

NUPATHE INC.  
Form SC TO-C  
January 21, 2014

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

**SCHEDULE TO**  
**(Rule 14d-100)**  
**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**

**NUPATHE INC.**  
**(Name of Subject Company (Issuer))**

**TRAIN MERGER SUB, INC.**  
**(Name of Filing Person (Offeror)) a wholly-owned direct subsidiary of**

**TEVA PHARMACEUTICAL INDUSTRIES LTD.**  
**(Names of Filing Persons (Offerors))**

**COMMON STOCK, PAR VALUE \$0.001 PER SHARE**

**(Title of Class of Securities)**

**67059M100**

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

**Austin Kim**

**Teva Pharmaceutical Industries Ltd.**

**5 Basel Street**

**P.O. Box 3190**

**Petach Tikva 49131, Israel**

**972-3-914-8171**

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

*Copies to:*

**Jeffrey Symons**

**David Feirstein**

**Kirkland & Ellis LLP**

**601 Lexington Avenue**

**New York, NY 10022**

**Tel: (212) 446-4800**

**Fax: (212) 446-4900**

**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.

.. 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: N/A  
Form of Registration No.: N/A

Filing Party: N/A  
Date Filed: N/A

x 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:

- x 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)

This filing relates solely to preliminary communications made before the commencement of a planned tender offer by Train Merger Sub, Inc., a Delaware corporation, (Merger Subsidiary), and wholly-owned subsidiary of Teva Pharmaceutical Industries Ltd., an Israeli corporation (Parent), for all of the outstanding common stock of NuPathe Inc., a Delaware corporation (the Company), to be commenced pursuant to the Agreement and Plan of Merger, dated as of January 17, 2014, among Parent, Merger Subsidiary and the Company.

### **Additional Information**

The tender offer for the outstanding common stock of the Company has not yet commenced. The foregoing is neither an offer to purchase nor a solicitation of an offer to sell securities. At the time the tender offer is commenced, Merger Subsidiary will file a tender offer statement on Schedule TO with the U.S. Securities and Exchange Commission (SEC), and the Company will file a solicitation/recommendation statement on Schedule 14D-9 with respect to the tender offer. The tender offer to purchase shares of the Company's common stock will only be made pursuant to the offer to purchase, the letter of transmittal and related documents filed with such Schedule TO. The tender offer statement (including an offer to purchase, a related letter of transmittal and other offer documents) and the solicitation/recommendation statement, as each may be amended from time to time, will contain important information that should be read carefully by the Company's shareholders before any decision is made with respect to the tender offer. These materials will be sent free of charge to all of the Company's shareholders when available. A free copy of the tender offer statement and the solicitation/recommendation statement will also be made available to all shareholders of the Company at [www.nupathe.com](http://www.nupathe.com) or by contacting the Company at 7 Great Valley Parkway, Suite 300, Malvern, PA 19355 or by phone at (610) 232-0800. In addition, the tender offer statement and the solicitation/recommendation statement (and all other documents filed with the SEC) will be available at no charge on the SEC's website: [www.sec.gov](http://www.sec.gov).

SHAREHOLDERS OF THE COMPANY ARE ADVISED TO READ THE SCHEDULE TO AND THE SCHEDULE 14D-9, AS EACH MAY BE AMENDED OR SUPPLEMENTED FROM TIME TO TIME, AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC WHEN THEY BECOME AVAILABLE BEFORE THEY MAKE ANY DECISION WITH RESPECT TO THE TENDER OFFER, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION AND THE PARTIES THERETO.

**EXHIBIT INDEX**

| Exhibit Number | Description                          |
|----------------|--------------------------------------|
| 99.1           | Press Release dated January 21, 2014 |