

**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
(AMENDMENT NO. 1)**

Talend S.A.

(Name of Subject Company (Issuer))

Tahoe Bidco B.V.

(Name of Filing Person—Offeror)

Tahoe Holdco Coöperatief U.A.

Tahoe Bidco (Cayman), LLC

Tahoe Ultimate Parent, L.P.

Tahoe Ultimate Parent GP, LLC

Thoma Bravo Fund XIV Global, L.P.

Thoma Bravo Partners XIV Global, L.P.

Thoma Bravo Global, LLC

(Names of Filing Persons—Other)

American Depositary Shares, each representing one (1) Ordinary Share, nominal value €0.08 per share

Ordinary Shares, nominal value €0.08 per share

(Title of Class of Securities)

874224207*

(CUSIP Number of Class of Securities)

Gerald T. Nowak

c/o Thoma Bravo, L.P.

150 N. Riverside Plaza

Chicago, Illinois 60606

(312) 254-3300

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

Copy to:

Bradley C. Reed, P.C.

Corey D. Fox, P.C.

Peter Stach

Kirkland & Ellis LLP

300 North LaSalle Street

Chicago, Illinois 60654

(312) 862-2000

Calculation of Filing Fee

Transaction Valuation (1)	Amount of Filing Fee (2)
U.S. \$2,415,191,865.50	U.S. \$263,497.43

- (1) Estimated for purposes of calculating the amount of the filing fee only, in accordance with Rule 0-11(d) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Calculated by adding (a) 32,702,499 ordinary shares of Talend S.A. (“Talend”) issued and outstanding (the “Ordinary Shares”), multiplied by U.S. \$66.00, the offer price per Ordinary Share, 32,624,564 of which are represented by issued and outstanding American Depositary Shares of Talend (each of which represents one Ordinary Share) (each, an “ADS,” and collectively, the “ADSs”), (b) 1,451,563 Ordinary Shares subject to outstanding stock options with an exercise price less than U.S. \$22.66 per share, multiplied by U.S. \$66.00, the offer price per Ordinary Share, (c) 2,791,306 Ordinary Shares subject to issuance pursuant to restricted stock units multiplied by U.S. \$66.00, the offer price per Ordinary Share and (d) 80,289 Ordinary Shares subject to issuance pursuant to BSPCEs, with an exercise price of U.S. \$17.38 multiplied by U.S. \$66.00, the offer price per Ordinary Share, and (e) 232,290 Ordinary Shares subject to issuance pursuant to BSAs with an exercise price of U.S. \$41.09 multiplied by U.S. \$66.00. The calculation of the filing fee is based on information provided by Talend as of June 2, 2021.
- (2) The filing fee was calculated in accordance with Rule 0-11 of the Exchange Act and Fee Rate Advisory #1 for fiscal year 2021, issued August 26, 2020, by multiplying the transaction valuation by 0.00010910.

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 date of its filing.

Amount Previously Paid: \$263,497.43
Form or Registration No.: Schedule 14A

Filing Party: Talend S.A.
Date Filed: June 8, 2021

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)

* This CUSIP number is assigned to the subject company's American Depositary Shares, each representing one Ordinary Share.

