

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

GRITSTONE BIO, INC.,<sup>1</sup>

Debtor.

Chapter 11

Case No. 24-12305 (KBO)

**NOTICE OF PROPOSED SALE OR SALES OF THE DEBTOR'S  
ASSETS, FREE AND CLEAR OF ALL ENCUMBRANCES, OTHER THAN ASSUMED  
LIABILITIES, AND SCHEDULING FINAL SALE HEARING RELATED THERETO**

**PLEASE TAKE NOTICE OF THE FOLLOWING:**

On October 23, 2024, the above-captioned debtor and debtor in possession (the “Debtor”) filed a motion (the “Motion”) with the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) seeking entry of (i) an order (the “Bid Procedures Order”) (a) approving bid procedures for the sale or sales (the “Sale”) of substantially all of the Debtor’s assets (the “Assets”), (b) scheduling the Auction and Sale Hearing,<sup>2</sup> and (c) granting related relief (clauses (a) through (c), collectively, the “Bid Procedures Relief”), and (ii) an order (the “Sale Order”) (a) authorizing the Sale(s) of the Assets free and clear of all Encumbrances (as defined in the Motion), other than assumed liabilities, to the Successful Bidder(s) submitting the highest or otherwise best bid, (b) authorizing the assumption and assignment of the identified executory contracts and unexpired leases (the “Transferred Contracts”), and (c) granting certain related relief.

**I. Bid Procedures and Stalking Horse Bidder**

On November 13, 2024, the Bankruptcy Court entered the Bid Procedures Order [Docket No. 181], thereby approving the Bid Procedures Relief and the Debtor’s ability, in accordance with the Bid Procedures, to designate one or more Stalking Horse Bidders.

For a Potential Bidder to be eligible to participate in the Auction as a Qualified Bidder, **it must comply with the Bid Procedures, and deliver its Bid, so as to be received on or before December 4, 2024 at 5:00 p.m. (prevailing Eastern Time) (the “Bid Deadline”)**, to: (a) investment banker to the Debtor: Raymond James, 320 Park Avenue, New York, NY 10022, Attn: Geoffrey Richards ([Geoffrey.Richards@RaymondJames.com](mailto:Geoffrey.Richards@RaymondJames.com)); and (b) counsel to the Debtor: (i) Pachulski Stang Ziehl & Jones LLP, 919 North Market Street, 17th Floor, P.O. Box 8705, Wilmington, DE 19899-8705 (Courier 19801), Attn: James E. O’Neill ([joneill@pszjlaw.com](mailto:joneill@pszjlaw.com)); and (ii) Pachulski Stang Ziehl & Jones LLP, One Sansome Street, Suite 3430, San Francisco, CA

<sup>1</sup> The Debtor’s mailing address is 4698 Willow Road, Pleasanton, CA 94588, and the last four digits of the Debtor’s federal tax identification number is 9534.

<sup>2</sup> Capitalized terms used but not defined herein shall have the meaning ascribed to it in the Bid Procedures and Bid Procedures Order, as applicable.



94104, Attn: Debra I. Grassgreen ([dgrassgreen@pszjlaw.com](mailto:dgrassgreen@pszjlaw.com)) and John W. Lucas ([jucas@pszjlaw.com](mailto:jucas@pszjlaw.com)).

To receive copies of the (i) Sale Motion, any exhibits to the Sale Motion, and/or a confidentiality agreement to become a Potential Bidder (as defined below), or (ii) a copy of the Form APA or Stalking Horse Agreement, as applicable, please submit a request by email to: (a) counsel to the Debtor, Pachulski Stang Ziehl & Jones LLP, Attention: John Lucas (email: [jlucas@pszjlaw.com](mailto:jlucas@pszjlaw.com)); and (b) the Debtor's investment banker, Raymond James, 320 Park Avenue, New York, NY 10022, Attn: Geoffrey Richards ([Geoffrey.Richards@RaymondJames.com](mailto:Geoffrey.Richards@RaymondJames.com)) and Simon Wein ([Simon.Wein@RaymondJames.com](mailto:Simon.Wein@RaymondJames.com)). Additionally, the Sale Motion and the exhibits thereto are available from the Debtor's claims and noticing agent's website at <https://veritaglobal.net/gritstone/>.

For Interested Parties to obtain access to the Debtor's data room, each Interested Party must first sign and deliver a confidentiality agreement to the Debtor and provide certain financial data, which financial must be acceptable to the Debtor after consultation with the Consultation Parties. Please refer to the Bid Procedures for further information concerning submitting a Qualified Bid to participate at the Auction.

## II. Sale Hearing and Closing

The Sale Hearing is scheduled for **December 16, 2024 at 10:00 a.m. (prevailing Eastern Time)** at the United States Bankruptcy Court for the District of Delaware, United States Courthouse, 824 Market Street North, 3rd Floor, Wilmington, DE 19801, before the Honorable Karen B. Owens, United States Bankruptcy Judge. The Sale Hearing is being held to approve the highest or otherwise best offer(s) received for the Assets at the Auction, which, if any, will take place on **December 9, 2024, commencing at 10:00 a.m. (prevailing Eastern Time)**, at a location to be determined by the Debtor. The Sale Hearing may be adjourned or rescheduled with prior notice filed on the docket of this Chapter 11 Case or without prior notice by an announcement of the adjourned date at the Sale Hearing.

