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

SCHEDULE TO

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

MYOKARDIA, INC.

(Name of Subject Company (Issuer))

GOTHAM MERGER SUB INC.

(Offeror)

A Wholly Owned Subsidiary of

BRISTOL-MYERS SQUIBB COMPANY

(Offeror)

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

Common Stock, par value \$0.0001 per share
(Title of Class of Securities)

62857M105

(CUSIP Number of Class of Securities)

Sandra Leung, Esq.
Executive Vice President & General Counsel
Casarine Chong, Esq.
Senior Vice President & Associate General Counsel
Bristol-Myers Squibb Company
430 East 29th Street, 14th Floor
New York, NY 10016
(212) 546-4000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of Filing Persons)

Copies to:

Daniel E. Wolf, Esq.
Jonathan L. Davis, Esq.
Maggie D. Flores, Esq.
Kirkland & Ellis LLP
601 Lexington Avenue
New York, NY 10022
(212) 446-4800

CALCULATION OF FILING FEE

Transaction Valuation	Amount of Filing Fee
Not Applicable	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: None
Form of 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 below to designate any transactions to which the statement relates:

- Third-party 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 Gotham Merger Sub Inc., a Delaware corporation (“Merger Sub”), a wholly-owned subsidiary of Bristol-Myers Squibb Company, a Delaware corporation (“Bristol-Myers Squibb”), for all of the outstanding common stock of MyoKardia, Inc., a Delaware corporation (“MyoKardia”), to be commenced pursuant to the Agreement and Plan of Merger, dated as of October 3, 2020, by and among Bristol-Myers Squibb, Merger Sub and MyoKardia.

The tender offer described in this filing has not yet commenced, and this communication is neither an offer to purchase nor a solicitation of an offer to sell securities. At the time the tender offer is commenced, Bristol-Myers Squibb will cause Merger Sub to file with the U.S. Securities and Exchange Commission (“SEC”) a tender offer statement on Schedule TO. Investors and MyoKardia stockholders are strongly advised to read the tender offer statement (including an offer to purchase, letter of transmittal and related tender offer documents) and the related solicitation/recommendation statement on Schedule 14D-9 that will be filed by MyoKardia with the SEC, because they will contain important information. These documents will be available at no charge on the SEC’s website at www.sec.gov. In addition, a copy of the offer to purchase, letter of transmittal and certain other related tender offer documents (once they become available) may be obtained free of charge at www.bms.com or by directing a request to Bristol-Myers Squibb, Office of the Corporate Secretary, 430 East 29th Street, 14th Floor, New York, New York 10154-0037. A copy of the tender offer statement and the solicitation/recommendation statement will be made available to all stockholders of MyoKardia free of charge at [www. MyoKardia.com](http://www.MyoKardia.com) or by contacting MyoKardia at ir@myokardia.com, Telephone Number 650-351-4690.

In addition to the offer to purchase, the related letter of transmittal and certain other offer documents, as well as the solicitation/recommendation statement, Bristol-Myers Squibb and MyoKardia file annual, quarterly and special reports, proxy statements and other information with the SEC. You may read and copy any reports, statements or other information filed by Bristol-Myers Squibb or MyoKardia at the SEC public reference room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the public reference room. Bristol-Myers Squibb’s and MyoKardia’s filings with the SEC are also available to the public from commercial document-retrieval services and at the website maintained by the SEC at www.sec.gov.

This filing contains “forward-looking statements” relating to the acquisition of MyoKardia by Bristol-Myers Squibb and the development and commercialization of certain biological compounds. Such forward-looking statements are based on current expectations and involve inherent risks and uncertainties, including factors that could delay, divert or change any of them, and could cause actual outcomes and results to differ materially from current expectations. No forward-looking statement can be guaranteed. Among other risks, there can be no guarantee that the acquisition will be completed, or if it is completed, that it will close within the anticipated time period or that the expected benefits of the acquisition will be realized. The actual financial impact of this transaction may differ from the expected financial impact described in this filing. In addition, the compounds described in this filing are subject to all the risks inherent in the drug development process, and there can be no assurance that the development of these compounds will be commercially successful. Forward-looking statements in this filing should be evaluated together with the many uncertainties that affect Bristol-Myers Squibb’s business, particularly those identified in the cautionary factors discussion in Bristol-Myers Squibb’s Annual Report on Form 10-K for the year ended December 31, 2019, and its subsequent Quarterly Reports on Form 10-Q and Current Reports on Form 8-K. Bristol-Myers Squibb undertakes no obligation to publicly update any forward-looking statement, whether as a result of new information, future events, or otherwise.

EXHIBIT INDEX

Exhibit Number	Description
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99.1	Transcript of Interview with Bristol-Myers Squibb Chief Executive Officer dated October 5, 2020
99.2	Social Media Content dated October 5, 2020

BMJ-MYOK: Giovanni Caforio, Mad Money Transcript

Jim Cramer: Merger Monday's back in business, this morning Cramer favorite Bristol Myers announced that it is buying MyoKardia, that's a clinical stage biopharma company focused on cardiovascular disease – big plus. \$13.1 billion in cash. Now I have been a big fan of Bristol Myers ever since it acquired Celgene, giving itself a huge anti-cancer franchise. The MyoKardia deal makes the pipeline more diversified, the lead drug is a treatment for obstructive hypertrophic cardiomyopathy – or HCM for short – it's a chronic, often lethal disease that makes it harder for the heart to pump blood. They should be ready to file a New Drug Application for this wonder drug in the first quarter of next year. Now it isn't cheap, Bristol is paying a 61% premium for this thing, although I'm not so worried about price given that the stock actually rallied today, but do not take it from me. Let's check in with Dr. Giovanni Caforio, he is the chairman and CEO of Bristol Myers Squibb, learn more about this deal and what it means for business – Dr. Caforio welcome back to *Mad Money*.

