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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**SCHEDULE TO**  
(Rule 14d-100)

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

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**LAVA Therapeutics N.V.**

(Name of Subject Company (Issuer))

**XOMA ROYALTY CORPORATION**

(Name of Filing Persons (Offeror 1))

**Ordinary Shares, Par Value €0.12 Per Share**  
(Title of Class of Securities)

**N51517105**

(CUSIP Number of Class of Securities)

**Owen Hughes**

**XOMA Royalty Corporation**

**2200 Powell Street, Suite 310**

**Emeryville, California 94608**

**Tel. (510) 204-7200**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of Filing Persons)

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*Copies to:*

**Ryan A. Murr**

**Branden C. Berns**

**Gibson, Dunn & Crutcher LLP**

**One Embarcadero Center Suite 2600**

**San Francisco, CA 94111**

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☒ 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 13d-1(d) (Cross-Border Third-Party Tender Offer)
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This filing relates solely to preliminary communications made before the commencement of a planned tender offer (the “Offer”) by XOMA Royalty Corporation, a Nevada corporation (“Buyer”), to purchase all of the issued and outstanding ordinary shares, par value €0.12 per share (“Shares”), of Lava Therapeutics N.V., a Dutch public limited liability company (“LAVA”), to be commenced pursuant to the Share Purchase Agreement, dated as of August 3, 2025, among Buyer and LAVA (the “Purchase Agreement”).

The press release filed herewith as Exhibit 99.1 is neither an offer to purchase nor a solicitation of an offer to sell securities. The Offer for the Shares described in this filing has not commenced. At the time the Offer is commenced, the Buyer will file a tender offer statement on Schedule TO with the Securities and Exchange Commission (“SEC”), and LAVA will file a solicitation/recommendation statement on Schedule 14D-9, with respect to the Offer.

*Cautionary Note Regarding Forward-Looking Statements*

This communication contains forward-looking statements related to the Buyer and LAVA and the acquisition by the Buyer of LAVA, including express or implied forward-looking statements about the future operations and performance of LAVA and Buyer. These forward-looking statements are within the meaning of U.S. federal securities laws, including, without limitation, statements regarding the anticipated timing of and closing of the proposed Offer and related transactions contemplated by the Purchase Agreement (collectively referred to as the “transactions”). The words “anticipate,” “approximately,” “look to,” “plan,” “expect,” “may,” “will,” “could” or “should,” the negative of these terms or similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. These statements are based on current plans, estimates and projections. By their very nature, forward-looking statements involve inherent risks and uncertainties, both general and specific. The Buyer cautions that a number of important factors, including those described in this communication, could cause actual results to differ materially from those contemplated in any forward-looking statements. Any forward-looking statements in this communication are based on management’s current expectations and beliefs and are subject to a number of risks, uncertainties and important factors that may cause actual events or results to differ materially from those expressed or implied by any forward-looking statements contained in this communication, including, without limitation, the impact of actions of other parties with respect to the transactions; the possibility that competing offers will be made; the outcome of any legal proceedings that have been or could be instituted against the Buyer, LAVA or their respective directors; the risk that the transactions may not be completed in a timely manner, or at all, which may adversely affect LAVA’s or Buyer’s respective businesses and the price of their respective shares of capital stock; the failure to satisfy all of the closing conditions of the transactions contemplated by the Purchase Agreement; the occurrence of the events giving rise to payments under the Contingent Value Rights (“CVR”) Agreement; the occurrence of any event, change or other circumstance that could give rise to the termination of the Purchase Agreement; the effect of the announcement or pendency of the transactions on LAVA’s and Buyer’s respective businesses and operating results; risks that the transactions may disrupt LAVA’s or Buyer’s respective current plans and business operations; risks related to the diverting of management’s attention from LAVA’s and Buyer’s respective ongoing business operations; general economic and market conditions and the other risks identified in LAVA’s and Buyer’s respective filings with the SEC and subsequent filings with the SEC. Should any risks and uncertainties develop into actual events, these developments could have a material adverse effect on the transactions and/or LAVA and the Buyer’s ability to successfully complete the transactions and, with respect to any CVR payment amounts, the consideration ultimately paid to LAVA shareholders (including whether any payments will be payable at all). In addition, unlisted factors may present significant additional obstacles to the realization of forward-looking statements. The Buyer cautions investors not to place undue reliance on any forward-looking statements. Any forward-looking statements contained in this communication represent the Buyer’s views only as of the date hereof and should not be relied upon as representing its views as of any subsequent date. The Buyer disclaims any obligation to publicly update or revise any such statements to reflect any change in expectations or in events, conditions or circumstances on which any such statements may be based, or that may affect the likelihood that actual results will differ from those set forth in the forward-looking statements.

