

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

SCHEDULE TO

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

BIOSPECIFICS TECHNOLOGIES CORP.

(Name of Subject Company)

BETA ACQUISITION CORP.

(Offeror)

A Wholly-Owned Subsidiary of

ENDO INTERNATIONAL PLC

(Parent of Offeror)

(Names of Filing Persons (identifying status as offeror, issuer or other person))

COMMON STOCK, PAR VALUE \$0.001 PER SHARE

(Title of Class of Securities)

090931106

(CUSIP Number of Class of Securities)

Matthew J. Maletta

Endo International plc

First Floor, Minerva House, Simmonscourt Road

Ballsbridge, Dublin 4, Ireland

(484) 216-0000

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing persons)

with copies to:

Brandon Van Dyke

Skadden, Arps, Slate, Meagher & Flom LLP

One Manhattan West

New York, NY 10001

(212) 735-3000

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee**
\$658,157,995.11	\$71,805.04***

* Estimated for purposes of calculating the filing fee only. The transaction valuation was calculated by adding (a) 7,344,955 outstanding shares of common stock, par value \$0.001 per share (the “**Shares**”) of BioSpecifics Technologies Corp. (“**BioSpecifics**”) multiplied by \$88.50, the offer price per Share (the “**Offer Price**”), (b) 212,187 Shares issuable pursuant to outstanding stock options with an exercise price less than \$88.50 per Share, multiplied by \$33.03 (which is the price of \$88.50 minus the weighted average exercise price for such options of \$55.47 per share) and (c) 12,666 Shares subject to issuance upon settlement of outstanding restricted stock units multiplied by the Offer Price. The calculation of the filing fee is based on information provided by BioSpecifics as of October 28, 2020, the most practicable recent date.

** The filing fee was calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory No. 1 for Fiscal Year 2021, by multiplying the transaction valuation by 0.00010910.

*** Previously paid.

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: \$71,805.04

Filing Party: Endo International plc and Beta Acquisition Corp.

Form or Registration No.: Schedule TO

Date Filed: November 2, 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.
- 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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This Amendment No. 2 (this “**Amendment**”) amends and supplements the Tender Offer Statement on Schedule TO (as amended and together with any subsequent amendments and supplements thereto, the “**Schedule TO**”), filed with the U.S. Securities and Exchange Commission (“**SEC**”) on November 2, 2020, by Beta Acquisition Corp., a Delaware corporation (“**Purchaser**”) and a wholly-owned indirect subsidiary of Endo International plc, a public limited company incorporated in Ireland (“**Endo**”), and Endo. The Schedule TO relates to the tender offer by Purchaser for all of the outstanding shares of common stock, par value \$0.001 per share (the “**Shares**”), of BioSpecifics Technologies Corp., a Delaware corporation (“**BioSpecifics**”), at a price of \$88.50 per Share, net to the holder in cash, without interest and less any applicable withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated November 2, 2020 (as it may be amended or supplemented from time to time, the “**Offer to Purchase**”) and in the related Letter of Transmittal (the “**Letter of Transmittal**” which, together with the Offer to Purchase and other related materials, as each may be amended or supplemented from time to time, the “**Offer**”), copies of which are attached to the Schedule TO as exhibits (a)(1) (A) and (a)(1)(B), respectively.

Except to the extent specifically provided in this Amendment, the information set forth in the Schedule TO remains unchanged. This Amendment is being filed to reflect certain updates as reflected below.

Item 3. Identity and Background of Filing Person.

Schedule I of the Offer to Purchase and Item 3 of the Schedule TO, to the extent such Item incorporates by reference the information contained in Schedule I of the Offer to Purchase, are hereby amended and supplemented by replacing the first paragraph and the table in the section of Schedule I of the Offer to Purchase captioned “Endo” with the following:

The following table sets forth information about Endo’s directors and executive officers as of November 18, 2020. Unless otherwise indicated, (a) the current business address of each person is First Floor, Minerva House, Simonscourt Road Ballsbridge, Dublin 4, Ireland, and (b) the principal employer of each such individual is Endo International plc: the business address of which is First Floor, Minerva House, Simonscourt Road Ballsbridge, Dublin 4, Ireland.

