
**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. 2

IMAGO BIOSCIENCES, INC.
(Name of Subject Company — Issuer)

M-INSPIRE MERGER SUB, INC.,
a wholly owned subsidiary of

MERCK SHARP & DOHME LLC
(Names of Filing Persons — Offerors)

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

45250K107
(CUSIP Number of Class of Securities)

Kelly Grez
Corporate Secretary, Merck & Co., Inc.
126 East Lincoln Avenue
Rahway, NJ 07065
(908) 740-4000

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

Copies to:

Sae Muzumdar
Gibson, Dunn & Crutcher LLP
200 Park Avenue
New York, NY 10166
(212) 351-4035

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: III

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 (this “**Amendment**”) amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on December 12, 2022 (together with any subsequent amendments and supplements thereto, the “**Schedule TO**”), by M-Inspire Merger Sub, Inc., a Delaware corporation (“**Merger Sub**”) and a wholly owned subsidiary of Merck Sharp & Dohme LLC, a New Jersey limited liability company (“**Parent**”), and Parent. The Schedule TO relates to the offer by Merger Sub to purchase all of the outstanding shares of common stock, par value \$0.0001 per share (the “**Shares**”), of Imago BioSciences, Inc., a Delaware corporation (“**Imago**”), at a purchase price of \$36.00 per Share (the “**Offer Price**”), to the seller in cash, without interest and subject to any required tax withholding, on the terms and subject to the conditions set forth in the Offer to Purchase and in the related Letter of Transmittal, copies of which are attached to the Schedule TO as Exhibits (a)(1)(A) and (a)(1)(B), respectively.

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. Capitalized terms used but not defined herein have the meanings ascribed to them in the Schedule TO.

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, to the extent such Items incorporate by reference the information contained in the Offer to Purchase, is hereby amended and supplemented as follows:

“The Offer and related withdrawal rights expired at one minute following 11:59 p.m., Eastern time, on January 10, 2023 (such date and time, the “**Expiration Time**”). The Depositary has advised that, as of the Expiration Time, 31,307,028 Shares had been validly tendered and “received” (as defined in Section 251(h) of the DGCL) by the Depositary and not properly withdrawn pursuant to the Offer, representing approximately 89.2% of the Shares outstanding as of such time. Accordingly, the Minimum Condition has been satisfied. Merger Sub has accepted, and has stated that it will pay for such Shares as promptly as practicable after the Expiration Time in accordance with the terms of the Offer.

Following expiration of the Offer and acceptance for payment of the Shares, Merger Sub had ownership sufficient to effect the Merger under Section 251(h) of the DGCL, without a vote of stockholders of Imago. Accordingly, following completion of the Offer, Parent and Merger Sub effected the Merger in accordance with Section 251(h) of the DGCL in which Merger Sub merged with and into Imago, with Imago surviving the Merger and continuing as a wholly owned subsidiary of Parent. In the Merger, each Share issued and outstanding immediately prior to the Effective Time (other than (i) Shares held in the treasury of Imago or Shares owned, directly or indirectly, by Parent or Merger Sub immediately prior to the Effective Time and (ii) Shares outstanding immediately prior to the Effective Time and held by stockholders who are entitled to demand, and properly demanded, appraisal for such Shares in accordance with Section 262 of the DGCL) were converted by virtue of the Merger into the right to receive an amount in cash equal to the Offer Price, without interest and subject to deduction for any required tax withholding. The Shares are expected to cease to trade on Nasdaq prior to the opening of business on January 11, 2023, and will be delisted from Nasdaq and deregistered under the Exchange Act.

On January 11, 2023, Merck issued a press release announcing the expiration of the Offer and the consummation of the Merger. The full text of the press release announcing the expiration of the Offer and the consummation of the Merger is attached as Exhibit (a)(5)(B) to the Schedule TO and are incorporated herein by reference.”

Item 12. Exhibits

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

<u>Exhibit No.</u>	<u>Description</u>
(a)(5)(B)	Press release issued by Merck & Co., Inc., dated January 11, 2023.

