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

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**SCHEDULE 14D-9**  
(Rule 14d-101)  
(Amendment No. 6)

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

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**Spark Therapeutics, Inc.**  
(Name of Subject Company)

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**Spark Therapeutics, Inc.**  
(Name of Person(s) Filing Statement)

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

84652J103  
(CUSIP Number of Class of Securities)

Joseph W. La Barge  
Chief Legal Officer  
Spark Therapeutics, Inc.  
3737 Market Street  
Suite 1300

Philadelphia, Pennsylvania 19104  
(888) 772-7560

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

*With copies to:*

Stuart M. Cable, Esq.  
Lisa R. Haddad, Esq.  
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100 Northern Avenue  
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Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

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This Amendment No. 6 (this “*Amendment No. 6*”) amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 (as amended or supplemented from time to time, the “*Schedule 14D-9*”) filed by Spark Therapeutics, Inc., a Delaware corporation (the “*Company*,” “*Spark*,” “*we*” or “*us*”), with the Securities and Exchange Commission (the “*SEC*”) on March 7, 2019.

The Schedule 14D-9 relates to the cash tender offer (the “*Offer*”) by 022019 Merger Subsidiary, Inc., a Delaware corporation (“*Merger Sub*”), a wholly owned subsidiary of Roche Holdings, Inc., a Delaware corporation (“*Roche Holdings*”), to acquire all of the issued and outstanding shares of common stock, par value \$0.001 per share (the “*Shares*” and each, a “*Share*”), at a price per Share equal to \$114.50, net to the seller of such Shares in cash, without interest, subject to any withholding of taxes required by applicable law. The Offer is disclosed in the Tender Offer Statement on Schedule TO (together with any amendments or supplements thereto, the “*Schedule TO*”), filed by Roche Holdings and Merger Sub with the SEC on March 7, 2019, and is made upon the terms and subject to the conditions set forth in the Offer to Purchase, dated March 7, 2019 (together with any amendments or supplements thereto, the “*Offer to Purchase*”), and in the related Letter of Transmittal.

The information in the Schedule 14D-9, including all exhibits and annexes that were previously filed with the Schedule 14D-9, is incorporated in this Amendment No. 6 by reference, except that such information is hereby amended or supplemented to the extent specifically provided herein. Capitalized terms used herein and not defined shall have the meanings ascribed to them in the Schedule 14D-9 and page number references herein refer to the Schedule 14D-9.

**Item 2. Identity and Background of Filing Person.**

Item 2 of the Schedule 14D-9 under the heading “*Tender Offer and Merger*” is hereby further amended and supplemented by adding the following paragraph after the last paragraph of such section:

“On July 5, 2019, the Company, Roche Holdings and Merger Sub entered into Amendment No. 1 to the Merger Agreement (“*Amendment No. 1*”), pursuant to which the End Date (as defined below) may be extended to April 30, 2020.”

**Item 3. Past Contacts, Transactions, Negotiations and Agreements.**

Item 3 of the Schedule 14D-9 under the heading “*Arrangements between the Company, Roche Holdings and Merger Sub—Merger Agreement*” is hereby amended and supplemented by adding the following paragraph after the fourth paragraph of such section:

“On July 5, 2019, the Company, Roche Holdings and Merger Sub entered into Amendment No. 1. The consummation of the Offer remains subject to certain conditions, including (1) the expiration or termination of the waiting period under the HSR Act and other applicable antitrust laws and (2) that no governmental entity of competent jurisdiction has enacted, issued, promulgated, enforced or entered any injunction, order or other law that is in effect and restrains, enjoins or otherwise prohibits consummation of the Offer, the Merger or the other transactions contemplated by the Merger Agreement, or any governmental entity has instituted any legal proceeding that seeks to or that would do any of the foregoing, or that imposes (or seeks to impose) a burdensome condition (the “*Regulatory Conditions*”). Under the terms of the Merger Agreement, December 31, 2019 is the date upon which, subject to the terms of the Merger Agreement, either the Company or Roche Holdings would have the right to terminate the Merger Agreement if the

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Offer has not been consummated on or before such date (the “*End Date*”), provided that if on such date the Regulatory Conditions (with respect to antitrust laws) have not been satisfied, either Roche Holdings or the Company may extend the End Date to January 31, 2020 (the “*Extended End Date*”). Under the terms of Amendment No. 1, Roche Holdings and the Company have agreed to extend the Extended End Date to April 30, 2020 in order to provide the parties with additional time to satisfy the Regulatory Conditions (with respect to antitrust laws) in the event that additional time is necessary. The foregoing summary is qualified in its entirety by reference to Amendment No. 1, which is filed as Exhibit (e)(18) to this Schedule 14D-9 and is incorporated herein by reference.”

