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

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**SCHEDULE 14D-9**  
(Rule 14d-101)  
(Amendment No. 2)

**SOLICITATION/RECOMMENDATION STATEMENT  
UNDER SECTION 14(d)(4) OF THE SECURITIES EXCHANGE ACT OF 1934**

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**Concert Pharmaceuticals, Inc.**  
(Name of Subject Company)

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**Concert Pharmaceuticals, Inc.**  
(Name of Persons Filing Statement)

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**COMMON STOCK, PAR VALUE \$0.001 PER SHARE**  
(Title of Class of Securities)

**206022105**  
(CUSIP Number of Class of Securities)

**Erik Zwicker**  
**Concert Pharmaceuticals, Inc.**  
**General Counsel**  
**65 Hayden Avenue, Suite 3000N**  
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**(781) 860-0045**

*With copies to:*

**William H. Aaronson**  
**Davis Polk & Wardwell LLP**  
**450 Lexington Avenue**  
**New York, NY 10017**  
**(212) 450-4000**

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Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

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This Amendment No. 2 (this “Amendment No. 2”) amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 (as amended or supplemented from time to time, the “Schedule 14D-9”) filed by Concert Pharmaceuticals, Inc., a Delaware corporation (“Concert”), with the Securities and Exchange Commission (the “SEC”) on February 2, 2023, relating to the tender offer by Foliage Merger Sub, Inc., a Delaware corporation (“Purchaser”) and a wholly owned indirect subsidiary of Sun Pharmaceutical Industries Ltd., an entity organized under the laws of India (“Sun Pharma”), to acquire all of the issued and outstanding shares of common stock, par value \$0.001 per share (the “Shares”) of Concert for a purchase price of (i) \$8.00 per Share, in cash, subject to any applicable withholding of taxes and without interest, plus (ii) one contingent value right (each, a “CVR”) per Share, subject to any applicable withholding of taxes and without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase, filed by Sun Pharma and Purchaser with the SEC on February 2, 2023 (as amended or supplemented from time to time, the “Offer to Purchase”), and in the related Letter of Transmittal filed by Sun Pharma and Purchaser with the SEC on February 2, 2023 (as amended or supplemented from time to time, the “Letter of Transmittal,” which, together with the Offer to Purchase, constitute the “Offer”).

Except to the extent specifically provided in this Amendment No. 2, the information set forth in the Schedule 14D-9 remains unchanged. Capitalized terms used, but not otherwise defined, in this Amendment No. 2 shall have the meanings ascribed to them in the Schedule 14D-9. This Amendment No. 2 is being filed to reflect certain updates as reflected below.

#### ***Item 8. Additional Information***

Item 8 of the Schedule 14D-9 is hereby amended and supplemented as follows:

**The following paragraphs replace in their entirety the paragraphs under the heading “—Regulatory Approvals” beginning on page 57 of the Schedule 14D-9:**

##### *“Antitrust in the United States*

Under the HSR Act and the rules promulgated thereunder, certain acquisition transactions may not be consummated unless certain information and documentary materials have been furnished to the Antitrust Division of the Department of Justice (the “Antitrust Division”) and the Federal Trade Commission (“FTC”) in Notification and Report Forms provided by the acquiring and acquired persons, and certain waiting period requirements have been satisfied. The purchase of Shares pursuant to the Offer is subject to such requirements. The Antitrust Division and the FTC assess the legality under the antitrust laws of the United States of transactions such as the acquisition of Shares by Purchaser pursuant to the Offer (and the Merger).

Each of Sun Pharma and Concert filed a Notification and Report Form under the HSR Act with the FTC and the Antitrust Division in connection with the purchase of Shares in the Offer on February 1, 2023 and the initial waiting period applicable to the Offer under the HSR Act expired at 11:59 p.m. Eastern Time, on March 3, 2023. Accordingly, the Offer Condition requiring that the waiting period (and any extension thereof) applicable to the consummation of the Offer and the Merger under the HSR Act shall have expired or been terminated has been satisfied.”

