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

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**SCHEDULE TO  
(RULE 14d-100)**

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

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**CASCADIAN THERAPEUTICS, INC.**  
(Name of Subject Company (Issuer))

**VALLEY ACQUISITION SUB, INC.**  
(Offeror)

**SEATTLE GENETICS, INC.**  
(Parent of Offeror)  
(Names of Filing Persons)

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**COMMON STOCK, PAR VALUE \$0.0001**  
(Title of Class of Securities)

**14740B606**  
(CUSIP Number of Class of Securities)

**Jean Liu**  
Executive Vice President, Legal Affairs & General Counsel  
Seattle Genetics, Inc.  
21823 30th Drive SE  
Bothell, Washington 98021  
(425) 527-4000

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

*with copies to:*

**Krishna Veeraraghavan**  
Sullivan & Cromwell LLP  
125 Broad Street  
New York, New York 10004  
(212) 558-4000

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**CALCULATION OF FILING FEE**

<b>Transaction Valuation*</b>	<b>Amount of Filing Fee**</b>
\$609,317,071.22	\$75,859.98

- \* Estimated solely for purposes of calculating the filing fee. The transaction value was calculated as the sum of (i) 52,835,532, the number of outstanding shares of common stock, par value \$0.0001 per share (the "Shares"), of Cascadian Therapeutics, Inc. ("Cascadian Therapeutics"), multiplied by \$10.00 per Share, (ii) 416,673, the number of Shares reserved for issuance upon conversion of Cascadian Therapeutics series A preferred stock, multiplied by \$10.00 per Share, (iii) 888,851, the number of Shares reserved for issuance upon conversion of Cascadian Therapeutics series B preferred stock, multiplied by \$10.00 per Share, (iv) 1,250,022, the number of Shares reserved for issuance upon conversion of Cascadian Therapeutics series C preferred stock, multiplied by 10.00 per Share, (v) 659,013, the number of Shares reserved for issuance upon conversion of Cascadian Therapeutics series D preferred stock, multiplied by \$10.00 per Share, (vi) 1,818,000, the number of Shares reserved for issuance upon conversion of Cascadian Therapeutics series E preferred stock, multiplied by \$10.00 per Share, (vii) 204,940, the number of Shares issuable pursuant to outstanding stock options that have vested (or are anticipated to vest prior to the completion of the transaction) multiplied by 10.00 per Share, (viii) 910,199, the number of Shares issuable pursuant to outstanding unvested Cascadian Therapeutics options to purchase Shares with an exercise price less than \$10.00 per Share, multiplied by \$4.78 (which is \$10.00 minus the weighted average exercise price for such options of \$5.22) (ix) 2,419,364, the number of Shares reserved for issuance upon settlement of outstanding Cascadian Therapeutics restricted stock units, multiplied by \$10.00 per Share and (x) 4,237, the number of Shares reserved for issuance pursuant to Cascadian Therapeutics' 2010 Employee Stock Purchase Plan, multiplied by \$10.00 per Share. The calculation of the filing fee is based on information provided by Cascadian as of February 5, 2018.
- \*\* 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 2018, issued August 24, 2017, by multiplying the transaction value by 0.0001245.

- 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: \$75,859.98 Filing Party: Valley Acquisition Sub, Inc. and Seattle Genetics, Inc.

Form or Registration No.: Schedule TO Date Filed: February 8, 2018

- 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 filed by Valley Acquisition Sub, Inc., a Delaware corporation (“Purchaser”), and Seattle Genetics, Inc., a Delaware corporation (“Seattle Genetics”), with the U.S. Securities and Exchange Commission (the “SEC”) on February 8, 2018 (together with any subsequent amendments and supplements thereto, the “Schedule TO”). The Schedule TO relates to the offer by Purchaser to purchase all of the shares of common stock, par value \$0.0001 per share (the “Shares”), of Cascadian Therapeutics, Inc., a Delaware corporation (“Cascadian Therapeutics”), that are issued and outstanding at a price of \$10.00 per Share, net to the seller in cash, without interest, less any applicable withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated February 8, 2018 (as it may be amended or supplemented from time to time, the “Offer to Purchase”) and in the related Letter of Transmittal (as it may be amended or supplemented from time to time, the “Letter of Transmittal” and, together with the Offer to Purchase, the “Offer”), which are annexed to and filed with this Schedule TO as Exhibits (a)(1)(i) and (a)(1)(ii), respectively. Purchaser is a wholly-owned subsidiary of Seattle Genetics. This Amendment is being filed on behalf of Seattle Genetics and Purchaser. Unless otherwise indicated, references to sections in this Schedule TO are references to sections of the Offer to Purchase.

