
**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. 5)

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)

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

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee**
\$4,805,265,563.50	\$582,398.19

* 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 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.

This Amendment No. 5 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 set forth in Section 16—"Certain Legal Matters; Regulatory Approvals—Regulatory Matters" of the Offer to Purchase under the "*U.S. Antitrust*" subsection is hereby amended and restated in its entirety and replaced by the paragraphs set forth below.

Under the HSR Act and the rules that have been promulgated thereunder, certain acquisition transactions may not be consummated unless Premerger Notification and Report Forms have been filed with the Federal Trade Commission (the “FTC”) and the Antitrust Division of the United States Department of Justice (the “Antitrust Division”) and certain waiting period requirements have been satisfied. The purchase of Shares pursuant to the Offer and the Merger is subject to such requirements.

Each of Parent and Spark filed a Premerger Notification and Report Form under the HSR Act with respect to the Offer and the Merger with the Antitrust Division and the FTC on March 1, 2019. On March 18, 2019, Parent withdrew the March 1, 2019 filing and refiled the Premerger Notification and Report Form with respect to the Offer and the Merger with the Antitrust Division and the FTC. Parent subsequently withdrew the March 18, 2019 filing effective on April 2, 2019 and Parent and Spark each refiled their respective Premerger Notification and Report Forms. Effective April 25, 2019, Parent withdrew the April 10, 2019 filing. Parent and Spark intend to each refile their respective Premerger Notification and Report Forms on or about May 9, 2019. Following such refile by Parent, the waiting period applicable to the purchase of the Shares pursuant to the Offer will expire at 11:59 p.m., New York City time, on or about May 24, 2019, but this period may be shortened if the FTC or the Antitrust Division, as applicable, grants “early termination” of the waiting period, or it may change if Parent voluntarily withdraws and refiles its Premerger Notification and Report Form in order to restart the 15-day waiting period or if the reviewing agency issues a formal request for additional information and documentary material. If such a request is made, the waiting period will be extended until 11:59 p.m., New York City time, on the date that is ten calendar days after substantial compliance by Parent with such request. Thereafter, such waiting period can be extended only by court order or agreement of Parent, Purchaser, Spark and the Antitrust Division or the FTC, as applicable. See “—Section 15—Conditions to the Offer” for certain conditions to the Offer, including conditions with respect to certain governmental actions, and “—Section 13—The Transaction Documents—The Merger Agreement—Termination” for certain termination rights pursuant to the Merger Agreement with respect to certain governmental actions. It is also possible that Parent and Spark could enter into a timing agreement with the reviewing agency that could affect the timing of the closing of the transactions contemplated by the Merger Agreement.

2. The information set forth in Items 1 through 9 and Item 11 of the Schedule TO is hereby amended and supplemented by adding the following text thereto:

On April 26, 2019, in connection with the withdrawn Premerger Notification and Report Forms under the HSR Act, pursuant to the Merger Agreement, Parent extended the expiration of the Offer. The Offer was previously scheduled to expire at 12:00 midnight, New York City Time, at the end of the day on May 2, 2019. The expiration date of the Offer is extended to 5:00 p.m., New York City Time, on June 3, 2019, unless further extended. The Depository has advised Parent that, as of 5:00 p.m., New York City time, on April 25, 2019, approximately 10,005,799 Shares (none of which were tendered by Notice of Guaranteed Delivery) had been validly tendered and received, and not validly withdrawn, pursuant to the Offer, representing approximately 26.1% of the outstanding Shares.

On April 26, 2019, Parent issued a media release relating to the withdrawn Premerger Notification and Report Form and announcing the extension of the Offer. The full text of the press release is attached as Exhibit (a)(5)(xvi) to the Schedule TO and is incorporated herein by reference.

