

Edgar Filing: ESPERION THERAPEUTICS INC/MI - Form SC TO-C

ESPERION THERAPEUTICS INC/MI
Form SC TO-C
December 22, 2003

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE TO
(RULE 14D-100)
TENDER OFFER STATEMENT
UNDER
SECTION 14(D) (1) OF
THE SECURITIES EXCHANGE ACT OF 1934

ESPERION THERAPEUTICS, INC.
(NAME OF SUBJECT COMPANY (ISSUER))

PFIZER INC.
ENZO ACQUISITION CORP.
(NAMES OF FILING PERSONS (OFFERORS))

COMMON STOCK, PAR VALUE \$.001 PER SHARE
(TITLE OF CLASS OF SECURITIES)

29664R 10 6
(CUSIP NUMBER OF CLASS OF SECURITIES)

MARGARET M. FORAN, ESQ.
PFIZER INC.
235 EAST 42ND STREET
NEW YORK, NEW YORK
(212) 773-4902
(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSONS AUTHORIZED TO RECEIVE NOTICES
AND COMMUNICATIONS ON BEHALF OF FILING PERSONS)

COPIES TO:

DENNIS J. BLOCK
CADWALADER, WICKERSHAM & TAFT LLP
100 MAIDEN LANE
NEW YORK, NY 10038
(212) 504-5555

CALCULATION OF FILING FEE

TRANSACTION VALUE
Not Applicable

AMOUNT OF FILING FEE
Not Applicable

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 OR REGISTRATION NO.: N/A

FILING PARTY: N/A
DATE FILED: N/A

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

Check the appropriate boxes to designate any transactions to which the

Edgar Filing: ESPERION THERAPEUTICS INC/MI - Form SC TO-C

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:

-more-

- 2 -

ITEM 12. EXHIBITS.

Exhibit 99 - Text of Joint Press Release issued by Pfizer Inc. and Esperion Therapeutics, Inc. on December 21, 2003.

-more-