

iBio, Inc.  
Form SC TO-C  
December 17, 2018

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

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**SCHEDULE TO**

**(Rule 14d-100)**

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR**

**13(e)(1) OF THE SECURITIES EXCHANGE ACT OF 1934**

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**iBio, Inc.**

(Name of Subject Company (Issuer) and Filing Person (Offeror))

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**Common Stock, Par Value \$.001 per share**

(Title of Class of Securities)

**451033203**

(CUSIP Number of Class of Securities)

**Robert B. Kay**  
**Chief Executive Officer**

**600 Madison Avenue, Suite 1601 New York, NY 10022-1737**  
**(302) 355-0650**

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

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**CALCULATION OF FILING FEE:**

<b>Transaction valuation*</b>	<b>Amount of filing fee*</b>
Not Applicable	Not Applicable

(\*) Pursuant to General Instruction D to Schedule TO, a filing fee is not required in connection with this filing as it contains only preliminary communications made before the commencement of a tender offer.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: N/A      Filing Party: N/A

Form or Registration Number: N/A      Date Filed: N/A

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

Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of a tender offer: "

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

Attached is the Preliminary Proxy Statement for the 2018 Annual Meeting of Stockholders of iBio, Inc. (“iBio” or the “Company”) to be held on December 18, 2018 (the “Definitive Proxy Statement”), which contains a proposal to be submitted to the Company’s stockholders to approve an amendment (the “2008 Plan Amendment”) to the Company’s 2008 Omnibus Equity Incentive Plan (the “2008 Plan”) to allow a one-time stock option exchange program for certain employees and non-employee directors (the “Option Exchange Program”). The Definitive Proxy Statement does not constitute an offer to holders of the Company’s outstanding stock options to exchange those options. The proposed Option Exchange Program will only be commenced, if at all, if the Company’s stockholders approve the proposal to approve the 2008 Plan Amendment.

*The Option Exchange Program has not yet commenced. iBio will file a Tender Offer Statement on Schedule TO with the Securities and Exchange Commission, or SEC, upon the commencement of the Option Exchange Program. Persons who are eligible to participate in the Option Exchange Program should read the Tender Offer Statement on Schedule TO and other related materials when those materials become available, because they will contain important information about the Option Exchange Program.*

*In connection with the proposal to be voted on by iBio stockholders with respect to the 2008 Plan Amendment to permit the Option Exchange Program, iBio has filed the Definitive Proxy Statement with the SEC. iBio stockholders are urged to read such materials as and when they become available and before making any voting decision regarding the 2008 Plan Amendment and approval of the Option Exchange Program, because they will contain important information about the proposal to be voted on by stockholders with respect to the Option Exchange Program.*

*iBio stockholders and option holders will be able to obtain the written materials described above and other documents filed by iBio with the SEC free of charge from the SEC’s website at [www.sec.gov](http://www.sec.gov). In addition, stockholders and option holders may obtain free copies of the documents filed by iBio with the SEC by directing a written request to: Corporate Secretary, iBio, Inc., 600 Madison Avenue, Suite 1601, New York, NY 10022.*

**Item 12. Exhibits.**

**Exhibit  
Description  
Number**

99.1 Preliminary Proxy Statement for the 2018 Annual Meeting of Stockholders (filed with the SEC on November 9, 2018 and incorporated herein by reference).

