

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

AMENDMENT NO. 1  
TO  
SCHEDULE TO  
TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)  
OF THE SECURITIES EXCHANGE ACT OF 1934

**Innovate Biopharmaceuticals, Inc.**

(Name of Subject Company (Issuer) and Filing Person (Offeror))

**WARRANTS TO PURCHASE COMMON STOCK**  
**(Title of Class of Securities)**

45782F105  
(CUSIP Number of Common Stock Underlying Warrants)

Sandeep Laumas  
Executive Chairman, Chief Executive Officer and Director  
Innovate Biopharmaceuticals, Inc.  
8480 Honeycutt Road, Suite 120  
Raleigh, NC 27615  
(919) 275-1933

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

Copy to:

Jeffrey Fessler, Esq.  
Sheppard, Mullin, Richter & Hampton LLP  
30 Rockefeller Plaza  
New York, NY 10112-0015  
(212) 653-8700

**CALCULATION OF FILING FEE:**

**Transaction valuation<sup>(1)</sup>**

\$1,851,995

**Amount of filing fee<sup>(1)(2)</sup>**

\$241

(1) Estimated for purposes of calculating the amount of the filing fee only. The transaction is an offer to amend and exercise certain outstanding warrants held by holders of record as of February 12, 2020 to purchase 12,346,631 shares of the Company's common stock (the "**Original Warrants**"). The shares of common stock underlying the Original Warrants are known as the "**Warrant Shares**".

(2) Calculated by multiplying the transaction value by .0001298.

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: \$241  
Form or Registration No.: 005-90111

Filing Party: Innovate Biopharmaceuticals, Inc.  
Date Filed: February 12, 2020

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.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

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#### EXPLANATORY NOTE

This Amendment No. 1 (this “Amendment No. 1”) amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission (the “SEC”) on February 12, 2020 (the “Schedule TO”). Pursuant to Rule 12b-15 under the Securities and Exchange Act of 1934, as amended (the “Exchange Act”), this Amendment No. 1 amends and restates only the items of the Schedule TO that are being amended and restated hereby, and unaffected items and exhibits in the Schedule TO are not included herein. This Amendment No. 1 should be read in conjunction with the Schedule TO and the related Offering Materials, as the same may be further amended or supplemented hereafter and filed with the SEC.

**Item 1. SUMMARY TERM SHEET.**

The information set forth in Item 4 below is incorporated herein by reference.

**Item 4. TERMS OF THE TRANSACTION.**

This Amendment No. 1 supplements Items 1 and 4 of the Schedule TO as follows:

**Satisfaction of Condition**

As described in the Offer to Amend and Exercise, one of the two Expiration Conditions to the exercise of the Original Warrants pursuant to the Offer to Amend and Exercise was the approval of Proposal No. 2 by Company stockholders at that Special Meeting of the Company’s stockholders held on February 14, 2020. Proposal No. 2 was approved by Company stockholders at the Special Meeting and thus one of the two Expiration Conditions to the exercise of the Original Warrants has been satisfied.

**Item 12. EXHIBITS.**

The following are attached as exhibits to this Schedule TO:

- (a) [\(1\)\(A\) Letter to Holders of Original Warrants\\*](#)
    - [\(1\)\(B\) Offer to Amend and Exercise\\*](#)
    - [\(1\)\(C\) Form of Election to Consent, Participate and Exercise Warrant\\*](#)
    - [\(1\)\(D\) Form of Notice of Withdrawal\\*](#)
    - [\(1\)\(E\) Form of Amendment to Original Warrants\\*](#)
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[\(1\)\(G\) Form of Supplemental Information letter to Holders of Original Warrants](#)

\* Previously filed

(b) Not applicable.

(d) None.

(g) None.

(h) None.

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**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.

Innovate Biopharmaceuticals, Inc.

By: /s/ Sandeep Laumas

Name: Sandeep Laumas

Title: Chief Executive Officer  
(Principal Executive Officer)

Date: February 20, 2020

February 20, 2020

**INNOVATE BIOPHARMACEUTICALS, INC.**  
8480 Honeycutt Road, Suite 120  
Raleigh, NC 27615

To the Holders of the Original Warrants:

As you know, Innovate Biopharmaceuticals, Inc. (the “**Company**”) is offering holders of certain warrants to purchase common stock of the Company the opportunity to amend and exercise their warrants at a temporarily reduced cash exercise price of \$0.15 per share of common stock, upon the terms set forth in the Offer to Amend and Exercise Warrants to Purchase Common Stock dated as of February 12, 2020 (the “**Offer to Amend and Exercise**”). All terms not defined in this letter shall have the meanings set forth in the Offer to Amend and Exercise.

Offering materials, each dated February 12, 2020, were previously provided to you. As stated in the Offer to Amend and Exercise, on January 22, 2020, the Company filed a proxy statement pursuant to Section 14(a) of the Securities Exchange Act of 1934 (the “**Proxy Statement**”) with respect to a special meeting of stockholders to take place on February 14, 2020 (the “**Special Meeting**”), to approve certain proposals, including Proposal No. 2 therein whereby Company stockholders were asked to approve the issuance of shares to Eligible Holders in connection with this Offer to Amend and Exercise. The exercise of the Original Warrants is expressly contingent on (i) the approval of Proposal No. 2 by Company stockholders at the Special Meeting and (ii) the satisfaction or waiver of the obligations of each party to the Merger Agreement (the “**Expiration Conditions**”).

Since the mailing of the offering materials, the Company held the Special Meeting. Proposal No. 2 was approved by Company stockholders at the Special Meeting and thus one of the two Expiration Conditions to the exercise of the Original Warrants has been satisfied.

To participate in the Offer to Amend and Exercise and exercise an Amended Warrant to receive the number of shares of Company common stock issuable therefor, you must deliver to the Company, prior to the Expiration Date, the following: (i) a signed and completed copy of the enclosed amended Election to Consent, Participate and Exercise Warrant, (ii) a signed copy of an Accredited Investor Questionnaire, (iii) the original copy of your Original Warrant, (or an Affidavit of Loss and Indemnification Agreement), for cancellation, and (iv) cash in the amount equal to \$0.15 per share multiplied by the number of shares of common stock you elect to purchase (collectively, the “**Acceptance and Exercise Documents**”). The Acceptance and Exercise Documents, including the cash tendered by check or wire transfer, must be delivered as set forth in the Offer to Amend and Exercise. If you properly tender (and do not validly withdraw) these materials on or prior to the Expiration Date promptly following the Expiration Date, we intend to notify the escrow agent and our transfer agent of our acceptance of your payment of the exercise price and these materials and issue and deliver to you the number of shares of Company common stock issuable under the Amended Warrant.

If you change your mind and do not want to participate in the Offer to Amend and Exercise, you may submit a Notice of Withdrawal to the Company at any time prior to the Expiration Date. The Notice of Withdrawal must be properly completed and must be returned to the Company on or prior to the Expiration Date. If you properly withdraw in a timely manner as set forth above, we will promptly: (i) cancel your signed copy of the Election to Consent, Participate and Exercise Warrant, (ii) return the original copy of your Original Warrant, or issue you a new Original Warrant if you submitted an Affidavit of Loss and Indemnification Agreement, and (iii) provide you with a check equal to the amount of cash you paid to exercise the Amended Warrant.

Thank you for your time in reviewing this request.

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Sincerely,

/s/ Sandeep Laumas, M.D.

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Sandeep Laumas, M.D.

Chief Executive Officer

Innovate Biopharmaceuticals, Inc.