**THE DEADLINE TO OBJECT TO THE DEBTOR'S REQUEST TO APPROVE THE SALE(S) OF THE PURCHASED ASSETS FREE AND CLEAR OF ALL ENCUMBRANCES TO THE SUCCESSFUL BIDDER(S) (EACH, A "SALE OBJECTION") IS DECEMBER 4, 2024 at 5:00 P.M. (PREVAILING EASTERN TIME) (THE "SALE OBJECTION DEADLINE"). IF AN AUCTION IS HELD, THE DEADLINE TO OBJECT TO THE CONDUCT OF THE AUCTION AND/OR THE PARTICULAR TERMS OF ANY PROPOSED SALE TRANSACTION IN A SUCCESSFUL BID, OTHER THAN WITH RESPECT TO A STALKING HORSE BID, SHALL BE DECEMBER 14, 2024 AT 5:00 P.M. (PREVAILING EASTERN TIME) (THE "POST-AUCTION OBJECTION DEADLINE").** Any person or entity wishing to submit a Sale Objection must do so in writing and state with particularity the grounds for such objections or other statements of position. All Sale Objections shall be served so as to be actually received by no later than the Sale Objection Deadline by the following (collectively, the "Notice Parties"):

- i. counsel for the Debtor, (a) Pachulski Stang Ziehl & Jones LLP, 919 North Market Street, 17th Floor, P.O. Box 8705, Wilmington, DE 19899-8705 (Courier 19801), Attn: James E. O'Neill ([joneill@pszjlaw.com](mailto:joneill@pszjlaw.com)), Debra I. Grassgreen ([dgrassgreen@pszjlaw.com](mailto:dgrassgreen@pszjlaw.com)), and John W. Lucas ([jlucas@pszjlaw.com](mailto:jlucas@pszjlaw.com));
- ii. counsel to the Prepetition Agent, (a) Cole Schotz P.C., Court Plaza North, P.O. Box 800, Hackensack, NJ 07602-0800, Attn: Stuart Komrower, Esq. ([skomrower@coleschotz.com](mailto:skomrower@coleschotz.com)), Warren A. Usatine, Esq. ([wusatine@coleschotz.com](mailto:wusatine@coleschotz.com)) and Felice R. Yudkin, Esq. ([fyudkin@coleschotz.com](mailto:fyudkin@coleschotz.com)); and (b) Cole Schotz P.C., 500 Delaware Avenue, Suite 1410, Wilmington, DE 19801, Attn: Stacy L. Newman, Esq. ([snewman@coleschotz.com](mailto:snewman@coleschotz.com)); and (b) Sheppard Mullin, Four Embarcadero Center, Seventeenth Floor, San Francisco, CA 94111, Attn: Ori Katz ([okatz@sheppardmullin.com](mailto:okatz@sheppardmullin.com)) and Robert K. Sahyan ([rsahyan@sheppardmullin.com](mailto:rsahyan@sheppardmullin.com));
- iii. counsel to the DIP Agent, (a) KTBS Law LLP, 1801 Century Park East, 26th Floor, Los Angeles, CA 90067, Attn: Thomas Patterson ([tpatterson@ktbslaw.com](mailto:tpatterson@ktbslaw.com)) & Nir Maoz ([nmaoz@ktbslaw.com](mailto:nmaoz@ktbslaw.com)) and Young Conaway Stargatt & Taylor LLP 1000 North King Street, Wilmington, DE 19801, Attn: Michael Nestor ([mnestor@ycst.com](mailto:mnestor@ycst.com)) & Robert F. Poppiti, Jr. ([rpoppiti@ycst.com](mailto:rpoppiti@ycst.com)),
- i. counsel to the Committee, ArentFox Schiff LLP, 1301 Avenue of the Americas, 42nd Floor, New York, NY 10019, Attn: Beth M. Brownstein ([beth.brownstein@afslaw.com](mailto:beth.brownstein@afslaw.com)); and
- ii. the Office of The United States Trustee, 844 King Street, Suite 2207, Lockbox 35, Wilmington, DE 19801, Attn: Timothy J. Fox, Jr., Esq. ([timothy.fox@usdoj.gov](mailto:timothy.fox@usdoj.gov)).

The failure of any person or entity to file and serve a Sale Objection on or before the Sale Objection Deadline, as applicable, (i) shall be deemed a consent to the Sale(s) to the Successful Bidder(s) and the other relief requested in the Motion, and (ii) shall be a bar to the assertion of any objection the sale(s) of the Assets to the Successful Bidder(s) (including in any such case, without limitation, the transfer of the Assets free and clear of all Encumbrances, other than the assumed liabilities).

### **III. The Debtor's Contracts and Leases**

The Sale Order, if approved, shall authorize the assumption and assignment or transfer of the Transferred Contracts to the Successful Bidder(s). In accordance with the Bid Procedures Order, notices setting forth the specific Potential Assumed/Assigned Contracts that may be assumed by the Debtor and assigned to the Successful Bidder(s), or sold and transferred to the Successful Bidder(s), and the proposed Cure Amounts for such Potential Assumed/Assigned Contracts will be given to all Contract Counterparties to the Potential Assumed/Assigned Contracts. Such counterparties will be given the opportunity to object to the assumption, assumption and assignment, or sale and transfer, of a Potential Assumed/Assigned Contract in connection with any restructuring transaction (including a Sale) and the proposed Cure Amount.

**This notice is subject to the full terms and conditions of the Bid Procedures and the Bid Procedures Order, which shall control in the event of any conflict. The Debtor encourages all persons to review such documents and all other Sale-related documents in their entirety and to consult an attorney if they have questions or want advice.**

Dated: November 14, 2024

**PACHULSKI STANG ZIEHL & JONES LLP**

*/s/ James E. O'Neill*

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Debra I. Grassgreen, (*Pro Hac Vice* )

John W. Lucas, (*Pro Hac Vice* )

Malhar S. Pagay, (*Pro Hac Vice* )

James E. O'Neill (DE Bar No. 4042)

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