

AMBIT BIOSCIENCES CORP  
Form SC TO-C  
September 30, 2014

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

**SCHEDULE TO**  
**TENDER OFFER STATEMENT**  
**under Section 14(d)(1) or Section 13(e)(1)**  
**of the Securities Exchange Act of 1934**

**AMBIT BIOSCIENCES CORPORATION**  
**(Name of Subject Company)**

**CHARGE ACQUISITION CORP.**  
**a wholly-owned subsidiary of**  
**DAIICHI SANKYO COMPANY, LIMITED**  
**(Names of Filing Persons Offeror)**  
**Common Stock, Par Value \$0.001 per share**  
**(Title of Class of Securities)**

**02318X100**

(CUSIP Number of Class of Securities)

**Seth Flaum**

**Daiichi Sankyo, Inc.**

**2 Hilton Ct.**

**Parsippany, NJ 07054-4410**

**Telephone: (973) 944-2600**

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

*with copy to:*

**Patrick Naughton**

**Simpson Thacher & Bartlett LLP**

**425 Lexington Avenue**

**New York, New York 10017-3954**

**Telephone: (212) 455-2000**

**CALCULATION OF FILING FEE**

**Transaction Valuation\***

Not Applicable

**Amount of Filing Fee\***

Not Applicable

\* A filing fee is not required in connection with this filing as it relates solely to preliminary communications made before the commencement of a tender offer.

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Check 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: Not applicable.  
Form or Registration No.: Not applicable.

Filing Party: Not applicable.  
Date Filed: Not applicable.

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.

On September 28, 2014, Ambit Biosciences Corporation ( Ambit ) and Daiichi Sankyo Company, Limited ( Daiichi Sankyo ) issued a joint press release announcing the execution of an Agreement and Plan of Merger (the Merger Agreement ). Pursuant to the Merger Agreement, Charge Acquisition Corp., a wholly-owned subsidiary of Daiichi Sankyo ( Purchaser ), will commence a tender offer (the Offer ) to purchase all of the issued and outstanding shares of Ambit common stock for (a) \$15.00 per share in cash, plus (b) one non-transferrable contingent value right for each share of Ambit common stock, which represents the contractual right to receive up to \$4.50 per share upon the achievement of certain commercialization-related milestones. If successful, the Offer will be followed by a merger of Purchaser with and into Ambit (the Merger ).

This Schedule TO filing consists of the following documents relating to the proposed Offer and Merger:

(i) Presentation by employees of Daiichi Sankyo at a meeting of Ambit Biosciences employees on September 30, 2014.

Jeff  
Warmke,  
PhD  
Sr.  
Vice  
President  
External Scientific Affairs  
Town Hall Meeting  
September 30, 2014

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Today is the start of a new future for us

because Ambit Biosciences and Daiichi Sankyo have entered into an agreement for Daiichi Sankyo to acquire Ambit Biosciences

The agreement establishes a new opportunity for us to meet our mutual goal of delivering new medicines to patients with unmet needs

Why is Daiichi Sankyo (DS) interested in Ambit Biosciences?

Our missions are similar

Ambit's strategy to seek partnerships to accelerate development of compounds aligns with DS's strategy to explore mutually beneficial partnerships and executing strategic acquisitions

DS wants to be a leader in oncology

DS has great respect for the people and the accomplishments of

Ambit

The

quizartinib

Ph2

data

are

impressive,

and

quizartinib

will

fit

seamlessly

into our oncology pipeline

About Daiichi Sankyo

One of the Top pharmaceutical companies in Japan

Ranked among the top 20 global pharmaceutical companies

Worldwide Presence:

Ground presence in more than 50 countries

Manufacturing locations in 13 countries

R&D locations in Japan, US, Germany, UK, India, and etc.

Consolidated net sales

JPY 997.9 Bn (FY2012) = 9.9 Bn US\$ \*

>32,000 employees globally represented by 50 nationalities

Business model encompassing;  
Innovative and Established pharmaceuticals, OTC, and Vaccines

\*Currency rate : JPY/USD=100.0

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Daiichi  
Sankyo Co., Ltd.  
SANKYO  
CO., LTD.  
DAIICHI SANKYO CO., LTD.  
DAIICHI  
PHARMACEUTICAL CO.,  
LTD.  
Merger 2007  
Founded 1899  
Founded 1918  
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Our Values and Commitments

1.  
To create first-in-class  
and best-in-class drugs
2.  
To take a global  
perspective, and respect  
local values
- 3.

To foster intellectual  
curiosity and strategic  
insight

Innovation

Innovation

Our Imperative

4.

