FEE INFORMATION						
Total Filing Fee: Select Filing Fee.       Paid By:          \[             \] Acquiring Person         \[             \] Acquired Person         \[             \] Both						
Name of Payer	Check Number	EWT Institution 8	& Confirmation Number			
GENERAL INFORMATION						
	oo ⊠ No					
Cash Tender Offer? □ Ye						
Do you request early termination of th (Grants of early termination are published	01	「C website.)				
ULTIMATE PARENT ENTITY	Y (UPE) INFORMATION					
► UPE Details  Name: Beta, Inc.						
Headquarters Address: 450 Capital Bo			s I ine 2·			
City: Albany						
Website: www.betacompany.com			-			
· ·						
Entity Type: The UPE of the acquired per   ☑ Corporation ☐ Unincorporate		☐ Other (Spe	cify):			
FILING MADE ON BEHALF OF THE UPE			ess of filing notific , City, State, Zip Co	ation entity, if different than UPE de, and Country)		
☐ This report is being filed on behalf of entity within the same person author	the ultimate parent entity by another rized by it to file pursuant to § 803.2(a)					
☐ This report is being filed on behalf of	a foreign person pursuant to § 803.4.					
	PRIMARY HSR REPORT CONTACT	SECONDARY HSF	R REPORT CONTACT	SECOND REQUEST CONTACT		
Name:	Henry De Lamar	Holly S Richman	1	Henry De Lamar		
Firm/Company:	De Lamar & Associates, LLP	De Lamar & Ass	ociates, LLP	De Lamar & Associates, LLP		
Address:	200 First Street	200 First Street		200 First Street		
City, State, Zip Code:	Albany, NY 12201	Albany, NY 1220	)1	Albany, NY 12201		
Country:	United States	United States		United States		
Telephone Number:	212-555-1212	212-555-1214		212-555-1212		
E-Mail Address:	hdl@dlaassociates.com	hdl@dlaassociat	tes.com	hdl@dlaassociates.com		
UPE ANNUAL REPORTS AND FINANCIAL IN	NFORMATION					

Central Index Key (CIK) Number

Annual/Audit Report Document # or Link

Date of Annual/Audit Report

#1 A-1 Year-End Financial Statements - Beta, Inc.

December 31, 2024

Date: 2/10/2025

# Does the person filing notification stipulate that the acquired person meets the size of person test? See 15 U.S.C. § 18a(a).

 $\hfill\square$  Yes, the higher size of person test

□ N/A

### MINORITY SHAREHOLDERS OR INTEREST HOLDERS

⊠ None

Entity	Minority Holder & D/B/A Name	HQ Address	Percent Held

# ► Acquired Entity Structure

# **ENTITIES WITHIN THE ACQUIRED ENTITY(IES)**

Company or Operating Business d/b/a Name(s):				
Entity Name	City	State	Zip Code	Country
New York Originators, Inc.	New York	NY	10001	USA

### **ANNUAL REPORTS AND AUDIT REPORTS**

Acquired Entity	Central Index Key (CIK) Number	Annual/Audit Report File Name or Link	Date of Annual/Audit Report
[none]			

# TRANSACTION INFORMATION

### **▶** Parties

Acquiring UPE(s)	ACQUIRED UPE(s)
Name: PNO Wellness plc	Name: Beta, Inc.
Address: 1212 Mulberry Street	Address: 450 Capital Boulevard
Address Line 2: Suite 900	Address Line 2:
City, State, Zip Code: London W11 2BQ	City, State, Zip Code: Albany, NY 12201
Country: United Kingdom	Country: United States
Website: www.pnowellness.com	Website: www.betacompany.com
ACQUIRING ENTITY(IES) – (Tab to add additional "Acquiring Entity" entries.)	TARGET(S) – (Tab to add additional "Target" entries.)
Name: NY Acquisition Sub, LLC	Name: New York Originators, Inc.
Address: 7000 Main Street	Address: 6820 Washington Avenue
Address Line 2:	Address Line 2:
City, State, Zip Code: Atlanta, GA 30301	City, State, Zip Code: New York, NY 10001
Country: United States	Country: United States
Website:	Website: www.nyoriginators.com

