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

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**SCHEDULE 14D-9**

**Solicitation/Recommendation Statement  
Under Section 14(d)(4) of the Securities Exchange Act of 1934**

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**Oyster Point Pharma, Inc.**  
(Name of Subject Company)

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**Oyster Point Pharma, Inc.**  
(Name of Person Filing Statement)

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**Common Stock, \$0.001 par value per share**  
(Title of Class of Securities)

**69242L106**  
(CUSIP Number of Class of Securities)

**Jeffrey Nau, Ph.D., M.M.S.**  
**Chief Executive Officer**  
**Oyster Point Pharma, Inc.**  
**202 Carnegie Center, Suite 106**  
**Princeton, New Jersey 08540**  
**(609) 382-9032**

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

*With copies to:*

**Nathan Baum**  
**Brandon Fenn**  
**Divakar Gupta**  
**Ian Nussbaum**  
**Cooley LLP**  
**55 Hudson Yards**  
**New York, New York 10001**  
**(212) 479-6000**

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Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

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On November 7, 2022, Oyster Point Pharma, Inc., a Delaware corporation (“OP” or the “Company”) entered into an Agreement and Plan of Merger, by and among Viatrix Inc., a Delaware corporation (“Parent”), and Iris Purchaser Inc., a Delaware corporation and a wholly owned subsidiary of Parent (“Purchaser”), pursuant to which Purchaser will commence a tender offer (the “Offer”) to purchase all of the outstanding shares of common stock of the Company, par value \$0.0001 per share. Following the consummation of the Offer and subject to the terms and conditions of the Merger Agreement, Purchaser will be merged with and into the Company (the “Merger”) pursuant to Section 251(h) of the General Corporation Law of the State of Delaware, with the Company continuing as the surviving corporation in the Merger and a wholly owned subsidiary of Parent.

This Schedule 14D-9 filing consists of the following communications related to the Offer and the Merger:

- i. Email from Mike Campbell, Senior Vice President, Head of Commercial, of the Company, to the Company’s sales force, first used on November 15, 2022.
- ii. Form of email to key partners of the Company, first used on November 15, 2022.

#### **Additional Information about the Transaction and Where to Find It**

The tender offer for the outstanding common stock of Oyster Point Pharma Inc. (“OP”) has not yet been commenced. This filing does not constitute a recommendation, an offer to purchase or a solicitation of an offer to sell OP securities. At the time the tender offer is commenced, Viatrix Inc. (“Parent”) and Iris Purchaser Inc., a direct wholly owned subsidiary of Parent (“Purchaser”), will file a Tender Offer Statement on Schedule TO (including an Offer to Purchase) with the Securities and Exchange Commission (the “SEC”) and thereafter, OP will file a Solicitation/Recommendation Statement on Schedule 14D-9 with the SEC, in each case, with respect to the Tender Offer. The solicitation and the offer by Parent to purchase shares of OP’s common stock will only be made pursuant to such Offer to Purchase and related materials. Once filed, investors and security holders are urged to read these materials (including the Offer to Purchase, a related Letter of Transmittal and certain other tender offer documents, as each may be amended or supplemented from time to time) carefully since they will contain important information that OP investors and security holders should consider before making any decision regarding tendering their common stock, including the terms and conditions of the tender offer. The Tender Offer Statement, Offer to Purchase, Solicitation/Recommendation Statement and related materials will be filed with the SEC, and OP investors and security holders may obtain a free copy of these materials (when available) and other documents filed by Parent, Purchaser and OP with the SEC at the website maintained by the SEC at [www.sec.gov](http://www.sec.gov). In addition, the Tender Offer Statement and other documents that Parent and Purchaser file with the SEC will be made available to all investors and security holders of OP free of charge from the information agent for the tender offer. Investors may also obtain, at no charge, the documents filed with or furnished to the SEC by OP under the “Investors & Media” section of OP’s website at <https://oysterpointrx.com>.