**Item 1 through 9; Item 11.**

The Offer to Purchase and Items 1 through 9 and Item 11 of the Schedule TO are hereby amended and supplemented as follows:

At 12:00 midnight, New York City time, on March 9, 2018 (one minute after 11:59 P.M., New York City time, on March 8, 2018), the Offer expired as scheduled and was not extended. Purchaser was advised by the Depositary that, as of the Expiration Date, a total of 50,195,129 Shares (excluding Shares with respect to which Notices of Guaranteed Delivery were delivered) were validly tendered into and not properly withdrawn from the Offer, representing approximately 91% of the Shares outstanding as of the Expiration Date. In addition, the Depositary advised that Notices of Guaranteed Delivery have been delivered with respect to 144,625 additional Shares, representing less than 1% of the outstanding Shares as of the Expiration Date.

The number of Shares tendered pursuant to the Offer satisfied the Minimum Condition. All conditions to the Offer having been satisfied, Purchaser accepted for payment, and expects to promptly pay for, all Shares validly tendered and not validly withdrawn pursuant to the Offer.

Following the consummation of the Offer, Seattle Genetics and Purchaser intend to complete the acquisition of Cascadian Therapeutics through the Merger without a meeting of Stockholders in accordance with Section 251(h) of the DGCL. At the Effective Time, each Share then outstanding (other than Shares that were held by any Stockholders who properly demanded appraisal in connection with the Merger as described in Section 17 — “Certain Legal Matters; Regulatory Approvals—Appraisal Rights” of the Offer to Purchase) will be converted into the right to receive the Offer Price, without interest, less any applicable withholding taxes, except for Shares then owned by Seattle Genetics, Purchaser or any other wholly owned subsidiary of Seattle Genetics and Shares owned by Cascadian Therapeutics or any wholly owned subsidiary of Cascadian Therapeutics, and in each case, not held on behalf of third parties, which Shares will remain outstanding, and no consideration will be delivered in exchange therefor.

Following the Merger, the Shares will be delisted and will cease to trade on NASDAQ.

On March 9, 2018, Seattle Genetics issued a press release announcing the expiration and results of the Offer. A copy of the press release is attached as Exhibit (a)(5)(ii) to the Schedule TO and is incorporated herein by reference.

**Item 12. Exhibits.**

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

(a)(5)(ii) Press Release of Seattle Genetics, dated March 9, 2018, announcing the expiration and results of the Offer.

<b>Exhibit No.</b>	<b>Description</b>
(a)(1)(i)	Offer to Purchase, dated February 8, 2018.*
(a)(1)(ii)	Form of Letter of Transmittal (including Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9).*
(a)(1)(iii)	Form of Notice of Guaranteed Delivery.*
(a)(1)(iv)	Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(v)	Form of Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(vi)	Summary Advertisement, published February 8, 2018 in the <i>Wall Street Journal</i> .*
(a)(1)(vii)	Seattle Genetics Press Release dated February 8, 2018.*

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- (a)(5)(i) Press Release of Seattle Genetics, dated February 16, 2018, announcing expiration of the waiting period under the HSR Act.\*
  - (a)(5)(ii) Press Release of Seattle Genetics, dated March 9, 2018, announcing the expiration and results of the Offer.
  - (d)(1) Agreement and Plan of Merger, dated January 30, 2018, by and among Seattle Genetics, Purchaser and Cascadian Therapeutics (incorporated by reference to Exhibit 2.1 to Current Report on Form 8-K filed by Seattle Genetics with the Securities and Exchange Commission on January 31, 2018).\*
  - (d)(2) Confidentiality Agreement, dated July 8, 2016, between Seattle Genetics and Cascadian Therapeutics.\*

\* Previously filed.

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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 9, 2018

**SEATTLE GENETICS, INC.**

By: /s/ Clay B. Siegall

Name: Clay B Siegall

Title: President and Chief Executive Officer

**VALLEY ACQUISITION SUB, INC.**

By: /s/ Jean Liu

Name: Jean Liu

Title: Executive Vice President, General  
Counsel, and Secretary

### Seattle Genetics Completes Tender Offer for All Shares of Cascadian Therapeutics

**BOTHELL WA – March 9, 2018** – Seattle Genetics, Inc. (Nasdaq:SGEN) today announced the expiration of the tender offer (the “Offer”) by a wholly owned subsidiary, “Merger Sub”, for all of the shares of common stock of Cascadian Therapeutics, Inc. (Nasdaq:CASC), for a price of \$10.00 per share in cash, without interest, less any applicable withholding taxes. The Offer expired at 12:00 midnight, New York City time, on March 9, 2018. Seattle Genetics expects to complete today the acquisition of Cascadian Therapeutics through a merger without a vote of Cascadian Therapeutics stockholders pursuant to Section 251(h) of the Delaware General Corporation Law.

The depository for the tender offer has advised Seattle Genetics that, as of the expiration of the Offer, a total of 50,195,129 shares had been validly tendered into and not validly withdrawn from the Offer, which tendered shares represent approximately 91% of Cascadian Therapeutics’ outstanding shares of common stock and a sufficient number of shares such that the minimum tender condition to the Offer was satisfied. Additionally, the depository has advised that an additional 144,625 shares had been tendered by notice of guaranteed delivery, representing less than 1% of the Cascadian Therapeutics shares of common stock outstanding. Accordingly, all shares that were validly tendered and not validly withdrawn were accepted for payment and Seattle Genetics will promptly pay for all such tendered shares in accordance with the terms of the Offer.