Name / Endo Position	Present Principal Occupation or Employment	Citizenship
Paul V. Campanelli Chairman	Chairman of the Board of Endo	United States
Roger H. Kimmel Senior Independent Director	Vice Chairman of Rothschild Inc. 1251 Avenue of the Americas, New York, NY 10022	United States
Mark G. Barberio Director	Principal, Markapital, LLC 53 Mill Street Williamsville, New York, NY 14221	United States
Blaise A. Coleman Director, President and Chief Executive Officer	Director of Endo and President and Chief Executive Officer of Endo	United States
Shane M. Cooke Director	Director of Endo	Ireland
Nancy J. Hutson, Ph.D. Director	Director of Endo	United States
Michael Hyatt Director	Senior Advisor to Irving Place Capital 745 Fifth Avenue, 7th Floor New York, NY 10151	United States
William P. Montague Director	Chairman of the Board of Directors of Gibraltar Industries, Inc. 3556 Lake Shore Road, P.O. Box 2028, Buffalo, New York 14219	United States

Name / Endo Position	Present Principal Occupation or Employment	Citizenship
M. Christine Smith, Ph.D. Director	Director of Endo	United States
Patrick Barry Executive Vice President and President, Global Commercial Operations	Executive Vice President and President, Global Commercial Operations of Endo	United States
Mark Bradley Executive Vice President and Chief Financial Officer	Executive Vice President and Chief Financial Officer of Endo	United States
Matthew J. Maletta Executive Vice President, Chief Legal Officer and Company Secretary	Executive Vice President, Chief Legal Officer and Company Secretary of Endo	United States
George Apostol, M.D. Executive Vice President and Global Head of Research and Development	Executive Vice President and Global Head of Research and Development of Endo	Romanian

Schedule I of the Offer to Purchase and Item 3 of the Schedule TO, to the extent such Item incorporates by reference the information contained in Schedule I of the Offer to Purchase, are hereby amended by deleting paragraphs 12 (DOMENICO CIARICO), 13 (TERRANCE J. COUGHLIN) and 14 (RAHUL GARELLA) of the section under the heading “Endo—Executive Officers and Directors of Endo” in Schedule I of the Offer to Purchase.

Schedule I of the Offer to Purchase and Item 3 of the Schedule TO, to the extent such Item incorporates by reference the information contained in Schedule I of the Offer to Purchase, are hereby amended and supplemented by adding the following paragraph to the end of the section under the heading “Endo—Executive Officers and Directors of Endo” in Schedule I of the Offer to Purchase.

“GEORGE APOSTOL, M.D.

George Apostol was appointed Global Head of Research and Development effective May 2020 and Executive Vice President effective November 2020. In this role, he has responsibility for all R&D work for current and future products in the company’s branded, generic, sterile injectables and aesthetics divisions. Prior to joining Endo, Dr. Apostol was the Vice President of Global Development at Takeda (formerly Shire) from May 2015 to May 2020, where he led three major development programs, from the pre-clinical stage through post-commercialization. Before that, he supported the neuroscience division of Novartis as the Franchise Medical Head in Europe and as the Global Program Medical Director. Dr. Apostol also held clinical development roles at Abbott Laboratories, Pfizer, Inc. and Eli Lilly and Company. Over nearly two decades in the pharmaceutical industry, Dr. Apostol has built broad drug development expertise, established multiple accomplished R&D teams, published more than 20 articles in peer-reviewed medical journals and lectured at various scientific events, with a focus on rare diseases. He holds an M.D. degree from the Carol Davila Medical School in Romania and a M.S. degree in Clinical Research from University of Minnesota, Minneapolis.”

