq.  
Davis Polk & Wardwell LLP  
450 Lexington Avenue  
New York, New York 10017  
Telephone: (212) 450-4000

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**CALCULATION OF FILING FEE**

<b>Transaction Valuation*</b> <b>\$4,805,265,563.50</b>	<b>Amount of Filing Fee**</b> <b>\$582,398.19</b>
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\* Estimated solely for purposes of calculating the filing fee pursuant to Rule 0-11(d) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The Transaction Value was calculated by adding (i) the product of (A) 38,053,350 outstanding shares ("Shares") of common stock of Spark Therapeutics, Inc., of which 8,750 were restricted shares and (B) \$114.50 (the "Offer Price"); (ii) the product of (A) 4,157,775 Shares subject to issuance pursuant to Spark Stock Options granted and outstanding under the Spark Equity Incentive Plans and (B) \$71.74, which is the difference between the \$114.50 per share tender offer price and \$42.76, the average weighted exercise price of such options (all of which are "in-the-money"); (iii) the product of (A) outstanding restricted stock units in respect of 1,287,829 Shares subject to such restricted stock units (with any applicable performance conditions deemed to be achieved at maximum performance) and (B) the Offer

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Price; and (iv) the product of (A) 21,151 Shares which are estimated to be subject to outstanding purchase rights under the 2015 Employee Stock Purchase Plan (assuming that the closing price per Share as reported on the NASDAQ Global Select Market on the last day of the offering period in effect under the 2015 Employee Stock Purchase Plan on May 31, 2019 was equal to the Offer Price) and (B) the Offer Price.

The foregoing figures have been provided by Spark Therapeutics, Inc. to the Offeror and Parent of Offeror and are as of February 28, 2019, the most recent practicable date.

\*\* The amount of the filing fee was calculated in accordance with Rule 0-11 of the Securities Exchange Act, by multiplying the Transaction Valuation by 0.0001212.

Check 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:	<u>\$582,398.19</u>	Filing Party:	<u>Roche Holdings, Inc.</u>
Form or Registration No.:	<u>Schedule TO</u>	Date Filed:	<u>March 7, 2019</u>

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.

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This Amendment No. 8 to the Tender Offer Statement on Schedule TO amends and supplements the Schedule TO filed with the Securities and Exchange Commission on March 7, 2019 (as it may be amended and supplemented from time to time, the "**Schedule TO**") and relates to the offer by 022019 Merger Subsidiary, Inc., a Delaware corporation and a wholly owned subsidiary of Roche Holdings, Inc., a Delaware corporation ("**Parent**"), to purchase all outstanding shares of common stock, par value \$0.001 per share of Spark Therapeutics, Inc., a Delaware corporation ("**Spark**"), at \$114.50 per Share, net to the seller in cash, without interest and less applicable withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated March 7, 2019, and in the related Letter of Transmittal, copies of which are incorporated by reference to Exhibits (a)(1)(i) and (a)(1)(ii), respectively, of the Schedule TO (which, together with any amendments or supplements thereto, collectively constitute the "**Offer**").

All information contained in the Offer to Purchase and the related Letter of Transmittal, including all schedules thereto, is hereby incorporated herein by reference in response to Items 1 through 9 and Item 11 in 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.**

1. The information within the first paragraph set forth in the "Summary Term Sheet" of the Offer to Purchase is hereby amended by inserting "together with any amendments or supplements thereto," immediately before "the '**Merger Agreement**'" where such words and punctuation appear therein.

2. The information within the response to the question "Is there an agreement governing the offer?" as set forth in the "Summary Term Sheet" of the Offer to Purchase is hereby amended to add the following as a new second sentence therein.

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“In addition, on July 5, 2019, Spark, Parent and Purchaser entered into Amendment No. 1 to the Agreement and Plan of Merger (the “**First Amendment**”), which amended certain terms of the Agreement and Plan of Merger, dated February 22, 2019, as further noted herein.”