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*Additional Information and Where to Find It*

The tender offer for the Shares of LAVA referenced in this communication has not yet commenced. This communication is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell shares, nor is it a substitute for the tender offer materials that the Buyer will file with the SEC. At the time the tender offer is commenced, the Buyer will file tender offer materials on Schedule TO, and, thereafter, LAVA will file a Solicitation/Recommendation Statement on Schedule 14D-9 with the SEC with respect to the tender offer. The Offer will be made only pursuant to the tender offer materials (including an offer to purchase, a related letter of transmittal and certain other tender offer documents) filed with the SEC.

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. HOLDERS OF LAVA'S ORDINARY SHARES ARE URGED TO READ THESE DOCUMENTS CAREFULLY WHEN THEY BECOME AVAILABLE (AS EACH MAY BE AMENDED OR SUPPLEMENTED FROM TIME TO TIME) BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION THAT HOLDERS OF LAVA'S ORDINARY SHARES SHOULD CONSIDER BEFORE MAKING ANY DECISION REGARDING TENDERING THEIR SHARES.

The Offer to Purchase, the related Letter of Transmittal and certain other tender offer documents, as well as the Solicitation/Recommendation Statement, will be made available to all holders of LAVA's ordinary shares at no expense to them. The tender offer materials and the Solicitation/Recommendation Statement will be made available for free at the SEC's website at [www.sec.gov](http://www.sec.gov) or by accessing the Investor Relations section of Buyer's website at <https://investors.xoma.com/>.

**EXHIBIT INDEX.**

**Index No.**

99.1 [Joint Press Release issued by XOMA Royalty Corporation and LAVA Therapeutics N.V. on August 4, 2025.](#)



**XOMA Royalty Enters into Agreement to Acquire LAVA Therapeutics  
for Between \$1.16 and \$1.24 Per Share in Cash, Plus a Contingent Value Right**

*-XOMA Royalty adds milestone and royalty economics associated with two partnered assets-*

**EMERYVILLE, Calif., UTRECHT, The Netherlands, and PHILADELPHIA, Penn, August 4, 2025 (GLOBE NEWSWIRE)** – XOMA Royalty Corporation (“XOMA Royalty”) (NASDAQ: XOMA) and LAVA Therapeutics N.V. (“LAVA”) (NASDAQ: LVTX) announced today they have entered a definitive share purchase agreement (the “Purchase Agreement” and the transactions set forth in the Purchase Agreement, the “Transactions”) whereby XOMA Royalty will acquire LAVA for (i) between \$1.16 and \$1.24 per share in cash, consisting of (A) USD \$1.16 (the “Base Price Per Share”) in cash per share (the “LAVA common stock”), plus (B) an additional amount of cash of up to \$0.08 per Share (such amount as finally determined in accordance with the Purchase Agreement, the “Additional Price Per Share,” and together with the Base Price Per Share, the “Cash Amount”), plus (ii) a non-transferable contingent value right (“CVR”) per share representing the right to receive 75% of the net proceeds related to LAVA’s two partnered assets and 75% of any net proceeds from any out license or sale of LAVA’s unpartnered programs.

“We believe the structure of this transaction has the potential to benefit both LAVA and XOMA Royalty shareholders over time,” stated Owen Hughes, Chief Executive Officer of XOMA Royalty. “We are adding economics related to LAVA’s partnered programs investigating the utility of gamma delta bispecific antibodies, which hold significant promise for patients.”

“The Purchase Agreement with XOMA Royalty announced today is the result of a thorough and wide-ranging strategic review process, conducted with the support of our legal and financial advisors, aimed at maximizing shareholder value while participating in the sustained success of LAVA’s business,” said Steve Hurly, Chief Executive Officer of LAVA.

In accordance with its fiduciary duties under Dutch law, LAVA’s Board of Directors (the “Board”) has unanimously determined that the Transactions are in the best interests of LAVA and the sustainable success of its business, having carefully considered the interests of LAVA shareholders, employees, and all other relevant stakeholders and has approved the Purchase Agreement. The Board unanimously recommends that shareholders support the Offer, accept the Offer and vote in favor of the resolutions to be proposed to LAVA’s shareholders’ meeting, as noted below.

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## Transaction Terms

Pursuant and subject to the terms of the Purchase Agreement, XOMA Royalty will commence a tender offer (the “Offer”) by August 15, 2025, to acquire all outstanding shares of LAVA common stock. The closing of the Offer is subject to certain conditions, including the tender of LAVA common stock representing at least 80% (or, in certain cases, 75%) of LAVA’s issued and outstanding shares, the condition that certain resolutions are adopted by LAVA’s shareholders meeting; a minimum cash balance at closing, and other customary closing conditions. Following a subsequent offering period, LAVA will undergo a corporate reorganization designed to result in XOMA Royalty acquiring 100% of the shares in LAVA’s successor and all then-remaining LAVA shareholders (other than XOMA Royalty) receiving the same cash and CVR consideration per share as is provided in the tender offer, subject to applicable withholding taxes. LAVA will hold a shareholder’s meeting in connection with the Transactions. The closing of the Transactions is expected in the fourth quarter of 2025.

