

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE TO

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

BIOTELEMETRY, INC.

(Name of Subject Company (Issuer))

DAVIES MERGER SUB, INC.

a wholly owned subsidiary of

PHILIPS HOLDING USA INC.

a wholly owned subsidiary of

KONINKLIJKE PHILIPS N.V.

(Names of Filing Persons (Offerors))

Common Stock, par value \$0.001
(Title of Class of Securities)

090672106

(CUSIP Number of Class of Securities)

**Joseph E. Innamorati
Davies Merger Sub, Inc.
222 Jacobs St.
Cambridge, MA 02141
Telephone: (617) 245-5900**

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

Copies to:

**Matthew G. Hurd
Rita-Anne O'Neill
Sullivan & Cromwell LLP
125 Broad Street
New York, NY 10004
Telephone: (212) 558-4000**

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee**
\$2,756,163,240.00	\$300,697.41

* Estimated solely for purposes of calculating the filing fee. The transaction value calculation does not take into account the effect of any cash received or deemed received by BioTelemetry, Inc. (the "Company") in connection with the exercise of any outstanding equity awards. The transaction value was determined by multiplying (a) \$72.00, the tender offer price, by (b) the sum of (i) 34,310,908, the number of issued and outstanding shares of Company common stock, (ii) 26,485, the number of shares of Company common stock subject to outstanding purchase rights under the Company's employee stock purchase plan, (iii) 2,904,248, the number of shares of Company common stock underlying outstanding Company options, (iv) 899,500, the number of shares of Company common stock underlying outstanding restricted stock units granted under the Company's stock plans, (v) 138,904, the number of shares of Company common stock underlying outstanding performance stock units granted under the Company's stock plans (assuming satisfaction of applicable performance goals at the target level). The foregoing share figures have been provided by the issuer to the offerors and are as of December 16, 2020, the most recent practicable 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, issued August 26, 2020, by multiplying the transaction value by 0.0001091.

- Check 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: \$300,697.41
Form or Registration No.: Schedule TO

Filing Party: Davies Merger Sub, Inc.
Date Filed: December 23, 2020

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 to the Tender Offer Statement on Schedule TO amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities Exchange Commission on December 23, 2020 (together with any amendments and supplements thereto, the "Schedule TO") by Davies Merger Sub, Inc., a Delaware corporation ("Purchaser") and a wholly owned subsidiary of Philips Holding USA Inc., a Delaware corporation ("Parent") and a wholly owned subsidiary of Koninklijke Philips N.V., a corporation organized under the laws of The Netherlands ("Royal Philips"). The Schedule TO relates to the offer by Purchaser to purchase all of the outstanding shares of common stock, par value \$0.001 per share (the "Shares"), of BioTelemetry, Inc., a Delaware corporation (the "Company"), at a price per Share of \$72.00 net to the seller 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 December 23, 2020 (the "Offer to Purchase"), and in the related Letter of Transmittal (which, together with any amendments or supplements thereto, collectively constitute the "Offer").

Item 11. Additional Information.

Item 11 of the Schedule TO is hereby amended and supplemented as follows:

The information set forth in Section 17 — “Certain Legal Matters; Regulatory Approvals — U.S. Antitrust Compliance” of the Offer to Purchase is hereby amended and supplemented by inserting the following paragraph immediately prior to the last paragraph under such heading:

“On January 4, 2021, each of Royal Philips and BioTelemetry filed a Notification and Report Form with the FTC and the Antitrust Division in connection with the purchase of Shares in the Offer. Accordingly, the required waiting period with respect to the Offer will expire at 11:59 p.m., Eastern Time on January 19, 2021 (unless otherwise terminated or extended).”

The information set forth in Section 17 — “Certain Legal Matters; Regulatory Approvals—Litigation” of the Offer to Purchase is hereby amended and supplemented by inserting the following paragraph after the last paragraph under such heading:

“On December 31, 2020, Jeffrey Fleming, an alleged stockholder of BioTelemetry, filed a lawsuit against BioTelemetry and its directors in the United States District Court for the Southern District of New York, captioned *Fleming v. BioTelemetry, Inc., et al.*, Case No. 1:20-cv-11103. The complaint alleges that BioTelemetry and its directors violated federal securities laws by filing a materially incomplete and misleading Solicitation Statement on BioTelemetry’s Schedule 14D-9. The complaint also alleges that BioTelemetry’s directors breached their fiduciary duty of candor/disclosure under state law. The complaint seeks, among other things, (1) preliminary injunctive relief preventing the consummation of the Offer and the Merger unless and until the alleged omitted material information has been disclosed; (2) rescission of the Merger Agreement or any of its terms to the extent implemented or rescissory damages; (3) damages; (4) an award of plaintiffs’ expenses and attorneys’ fees; and (5) other relief.”

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: January 7, 2021

DAVIES MERGER SUB, INC.

By: /s/ Joseph E. Innamorati
Name: Joseph E. Innamorati
Title: Vice President and Secretary

PHILIPS HOLDING USA INC.

By: /s/ Joseph E. Innamorati
Name: Joseph E. Innamorati
Title: Vice President and Secretary

KONINKLIJKE PHILIPS N.V.

By: /s/ Joseph E. Innamorati
Name: Joseph E. Innamorati
Title: Authorized Signatory