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

SCHEDULE 14D-9

(Rule 14d-101)
SOLICITATION/RECOMMENDATION STATEMENT
UNDER SECTION 14(d)(4) OF THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 10)

Olink Holding AB (publ)
(Name of Subject Company)

Olink Holding AB (publ)
(Name of Person Filing Statement)

**American Depositary Shares, each representing one Common Share,
quota value SEK 2.431906612623020 per share**
Common Shares, quota value SEK 2.431906612623020 per share
(Title of Class of Securities)

680710100*
(CUSIP Number of Class of Securities)

Olink Proteomics Inc.
130 Turner St. Building 2, Suite 230
Waltham, MA 02453, USA Tel: (617) 393-3933
Attn: Linda Ramirez-Eaves, General Counsel

(Name, address and telephone number of person authorized to receive notices and communications on behalf of the person(s) filing statement)

With copies to:

Mark Mandel, Esq.
Baker & McKenzie LLP
452 Fifth Avenue
New York, New York 10018
(212) 626-4100

Piotr Korzynski, Esq.
Baker & McKenzie LLP
300 East Randolph Street, Suite 5000
Chicago, IL 60601
(312) 861-8000

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

* This CUSIP number is assigned to the Subject Company's American Depositary Shares, each representing one (1) Common Share.

This Amendment No. 10 (this “**Amendment**”) amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 (as amended or supplemented from time to time, the “**Schedule 14D-9**”) filed by Olink Holding AB (publ), a public limited liability company organized under the laws of Sweden (“**Olink**” or the “**Company**”), with the Securities and Exchange Commission (the “**SEC**”) on October 31, 2023, relating to the tender offer by Orion Acquisition AB, a private limited liability company organized under the laws of Sweden (“**Buyer**”) and a direct, wholly owned subsidiary of Thermo Fisher Scientific Inc., a Delaware corporation (“**Thermo Fisher**” or “**Parent**”), to acquire all of the outstanding common shares, quota value SEK 2.431906612623020 per share (the “**Common Shares**”) and all of the outstanding American Depositary Shares, each representing one Common Share (the “**ADSs**”), of the Company in exchange for \$26.00 per Common Share, representing \$26.00 per ADS, in cash, without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated October 31, 2023 (together with any amendments or supplements thereto, the “**Offer to Purchase**”), and in the accompanying ADS Letter of Transmittal (together with any amendments or supplements thereto, the “**ADS Letter of Transmittal**”) and Acceptance Form for Shares (together with any amendments or supplements thereto, the “**Acceptance Form**”). The Offer to Purchase, the ADS Letter of Transmittal, and the Acceptance Form were originally filed as Exhibits (a)(1)(A), (a)(1)(B) and (a)(1)(C) to the Tender Offer Statement filed under cover of Schedule TO with the SEC on October 31, 2023, by Thermo Fisher, with the amended and restated Offer to Purchase having been filed as Exhibit (A)(1)(H) under cover of Schedule TO with the SEC on December 1, 2023, by Thermo Fisher.

Except to the extent specifically provided in this Amendment, the information set forth in the Schedule 14D-9 remains unchanged. Capitalized terms used, but not otherwise defined, in this Amendment have the meanings ascribed to them in the Schedule 14D-9. This Amendment is being filed to extend the expiration time of the Offer and amend and supplement the Items set forth below.

Item 2. Identity and Background of Filing Person.

Item 2. “*Identity and Background of Filing Person—(b) Tender Offer—The Offer*” of the Schedule 14D-9 is hereby amended and supplemented by adding the following two paragraphs as follows:

On May 1, 2024, Parent and Buyer announced an extension of the Expiration Date until 5:00 p.m., New York City time, on June 18, 2024, unless the Offer is further extended or earlier terminated pursuant to the terms of the Purchase Agreement. The Offer was previously scheduled to expire at 5:00 p.m., New York City time, on April 30, 2024.

On May 1, 2024, Parent issued a press release announcing the extension of the tender offer, a copy of which is filed as Exhibit (a)(5)(P) to this Schedule 14D-9 and is incorporated herein by reference.