Giovanni Caforio: Thank you, Jim. Thanks for having me.

Cramer: Alright so Giovanni, this is a big deal. And it's one of the big deals because it's got... it addresses a market that is gigantic, that there hasn't been anything for a long time, and perhaps more importantly, this is something that would make it so that there is another leg to the stool at Bristol Myers that we want so much, so tell us why you are willing to pay such a big premium for it.

Caforio: Well thank you, Jim, thanks for having me. It's a really important day for us and we announced the acquisition of MyoKardia. As you know Jim, the acquisition of Celgene was one year ago, and 2020 has been an important year in which we've made great progress. We've built a strong foundation as a company and now we are further advancing our strategy with the acquisition of MyoKardia. MyoKardia is an important company because they've developed a really interesting approach to the treatment of cardiovascular disease, which is a precision approach. The lead asset for MyoKardia is mavacamten and as you said mavacamten is potentially a revolutionary medicine for the treatment of a very serious disease, obstructive HCM. So, this is a genetic disease that basically thickens the muscle of the heart and doesn't enable the heart to pump blood – it's very serious. There are 80,000 to 100,000 patients with the disease in the U.S. alone and the symptoms are serious: shortness of breath, inability to perform normal activities, some patients have severe arrhythmia and they can die from sudden cardiac death. So very serious disease and mavacamten has shown significant improvement in cardiac function, in symptoms and quality of life. It's potentially a really important medicine that can be filed with the FDA in the first quarter of next year and could launch the end of next year.

Cramer: Alright so Doctor, one of the things that I thought was interesting when my father had this, they gave him an ablation, which frankly was not a great operation. Many of my friends actually, as we have gotten older, have had ablations. It seems like it is a terrible way to be able to solve whatever kind of problem they're doing, versus a more than 60% of the success rate of this drug?

Caforio: Yeah there really is no good option today. Some old therapies are used simply for symptoms relief, surgery is clearly very invasive and has significant risks associated with it, so when we saw the results of the clinical trials supporting mavacamten and the very significant impact it has on patients that receive the medicine, we were enthusiastic. As you know, we have had a commitment to cardiovascular disease for a very long time as a company. We have been able to successfully build Eliquis into the leading cardiovascular medicine in the world, so in many ways we are the ideal company to now take mavacamten through the regulatory steps in the U.S. and then use our commercial and medical infrastructure to launch mavacamten next year and realize the full potential for patients and obviously the full value of the medicine.

Cramer: Alright, so one other question Doctor. I wanted your balance sheet to get better quicker. Now you've just set it out another year. Are we okay? Dividend okay? People buy this company because it's a great company, good balance sheet, good dividend – is that at risk?

Caforio: Well first of all let me say the performance of our business is very strong, financially we've continued to get stronger, we have significant flexibility. Today, we announced the acquisition of MyoKardia – we continue to be focused on reducing the level of debt and bringing it down to 1.5x debt to EBITDA ratio by the end of 2024. At the same time, we have the flexibility to continue to invest in external innovation and business development is the number one priority for us. So, our capital allocation strategy will continue to be balanced, the strength of our business and the level of diversification that we have in our company makes me comfortable we'll continue to reduce the level of debt, at the same time we can continue to invest in really exciting science like what we have with MyoKardia here.

Cramer: Yeah, I was surprised that I know the analysts are all good people, they only stick with MyoKardia. I've got to ask you, the things that have been happening with Opdivo are incredible. You've had a series of huge wins, but no one's talking about it.

Caforio: Well let me tell you, I'm really happy about what is happening with Opdivo. We had a number of positive events this year, there's strong momentum. First, we got approval for Opdivo and Yervoy in first line lung cancer. It's early in the launch but I'm really pleased with what I'm seeing. The early indicators are all very positive. We had a number of positive clinical trials this year in what is called the metastatic setting in gastric cancer and kidney cancer. Importantly though, I believe the next frontier for immuno-oncology is treating cancers earlier – what we are calling the adjuvant setting. We are the leader in that space with Opdivo and melanoma and this year we've had two positive studies in esophageal cancer, bladder cancer. As you think about the immuno-oncology in the future, the promise is in adjuvant and there we have a really promising broad and deep clinical development program and two studies have already read positively.

Cramer: Alright well I just think the stock's gotten way too cheap because the growth prospects are even better than ever. Dr. Giovanni Caforio thank you so much for coming on *Mad Money*, always glad to see you sir.

Caforio: Thank you Jim, thanks for having me.

Cramer: Okay Giovanni's the CEO of Bristol Myers – this is a very inexpensive stock, I love this acquisition. Stay with Cramer.

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With [@MyoKardia](#), we are further strengthening our outstanding cardiovascular franchise with the addition of a potential first-in-class medicine in treatment of patients with cardiovascular disease. For more information and cautionary statements: bit.ly/30zMhpB



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Our Chairman and CEO Giovanni Caforio appeared earlier today on @MadMoneyOnCNBC w/ @jimcramer to discuss our acquisition of @MyoKardia. More information and cautionary statements: bit.ly/3d33hK0
Watch video: cnb.cx/2GjVUIH



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