3. The information within the response to the question “Can the Offer be extended and under what circumstances?” as set forth in the “Summary Term Sheet” of the Offer to Purchase is hereby amended by replacing the words and punctuation “January 31, 2020” where they appear therein with the words and punctuation “April 30, 2020 pursuant to the terms of the First Amendment”.

4. The information within the third paragraph set forth in the “Introduction” of the Offer to Purchase is hereby amended by inserting “together with any amendments or supplements thereto,” immediately before “the ‘**Merger Agreement**’” where such words and punctuation appear therein.

5. The information within the third paragraph set forth in Section 1—“Terms of the Offer” is hereby amended by replacing the words and punctuation “January 31, 2020” where they appear therein with the words and punctuation “April 30, 2020 pursuant to the terms of the First Amendment”.

6. The information set forth in the first sentence of Section 13—“The Transaction Documents—The Merger Agreement” of the Offer to Purchase is hereby amended and restated and replaced by the sentences set forth below.

“The following summary description of the Merger Agreement does not purport to be complete and is qualified in its entirety by reference to the Merger Agreement. A copy of the Agreement and Plan of Merger, dated as of February 22, 2019, by and among Spark, Parent and Purchaser has been included by Purchaser as Exhibit (d)(1) to the Tender Offer Statement on Schedule TO, and a copy of the First Amendment has been included by Purchaser as Exhibit (d)(3) to the Tender Offer Statement on Schedule TO, each of which is incorporated herein by reference.”

7. The information set forth in Section 13—“The Transaction Documents—Extensions of the Offer” of the Offer to Purchase is hereby amended by replacing the words and punctuation “January 31, 2020” where they appear therein with the words and punctuation “April 30, 2020 pursuant to the terms of the First Amendment”.

8. The information set forth in Section 13—“The Transaction Documents—Termination” of the Offer to Purchase is hereby amended by replacing the words and punctuation “January 31, 2020” where they appear therein with the words and punctuation “April 30, 2020 pursuant to the terms of the First Amendment” and by replacing the words and punctuation “other order” where they appear therein with the words and punctuation “other law, order or legal proceeding”.

9. The information set forth in Section 16—“Certain Legal Matters; Regulatory Approvals—Litigation Related to the Merger” of the Offer to Purchase is hereby amended and restated in its entirety and replaced by the paragraphs set forth below.

As of April 26, 2019, we are aware of three lawsuits pending in the United States District Court for the District of Delaware, two of which are putative class action lawsuits, and one lawsuit pending in the United States District Court for the Southern District of New York, challenging the disclosures concerning the transactions contemplated by the Merger Agreement, filed by purported Spark stockholders against various combinations of Spark, the members of the Spark Board, Parent and Purchaser. The actions are captioned *Wang v. Spark Therapeutics, Inc., et al.*, Case No. 1:19-cv-00479, *Kent v. Spark Therapeutics, Inc., et al.*, Case No. 1:19-cv-00485, *Newman v. Spark Therapeutics, Inc., et al.*, Case No. 1:19-cv-00528 and *Gomez v. Spark Therapeutics, Inc., et al.*, Case No. 1:19-cv-02487. The complaints generally allege, among other things, that the defendants violated various combinations of Sections 14(d), 14(e), and 20(a) of the Exchange Act, and Rule 14d-9 promulgated thereunder, by failing to disclose purportedly material information in the Schedule 14D-9 filed with the SEC in connection with the Offer. The complaints seek, among other things, to enjoin the expiration of the Offer and/or consummation of the transactions contemplated by the Merger Agreement, or in the event that an injunction is not awarded, unspecified money damages, and an award of attorney’s fees and costs. On April 18, 2019, a complaint captioned *Grant v. Bennett, et al.*, Case No. 1:19-cv-02615 (the “**Grant Complaint**”) was filed in the United States District Court for the Northern District of Illinois against certain trustees at the University of Pennsylvania, Spark and Parent, alleging intellectual property infringement and false claims by the trustees and seeks, among other relief, to enjoin the

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licensing of all adeno-associated virus patents by the University of Pennsylvania to Spark and the consummation of the transactions contemplated by the Merger Agreement. On June 25, 2019, the Court dismissed the Grant Complaint with prejudice, for lack of prosecution of the case due to plaintiff's failure to respond to Spark's motion to dismiss the complaint. Parent and Purchaser believe that the actions are without merit and intend to defend vigorously against all such claims. The full complaints are attached hereto as Exhibits (a)(5)(x), (a)(5)(xi), (a)(5)(xii), (a)(5)(xiii) and (a)(5)(xvii) respectively.