► Transaction Details			
Is this transaction subject to § 801.30?	☐ Yes, Specify Type(s)		⊠ No
TRANSACTION TYPE			
Check all that apply:			
□ Acquisition of voting securities	□ A	cquisition subject to § 801.31	
$\hfill \square$ Acquisition of non-corporate interests	□S	econdary acquisition subject to § 801.4	1
☐ Acquisition of assets		cquisition subject to § 801.2(e)	
☐ Merger (see § 801.2)	□ 0	ther, specify	
☐ Consolidation (see § 801.2)			
ACQUISITION DETAILS			
Percentage of voting securities already held % 0	Percentage of non-corporate interests already held % 0		
Value of voting securities already held (\$MM)	Value of non-corporate interests already held (\$MM)		
\$0	\$0		
Total percentage of voting securities to	Total percentage of non-corporate to		
be held as a result of the acquisition	be held as a result of the acquisition		
% 100	% 0		
Total value of voting securities to be held as a result of the acquisition (\$MM)	Total value of non-corporate securities to be held as a result of the acquisition (\$MM)	Total value of assets to be held as a result of the acquisition (\$MM)	Aggregate total value (\$MM)
\$ 570.00			
·	\$ 0	\$0	\$ 570.00
► Transaction Description			
BUSINESS OF THE TARGET	NY Originators, Inc. ("NYO") is a research treatments for cancer.	n and development group founded with	the goal of developing new
NON-REPORTABLE UPE(S)	[none]		
TRANSACTION DESCRIPTION	Pursuant to a Purchase Agreement dated NYO from Beta, Inc. ("Beta") for approxim agreement. PNO has created an acquisiti the transaction.	nately \$570 million. In addition, PNO ar	nd Beta will enter into a supply
	Project New York is a code name for the	transaction.	
RELATED TRANSACTIONS			
Does the transaction that is the subject	of this filing have related filings?	Yes ⊠ No □ Unknown	
If the transaction has related filings, inc			
_			
☐ Is a principal transaction that triggers or		☐ Is a joint venture ☐ Is a consolidation	
backside transactions  ☐ Is a shareholder backside transaction		☐ Is an exchange of assets	
		☐ Is an exchange of assets☐ Has one or more filings in the alterna	ative
☐ Has more than one acquiring UPE		☐ Other, explain:	
☐ Has more than one acquired UPE	L	□ Otrier, expiairi	
☐ Has more than one reportable step			

Name of Acquired Person UPE: Beta, Inc.

Date: 2/10/2025

# Party Names or Transaction Numbers for Related Transactions:

# ► Additional Transaction Information

TRANSACTION RATIONALE  ☐ Not applicable, select 801.30 transaction	PNO can provide the resources, experience, and infrastructure necessary to clear the hurdles of clinical development and product marketing. PNO has developed streamlined clinical development and marketing capabilities across the globe.
DOCUMENT NUMBERS RELATED TO TRANSACTION RATIONALE	Doc #3 (D-2) at 4-5

# **▶** Business Documents

### TRANSACTION RELATED DOCUMENTS

Privileged	Document #	Document Title	Estimated Date	Author/Title
	2	D-1 Management Presentation	September 12, 2024	PNO Pharmaceutical Company
	3	D-2 Buyer Landscape Presentation	June 1, 2024	ABC Consulting, LLC
	4	D-3 Valuation Notes	October 15, 2024	ABC Consulting, LLC

#### PLANS AND REPORTS

☐ Not Applicable, Select 801.30 Transaction

Privileged	Document #	Document Title	Estimated Date	Author/Title
	5	E-1 Market Research Report	July 14, 2024	John Snow, VP Marketing, Beta, Inc.
	6	E-2 Market Research Report	January 17, 2025	John Snow, VP Marketing, Beta, Inc.
	7	E-3 Industry Analysis Report	July 14, 2024	John Snow, VP Marketing, Beta, Inc.
	8	E-4 Industry Analysis Report	January 17, 2025	John Snow, VP Marketing, Beta, Inc.
	9	E-5 Product Development Report	April 13, 2024	Shiloh Luis, Research & Development, NYO
	10	E-6 Product Development Report	July 14, 2024	Shiloh Luis, Research & Development, NYO
	11	E-7 Product Development Report	October 15, 2024	Shiloh Luis, Research & Development, NYO
	12	5-8 Product Development Report	January 17, 2025	Shiloh Luis, Research & Development, NYO

