

**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**

Viela Bio, Inc.

(Name of Subject Company (Issuer))

Teiripic Merger Sub, Inc.

an indirect wholly owned subsidiary of

Horizon Therapeutics Public Limited Company

(Name of Filing Persons (Offerors))

Common Stock, \$0.001 Par Value
(Title of Class of Securities)

926613100
(CUSIP Number of Class of Securities)

Brian K. Beeler
General Counsel

Connaught House, 1st Floor, 1 Burlington Road, Dublin 4, D04 C5Y6, Ireland

Telephone: 011-353-1-772-2100

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

With a copy to:

**Barbara Borden
Rama Padmanabhan
Cooley LLP
4401 Eastgate Mall
San Diego, CA 92121
(858) 550-6000**

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee*
N/A	N/A

* Pursuant to General Instruction D to Schedule TO, no filing fee is required for pre-commencement communications.

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:	None	Filing Party:	N/A
Form of Registration No.:	N/A	Date Filed:	N/A

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)

The pre-commencement communications filed under cover of this Tender Offer Statement on Schedule TO are being filed by Horizon Therapeutics Public Limited Company, a public limited liability company organized under the laws of Ireland (“Horizon”), Horizon Therapeutics USA, Inc., a Delaware corporation, an indirect wholly owned subsidiary of Horizon (“Parent”), and Teiripic Merger Sub, Inc., a Delaware corporation and a direct wholly owned subsidiary of Parent (“Purchaser”), pursuant to General Instruction D to Schedule TO related to a planned tender offer by Purchaser for all of the outstanding shares of common stock, par value \$0.001 per share, of Viela Bio, Inc., a Delaware corporation (“Viela”). The planned tender offer will be made pursuant to an Agreement and Plan of Merger, dated as of January 31, 2021 (the “Merger Agreement”), by and among Viela, Parent, Purchaser and solely for purposes of Sections 6.7 and 9.12 of the Merger Agreement, Horizon.

Additional Information and Where to Find It

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Forward-Looking Statements

This communication contains forward-looking statements. Forward-looking statements are generally identified by the words “expects”, “anticipates”, “believes”, “intends”, “estimates”, “plans”, “will be” and similar expressions. These forward-looking statements include, without limitation, statements related to the anticipated consummation of the acquisition of Viela and the timing and benefits thereof, Horizon’s strategy, plans, objectives, expectations (financial or otherwise) and intentions, future financial results and growth potential, anticipated product portfolio, development programs, patent terms and other statements that are not historical facts. These forward-looking statements are based on Horizon’s and Viela’s current expectations and inherently involve significant risks and uncertainties. Actual results and the timing of events could differ materially from those anticipated in such forward-looking statements as a result of these risks and uncertainties, which include, without limitation, risks related to Parent’s ability to complete the transaction on the proposed terms and schedule; whether the tender offer conditions will be satisfied; whether sufficient stockholders of Viela tender their shares in the transaction; the final terms and conditions of Horizon’s financing for the transaction; the outcome of legal proceedings that may be instituted against Viela and/or others relating to the transaction; the failure (or delay) to receive the required regulatory approvals relating to the transaction; the possibility that competing offers will be made; risks associated with acquisitions, such as the risk that the businesses will not be integrated successfully, that such integration may be more difficult, time-consuming or costly than expected or that the expected benefits of the transaction will not occur; risks related to future opportunities and plans for Viela and its products, including uncertainty of the expected financial performance of Viela and its products; disruption from the proposed transaction, making it more difficult to conduct business as usual or maintain relationships with customers, employees or suppliers; the occurrence of any event, change or other circumstance that could give rise to the termination of the acquisition agreement, and the possibility that if Viela does not achieve the perceived benefits of the proposed transaction as rapidly or to the extent anticipated by financial analysts or investors, the market price of Horizon’s shares could decline, as well as other risks related to Horizon’s and Viela’s businesses detailed from time-to-time under the caption “Risk Factors” and

elsewhere in Horizon's and Viela's respective SEC filings and reports, including their respective Annual Reports on Form 10-K for the year ended December 31, 2019 and subsequent quarterly and current reports filed with the SEC. The risks and uncertainties may be amplified by the COVID-19 pandemic, which has caused significant economic uncertainty. The extent to which the COVID-19 pandemic impacts Horizon's and Viela's businesses, operations, and financial results, including the duration and magnitude of such effects, will depend on numerous factors, which are unpredictable, including, but not limited to, the duration and spread of the outbreak, its severity, the actions to contain the virus or treat its impact, and how quickly and to what extent normal economic and operating conditions can resume. Horizon and Viela undertake no duty or obligation to update any forward-looking statements contained in this communication as a result of new information, future events or changes in their expectations, except as required by law.

