
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

SCHEDULE TO

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 2)

Lumos Pharma, Inc.

(Name of Subject Company (Issuer))

DPV MergerSub, Inc.

a wholly-owned subsidiary of

DPV Parent, Inc.

a wholly-owned subsidiary of

Double Point Ventures LLC

(Names of Filing Persons (Offerors))

Common Stock, \$0.01 par value per share

(Title of Class of Securities)

55028X109

(CUSIP Number of Class of Securities)

Christopher Uzpen

President

DPV Parent, Inc.

P.O. Box 4184

Greenwich, CT 06831

(203) 618-5800

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

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.

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:

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 to the Tender Offer Statement on Schedule TO (this “*Amendment*”) amends and supplements the Tender Offer Statement on Schedule TO, originally filed with the Securities and Exchange Commission (the “*SEC*”) on November 13, 2024 (as amended by Amendment No. 1 thereto filed with the SEC on November 29, 2024, and as amended hereby, the “*Schedule TO*”) and relates to the offer by DPV MergerSub, Inc., a Delaware corporation (the “*Purchaser*”) and wholly-owned subsidiary of DPV Parent, Inc., a Delaware corporation (“*DPV Parent*”), which is a wholly-owned subsidiary of Double Point Ventures LLC, a Delaware limited liability company (“*DPV*”), to purchase all of the outstanding shares of common stock, par value \$0.01 per share (the “*Shares*”), of Lumos Pharma, Inc., a Delaware corporation (“*Lumos*”), in exchange for \$4.25 in cash, without interest, subject to any withholding of taxes required by applicable law, plus (ii) one non-transferable, unsecured contingent value right, which represents the right to receive additional contingent cash consideration (without interest thereon) payable upon achievement of certain milestones, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated November 13, 2024 (as may be amended or supplemented from time to time, the “*Offer to Purchase*”), and in the related Letter of Transmittal, copies of which are filed with the Schedule TO as Exhibits (a)(1)(A) and (a)(1)(B), respectively. This Amendment is being filed on behalf of DPV, DPV Parent and the Purchaser.

Except as otherwise set forth in this Amendment, the information set forth in the Schedule TO remains unchanged and is incorporated herein by reference to the extent relevant to the items to this Amendment. Capitalized terms used but not otherwise defined herein have the respective meanings ascribed to them in the Schedule TO.

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

Items 1 through 9 and Item 11

Items 1 through 9 and Item 11 of the Schedule TO is hereby amended and supplemented by adding the following:

“The Offer and withdrawal rights expired at one minute past 11:59 P.M., New York City time, on December 11, 2024. The Depository advised us that as of such time 6,544,417 Shares were validly tendered into, and not validly withdrawn from, the Offer, representing approximately 75.62% of the then outstanding Shares. All Shares that were validly tendered and not validly withdrawn have been accepted for purchase and paid for by the Purchaser.

As a result of the purchase of Shares in the Offer, the Purchaser had ownership sufficient to effect the Merger under DGCL Section 251(h) without a vote of stockholders of Lumos. Accordingly, DPV Parent has effected the Merger in which the Purchaser merged with and into Lumos, with Lumos surviving the Merger and continuing as a wholly-owned subsidiary of DPV Parent. In the Merger, each Share outstanding (other than (i) Shares held in the treasury of Lumos or owned, directly or indirectly, by Parent or the Purchaser immediately prior to the Effective Time, which were automatically canceled for no consideration, and (ii) Shares owned by Lumos’s stockholders who were entitled to demand and properly demanded appraisal of such Shares pursuant to Section 262 of the DGCL) was converted into the right to receive a price per Share equal to the Offer Price. The Shares ceased to trade on the NASDAQ Global Market at the close of business on December 11, 2024, and Lumos has requested that the NASDAQ Global Market file a Notification of Removal from Listing and/or Registration under Section 12(b) of the Exchange Act on Form 25 to delist and deregister the Shares.

On December 12, 2024, DPV and Lumos issued a press release announcing the expiration and results of the Offer and the consummation of the Merger. The full text of the press release is attached hereto as Exhibit (a)(5)(B) and is incorporated herein by reference.”

Item 12. Exhibits

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

(a)(5)(B)* [Press Release issued by DPV and Lumos dated December 12, 2024.](#)

* Filed herewith

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.

DPV MergerSub, Inc.

By: /s/ Christopher Uzpen

Name: Christopher Uzpen

Title: President

DPV Parent, Inc.

