

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

SCHEDULE TO

**TENDER OFFER STATEMENT UNDER SECTION 14(D)(1)
OR 13(E)(1) OF THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 5)**

DIMENSION THERAPEUTICS, INC.

(Name of Subject Company (Issuer))

MYSTIC RIVER MERGER SUB INC.

a wholly-owned subsidiary of

ULTRAGENYX PHARMACEUTICAL INC.

(Names of Filing Persons (Offeror))

Common Stock, Par Value \$0.0001 Per Share
(Title of Class of Securities)

25433V105

(Cusip Number of Class of Securities)

Karah Parschauer

Executive Vice President and General Counsel

Ultragenyx Pharmaceutical Inc.

60 Leveroni Court

Novato, California 94949

415.483.8800

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

Copies to:

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CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee**
\$169,070,280.00	\$21,049.25

* Estimated for purposes of calculating the filing fee only. The transaction valuation was calculated as the sum of (i) 25,205,395 outstanding shares of common stock, par value \$0.0001 per share (the "Shares"), of Dimension Therapeutics, Inc. ("Dimension") multiplied by \$6.00, (ii) 2,966,053 Shares issuable pursuant to outstanding stock options that have vested (or are anticipated to vest prior to the completion of the transaction) multiplied by \$6.00 and (iii) 6,932 Shares issuable pursuant to outstanding unvested restricted stock that are anticipated to vest prior to the completion of the transaction multiplied by \$6.00. The calculation of the filing fee is based on information provided by Dimension as of October 2, 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 2018, issued August 24, 2017, by multiplying the transaction value by 0.00012450.

Check 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: \$21,049.25

Filing Party: Mystic River Merger Sub Inc. and
Ultragenyx Pharmaceutical Inc.

Form or Registration No.: Schedule TO

Date Filed: October 10, 2017

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 the tender offer.

This Amendment No. 5 (this “Amendment”) amends and supplements the Tender Offer Statement on Schedule TO filed by Mystic River Merger Sub Inc., a Delaware corporation (“Purchaser”), and Ultragenyx Pharmaceutical Inc., a Delaware corporation (“Parent”), with the U.S. Securities and Exchange Commission on October 10, 2017 (together with any subsequent amendments and supplements thereto, the “Schedule TO”). The Schedule TO relates to the offer by Purchaser to purchase all outstanding shares of common stock, \$0.0001 par value per share (“Shares”), of Dimension Therapeutics, Inc., a Delaware corporation (“Dimension”), at a price of \$6.00 per Share, net to the holder in cash, without interest upon the terms and subject to the conditions described in the Offer to Purchase dated October 10, 2017 (together with any amendments or supplements thereto, the “Offer to Purchase”) and in the accompanying Letter of Transmittal (together with any amendments or supplements thereto, the “Letter of Transmittal,” and with the Offer to Purchase, the “Offer”), which are annexed to and filed with this Schedule TO as Exhibits (a)(1)(A) and (a)(1)(B), respectively. Purchaser is a wholly-owned subsidiary of Parent. This Amendment is being filed on behalf of Parent and Purchaser. Unless otherwise indicated, references to sections in this Schedule TO are references to sections of the Offer to Purchase.

Amendments to the Offer to Purchase

Items 1 through 11.

The information set forth in the Offer to Purchase under “The Tender Offer—Section 15—Certain Legal Matters; Regulatory Approvals” and Items 1 through 11 of the Schedule TO, to the extent such Items incorporate by reference the information contained in the Offer to Purchase, are hereby amended and supplemented by replacing the last paragraph of the subsection titled “Antitrust,” as such paragraph was added by Amendment No. 1 to the Offer to Purchase filed with the SEC on October 11, 2017, with the following paragraph:

“On October 10, 2017, each of Parent and Dimension filed a Premerger Notification and Report Form with the FTC and the Antitrust Division in connection with the purchase of Shares in the Offer. The required waiting period under the HSR Act with respect to the Offer expired at 11:59 p.m., Eastern Time on October 25, 2017. Accordingly, the HSR Condition in Section 13—“Conditions of the Offer” has been satisfied.”

Item 12.

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

(a)(5)(G) Joint Press Release of Parent and Dimension, dated October 26, 2017, announcing expiration of the waiting period under the HSR Act.

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.

Dated: October 26, 2017

MYSTIC RIVER MERGER SUB INC.

