

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE TO/A

(RULE 14D-100)

**Tender Offer Statement Pursuant to Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934
(Amendment No. 1)**

NABRIVA THERAPEUTICS AG

(Name of Subject Company)

NABRIVA THERAPEUTICS PLC

(Name of Filing Person (Offeror))

**Common Shares of nominal value €1.00 per share
American Depositary Shares (ADSs), each ADS representing one-tenth of a Common Share**
(Title of Classes of Securities)

N/A (Common Shares)

(CUSIP Number of Class of Securities)

62957M 104 (ADSs)

(CUSIP Number of Class of Securities)

**Colin Broom
Chief Executive Officer
Nabriva Therapeutics Plc
56 Fitzwilliam Square
Dublin 2, Ireland
+353 1 905-3581**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

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51 John F. Kennedy Parkway
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CALCULATION OF FILING FEE

Transaction Valuation*(1)

\$30,578,236

Amount of Filing Fee**

\$3,544

* Estimated for purposes of calculating the registration fee only. This amount is based on the product of (i) 3,071,648 common shares ("**Nabriva AG Common Shares**") of Nabriva Therapeutics AG ("**Nabriva AG**"), including Nabriva AG Common Shares represented by American depositary shares ("**Nabriva AG ADSs**") of Nabriva AG, estimated to be acquired by Nabriva Therapeutics plc ("**Nabriva Ireland**") upon the consummation of the Exchange Offer if ordinary shares of Nabriva Ireland are exchanged for all Nabriva AG Common Shares, including Nabriva AG Common Shares represented by Nabriva AG ADSs, offered in the Exchange Offer and (ii) the average of the high and low prices of the Nabriva AG ADSs reported on the NASDAQ Global Select Market on May 17, 2017.

** The filing fee was calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory No. 1 for Fiscal Year 2017, issued August 31, 2016, by multiplying the Transaction Valuation by 0.0001159.

x 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: \$39,926
Form or Registration No.: 333-217315

Filing Party: Nabriva Therapeutics plc
Date Filed: April 14, 2017

o 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:

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

o issuer tender offer subject to Rule 13e-4.

o going-private transaction subject to Rule 13e-3.

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

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

This Amendment No. 1 (this "**Amendment**") to Schedule TO amends and supplements the Tender Offer Statement originally filed with the Securities and Exchange Commission (the "**Commission**") by Nabriva Therapeutics plc, a public limited company formed under the laws of Ireland ("**Nabriva**"),

Ireland”) on May 23, 2017 (as amended and supplemented from time to time, and including the documents annexed thereto or incorporated therein, the “**Schedule TO**”).

The Schedule TO relates to the tender offer (the “**Exchange Offer**”) for all the outstanding common shares, nominal value €1.00 per share (the “**Nabriva AG Common Shares**”) of Nabriva Therapeutics AG (“**Nabriva AG**”), and all of the American Depositary Shares (“**Nabriva AG ADSs**”) of Nabriva AG (the “**Exchange Offer**”). The Exchange Offer comprises an offer made pursuant to the offer to exchange/prospectus, dated May 23, 2017 (the “**Offer to Exchange/Prospectus**”), and the related declarations of acceptance and exchange offer tender forms to (i) all holders of Nabriva AG Common Shares, wherever located and (ii) all holders of Nabriva AG ADSs, wherever located. Unless otherwise defined herein, capitalized terms used in this Schedule TO shall have the meaning given to them in the Offer to Exchange/Prospectus.

The Offer to Exchange/Prospectus and the related exchange offer tender form are part of Nabriva Ireland’s Registration Statement on Form S-4 (Reg. No. 333-217315) filed with the Commission on April 14, 2017, as amended by Pre-Effective Amendment No. 1, filed with the Commission on May 12, 2017 and as further amended by Pre-Effective Amendment No. 2, filed with the Commission on May 18, 2017 (the “**Registration Statement**”). The Registration Statement became effective on May 22, 2017.

Except as set forth below, the information set forth in the Schedule TO remains unchanged and is incorporated by reference into this Amendment.

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibit:

<u>Exhibit No.</u>	<u>Description</u>
(a)(5)(i)	Reminder Letter sent by Nabriva Ireland to certain holders of Nabriva AG ADSs, dated June 8, 2017 (incorporated by reference to the filing made by Nabriva Ireland on June 9, 2017, pursuant to Rule 425 under the Securities Act of 1933, as amended).

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SIGNATURES

After due inquiry and to the best of their knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: June 9, 2017

NABRIVA THERAPEUTICS PLC

By: /s/ Colin Broom
Name: Colin Broom
Title: Chief Executive Officer

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EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
(a)(1)(i)	Offer to Exchange/Prospectus, dated May 22, 2017 (incorporated by reference to the Registration Statement).
(a)(1)(ii)*	Exchange Offer Document, dated May 23, 2017.
(a)(1)(iii)	Form of Exchange Offer Tender Form (incorporated by reference to Exhibit 99.1 to the Registration Statement).
(a)(1)(iv)	Form of Letter to Nabriva AG ADS Holders (incorporated by reference to Exhibit 99.2 to the Registration Statement).
(a)(1)(v)	Form of Letter to Nabriva AG Common Shareholders (incorporated by reference to Exhibit 99.3 to the Registration Statement).
(a)(1)(vi)	Form of Transfer Deed (incorporated by reference to Exhibit 99.4 to the Registration Statement).
(a)(1)(vii)	Form of Letter to Brokers (incorporated by reference to Exhibit 99.5 to the Registration Statement).
(a)(1)(viii)	Form of Letter to Clients (incorporated by reference to Exhibit 99.6 to the Registration Statement).
(a)(1)(ix)	Form of Notice of Guaranteed Delivery (incorporated by reference to Exhibit 99.7 to the Registration Statement).
(a)(1)(x)	Press release announcing the proposed relocation of Nabriva AG and its subsidiaries from Austria to Ireland, to be effected through an exchange of Nabriva AG ADSs and Nabriva AG Common Shares for ordinary shares of Nabriva Ireland (incorporated by reference to the filing made by Nabriva Therapeutics Plc on April 18, 2017, pursuant to Rule 425 under the Securities Act of 1933, as amended).
(a)(1)(xi)	Press release announcing commencement of a voluntary exchange offer made by Nabriva Therapeutics plc (incorporated by reference to the filing made by Nabriva AG on May 23, 2017, pursuant to Rule 425 under the Securities Act of 1933, as amended).
(a)(2)	None.
(a)(3)	None.
(a)(4)(i)	Offer to Exchange/Prospectus, dated May 23, 2017 (incorporated by reference to the Registration Statement).
(a)(5)(i)	Reminder Letter sent by Nabriva Ireland to certain holders of Nabriva AG ADSs, dated June 8, 2017 (incorporated by reference to the filing made by Nabriva Ireland on June 9, 2017, pursuant to Rule 425 under the Securities Act of 1933, as amended).
(b)	None.
(d)(i)*	Form of Tender and Support Agreement by and between Nabriva AG, Nabriva Ireland and certain security holders of Nabriva AG.
(h)(i)	Tax Opinion of DLA Piper Weiss-Tessbach Rechtsanwälte GmbH with respect to the material Austrian tax consequences of the transaction (incorporated by reference to Exhibit 8.1 to the Registration Statement).

* Previously filed.

