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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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**DECIPHERA PHARMACEUTICALS, INC.**  
(Name of Subject Company)

**TOPAZ MERGER SUB, INC.**  
a wholly owned subsidiary of

**ONO PHARMACEUTICAL CO., LTD.**  
(Names of Filing Persons – Offeror)

**Common Stock, Par Value \$0.01 Per Share**  
(Title of Class of Securities)

**24344T101**  
(CUSIP Number of Class of Securities)

**Gyo Sagara**  
**Ono Pharmaceutical Co., Ltd.**  
**8-2, Kyutaromachi 1-chome, Chuo-ku, Osaka 541-8564, Japan**  
**Telephone: +81-6-6263-5670**  
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of Filing Persons)

*Copies to:*

**Jason T. Simon**  
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**1750 Tysons Boulevard, Suite 1000**  
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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 (this “**Amendment**”) amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on May 13, 2024 (together with any subsequent amendments and supplements thereto, the “**Schedule TO**”) by Topaz Merger Sub, Inc., a Delaware corporation (“**Purchaser**”) and a wholly owned subsidiary of Ono Pharmaceutical Co., Ltd., a Japanese company (*kabushiki kaisha*) (“**Parent**”) and Parent. The Schedule TO relates to the offer by Purchaser to purchase all of the outstanding shares of common stock, par value \$0.01 per share (the “**Shares**”), of Deciphera Pharmaceuticals, Inc., a Delaware corporation (the “**Company**”), at a price per share of \$25.60, net to the seller in cash, without interest and subject to any withholding of taxes required by applicable law, upon the terms and subject to the conditions described in the Offer to Purchase dated May 13, 2024 (as it may be amended from time to time, the “**Offer to Purchase**”), and in the related Letter of Transmittal (as it may be amended from time to time, the “**Letter of Transmittal**” and which, together with the Offer to Purchase, constitutes the “**Offer**”), copies of which are attached to and filed with the Schedule TO as Exhibits (a)(1)(i) and (a)(1)(ii), 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 expired at one minute after 11:59 p.m. New York City Time, on June 10, 2024. Computershare Trust Company, N.A., in its capacity as depository for the Offer (the “**Depository**”), advised that, as of the expiration of the Offer, a total of 76,413,423 Shares were validly tendered and not validly withdrawn pursuant to the Offer, representing approximately 88.25% of the Shares outstanding as of the expiration of the Offer. As of the expiration of the Offer, the number of Shares validly tendered and not validly withdrawn pursuant to the Offer satisfied the Minimum Condition. Promptly after the expiration of the Offer, Merger Sub irrevocably accepted for payment all Shares validly tendered and not validly withdrawn pursuant to the Offer. Merger Sub will promptly pay for all such Shares.

Following the acceptance of such Shares, the Merger was completed on June 11, 2024, in accordance with Section 251(h) of the DGCL without a vote of the Company’s stockholders. At the Effective Time of the Merger, each Share (other than (a) Shares held in the treasury of the Company, (b) Shares that at the commencement of the Offer were owned by Parent or Purchaser or any of their direct or indirect subsidiaries, (c) Shares irrevocably accepted for payment in the Offer, and (d) Shares held by a holder who is entitled to demand and properly demands appraisal of such Shares pursuant to, and who complies in all respects with, Section 262 of the DGCL) were automatically canceled and converted into the right to receive \$25.60 in cash, without interest and subject to any withholding of taxes required by applicable law.

As a result of the Merger, the Shares will be delisted and will cease to trade on The Nasdaq Global Select Market. Parent and Purchaser intend to take steps to cause the termination of the registration of the Shares under the Exchange Act and suspend all of the Company’s reporting obligations under the Exchange Act as promptly as practicable.

On June 11, 2024, Parent issued a press release announcing the expiration and results of the Offer. The full text of the press release is attached as Exhibit (a)(5)(iv) hereto and is incorporated herein by reference.”

#### **ITEM 12.**

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

<b>Exhibit No.</b>	<b>Description</b>
(a)(5)(iv)*	<a href="#">Press Release issued by Ono Pharmaceutical Co., Ltd., dated June 11, 2024</a>

\* Filed herewith

**SIGNATURES**

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

Date: June 11, 2024

Topaz Merger Sub, Inc.

By: /s/ Masayuki Tanigawa

Name: Masayuki Tanigawa

Title: President

Ono Pharmaceutical Co., Ltd.

By: /s/ Toichi Takino

Name: Toichi Takino, Ph.D.

Title: Representative Director, President and Chief Operating Officer

**Press Release****Ono Announces Results of Tender Offer to Acquire Deciphera Pharmaceuticals and Completion of Acquisition of Deciphera (a Wholly Owned Subsidiary of Ono)**

Osaka, Japan and Waltham, Massachusetts, June 11, 2024 – Ono Pharmaceutical Co., Ltd. (Chairman and CEO: Gyo Sagara, “Ono”) today announced that it has successfully completed the tender offer, previously announced on April 30, 2024, to acquire all outstanding shares of common stock of a U.S. biopharmaceutical company, Deciphera Pharmaceuticals, Inc. (Nasdaq: DCPH, CEO: Steven L. Hoerter, “Deciphera”) for US\$25.60 per share (total amount of approximately US\$2.4 billion) net to the seller in cash, without interest thereon and less any applicable withholding taxes, through its wholly owned subsidiary, Topaz Merger Sub, Inc. (“Merger Sub”), established in the State of Delaware, United States, solely for the purpose of engaging in the transactions contemplated in the Merger Agreement.

