

Regulus Therapeutics Inc.  
Form SC TO-I/A  
November 13, 2018

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**SCHEDULE TO**  
**(Amendment No. 3)**  
**(Rule 13e-4)**  
**Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)**  
**of the Securities Exchange Act of 1934**

**Regulus Therapeutics Inc.**  
**(Name of Subject Company (Issuer) and Filing Person (Offeror))**  
**Options to Purchase Common Stock, \$0.001 Par Value Per Share**  
**(Title of Class of Securities)**  
**75915K 200**  
**(CUSIP Number of Common Stock Underlying Class of Securities)**

**Joseph P. Hagan**  
**President and Chief Executive Officer**

**Regulus Therapeutics Inc.**  
**10614 Science Center Drive**

**San Diego, CA 92121**

**(858) 202-6300**

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

*Copies to*

**Thomas A. Coll, Esq.**

**Kenneth J. Rollins, Esq.**

**Cooley LLP**

**4401 Eastgate Mall**

**San Diego, California 92121**

**(858) 550-6000**

**CALCULATION OF FILING FEE**

**Transaction Valuation\***

\$711,382

**Amount of Filing Fee\*\***

\$86.22

- \* Estimated solely for purposes of calculating the amount of the filing fee. The calculation of the Transaction Valuation assumes that all stock options to purchase shares of the issuer's common stock that may be eligible for exchange in the offer will be tendered pursuant to this offer. These stock options covered an aggregate of 915,009 shares of the issuer's common stock, and had an aggregate value of \$711,382 as of October 12, 2018, calculated based on a Black-Scholes option pricing model.
- \*\* The amount of the filing fee, calculated in accordance with Rule 0-11(b) of the Securities Exchange Act of 1934, as amended, equals \$121.20 per \$1,000,000 of the aggregate amount of the Transaction Valuation (or 0.01212% of the aggregate Transaction Valuation). The Transaction Valuation set forth above was calculated for the sole purpose of determining the filing fee and should not be used for any other purpose.

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: \$86.22

Form or Registration No.: 005-87002

Filing Party: Regulus Therapeutics  
Inc.

Date Filed: October 15, 2018

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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)

### **Explanatory Note**

This Amendment No. 3 to Tender Offer Statement on Schedule TO (this Amendment No. 3) amends and supplements the Tender Offer Statement on Schedule TO (the Schedule TO) relating to the Offer to Exchange Eligible Options for New Restricted Stock Units dated October 15, 2018 (as amended on November 9, 2018) (the Exchange Offer) by Regulus Therapeutics Inc., a Delaware corporation (the Company), originally filed by the Company with the Securities and Exchange Commission on October 15, 2018, as amended and supplemented by Amendment No. 1 dated and filed on November 9, 2018 and Amendment No. 2 dated November 9, 2018 and filed on November 13, 2018.

This Amendment No. 3 is the final amendment and is being made to report the results of the Exchange Offer and to amend and supplement Item 4(a) (Material Terms) of the Schedule TO to report such results.

The information in the Schedule TO, including all schedules and annexes to the Schedule TO, which were previously filed with the Schedule TO, is incorporated herein by reference to answer the items required in this Schedule TO, except that such information is hereby amended and supplemented to the extent specifically provided in this Amendment No. 3. Except as specifically set forth herein, this Amendment No. 3 does not modify any of the information previously reported on the Schedule TO.

#### **Item 4. Terms of the Transaction.**

Item 4(a) of the Schedule TO is amended and supplemented by adding the following information:

##### *(a) Material Terms.*

The Exchange Offer expired 5:00 p.m., U.S. Pacific Time, on Sunday, November 11, 2018. Pursuant to the Exchange Offer, as of the expiration of the Exchange Offer, 31 Eligible Holders (as defined in the Exchange Offer) tendered, and the Company accepted for cancellation, Eligible Options (as defined in the Exchange Offer) to purchase an aggregate of 915,009 shares of the Company's Common Stock, representing 100% of the total shares of the Common Stock underlying the Eligible Options held by Eligible Holders. On November 12, 2018, following the expiration of the Exchange Offer, the Company granted 603,058 New RSUs (as defined in the Exchange Offer) in exchange for the cancellation of the tendered Eligible Options. The vesting terms of the New RSUs are described in detail in the Exchange Offer.

**SIGNATURE**

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

**Regulus Therapeutics Inc.**

By: /s/ Joseph P. Hagan  
Joseph P. Hagan

President and Chief Executive Officer

Date: November 13, 2018