Privilege Log Document # <u>Inc</u>	nej
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# **▶** Agreements

### TRANSACTION-SPECIFIC AGREEMENTS

 $\hfill\square$  Not Applicable, 801.30 or Bankruptcy

Document #	Document Title	
13	F-1 Purchase Agreement between PNO Wellness plc and Beta, Inc.	
14	F-2 Draft Covenant Not to Compete and Non-Solicitation Agreement	
15	F-3 Supply Agreement between PNO Wellness plc and Beta, Inc.	

COMPETITION DESCRIPTIONS

Not Applicable, Select 801.30 Transaction

Overlap Description

Briefly describe the target's principal categories of products or services.

NYO conducts research and development of cancer treatment drugs and manufactures an immunotherapy drug.

List and briefly describe current and known planned products or services that compete (or could compete) with the acquiring person. (See Instructions)

Immunotherapy - treatment that uses the body's immune system to identify and destroy cancer cells.

Baychi (kenmab) - USY-ate

Name of Acquired Person UPE: Beta, Inc.

XYZ Inhibitors – targeted drugs in development that stop cancer cells from growing and dividing - one pre-clinical, and the other entering Phase II clinical trials.

XYZ-1

XYZ-2

Date: 2/10/2025

#### **Competing Product or Service**

☐ None

**Product or Service:** 

Baychi (kenmab) – USYate Sales (\$):

Categories of Customers: Hospitals and cancer treatment centers

**Top 10 Customers Overall:** 

- 1. PLK Hospital
- 2. ABC Hospital
- 3. DEF Hospital
- 4. LMN Center
- 5. AJK Hospital
- 6. CLL Hospital
- 7. IAN Hospital
- 8. KJZ Hospital
- 9. LL Cancer Care
- 10. ABB Clinic

Top 10 Customers by Category:

[See above]

**Product or Service:** 

Sales (\$): est. 100 MM

XYZ-1

Categories of Customers: [none]

Top 10 Customers Overall: [none]

Top 10 Customers by Category: [none]

Date of Development: February 1, 2019

Description of the current stage in development, including any testing and regulatory approvals and any planned

improvements or modifications: Phase II - open label placebo controlled clinical trial of product XYZ-2 in 3rd line

metastatic cancer.

Date of development (including testing and regulatory approvals) was or will be complete: est. Q1 2026

Date the product is expected to be sold or otherwise commercially launched: est. Q3 2026

**Product or Service:** 

Sales (\$): est. 100 MM

XYZ-2

Categories of Customers: [none]

Top 10 Customers Overall: [none]

Top 10 Customers by Category: [none]

Date of Development: January 15, 2023

Description of the current stage in development, including any testing and regulatory approvals and any planned

improvements or modifications: Preclinical research

Date of development (including testing and regulatory approvals) was or will be complete: est. Q1 2028

Date the product is expected to be sold or otherwise commercially launched: est. Q3 2028

### ► Supply Relationships Description

# RELATED SALES

List and briefly describe the target's products, services, or assets that are supplied to the acquiring person or a business that competes with acquiring person. (See Instructions)

[none]		

Product, Service, or Asset Details					×	None			
	o, o. 7.0001 Dotaile						7 110110		
Product, Servi	ice, or Asset:	Sales to Target (\$):							
		Sales to Target's Competitors (\$):							
		Top 10 Customers:							
		Description of Supply or Licensing Agreem	nent:						
•		ucts, services, or assets that are purchased structions)	by the target fr	om the acquirir	ng person or a	business tha	at competes		
[none]									
Product, Servic	e, or Asset Details						] None		
Product, Servi	ice, or Asset:	Purchases from Acquiring Person (\$):							
		Purchases from Acquiring Person's Competitors (\$):							
		Top 10 Suppliers:							
		Description of Purchase or Licensing Agre	ement:						
	l								
REVENUE	AND OVERLA	PS							
Does the target	have US revenue?	Yes □ No, explain: _							
► NAICS Co	des								
	Code Description		Revenue Range						
6-Digit Code		n Operating Business	<\$10MM	\$10MM - \$100MM	\$100MM - \$1B	>\$1B	Overlap		

# ► Controlled Entity Geographic Overlaps

uncompounded, manufacturing

Medicinal chemicals,

325411

Name of Acquired Person UPE: Beta, Inc.