**The following new subsection is added before the final subsection entitled “Cautionary Note Regarding Forward-Looking Statements” at the end of such Item 8:**

##### **“Final Results of the Offer and Completion of the Merger**

The Offer expired at one minute after 11:59 p.m. New York City Time, on March 3, 2023. Computershare Trust Company, N.A., in its capacity as depositary for the Offer (the “Depositary”), advised that, as of the expiration of the Offer, a total of 48,220,511 Shares were validly tendered and not validly withdrawn pursuant to the Offer, representing approximately 75.2% of the Shares outstanding as of the expiration of the Offer. As of the expiration of the Offer, the number of Shares validly tendered and not validly withdrawn pursuant to the Offer satisfied the Minimum Condition, as defined in the Offer to Purchase, and all other conditions to the Offer were satisfied or waived. Promptly after the expiration of the Offer, Purchaser irrevocably accepted for payment all Shares validly tendered and not validly withdrawn pursuant to the Offer. Purchaser will promptly (and in any event, within no more than one (1) business day) pay for all such Shares.

Following the acceptance of such Shares, the Merger was completed on March 6, 2023, in accordance with Section 251(h) of the DGCL without a vote of Concert's stockholders. At the Effective Time of the Merger, (A) each Share (other than Excluded Shares) was automatically cancelled and converted into the right to receive the Offer Price, subject to any applicable withholding of taxes and without interest, and (B) each Preferred Share (other than Preferred Shares held in the treasury of the Company) was automatically converted into the right to receive the Preferred Consideration, subject to any applicable withholding of taxes and without interest.

As a result of the Merger, the Shares will be delisted and will cease to trade on the NASDAQ Global Market. Sun Pharma and Purchaser intend to take steps to cause the termination of the registration of the Shares under the Exchange Act and suspend all of Concert's reporting obligations under the Exchange Act as promptly as practicable.

On March 6, 2022, Sun Pharma issued a press release announcing the expiration and results of the Offer. The full text of the press release is attached as Exhibit (a)(5)(R) hereto and is incorporated herein by reference."

**Item 9. Exhibits**

Item 9 of the Schedule 14D-9 is hereby amended and supplemented by adding the following Exhibit to the list of Exhibits:

<b>Exhibit No.</b>	<b>Description</b>
(a)(5)(R)	Press Release of Sun Pharmaceutical Industries Ltd. dated March 6, 2023.

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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.

Dated: March 6, 2023

CONCERT PHARMACEUTICALS, INC.

By: /s/ Erik Zwicker

Name: Erik Zwicker

Title: Secretary

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### Sun Pharma Completes Acquisition of Concert Pharmaceuticals

- *Acquisition Adds Deuruxolitinib, a Potential Best-in-Class Oral JAK Inhibitor for the Treatment of Alopecia Areata, to Sun Pharma's Global Dermatology Portfolio*

MUMBAI, India and PRINCETON, N.J., March 6, 2023 – Sun Pharmaceutical Industries Limited (Reuters: SUN.BO, Bloomberg: SUNP IN, NSE: SUNPHARMA, BSE: 524715 (together with its subsidiaries and/or associated companies, “Sun Pharma”)) today announced the successful completion of its acquisition of Concert Pharmaceuticals, Inc., a late-stage clinical biopharmaceutical company that is developing deuruxolitinib, a novel, deuterated, oral JAK1/2 inhibitor, for the potential treatment of adult patients with moderate to severe alopecia areata.

“We are excited to add deuruxolitinib, a late-stage, potential best-in-class treatment for alopecia areata, to our growing global dermatology portfolio and expand our presence in the Boston biotech hub,” said Abhay Gandhi, CEO North America, Sun Pharma. “By bringing together Concert’s talented team with Sun Pharma’s global reach and commercial capabilities, this acquisition is an opportunity to bring deuruxolitinib to market globally and make a meaningful difference to alopecia areata patients around the world.”

Sun Pharma’s tender offer to acquire all outstanding shares of Concert’s common stock for (i) \$8.00 per share in cash, subject to any applicable withholding of taxes and without interest (the “Common Cash Amount”), plus (ii) one non-transferable contingent value right (each, a “CVR”) per share (the “Common CVR Amount” and together with the Common Cash Amount, the “Offer Price”), subject to any applicable withholding of taxes and without interest, which represents the contractual right to receive contingent payments of up to \$3.50 per share, in cash, in the aggregate, subject to any applicable withholding of taxes and without interest, upon the achievement of certain milestones described below prior to December 31, 2029, expired one minute after 11:59 p.m. New York City time on Friday, March 3, 2023. The depository for the tender offer has advised that, as of the expiration of the tender offer, a total of 48,220,511 shares of Concert’s common stock were validly tendered and not withdrawn in the tender offer, which represent approximately 75.2% of the total number of shares of Concert’s outstanding common stock.

