
**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. 1)**

LOGICBIO THERAPEUTICS, INC.

(Name of Subject Company (Issuer))

CAMELOT MERGER SUB, INC.

(Offeror)

a wholly owned subsidiary of

ALEXION PHARMACEUTICALS, INC.

(Parent of Offeror)

Common Stock, Par Value \$0.0001 Per Share

(Title of Class of Securities)

54142F102

(CUSIP Number of Class of Securities)

Todd Spalding, Deputy General Counsel

Alexion Pharmaceuticals, Inc.

121 Seaport Boulevard

Boston, MA 02210

Tel. (475) 230-2596

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

Copies to:

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New York, NY 10022

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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

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
 - Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)
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AMENDMENT NO. 1 TO SCHEDULE TO

This Amendment No. 1 (this "Amendment") amends and supplements the Tender Offer Statement on Schedule TO filed by Camelot Merger Sub, Inc., a Delaware corporation ("Purchaser"), and a wholly owned subsidiary of Alexion Pharmaceuticals, Inc., a Delaware corporation ("Parent"), with the U.S. Securities and Exchange Commission on October 18, 2022 (the "Schedule TO"). The Schedule TO relates to the tender offer by Purchaser to purchase, subject to the prior satisfaction or waiver of the Minimum Tender Condition, the Injunction Condition and the Key Employee Conditions (each, as discussed in the Offer to Purchase (as defined below)) and the satisfaction or waiver of certain other conditions, any and all of the issued and outstanding shares of common stock, par value \$0.0001 per share (the "Shares"), of LogicBio Therapeutics, Inc., a Delaware corporation (the "Company"), pursuant to the Agreement and Plan of Merger, dated as of October 3, 2022 (the "Merger Agreement"), by and among the Company, Parent and Purchaser at a price of \$2.07 per Share, to the seller in cash, without interest, less any applicable withholding taxes, upon the terms and subject to the conditions described in the Offer to Purchase, dated October 18, 2022 (the "Offer to Purchase"), and in the related Letter of Transmittal (which, together with the Offer to Purchase and other related materials, each as amended, supplemented or otherwise modified from time to time prior to the date here, constitute the "Offer"), which are annexed to and filed with the Schedule TO as Exhibits (a)(1)(A) and (a)(1)(B), respectively.

Capitalized terms used but not otherwise defined in this Amendment have the meanings given to them in the Offer to Purchase. 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 in this Amendment.

Items 1 through 9 and Item 11.

The disclosure in the Offer to Purchase and Items 1 through 9 and Item 11 of the Schedule TO is amended and supplemented as set forth below:

The Offer and withdrawal rights expired as scheduled at one minute following 11:59 p.m., New York City time, on Tuesday, November 15, 2022, and the Offer was not extended. The Depository has indicated that, as of the Offer Expiration Time, a total of 26,951,294 Shares (excluding the Shares tendered pursuant to guaranteed delivery procedures that had not yet been "received," as such terms are defined by Section 251(h)(6) of the DGCL) were validly tendered (and not validly withdrawn) pursuant to the Offer, representing approximately 81.76% of the issued and outstanding Shares as of the Offer Expiration Time. The number of Shares validly tendered (and not validly withdrawn) pursuant to the Offer satisfied the Minimum Tender Condition. As all Offer Conditions, including the Injunction Condition and the Key Employee Conditions, have been satisfied or waived, Purchaser has irrevocably accepted for payment all such Shares validly tendered (and not validly withdrawn) pursuant to the Offer as of the Offer Expiration Time and will as promptly as practicable (and in any event within two business days) after the Offer Acceptance Time pay for all such Shares in accordance with the Offer.