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
(a)(5)(B)	Email to Viela employees, dated February 1, 2021, from Horizon's Chief Executive Officer
(a)(5)(C)	Email to Horizon employees, dated February 1, 2021, from Horizon's Chief Executive Officer

Hello everyone,

Thank you for allowing me time to join your town hall this morning. It was great to be able to talk with you live, even if remotely. I wanted to follow up with an email to welcome you to the Horizon family. I say family because that's what I consider the more than 1,400 employees who make up our company – and now, all of you.

I wanted to share a little bit more about Horizon – and who we are. First, you should know that I live with an autoimmune disease and a rare disease, which my son lives with as well. For me, putting patients at the very center of what we do is more than a tagline – it's personal. And I'm not the only one. Many of us at Horizon know a patient, are a patient or have been deeply moved to action through a patient story. This deep appreciation fuels every decision we make and shapes who we are, from the medicines we develop to the communities we support.

I also have one motto – and that's “do the right thing.” This has guided every single decision at Horizon for the past 12 years – doing the right thing for our employees, doing the right thing for patients and doing the right thing for our communities. Long before we were a successful company, it guided us to create and invest in a culture of giving back, with a strong belief that it is our fundamental responsibility to support the communities where we live and work (take a look at our most recent [COVID-19](#) and [scholarship](#) announcements). Our current D.C.-area colleagues are involved in a variety of community programs and we plan to continue and expand the work you have already done in the Gaithersburg community. Doing the right thing has guided us to strive for a more equitable and diverse company, allowing us to fall within the 1% of companies globally that have achieved [pay equity](#) across gender and race. And it has guided us to go to truly incredible lengths for patients and caregivers, where we listen, collaborate and create services and programs that bring communities together – and change lives.

Finally, you may be wondering what it's like to work at Horizon. Based on our own employee feedback, we were honored to be recognized as a top workplace 12 times in 2020, including being ranked as one of People Magazine's 2020 Companies That Care. While the awards and accolades are meaningful, it's truly the people behind them that speak to our special culture.

As you begin this transition, I encourage you watch our company [video](#) to learn more about the Horizon story. Then, consider how you will play a key role in shaping our joint future. Thank you and I look forward to learning more about each other in the coming days, weeks and months ahead.

Thanks,
Tim

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proposed terms and schedule; whether the tender offer conditions will be satisfied; whether sufficient stockholders of Viela tender their shares in the transaction; the final terms and conditions of Horizon's financing for the transaction; the outcome of legal proceedings that may be instituted against Viela and/or others relating to the transaction; the failure (or delay) to receive the required regulatory approvals relating to the transaction; the possibility that competing offers will be made; risks associated with acquisitions, such as the risk that the businesses will not be integrated successfully, that such integration may be more difficult, time-consuming or costly than expected or that the expected benefits of the transaction will not occur; risks related to future opportunities and plans for Viela and its products, including uncertainty of the expected financial performance of Viela and its products; risks related to the uncertainty of the research, development and regulatory approval process for product candidates; disruption from the proposed transaction, making it more difficult to conduct business as usual or maintain relationships with customers, employees or suppliers; the occurrence of any event, change or other circumstance that could give rise to the termination of the acquisition agreement, and the possibility that if Viela does not achieve the perceived benefits of the proposed transaction as rapidly or to the extent anticipated by financial analysts or investors, the market price of Horizon's shares could decline, the risk that further TEPEZZA manufacturing run cancellations, whether as a result of additional government orders or other issues at Horizon's third party manufacturers, or failed manufacturing runs could exacerbate and prolong TEPEZZA supply disruptions; whether the FDA approves Horizon's prior approval supplement for TEPEZZA and the timing for any approval, as well as other risks related to Horizon's and Viela's businesses detailed from time-to-time under the caption "Risk Factors" and elsewhere in Horizon's and Viela's respective Securities and Exchange Commission ("SEC") filings and reports, including their respective Annual Reports on Form 10-K for the year ended December 31, 2019 and subsequent quarterly and current reports filed with the SEC. The risks and uncertainties may be amplified by the COVID-19 pandemic, which has caused significant economic uncertainty. The extent to which the COVID-19 pandemic impacts Horizon's and Viela's businesses, operations, and financial results, including the duration and magnitude of such effects, will depend on numerous factors, which are unpredictable, including, but not limited to, the duration and spread of the outbreak, its severity, the actions to contain the virus or treat its impact, and how quickly and to what extent normal economic and operating conditions can resume. Horizon and Viela undertake no duty or obligation to update any forward-looking statements contained in this press release as a result of new information, future events or changes in their expectations, except as required by law.

