

24.04.2017 - 23:07 Uhr

EQS-Adhoc: LifeWatch AG: BioTelemetry, Inc. publiziert Angebotsprospekt für das öffentliche Übernahmeangebot an LifeWatch AG

EQS Group-Ad-hoc: LifeWatch AG / Schlagwort(e): Übernahmeangebot
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24.04.2017 / 23:00 CET/CEST

Veröffentlichung einer Ad-hoc-Mitteilung gemäss Art. 53 KR

BioTelemetry, Inc. publiziert Angebotsprospekt für das öffentliche Übernahmeangebot an LifeWatch AG

Der Verwaltungsrat von LifeWatch unterstützt das Angebot von BioTelemetry

Zug/Schweiz und Malvern/USA, 24. April 2017 - LifeWatch AG (SIX:LIFE) und BioTelemetry Inc. (NASDAQ:BEAT), geben bekannt, dass BioTelemetry heute den Angebotsprospekt für das öffentliche Übernahmeangebot für alle ausstehenden Namensaktien von LifeWatch AG publiziert hat. Die Aktionäre von LifeWatch werden entweder CHF 10.00 in bar und 0.1457 Aktien von BioTelemetry (Hauptangebot) (entspricht CHF 4.00 pro LifeWatch-Aktie, basierend auf dem Schlusskurs von BioTelemetry am Freitag, 7. April 2017) oder CHF 8.00 in bar und 0.2185 Aktien von BioTelemetry (Alternativangebot) (entspricht CHF 6.00 pro LifeWatch-Aktie, basierend auf dem Schlusskurs von BioTelemetry am Freitag, 7. April 2017) erhalten, je nach individueller Präferenz des Aktionärs. Basierend auf dem Aktienpreis vom 7. April 2017 beläuft sich der Gesamtwert der Übernahme auf ca. CHF 260 Millionen. Der Verwaltungsrat von LifeWatch unterstützt das öffentliche Übernahmeangebot von BioTelemetry und empfiehlt den Aktionären dessen Annahme.

Unter Berücksichtigung des Schlusskurses der BioTelemetry-Aktie vom 20. April 2017 - zwei Handelstage vor der Publikation des Angebotsprospekts - entspricht das Angebot einem Gegenwert von CHF 14.56 (Hauptangebot) beziehungsweise CHF 14.84 (Alternativangebot) pro LifeWatch-Aktie. Durch den Anstieg des Aktienpreises von BioTelemetry seit der ursprünglichen Ankündigung am 9. April 2017 ist der Gesamtwert der Übernahme auf CHF 269 - 275 Millionen gestiegen.

Weitere Informationen finden sich im Bericht des Verwaltungsrats von LifeWatch sowie der von der Raiffeisen erstellten Fairness Opinion unter www.lifewatch.com/public-tender-offer-Cardiac-Monitoring.html, dem Angebotsprospekt von BioTelemetry unter <https://www.gobio.com/> sowie der Website des Swiss Takeover Boards www.takeover.ch.

Gemäss dem Zeitplan beginnt die Hauptangebotsfrist am 10. Mai 2017 und läuft voraussichtlich bis am 23. Mai 2017, unter Vorbehalt einer Fristverlängerung.

Für Rückfragen:

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Zu LifeWatch AG

LifeWatch AG, mit Hauptsitz in Zug und Kotierung an der SIX Swiss Exchange

(LIFE) in der Schweiz, ist ein führender Anbieter von ferngesteuerten diagnostischen "Digital Health" Dienstleistungen. Die Dienstleistungen von LifeWatch liefern den Ärzten wichtige Informationen zur angemessenen Behandlung ihrer Patienten mit dem Ziel, die Behandlung zu optimieren. LifeWatch AG verfügt über operative Tochtergesellschaften in den USA, der Schweiz, Israel und der Türkei und ist die Muttergesellschaft von LifeWatch Services, Inc., LifeWatch Technologies Ltd. und LifeWatch Turkey Holding AG (Joint Venture). LifeWatch Services, Inc. ist ein führender US-Anbieter für Herzüberwachungsdienstleistungen. LifeWatch Technologies Ltd. in Israel ist ein führender Hersteller von Digital-Health-Produkten. LifeWatch Sağlık Hizmetleri A.S. ist die operative Tochtergesellschaft der LifeWatch Turkey Holding AG und Anbieter von Herzüberwachungsdienstleistungen in der Türkei. Für weitere Informationen: [siehewww.lifewatch.com](http://www.lifewatch.com).

Zu BioTelemetry

BioTelemetry, Inc., früher als CardioNet bekannt, ist ein führendes Unternehmen im Bereich kabelloser Medizinaltechnologie. Der Fokus liegt auf der Bereitstellung von Gesundheitsdaten zur Verbesserung der Lebensqualität sowie zur Reduktion der Gesundheitskosten. Das Unternehmen bietet zurzeit Herzüberwachungs-Dienstleistungen an und produziert Geräte mit einem primären Fokus auf die Herzüberwachung sowie zentralisierte Dienstleistungen für Herzlaboratorien. Für weitere Informationen: [siehewww.biotelinc.com](http://www.biotelinc.com).