Item 11. Additional Information.

The Offer to Purchase and Item 11 of the Schedule TO, to the extent such Item incorporates by reference the information contained in the Offer to Purchase, are hereby amended and supplemented by adding the following sentences to the end of the second paragraph under the heading “United States Antitrust Laws” in Section 16—“Certain Legal Matters; Regulatory Approvals” of the Offer to Purchase:

“The required waiting period under the HSR Act with respect to the transactions contemplated by the Merger Agreement expired at 11:59 p.m., New York time, on November 17, 2020, without the imposition of a Burdensome Condition. Accordingly, the Antitrust Condition (as defined in Section 15—“Conditions to the Offer”) has been satisfied.”

The Offer to Purchase and Item 11 of the Schedule TO, to the extent such Item incorporates by reference the information contained in the Offer to Purchase, are hereby amended and supplemented by replacing the paragraph under the heading “Litigation” in Section 16—“Certain Legal Matters; Regulatory Approvals” of the Offer to Purchase with the following:

“*Litigation.* On November 2, 2020, a purported stockholder of BioSpecifics filed a complaint in the United States District Court for the District of Delaware against BioSpecifics and its directors, captioned *Shiva Stein v. BioSpecifics Technologies Corp., et al.*, Case No. 1:20-cv-01491-UNA (the “**Shiva Complaint**”). On November 7, 2020, a purported stockholder of BioSpecifics filed a complaint in the United States District Court for the Eastern District of New York against BioSpecifics and its directors, captioned *Michael Azzopardi v. BioSpecifics Technologies Corp., et al.*, Case No. 1:20-cv-05417 (the “**Azzopardi Complaint**”). On November 17, 2020, a purported stockholder of BioSpecifics filed a complaint in the United States District Court for the District of Delaware against BioSpecifics and its directors, Endo and Purchaser, captioned *Alex Ciccotelli v. BioSpecifics Technologies Corp., et al.*, Case No. 1:20-cv-01545-UNA (the “**Ciccotelli Complaint**”).

The complaints allege that the Schedule 14D-9 (as filed with the SEC by BioSpecifics on November 2, 2020) is materially incomplete and contains misleading representations and information in violation of Sections 14(e), 14(d) and 20(a) of the Exchange Act.

The Shiva Complaint seeks, among other things, (a) injunctive relief preventing the defendants from proceeding with, consummating or closing the transactions contemplated by the Merger Agreement, unless and until the defendants disclose certain material information to BioSpecifics’ stockholders; (b) rescission, to the extent already implemented, of the Merger Agreement or any of the terms thereof, or rescissory damages; (c) damages resulting from the defendants’ alleged wrongdoing; and (d) an award of costs and disbursements of the complaint, including reasonable attorneys’ fees and expert fees and expenses.

The Azzopardi Complaint seeks, among other things, (a) injunctive relief preventing the defendants from proceeding with, consummating or closing the transactions contemplated by the Merger Agreement, unless and until the defendants disclose and disseminate certain material information to BioSpecifics’ stockholders; (b) rescission, to the extent already implemented, of the Merger Agreement or any of the terms thereof, or rescissory damages; (c) declaration that the defendants violated Sections 14(e), 14(d)(4) and 20(a) of the Exchange Act, and Rule 14d-9 promulgated thereunder; and (d) an award of reasonable costs and expenses of the complaint, including counsel fees and expenses and expert fees.

The Ciccotelli Complaint seeks, among other things, (a) injunctive relief preventing the defendants from proceeding with, consummating or closing the transactions contemplated by the Merger Agreement; (b) rescission, to the extent already implemented, of the Merger Agreement or any of the terms thereof, or rescissory damages; (c) the filing of a solicitation statement that does not contain any untrue statements of material fact and that states all material facts required in it or necessary to make the statements contained therein not misleading; (d) declaration that the defendants violated Sections 14(e), 14(d) and 20(a) of the Exchange Act, and Rule 14d-9 promulgated thereunder; and (e) an award of costs of the complaint, including reasonable allowance for attorneys’ fees and expert fees.

