
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 14D-9

(Rule 14d-101)

**Solicitation/Recommendation Statement under Section 14(d)(4)
of the Securities Exchange Act of 1934**

TALEND S.A.

(Name of Subject Company)

TALEND S.A.

(Name of Person(s) Filing Statement)

American Depository Shares, each representing one 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)

**Christal Bemont
Chief Executive Officer
Talend S.A.**

**5-7, rue Salomon de Rothschild
Suresnes, France 92150
+33 (0) 1 46 25 06 00**

(Name, address and telephone number of person authorized to receive notices and communications on behalf of the person(s) filing statement)

With copies to:

**Robert Ishii
Patrick Sandor**

**Wilson Sonsini Goodrich & Rosati, Professional Corporation
One Market Plaza
Spear Tower, Suite 3300
San Francisco, California 94105
(415) 947-2000**

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

On March 10, 2021, Talend S.A., a *société anonyme* organized under the laws of France (the “**Company**” or “**Talend**”), issued a press release announcing the execution of a Memorandum of Understanding (the “**MoU**”) with Tahoe Bidco (Cayman), LLC, an exempted company incorporated under the laws of the Cayman Islands (“**Parent**”) and an affiliate of Thoma Bravo, L.P. (“**Thoma Bravo**”). It is contemplated that pursuant to the MoU, Parent and the Company shall pursue a series of transactions pursuant to which, among other transactions, Parent is seeking to acquire (through one or more of its affiliates) at least 80% of the issued and outstanding ordinary shares, nominal value of €0.08 per share, of the Company (the “**Company Shares**”), including American Depositary Shares representing Company Shares (the “**ADSs**”), and Company Shares issuable upon the exercise of any outstanding options, warrant, convertible securities or rights to purchase, subscribe for, or be allocated Company Shares, pursuant to a cash tender offer (the “**Offer**”).

This Schedule 14D-9 filing consists of the following documents related to the proposed Offer:

- (i) Press release, first used April 12, 2021 (Exhibit 99.1)

The information set forth under Items 1.01, 8.01 and 9.01 of Talend’s Current Report on Form 8-K filed by the Company on March 10, 2021 (including all exhibits attached thereto) is incorporated herein by reference.

Important Additional Information and Where to Find It

In connection with the proposed acquisition of Talend S.A. (“Talend”) by Tahoe Bidco (Cayman), LLC, an exempted company incorporated under the laws of the Cayman Islands (“Parent”), Parent will commence, or will cause to be filed, a tender offer for all of the outstanding shares, American Depositary Shares, and other outstanding equity interests of Talend. The tender offer has not commenced. This communication is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell securities of Talend. It is also not a substitute for the tender offer materials that Parent will file with the Securities and Exchange Commission (the “SEC”) upon commencement of the tender offer. At the time that the tender offer is commenced, Parent will file tender offer materials on Schedule TO with the SEC, and Talend will file a Solicitation/Recommendation Statement on Schedule 14D-9 with the SEC with respect to the tender offer. THE TENDER OFFER MATERIALS (INCLUDING AN OFFER TO PURCHASE, A RELATED LETTER OF TRANSMITTAL AND CERTAIN OTHER TENDER OFFER DOCUMENTS) AND THE SOLICITATION/RECOMMENDATION STATEMENT WILL CONTAIN IMPORTANT INFORMATION THAT SHOULD BE READ CAREFULLY AND CONSIDERED BY TALEND’S SECURITY HOLDERS BEFORE ANY DECISION IS MADE WITH RESPECT TO THE TENDER OFFER. Both the tender offer materials and the solicitation/recommendation statement will be made available to Talend’s investors and security holders free of charge. A free copy of the tender offer materials and the solicitation/recommendation statement will also be made available to all of Talend’s investors and security holders by contacting Talend at ir@talend.com, or by visiting Talend’s website (www.talend.com). In addition, the tender offer materials and the solicitation/recommendation statement (and all other documents filed by Talend with the SEC) will be available at no charge on the SEC’s website (www.sec.gov) upon filing with the SEC. TALEND’S INVESTORS AND SECURITY HOLDERS ARE ADVISED TO READ THE TENDER OFFER MATERIALS AND THE SOLICITATION/RECOMMENDATION STATEMENT, AS EACH MAY BE AMENDED OR SUPPLEMENTED FROM TIME TO TIME, AND ANY OTHER RELEVANT DOCUMENTS FILED BY PARENT OR TALEND WITH THE SEC WHEN THEY BECOME AVAILABLE BEFORE THEY MAKE ANY DECISION WITH RESPECT TO THE TENDER OFFER. THESE MATERIALS WILL CONTAIN IMPORTANT INFORMATION ABOUT THE TENDER OFFER, PARENT AND TALEND.