Item 8. Additional Information.

Item 8. “*Additional Information—Regulatory Approvals*” of the Schedule 14D-9 is hereby amended and supplemented as follows:

The following bold and underlined language is added as the last sentence under the sub-heading “Foreign Competition and Investment Laws” on page 42 of the Schedule 14D-9:

On March 20, 2024, Parent received clearance from the Swedish Inspectorate of Strategic Products with respect to the Transactions.

Item 9. Exhibits

Item 9. “*Exhibits*” of the Schedule 14D-9 is hereby amended and supplemented by inserting the following Exhibit (a)(5)(P) and Exhibit (a)(5)(Q) below (a)(5)(O) as Exhibit (a)(5)(P) and Exhibit (a)(5)(Q).

Exhibit No.	Description
--------------------	--------------------

(a)(5)(P)	Press Release issued by Thermo Fisher Scientific Inc., dated May 1, 2024.
-----------	---

(a)(5)(Q)*	Letter to Olink Employees from Olink's Chief Executive Officer, dated May 1, 2024.
------------	--

*Filed herewith

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Schedule 14D-9 is true, complete and correct.

OLINK HOLDING AB (PUBL)

Date: May 1, 2024

By: /s/ Jon Heimer

Name: Jon Heimer

Title: Chief Executive Officer

Olink Tender Offer Extension Employee Letter from Olink CEO
May 1, 2024

Dear Colleagues,

I would like to update you on recent developments in our agreement to combine with Thermo Fisher Scientific.

This week, Thermo Fisher announced [here](#) that it has extended the timeframe for Olink shareholders to “tender” their shares into Thermo Fisher’s offer. This step was taken to allow for time to obtain the required regulatory approvals.

As you know, our Board recommends that all Olink shareholders tender their shares into the offer. If you are an Olink shareholder, you can reach out with any questions and requests about the tender offer to Georgeson LLC at +1 866-821-2550 (U.S. toll-free), +1-781-222-0033 (outside U.S. & Canada) or +46-846-007-389 (Sweden), or via email at olink@georgeson.com. A copy of the tender offer materials may be obtained at the website maintained by the U.S. Securities and Exchange Commission at www.sec.gov.

The extended deadline for the tender offer is 5:00 p.m., New York time, on June 18, 2024. That said, if certain of the conditions to closing the tender offer, including obtaining the required regulatory approvals, are not satisfied as of the extended deadline, the tender offer may be further extended to permit such conditions to be satisfied. Olink shareholders who have already tendered their shares do not have to take any additional action as a result of this extension.

We are very optimistic in our path forward. We remain excited about the transaction with Thermo Fisher and the benefits we expect this combination will provide for our stakeholders – including Olink employees. Thermo Fisher and Olink are continuing to work cooperatively with the regulators and continue to expect the transaction to be completed by mid-2024. Until then, we remain separate companies, and it is business as usual.

You may get questions from people outside our organization regarding this tender offer extension announcement. If you receive inquiries from the media, please do not comment and direct them to David Deuchler via email at olink@gilmartinir.com. If you’re contacted by an investor or other outside party, please do not respond and forward to olink@georgeson.com.

We will continue to keep you updated as we work towards close. As always, thank you for your dedication and focus.