Additional complaints may be filed against BioSpecifics, the BioSpecifics Board, Endo and/or Purchaser in connection with the transactions contemplated by the Merger Agreement, the Schedule TO and the Schedule 14D-9. If such additional complaints are filed, absent new or different allegations that are material, Endo and Purchaser will not necessarily announce such additional complaints.”

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibit:

<u>Exhibit No.</u>	<u>Description</u>
(a)(5)(C)	Press Release issued by Endo, dated November 18, 2020, announcing expiration of the waiting period under the HSR Act.*

* Filed herewith.

SIGNATURES

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.

ENDO INTERNATIONAL PLC

By /s/ Matthew J. Maletta

Name: Matthew J. Maletta

Title: Executive Vice President, Chief Legal Officer and
Company Secretary

Date: November 18, 2020

BETA ACQUISITION CORP.

By /s/ Matthew J. Maletta

Name: Matthew J. Maletta

Title: Executive Vice President, Chief Legal Officer and
Secretary

Date: November 18, 2020

ENDO ANNOUNCES EXPIRATION OF HART-SCOTT-RODINO WAITING PERIOD FOR BIOSPECIFICS TENDER OFFER

DUBLIN — November 18, 2020 — Endo International plc (Nasdaq: ENDP) (“**Endo**”) today announced the expiration of the required waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the “**HSR Act**”), in connection with the previously announced tender offer by Beta Acquisition Corp., a wholly-owned indirect subsidiary of Endo (“**Merger Sub**”), to acquire all of the outstanding shares of common stock, par value \$0.001 per share (the “**Shares**”) of BioSpecifics Technologies Corp. (Nasdaq: BSTC) (“**BioSpecifics**”), at a price of \$88.50 per Share (the “**Offer Price**”), net to the holder in cash, without interest and less any applicable withholding taxes (the “**Offer**”). The Offer, which commenced on November 2, 2020, is being made pursuant to the previously announced Agreement and Plan of Merger, dated October 19, 2020, by and among Endo, Merger Sub and BioSpecifics (as it may be amended from time to time, the “**Merger Agreement**”).

With the expiration of the waiting period under the HSR Act, the transaction is expected to close in early December 2020, subject to the satisfaction of all remaining closing conditions set forth in the Merger Agreement. Unless extended or earlier terminated, the Offer is scheduled to expire at one minute after 11:59 PM, New York time, on December 1, 2020, which is the 20th business day following the commencement of the Offer.

Following the completion of the Offer, Endo expects to consummate a merger of Merger Sub with and into BioSpecifics as soon as practicable, in which Shares that have not been tendered in the Offer will be acquired by Endo and cancelled and converted into the right to receive the Offer Price. The Merger Agreement was approved by the Boards of Directors of both Endo and BioSpecifics. The BioSpecifics Board of Directors has recommended that BioSpecifics’ stockholders tender their Shares pursuant to the Offer.

About Endo

Endo International plc is a specialty pharmaceutical company committed to helping everyone we serve live their best life through the delivery of quality, life-enhancing therapies. Our decades of proven success come from a global team of passionate employees collaborating to bring the best treatments forward. Together, we boldly transform insights into treatments benefiting those who need them, when they need them. Endo has global headquarters in Dublin, Ireland and U.S. headquarters in Malvern, Pennsylvania. Learn more at www.endo.com or connect with us on LinkedIn.