This Amendment No. 1 (this “Amendment”) amends and supplements the Tender Offer Statement on Schedule TO filed by Tahoe Bidco B.V., a private company with limited liability (*besloten vennootschap met beperkte aansprakelijkheid*) organized under the laws of the Netherlands (“**Purchaser**”), an indirect subsidiary of Tahoe Ultimate Parent, L.P., a limited partnership organized under the laws of the Cayman Islands (“**Parent**”) with the U.S. Securities and Exchange Commission on on June 11, 2021 (together with any subsequent amendments and supplements thereto, the “**Schedule TO**”). This Schedule TO relates to the offer by Purchaser to purchase all of the outstanding ordinary shares, nominal value €0.08 per share (each, an “**Ordinary Share**,” and collectively, the “**Ordinary Shares**”), including Ordinary Shares represented by American Depositary Shares (each of which represents one Ordinary Share) (each, an “**ADS**,” and collectively, the “**ADSs**”), and Ordinary Shares issuable upon the exercise of any outstanding options, warrants, convertible securities or rights to purchase, subscribe for, or be allocated Ordinary Shares (collectively, the “**Company Shares**”), of Talend S.A., a *société anonyme* organized under the laws of France (“**Talend**”), for U.S. \$66.00 per Ordinary Share and U.S. \$66.00 per ADS (each such amount, the “**Offer Price**”), in each case, payable net to the seller in cash, without interest, less any withholding taxes that may be applicable, upon the terms and subject to the conditions set forth in the Offer to Purchase attached to this Schedule TO as Exhibit (a)(1)(A) (together with any amendments or supplements thereto, the “**Offer to Purchase**”) and in the accompanying Ordinary Share Acceptance Form (together with any amendments or supplements thereto, the “**Ordinary Share Acceptance Form**”) and American Depositary Share Letter of Transmittal (together with any amendments or supplements thereto, the “**ADS Letter of Transmittal**,” and together with the Offer to Purchase, the Ordinary Share Acceptance Form and other related materials, as each may be amended or supplemented from time to time, the “**Offer**”), copies of which are attached to this Schedule TO as Exhibits (a)(1)(B) and (a)(1)(C), respectively.

This Amendment is being filed to include additional materials relating to the Offer with respect to certain ADSs held through Talend’s equity plan administrator. Except as otherwise set forth in this Amendment, the information set forth in the Schedule TO remains unchanged and is incorporated herein by reference to the extent relevant to the items in this Amendment. Capitalized terms used but not defined herein have the meanings assigned to such terms in the Offer to Purchase or in the Schedule TO.

The Schedule TO is hereby amended and supplemented as follows:

Item 12. Exhibits.

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

Index No.

(a)(1)(O) [Form of Instruction Letter to ADS Holders whose shares are held in accounts through Talend’s equity plan administrator.](#)

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: June 30, 2021

TAHOE BIDCO B.V.

By: /s/ Michael Hoffman

Name: Michael Hoffmann

Title: Attorney-in-Fact

TAHOE HOLDCO COÖPERATIEF U.A.

By: /s/ Michael Hoffman

Name: Michael Hoffmann

Title: Attorney-in-Fact

TAHOE BIDCO (CAYMAN), LLC

By: /s/ Michael Hoffman

Name: Michael Hoffmann

Title: Attorney-in-Fact

TAHOE ULTIMATE PARENT, L.P.

By: Tahoe Ultimate Parent GP, LLC

Its: General Partner

By: /s/ Michael Hoffman

Name: Michael Hoffmann

Title: Attorney-in-Fact

TAHOE ULTIMATE PARENT GP, LLC

By: /s/ Michael Hoffman

Name: Michael Hoffmann

Title: Attorney-in-Fact

THOMA BRAVO FUND XIV GLOBAL, L.P.

By: /s/ Michael Hoffman

Name: Michael Hoffmann

Title: Attorney-in-Fact

THOMA BRAVO PARTNERS XIV GLOBAL, L.P.

By: /s/ Michael Hoffman

Name: Michael Hoffmann

Title: Attorney-in-Fact

THOMA BRAVO GLOBAL, LLC

By: /s/ Michael Hoffman

Name: Michael Hoffmann

Title: Attorney-in-Fact

TENDER OFFER INSTRUCTION FORM

TALEND S.A.

American Depositary Shares held through Solium Capital LLC

BEFORE COMPLETING THIS FORM, PLEASE CAREFULLY READ THE FOLLOWING INSTRUCTIONS

You are receiving this communication in connection with the tender offer by Tahoe Bidco B.V. to purchase all of the outstanding ordinary shares, nominal value €0.08 per share (the “**Ordinary Shares**”), including Ordinary Shares represented by American Depositary Shares (the “**ADSs**”), of Talend S.A., a *société anonyme* organized under the laws of France (“**Talend**”), for U.S. \$66.00 per Ordinary Share and U.S. \$66.00 per ADS, payable net to the holder thereof in cash, without interest, subject to any withholding of taxes required by applicable law, upon the terms and subject to the conditions set forth in the offer to purchase, dated June 11, 2021 (together with any amendments or supplements thereto, the “**Offer to Purchase**”) and the accompanying Ordinary Share Acceptance Form and ADS Letter of Transmittal (collectively with the Offer to Purchase and other related materials, as each may be amended or supplemented from time to time, the “**Offer**”).

