
**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. 2)**

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. 2 (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 ADS holders. 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)(P) Tender Offer Reminder Letter to ADS Holders.

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: July 16, 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



Dear Talend S.A. Shareholder:

You should have recently received materials from Tahoe Bidco B.V. ("Purchaser"), an entity affiliated with and indirectly owned by investment funds managed by Thoma Bravo, L.P. related to the offer to purchase (the "Offer") all of the outstanding ordinary shares ("Ordinary Shares") and American Depositary Shares representing Ordinary Shares ("ADSs") of Talend S.A. ("Talend") at a price of \$66.00 per Ordinary Shares and \$66.00 per ADS, net to the holder thereof in cash, without interest and less any applicable withholding tax.

The Talend Board unanimously (a) determined that the Offer and the other transactions contemplated by the MoU (as defined in the Offer) are consistent with and will further the business objectives and goals of Talend, and in the best interests of Talend and Talend's employees and shareholders, and (b) determined to recommend that the holders of Ordinary Shares and the holders of ADSs accept the Offer and tender their outstanding Ordinary Shares and ADSs into the Offer.

The Offer is conditioned upon, among other things, at least a supermajority of 80% (or, in Purchaser's sole discretion, a lower percentage; provided that in no event will such percentage be lower than 67%) of the outstanding shares of Talend (including ordinary shares represented by ADS) being validly tendered and not properly withdrawn prior to the expiration of the Offer. **In order to ensure that this condition is met and, thereby, for you to receive payment in connection with the Offer, it is important that you tender your Ordinary Shares and/or ADSs regardless of the number of Ordinary Shares and/or ADSs you own.**

In connection with the offer Talend will convene an ordinary and an extraordinary general meeting (the "Combined Meeting") on July 26, 2021 at which the shareholders of Talend will be asked to vote on proposals to enact the Post-Offer Reorganization and other related matters, as set forth in the Definitive Proxy Statement filed by Talend with the Securities and Exchange Commission on June 21, 2021 (the "Proxy Statement"). **The Board of Directors of Talend unanimously recommends that you vote "FOR" the Governance Proposal, "FOR" the Demerger Proposal, "FOR" the Merger Proposal, and "FOR" the Powers Proposal, each as defined in the Proxy Statement. The failure of the Combined Meeting to adopt any of the proposals may delay Purchaser's ability to consummate the Merger and the Demerger, each as defined in the Proxy Statement, if the Offer is consummated.**

THE TENDER OFFER IS SCHEDULED TO EXPIRE AT 5:00P.M. NEW YORK TIME ON WEDNESDAY, JULY 28, 2021, UNLESS THE OFFER IS EXTENDED. WE URGE YOU TO ACCEPT THIS TENDER OFFER AS SOON AS POSSIBLE AS YOUR BANK OR BROKER MAY HAVE AN EARLIER INTERNAL EXPIRATION TIME.

If you have any questions regarding the tender offer or need help in tendering your shares, you may also call our information agent, MacKenzie Partners, Inc.- call **Toll-Free at 1 (800) 322-2885** or by email at **TLND@Mackenziepartners.com**.

Thank you for your time and consideration.

Sincerely,

Thoma Bravo