As a result of its acceptance of the Shares validly tendered (and not validly withdrawn) pursuant to the Offer, Purchaser acquired a sufficient number of Shares to complete the Merger without a vote of the stockholders of the Company pursuant to Section 251(h) of the DGCL. Accordingly, on November 16, 2022, Purchaser expects to effect the Merger under Section 251(h) of the DGCL, pursuant to which Purchaser will merge with and into the Company, with the Company surviving as a wholly owned subsidiary of Parent. At the Effective Time, each Share issued and outstanding immediately prior to the Effective Time (other than Shares (i) irrevocably accepted for purchase by Purchaser in the Offer, (ii) owned by the Company (including as treasury stock) or owned by any direct or indirect wholly owned subsidiary of the Company, in each case immediately prior to the Effective Time, (iii) owned by Parent or Purchaser or any direct or indirect wholly owned subsidiary of Parent or (iv) held by holders who were entitled to demand appraisal rights under Section 262 of the DGCL and have properly exercised and perfected their respective demands for appraisal of such Shares in the time and manner provided in Section 262 of the DGCL and, as of the Effective Time, have neither effectively withdrawn nor lost their rights to such appraisal and payment under the DGCL) will be cancelled and converted into the right to receive the Merger Consideration. Shares described in clauses (i), (ii) and (iii) will be automatically cancelled and retired and will cease to exist at the Effective Time and will not be exchangeable for the Merger Consideration. Shares described in clause (iv) entitle their holders only to the rights granted to them under Section 262 of the DGCL.

At or as promptly as practicable following the Effective Time, Parent intends to cause the Surviving Corporation to delist the Shares from The Nasdaq Global Market, terminate the registration of the Shares under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and suspend the Surviving Corporation's reporting obligations under the Exchange Act.

Item 12. Exhibits.

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

[\(a\)\(5\)\(D\)**](#) [Press Release of Parent, dated November 16, 2022.](#)

** Filed herewith.

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: November 16, 2022

CAMELOT MERGER SUB, INC.

By: /s/ David E. White

Name: David E. White

Title: Treasurer

ALEXION PHARMACEUTICALS, INC.

By: /s/ Sean Christie

Name: Sean Christie

Title: Chief Financial and Administration Officer

News
ReleaseThe AstraZeneca logo features the company name in a dark blue, sans-serif font. To the right of the text is a stylized, golden-yellow molecular structure icon consisting of interconnected lines forming a complex, three-dimensional shape.

Alexion, AstraZeneca Rare Disease, Completes Acquisition of LogicBio® Therapeutics***LogicBio acquisition to build on current collaborations and advancements in genomic medicine***

WILMINGTON, Del., November 16, 2022 – Alexion, AstraZeneca Rare Disease, today announced the completion of its acquisition of LogicBio® Therapeutics, Inc. (NASDAQ: LOGC), a pioneering genomic medicine company.

The acquisition creates an opportunity to accelerate Alexion’s growth in genomic medicines through unique technology, an experienced rare disease R&D team, and expertise in pre-clinical development. Frederic Chereau, CEO of LogicBio, will join Alexion as Senior Vice President, Strategy and Business Development.

Additional Transaction Details

The tender offer for all of the issued and outstanding shares of common stock of LogicBio expired as scheduled at one minute following 11:59 p.m., New York City time, on Tuesday, November 15, 2022. The minimum tender condition and all of the other conditions to the offer have been satisfied and on November 16, 2022, Alexion accepted for payment and will as promptly as practicable (but in any event within than two business days) pay for all shares validly tendered and not validly withdrawn.

Following its acceptance of the tendered shares, on November 16, 2022, Alexion has completed its acquisition of all of LogicBio through the merger of a wholly owned subsidiary of Alexion with and into LogicBio, pursuant to Section 251(h) of the General Corporation Law of the State of Delaware, with LogicBio continuing as the surviving corporation and becoming a wholly owned subsidiary of Alexion.

In connection with the merger, all LogicBio shares of common stock not validly tendered in the tender offer have been converted into the right to receive \$2.07 per share in cash, without interest thereon and net of any applicable withholding taxes, that would have been paid had such shares been validly tendered in the tender offer. In connection with the acquisition, LogicBio’s shares of common stock ceased trading on the NASDAQ Global Market. Alexion will retain LogicBio employees at their current location.