3. Amendments to the Offer to Purchase and the exhibits to the Schedule TO:

The information set forth in 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, is hereby amended and supplemented as follows:

All references to (i) “12:00 midnight, New York City Time, at the end of the day on May 2, 2019” or (ii) “12:00 Midnight, New York City Time, at the end of the day on May 2, 2019” forth in the Offer to Purchase (Exhibit (a)(1)(i)), Letter of Transmittal (Exhibit (a)(1)(ii)), Notice of Guaranteed Delivery (Exhibit (a)(1)(iii)), Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees (Exhibit (a)(1)(iv)), and Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees (Exhibit (a)(1)(v)) are hereby amended and replaced with “5:00 p.m., New York City time, on June 3, 2019”.

4. 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. We are also aware of one lawsuit pending 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 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. The action is captioned *Grant v. Bennett, et al.*, Case No. 1:19-cv-02615. 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:

Exhibit No.	Description
(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.

* 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: April 26, 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

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.
(b)	Not applicable.
(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.
(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.

* Filed herewith

Media Release



Roche and Spark Therapeutics, Inc. announce withdrawal and refiling of Premerger Notification and Report Form under the HSR Act and extension of tender offer for shares of Spark Therapeutics, Inc.

- **Withdrawing and refiling the Premerger Notification and Report Form provides additional time for government to complete regulatory review**

Basel, 26 April 2019 - Roche (SIX: RO, ROG; OTCQX: RHHBY) and Spark Therapeutics, Inc. (NASDAQ: ONCE) ("Spark") today announced that Roche has withdrawn its Premerger Notification and Report Form under the Hart-Scott-Rodino Act (the "HSR Act") in connection with Roche's pending acquisition of Spark pursuant to its previously announced tender offer to purchase all of the outstanding shares of common stock (the "Shares") of Spark for USD 114.50 per Share, net to the seller thereof in cash, without interest and subject to any withholding taxes required by applicable law and upon the terms and subject to the conditions set forth in the Offer to Purchase dated March 7, 2019 (as it may be amended and supplemented from time to time, the "Offer"). The review of the transaction is ongoing, and the parties are actively working with the government to facilitate that process. In order to provide the government with additional time to complete its current review, Roche has elected to withdraw and refile the Premerger Notification and Report Form under the HSR Act.

Roche and Spark intend to refile their respective Premerger Notification and Report Forms on or about May 9, 2019. Following the refiling by Roche, the waiting period applicable to the pending acquisition will expire at 11:59 p.m., New York City time, on or about May 24, 2019, but this period may be shortened if the government grants "early termination" of the waiting period, or it may change if Roche voluntarily withdraws and Roche refiles its Premerger Notification and Report Forms in order to restart the 15-day waiting period or if the reviewing agency issues a formal request for additional information and documentary material.

Closing of the Offer is conditioned upon, among other customary closing conditions, the expiration or termination of the applicable waiting period under the Hart-Scott-Rodino Antitrust Improvements Act. As a result of the withdrawal and refiling of the Premerger Notification and Report Form, the conditions to the Offer are not expected to be satisfied at the currently scheduled expiration of the tender offer. Therefore,

F. Hoffmann-La Roche Ltd

4070 Basel
Switzerland

Group Communications
Roche Group Media Relations

Tel. +41 61 688 88 88
www.roche.com

Roche is extending the offering period of the Offer, which was previously scheduled to expire at 12:00 midnight, New York City time, at the end of Thursday, May 2, 2019, until 5:00 p.m., New York City time, on Monday, June 3, 2019, unless it is extended further under the circumstances set forth in the Agreement and Plan of Merger, dated February 22, 2019, by and among Roche Holdings, Inc., 022019 Merger Subsidiary, Inc., and Spark. All terms and conditions of the Offer shall remain unchanged during the extended period.