State Level Reporting None

Χ

New York Originators, Inc.

NAICS Code	Code Description	Operating Business and D/B/A Name(s)	States and Total Number
325411	Medicinal chemicals, uncompounded, manufacturing	New York Originators, Inc.	Connecticut Delaware District of Colombia Maine Maryland Massachusetts New Hampshire New Jersey New York Pennsylvania Rhode Island Vermont Virginia West Virginia (14 states)

 $\boxtimes$ 

Date: 2/10/2025

Name of Acquired Person UPE:	Beta, Inc.					Dat	e: 2/10/2025	
STREET LEVEL REPORTING							⊠ None	
NAICS Code and Description:								
Operating Business and D/B/A Name(s)	State	County	ZIP Code	s	treet A	ddress		
► Minority-Held Entity Ove None	erlaps							
Entity Held and D/B/A N	ame(s)	Percentage Held	Held By			NAICS Code or Industry Overlap with Acquiring Person		
► Prior Acquisitions □ None								
Overlapping 6-Digit NAICS Code and Description or Overlap Product or Service Description			Acquired Entity and Former HQ Address			saction ype	Consummation Date	
325411 Medicinal chemicals, uncompounded, manufacturing [See End Note 1]			Drug Developers, Inc. 5200 Center Street New York, NY 10001			ties	September 15, 2022	
			11011 1011,11	. 10001				
ADDITIONAL INFORMAT	IION							
► Subsidies from Foreign	Entities	or Governments	of Concern					
SUBSIDIES					None	☐ Yes (pr	ovide details below)	
Entity or Government				Description				
COUNTERVAILING DUTIES IMPOSED					None	☐ Yes (pr	ovide details below)	
Product			Duty Imposed Jurisdiction			diction		
COUNTERVAILING DUTY INVESTIGATION	ONS				None	□ Yes (pr	ovide details below)	
Product				Jurisdiction Conducting In	vestiga	tion		

# **▶** Defense or Intelligence Contracts

Entity Within Target	DOD/IC Contracting Office	Contracting Office ID	Award ID	NAICS Codes

State	Fact of Notification and Waiting Period	Information and Documents		
State	Permit Disclosure of			
The acquired person agrees to waive the disclosure exemption in the HSR Act for the following states:				
STATE ATTORNEYS GENERAL (VOLUNTARY)				
3	6			
2	5			
1. United Kingdom Competition and Markets Authori	ity 4			
The acquired person agrees to waive the disclosure	exemption in the HSR Act for the following competiti	on authorities:		

# **▶** End Notes

Name of Acquired Person UPE: Beta, Inc.

INTERNATIONAL COMPETITION AUTHORITIES (VOLUNTARY)

**▶** Voluntary Waivers

☐ None

Number	Note
1	NYO's acquisition of Drug Developers, Inc was divested in September 2023.

Date: 2/10/2025

Name of Acquired Person UPE: Beta, Inc.	Date: 2/10/2025
CERTIFICATION	
PENALTIES FOR FALSE STATEMENTS	
Federal law provides criminal penalties, including up to twenty years imprisonment, for any person who kno	

Federal law provides criminal penalties, including up to twenty years imprisonment, for any person who knowingly alters, destroys, mutilates, conceals, covers up, falsifies, or makes a false entry in any record, document, or tangible object with the intent to impede, obstruct, or influence an ongoing or anticipated federal investigation (see, e.g., Section 1519 of Title 18, United States Code.). It is also a criminal offense to knowingly make a false statement in a federal investigation, obstruct a federal investigation, or conspire to obstruct justice or obstruct or impede the lawful functioning of the government (see, e.g., Sections 371, 1001, and 1505 of Title 18, United States Code).

