

HUMAN GENOME SCIENCES INC  
Form SC TO-C  
May 09, 2012

**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**

**HUMAN GENOME SCIENCES, INC.**

(Name of Subject Company (Issuer))

**GLAXOSMITHKLINE PLC**

(Names of Filing Persons (Offerors))

**COMMON STOCK, \$0.01 PAR VALUE**

(Title of Class of Securities)

**444903108**

(CUSIP Number of Class of Securities)

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GlaxoSmithKline

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(Name, Address and Telephone Number of Person Authorized to Receive Notices

and Communications on Behalf of Filing Persons)

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CALCULATION OF FILING FEE

Transaction Valuation\*  
Not Applicable\*

Amount of Filing Fee\*  
Not Applicable\*

\* A filing fee is not required in connection with this filing as it relates solely to preliminary communications made before the commencement of a tender offer.

\*\* Check the 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: N/A Filing Party: N/A  
Form of Registration No.: N/A Date Filed: N/A

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Check the box if the filing relates solely to preliminary communications made before the commencement of the 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:

On May 9, 2012, GlaxoSmithKline plc ( GSK ), a public limited company organized under the laws of England and Wales, issued the following press release announcing its offer to acquire Human Genome Sciences, Inc. ( HGS ) in a cash tender offer for \$13.00 per share.

**Exhibit A**

Issued: Wednesday 9 May 2012, London UK LSE Announcement

## **GSK to commence tender offer to acquire Human Genome Sciences for US \$13.00 per share in cash**

GlaxoSmithKline plc (LSE: GSK) today announced that it will not participate in Human Genome Sciences (NASDAQ: HGSI) strategic alternatives review process and will instead commence a tender offer this week to acquire all of the outstanding shares of HGS for US\$13.00 per share in cash. GSK's offer represents a premium of 81 percent to HGS's closing share price of US\$7.17 on 4 April, the last trading day before HGS publicly disclosed GSK's private offer.

GSK continues to believe that now is the appropriate time in the evolution of the GSK/HGS relationship for the companies to combine and that GSK is uniquely positioned to deliver on the promises of Benlysta, albiglutide and darapladib.

GSK values the long relationship it has with HGS and has clearly stated its preference to complete a transaction on a friendly basis in a timely fashion. GSK remains willing to meet and review its offer with HGS at any time.

GSK's decision not to participate in HGS's strategic alternatives review process and to take its offer directly to HGS shareholders reflects a number of factors, including:

GSK's participation in the process is unnecessary as its offer is not conditioned on due diligence or financing and can be completed expeditiously.

It is important for HGS shareholders to understand that GSK is committed to proceeding with its offer.

There is clear strategic and financial logic to this combination and HGS shareholders should have the opportunity to decide for themselves on the merits of the offer.

GSK believes that the four weeks that have passed since its offer made on April 11th, together with the additional 20 business days that GSK's tender offer must remain open following its commencement, provides a reasonable amount of time for HGS to complete its review of alternatives.

GSK continues to believe it has made a full and fair offer which is in the interest of shareholders of both companies. The transaction is well aligned to GSK's long-term strategy of delivering sustainable growth, simplifying GSK's business model, enhancing R&D returns and deploying capital with discipline. For HGS shareholders, it provides immediate liquidity at a substantial premium while eliminating further exposure to the significant execution risk inherent in HGS achieving its future growth objectives.

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GSK's offer takes into account the value of Benlysta, abiglutide, darapladib and other assets, as well as the synergies in a business combination. GSK has consistently provided all material data to the financial markets and HGS regarding the progress of Benlysta, abiglutide and darapladib. In respect of HGS's desire to assure itself that GSK is not in possession of other material information regarding abiglutide or darapladib, GSK has provided HGS with the limited additional clinical information available to GSK that can be shared consistent with regulatory and legal constraints.

**GlaxoSmithKline** one of the world's leading research-based pharmaceutical and healthcare companies is committed to improving the quality of human life by enabling people to do more, feel better and live longer. For further information please visit [www.gsk.com](http://www.gsk.com)

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**Cautionary statement regarding forward-looking statements**

This communication does not constitute an offer to purchase or a solicitation of an offer to sell any securities.

This communication contains forward-looking statements. GSK cautions readers that any forward-looking statements made by GSK, including those made in this communication, are risks and uncertainties that may cause actual results to differ materially from those contained in the forward-looking statements. Such forward-looking statements include, but are not limited to, statements about the benefits of a potential business combination transaction involving GSK and HGS, including future financial and operating results, GSK's plans, objectives, expectations (financial or otherwise) and intentions relating to the potential business combination and other statements that are not historical facts.

Factors that may affect GSK's operations are described under "Risk factors" in the "Financial review & risk" section in the company's Annual Report 2011 included as exhibit 15.2 to the company's Annual Report on Form 20-F for 2011.

This announcement is for informational purposes only and does not constitute an offer to purchase or a solicitation of an offer to sell HGS common stock. The solicitation and offer to buy HGS common stock will only be made pursuant to an offer to purchase and related materials. Investors and securityholders are urged to read these material carefully when they become available since they will contain important information, including the terms and conditions of the offer. The Offer to Purchase and related materials will be filed by GSK with the Securities and Exchange Commission (SEC) and investors and securityholders may obtain a free copy of these materials (when available) and other documents filed by GSK with the SEC at the website maintained by the SEC as [www.sec.gov](http://www.sec.gov). The Offer to Purchase and related materials may also be obtained (when available) for free by contacting the information agent for the tender offer, D.F. King & Co., Inc. at (212) 269-5550 or (800) 848-2998 (toll-free) or by email at [HGS tender@dfking.com](mailto:HGS tender@dfking.com).

**Registered in England & Wales:**

No. 3888792

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