To provide the highest  
quality medical  
information

5.

To provide a stable  
supply of top-quality  
pharmaceutical products

6.

To be an ethical, trusted,  
and respectful partner

Integrity

Integrity

Our Strength

7.

To be accountable for  
achieving our goals

8.

To demonstrate  
professionalism, respect  
for others and  
teamwork

Accountability

Accountability

Our Culture

To Contribute to the Enrichment of Quality of Life Around the World  
Through the Creation of Innovative Pharmaceuticals, and  
Through the Provision of Pharmaceuticals Addressing Diverse Medical Needs  
Mission

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Tradition of innovation and giving  
Dr. Takamine isolated  
adrenaline, and developed Taka-  
Diatase for medicinal use  
Dr. Jokichi Takamine,  
Sankyo's first president  
Dr. Takamine funded the gift

of cherry trees from Tokyo to  
Washington, DC in 1912.

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Daiichi Sankyo is a global company  
30,000 employees worldwide  
3,000 employees in the U.S.  
Daiichi Sankyo US  
Daiichi Sankyo Europe  
Daiichi Sankyo Japan  
Latin American Affiliates  
Venezuela, Brazil  
Asia Affiliates  
China, Taiwan, Korea, Thailand

India  
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3  
Daiichi Sankyo Co., Ltd  
R&D Division  
Daiichi Sankyo RD  
Novare  
Asubio Pharma  
(R&D)  
Daiichi Sankyo Inc.  
Edison, NJ  
(Development)

Daiichi Sankyo  
Development  
London (Development)  
Daiichi Sankyo Europe GmbH  
Munich (Development,  
Pharmaceutical technology)  
Daiichi Sankyo (China)  
(Development)  
U3 Pharma  
Munich  
(oncology, mAB)  
Daiichi Sankyo Life  
Science Research  
Center India  
Ranbaxy Laboratories  
(R&D)  
Daiichi Sankyo Brazil  
(Development)  
Daiichi Sankyo Venezuela  
(Development)  
Plexxikon  
Berkeley, CA  
(oncology)  
Global R&D Locations  
Asubio (Development)  
Edison, NJ

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Our innovation history

Pravastatin : HMG-CoA inhibitor

Anti-cholesterol

launched in 1989

licensed to BMS

Pravachol

Levofloxacin : Broad spectrum anti-biotic

quinolone

launched in 1993

licensed to J&J

Levaquin

The innovation of Taka-diaastase by Dr. Jokichi Takamine,

1

st

president

of

ex-Sankyo,

continues

today

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Our innovation history

Olmesartan :

Blocker (ARB)

Anti-hypertensive

launched in 2002

Benicar

®

, Benicar HCT

®

Azor

®

, Tribenzor

®

Prasugrel : ADP receptor inhibitor

Anti-platelet

launched in 2009

co-promotes with Eli Lilly & Co.

launch in Japan this year

Effient

®

Edoxaban :

FXa inhibitor

Anti-coagulant

Approved in Japan (VTE, AF) as *Lixiana*

NDA globally

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Angiotensin Receptor

®

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Representative Business Development Activity

Partner

Description

Strategic Rationale

Charleston Labs (2014)

Development and Commercialization

Collaboration

Collaboration to develop and commercialize novel

hydrocodone combination products for acute pain  
UCSF  
Institute for Neurodegenerative  
Diseases(2014)  
Drug Discovery Collaboration  
Discovery of novel therapeutics and diagnostics for multiple  
neurodegenerative diseases  
Sanford Burnham Medical Research  
Institute  
(2014)  
Research and Development Collaboration  
Enhance internal drug discovery in CV & Metabolic  
diseases; leverage their Translational Medicine expertise  
Virtici and Celdara Medical (2013)  
Research and Development Collaboration  
Enhance internal drug discovery in oncology and other  
therapeutic areas  
Amplimmune (2012)  
Research and Development Collaboration  
Enhance internal drug discovery in autoimmune disease  
NGM Biopharmaceuticals (2012)  
Research Collaboration  
Enhance internal drug discovery in diabetes  
Mitsubishi Tanabe (2012)  
Strategic Sales Alliance in Japan  
Leverage sales/marketing infrastructure, improve near term  
pipeline  
Coherus (2012)  
Research and Development  
Collaboration; Equity Investment  
Collaboration to develop and commercialize bio-similars  
Plexxikon (2011)  
Acquisition  
Broaden pipeline and expand small molecule research  
programs (oncology, immunology, CVM); add personalized  
medicine approach  
U3 Pharma (2008)  
(2008)  
Acquisition  
Broaden oncology pipeline and expand antibody research  
programs  
ArQule (2008)  
Research, Development and Commercial  
Alliance  
Broaden oncology pipeline and support drug discovery  
efforts



