
**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
(Rule 14d-100)
(Amendment No. 3)**

CureVac N.V.
(Name of Subject Company (Issuer))

BioNTech SE
(Name of Filing Person (Offeror))

Common Shares, €0.12 par value per share
(Title of Class of Securities)

N2451R105
(CUSIP Number of Class of Securities)

Prof. Ugur Sahin, M.D.
An der Goldgrube 12
D-55131 Mainz
Germany

Telephone: +49 6131-9084-0

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

with copies to:

Paul Claydon
Jack S. Bodner
Matthew T. Gehl
Charles A. Dobb
Brian K. Rosenzweig
Covington & Burling LLP
30 Hudson Yards
New York, New York 10001-2170
Telephone: (212) 841-1000

Howard L. Ellin
June S. Dipchand
Stephan Hutter
Holger Hofmeister
Skadden, Arps, Slate, Meagher & Flom LLP
One Manhattan West
395 Ninth Avenue
New York, New York 10001
Telephone: (212) 735-3000

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 Amendment No. 3 amends and supplements the Tender Offer Statement on Schedule TO filed by BioNTech SE, a European stock corporation (*Societas Europaea*, or SE) organized under the laws of Germany and the European Union (“*BioNTech*”), on October 21, 2025 (the “*Schedule TO*”). The Schedule TO relates to the offer by BioNTech to exchange American Depositary Shares, each representing one ordinary share, no par value, with a notional amount attributable to each ordinary share of €1, of BioNTech, for all of the outstanding ordinary shares, par value €0.12 per share, of CureVac N.V., a public limited liability company (*naamloze vennootschap*) incorporated under the laws of the Netherlands, upon the terms and subject to the conditions set forth in the Exchange Offer Prospectus and the related Letter of Transmittal, each as defined in the Schedule TO. The Exchange Offer Prospectus and Letter of Transmittal are incorporated by reference to Exhibit (a)(1)(A) and (a)(4) of the Schedule TO.

The information set forth in the Exchange Offer Prospectus, including all annexes thereto, is hereby expressly incorporated by reference in response to all of the items of the Schedule TO, and is supplemented by the information specifically provided herein.

Items 1 through 11.

The Exchange Offer Prospectus and Items 1 through 11 of the Schedule TO are hereby amended and supplemented as follows:

The information set forth in the sections of the Exchange Offer Prospectus entitled “Questions and Answers – Are there any conditions to closing of the offer that must be satisfied for the offer to be completed?,” “Questions and Answers – Will there be a subsequent offering period?,” “Summary – Extension of the Offer Period,” “Summary – Subsequent Offering Period,” and “Summary – Conditions to Closing of the Offer,” as applicable, are hereby amended and supplemented by inserting the following paragraph at the end of each section:

“At 9:00 a.m. (New York City time) on December 3, 2025, the number of CureVac shares validly tendered and not properly withdrawn pursuant to the offer satisfied the minimum condition, and all other conditions to the offer were satisfied or waived. BioNTech has accepted for payment all CureVac shares validly tendered and not properly withdrawn prior to the expiration time. The offer has not been extended. Pursuant to Rule 14d-11 promulgated under the Exchange Act, BioNTech has elected to provide a subsequent offering period of 10 business days, which has commenced and will expire at 12:01 a.m. (New York City time) on December 18, 2025. CureVac shares validly tendered during the subsequent offering period will be accepted by BioNTech and exchanged pursuant to the terms of the offer.”

The information set forth in the sections of the Exchange Offer Prospectus entitled “The Offer – Extension of the Offer Period,” “The Offer – Subsequent Offering Period,” “The Purchase Agreement – The Offer,” and “The Purchase Agreement – Conditions to Closing of the Offer” are hereby amended and supplemented by inserting the following paragraphs at the end of the section:

“At 9:00 a.m. (New York City time) on December 3, 2025, the offer expired. The exchange agent advised BioNTech that, as of the expiration time, a total of 184,071,410 CureVac shares, collectively representing approximately 81.74% of CureVac’s issued and outstanding capital, were validly tendered and not properly withdrawn immediately prior to the expiration time. As a result, as of the expiration time, the number of CureVac shares validly tendered and not properly withdrawn pursuant to the offer satisfied the minimum condition, and all other conditions to the offer were satisfied or waived. BioNTech has accepted all CureVac shares validly tendered and not properly withdrawn prior to the expiration time.

As a result, the subsequent offering period has commenced and will expire at 12:01 a.m. (New York City time) on Thursday, December 18, 2025. CureVac shareholders who do not tender prior to the expiration of the subsequent offering period will generally be subject to a 15% Dutch withholding tax. No guaranteed delivery procedures apply.

BioNTech expects to consummate the post-offer reorganization pursuant to the Purchase Agreement as promptly as practicable after the expiration of the subsequent offering period. Promptly following the completion of the post-offer reorganization, CureVac will no longer be a publicly traded company, the listing of the CureVac shares on Nasdaq will be terminated, and the CureVac shares will be deregistered under the Exchange Act, resulting in the cessation of CureVac's reporting obligations with respect to the CureVac shares thereunder."

Item 12. Exhibits.

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

<u>Exhibit No.</u>	<u>Description</u>
(a)(5)(N)	Press Release issued by BioNTech SE, dated December 3, 2025 (incorporated by reference to Exhibit 99.1 to the Report on Form 6-K filed by BioNTech SE with the SEC on December 3, 2025).

SIGNATURES

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: December 3, 2025

BioNTech SE

By: /s/ Prof. Ugur Sahin, M.D.

Name: Prof. Ugur Sahin, M.D.

Title: Chief Executive Officer