Citibank, N.A., the depository for the Offer, has advised Roche that, as of 5:00 p.m., New York City time, on April 25, 2019, the last business day prior to the announcement of the extension of the Offer, approximately 10,005,799 Shares of Spark (none of which were tendered by notice of guaranteed delivery) had been validly tendered and received, and not validly withdrawn, pursuant to the Offer, representing approximately 26.1% of Spark's outstanding Shares. Shareholders who have already tendered their Shares of Spark do not have to re-tender their Shares or take any other action as a result of the extension of the expiration date of the Offer.

MacKenzie Partners, Inc. is acting as information agent for the Offer. Requests for documents and questions regarding the Offer may be directed to MacKenzie Partners, Inc. by telephone, toll-free at (800) 322-2885 (please call (212) 929-5500 (collect) if you are located outside the US or Canada) or via email at tenderoffer@mackenziepartners.com.

About Spark Therapeutics

Spark Therapeutics is a fully integrated, commercial company committed to discovering, developing and delivering gene therapies. The company challenges the inevitability of genetic diseases, including blindness, haemophilia, lysosomal storage disorders and neurodegenerative diseases.

Founded in March 2013 as a result of the technology and know-how accumulated over two decades at Children's Hospital of Philadelphia (CHOP), Spark Therapeutics' investigational therapies have the potential to provide long-lasting effects, dramatically and positively changing the lives of patients with conditions where no, or only palliative, therapies exist. Greater understanding of the human genome and genetic abnormalities have allowed Spark Therapeutics' scientists to tailor investigational therapies to patients suffering from very specific genetic diseases. This approach holds great promise in developing effective treatments to a host of inherited diseases.

Spark Therapeutics is headquartered in Philadelphia, Pennsylvania.

About Roche

Roche is a global pioneer in pharmaceuticals and diagnostics focused on advancing science to improve people's lives. The combined strengths of pharmaceuticals and diagnostics under one roof have made Roche the leader in personalised healthcare – a strategy that aims to fit the right treatment to each patient in the best way possible.

Roche is the world's largest biotech company, with truly differentiated medicines in oncology, immunology, infectious diseases, ophthalmology and diseases of the central nervous system. Roche is also the world leader in in vitro diagnostics and tissue-based cancer diagnostics, and a frontrunner in diabetes management.

Founded in 1896, Roche continues to search for better ways to prevent, diagnose and treat diseases and make a sustainable contribution to society. The company also aims to improve patient access to medical innovations by working with all relevant stakeholders. Thirty medicines developed by Roche are included in the World Health Organization Model Lists of Essential Medicines, among them life-saving antibiotics, antimalarials and cancer medicines. Moreover, for the tenth consecutive year, Roche has been recognised as the most sustainable company in the Pharmaceuticals Industry by the Dow Jones Sustainability Indices (DJSI).

The Roche Group, headquartered in Basel, Switzerland, is active in over 100 countries and in 2018 employed about 94,000 people worldwide. In 2018, Roche invested CHF 11 billion in R&D and posted sales of CHF 56.8 billion. Genentech, in the United States, is a wholly owned member of the Roche Group. Roche is the majority shareholder in Chugai Pharmaceutical, Japan. For more information, please visit www.roche.com.

All trademarks used or mentioned in this release are protected by law.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

SOME OF THE STATEMENTS CONTAINED IN THIS ANNOUNCEMENT ARE FORWARD-LOOKING STATEMENTS, INCLUDING STATEMENTS REGARDING, AMONG OTHER THINGS, THE EXPECTED CONSUMMATION OF THE TRANSACTION, WHICH INVOLVES A NUMBER OF RISKS AND UNCERTAINTIES, INCLUDING THE SATISFACTION OF CLOSING CONDITIONS FOR THE TRANSACTION, INCLUDING REGULATORY APPROVAL, THE TENDER OF A MAJORITY OF THE OUTSTANDING SHARES OF COMMON STOCK OF SPARK THERAPEUTICS, THE POSSIBILITY THAT THE TRANSACTION WILL NOT BE COMPLETED, AND OTHER RISKS AND UNCERTAINTIES DISCUSSED IN SPARK THERAPEUTICS' PUBLIC FILINGS WITH THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION (THE "SEC"), INCLUDING THE "RISK FACTORS" SECTIONS OF SPARK THERAPEUTICS' ANNUAL REPORT ON FORM 10-K FOR THE YEAR ENDED DECEMBER 31, 2018, AND IN ANY SUBSEQUENT PERIODIC REPORTS ON FORM 10-Q AND FORM 8-K, AS WELL AS THE TENDER OFFER DOCUMENTS FILED BY ROCHE AND ITS ACQUISITION SUBSIDIARY AND THE