Lawsuits arising out of or relating to the Offer, the Merger or any other transactions referenced herein may be filed in the future.

**Item 12. Exhibits.**

Item 12 of the Schedule TO and the Exhibit Index is hereby amended and supplemented by adding the following Exhibits to the List of Exhibits:

<b>Exhibit No.</b>	<b>Description</b>
(a)(5)(xxii)*	Email sent to Spark Therapeutics, Inc. employees from Dr. Severin Schwan, CEO of Roche group, dated July 8, 2019.
(d)(3)*	Amendment No. 1 to Agreement and Plan of Merger, dated July 5, 2019, by and among Roche Holdings, Inc., 022019 Merger Subsidiary, Inc. and Spark Therapeutics, Inc.

\* Filed herewith

**SIGNATURES**

After due inquiry and to the best knowledge and belief of the undersigned, each of the undersigned certify that the information set forth in this statement is true, complete and correct.

Date: July 8, 2019

022019 MERGER SUBSIDIARY, INC.

By: /s/ Bruce Resnick  
Name: Bruce Resnick  
Title: President

ROCHE HOLDINGS, INC.

By: /s/ Bruce Resnick  
Name: Bruce Resnick  
Title: Vice President

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## EXHIBIT INDEX

Exhibit No.	Description
(a)(1)(i)	Offer to Purchase, dated as of March 7, 2019.
(a)(1)(ii)	Letter of Transmittal (including Guidelines for Certification of Taxpayer Identification Number on IRS Form W-9).
(a)(1)(iii)	Notice of Guaranteed Delivery.
(a)(1)(iv)	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
(a)(1)(v)	Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
(a)(1)(vi)	Summary Advertisement as published in the <i>Wall Street Journal</i> on March 7, 2019.
(a)(5)(i)	Media Release issued by Spark Therapeutics, Inc. dated February 25, 2019 (incorporated by reference to Exhibit 99.1 of the Spark Therapeutics, Inc. Current Report on Form 8-K (File No. 001-36819) filed with the Commission on February 25, 2019).
(a)(5)(ii)	Email sent to Spark Therapeutics, Inc. employees from Jeffrey Marrazzo, CEO of Spark Therapeutics, Inc., dated February 25, 2019 (incorporated by reference to the Spark Therapeutics, Inc. Solicitation/Recommendation Statement on Form 14D-9 (File No. 005-88577) filed with the Commission on February 25, 2019).
(a)(5)(iii)	Spark Therapeutics, Inc. Current Report on Form 8-K dated February 25, 2019 (incorporated by reference to the Spark Therapeutics, Inc. Current Report on Form 8-K (File No. 001-36819) filed with the Commission on February 25, 2019).
(a)(5)(iv)	Social media post by Spark Therapeutics, Inc. on www.twitter.com (incorporated by reference to the Company's Solicitation/Recommendation Statement on Schedule 14D-9 filed on February 25, 2019).
(a)(5)(v)	Social media post by Jeffrey D. Marrazzo, the Company's Chief Executive Officer, on www.twitter.com (incorporated by reference to the Company's Solicitation/Recommendation Statement on Schedule 14D-9 filed on February 25, 2019).
(a)(5)(vi)	Q&A provided to employees of Spark Therapeutics, Inc. on February 25, 2019 (incorporated by reference to the Company's Solicitation/Recommendation Statement on Schedule 14D-9 filed on February 25, 2019).
(a)(5)(vii)	Media Release issued by Roche Holdings, Inc. dated February 25, 2019 (incorporated by reference to Exhibit 99.1 of the first Roche Holdings, Inc. Pre-Commencement Communication on Schedule TO filed with the Commission on February 25, 2019).
(a)(5)(viii)	Key Messages and Q&A dated February 25, 2019 (incorporated by reference to Exhibit 99.2 of the first Roche Holdings, Inc. Pre-Commencement Communication on Schedule TO filed with the Commission on February 25, 2019).
(a)(5)(ix)	Roche Press Release announcing the commencement of the Offer, dated as of March 7, 2019.
(a)(5)(x)	Complaint filed as of March 7, 2019 (Wang v. Spark Therapeutics, Inc., et al., Case No. 1:19-cv-00479).
(a)(5)(xi)	Complaint filed as of March 11, 2019 (Kent v. Spark Therapeutics, Inc., et al., Case No. 1:19-cv-00485).
(a)(5)(xii)	Complaint filed as of March 18, 2019 (Newman v. Spark Therapeutics, Inc., et al., Case No. 1:19-cv-00528).