#### **Forward-Looking Statements**

To the extent that statements contained in this filing are not statements of historical facts, they may be deemed to be forward-looking statements. In some cases, such forward-looking statements can be identified by terms such as “believes,” “plans,” “anticipates,” “continue,” “potential,” “seek,” “goal,” “projects,” “estimates,” “expects,” “intends,” “strategy,” “future,” “opportunity,” “may,” “will,” “should,” “could,” “potential,” or similar expressions. Such forward-looking statements are based on management’s current expectations, beliefs, estimates, projections and assumptions. As such, forward-looking statements are not guarantees of future performance and involve inherent risks and uncertainties that are difficult to predict. 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 proposed acquisition of Oyster Point Pharma Inc. (“OP”) by Viatrix Inc. (“Parent”) may not be completed; the possibility that competing offers or acquisition proposals for OP will be made; the delay or failure of the tender offer conditions to be satisfied (or waived), including insufficient shares of OP common stock being tendered in the tender offer; the failure (or delay) to receive the required regulatory approvals of the proposed acquisition; the possibility that prior to the completion of the transactions contemplated by the acquisition agreement, Parent’s or OP’s business may experience significant disruptions due to transaction-related uncertainty; the effects of disruption from the transactions of OP’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,

business partners and distribution channels to patients; the occurrence of any event, change or other circumstance that could give rise to the termination of the acquisition agreement; the risk that stockholder litigation in connection with the proposed transaction may result in significant costs of defense, indemnification and liability; the failure of the closing conditions set forth in the acquisition agreement to be satisfied (or waived); the possibility that OP's expectations as to the extent to which OP will be able to continue to commercialize TYRVAYA® (varenicline solution) Nasal Spray and any of OP's other products and product candidates may not be realized as anticipated; the possibility that the anticipated scope, rate of progress and cost of OP's preclinical studies and clinical trials and other research and development that OP may not materialize; the possibility that OP's estimates of its expenses, ongoing losses, future revenue, capital requirements and its needs for or ability to obtain additional financing may not be accurate; the possibility that OP's expectations may not be met as to the sufficiency of its capital resources; the possibility that OP's expectations may not be met as to its ability to obtain and maintain intellectual property protection for its products and any of its product candidates; the possibility that OP's anticipated receipt and timing of royalties from its collaborators may not be realized as anticipated; the possibility that OP's expectations may not be met as to the revenues from its collaborations; the possibility that OP's expectations may not be met as to OP's ability to retain and recruit key personnel and third-party distributors; the possibility that OP's expectations may not be met as to its anticipated financial performance; the possibility that OP's expectations may not be met as to its anticipated developments and projections relating to its competitors or the industry in which OP operates; the possibility that unforeseen safety issues could emerge for TYRVAYA Nasal Spray that could require OP to change the prescribing information, limit use of the product and/or result in litigation; the possibility that other manufacturers could obtain approval for generic versions of TYRVAYA Nasal Spray or of products with which OP competes; the possibility that the third-party organizations that manufacture, supply and distribute TYRVAYA Nasal Spray may fail to perform adequately or fulfill OP's needs; the possibility that changes in healthcare law and implementing regulations may occur and may negatively impact OP's ability to generate revenues or could limit or prevent OP's products' or product candidates' commercial success; the possibility that regulatory filings for products or product candidates that OP or its partners develop are not made or granted as currently anticipated; the possibility that OP is not able to negotiate adequate pricing, coverage and adequate reimbursement for its products and product candidates with third parties and government authorities; the possibility of political, social and economic instability, natural disasters or public health epidemics in countries where OP or its collaborators conduct activities related to OP's business; and a variety of other risks set forth from time to time in Parent's or OP's filings with the SEC, including but not limited to the risks discussed in Parent's Annual Report on Form 10-K for the year ended December 31, 2021 and in other filings with the SEC and the risks discussed in OP's Annual Report on Form 10-K for the year ended December 31, 2021 and in its other filings with the SEC. The risks and uncertainties may be amplified by the COVID-10 pandemic, which has caused significant economic uncertainty. The extent to which the COVID-19 pandemic impacts Parent's and OP's businesses, operations and financial results, including the duration and magnitude of such effects, will depend on numerous factors, which are unpredictable, including, but not limited to, the duration and spread of the outbreak, its severity, the actions to contain the virus or treat its impact, and how quickly and to what extent normal economic and operating conditions can resume. The reader is cautioned not to unduly rely on these forward-looking statements. Parent and OP expressly disclaim any intent or obligation to update or revise publicly these forward-looking statements except as required by law.

#### Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Email from Mike Campbell, Senior Vice President, Head of Commercial, of the Company, to the Company's sales force, first used on November 15, 2022.
99.2	Form of email to key partners of the Company, first used on November 15, 2022.

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**SIGNATURE**

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.

**OYSTER POINT PHARMA, INC.**

By: /s/ Jeffrey Nau  
Name: Jeffrey Nau, Ph.D., M.M.S.  
Title: President, Chief Executive Officer and Director

Dated: November 16, 2022

**To:** Oyster Point Sales Force and TLLs

**From:** Mike Campbell

**Subject:** Field Direction Memo: Customer Inquiries - Oyster Point and Viatris Merger Agreement

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FIELD DIRECTION MEMO

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As you are aware, Oyster Point recently issued a press release announcing that we have entered into an agreement to be acquired by Viatris Inc. We recognize that you may receive customer inquiries related to this announcement during your customer interactions, so this note is to support you with customer-related inquiries.

Any Oyster Point Employee who receives an inquiry from a customer related to this announcement, may choose to **reactively** respond to customer inquiries in the following ways:

- Refer customers to the press release and refrain from any further discussion.
- Or you may choose to respond using the following talking points:
  - We remain committed to keeping our ophthalmologists, optometrists, and patients at the forefront of everything we do.
  - Viatris intends to acquire Oyster Point Pharma as the foundation of its new ophthalmology franchise.
  - The acquisition is expected to close in the first quarter of 2023. But until closing, we are not expecting anything to change in terms of our day-to-day interactions with customers—it is business as usual.
  - We're excited about the potential to play a key role in the growth of Viatris to advance research and development for a broad eye care portfolio & pipeline.

*No other response or engagement with customers related to the announcement is permitted.*

**The press release and talking points should ONLY be used:**

- Reactively, with customers who ask you questions related to this recent Oyster Point announcement.
- We cannot proactively reach out to anyone to discuss the announcement.

Please do not let these conversations become a distraction – we appreciate your commitment to concentrate on your responsibilities to our customers and patients. Thank you for your hard work; this is an exciting time for Oyster Point!

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Report on Form 10-K for the year ended December 31, 2021 and in its other filings with the SEC. The risks and uncertainties may be amplified by the COVID-19 pandemic, which has caused significant economic uncertainty. The extent to which the COVID-19 pandemic impacts Parent's and OP's businesses, operations and financial results, including the duration and magnitude of such effects, will depend on numerous factors, which are unpredictable, including, but not limited to, the duration and spread of the outbreak, its severity, the actions to contain the virus or treat its impact, and how quickly and to what extent normal economic and operating conditions can resume. The reader is cautioned not to unduly rely on these forward-looking statements. Parent and OP expressly disclaim any intent or obligation to update or revise publicly these forward-looking statements except as required by law.

#### **Additional Information about the Transaction and Where to Find It**

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TO: [Oyster Point Speaker bureau speakers]  
FROM: [Speakers TLL or Marketing]  
DATE: [Insert Date]

Subject: IMPORTANT: Tyrvaya® (varenicline solution) Speaker Bureau Update

Dear Dr. [Speaker last name]:

On November 11th, Oyster Point issued a [press release](#) announcing that we have entered into an agreement to be acquired by [Viatris Inc.](#) Viatris intends to acquire Oyster Point Pharma as the foundation of its new ophthalmology franchise. The transaction is expected to close in the first quarter of 2023, and we look forward to sharing more updates with you in the future.

As a valued member of the Tyrvaya® (varenicline solution) Speaker's Bureau, we wanted to reach out to reaffirm Oyster Point's commitment to you and patients. Please know that we expect that planned programs and program logistics will remain unchanged through April 2023, and we will of course continue to honor our contract with you.

We also recognize that you may receive questions about the acquisition announcement during your upcoming speaker programs. Should you receive a question, you can refer them to the [press release](#) at [www.oysterpointrx.com](http://www.oysterpointrx.com) or refer them to your Oyster Point Sales Representative.

We look forward to our continued partnership and are excited about the prospect of building a world-class ophthalmology business to meaningfully impact the future of eye care, to the benefit of patients.

As always please reach out with any questions you may have.

[TLL Name]  
[TLL email address]  
[TLL phone number]

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