
**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. 8)**

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.
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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:

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☐ 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. 8 (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 amend and supplement the Items set forth below.

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 two sentences of the following paragraph on page 42 under the sub-heading “German Merger Control Compliance” of the Schedule 14D-9, as restated below to reflect previous amendments:

Germany Merger Control Compliance. The completion of the Transactions is subject to merger control approval by the German Federal Cartel Office (the “**German Bundeskartellamt**”) or other circumstances that would be commonly and reasonably considered a sufficient indication that the German *Bundeskartellamt* is not objecting to, are not or are no longer reviewing or are not challenging the Transactions. On November 22, 2023, Parent filed a notification with the German *Bundeskartellamt*. Regulatory approval from the German *Bundeskartellamt* is typically received within one month from the submission of the required filing, unless the German *Bundeskartellamt* opens a Phase 2 review of the Transactions, which can take up to four additional months following the submission of the initial filing with the German *Bundeskartellamt* (subject to suspensions of the review period, resulting in a prolongation of the total possible review period, in certain circumstances). Parent has withdrawn its November 22, 2023 notification and intends to refile its notification with the German *Bundeskartellamt* on or about January 15, 2024. The waiting period for the new Phase 1 review will expire one month from the date on which Parent refiles its notification unless earlier terminated by the German *Bundeskartellamt*. **The German Bundeskartellamt has advised Parent that it is conducting a Phase 2 review of the Transactions. The parties currently expect the Phase 2 review by the German Bundeskartellamt to be completed by mid-2024, which is consistent with the expected timeline of the other ongoing regulatory reviews, including the review by the CMA.**

The following bold and underlined language is added as the last sentence of the following paragraph on page 42 under the sub-heading “Sweden Foreign Direct Investment Compliance” of the Schedule 14D-9, as restated below to reflect previous amendments:

Sweden Foreign Direct Investment Compliance. Sweden has enacted a Foreign Direct Investment Review Act (the “**FDI Act**”) that came into effect on December 1, 2023. Parent and Buyer submitted a notification pursuant to the FDI Act on December 1, 2023. Regulatory approval under the FDI Act would typically be received within twenty-five (25) business days from the submission of the required notification if the notification is deemed complete by the Swedish Inspectorate of Strategic Products (the “**ISP**”) or, if the initial notification is not deemed complete, the date that the notification is otherwise deemed complete by the ISP. In the event the ISP determines to conduct a second phase review of the Transactions, such enhanced review can take up to an additional three to six months. The ISP deemed the notification submitted by Parent and Buyer pursuant to the FDI Act complete as of the submission date, December 1, 2023. **The ISP has advised Parent that it is conducting a second phase review of the Transactions under the newly enacted FDI Act.**

The following bold and underlined language is added to, and the bold, underlined and struck-through language deleted from, the sentence after the paragraph under the sub-heading “UK Antitrust Compliance” previously added to the Schedule 14D-9 pursuant to previous amendments on page 42 in the “Regulatory Approvals” section of the Schedule 14D-9:

The parties are ~~working~~**continuing to work** cooperatively with the regulators and continue to expect **regulatory reviews and** the Offer to be completed by mid-2024.

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: February 20, 2024

By: /s/ Jon Heimer

Name: Jon Heimer

Title: Chief Executive Officer