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Subject: Horizon to Acquire Viela Bio, Inc.

Hi everyone,

I am pleased to share that today we take a significant step in advancing our strategy to expand our pipeline with the acquisition of Viela Bio, Inc., a biotechnology company based in Gaithersburg, Maryland, focused on the discovery, development and commercialization of treatments for autoimmune and severe inflammatory diseases. We expect the transaction to close by the end of this quarter, subject to certain conditions. Here are links to the release and our investor presentation: <https://bit.ly/39AaHnP> and <https://bit.ly/36vz04m>.

As we have discussed before, it is important for us to find opportunities that fit strategically, culturally and give us the greatest opportunity for success – Viela aligns perfectly. With this acquisition, we add four candidates with nine development programs from Phase 1 to Phase 3 to our growing pipeline. One of these candidates is an on market medicine, **UPLIZNA**, which was approved in June 2020 and is the first and only FDA-approved B-cell-depleting monoclonal antibody for the treatment of neuromyelitis optica spectrum disorder (NMOSD), a rare, severe autoimmune disease that attacks the optic nerve, spinal cord and brain stem, which can lead to loss of vision and paralysis. The addition of this portfolio will both strengthen our position in current Horizon areas such as rheumatology and nephrology and expand our presence into new promising areas as well, and overall make Horizon a leading player in the field of immunology.

In addition, we gain a talented team of approximately 170 people, with approximately 60 scientists in R&D who are skilled in early-stage research, translational and clinical development capabilities, with a focus on moving scientific research findings into practice so they can have a therapeutic impact. They will be a great addition to our already strong and experienced R&D team. All of this, combined with our successful track record of late-stage development and commercial expertise, will create an even stronger Horizon.

Like our approach with TEPEZZA and KRYSTEXXA, we will continue to explore the full potential of UPLIZNA and the pipeline candidates. **UPLIZNA** is already being evaluated in Phase 3 trials in myasthenia gravis, a chronic autoimmune neuromuscular disorder and in IgG4-related disease, a group of disorders marked by tumor-like swelling and fibrosis of affected organs. Additionally, it is also being studied in a Phase 2 trial for kidney transplant desensitization.

I am also excited about the potential opportunities that exist with the rest of the pipeline. **VIB4920**, is an investigational fusion protein currently being studied in a Phase 2b trial in Sjögren's syndrome and Phase 2 trials for kidney transplant rejection and rheumatoid arthritis. **VIB7734**, is an investigational human monoclonal antibody designed to deplete plasmacytoid dendritic cells and is currently being studied in a Phase 2 trial for systemic lupus erythematosus, which is expected to begin in the first half of this year and a Phase 1 trial for the treatment of COVID-19-related acute lung injury. Finally, **VIB1116** is a monoclonal antibody that will be studied in a Phase 1 exploratory trial in autoimmune diseases that is expected to begin by the middle of this year.

We are committed to maintaining our multi-location R&D presence and intend to remain in the Gaithersburg, Maryland area. Like Horizon, Viela cares deeply about patients, its people and the communities where they live and work. Our future success will be amplified by our very similar company cultures and I am excited to see how much more we will accomplish together.

Throughout the past 10 months, we have faced significant challenges and you have continued to exceed expectations, which has allowed us to make the biggest acquisition in the company's history. Your hard work and determination to make Horizon successful and to build our reputation externally are the reason why we are in this position today. You should all be proud of what we have achieved together.

Please plan to join our **all-employee meeting today at 9 a.m. CT (7 a.m. PT, 3 p.m. IST and 4 p.m. CET)** to further discuss details of the acquisition.

Thanks,

Tim

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