**Item 8. Additional Information.**

Item 8 of the Schedule 14D-9 is hereby further amended and supplemented by replacing the paragraph entitled “*Legal Proceedings Related to the Offer and the Merger*” in its entirety with the following:

“On March 7, 2019, a putative securities class action complaint, *Wang v. Spark Therapeutics, Inc. et al.*, No. 1:19-cv-00479 (the “*Wang Complaint*”), was filed in the United States District Court for the District of Delaware by purported Spark shareholder Elaine Wang against Spark and Spark’s directors in connection with the Transactions. On March 11, 2019, a putative securities class action complaint, *Kent v. Spark Therapeutics, Inc. et al.*, No. 1:19-cv-00485 (the “*Kent Complaint*”), was filed in the United States District Court for the District of Delaware by purported Spark shareholder Michael Kent against Spark, Spark’s directors, Merger Sub, and Roche Holdings in connection with the Transactions. On March 18, 2019, a putative securities class action complaint, *Newman v. Spark Therapeutics, Inc. et al.*, No. 1:19-cv-00528 (the “*Newman Complaint*”), was filed in the United States District Court for the District of Delaware by purported Spark shareholder Arthur Newman against Spark and Spark’s directors in connection with the Transactions. On March 20, 2019, a complaint, *Gomez v. Spark Therapeutics, Inc. et al.*, No. 1:19-cv-02487 (the “*Gomez Complaint*”), was filed in the United States District Court for the Southern District of New York by purported Spark shareholder Zarrin Gomez against Spark and Spark’s directors in connection with the Transactions. The Wang Complaint, the Kent Complaint, the Newman Complaint, and the Gomez Complaint allege that the Schedule 14D-9 filed on March 7, 2019 in connection with the Transactions omitted certain supposedly material information. The Wang Complaint, the Kent Complaint, the Newman Complaint, and the Gomez Complaint assert claims against all the defendants for violation of Section 14(e) of the Exchange Act, and against Spark’s directors, and in the case of the Kent Complaint, Roche Holdings, and in the case of the Gomez Complaint, Spark, for violation of Section 20(a) of the Exchange Act. The Wang Complaint, the Kent Complaint, and the Gomez Complaint also assert claims against all defendants for violation of Section 14(d) of the Exchange Act. The Wang Complaint, the Kent Complaint, the Newman Complaint, and the Gomez Complaint seek declaratory and injunctive relief, as well as damages and attorneys’ fees and costs. On April 18, 2019, a complaint, *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 licensing of all adeno-associated virus patents by the University of Pennsylvania to the Company 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. The Company and the board of directors of the Company believe that the Wang Complaint, the Kent Complaint, the Newman Complaint, and the Gomez Complaint are without merit and the Company, the board of directors of the Company, Merger Sub, and Roche Holdings intend to defend vigorously against such claims. Additional similar cases may also be filed in connection with the Offer or the Merger.”

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**Item 9. Exhibits.**

Item 9 of the Schedule 14D-9 is hereby amended and supplemented by adding the following Exhibits to the list of Exhibits:

<u>Exhibit No.</u>	<u>Description</u>
(a)(5)(P)	Email sent to Spark Therapeutics, Inc. employees from Severin Schwan, CEO of the Roche Group dated July 8, 2019 (incorporated by reference to Exhibit (a)(5)(xxii) to the Schedule TO).
(e)(18)	Amendment No. 1 to Agreement and Plan of Merger, dated as of July 5, 2019, among Spark Therapeutics, Inc., Roche Holdings, Inc. and 022019 Merger Subsidiary, Inc. (incorporated by reference to Exhibit (d)(3) to the Schedule TO).

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*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: July 8, 2019

Spark Therapeutics, Inc.

By: /s/ Joseph W. La Barge

Name: Joseph W. La Barge

Title: Chief Legal Officer