In connection with the Transactions, the Company plans to discontinue its Phase 1 clinical trial of LAVA-1266 for acute myeloid leukemia and myelodysplastic syndrome and initiate the wind-down of the LAVA-1266 program.

## Advisors

XOMA Royalty was represented by Gibson, Dunn & Crutcher LLP and Loyens & Loeff N.V, who acted as U.S. and Dutch legal advisors, respectively. Leerink Partners is acting as exclusive financial advisor to LAVA, Cooley LLP is acting as U.S. legal advisor to LAVA and NautaDutilh N.V. is acting as Dutch legal advisor to LAVA.

## About XOMA Royalty Corporation

XOMA Royalty is a biotechnology royalty aggregator playing a distinctive role in helping biotech companies achieve their goal of improving human health. XOMA Royalty acquires the potential future economics associated with pre-commercial and commercial therapeutic candidates that have been licensed to pharmaceutical or biotechnology companies. When XOMA Royalty acquires the future economics, the seller receives non-dilutive, non-recourse funding they can use to advance their internal drug candidate(s) or for general corporate purposes. The Company has an extensive and growing portfolio of assets (asset defined as the right to receive potential future economics associated with the advancement of an underlying therapeutic candidate). For more information about the Company and its portfolio, please visit [www.xoma.com](http://www.xoma.com) or follow XOMA Royalty Corporation on [LinkedIn](#).

## About LAVA Therapeutics

LAVA Therapeutics N.V. is a biopharmaceutical company that has developed several clinical-stage bispecific gamma delta T cell engagers using its proprietary Gammabody® platform, including JNJ-89853413, targeting CD33 and hematologic cancers (NCT06618001), partnered with Johnson & Johnson, and PF-08046052, targeting EGFR and solid tumors (NCT05983133), partnered with Pfizer, Inc. For more information on LAVA, please visit [www.lavatherapeutics.com](http://www.lavatherapeutics.com).

Gammabody® is a registered trademark of LAVA Therapeutics N.V.

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### **XOMA Royalty Forward-Looking Statements/Explanatory Notes**

Certain statements contained in this press release are forward-looking statements, including statements regarding the expected timing and ability to satisfy the conditions required to close the tender offer, the transactions related to the Purchase Agreement, the ability of XOMA Royalty to monetize LAVA's programs for the benefit of XOMA Royalty and LAVA shareholders, and the ability to achieve any dispositions within the disposition period under the CVR. In some cases, you can identify such forward-looking statements by terminology such as "anticipate," "approximately," "look to," "plan," "expect," "may," "will," "could" or "should," the negative of these terms or similar expressions. These forward-looking statements are not a guarantee of XOMA Royalty's performance, and you should not place undue reliance on such statements. These statements are based on assumptions that may not prove accurate, and actual results could differ materially from those anticipated due to certain risks including the risk that XOMA Royalty does not achieve the anticipated benefits from LAVA's two partnered assets or the potential out license or sale of LAVA's unpartnered programs, the risk that XOMA Royalty is unable to enter into dispositions related to the LAVA programs, and risks that the conditions to the closing the transaction in the Purchase Agreement are not satisfied. Other potential risks to XOMA Royalty meeting these expectations are described in more detail in XOMA Royalty's most recent filing on Form 10-Q and in other filings with the Securities and Exchange Commission. Any forward-looking statement in this press release represents XOMA Royalty's beliefs and assumptions only as of the date of this press release and should not be relied upon as representing its views as of any subsequent date. XOMA Royalty disclaims any obligation to update any forward-looking statement, except as required by applicable law.

EXPLANATORY NOTE: Any references to "portfolio" in this press release refer strictly to milestone and/or royalty rights associated with a basket of drug products in development. Any references to "assets" in this press release refer strictly to milestone and/or royalty rights associated with individual drug products in development.