Additional Information and Where to Find It

This press release is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell any shares of common of BioSpecifics or any other securities. The solicitation and the Offer has been made pursuant to a tender offer statement on Schedule TO, as amended, including an offer to purchase, a letter of transmittal and other related documents that Endo has filed with the Securities and Exchange Commission (the “**SEC**”). In addition, BioSpecifics filed with the SEC a Solicitation/Recommendation Statement on Schedule 14D-9, as amended, with the SEC with respect to the Offer. The Offer to purchase the Shares will only be made pursuant to the offer to purchase, the letter of transmittal and related documents filed as a part of the Schedule TO, as amended. THE TENDER OFFER MATERIALS (INCLUDING AN OFFER TO PURCHASE, A RELATED LETTER OF TRANSMITTAL AND CERTAIN OTHER TENDER OFFER DOCUMENTS) AND THE SOLICITATION/RECOMMENDATION STATEMENT ON SCHEDULE 14D-9 CONTAIN IMPORTANT INFORMATION THAT STOCKHOLDERS OF BIOSPECIFICS ARE URGED TO READ CAREFULLY BECAUSE THE OFFER MATERIALS CONTAIN IMPORTANT INFORMATION SUCH STOCKHOLDERS SHOULD CONSIDER BEFORE MAKING ANY DECISION REGARDING TENDERING THEIR SHARES. The tender offer materials and the Solicitation/Recommendation Statement are available free of charge at the SEC’s website at www.sec.gov. Copies of the documents filed with the SEC by Endo are available free of charge on Endo’s website. In addition, security holders of BioSpecifics may obtain free copies of the tender offer materials by contacting the information agent for the Offer that has been named in the Tender Offer Statement on Schedule TO. Copies of the documents filed with the SEC by BioSpecifics are available free of charge on BioSpecifics’ website.

Cautionary Statement on Forward-Looking Statements

This press release contains certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 and Canadian securities legislation. Statements including words such as “believes,” “expects,” “anticipates,” “intends,” “estimates,” “plan,” “will,” “may,” “look forward,” “intend,” “guidance,” “future” or similar expressions are forward-looking statements. These forward-looking statements include, among others, statements relating to Endo’s or BioSpecifics’ future financial performance, business prospects and strategy, including the Offer, the Merger, the ability to successfully complete such transactions and other similar matters. Actual results could differ materially from those contained in these forward-looking statements for a variety of reasons, including, among others, the risks and uncertainties inherent in the Offer and the Merger, including, among other things, regarding how many of BioSpecifics’ stockholders will tender their shares in the tender offer, the possibility that competing offers will be made, the ability to obtain requisite regulatory approvals relating to the acquisition, the ability to satisfy the conditions to the closing of the Offer and the Merger, the expected timing of the Offer and the Merger, the risk of stockholder litigation relating to the transaction, including resulting expense or delay, difficulties or unanticipated expenses in connection with integrating BioSpecifics’ operations into Endo’s and the possibility that anticipated synergies and other benefits of the transaction will not be realized in the amounts anticipated, within the expected timeframe or at all, the effect of the announcement of the Offer and the Merger on Endo’s and BioSpecifics’ business relationships, competition, including technological advances, new products and patents attained by competitors, challenges to patents, the occurrence of any event, change or other circumstances that could give rise to the termination of the Merger Agreement, the expected tax treatment of the transaction, challenges inherent in product research and development, clinical trial outcomes and quality, availability and affordability of products, and other circumstances beyond Endo’s and BioSpecifics’ control. You should not place undue reliance on these forward-looking statements. Certain of these and other risks and uncertainties are discussed in Endo’s and BioSpecifics’ filings with the SEC and, in Endo’s case, with securities regulators in Canada on the System for Electronic Document Analysis and Retrieval, including the Schedule TO, as amended (including the offer to purchase, letter of transmittal and related documents) Endo filed with the SEC, the Solicitation/Recommendation Statement on Schedule 14D-9, as amended BioSpecifics filed with the SEC and their respective Form 10-Ks and 10-Qs under the caption “Risk Factors” and as otherwise enumerated therein. Endo assumes no obligation to publicly update any forward-looking statements, whether as a result of new information, future developments or otherwise, except as may be required under applicable securities laws.

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