R&D Unit as of April 2014  
GRDHRC  
Goddu  
Global Head of R&D  
Glenn Gormley  
Asubio Pharma  
Global Head  
Research

RCI  
TCRM  
ROF  
RD Novare  
Global Head  
Biologics  
U3 Pharma  
BOF  
Global Head  
Development  
Ghazzi  
Japan  
DSPD (US)  
Ghazzi  
DSD (EU)  
Asia  
Plexikon  
Venture Science Lab.  
Global Head R&D  
Planning  
GRDFC  
GRaDiC  
External Scientific Affairs  
Warmke  
Global Head Project  
Management  
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R&D

Focus Therapeutic Areas

Discovery

Priority Areas

-

Oncology

-

Cardiovascular-Metabolics

New Areas

-  
Drug creation based on  
disease mechanisms,  
developing products with  
new mechanisms of action  
that address heavily unmet  
needs

Thrombotic  
disorders

Hypertension

Bacterial  
infections

Hyperlipidemia

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Phase 1  
Phase 2  
Phase 3  
Application  
Therapeutic area  
Cardiovascular-  
Metabolics  
Oncology

Others

Prasugrel(JP)

(CS-747 prasugrel / ischemic stroke  
/ anti-platelet agent)

DU-176b (US/EU)

(edoxaban / AF / oral factor Xa inhibitor)

DU-176b (US/EU)

(edoxaban / VTE / oral factor Xa inhibitor)

Tivantinib (US/EU)

(ARQ 197/ HCC / Met inhibitor)

Denosumab (JP)

(AMG 162 / breast cancer adjuvant  
/ anti-RANKL antibody)

Denosumab (JP)

(AMG 162 / rheumatoid arthritis  
/ anti-RANKL anti-body)

DS-5565

(Global)

(Chronic pain /

2

ligand)

Daiichi Sankyo R&D Pipeline

Levofloxacin (JP)

(DR-3355 / anti-infection  
/ New quinolone)

Nimotuzamab

(JP)

DE-766/ Gastric cancer /  
anti-EGFR antibody)

Prasugrel (US)

(CS-747 / Sickle Cell Disease / anti-platelet  
agent)

CS-3150 (JP)

(Anti-hypertensive/DM nephropathy  
/ MR antagonist)

U3-1287 (US/EU)

(patritumab / anti-HER3 antibody)

PLX4032 (US/EU)

(vemurafenib / BRAF inhibitor)

PLX3397 (US)

(Fms/Kit/Flt3-ITD inhibitor)

DS-7309

(Anti-diabetes / Glucokinase activator)

DS-8500

(Anti-diabetes / GPR119 agonist)

DS-1040

(Acute ischemic stroke

/ TAFIa inhibitor)

U3-1565 (US/JP)

(Anti-HB-EGF

antibody)  
DS-7423 (US/JP)  
(PI3K/mTOR inhibitor)  
DS-3078 (US/EU)  
(mTOR  
inhibitor)  
CS-8958 (US/EU)  
(laninamivir / anti-influenza  
/ Outlicensing with Biota)  
PLX5622  
(Rheumatoid arthritis  
/ FMS kinase inhibitor)  
Hydromorphone  
(DS 7113 / Narcotic analgesic  
/ opioid mu-receptor regulator)  
SUN13837  
(US/EU)  
(Spinal cord injury  
/ Modulator of bFGF signaling system)  
DS-3032 (US)  
(MDM2  
inhibitor)  
PLX7486(US)  
(Fms/Trk inhibitor)  
DS-1093  
(Anemia of chronic kidney  
disease/HIF-PH inhibitor)  
As of July 2014  
DS-8895 (JP)  
(Anti-EPHA2 antibody))  
DS-8273 (US)  
(Anti DR5 antibody)  
PLX8384 US)  
(BRAF inhibitor)  
DS-  
3801  
(Chronic obstipation/GPR 38 agonist)  
DS-1971  
(Chronic pain)  
Ioforminol (JP)  
(GE 1451 x-ray contrast media/  
Angiography)  
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Global Clinical Committee  
Global Clin Operations Committee  
Global Regulatory Committee  
Biostat & Data Mgmt Committee  
Global TMCP Committee  
DS Japan  
DS Americas