The tender offer commenced on May 13, 2024, New York City time, and, as set forth below, expired at one minute after 11:59 p.m., New York City time, on June 10, 2024.

On June 11, 2024, following the completion of the tender offer, Merger Sub merged with and into Deciphera with Deciphera continuing as the surviving corporation and a wholly owned subsidiary of Ono. In connection with the acquisition, Deciphera shares ceased to be traded on Nasdaq as of the date of closing of the acquisition and shares of Deciphera’s common stock will be delisted from Nasdaq.

“We are very pleased to welcome Deciphera into the family,” said Gyo Sagara, Chairman and CEO of Ono. “Through this acquisition, we will leverage Deciphera’s excellent research and development capabilities in the oncology field and its sales power in Europe and the United States, and work to further accelerate the expansion of our pipeline and global expansion, which are part of our growth strategies.”

“We are excited to enter a new phase as part of the family of Ono Pharmaceuticals, that has as its mission to contribute to society through the discovery and development of innovative drugs, under the corporate philosophy “Dedicated to the Fight against Disease and Pain,”” said Steven L. Hoerter, President and CEO of Deciphera. “By fully leveraging the research and development capabilities and commercialization platforms of both companies, we look forward to significantly contributing to the growth of the Ono Group as a global specialty pharma company.”

## Particulars

### 1. Results of the tender offer

- (1) Overview of the tender offer
- |   |  |
|---|--|
| ① Name of the tender offeror :                    | Topaz Merger Sub, Inc.   |
| ② Name of the target company :                    | Deciphera Pharmaceuticals, Inc.  |
| ③ Types of shares, etc. subject to tender offer : | Common stock   |
| ④ Tender offer price :                            | US\$25.60 per share net to the seller in cash, without interest thereon and less any applicable withholding taxes  |
| ⑤ Period of the tender offer :                    | From May 13, 2024 to one minute after 11:59 p.m., New York City time, on June 10, 2024   |
| ⑥ Minimum condition :                             | Consummation of the tender offer was subject to a condition that a majority of Deciphera's outstanding shares of common stock at the time of the expiration of the tender offer shall have been validly tendered and not validly withdrawn. The offer was subject to the satisfaction or waiver of various other conditions. |
- (2) Results of the tender offer
- ① Application status (as of one minute after 11:59 p.m., New York City time, on June 10, 2024)  
76,413,423 shares representing 88.25% of the outstanding shares of common stock of Deciphera were validly tendered and not validly withdrawn.
- ② Outcome of the tender offer  
As the number of shares of Deciphera common stock validly tendered met and exceeded the minimum condition stated in 1. (1) ⑥ above, the tender offer was consummated.
- (3) Merger procedures following the tender offer  
On June 11, 2024, New York City time, pursuant to Section 251(h) of the Delaware General Corporation Law, Merger Sub merged with and into Deciphera, with Deciphera continuing as the surviving corporation, and Deciphera became a wholly-owned subsidiary of Ono. As a result, as of that day, Deciphera shares not tendered in the tender offer (excluding shares of common stock held by Deciphera as treasury shares which were extinguished without consideration, Deciphera shares of common stock held by Ono or Merger Sub, and shares for which appraisal rights were exercised pursuant to Delaware law) were converted into the right to receive US\$25.60 per share net to the seller in cash, without interest thereon and less any applicable withholding taxes, the same as the tender offer price.

**Overview of Deciphera** (prior to the completion of the acquisition on June 11, 2024):

(1) Company	Deciphera Pharmaceuticals, Inc.			
(2) Address	200 Smith Street Waltham, MA 02541, USA			
(3) Representative's Title and Name	President & CEO, Steven L. Hoerter			
(4) Business Description	R&D and Commercialization of pharmaceuticals			
(5) Stated Capital	US \$ 805 thousand (as of December 31, 2023)			
(6) Year of Establishment	2017 (initial company Deciphera Pharmaceuticals, LLC was formed in 2003)			
(7) Major shareholders and ownership ratio (as of March 31, 2024)	Brightstar Associates LLC: 28.1% Redmile Group, LLC: 10.2% Blackrock Inc.: 7.3% Deerfield Mgmt, L.P.: 7.0%			
(8) Relationship between Ono and Deciphera	Capital Relationship	N.A.		
	Personal Relationship	N.A.		
	Business Relationship	N.A.		
	Status of A Related Party	N.A.		
(9) Deciphera's consolidated operating results and consolidated financial position for the past three years(*1)				
	Accounting Period (Unit: thousands of US \$)	Fiscal year ended December 2021	Fiscal year ended December 2022	Fiscal year ended December 2023
Total Equity		304,720	341,691	350,916
Total Assets		429,484	454,039	473,566
Equity per share (US \$)(*2)		5.25	4.53	4.13
Revenue		96,148	134,036	163,356
Operating Loss		(300,077)	(182,722)	(210,958)
Net Loss		(299,964)	(178,931)	(194,942)
Net loss per share (US \$)		(5.16)	(2.37)	(2.29)
Dividend per share (US \$)		-	-	-

\*1: Information from Deciphera's Annual Report on Form 10-K, for the fiscal years ended December 31, 2022 and December 31, 2023, filed by Deciphera with the U.S. Securities and Exchange Commission (the "SEC") on February 7, 2023 and February 7, 2024, respectively.

\*2: Calculated by total equity divided by weighted average common shares outstanding.

### Financial Impact of the Acquisition

ONO is still reviewing the impact of this acquisition on our business performance. Should there be any events to be disclosed in the future, we will announce them in a timely manner.