
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 14D-9

(Amendment No. 2)

(RULE 14d-101)

**SOLICITATION/RECOMMENDATION STATEMENT
UNDER SECTION 14(D)(4) OF THE SECURITIES EXCHANGE ACT OF 1934**

CureVac N.V.

(Name of Subject Company)

CureVac N.V.

(Name of Person Filing Statement)

Ordinary shares, par value €0.12 per share

(Title of Class of Securities)

N2451R105

(CUSIP Number of Class of Securities)

Marco Rau

Executive Vice President Legal & Compliance / General Counsel

Friedrich-Miescher-Strasse 15, 72076

Tübingen, Germany

+49 7071 9883 0

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

With copies to:

Howard Ellin June Dipchand Stephan Hutter

Holger Hofmeister

Skadden, Arps, Slate, Meagher & Flom LLP One Manhattan West

New York, NY 10001-8602

(212) 735-3000

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

This Amendment No. 2 (this “Amendment”) to Schedule 14D-9 amends and supplements the Schedule 14D-9 previously filed by CureVac N.V., a public limited liability company (*naamloze vennootschap*) organized under the laws of the Netherlands having its registered office (*statutaire zetel*) in Amsterdam, the Netherlands, registered with the Dutch trade register under number 77798031 (the “Company” or “CureVac”) on October 21, 2025 with the U.S. Securities and Exchange Commission (the “SEC”) (as amended or supplemented from time to time, the “Schedule 14D-9”), with respect to the exchange offer (the “Offer”) by BioNTech SE, a European stock corporation (*Societas Europaea*) organized under the laws of Germany and the European Union, registered with the commercial register at the district court of Mainz under HRB 48720 (“Buyer” or “BioNTech”), and the Tender Offer Statement on Schedule TO, filed by Buyer with the SEC on October 21, 2025 (together with the exhibits thereto, as may be amended from time to time, the “Schedule TO”), pursuant to which Buyer is offering to exchange each ordinary share, par value €0.12 per share, of the Company validly tendered and not properly withdrawn pursuant to the Offer for the right to receive (such consideration, the “Offer Consideration”) a number of American Depositary Shares of BioNTech (“BioNTech ADSs”), each representing one BioNTech ordinary share.

Capitalized terms used in this Amendment but not defined herein shall have the respective meaning given to such terms in the Schedule 14D-9. The information set forth in the Schedule 14D-9 remains unchanged and is incorporated herein by reference, except that such information is hereby amended or supplemented to the extent specifically provided herein.

ITEM 9. EXHIBITS

Item 9 of the Schedule 14D-9 is hereby amended and supplemented as follows:

Exhibit No.	Description
<u>(a)(5)(N)*</u>	<u>Email from Alexander Zehnder to CureVac employees dated October 22, 2025.</u>

* Filed herewith.

SIGNATURE

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

CureVac N.V.

By: /s/ Alexander Zehnder
Name: Alexander Zehnder
Title: Chief Executive Officer

Date: October 22, 2025



Transaction Update: Commencement of the Offer Period

Dear *RNA people*,

As you know, we announced in June that CureVac and BioNTech entered into a definitive Purchase Agreement, under which BioNTech intends to acquire all of the shares of CureVac.

BioNTech has now announced the commencement of the Offer period, which is scheduled to expire on December 3, 2025, at 9:00 a.m. ET / 3:00 p.m. CET. This is an expected milestone in the transaction process and CureVac's shareholders now can formally accept the Offer. BioNTech may extend the Offer period in accordance with the Purchase Agreement, which is also quite common in acquisition processes.

CureVac's management board and supervisory board unanimously recommend that CureVac's shareholders accept the Offer and tender their CureVac shares pursuant to the Offer.

- If you hold CureVac shares via the employee equity programs, you will receive further instructions from J.P. Morgan / Global Shares on how to exchange your shares.
- If you hold privately acquired shares or the Family Program, you will receive further information from your respective bank or broker.
- If you need more information on how to accept the Offer, you can contact the information agent, Georgeson, at curevacoffer@georgeson.com or +1 (732) 353-1948.

Any CureVac shareholders who choose not to take part in the Offer will later on still receive the same consideration as if they had participated. However, unlike the Offer consideration, this consideration will, under certain circumstances, be subject to Dutch dividend withholding tax.

In addition, we have announced an Extraordinary General Meeting (EGM) of CureVac's shareholders to be held on November 25, 2025, to adopt, among other things, certain resolutions relating to the transaction.

As mentioned in the EGM notice, pending approval at the meeting and subject to and effective as of the closing of the Offer, Sierk Poetting, James Ryan and Annemarie Hanekamp will be appointed to the CureVac NV supervisory board and Ramón Zapata Gomez will be appointed to the CureVac NV management board. In addition, Baron Jean Stéphenne, Mathias Hothum, Craig A. Tooman, Klaus Schollmeier, Michael Brosnan, Alexander Zehnder, Axel Sven Malkomes, Myriam Mendila, Malte Greune and Thaminda Ramanayake will, subject to and effective as of the closing of the Offer, step down from their respective board positions.

Please remember, even as the Offer period moves forward, both companies remain independent of each other until the transaction formally closes which we expect to happen later this year. As always, we must continue to remain focused on our day-to-day responsibilities and treat all sensitive information as strictly confidential.

If you have any questions regarding the process, please do not hesitate to reach out to your manager or communications@curevac.com for guidance and support.

We remain committed to keeping you informed as the entire process progresses. A Town Hall is planned for today at 9:00 a.m. ET / 3:00 p.m. CET.