Ghazzi  
DS Europe  
DS Asia  
Global Head of Development  
Ghazzi  
Regions  
Regions  
Functions  
Functions  
Chief Medical Advisor  
Global Development Leadership Team (GDLT)  
Global Development Leadership Team (GDLT)

Global Development Organization

Europe

DSD: UK

DSID, India

Japan

DS, Tokyo

DS RD Novare

Asubio, Kobie

Americas

DSPD, Edison, NJ

Plexxikon, Berkeley, CA

Ambit Biosciences, La Jolla, CA

Asia

Shanghai, China

Beijing, China

Taipei, Taiwan

Seoul, Korea

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Global R&D Network  
Daiichi Sankyo Life Science  
Research Centre in  
India  
Asubio Pharma  
Plexxikon  
RCI

U3 Pharma  
Daiichi  
Daiichi  
Sankyo  
Sankyo  
Global  
Global  
Research  
Research  
Functions  
Functions  
PLX4032  
PLX3397  
PLX8394  
PLX7486  
PLX5622  
U3-1287  
U3-1565  
SUN13837  
Research  
Center  
In India  
DS RD Novare Co., Ltd  
R&D  
Partnership  
with DS  
Venture Science  
Laboratory  
New  
Organization  
Effective  
April 2013  
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HER3  
EGFR  
DR5  
c-Met  
HB-EGF  
U3-1565  
Nimotuzumab  
DE-766  
ARQ-197  
Tigatuzamab  
CS-1008  
Daiichi

Sankyo

Oncology

Research

Targets

BRAF

Zelboraf®

FLT3-ITD

Japanese Journal of Clinical Oncology. Jan. 2014. 00(0) 1-7

Denosumab

U3-1287

Quizartinib

RANKL

RANK

Osteoclast

Bone Metastasis

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Making a difference in patients

lives

Our mutual goals to find medicines to improve patient's lives is a common objective of both Ambit Biosciences and Daiichi Sankyo.

So

our

first

priority

will

be

to

ensure

that

there

are

no

delays

in

the development activities for quizartinib. And for that, we need your help.

We respect that you may have many questions about your role moving forward.

Daiichi Sankyo commits to addressing your questions and needs

and as soon as our HR organization have had time to think through the integrations and future steps, we will share that with you.

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What we can share with you today

Until closing, each company will continue as a separate, independent company

Integration planning will begin immediately

Anticipate impact to employees pre deal-close will be minimal

Post deal-close anticipate little change to current HR plans and policies (See your HR representative for details)

As integration planning progresses, a clearer understanding of individual employment impact will become clearer

Each employee will be treated as an individual

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Research team members

Communication within and between  
Discovery and Development globally

Development team members

Global R&D culture supports:

Importance of open discussion and debate

Respectful challenge for new ideas and innovation

Cross-functional, cross-cultural, and diverse ideas

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An Integration Planning Steering Committee (IPSC) will be formed

DS co-leaders will be Jeff Warmke and Kym Goddu

DS and Ambit members of the IPSC and sub-teams will be appointed and confirmed

Communications regarding post-close integration plans will be shared as soon as we can for implementation post-close

Integration Planning Next Steps

DS and Ambit HR teams will be meeting to address questions from both organizations and understand our cultures

Integrations take time, they can be frustrating and not so simple

Patience and mutual respect are key

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Important Information

This presentation is for informational purposes only and is not an offer to buy or the solicitation of an offer to sell any shares of Ambit Biosciences common stock. The tender offer described herein has not yet been commenced. On the commencement date of the tender offer, an offer to purchase, a letter of transmittal and related documents will be filed with the Securities and Exchange Commission (SEC). The solicitation of offers to buy shares of Ambit Biosciences common stock will only be made pursuant to the offer to purchase,

the  
letter  
of  
transmittal  
and  
related  
documents.

Investors and Ambit

Biosciences securityholders are strongly advised to read both the tender offer statement and the solicitation/recommendation statement that will be filed by Ambit Biosciences regarding the tender offer when they become available as they will contain important information. Investors and securityholders

may  
obtain  
free  
copies  
of  
these  
statements  
(when  
available)  
and  
other documents  
filed  
with  
respect  
to  
the  
tender  
offer  
at  
the  
SEC's  
website  
at  
[www.sec.gov](http://www.sec.gov).

In  
addition,  
copies of the  
tender offer statement and related materials (when available) may be obtained for free by directing such requests to the information agent for the tender offer or by directing such requests to the Daiichi Sankyo Group investor relations at the e-mail address below. The solicitation/recommendation statement and related documents (when available) may be

obtained

by

directing

such

requests to

Ambit Biosciences investor relations at the phone number or e-mail address below.

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