Exhibit No.	Description
(a)(5)(xiii)	Complaint filed as of March 20, 2019 (Gomez v. Spark Therapeutics, Inc., et al., Case No. 1:19-cv-02487).
(a)(5)(xiv)	Media Release issued by Roche Holdings, Inc., dated April 3, 2019.
(a)(5)(xv)	Withdrawal and Refiling Q&A dated April 3, 2019.
(a)(5)(xvi)	Media Release issued by Roche Holdings, Inc., dated April 26, 2019.
(a)(5)(xvii)	Complaint filed as of April 18, 2019 (Grant v. Bennett, et al., Case No. 1:19-cv-02615).
(a)(5)(xviii)	Withdrawal and Refiling Q&A dated April 26, 2019.
(a)(5)(xix)	Media Release issued by Roche Holdings, Inc., dated May 14, 2019.
(a)(5)(xx)	Second Request Q&A dated June 10, 2019.
(a)(5)(xxi)	Media Release issued by Roche Holdings, Inc., dated June 10, 2019.
(a)(5)(xxii)*	Email sent to Spark Therapeutics, Inc. employees from Dr. Severin Schwan, CEO of Roche group, dated July 8, 2019.
(c)	Not applicable.
(d)(1)	Agreement and Plan of Merger, dated as of February 22, 2019, by and among Spark Therapeutics, Inc., Roche Holdings, Inc. and 022019 Merger Subsidiary, Inc. (incorporated by reference to Exhibit 2.1 of the Spark Therapeutics, Inc. Current Report on Form 8-K (File No. 001-36819) filed with the Commission on February 25, 2019).
(d)(2)	Confidentiality Agreement, dated as of October 9, 2018, between Roche Holdings, Inc. and Spark Therapeutics, Inc.
(d)(3)*	Amendment No. 1 to Agreement and Plan of Merger, dated July 5, 2019, by and among Roche Holdings, Inc., 022019 Merger Subsidiary, Inc. and Spark Therapeutics, Inc.
(e)	Not applicable.
(f)	Section 262 of the Delaware General Corporation Law (included as Schedule II to the Offer to Purchase previously filed as Exhibit (a)(1)(i)).
(g)	Not applicable.
(h)	Not applicable.

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\* Filed herewith

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To: Spark employees  
Dear all:

It was my pleasure to meet with many of you in Philadelphia earlier this year and to share my excitement about the expected acquisition of Spark by Roche.

Although closing this deal is taking longer than I had hoped, my excitement about our anticipated partnership has only increased. Roche remains fully committed to working with your leadership at Spark to provide the regulatory agencies the information they need to complete their reviews so that we may close the acquisition as soon as possible.

I deeply believe that Spark's expertise in gene therapy has the potential to revolutionize medicine and that our two companies together can offer new and transformational options for the treatment of serious diseases. As previously shared, Spark will operate as an independent company in the Roche Group; yet, together, I am convinced that we will be able to bring gene therapies to more patients across the world faster and change their lives for the better.

While we still expect this transaction to close in 2019, we want to ensure that we proactively identify and remove any potential future obstacles to achieving this outcome. Along these lines, Roche and Spark have decided to amend the merger agreement to give both companies the right to extend the agreement until April 30, 2020, instead of January 31, 2020, to provide additional time to clear the transaction.