#### **CERTIFICATION**

This NOTIFICATION AND REPORT FORM, together with any and all appendices and attachments thereto, was prepared and assembled under my supervision in accordance with instructions issued by the Commission. Subject to the recognition that, where so indicated, reasonable estimates have been made because books and records do not provide the required data, the information is, to the best of my knowledge, true, correct, and complete in accordance with the statute and rules.

I acknowledge that the Commission or the Assistant Attorney General of the Antitrust Division of the Department of Justice may, prior to the expiration of the initial waiting period pursuant to 15 U.S.C. § 18a, require the submission of additional information or documentary material relevant to the proposed transaction.

Name (Please Print or Type)	Title
Donna Justice	EVP – Corporate Affairs, Beta, Inc.
Signature	Date
Donna Justice	February 10, 2025
<ul> <li>         ⊠ Sworn under penalty of perjury     </li> </ul>	
	ry under the laws of the United States of America that the foregoing is true and correct.
Signature	Executed Date
Donna Justice	February 10, 2025
☐ Notarized	
Subscribed and sworn to before me at the:	Seal:
Subscribed and sworn to before the at the.	Seal.
City of:	
Charles of	
State of:	
This day of the yea	r
Signature:	<del></del>
My commission expires:	

Date: 2/10/2025

# 16 C.F.R. Part 803 – Appendix NOTIFICATION AND REPORT FORM FOR CERTAIN MERGERS AND ACQUISITIONS

Approved by OMB 3084-0005

#### THE INFORMATION REQUIRED TO BE SUPPLIED ON THESE ANSWER SHEETS IS SPECIFIED IN THE INSTRUCTIONS

THIS FORM IS REQUIRED BY LAW and must be filed separately by each person that, by reason of a merger, consolidation, or acquisition, is subject to § 7A of the Clayton Act, 15 U.S.C. § 18a, and rules promulgated thereunder (hereinafter referred to as "the rules" or by section number). The rules may be found at 16 CFR Parts 801-03. Failure to file this **Notification and Report Form**, and to observe the required waiting period before consummating the acquisition in accordance with the applicable provisions of 15 U.S.C. § 18a and the rules, subjects any "person," as defined in the rules, or any individuals responsible for noncompliance, to liability for a penalty for each day during which such person is in violation of 15 U.S.C. § 18a. The maximum daily civil penalty amount is listed in 16 C.F.R. § 1.98(a).

Pursuant to the Hart-Scott-Rodino Act, information and documentary material filed in or with this Form is confidential. It is exempt from disclosure under the Freedom of Information Act and may be made public only in an administrative or judicial proceeding, or disclosed to Congress or to a duly authorized committee or subcommittee of Congress.

**DISCLOSURE NOTICE** - Public reporting burden for this report is estimated at 105 hours per response, including time for reviewing instructions, searching existing data sources, gathering, and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding the burden estimate or any other aspect of this report, including suggestions for reducing this burden to:

Premerger Notification Office Federal Trade Commission 400 7th St. SW Washington, DC 20024

and

Office of Information and Regulatory Affairs Office of Management and Budget Washington, DC 20503

Under the **Paperwork Reduction Act**, as amended, an agency may not conduct or sponsor, and a person is not required to respond to, a collection of information unless it displays a currently valid OMB control number. That number is 3084-0005, which also appears above.

**Privacy Act Statement**--Section 18a(a) of Title 15 of the U.S. Code authorizes the collection of this information. The primary use of information submitted on this Form is to determine whether the reported merger or acquisition may violate the antitrust laws. Taxpayer information is collected, used, and may be shared with other agencies and contractors for payment processing, debt collection and reporting purposes. Furnishing the information on the Form is voluntary. Consummation of an acquisition required to be reported by the statute cited above without having provided this information may, however, render a person liable to civil penalties up to the amount listed in 16 C.F.R. § 1.98(a) per day. We also may be unable to process the Form unless you provide all of the requested information.

This page may be omitted when submitting the Form.