

Ignyta, Inc.
Form SC TO-T
January 10, 2018

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

IGNYTA, INC.

(Name of Subject Company)

ABINGDON ACQUISITION CORP.

A wholly owned subsidiary of

ROCHE HOLDINGS, INC.

(Names of Filing Persons Offeror)

Common Stock, Par Value \$0.0001 Per Share

(Title of Class of Securities)

451731103

(Cusip Number of Class of Securities)

Bruce Resnick

Roche Holdings, Inc.

1 DNA, MS #24,

South San Francisco, CA 94080

Telephone: (650) 225-1000

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

Copies to:

Sharon R. Flanagan

Jennifer F. Fitchen

Sidley Austin LLP

555 California Street

San Francisco, California 94104

Telephone: (415) 772-1200

CALCULATION OF FILING FEE

Transaction Valuation*
\$1,991,439,324.00

Amount of Filing Fee**
\$247,934.20

- * Estimated solely for purposes of calculating the filing fee. The transaction value calculation does not take into account the effect of any cash received or deemed received by Ignyta, Inc. (**Ignyta**) in connection with the exercise of any outstanding equity awards or warrants. The transaction value was determined by adding (I) the product of (A) 67,656,026 outstanding shares (**Shares**) of common stock of Ignyta, and (B) \$27.00 (the **Offer Price**); (II) the product of (A) 5,458,599 outstanding options to purchase Shares having an exercise price less than the Offer Price and (B) the Offer Price; (III) the product of (A) outstanding restricted stock units in respect of 543,689 Shares subject to such restricted stock units and (B) the Offer Price; and (IV) the product of (A) 98,698 Shares subject to outstanding Ignyta warrants to purchase Shares having an exercise price less than the Offer Price and (B) the Offer Price.

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The foregoing figures have been provided by Ignyta to the offerors and are as of January 5, 2018, the most recent practicable date.

** The amount of the filing fee is calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory #1 for Fiscal Year 2018, issued August 24, 2017, by multiplying the transaction valuation by 0.0001245.

Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) of the Securities Exchange Act of 1934 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: Not applicable.
Form or Registration No.: Not applicable

Filing Party: Not applicable.
Date Filed: Not applicable.

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.

Items 1 through 9, and Item 11.

This Tender Offer Statement on Schedule TO (the **Schedule TO**) relates to the offer by Abingdon Acquisition Corp., a Delaware corporation and a wholly owned subsidiary of Roche Holdings, Inc., a Delaware corporation, to purchase all outstanding shares of common stock, par value \$0.0001 per share (the **Shares**) of Ignyta, Inc., a Delaware corporation, at \$27.00 per Share, net to the seller in cash, without interest and less any required withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated January 10, 2018 (the **Offer to Purchase**), and in the related Letter of Transmittal, copies of which are attached hereto as Exhibits (a)(1)(i) and (a)(1)(ii), respectively (which, together with any amendments or supplements thereto, collectively constitute the **Offer**).

The information set forth in the Offer to Purchase, including all schedules thereto, is hereby expressly incorporated herein by reference in response to all of the items of this Schedule TO, except as otherwise set forth below.

Item 10. Financial Statements.

Not applicable.

Item 12. Exhibits.

Exhibit No.	Description
(a)(1)(i)*	Offer to Purchase, dated as of January 10, 2018.
(a)(1)(ii)*	Letter of Transmittal (including IRS Form W-9).
(a)(1)(iii)*	Notice of Guaranteed Delivery.
(a)(1)(iv)*	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
(a)(1)(v)*	Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
(a)(1)(vi)*	Summary Advertisement as published in the <i>Wall Street Journal</i> on January 10, 2018.
(a)(5)(i)	Joint Media Release issued by Roche and Ignyta on December 22, 2017 (incorporated by reference to Exhibit 99.1 of the Roche Holdings, Inc. Pre-Commencement Communication on Schedule TO filed with the Commission on December 22, 2017).
(a)(5)(ii)	Key Messages and Q&A dated December 22, 2017 (incorporated by reference to Exhibit 99.2 of the Roche Holdings, Inc. Pre-Commencement Communication on Schedule TO filed with the Commission on December 22, 2017).
(a)(5)(iii)*	Press Release issued by Roche Holdings, Inc. dated January 10, 2018.
(b)	Not applicable.
(d)(1)	Agreement and Plan of Merger, dated as of December 21, 2017, among Ignyta, Inc., Roche Holdings, Inc. and Abingdon Acquisition Corp. (incorporated by reference to Exhibit 2.1 of the Ignyta, Inc. Current Report on Form 8-K (File No. 001-36344) filed with the Commission on December 22, 2017).
(d)(2)	Tender and Support Agreement, dated as of December 21, 2017, by and among Roche Holdings, Inc., Abingdon Acquisition Corp. and certain stockholders of Ignyta, Inc. (incorporated by reference

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to Exhibit 99.1 of the Ignyta, Inc. Current Report on Form 8-K (File No. 001-36344) filed with the Commission on December 22, 2017).

- (d)(3)* Confidentiality Agreement, dated as of November 28, 2017, between Roche Holdings, Inc. and Ignyta, Inc.
- (g) Not applicable.
- (h) Not applicable.

* Filed herewith

Item 13. Information Required by Schedule 13E-3.

Not applicable.

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.

Date: January 10, 2018

ABINGDON ACQUISITION CORP.

By: /s/ Bruce Resnick
Name: Bruce Resnick
Title: President

ROCHE HOLDINGS, INC.

By: /s/ Bruce Resnick
Name: Bruce Resnick
Title: Vice President and Tax Counsel