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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. 3)**

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**Poseida Therapeutics, Inc.**

(Name of Subject Company (Issuer))

**Blue Giant Acquisition Corp.**  
(Name of Filing Person (Offeror))  
A wholly owned subsidiary of

**Roche Holdings, Inc.**  
(Name of Filing Person (Parent of Offeror))

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**Common Stock, par value \$0.0001 per share**  
(Title of Class of Securities)

**73730P108**  
(CUSIP Number of Class of Securities)

**Roger Brown**  
**Roche Holdings, Inc.**  
**1 DNA Way**  
**South San Francisco, California 94080**  
**Telephone: (650) 225-1000**

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

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*Copies to:*

**Sharon R. Flanagan**  
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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. 3 (“**Amendment No. 3**”) to the Tender Offer Statement on Schedule TO (together with the exhibits thereto, the “**Schedule TO**”) amends and supplements the statement originally filed on December 9, 2024 by Roche Holdings, Inc., a Delaware corporation (“**Parent**”), and Blue Giant Acquisition Corp., a Delaware corporation and wholly owned subsidiary of Parent (“**Offeror**”). This Amendment No. 3 and the Schedule TO relate to the offer by Offeror to acquire all outstanding shares of common stock, par value \$0.0001 per share (the “**Shares**”), of Poseida Therapeutics, Inc., a Delaware corporation (“**Poseida**”), for (i) \$9.00 per Share, in cash, without interest (the “**Cash Amount**”) less any applicable withholding taxes, plus (ii) one non-transferable contingent value right (each, a “**CVR**”) per Share, representing the right to receive certain contingent payments of up to an aggregate amount of \$4.00 per Share, in cash, without interest less any applicable withholding taxes, upon the achievement of certain specified milestones on or prior to the applicable milestone outside dates in accordance with the terms and conditions set forth in the contingent value rights agreement to be entered into with Computershare Inc., a Delaware corporation (“**Computershare**”) and Computershare Trust Company, N.A., a federally chartered trust company (together with Computershare, the “**Rights Agent**”), upon the terms and subject to the conditions set forth in the Offer to Purchase, dated December 9, 2024 (together with any amendments or supplements thereto, the “**Offer to Purchase**”), and in the related Letter of Transmittal (together with any amendments or supplements thereto, the “**Letter of Transmittal**”), copies of which are filed with the Schedule TO as Exhibits (a)(1)(A) and (a)(1)(B), respectively (the Offer to Purchase and the Letter of Transmittal, collectively, the “**Offer**”).

Capitalized terms used, but not otherwise defined, in this Amendment No. 3 shall have the meanings ascribed to them in the Offer to Purchase. Except as set forth below, the information set forth in the Schedule TO remains unchanged and is incorporated herein by reference as relevant to the items in this Amendment No. 3.

**Items 1 through 9, and Item 11.**

The Offer to Purchase and Items 1 through 9 and 11 of the Schedule TO, to the extent such Items incorporate by reference the information contained in the Offer to Purchase, are hereby amended and supplemented as follows:

- (a) The second full paragraph on page 67 of the Offer to Purchase in “The Offer—Section 16—Certain Legal Matters; Regulatory Approvals; No Stockholder Approval; Appraisal Rights” is deleted in its entirety and replaced with the following paragraph:

“Each of Parent and Poseida 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 December 6, 2024. As of 11:59 p.m., New York City time, on January 6, 2025, the waiting period under the HSR Act applicable to the Offer expired. Accordingly, the condition to the Offer relating to the expiration or termination of the waiting period under the HSR Act has been satisfied.”