By: /s/ Christopher Uzpen

Name: Christopher Uzpen

Title: President

Double Point Ventures LLC

By: Butterfly Trust Company, its Manager

By: /s/ Christopher Uzpen

Name: Christopher Uzpen

Title: President

Date: December 12, 2024



Lumos Pharma and Double Point Ventures Announce Successful Completion of Tender Offer and Double Point Ventures' Acquisition of Lumos Pharma

AUSTIN, TX and GREENWICH, CT, December 12, 2024 (GLOBE NEWSWIRE) – Lumos Pharma, Inc. (NASDAQ:LUMO) (“Lumos Pharma” or the “Company”), a clinical stage biopharmaceutical company focused on therapeutics for rare diseases, and Double Point Ventures LLC (“DPV”) today announced the successful completion of the previously announced tender offer for Lumos Pharma’s shares at a purchase price of (i) \$4.25 per share in cash at closing, without interest and less applicable tax withholding and (ii) one contingent value right (“CVR”) for each share of common stock outstanding, representing the future right to receive additional contingent cash payments upon the achievement of certain milestone events relating to the level of annual global net revenue of LUM-201 up to the year 2037, different transactions involving Lumos Pharma or its assets that occur within 18 months of closing or certain sales, license or similar revenue-generating agreements entered into within 18 months of closing and that are related to Lumos Pharma’s legacy products other than LUM-201. There can be no assurance any payments will be made with respect to the CVRs. The purchase price of \$4.25 per share represents a total equity value of approximately \$38 million, a premium of 7.6% to Lumos Pharma’s closing share price of \$3.95 on October 22, 2024, and a premium of 10.5% to Lumos Pharma’s 30-trading-day volume weighted average price as of October 22, 2024.

The tender offer expired one minute after 11:59pm Eastern Time on December 11, 2024. As of the expiration of the tender offer, 6,544,417 shares of Lumos Pharma common stock were validly tendered into and not withdrawn pursuant to the offer, representing approximately 75.62% of Lumos Pharma’s outstanding shares. All conditions of the tender offer were satisfied or waived and all shares validly tendered and not validly withdrawn were accepted for payment and DPV or its affiliates is promptly paying for all such tendered shares in accordance with the terms of the tender offer.

As a result of its acceptance of the shares tendered in the tender offer, DPV and its affiliates acquired a sufficient number of shares of Lumos Pharma’s common stock to close the merger without the affirmative vote of Lumos Pharma’s other stockholders, pursuant to Section 251(h) of the Delaware General Corporation Law. As such, the merger was completed today, December 12, 2024.

With the successful completion of the merger, Lumos Pharma will operate as a standalone business of DPV from its current headquarters in Austin, Texas. Each outstanding share of Lumos Pharma’s common stock that was not validly tendered in the tender offer (other than shares owned by affiliates of DPV, Lumos Pharma (as treasury stock) or by any stockholder of Lumos Pharma who is entitled to and properly demanded and perfected appraisal of such shares pursuant to, and complies in all respects with, the applicable provisions of Delaware law) was cancelled and converted into the right to receive (i) an amount in cash equal to \$4.25 per share, without interest and less applicable tax withholding and (ii) one CVR. In addition, the common stock of Lumos Pharma ceased to trade on NASDAQ and a notice of delisting with respect to shares of Lumos Pharma is expected to be filed promptly by NASDAQ.

Advisors

Piper Sandler LLC acted as exclusive financial advisor to Lumos Pharma, and Cooley LLP and Wilson Sonsini Goodrich & Rosati, P.C. acted as legal counsel. Foley & Lardner LLP acted as legal counsel to DPV.

About Lumos Pharma

Lumos Pharma, Inc. is a clinical stage biopharmaceutical company focused on the development and commercialization of therapeutics for rare diseases. The Company was founded and is led by a management team with longstanding experience in rare disease drug development. Lumos Pharma's lead therapeutic candidate, LUM-201, is a novel, oral growth hormone (GH) secretagogue, seeking to transform the ~\$4.7B global GH market from injectable to oral therapy. LUM-201 is currently being evaluated in multiple Phase 2 clinical studies in Pediatric Growth Hormone Deficiency (PGHD) and has received Orphan Drug Designation in both the US and EU. For more information, please visit <https://lumos-pharma.com/>.

About Double Point Ventures

Double Point Ventures is a venture capital fund dedicated to empowering healthcare and life sciences companies in developing groundbreaking drugs, medical devices, and diagnostics, with a mission to enhance patient outcomes and drive meaningful advancements in health.

Cautionary Note Regarding Forward-Looking Statements

This communication contains forward-looking statements within the meaning of U.S. federal securities laws, including, without limitation, statements regarding the payment and timing of payment of the offer consideration to former Lumos common stockholders, the potential payment of proceeds to the former Lumos common stockholders, if any, pursuant to the CVRs and the ability and timing of delisting of Lumos's common stock. Any forward-looking statements in this press release are based on current expectations and beliefs and are subject to a number of risks and uncertainties, including, but not limited to, the risk that the timing of the payment or delisting may be delayed. The words "estimates," "expects," "continues," "intends," "plans," "anticipates," "targets," "may," "will," "would," "could," "should," "potential," "goal," and "effort" and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. These statements are based on current plans, estimates and projections. By their very nature, forward-looking statements involve inherent risks and uncertainties, both general and specific. Lumos cautions that a number of important factors, including those described in this communication, could cause actual results to differ materially from those contemplated in any forward-looking statements. Lumos cautions investors not to place undue reliance on any forward-looking statements. Any forward-looking statements contained in this communication represent Lumos's views only as of the date hereof and should not be relied upon as representing its views as of any subsequent date. Lumos disclaims any obligation to publicly update or revise any such statements to reflect any change in expectations or in events, conditions or circumstances on which any such statements may be based, or that may affect the likelihood that actual results will differ from those set forth in the forward-looking statements.

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Source: Lumos Pharma, Inc.
