

ENDOCYTE INC  
Form DEFA14A  
October 18, 2018

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A INFORMATION**

(Rule 14a-101)

**Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )**

Filed by the Registrant  X

Filed by a Party other than the Registrant  O

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

**ENDOCYTE, INC.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (1) Title of each class of securities to which transaction applies:
  - (2) Aggregate number of securities to which transaction applies:
  - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  - (4) Proposed maximum aggregate value of transaction:
  - (5) Total fee paid:
- Fee paid previously with preliminary materials.
-

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Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:
  - (2) Form, Schedule or Registration Statement No.:
  - (3) Filing Party:
  - (4) Date Filed:
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This Schedule 14A filing consists of a communication from Endocyte, Inc. ( Endocyte ) to various business partners and collaborators, first used on October 18, 2018, relating to the proposed transaction pursuant to the Agreement and Plan of Merger, dated as of October 17, 2018, by and among Novartis AG, Edinburgh Merger Corporation and Endocyte.

Name

Address 1

City, State, Zip Code

Email address

XXXXXX XX, 2018

Recipient Name

Recipient Company Name

Recipient Address

Dear \_\_\_\_\_,

Since acquiring PSMA-617 just over one year ago, all of us here at Endocyte have dedicated ourselves with laser focus to getting <sup>177</sup>Lu-PSMA-617 into robust clinical trials so that as many prostate cancer patients as possible can benefit from this innovative and needed therapy.

You have been instrumental in this shared vision for PSMA-617 and our radioligand therapy (RLT) platform, and we are excited that Novartis shares our vision. It was announced today, October 18th, that Novartis has agreed to acquire Endocyte, and we believe Novartis' s global reach and our combined expertise in the development and commercialization of RLT therapies will enhance the likelihood that more patients will benefit from PSMA-617 sooner.

We believe Novartis plans a smooth integration of Endocyte' s dedicated team into the Novartis organization to continue the mission of bringing PSMA-617 to patients worldwide. Between now and the closing date, operations here at Endocyte are not expected to change. Your contacts

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here should not change. Our commitment to outstanding execution on behalf of patients and our collaborators will not change.

I will be in contact with you personally in the coming days to answer any questions you might have. In the meantime, if you have any questions, please do not hesitate to contact me.

Kindest regards,

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### **Additional Information and Where to Find It**

In connection with the proposed transaction, Endocyte intends to file relevant materials with the Securities and Exchange Commission (the SEC), including a proxy statement on Schedule 14A. Following the filing of the definitive proxy statement with the SEC, Endocyte will mail proxy materials to each stockholder entitled to vote at the special meeting relating to the proposed transaction. **Stockholders are urged to carefully read the proxy statement and any other proxy materials in their entirety (including any amendments or supplements thereto) and any other relevant documents that Endocyte will file with the SEC when they become available because they will contain important information.** The proxy statement and other relevant materials (when available), and any and all documents filed by Endocyte with the SEC, may also be obtained for free at the SEC's website at [www.sec.gov](http://www.sec.gov). In addition, stockholders may obtain free copies of the documents filed with the SEC by Endocyte in the Investors & News section of its website at [www.endocyte.com](http://www.endocyte.com), or copies may be obtained, without charge, by directing a request to Corporate Secretary, Endocyte, Inc., 8910 Purdue Road, Suite 250, Indianapolis, Indiana 46268 or by calling (765) 463-7175.

### **Participants in the Solicitation**

Endocyte and its directors and executive officers may be deemed, under SEC rules, to be participants in the solicitation of proxies from Endocyte's stockholders with respect to the proposed transaction. Information regarding such individuals is set forth in Endocyte's Annual Report on Form 10-K for the year ended December 31, 2017, which was filed with the SEC on February 27, 2018, and its definitive proxy statement for its 2018 annual meeting of stockholders, which was filed with the SEC on March 23, 2018. Additional information regarding the interests of such individuals in the proposed transaction will be included in the proxy statement relating to such transaction when it is filed with the SEC. These documents may be obtained free of charge from the SEC's website at [www.sec.gov](http://www.sec.gov) and Endocyte's website at [www.endocyte.com](http://www.endocyte.com).

### **Cautionary Note Regarding Forward-Looking Statements**

This communication may include forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including, without limitation, statements relating to the completion of the merger. Forward-looking statements can usually be identified by the use of terminology such as anticipate, believe, continue, could, estimate, evolve, expect, forecast, intend, looking ahead, may, possible, potential, project, should, will and similar words or expression, or by express or implied

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discussions regarding the proposed transaction including the expected timing for completion of the proposed transaction. These statements are based on current expectations and assumptions that are subject to risks and uncertainties. There can be no guarantee that the proposed transaction described in this communication will be completed, or that it will be completed as currently proposed, or at any particular time. Actual results could differ materially from those anticipated as a result of various factors, including: (1) Endocyte may be unable to obtain stockholder approval as required for the merger; (2) conditions to the closing of the merger, including the obtaining of required regulatory approvals, may not be satisfied; (3) the merger may involve unexpected costs, liabilities or delays; (4) the business or stock price of Endocyte may suffer as a result of uncertainty surrounding the merger; (5) the outcome of any legal proceedings related to the merger; (6) Endocyte may be adversely affected by other economic, business, and/or competitive factors; (7) the occurrence of any event, change or other circumstances that could give rise to the termination of the merger agreement; (8) the ability to recognize benefits of the merger; (9) risks that the merger disrupts current plans and operations and the potential difficulties in employee retention as a result of the merger; (10) other risks to consummation of the merger, including the risk that the merger will not be consummated within the expected time period or at all; (11) the risks described from time to time in Endocyte's reports filed with the SEC under the heading "Risk Factors," including the Quarterly Report on Form 10-Q for the quarter ended June 30, 2018 and in other filings with the SEC; and (12) general industry and economic conditions. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date on which such statements were made. Except as required by applicable law, Endocyte undertakes no obligation to update forward-looking statements to reflect events or circumstances arising after such date.

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