As a result of the merger, Cascadian Therapeutics will become a subsidiary of Seattle Genetics. In the merger, each share of Cascadian Therapeutics (other than shares owned by stockholders who are entitled to demand and properly demand appraisal in connection with the merger and shares owned by Seattle Genetics, Merger Sub or any other wholly owned subsidiary of Seattle Genetics and shares owned by Cascadian Therapeutics or any wholly owned subsidiary of Cascadian Therapeutics, and in each case not held on behalf of third parties) will be cancelled and converted into the right to receive the same \$10.00 per share in cash, without interest, less any applicable withholding taxes, that was paid in the Offer. Following completion of the merger, Cascadian Therapeutics common stock will no longer be listed for trading on the Nasdaq Global Select Market, which is expected to take effect later today.

#### About Seattle Genetics

Seattle Genetics is an innovative biotechnology company dedicated to improving the lives of people with cancer through novel antibody-based therapies. The company’s industry-leading antibody-drug conjugate (ADC) technology harnesses the targeting ability of antibodies to deliver cell-killing agents directly to cancer cells. Seattle Genetics commercializes ADCETRIS® (brentuximab vedotin) for the treatment of several types of CD30-expressing lymphomas. The company is also advancing a robust pipeline of novel therapies for solid tumors and blood-related cancers designed to address significant unmet medical needs and improve treatment outcomes for patients. More information can be found at [www.seattlegenetics.com](http://www.seattlegenetics.com) and follow @SeattleGenetics on Twitter.

#### Cautionary Statement Regarding Forward-Looking Statements

This communication may contain, in addition to historical information, certain forward-looking statements regarding future events, conditions or circumstances of Seattle Genetics and its affiliates or Cascadian Therapeutics following completion of the tender offer, the merger and other related transactions (the “Transactions”) including financial results and other statements herein that are not historical fact. Often, but not always, forward-looking statements can be identified by the use of words such as

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“plans,” “expects,” “expected,” “scheduled,” “estimates,” “intends,” “anticipates” or “believes,” or variations of such words and phrases or state that certain actions, events, conditions, circumstances or results “may,” “could,” “would,” “might” or “will” be taken, occur or be achieved. Such forward-looking statements are not guarantees or predictions of future performance, and are subject to known and unknown risks, uncertainties and other factors, many of which are beyond our control, that could cause actual results, performance or achievements of Seattle Genetics or Cascadian Therapeutics following completion of the Transactions to differ materially from any future results, performance or achievements expressed or implied by such forward-looking statements. Such risks and uncertainties include: (i) future financial results of operations including product sales, revenue, and expenses of Seattle Genetics, and the timing of any financial guidance, (ii) the results of discovery efforts and preclinical, clinical and commercial activities by Seattle Genetics, or those of its collaborators and competitors, (iii) announcements of the FDA or foreign regulatory approval or non-approval of product candidates, or specific label indications for or restrictions, warnings or limitations in its use, or delays in the regulatory review or approval process, in connection with product candidates, (iv) announcements regarding the results of the clinical trials Seattle Genetics is conducting or may in the future conduct, (v) announcements regarding, or negative publicity concerning, adverse events associated with the use of Seattle Genetics’ products or product candidates, (vi) termination of or changes in Seattle Genetics’ existing collaborations or licensing arrangements, (vii) entry into additional material strategic transactions including licensing or acquisition of products, businesses or technologies, (viii) actions taken by regulatory authorities with respect to product candidates, clinical trials or regulatory filings of Seattle Genetics or its collaborators, (ix) raising of additional capital and the terms upon which Seattle Genetics may raise any additional capital, (x) market conditions for equity investments in general, or the biotechnology or pharmaceutical industries in particular, (xi) developments or disputes concerning Seattle Genetics’ proprietary rights, (xii) developments regarding the pending and potential additional related purported securities class action lawsuits, as well as any other potential litigation, (xiii) share price and volume fluctuations attributable to inconsistent trading volume levels of Seattle Genetics’ shares, (xiv) changes in government regulations, (xv) economic or other external factors and (xvi) other factors discussed under the caption “Risk Factors” in each company’s Annual Report on Form 10-K for the year ended December 31, 2017 and other reports filed with the SEC, including the tender offer documents filed by Seattle Genetics and the solicitation/recommendation to be filed by Cascadian Therapeutics. Many of these risks and uncertainties relate to factors that are beyond the Seattle Genetics’ ability to control or estimate precisely, and any or all of the Seattle Genetics’ forward-looking statements may turn out to be wrong. Seattle Genetics cannot give any assurance that such forward-looking statements will prove to have been correct. The reader is cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this communication. Seattle Genetics disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events, conditions, circumstances or otherwise, except as required by applicable law.

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