
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE TO

(Amendment No. 2)
Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934

PURETECH HEALTH PLC
(Name of Subject Company (Issuer) and Name of Filing Person (Offeror))

Ordinary Shares, par value £0.01 per share
American Depositary Shares, each representing 10 ordinary shares, par value £0.01 per share
(Title of Class of Securities)

746237106
(CUSIP Number of Class of Securities)

Bharatt Chowrira
Chief Executive Officer
PureTech Health plc
6 Tide Street, Suite 400
Boston, Massachusetts 02210
(617) 482-2333
(Name, Address and Telephone Number of Person Authorized To Receive Notices and Communications on Behalf of the Filing Person)

Copy to:

Peter N. Handrinos
Elisabeth M. Martin
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200 Clarendon Street
Boston, Massachusetts 02116
(617) 948-600

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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SCHEDULE TO

This Amendment No. 2 amends and supplements the Tender Offer Statement on Schedule TO (the “Original Schedule TO”), originally filed with the Securities and Exchange Commission (the “SEC”) on May 20, 2024, by PureTech Health plc., a public limited company incorporated in England and Wales (“PureTech” or the “Company”) (“Amendment No. 2”, together with the Original Schedule TO, the “Schedule TO”). The Schedule TO relates to the return of capital to the holders of ordinary shares, par value £0.01 per share (the “Ordinary Shares”), and American Depositary Shares representing Ordinary Shares (the “ADSs”), of the Company of up to US\$100 million, which is being implemented by way of a tender offer (the “Tender Offer”). The Tender Offer is being made upon the terms and subject to the conditions set forth in the Circular, dated May 20, 2024 (as it may be amended or supplemented from time to time, the “Circular”), a copy of which is attached hereto as exhibit (a)(1)(i).

The Circular and Items 1 through 9 and 11 of the Schedule TO, to the extent such Items incorporate by reference the information contained in the Circular, are hereby amended and supplemented as set forth below. You should read this Amendment No. 2 together with the Schedule TO and the Circular.

Except as otherwise set forth in this Amendment No. 2, the information set forth in the Schedule TO and the Circular remain unchanged. All capitalized terms used but not specifically defined in this Schedule TO shall have the meanings given to such terms in the Circular.

Amendments to the Circular and Items 1 through 9 and 11 of the Schedule TO

Item 11. Additional Information

(c) Other Material Information: On June 6, 2024, the Company issued a press release announcing the results of the General Meeting at which the special resolution to approve the Tender Offer was approved. The press release is filed herewith as Exhibit (a)(5)(v) and is hereby incorporated herein by this reference.

Item 12. Exhibits.

The following exhibits are included or incorporated by reference in this Schedule TO:

Exhibit No.	Description	Incorporation by Reference			
		Form	File Number	Exhibit No.	Filing Date
(a)(1)(i)	Circular to Shareholders, dated May 20, 2024.*				
(a)(1)(ii)	Tender Form.*				
(a)(1)(iii)	Letter of Transmittal.*				
(a)(1)(iv)	Letter to Brokers.*				
(a)(1)(v)	Letter to Clients.*				
(a)(2)	Not Applicable.				
(a)(3)	Not Applicable.				
(a)(4)	Not Applicable.				
(a)(5)(i)	Press Release, dated March 19, 2024.	6-K	001-39670	99.1	March 19, 2024
(a)(5)(ii)	Press Release, dated May 20, 2024.*				
(a)(5)(iii)	Company Frequently Asked Questions for Shareholders.*				
(a)(5)(iv)	Press release, dated June 4, 2024.*				
(a)(5)(v)	Press release, dated June 6, 2024.				
(b)	Not Applicable.				
(d)(1)	Put and Call Option Agreement, dated May 20, 2024, by and between PureTech Health plc and Jefferies International Limited.*				
(d)(2)	Performance Share Plan	20-F	001-39670	10.1	October 27, 2020
(d)(3)	Form of Incentive Stock Option Deed of Agreement under the Performance Share Plan	20-F	001-39670	10.2	October 27, 2020
(d)(4)	Form of Nonstatutory Stock Option Deed of Agreement under the Performance Share Plan	20-F	001-39670	10.3	October 27, 2020
(d)(5)	Form of Restricted Share Units Agreement under the Performance Share Plan	20-F	001-39670	10.4	October 27, 2020
(g)	Not Applicable.				
(h)	Not Applicable.				
107	Filing Fee Table.*				

* Previously filed.

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

Not Applicable.

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.