SOLICITATION/RECOMMENDATION FILED BY SPARK THERAPEUTICS. THESE STATEMENTS ARE BASED ON CURRENT EXPECTATIONS, ASSUMPTIONS, ESTIMATES AND PROJECTIONS, AND INVOLVE KNOWN AND UNKNOWN RISKS, UNCERTAINTIES AND OTHER FACTORS THAT MAY CAUSE RESULTS, LEVELS OF ACTIVITY, PERFORMANCE OR ACHIEVEMENTS TO BE MATERIALLY DIFFERENT FROM ANY FUTURE STATEMENTS. THESE STATEMENTS ARE GENERALLY IDENTIFIED BY WORDS OR PHRASES SUCH AS "BELIEVE", "ANTICIPATE", "EXPECT", "INTEND", "PLAN", "WILL", "MAY", "SHOULD", "ESTIMATE", "PREDICT", "POTENTIAL", "CONTINUE" OR THE NEGATIVE OF SUCH TERMS OR OTHER SIMILAR EXPRESSIONS. IF UNDERLYING ASSUMPTIONS PROVE INACCURATE OR UNKNOWN RISKS OR UNCERTAINTIES MATERIALIZE, ACTUAL RESULTS AND THE TIMING OF EVENTS MAY DIFFER MATERIALLY FROM THE RESULTS AND/OR TIMING DISCUSSED IN THE FORWARD-LOOKING STATEMENTS, AND YOU SHOULD NOT PLACE UNDUE RELIANCE ON THESE STATEMENTS. ROCHE AND SPARK THERAPEUTICS DISCLAIM ANY INTENT OR OBLIGATION TO UPDATE ANY FORWARD-LOOKING STATEMENTS AS A RESULT OF DEVELOPMENTS OCCURRING AFTER THE PERIOD COVERED BY THIS REPORT OR OTHERWISE.

ADDITIONAL INFORMATION AND WHERE TO FIND IT

THIS ANNOUNCEMENT IS FOR INFORMATIONAL PURPOSES ONLY AND DOES NOT CONSTITUTE AN OFFER TO PURCHASE OR A SOLICITATION OF AN OFFER TO SELL ANY SHARES OF THE COMMON STOCK OF SPARK THERAPEUTICS. THE TENDER OFFER IS ONLY BEING MADE PURSUANT TO AN OFFER TO PURCHASE AND RELATED MATERIALS. ROCHE AND ITS ACQUISITION SUBSIDIARY FILED A TENDER OFFER STATEMENT ON SCHEDULE TO WITH THE SEC ON MARCH 7, 2019, AND SPARK THERAPEUTICS FILED A SOLICITATION/RECOMMENDATION STATEMENT ON SCHEDULE 14D-9 WITH RESPECT TO THE OFFER WITH THE SEC ON MARCH 7, 2019, IN EACH CASE AS AMENDED FROM TIME TO TIME. INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THESE MATERIALS (INCLUDING AN OFFER TO PURCHASE, A RELATED LETTER OF TRANSMITTAL AND CERTAIN OTHER TENDER OFFER DOCUMENTS), AS THEY MAY BE AMENDED FROM TIME TO TIME, CAREFULLY BEFORE ANY DECISION IS MADE WITH RESPECT TO THE TENDER OFFER SINCE THEY CONTAIN IMPORTANT INFORMATION, INCLUDING THE TERMS AND CONDITIONS OF THE OFFER. THE OFFER TO PURCHASE, SOLICITATION/RECOMMENDATION STATEMENT AND RELATED MATERIALS HAVE BEEN FILED WITH THE SEC, AND INVESTORS AND SECURITY HOLDERS MAY OBTAIN A FREE COPY OF THESE MATERIALS AND OTHER DOCUMENTS FILED BY ROCHE AND SPARK THERAPEUTICS WITH THE SEC AT THE WEBSITE MAINTAINED BY THE SEC AT WWW.SEC.GOV. INVESTORS AND SECURITY HOLDERS MAY ALSO OBTAIN FREE COPIES OF THE SOLICITATION/RECOMMENDATION STATEMENT AND OTHER DOCUMENTS FILED WITH THE SEC BY SPARK THERAPEUTICS AT WWW.SPARKTX.COM.