By: /s/ Karah Parschauer

Name: Karah Parschauer

Title: *Vice President and Secretary*

ULTRAGENYX PHARMACEUTICAL INC.

By: /s/ Shalini Sharp

Name: Shalini Sharp

Title: *Executive Vice President and Chief Financial Officer*

EXHIBIT INDEX

Index No.

- (a)(1)(A) Offer to Purchase, dated October 10, 2017*
- (a)(1)(B) Form of Letter of Transmittal*
- (a)(1)(C) Form of Notice of Guaranteed Delivery*
- (a)(1)(D) Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees*
- (a)(1)(E) Form of Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees*
- (a)(1)(F) Form of Summary Advertisement, published October 10, 2017 in The New York Times*
- (a)(5)(A) Press Release, dated September 18, 2017 (incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K filed by Parent with the Securities and Exchange Commission on September 18, 2017)*
- (a)(5)(B) Investor Presentation, dated September 18, 2017 (incorporated by reference to Exhibit 99.2 to the Current Report on Form 8-K filed by Parent with the Securities and Exchange Commission on September 18, 2017)*
- (a)(5)(C) Transcript of Parent Investor Conference Call held on September 18, 2017 (incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K filed by Parent with the Securities and Exchange Commission on September 19, 2017)*
- (a)(5)(D) Transcript of Parent presentation on September 22, 2017 (incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K filed by Parent with the Securities and Exchange Commission on September 25, 2017)*
- (a)(5)(E) Press Release, dated October 2, 2017 (incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K filed by Parent with the Securities and Exchange Commission on October 2, 2017)*
- (a)(5)(F) Joint Press Release of Parent and Dimension, dated October 3, 2017 (incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K filed by Parent with the Securities and Exchange Commission on October 3, 2017)*
- (a)(5)(G) Joint Press Release of Parent and Dimension, dated October 26, 2017, announcing expiration of the waiting period under the HSR Act
- (d)(1) Agreement and Plan of Merger, dated as of October 2, 2017, by and among Dimension, Parent and Purchaser (incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K filed by Parent with the Securities and Exchange Commission on October 3, 2017)*
- (d)(2) Confidentiality Agreement, dated September 19, 2017, between Dimension and Parent (incorporated by reference to Exhibit (e)(2) to the Schedule 14D-9 filed by Dimension with the Securities and Exchange Commission on October 10, 2017)*
- (d)(3) Scientific Advisory Council Agreement, dated as of January 6, 2015, between Dr. Emil Kakkis and Dimension*

* Previously filed.

Ultragenyx and Dimension Announce Expiration of Hart-Scott-Rodino Waiting Period for Ultragenyx's Acquisition of Dimension

NOVATO, Calif., and CAMBRIDGE, Mass., October 26, 2017 – Ultragenyx Pharmaceutical Inc. (NASDAQ: RARE) (“Ultragenyx” or the “Company”), a biopharmaceutical company focused on the development of novel products for rare and ultra-rare diseases, and Dimension Therapeutics, Inc. (NASDAQ: DMTX) (“Dimension”) today announced that the required waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 (HSR Act) with respect to Ultragenyx’s proposed acquisition of Dimension expired at 11:59 p.m. on October 25, 2017.

On October 2, 2017, Ultragenyx and Dimension entered into an agreement under which Ultragenyx will acquire all of the outstanding shares of Dimension for \$6.00 per share in cash, without interest, with the transaction to be effected through a tender offer. The expiration of the HSR waiting period satisfies one of the conditions to consummate the tender offer. Other offer conditions remain to be satisfied, including among others, a minimum tender of at least a majority of outstanding Dimension shares on a then fully diluted basis.

The tender offer is scheduled to expire at 12:00 midnight, Eastern time, on November 7, 2017 (one minute after 11:59 p.m., Eastern time, on November 6, 2017), unless it is extended pursuant to and in accordance with the terms of the merger agreement between Ultragenyx and Dimension. The complete Offer to Purchase related to the tender offer was filed with the U.S. Securities and Exchange Commission (the “SEC”) on October 10, 2017 and can be viewed online at www.sec.gov.

About Ultragenyx Pharmaceutical Inc.

Ultragenyx is a biopharmaceutical company committed to bringing to market novel products for the treatment of rare and ultra-rare diseases, with a focus on serious, debilitating genetic diseases. The Company has rapidly built and advanced a diverse portfolio of product candidates with the potential to address diseases for which the unmet medical need is high, the biology for treatment is clear, and for which there are no approved therapies.