Forward-Looking Statements

This document contains certain statements that constitute forward-looking statements. These forward-looking statements include, but are not limited to, statements regarding the satisfaction of conditions to the completion of the proposed transaction and the expected completion of the proposed transaction, the timing and benefits thereof, as well as other statements that are not historical fact. These forward-looking statements are based on currently available information, as well as Talend's views and assumptions regarding future events as of the time such statements are being made. Such forward looking statements are subject to inherent risks and uncertainties. Accordingly, actual results may differ materially and adversely from those expressed or implied in such forward-looking statements. Such risks and uncertainties include, but are not limited to, the potential failure to satisfy conditions to the completion of the proposed transaction due to the failure to receive a sufficient number of tendered shares in the tender offer; the failure to obtain necessary regulatory or other approvals; the outcome of legal proceedings that may be instituted against Talend and/or others relating to the transaction; the possibility that competing offers will be made, risks associated with acquisitions, such as the risk that transaction may be more difficult, time-consuming or costly than expected or that the expected benefits of the transaction will not occur; as well as those described in cautionary statements contained elsewhere herein and in Talend's periodic reports filed with the SEC including the statements set forth under "Risk Factors" set forth in Talend's most recent annual report on Form 10-K, and any subsequent reports on Form 10-Q or form 8-K filed with the SEC, the Tender Offer Statement on Schedule TO (including the offer to purchase, the letter of transmittal and other documents relating to the tender offer) to be filed by Parent, and the Solicitation/Recommendation Statement on Schedule 14D-9 to be filed by Talend. As a result of these and other risks, the proposed transaction may not be completed on the timeframe expected or at all. These forward-looking statements reflect Talend's expectations as of the date of this report. The forward-looking statements included in this communication are made only as of the date hereof. Talend assumes no obligation and does not intend to update these forward-looking statements, except as required by law.

Exhibit Index

Exhibit Number	Description
99.1	Press release, first used April 12, 2021 (Exhibit 99.1)

Talend Announces Expiration of “Go-Shop Period” Related to the Planned Acquisition by Thoma Bravo

REDWOOD CITY, Calif., and SURESNES, France — April 12, 2021 — Talend (NASDAQ: TLND) (“Talend” or “the Company”), a leader in data integration and data integrity, today announced the expiration of the 30-day “go-shop” period as of 12:01 a.m. PT on April 10, 2021 under the terms of the memorandum of understanding between Talend and Thoma Bravo previously announced on March 10, 2021. Pursuant to the memorandum of understanding, Thoma Bravo intends to commence a tender offer to acquire all of the outstanding ordinary shares and American Depositary Shares (“ADSs”) of Talend for \$66.00 in cash per ordinary share and ADS (each ADS representing one ordinary share).

During the “go-shop” period, Talend’s Board of Directors, with the assistance of its independent financial advisor, Qatalyst Partners, actively solicited alternative acquisition proposals from potentially interested third parties consistent with the Talend Board’s commitment to maximizing shareholder value.

Upon expiration of the “go-shop” period, pursuant to the memorandum of understanding, Talend became subject to customary “no-shop” provisions that limit its and its representatives’ ability to solicit alternative acquisition proposals from third parties or to provide confidential information to third parties, subject to customary “fiduciary out” provisions.

As previously announced, the tender offer is currently expected to close in the third quarter of 2021 and the redomiciling and related transactions are currently expected to close in the fourth quarter of 2021, subject to the completion of appropriate works council consultations, receipt of certain regulatory approvals and Talend shareholder approval, and other customary closing conditions.

About Talend

Talend (NASDAQ: TLND), a leader in data integration and data integrity, is changing the way the world makes decisions.

Talend Data Fabric is the only platform that brings together all the data integration and governance capabilities to simplify every aspect of working with data. Talend delivers complete, clean, and uncompromised data in real-time to all. This unified approach to data has made it possible to create the Talend Trust Score(TM), an industry-first innovation that instantly assesses the reliability of any dataset to bring clarity and confidence to every decision.

Over 6000 customers across the globe have chosen Talend to run their businesses on trusted data. Talend is recognized as a leader in its field by leading analyst firms and industry media. For more information, please visit www.talend.com and follow us on Twitter: @Talend.

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