Roche Group Media Relations

Phone: +41 61 688 8888 / e-mail: media.relations@roche.com

- Nicolas Dunant (Head)
- Patrick Barth
- Ulrike Engels-Lange
- Simone Oeschger
- Anja von Treskow

IN THE UNITED STATES DISTRICT COURT FOR NORTHERN, EAST ILLINOIS

CALVIN A. GRANT, MD
1123 North Oak Park Avenue
Oak Park, IL 60302
Plaintiff,
v.

Drs. Jean Bennett and Albert MacGuire, BOARD OF TRUSTEES, UNIVERSITY OF
PENNSYLVANIA
Office of the University Secretary
1 College Hall, Room 211
Philadelphia, PA 19104-6303

SPARK THERAPEUTICS, INC
3737 Market Street
Philadelphia, PA 19104

ROCHE HOLDINGS, INC
GENENTECH, INC
1 DNA Way
South San Francisco, CA 94080

Defendants

BASIS OF JURISDICTION

1. Federal courts under 28 U.S.C. § 1331, a case arising under the United States Constitution or federal laws or treaties is a federal question case. Under 28 U.S.C. § 1332, a case in which a citizen of one State sues a citizen of another State or nation and the amount at stake is more than \$75,000 is a diversity of citizenship case. The parties are located in three different States: Illinois, Pennsylvania, and California. Under 28 U.S.C. § 1338 any civil litigation regarding patents. 37 CFR 401 Bayh Dole Regulations, 31 U.S.C. §§. 3728-3733 False claims act, blocking Roche Holdings Inc's acquisition of deceptive Stark Therapeutics stock 15 U.S.C § 78.

COMPLAINT

Calvin A Grant, MD brings this emergent civil action to invalidate or reassign the University of Pennsylvania patent portfolio related to adeno-associated virus mediated retinal gene delivery, invalidate or reassign all licenses held by Spark Therapeutics, Inc, and to enjoin Roche Holdings acquisition of Spark Therapeutics, Inc. Plaintiff alleges as follows:

NATURE OF THE ACTION

1. This is an action for relief from copyright infringement, intellectual property appropriation, False Claim Act 31 U.S.C 3729-3733, Possession and creation of false papers to defraud NIH 18 U.S.C 1002,
 2. The plaintiff alleges that the Defendants Drs Jean Bennett and Albert Macquire and the University of Pennsylvania (BMP) stole his application from a central service and coerced an interview for an ophthalmology under the inferred penalty of black listing from other programs.
 3. The plaintiff alleges that the Defendants stole his research ideas outright related AAV and the treatment of RPE related disease and incorporated this ideas and data into NIH grant to completing R01 EY10820-05 Application number 2164959.
 4. The plaintiff received full acknowledgment from the University of Pennsylvania School of Medicine/department of ophthalmology for his breakthrough discovery AAV and was awarded the Oliver Prize of 1996 for outstanding research. Of the note, the department of ophthalmology became aware of this research through his forced interview as the project was not completed at the University of Pennsylvania but completed at Harvard Medical School.
 5. The plaintiff alleges that Drs. Jean Bennett and Albert Macquire purposely and fraudulently excluded mention of his work from 1994 despite having full knowledge from divert discussions, conference presentation, and papers of his work in their papers and patents.
-

6. The plaintiff seeks injunctive and declaratory relief, compensatory damages, liquidated damages, public acknowledgment and announcement of his discovery from the defendants.