### **LAVA's Cautionary Note on Forward-Looking Statements**

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Words such as "anticipate," "believe," "could," "will," "may," "expect," "should," "plan," "intend," "estimate," "potential," "suggests", and similar expressions (as well as other words or expressions referencing future events, conditions or circumstances) are intended to identify forward-looking statements. These forward-looking statements are based on LAVA's expectations and assumptions as of the date of this press release and are subject to various risks and uncertainties that may cause actual results to differ materially from these forward-looking statements. As a result, a number of important factors could cause actual results to differ materially from those indicated by such forward-looking statements, including: the risk that the Transactions may not be completed in a timely manner, or at all, which may adversely affect LAVA's business and the price of its ordinary shares; the delay or failure of the Offer Conditions to be satisfied (or waived), including insufficient ordinary shares of LAVA being tendered in the Offer; the possibility that competing offers will be made; significant costs associated with the Transactions; the risk that any shareholder or other litigation in connection with the Transactions may result in significant costs of defense, indemnification and liability; the risk that activities related to the CVR Agreement may not result in any value to LAVA's shareholders; the

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possibility that prior to the completion of the Transactions, LAVA's or XOMA's business may experience significant disruptions due to transaction-related uncertainty; the effects of disruption from the transactions of LAVA's business and the fact that the announcement and pendency of the Transactions may make it more difficult to establish or maintain relationships with employees, manufacturers, suppliers, vendors or business partners; the occurrence of any event, change or other circumstance that could give rise to the termination of the Purchase Agreement; as well as potential adverse effects on the Company's business condition and results from general economic and market conditions and overall fluctuations in the United States and international equity markets, including as a result of inflation, heightened interest rates, recent and potential future pandemics and other health crises, and hostilities, including the Russian invasion of Ukraine and the conflict in the Middle East. These and other risks are described in greater detail under the caption "Risk Factors" in LAVA's most recent Annual Report on Form 10-K and other filings the Company makes with the U.S. Securities and Exchange Commission (the "SEC"). LAVA assumes no obligation to update any forward-looking statements contained herein whether as a result of any new information, future events, change in expectations or otherwise, except as otherwise required by law.

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

The description contained in this press release is for informational purposes only and is not a recommendation, an offer to buy or the solicitation of an offer to sell any shares of LAVA's ordinary shares. The tender offer for LAVA's outstanding ordinary shares described in this report has not commenced. At the time the tender offer is commenced, XOMA will file or cause to be filed a Tender Offer Statement on Schedule TO with the SEC and LAVA will file a Solicitation/Recommendation Statement on Schedule 14D-9 with the SEC related to the tender offer. The Company also plans to file a proxy statement in connection with an extraordinary general meeting of shareholders at which the Company shareholders will vote on certain proposed resolutions (the "EGM Proposals") in connection with the transactions referenced herein, and will mail the definitive proxy statement and a proxy card to each shareholder entitled to vote at the extraordinary general meeting. **INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE PROXY STATEMENT REGARDING THE EXTRAORDINARY GENERAL MEETING AND THE TENDER OFFER MATERIALS (INCLUDING THE OFFER TO PURCHASE, A LETTER OF TRANSMITTAL AND RELATED DOCUMENTS) AND THE SOLICITATION/RECOMMENDATION STATEMENT ON SCHEDULE 14D-9 REGARDING THE OFFER, AS THEY MAY BE AMENDED OR SUPPLEMENTED FROM TIME TO TIME, WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION THAT INVESTORS AND SECURITY HOLDERS SHOULD CONSIDER BEFORE MAKING ANY DECISION REGARDING TENDERING THEIR SHARES (INCLUDING THE TERMS AND CONDITIONS OF THE OFFER) OR MAKING ANY VOTING DECISION FOR THE EXTRAORDINARY GENERAL MEETING.** Investors and security holders may obtain a free copy of these statements (when available) and other documents filed with the SEC at the website maintained by the SEC at [www.sec.gov](http://www.sec.gov) or by directing such requests to the information agent for the Offer, which will be named in the tender offer statement. Investors and security holders may also obtain, at no charge, the documents filed or furnished to the SEC by LAVA under the "SEC Filings" subsection of the "Financials & Filings" section of the Company's website at <https://ir.lavatherapeutics.com> or by accessing the Investor Relations sections of XOMA Royalty's website at <https://www.investors.xoma.com>.

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**Participants in the Solicitation**

The Company, its directors and executive officers, and other members of its management and employees, as well as XOMA Royalty and its directors and executive officers, may be deemed to be participants in the solicitation of proxies from the Company's shareholders in connection with the EGM Proposals. Information about the Company's directors and executive officers and their ownership of Shares is set forth in the proxy statement for the Company's 2025 annual general meeting of shareholders, which was filed with the SEC on April 28, 2025. Information about XOMA Royalty's directors and executive officers is set forth in the proxy statement for XOMA Royalty's 2025 annual meeting of shareholders, which was filed with the SEC on April 15, 2025. Shareholders may obtain additional information regarding the direct and indirect interests of the participants in the solicitation of proxies in connection with the EGM Proposals, including the interests of the Company's directors and executive officers in the Transactions, which may be different than those of the Company's shareholders generally, by reading the proxy statement and other relevant documents regarding the Transactions which will be filed with the SEC.

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