Following the acceptance of the tendered shares, Sun Pharma completed the acquisition of Concert through the merger of a wholly owned subsidiary of Sun Pharma with and into Concert in which (i) each share of Concert’s common stock not tendered into the offer (other than shares (a) held in Concert’s treasury, (b) owned by Sun Pharma, any subsidiary of Sun Pharma or any subsidiary of Concert or (c) shares held by Concert stockholders who properly demanded appraisal for their shares under Delaware law) was converted into the right to receive the Offer Price and (ii) each share of Concert’s Series X1 Preferred Stock (other than shares (a) held in Concert’s treasury or (b) shares held by Concert stockholders who properly demanded appraisal for their shares under Delaware law) was converted into the right to receive (1) the Common Cash Amount multiplied by 1,000, in cash, subject to any applicable withholding of taxes and without interest, plus (2) the Common CVR Amount multiplied by 1,000, subject to any applicable withholding of taxes and without interest, which represents the right to receive contingent payments of up to \$3.50 per CVR, in cash, in the aggregate, subject to any applicable withholding of taxes and without interest, upon the achievement of certain milestones prior to December 31, 2029. As a result of the merger, Concert became a wholly owned subsidiary of Sun Pharma. The common stock of Concert will no longer be listed for trading on the Nasdaq Global Market.

Registered Office: SPARC, Tandajla, Vadodara – 390 012, Gujarat, INDIA.

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For additional background on the acquisition, please read the announcement press release here.

#### **About Deuruxolitinib and Alopecia Areata**

Deuruxolitinib is an investigational oral selective inhibitor of Janus kinases JAK1 and JAK2. The U.S. Food and Drug Administration recently maintained Breakthrough Therapy designation for deuruxolitinib for the treatment of adult patients with moderate to severe alopecia areata and previously granted Fast Track designation for deuruxolitinib for the treatment of alopecia areata.

Alopecia areata is an autoimmune disease in which the immune system attacks hair follicles, resulting in partial or complete loss of hair on the scalp and body. Alopecia areata may affect up to 2.5% of the United States and global population during their lifetime.<sup>1,2,3</sup> The scalp is the most commonly affected area, but any hair-bearing site can be affected alone or together with the scalp. Onset of the disease can occur throughout life and affects both women and men. Alopecia areata can be associated with serious psychological consequences, including anxiety and depression. There are currently limited treatment options available for alopecia areata.

#### **Disclaimer:**

Statements in this “Document” describing the Company’s objectives, projections, estimates, expectations, plans or predictions or industry conditions or events may be “forward looking statements” within the meaning of applicable securities laws and regulations. Actual results, performance or achievements could differ materially from those expressed or implied. The Company undertakes no obligation to update or revise forward looking statements to reflect developments or circumstances that arise or to reflect the occurrence of unanticipated developments/circumstances after the date hereof.

#### **References:**

1. Benigno M. A Large Cross-Sectional Survey Study of the Prevalence of Alopecia Areata in the United States, Clinical, Cosmetic and Investigational Dermatology 2020.
2. Lee HH et al. Epidemiology of alopecia areata, ophiasis, totalis, and universalis: A systematic review and meta-analysis, J Am Acad Dermatol. 2020 Mar; 82(3):675-682.
3. Fricke et al. Epidemiology and burden of alopecia areata: a systematic review, Clin Cosmet Investig Dermatol. 2015 Jul 24;8:397-403.)

**Registered Office: SPARC, Tandajja, Vadodara – 390 012, Gujarat, INDIA.**

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**About Sun Pharmaceutical Industries Limited (CIN—L24230GJ1993PLC019050)**

Sun Pharma is the world's fourth largest specialty generic pharmaceutical company and India's top pharmaceutical company. A vertically integrated business and a skilled team enables it to deliver high-quality products, trusted by customers and patients in over 100 countries across the world, at affordable prices. Its global presence is supported by manufacturing facilities spread across six continents and approved by multiple regulatory agencies, coupled with a multi-cultural workforce comprising over 50 nationalities. Sun Pharma fosters excellence through innovation supported by strong R&D capabilities across multiple R&D centers, with investments of approximately 6% of annual revenues in R&D. For further information, please visit [www.sunpharma.com](http://www.sunpharma.com) and follow us on Twitter @SunPharma\_Live.

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