Good things almost always take time, so as we work to bring this agreement to a close, I ask for your continued patience. I personally look forward to seeing you again when I visit later this month to review where we stand with the merger and answer your questions. Meanwhile, please continue to push forward the science, and as you say, break the barriers to meet the needs of our all-important shared stakeholders – the patients and families we serve.

Best regards,

Severin

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**AMENDMENT NO.1 TO AGREEMENT AND PLAN OF MERGER**

This AMENDMENT NO.1 TO AGREEMENT AND PLAN OF MERGER (this “**Amendment**”) is entered into as of July 5, 2019 by and among Roche Holdings, Inc., a Delaware corporation (“**Parent**”), 022019 Merger Subsidiary, Inc., a Delaware corporation and a wholly owned subsidiary of Parent (“**Merger Sub**”), and Spark Therapeutics, Inc., a Delaware corporation (the “**Company**” and, together with Parent and Merger Sub, the “**Parties**”).

WHEREAS, the Parties entered into that certain Agreement and Plan of Merger, dated as of February 22, 2019 (the “**Merger Agreement**”), by and among the Parties;

WHEREAS, capitalized terms used but not defined herein shall have the meanings assigned to them in the Merger Agreement; and

WHEREAS, the Parties desire to amend the Merger Agreement pursuant to Section 9.1 thereof as set forth herein.

NOW, THEREFORE, in consideration of the covenants and representations set forth herein and therein, and for other good and valuable consideration, the Parties hereby agree as follows:

1. **Amendment to Section 8.1 of Merger Agreement**. Section 8.1 of the Merger Agreement is hereby amended by replacing paragraph (b) in its entirety with the following:

“(b) by Parent or the Company upon prior written notice to the other at any time after December 31, 2019 (as such date may be extended pursuant to the following proviso, the “End Date”) and prior to the Acceptance Time if the Acceptance Time shall not have occurred on or before the End Date; *provided* that the Company or Parent may extend the End Date to April 30, 2020 if the condition set forth in clause (1)(ii) of Annex I (including as a result of a Government Shutdown) or clause 2(b) of Annex I (if the injunction or other Law or Legal Proceeding relates to Antitrust Laws) shall not have been satisfied by the initial End Date; *provided, further*, that the right to terminate this Agreement or extend the End Date pursuant to this Section 8.1(b) shall not be available to any party (or any Affiliate of such party) whose breach of any representation, warranty, covenant or agreement set forth in this Agreement has been the proximate cause of, or resulted in, the failure of the Acceptance Time to have occurred on or before the End Date;”

2. **No Other Amendments**. Each future reference to “this Agreement” and other similar references set forth in the Merger Agreement shall refer to the Merger Agreement as modified by this Amendment. Except as and to the extent expressly modified by this Amendment, the Merger Agreement is not otherwise being amended, modified or supplemented and shall remain in full force and effect in accordance with its terms.

3. **General Provisions**. Article 9 of the Merger Agreement shall apply to this Amendment *mutatis mutandis* and to the Merger Agreement as modified by this Amendment, taken together as a single agreement, reflecting the terms as modified hereby.

[Signature pages follow]

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IN WITNESS WHEREOF, the Parties have caused this Amendment to be signed, all as of the date first written above.

**PARENT:**

ROCHE HOLDINGS, INC.

By: /s/ Bruce Resnick  
Name: Bruce Resnick  
Title: Vice President

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IN WITNESS WHEREOF, the Parties have caused this Amendment to be signed, all as of the date first written above.

**MERGER SUB:**

022019 MERGER SUBSIDIARY, INC.

By: /s/ Bruce Resnick  
Name: Bruce Resnick  
Title: President

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IN WITNESS WHEREOF, the Parties have caused this Amendment to be signed, all as of the date first written above.

**COMPANY:**

SPARK THERAPEUTICS, INC.

By: /s/ Jeffrey D. Marrazzo  
Name: Jeffrey D. Marrazzo  
Title: Chief Executive Officer

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