Dated: June 6, 2024

PURETECH HEALTH PLC

By: /s/ Bharatt Chowrira
Name: Bharatt Chowrira
Title: Chief Executive Officer

6 June 2024

PureTech Health plc**Result of General Meeting**

PureTech Health plc (Nasdaq: PRTC, LSE: PRTC) (“PureTech” or the “Company”), a clinical-stage biotherapeutics company dedicated to changing the lives of patients with devastating diseases, is pleased to announce that at the General Meeting of the Company held at 11:00 a.m. New York City time (4:00 p.m. London time) today at the Company’s offices at 6 Tide Street, Boston, Massachusetts, 02210, United States, the proposed Special Resolution as set out in the Circular containing the Notice of General Meeting circulated to Shareholders and published on 20 May 2024 was duly passed.

The results of the poll, incorporating the proxy votes lodged in advance of the meeting, are set out below:

Resolution	For	%	Against	%	Withheld	Total votes cast
I. To approve a tender offer to acquire approximately 33,500,000 ordinary shares (including ordinary shares represented by American depositary shares (“ADSs”)) for 250 pence per ordinary share (including ordinary shares represented by ADSs) in the Company on the terms set out in the circular to shareholders dated 20 May 2024.	186,119,551	99.94%	113,744	0.06%	49,148	186,233,295

Notes:

(1) A vote “Withheld” is not a vote in law and is not counted in the calculation of the votes “For” or “Against” a resolution.

(2) As at 4 June 2024, the latest practicable date for the General Meeting, the number of issued shares in the Company entitling the holders to attend and vote for or against the special resolution at the General Meeting was 270,814,102 Ordinary Shares. This does not include 18,654,057 Ordinary Shares held in treasury. In accordance with the Company’s Articles of Association, on a poll every member present in person or by proxy has one vote for every share held.

(3) The full text of the resolution may be found in the Circular containing the Notice of General Meeting, copies of which are available on both the Company's website <https://investors.puretechhealth.com/tender-offer> and on the National Storage Mechanism. The resolution may also be found in the Circular containing the Notice of General Meeting included as an exhibit to the Schedule TO filed with the Securities and Exchange Commission and available for inspection at <https://sec.gov>.

Tender Offer

Further to the Company's announcement and the Circular dated 20 May 2024, the latest time and date for receipt of Tender Forms or TTE Instructions from Shareholders in respect of the Tender Offer is 1:00 p.m. London time on 20 June 2024, and the latest time and date for receipt by the Tender Agent of Letters of Transmittal for ADSs and book-entry transfer of ADSs in respect of the Tender Offer is 5:00 p.m. New York City time on 18 June 2024.

The results of the Tender Offer will be announced on 24 June 2024.

References to times in this timetable are to London time (British Summer Time (BST)) or New York City time (Eastern Daylight Time (EDT)) (as stated).

Capitalised terms in this announcement (unless otherwise defined) have the same meanings as set out in the Circular.

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About PureTech Health

PureTech is a clinical-stage biotherapeutics company dedicated to giving life to new classes of medicine to change the lives of patients with devastating diseases. The Company has created a broad and deep pipeline through its experienced research and development team and its extensive network of scientists, clinicians and industry leaders that is being advanced both internally and through its Founded Entities. PureTech's R&D engine has resulted in the development of 29 therapeutics and therapeutic candidates, including two that have received both U.S. FDA clearance and European marketing authorization and a third (KarXT) that has been filed for FDA approval. A number of these programs are being advanced by PureTech or its Founded Entities in various indications and stages of clinical development, including registration enabling studies. All of the underlying programs and platforms that resulted in this pipeline of therapeutic candidates were initially identified or discovered and then advanced by the PureTech team through key validation points.

For more information, visit www.puretechhealth.com or connect with us on X (formerly Twitter) @puretechh.

Cautionary Note Regarding Forward-Looking Statements

This press release contains statement that are or may be forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements contained in this press release that do not relate to matters of historical fact should be considered forward-looking statements, including without limitation statements that relate to our expectations around our therapeutic candidates and approach towards addressing major diseases, our future prospects, developments, and strategies, and statements regarding the intent, belief or current expectations regarding the Tender Offer. The forward-looking statements are based on current expectations and are subject to known and unknown risks, uncertainties and other important factors that could cause actual results, performance and achievements to differ materially from current expectations, including, but not limited to, those risks, uncertainties and other important factors described under the caption "Risk Factors" in our Annual Report on Form 20-F for the year ended December 31, 2023 filed with the SEC and in our other regulatory filings. These forward-looking statements are based on assumptions regarding the present and future business strategies of the Company and the environment in which it will operate in the future. Each forward-looking statement speaks only as at the date of this press release. Except as required by law and regulatory requirements, we disclaim any obligation to update or revise these forward-looking statements, whether as a result of new information, future events or otherwise.