7. The plaintiff seeks through court order to exercise the *march-in* provision of the Bayh-Dole regulations by the government and the transferral of all AAV patents granted from the defendants to the plaintiff and to place himself as lead inventor with full royalties rights from all AAV patents granted to the defendants. The NIH and NEI are not able to act with impartiality given the vast fraudulent history created by the University of Pennsylvania.

8. The plaintiff seeks an injunctive relief for licensing of all AAV patents by the University of Pennsylvania

9. The plaintiff seeks an injunction of the acquisition of Spark Therapeutics by Roche Holdings, Inc.

1. Gene therapy modalities have offered lasting treatment for a multitude of inherited to acquired diseases. Recombinant adeno-associated viruses have cemented their role as a leading tool in gene therapy. Spark Therapeutics, Inc. has launched Luxturna for the treatment for RPE65 related Leber Congenital Amaurosis, an orphan disease. Luxturna is the sole commercially available product of Spark Therapeutics, Inc. that has been FDA approved that is on the market. Primarily Drs. Jean Bennett and Albert Macquire have asserted themselves as the inventors of this technology; and, through the University of Pennsylvania sought and obtained patents which have been licensed to Spark Therapeutics, Inc.

2. Roche Holdings, Inc has offered to acquire outstanding stock for Spark Therapeutics for \$114.5 per share for an accumulative offer of \$4.8 billion dollars. The offering company expects to complete its merge by June 2019. Presently, shareholders have sued to block the acquisition viewing the offer as being undervalued.

3. Calvin A. Grant, MD was a medical student at the University of Pennsylvania from 1991 to 1996. In 1993, Dr. Grant applied for and received a Howard Hughes Medical Student Fellowship to pursue his interest in gene therapy. In 1993-1994, Dr. Grant independently sought to develop AAV as vector for DNA delivery to the retina. Adenovirus had been used for viral delivery the retina with disappointing results. Dr. Grant independent of University of Pennsylvania went to Harvard Medical School/Mass Eye and Ear infirmary and demonstrated lasting gene delivery to retina with AAV in the fall 1994, three years prior to Jean Bennett working with AAV. Within weeks of this discovery, Drs. Anthony Adamis (now SVP of Roche Holdings, Inc) and Joan Miller, MD were informed of this discovery in a face to face meeting at Harvard and were kept abreast of his progress. Subsequently, Dr Grant was the first in the world to present and publish his findings at the Howard Hughes Medical Student Forum in 1995. Dr. Grant applied to HMS/Mass Eye and Ear Infirmary and other institutions excluding the University of Pennsylvania given Albert Macquire repeated characterization of

premature African American babies as low worth babies in an open lecture among other slights. The University of Pennsylvania department of ophthalmology committed wire fraud to obtain his application under false pretenses from the San Francisco Matching Program and forced him undergo an interview for the residency under the threat of black listing is application to other programs. During the interview, Dr Grant was asked the most rudimentary questions about AAV to the most advanced targets for gene therapy, including targets for trials. And Jean Bennett was present at the interview although the interviews were supposed to be for a clinical and a non research residency training program. During the interview, Dr Grant revealed under duress that the RPE diseases and according LCA would be a worthy target for gene delivery and that he reduced this gene therapy concept to practice, in that GM 1 Gangliosidosis affects the RPE and genes were replaced in this tissue. Furthermore, given the basic construction of the AAV vector a gene of interest could be simply cassetted into the backbone of the vector and construction other vectors was obvious. Dr. Grant was awarded the Oliver Prize 1996 for outstanding research by a medical student for the AAV work by the department of ophthalmology; however, the work was not completed or performed at the University of Pennsylvania.

