

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:

EIGER BIOPHARMACEUTICALS, INC., *et al.*¹

Debtors.

Chapter 11

Case No. 24-80040 (SGJ)

(Jointly Administered)

**REVISED NOTICE OF SALE, BID PROCEDURES,
AUCTION, AND SALE HEARING**

PLEASE TAKE NOTICE that, on April 5, 2024 the Court entered the *Order (I)(A) Approving the Bid Procedures; (B) Authorizing the Debtors to Select Sentynl Therapeutics, Inc. as the Zokinvy Stalking Horse Purchaser & Approving Bid Protections; (C) Approving the Bid Protections Relating to the Remaining Assets Stalking Horse Purchaser(s), if Any; (D) Establishing Bid Deadlines, Auction(s), and Sale Hearing(s); (E) Approving the Form and Manner of Sale Notice; (F) Approving Assignment and Assumption Procedures; (G) Approving the Form and Manner of Potential Assumption and Assignment Notice; (II)(A) Authorizing the Sale of the Assets Free and Clear; and (B) Approving the Assumption and Assignment of Designated Contracts; And (III) Granting Related Relief* [Docket No. 94] (the “Bid Procedures Order”),² which, among other things, establishes key dates and deadlines related to the Auction for, and the Sale of, the Assets. **All interested bidders and parties in interest in the chapter 11 case should carefully read the Bid Procedures Order and the Bid Procedures in their entirety.**

PLEASE TAKE FURTHER NOTICE that, on April 8, 2024, the Debtors served the *Notice of Sale, Bid Procedures, Auction, and Sale Hearing* on all known parties in interest.

PLEASE TAKE FURTHER NOTICE that, on April 15, 2024, the Debtors filed the *Notice of Filing of Revised Bidding Procedures* [Docket No. 119], which included the revised bidding procedures (the “Bid Procedures”) attached as Exhibit A.

PLEASE TAKE FURTHER NOTICE that the Debtors hereby file this *Revised Notice of Sale, Bid Procedures, Auction, and Sale Hearing* with revised dates and deadlines for the Bid Deadline, Auction, and Sale Hearing for the Avexitide sale transaction (the “Avexitide Sale Transaction”). **The Bid Deadline, Auction, and Sale Hearing(s) for the sale of the Lambda and Lonafarnib assets will be determined by the Debtors at a later date, and further notice**

¹ The Debtors in these chapter 11 cases, together with the last four digits of each Debtor’s federal tax identification number, are: Eiger BioPharmaceuticals, Inc. (1591); EBPI Merger Inc. (9986); EB Pharma LLC (8352); Eiger BioPharmaceuticals Europe Limited (N/A); and EigerBio Europe Limited (N/A). The Debtors’ service address is 2155 Park Boulevard, Palo Alto, California 94306.

² Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Bid Procedures Motion, the Bid Procedures, and the Bid Procedures Order, as applicable.



regarding the related deadlines for the Lambda and Lonafarnib sale transactions will be filed with the Court.

Participation in the Sale Process

The Bid Procedures set forth the requirements for submitting a Qualified Bid and any person interested in making an offer to purchase the Assets must strictly comply with the Bid Procedures. Only Qualified Bids will be considered by the Debtors in accordance with the Bid Procedures.

Any interested bidder should contact SSG as soon as practicable.

Important Dates and Deadlines³

The Bid Procedures include a number of dates and deadlines that must be strictly complied with, only a few of which are highlighted here:

- **Avexitide Bid Deadline.** The deadline to submit a qualified Bid for the Avexitide Sale Transaction was **June 11, 2024, at 4:00 p.m.** (prevailing Central Time).
- **Avexitide Auction.** The Auction (if any) for the Avexitide Sale Transaction will commence on **June 17, 2024, at 12:00 p.m.** (prevailing Central Time) (which date may be modified by the Debtors in their business judgment with the consent of the Administrative Agent) virtually or at such other place as agreed by the Debtors, the Administrative Agent, and Committee, or approved by order of the Court, and of which the Debtors will notify the Auction Participants.
- **Deadline to Object to the Sale.** Objections to the Avexitide Sale Transaction, (or the assumption and assignment of any Designated Contract) must be filed with the Court by **June 12, 2024, at 4:00 p.m.** (prevailing Central Time) and otherwise meet the requirements set forth in the Bid Procedures Order.
- **Avexitide Sale Hearing.** A hearing to consider approval of the proposed Avexitide Sale Transaction will be held before the Court on **June 26, 2024, at 1:30 p.m.** (prevailing Central Time) at 1100 Commerce St., Dallas, TX 75242 Courtroom 1. **Participation in the hearing may be in person or by an audio and video connection, as set forth in the Bid Procedures Motion.**
- **The Bid Deadline, Auction, and Sale Hearing(s) for the sale of the Lambda and Lonafarnib assets will be determined by the Debtors at a later date, and further notice regarding the related deadlines for the Lambda and Lonafarnib sale transactions will be filed with the Court at that time.**

³ The following dates and deadlines may be extended by the Debtors by filing a notice with the Court, pursuant to the Bid Procedures.

Consequences of Failing to Timely Assert an Objection

Except as otherwise ordered by the Court, any party or entity that fails to timely make an objection to the Avexitide Sale Transaction on or before the objection deadline in accordance with the Bid Procedures Order and this notice shall be forever barred from asserting any objection to the Avexitide Sale Transaction, including with respect to the transfer of the assets free and clear of all liens, claims, encumbrances, and other interests.

No Successor Liability

By the Bid Procedures Motion, the Debtors are seeking to transfer the Assets to the Winning Bidder(s) free and clear of, among other things, any claim arising from any conduct of the Debtors prior to the closing of the Sale(s), whether known or unknown, due or become due, accrued, absolute, contingent or otherwise, so long as such claim arises out of or relates to events occurring prior to the closing of the Sale(s). The Debtors are requesting the Court order that, as a result of the Sale(s), the Winning Bidder will not be a successor to the Debtors by reason of any theory of law or equity and the Winning Bidder will have no liability, except as expressly provided in the definitive documentation for the Sale, for any liens, claims, encumbrances, and other interests against or in the Debtors or their assets under any theory of law including successor liability theories.

Dated: June 12, 2024
Dallas, Texas

SIDLEY AUSTIN LLP

/s/ Thomas R. Califano

Thomas R. Califano (TX Bar No. 24122825)
William E. Curtin (admitted *pro hac vice*)
Anne G. Wallace (admitted *pro hac vice*)
787 Seventh Avenue
New York, NY 10019
Telephone: (212) 839-5300
Facsimile: (212) 839-5599
Email: tom.califano@sidley.com
wcurtin@sidley.com
anne.wallace@sidley.com

and

Charles M. Persons (TX Bar No. 24060413)
2021 McKinney Avenue, Suite 2000
Dallas, Texas 75201
Telephone: (214) 981-3300
Facsimile: (214) 981-3400
Email: cpersons@sidley.com

Attorneys for the Debtors and Debtors in Possession