Sincerely,

Jon Heimer
Chief Executive Officer

Forward-looking Statements

This communication contains forward-looking statements that involve a number of risks and uncertainties. Words such as “believes,” “anticipates,” “plans,” “expects,” “seeks,” “estimates,” and similar expressions are intended to identify forward-looking statements, but other statements that are not historical facts may also be deemed to be forward-looking statements. Important factors that could cause actual results to differ materially from those indicated by forward-looking statements include risks and uncertainties relating to: the COVID-19 pandemic; the need to develop new products and adapt to significant technological change; implementation of strategies for improving growth; general economic conditions and related uncertainties; dependence on customers’ capital spending policies and government funding policies; the effect of economic and political conditions and exchange rate fluctuations on international operations; use and protection of intellectual property; the effect of changes in governmental regulations; any natural disaster, public health crisis or other catastrophic event; and the effect of laws and regulations governing government contracts, as well as the possibility that expected benefits related to recent or pending acquisitions, including the proposed acquisition, may not materialize as expected; the proposed acquisition not being timely completed, if completed at all; regulatory approvals required for the transaction not being timely obtained, if obtained at all, or being obtained subject to conditions; prior to the completion of the transaction, Olink’s business experiencing disruptions due to transaction-related uncertainty or other factors making it more difficult to maintain relationships with employees, customers, licensees, other business partners or governmental entities; difficulty retaining key employees; the outcome of any legal proceedings related to the proposed acquisition; and the parties being unable to successfully implement integration strategies or to achieve expected synergies and operating efficiencies within the expected time-frames or at all. Additional important factors that could cause actual results to differ materially from those indicated by such forward-looking statements are set forth in Thermo Fisher’s Annual Report on Form 10-K which is on file with the U.S. Securities and Exchange Commission (“SEC”) and available in the “Investors” section of Thermo Fisher’s website, ir.thermofisher.com, under the heading “SEC Filings”, and in any subsequent documents Thermo Fisher files or furnishes with the SEC, and in Olink’s Annual Report on Form 20-F, which is on file with the SEC and available in the “Investor Relations” section of Olink’s website, <https://investors.olink.com/investor-relations>, under the heading “SEC Filings”, and in any subsequent documents Olink files or furnishes with the SEC. While Thermo Fisher or Olink may elect to update forward-looking statements at some point in the future, Thermo Fisher and Olink specifically disclaim any obligation to do so, even if estimates change and, therefore, you should not rely on these forward-looking statements as representing either Thermo Fisher’s or Olink’s views as of any date subsequent to today.

Additional Information and Where to Find It

This communication is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell any common shares or American Depositary Shares of Olink or any other securities, nor is it a substitute for the tender offer materials that Thermo Fisher or the Buyer has filed with the SEC. The terms and conditions of the tender offer are published in, and the offer to purchase common shares and American Depositary Shares of Olink is made only pursuant to, the offer document and related offer materials prepared by Thermo Fisher and the Buyer and is filed with the SEC in a tender offer statement on Schedule TO. In addition, Olink has filed a solicitation/recommendation statement on Schedule 14D-9 with the SEC with respect to the tender offer.

THE TENDER OFFER MATERIALS (INCLUDING AN OFFER TO PURCHASE, AN ADS LETTER OF TRANSMITTAL, ACCEPTANCE FORM FOR SHARES AND CERTAIN OTHER TENDER OFFER DOCUMENTS) AND THE SOLICITATION/RECOMMENDATION STATEMENT ON SCHEDULE 14D-9, AS THEY MAY BE AMENDED FROM TIME TO TIME, CONTAIN IMPORTANT INFORMATION. INVESTORS AND SHAREHOLDERS OF OLINK ARE URGED TO READ THESE DOCUMENTS CAREFULLY BECAUSE THEY, AND NOT THIS DOCUMENT, GOVERN THE TERMS AND CONDITIONS OF THE TENDER OFFER, AND BECAUSE THEY CONTAIN IMPORTANT INFORMATION THAT SUCH PERSONS SHOULD CONSIDER BEFORE MAKING ANY DECISION REGARDING TENDERING THEIR COMMON SHARES AND AMERICAN DEPOSITARY SHARES.

The tender offer materials, including the offer to purchase, the related ADS letter of transmittal and acceptance form for shares and certain other tender offer documents, and the solicitation/recommendation statement and other documents filed with the SEC by Thermo Fisher or Olink, may be obtained free of charge at the SEC’s website at www.sec.gov, at Olink’s website <https://investors.olink.com/investor-relations>, at Thermo Fisher’s website at www.thermofisher.com or by contacting Thermo Fisher’s investor relations department at 781-622-1111. In addition, Thermo Fisher’s tender offer statement and other documents it will file with the SEC will be available at <https://ir.thermofisher.com/investors>.