4. Drs Bennett and Macquire failed disclose and acknowledge conversations and information gleaned from Dr Grant in patents and literature. They failed to include Dr Grant's Howard Hughes Medical Student Forum first publication that was attended by University of Pennsylvania School of Medicine, Dr. Glen Gaulton in 1995 nor did they site Dr. Grant's second publication October 1997 in Current Eye Research on the matter.

DEMAND FOR JURY TRIAL

Plaintiff demands a jury trial on all causes of action and claims to which they have a right to a jury trial.

Respectfully submitted,

/s/ Calvin A Grant, MD

Calvin A Grant, MD
Pro Se

SPARK Q&A REGARDING WITHDRAWAL AND REFILING NOTIFICATION

1. What is the purpose of the FTC (Federal Trade Commission) withdraw and refile notification?

In order to provide the FTC with additional time to complete its current review, the parties have elected to withdraw and refile the notification form with the FTC. This was done in agreement with Spark and the relevant FTC stakeholders and is not unusual in a transaction of this type.

2. Is there a problem with the on-going FTC review?

As a matter of policy, we do not comment on ongoing FTC reviews.

3. What is the Federal Trade Commission's (FTC) role in general?

The FTC is a bipartisan federal agency with a dual mission to protect consumers and promote competition. The FTC typically monitors business practices and reviews potential mergers to ensure that the market works according to consumer preferences.

(source: www.ftc.gov)

4. Can you give more details about the FTC review?

No. As a matter of policy, we do not comment on ongoing FTC reviews.

5. Are the FTC concerns mainly around haemophilia?

As a matter of policy, we do not comment on ongoing FTC reviews.

6. Is the transaction at risk?

Both Roche and Spark were aware that FTC review and clearance would be required for the transaction. This step in the process allows the FTC more time to complete its review and is not unusual in a transaction of this type.

As a result of the withdrawal and refiling, the conditions to the tender offer are not expected to be satisfied at the currently scheduled expiration of the tender offer. Therefore, Roche is extending the offering period, which was previously scheduled to expire on Thursday, May 2, 2019, until Monday, June 3, 2019 in order to provide additional time for the FTC to complete its review and for the satisfaction of the conditions to the tender offer.

In a transaction of this type, a significant portion of shareholders customarily tender their shares during the last day of the tender offer period. Therefore, we do not view the level of tendered shares at this time as in any way indicative of shareholder support for the transaction.

7. Is this related to the recent lawsuit filed on behalf of Spark shareholders?

As a matter of policy, we cannot comment on legal matters.

8. Does this change the previously stated estimate of Q2 deal closing?

There is no change in assumptions. We expect it will be completed according to our guidance in the first half of 2019.

9. Are there concerns about shareholder support?

We believe our offer, which has been unanimously recommended by the board of Spark, to be full and fair. Shareholders need to tender more than 50 percent of the total number of shares of Spark common stock outstanding in order to satisfy the minimum condition to complete the tender offer.

In a transaction of this type, a significant portion of shareholders customarily tender their shares during the last day of the tender offer period. Therefore, we do not view the level of tendered shares at this time as in any way indicative of shareholder support for the transaction.

10. On April 3 you communicated that approximately 29.4% of Spark's outstanding Shares have been validly tendered and received. Now on April 26, you have communicated a lower percentage (26.1%). Is this an indication that shareholders are less supportive of the deal?

In a transaction of this type, a significant portion of shareholders customarily tender their shares during the last day of the tender offer period. A change in the number of tendered shares during the tender offer period is not unusual. Until the end of the offer period, shareholders have the right to tender their shares, withdraw and re-tender them. Therefore, we do not view the level of tendered shares at this time as in any way indicative of shareholder support for the transaction.