Cautionary Statement Regarding Forward-Looking Statements

This document includes certain forward-looking statements regarding, among other things, statements about both BioTelemetry's and LifeWatch's beliefs and expectations, statements about BioTelemetry's proposed acquisition of LifeWatch AG, including the timing and success of the tender offer and expectations regarding the growth and success of the combined entity. These statements may be identified by words such as "expect," "anticipate," "estimate," "intend," "plan," "believe," "promises", "projects," and other words and terms of similar meaning. Such forward-looking statements are based on current expectations and involve inherent risks and uncertainties, including important factors that could delay, divert, or change any of these expectations, and could cause actual outcomes and results to differ materially from current expectations. Factors that may materially affect such forward-looking statements include: BioTelemetry's ability to successfully complete the tender offer for LifeWatch's shares or realize the anticipated benefits of the transaction; and the failure of any of the conditions to BioTelemetry's tender offer to be satisfied. For further details and a discussion of these and other risks and uncertainties, please see BioTelemetry's public filings with the Securities and Exchange Commission, including the company's latest periodic reports on Form 10-K and 10-Q respectively, LifeWatch's past press releases, reports and other information posted on LifeWatch's website. Readers are cautioned not to put undue reliance on forward-looking statements, which reflect only opinions as of the date of this press release. BioTelemetry and LifeWatch do not undertake, and specifically disclaim, any obligation to publicly update or amend any forward-looking statement, whether as a result of new information, future events, or otherwise.

OFFER RESTRICTIONS

The public tender offer described in the offer documents (the "Offer") is not being and will not be made, directly or indirectly, in any country or jurisdiction in which it would be considered unlawful or otherwise violate any applicable laws or regulations, or which would require BioTelemetry or any of its subsidiaries to change or amend the terms or conditions of the Offer in any material way, to make an additional filing with any governmental, regulatory or other authority or take additional action in relation to the Offer. It is not intended to extend the Offer to any such country or jurisdiction. Any such documents relating to the Offer must neither be distributed in any such country

or jurisdiction nor be sent into such country or jurisdiction, and must not be used for the purpose of soliciting the purchase of securities of LifeWatch by any person or entity resident or incorporated in any such country or jurisdiction.

NOTICE TO U.S. PERSONS HOLDING LIFEWATCH SHARES

The Offer is made for the securities of a non-U.S. company. The Offer is subject to the disclosure and procedural requirements of Switzerland, which are different from those of the United States (the "U.S.").

The Offer may not be accepted before expiration of a cooling-off period of ten (10) trading days, which will run from April 25, 2017 through May 9, 2017, unless extended by the Swiss Takeover Board.

According to the laws of Switzerland, LifeWatch shares tendered into the Offer may be withdrawn after they are tendered until the expiration of the main offer period.

BioTelemetry and any of its subsidiaries and any advisor, broker or financial institution acting as an agent or for the account or benefit of BioTelemetry or the Offeror may, subject to applicable Swiss securities laws, rules and regulations, make certain purchases of, or arrangements to purchase, LifeWatch shares from shareholders of LifeWatch who are willing to sell their LifeWatch shares outside the Offer from time to time, including purchases in the open market at prevailing prices or in private transactions at negotiated prices. The Offeror will disclose promptly any information regarding such purchases of LifeWatch shares in Switzerland through the electronic media and/or the stock exchange and in the U.S. by means of a press release, if and to the extent required under applicable laws, rules and regulations in Switzerland.

It may be difficult for U.S. holders to enforce their rights and any claim arising out of U.S. federal securities laws, since LifeWatch is located in a non-U.S. jurisdiction, and some or all of its officers and directors may be residents of a non-U.S. jurisdiction. U.S. holders may not be able to sue a non-U.S. company or its officers or directors in a non-U.S. court for violations of the U.S. securities laws. Further, it may be difficult to compel a non-U.S. company and its affiliates to subject themselves to a U.S. court's judgment.

The receipt of cash and stock consideration in the Offer by a U.S. shareholder will generally be a taxable transaction for U.S. federal, state and local income tax purposes. Each U.S. shareholder is urged to consult his independent professional adviser immediately regarding the tax consequences of acceptance of the Offer.

Securities may not be offered or sold in the U.S. absent registration or an exemption from registration under the U.S. Securities Act. It is expected that the Offer will be subject to a Tier I exemption pursuant to Rule 14d-1(c) of the U.S. Securities Exchange Act of 1934, as amended, and that the issuance of BioTelemetry Common Stock in connection therewith will be exempt from registration under the U.S. Securities Act of 1933, as amended, pursuant to Rule 802 thereof.

Neither the Securities and Exchange Commission nor any securities commission of any State of the U.S. has (a) approved or disapproved of the Offer, (b) passed upon the merits or fairness of the Offer, or (c) passed upon the adequacy or accuracy of the disclosure in the pre-announcement. Any representation to the contrary is a criminal offense in the U.S.

Im Zweifelsfall gilt die englische Originalmeldung.

Zusatzmaterial zur Meldung:

Dokument:<http://n.eqs.com/c/fncls.ssp?u=PKFUTDXLGJ>
Dokumenttitel: BioTelemetry, Inc. publiziert Angebotsprospekt für das
öffentliche Übernahmeangebot an LifeWatch AG

Ende der Ad-hoc-Mitteilung-----

Sprache: Deutsch

Unternehmen: LifeWatch AG

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Börsen: Freiverkehr in Berlin, Stuttgart; Open Market in Frankfurt; SIX
Swiss Exchange

Ende der Mitteilung EQS Group News-Service

566933 24.04.2017 CET/CEST

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