The Company is led by a management team experienced in the development and commercialization of rare disease therapeutics. Ultragenyx’s strategy is predicated upon time and cost-efficient drug development, with the goal of delivering safe and effective therapies to patients with the utmost urgency.

For more information on Ultragenyx, please visit the Company’s website at www.ultragenyx.com.

About Dimension Therapeutics, Inc.

Dimension Therapeutics, Inc. (NASDAQ: DMTX) is a leader in discovering and developing new therapeutic products for people living with devastating rare and metabolic diseases associated with the liver, based on the most advanced mammalian adeno-associated virus (AAV) gene delivery technology. Dimension is actively progressing its broad pipeline, which features programs addressing unmet needs for patients suffering from inherited metabolic diseases, including OTC deficiency and GSDIa, and a collaboration with Bayer in hemophilia A. Dimension has initiated a phase 1/2 clinical trial with DTX301 for the treatment of OTC deficiency. The company targets diseases with readily identifiable patient populations,

highly predictive preclinical models, and well-described, and often clinically validated, biomarkers. Founded in 2013, Dimension maintains headquarters in Cambridge, Massachusetts.

Forward Looking Statements

Except for the historical information contained herein, the matters set forth in this communication, including statements of anticipated changes in the business environment in which Ultragenyx and Dimension operate and in Ultragenyx's or Dimension's future prospects or results, statements relating to Ultragenyx's or Dimension's intentions, plans, hopes, beliefs, anticipations, expectations or predictions of the future, or statements relating to the consummation of the transaction and the potential benefits of the transaction, are forward-looking statements. Such forward-looking statements involve substantial risks and uncertainties that could cause clinical development programs, future results, performance or achievements to differ significantly from those expressed or implied by the forward-looking statements. Such risks and uncertainties include, among others, the uncertainties inherent in the clinical drug development process, such as the regulatory approval process, the timing of regulatory filings and other matters that could affect sufficiency of existing cash, cash equivalents and short-term investments to fund operations and the availability or commercial potential of our drug candidates. There is no assurance that the transaction will be consummated, and it is important to note that actual results could differ materially from those projected in such forward-looking statements. Ultragenyx and Dimension undertake no obligation to update or revise any forward-looking statements. For a further description of the risks and uncertainties that could cause actual results to differ from those expressed in these forward-looking statements, as well as risks relating to the business of Ultragenyx and Dimension in general, see Ultragenyx's Quarterly Report on Form 10-Q filed with the SEC on July 28, 2017, and Dimension's Quarterly Report on Form 10-Q filed with the SEC on August 8, 2017, and their respective subsequent periodic reports filed with the SEC.

Additional Information and Where to Find It

This announcement is neither an offer to purchase nor a solicitation of an offer to sell shares of Dimension. Ultragenyx has filed a tender offer statement on Schedule TO, including an Offer to Purchase, a Letter of Transmittal and related documents, with the SEC and a Solicitation/Recommendation Statement on Schedule 14D-9 has been filed with the SEC by Dimension.

Dimension stockholders and other investors are urged to read the tender offer materials (including the Offer to Purchase, related Letter of Transmittal and certain other offer documents) and the Solicitation/Recommendation Statement, in each case as may be amended from time to time, because they will contain important information which should be read carefully before any decision is made with respect to the tender offer. The Offer to Purchase, the related Letter of Transmittal and certain other offer documents, as well as the Solicitation/Recommendation Statement, have been sent to all stockholders of Dimension at no expense to them. The Tender Offer Statement and the Solicitation/Recommendation Statement are available for free at the Commission's web site at www.sec.gov. Free copies of these materials and certain other offering documents will be made available by Ultragenyx upon request by mail to Ultragenyx Pharmaceutical Inc., 60 Leveroni Ct., Novato, CA 94949, attention: Investor Relations, by phone at (415) 483-8800, or directed to the information agent for the offer, D.F. King & Co., Inc.

In addition to the Offer to Purchase, the related Letter of Transmittal and certain other offer documents, as well as the Solicitation/Recommendation Statement, Ultragenyx and Dimension file annual, quarterly and current reports, proxy statements and other information with the SEC. You may read and copy any reports, statements or other information filed by Ultragenyx or Dimension at the SEC public reference

room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the public reference room. Ultragenyx's and Dimension's filings with the SEC are also available to the public from commercial document-retrieval services and at the website maintained by the SEC at www.sec.gov.

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