For additional background on the acquisition, please [read the announcement press release](#).

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T: +1 302 886 3000 · astrazeneca-us.com

Notes

About Alexion, AstraZeneca Rare Disease

Alexion, AstraZeneca Rare Disease, is the group within AstraZeneca focused on rare diseases, created following the 2021 acquisition of Alexion Pharmaceuticals, Inc. As a leader in rare diseases for nearly 30 years, Alexion is focused on serving patients and families affected by rare diseases and devastating conditions through the discovery, development and commercialisation of life-changing medicines. Alexion focuses its research efforts on novel molecules and targets in the complement cascade and its development efforts on haematology, nephrology, neurology, metabolic disorders, cardiology and ophthalmology. Headquartered in Boston, Massachusetts, Alexion has offices around the globe and serves patients in more than 50 countries.

About AstraZeneca

AstraZeneca is a global, science-led biopharmaceutical company that focuses on the discovery, development and commercialization of prescription medicines in Oncology, Rare Diseases and BioPharmaceuticals, including Cardiovascular, Renal & Metabolism, and Respiratory & Immunology. Based in Cambridge, UK, AstraZeneca operates in over 100 countries, and its innovative medicines are used by millions of patients worldwide. For more information, please visit www.astrazeneca-us.com and follow us on Twitter [@AstraZenecaUS](https://twitter.com/AstraZenecaUS).

Cautionary Statement Regarding Forward-Looking Statements

This communication contains forward-looking statements. These forward-looking statements generally include statements that are predictive in nature and depend upon or refer to future events or conditions, and include words such as “believes,” “plans,” “anticipates,” “projects,” “estimates,” “expects,” “intends,” “strategy,” “future,” “opportunity,” “may,” “will,” “should,” “could,” “potential,” or similar expressions. By their nature, forward-looking statements involve risks and uncertainty because they relate to events and depend on circumstances that will occur in the future, and there are many factors that could cause actual results and developments to differ materially from those expressed or implied by these forward-looking statements, many of which are beyond the control of Alexion Pharmaceuticals, Inc. (“Alexion”) and LogicBio Therapeutics, Inc. (“LogicBio”). Statements in this communication regarding Alexion, LogicBio and the combined company that are forward-looking, including anticipated benefits of Alexion’s acquisition of LogicBio (the “Acquisition”), the impact of the Acquisition on Alexion’s and LogicBio’s businesses and future financial and operating results and the amount and timing of synergies from the Acquisition, are based on management’s estimates, assumptions and projections, and are subject to significant uncertainties and factors, many of which are beyond the control of Alexion and LogicBio.

The following are some of the factors that could cause actual future results to differ materially from those expressed in any forward-looking statements: (i) uncertainties as to Alexion achieving the synergies and value creation contemplated by the Acquisition; (ii) uncertainties as to Alexion promptly and effectively integrating LogicBio’s business; (iii) the effect of the Acquisition on Alexion’s, LogicBio’s or the combined company’s ability to retain and hire key personnel, their ability to maintain relationships with their business partners, collaborators, vendors and others with whom they do business or their businesses generally; (iv) risks related to diverting management’s attention from the ongoing business operations of Alexion and LogicBio; (v) risks related to unknown liabilities; (vi) the risk that additional stockholder litigation or demands in connection with the Acquisition will be instituted or received, and the outcome of any such pending or additional matters, which may require significant costs, including with respect to defense, indemnification and liability with respect thereto; and (vii) other factors as set forth in LogicBio’s filings with the SEC, including its Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2022 and other filings LogicBio has made with the SEC. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. All forward-looking statements are based on information currently available to Alexion and LogicBio, and Alexion and LogicBio expressly disclaim any intent or obligation to update, supplement or revise publicly these forward-looking statements except as required by law.

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