**Item 12.**

<u>Exhibit No.</u>	<u>Description</u>
(a)(1)(A)*	Offer to Purchase, dated as of December 9, 2024.
(a)(1)(B)*	Form of Letter of Transmittal (including IRS Form W-9).
(a)(1)(C)*	Form of Notice of Guaranteed Delivery.
(a)(1)(D)*	Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
(a)(1)(E)*	Form of Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
(a)(1)(F)*	Summary Advertisement, as published in the <i>Wall Street Journal</i> on December 9, 2024.
(a)(5)(A)*	Media Release issued by Roche Holdings, Inc. on November 26, 2024 (incorporated by reference to Exhibit 99.1 of the Roche Holdings, Inc. Pre-Commencement Communication on Schedule TO filed with the Securities and Exchange Commission on November 26, 2024).
(a)(5)(B)*	Q&A Acquisition of Poseida Therapeutics, Inc. dated November 26, 2024 (incorporated by reference to Exhibit 99.2 of the Roche Holdings, Inc. Pre-Commencement Communication on Schedule TO filed with the Securities and Exchange Commission on November 26, 2024).
(a)(5)(C)*	Social media content by F. Hoffmann-La Roche Ltd on x.com (incorporated by reference to Exhibit 99.1 of the Roche Holdings, Inc. Pre-Commencement Communication on Schedule TO filed with the Securities and Exchange Commission on November 26, 2024).
(a)(5)(D)*	Social media content by F. Hoffmann-La Roche Ltd on www.linkedin.com (incorporated by reference to Exhibit 99.2 of the Roche Holdings, Inc. Pre-Commencement Communication on Schedule TO filed with the Securities and Exchange Commission on November 26, 2024).
(b)	Not applicable.
(d)(1)*	Agreement and Plan of Merger, dated as of November 25, 2024, among Roche Holdings, Inc., Blue Giant Acquisition Corp. and Poseida Therapeutics, Inc. (incorporated by reference to Exhibit 2.1 of the Poseida Therapeutics, Inc. Current Report on Form 8-K (File No. 001-39376) filed with the Securities and Exchange Commission on November 26, 2024).
(d)(2)*	Form of Tender and Support Agreement (incorporated by reference to Exhibit 10.1 of the Poseida Therapeutics, Inc. Current Report on Form 8-K (File No. 001-39376) filed with the Securities and Exchange Commission on November 26, 2024).
(d)(3)*	Non-Disclosure Agreement, dated as of March 9, 2021, between F. Hoffmann-La Roche Ltd and Poseida Therapeutics, Inc.
(d)(4)*	Amendment No. 1 to the Non-Disclosure Agreement, dated as of November 19, 2021, between F. Hoffmann-La Roche Ltd and Poseida Therapeutics, Inc.
(d)(5)*	Amendment No. 2 to the Non-Disclosure Agreement, dated as of March 10, 2023, between F. Hoffmann-La Roche Ltd and Poseida Therapeutics, Inc.
(d)(6)*	Collaboration and License Agreement, dated as of July 30, 2022, between F. Hoffmann-La Roche Ltd and Poseida Therapeutics, Inc. (incorporated by reference to Exhibit 10.1 of the Poseida Therapeutics, Inc. Quarterly Report on Form 10-Q (File No. 001-39376) filed with the Securities and Exchange Commission on November 10, 2022).
(d)(7)*	First Amendment to the Collaboration and License Agreement, dated as of November 7, 2023, between F. Hoffmann-La Roche Ltd and Poseida Therapeutics, Inc. (incorporated by reference to Exhibit 10.30 of the Poseida Therapeutics, Inc. Annual Report on Form 10-K (File No. 001-39376) filed with the Securities and Exchange Commission on March 7, 2024).

- (d)(8)\* Second Amendment to the Collaboration and License Agreement, dated as of February 7, 2024, between F. Hoffmann-La Roche Ltd and Poseida Therapeutics, Inc. (incorporated by reference to Exhibit 10.6 of the Poseida Therapeutics, Inc. Quarterly Report on Form 10-Q (File No. 001-39376) filed with the Securities and Exchange Commission on May 14, 2024).
- (d)(9)\* Third Amendment to the Collaboration and License Agreement, dated as of August 14, 2024, between F. Hoffmann-La Roche Ltd and Poseida Therapeutics, Inc. (incorporated by reference to Exhibit 10.1 of the Poseida Therapeutics, Inc. Quarterly Report on Form 10-Q (File No. 001-39376) filed with the Securities and Exchange Commission on November 7, 2024).
- (d)(10)\* Amended Form of CVR Agreement among Roche Holdings, Inc., Computershare Inc. and Computershare Trust Company, N.A.
- (g) Not applicable.
- (h) Not applicable.
- 107\* Filing Fee Table.

\* Previously filed.

SIGNATURES

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

Dated: January 7, 2025

BLUE GIANT ACQUISITION CORP.

By: /s/ Roger Brown

Name: Roger Brown

Title: Vice President, Treasurer and Assistant Secretary

ROCHE HOLDINGS, INC.

By: /s/ Roger Brown

Name: Roger Brown

Title: Vice President