Our records show that you are the owner of ADSs held through Solium Capital LLC, the equity plan administrator for Talend (the “**Administrator**”). You may instruct the administrator to tender some or all of the ADSs it holds on your behalf by completing this instruction form.

Your participation in this tender offer is voluntary. If you wish to make an election please complete the form on the reverse side. If you do not wish to make an election, no action is required.

This instruction form is accompanied by the Offer to Purchase and other documents related to the Offer. These documents contain important information about the Offer and you are encouraged to read them in their entirety.

YOUR INSTRUCTION MUST BE RECEIVED BY EQUINITI TRUST COMPANY NO LATER THAN 5:00 P.M., NEW YORK CITY TIME, ON THURSDAY, JULY 22, 2021, OR YOUR COMPANY SHARES WILL NOT BE TENDERED.

Submission Instructions. You should submit your instructions to Equiniti Trust Company, the Depository for the Offer, at the address set forth on the following page. Please note that due to administrative considerations, the time by which your instructions must be received by the Depository is earlier than the expiration date for the Offer.

Talend Ordinary Shares or ADSs Not Held by Administrator. The process outlined in this Tender Offer Instruction Form applies only to ADSs held by the Administrator on your behalf. If you own any other Talend ADSs or Ordinary Shares and wish to tender them (for example, in a brokerage account), you must follow the general instructions set forth in the Offer. If you hold options, unvested free shares, or warrants and you wish to coordinate the exercise and/or tender of such securities, you should refer to the separate instruction letters circulated by Talend to the holders of such securities.

ADSs Issued After Commencement of Offer. Some holders may be issued additional ADSs through the Administrator prior to the expiration of the Offer (due to the vesting of equity awards or otherwise). Such shares may be tendered by checking the first box on the following page, which will instruct the Administrator to tender all ADSs held on your behalf. If you are uncertain of your holdings or whether you may receive additional ADSs prior to the expiration of the Offer, you should contact Talend for additional information.

Withdrawal Rights. Your direction will be deemed irrevocable unless withdrawn by 5:00 p.m., New York City time, on Thursday, July 22, 2021, unless the tender offer is extended. In order to make an effective withdrawal, you must submit written request to the Depository.

Certain Tax Considerations. Participation in the Offer may subject you to taxation. In some cases, ADSs issued in respect of vested free shares may not have satisfied certain tax holding periods imposed under French law, and tendering such ADSs in the offer could subject you to additional taxation. If you are uncertain of the tax consequences of tendering your ADSs, you are urged to consult with a qualified tax adviser.

PLEASE COMPLETE THE FOLLOWING IF YOU WISH TO TENDER ADSs

In connection with the Offer by Tahoe Bidco B.V. for all of the outstanding Ordinary Shares and ADSs of Talend S.A., I hereby instruct the Administrator to tender the ADSs held on my behalf in accordance with the directions below:

- I direct the Administrator to tender ALL of the ADSs held on my behalf (including any ADSs which may be issued following the date of this instruction but prior to the expiration of the Offer).

or

- I direct the Administrator to tender the number of ADSs set forth below (If you check this box but fail to insert a number of ADSs, your direction will be treated as a direction NOT to tender any of the ADSs held by the Administrator on your behalf).

_____ ADSs to be tendered

Printed Name

Signature

_____, 2021
Date

Tender Offer Instructions that are not timely received will be treated as an instruction not to tender the Company Shares.

Please submit your written instructions by mailing this completed form to Equiniti Trust Company, the Depository for the Offer, at the address set forth below.

By registered, certified or express mail:

**Equiniti Trust Company
Shareowner Services
Voluntary Corporate Actions
P.O. Box 64858
St. Paul, Minnesota 55164-0858**

By overnight courier:

**Equiniti Trust Company
Shareowner Services
Voluntary Corporate Actions
1110 Centre Pointe Curve, Suite 101
Mendota Heights, Minnesota 55120**