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.

M-Inspire Merger Sub, Inc.

By: /s/ Jon Filderman

Name: Jon Filderman

Title: Vice President

Merck Sharp & Dohme LLC

By: /s/ Kelly E.W. Grez

Name: Kelly E.W. Grez

Title: Secretary

Date: January 11, 2023



Merck Completes Tender Offer to Acquire Imago BioSciences, Inc.

RAHWAY, N.J., Jan. 11, 2023 – Merck (NYSE: MRK), known as MSD outside of the United States and Canada, today announced the successful completion of the cash tender offer, through a subsidiary, for all of the outstanding shares of common stock of Imago BioSciences, Inc. (Nasdaq: IMGO), at a purchase price of \$36.00 per share in cash, without interest and subject to deduction for any required tax withholding. As of the tender offer expiration at one minute after 11:59 p.m., Eastern Time, on January 10, 2023, 31,307,028 shares of common stock of Imago were validly tendered and not withdrawn from the tender offer, representing approximately 89.2% of the total number of Imago’s outstanding shares on a fully diluted basis. All such shares have been accepted for payment in accordance with the terms of the tender offer, and Merck expects to promptly pay for such shares.

Merck intends to complete today the acquisition of Imago through a merger of Merck’s wholly owned subsidiary with and into Imago, with Imago being the surviving corporation, in which all shares not tendered into the offer will be cancelled and converted into the right to receive cash equal to the \$36.00 offer price per share, without interest and subject to deduction for any required tax withholding. After the completion of the merger, Imago will become a wholly owned subsidiary of Merck and the common stock of Imago will no longer be listed or traded on the Nasdaq Global Market.

About Merck

At Merck, known as MSD outside of the United States and Canada, we are unified around our purpose: We use the power of leading-edge science to save and improve lives around the world. For more than 130 years, we have brought hope to humanity through the development of important medicines and vaccines. We aspire to be the premier research-intensive biopharmaceutical company in the world – and today, we are at the forefront of research to deliver innovative health solutions that advance the prevention and treatment of diseases in people and animals. We foster a diverse and inclusive global workforce and operate responsibly every day to enable a safe, sustainable and healthy future for all people and communities. For more information, visit www.merck.com and connect with us on [Twitter](#), [Facebook](#), [Instagram](#), [YouTube](#) and [LinkedIn](#).

Forward-Looking Statement of Merck & Co., Inc., Rahway, N.J., USA

This news release of Merck & Co., Inc., Rahway, N.J., USA (the “company”) includes “forward-looking statements” within the meaning of the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995. These statements are based upon the current beliefs and expectations of the company’s management and are subject to significant risks and uncertainties. There can be no guarantees with respect to pipeline candidates that the candidates will receive the necessary regulatory approvals or that they will prove to be commercially successful. If underlying assumptions prove inaccurate or risks or uncertainties materialize, actual results may differ materially from those set forth in the forward-looking statements.

Risks and uncertainties include but are not limited to, general industry conditions and competition; general economic factors, including interest rate and currency exchange rate fluctuations; the impact of the global outbreak of novel coronavirus disease (COVID-19); the impact of pharmaceutical industry regulation and health care legislation in the United States and internationally; global trends toward health care cost containment; technological advances, new products and patents attained by competitors; challenges inherent in new product development, including obtaining regulatory approval; the company's ability to accurately predict future market conditions; manufacturing difficulties or delays; financial instability of international economies and sovereign risk; dependence on the effectiveness of the company's patents and other protections for innovative products; and the exposure to litigation, including patent litigation, and/or regulatory actions.

The company undertakes no obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise. Additional factors that could cause results to differ materially from those described in the forward-looking statements can be found in the company's Annual Report on Form 10-K for the year ended December 31, 2021 and the company's other filings with the Securities and Exchange Commission (SEC) available at the SEC's Internet site (www.sec.gov).

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