

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

SCHEDULE TO

(Amendment No. 2)

Tender Offer Statement under Section 14(d)(1) or 13(e)(1)  
of the Securities Exchange Act of 1934

**Wanda Sports Group Company Limited**

(Name of Subject Company (Issuer))

**Wanda Sports & Media (Hong Kong) Holding Co. Limited**

an indirect, wholly-owned subsidiary of

**Wanda Culture Holding Co. Ltd.**

(Names of Filing Persons (offerors))

**Class A Ordinary Shares, no par value\***

(Title of Class of Securities)

**93368R 101\*\***

(CUSIP Number of Class of Securities)

**Wanda Sports & Media (Hong Kong) Holding Co. Limited**

**Wanda Culture Holding Co. Ltd.**

**Room 1903, 19/F, Lee Garden One**

**33 Hysan Avenue, Causeway Bay, Hong Kong +86-10-8558-7385**

(Name, address, and telephone numbers of person authorized to receive notices and communications on behalf of filing persons)

With copies to:

**Mark S. Bergman, Esq.**

**Xiaoyu Greg Liu, Esq.**

**Paul, Weiss, Rifkind, Wharton & Garrison LLP**

**Unit 5201, Fortune Financial Center**

**5 Dongsanhuan Zhonglu**

**Chaoyang District, Beijing, 100020**

**People's Republic of China**

**Tel: +86-10-5828-6300 Fax: +86-10-6530-9070/9080**

CALCULATION OF FILING FEE

Transaction Valuation***	Amount of Filing Fee****
\$105,800,577.8	\$11,542.84

\* Not for trading, but only in connection with the prior listing of the American depository shares ("ADSs") on The Nasdaq Stock Market LLC (Nasdaq Global Select Market). Every two ADSs represent three Class A ordinary shares (the "Class A Ordinary Shares").

\*\* This CUSIP number applies to the ADSs.

\*\*\* Calculated solely for the purpose of determining the filing fee in accordance with Rule 0-11(b)(1) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The filing fee is calculated based on the aggregate cash payment for the proposed per-share cash payment of \$1.70 for 62,235,634 outstanding Class A Ordinary Shares (directly or in the form of ADSs) subject to the transaction (the "Transaction Valuation").

\*\*\*\* The amount of the filing fee, calculated in accordance with Exchange Act Rule 0-11(b)(1) and the Securities and Exchange Commission Fee Rate Advisory #1 for Fiscal Year 2021, was calculated by multiplying the Transaction Valuation by 0.0001091.

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: \$11,542.84

Filing Party:

Wanda Sports & Media (Hong Kong)  
Holding Co. Limited, Wanda Culture  
Holding Co. Ltd.

Form or Registration No.: Schedule TO-T (File No. 005-91359)

Date Filed:

December 23, 2020

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. 2 (this “**Amendment**”) further amends and supplements the Tender Offer Statement on Schedule TO, initially filed with the SEC on December 23, 2020 (together with any amendments thereto filed with the SEC, this “**Schedule TO**”) filed by Wanda Culture Holding Co. Ltd., a limited liability company incorporated under the laws of Hong Kong (“**Parent**”), and Wanda Sports & Media (Hong Kong) Holding Co. Limited, a limited liability company incorporated under the laws of Hong Kong and wholly-owned subsidiary of Parent (“**Purchaser**”).

This Schedule TO relates to the offer by Purchaser and Parent to purchase all the issued and outstanding class A ordinary shares of Wanda Sports Group Company Limited, a company incorporated in Hong Kong (the “**Company**”), no par value (the “**Class A Ordinary Shares**”), including all Class A Ordinary Shares represented by American depositary shares (the “**ADSs**,” with every two ADSs representing three Class A Ordinary Shares), at a purchase price of \$1.70 in cash per Class A Ordinary Share or \$2.55 per ADS, without interest (the “**Offer Price**”), upon the terms and subject to the conditions set forth in the Offer to Purchase dated December 23, 2020 (together with any amendments or supplements thereto, the “**Offer to Purchase**”), and the related Letters of Transmittal (which, as amended or supplemented from time to time, together constitute the “**Offer**”). The information set forth in the Offer to Purchase, including all schedules thereto, and the related Letters of Transmittal are hereby expressly incorporated by reference in response to all items of this Schedule TO.

This Amendment is being filed on behalf of Parent and Purchaser. All capitalized terms used in this Amendment and not otherwise defined have the respective meanings ascribed to them in the Offer to Purchase. Except as otherwise set forth in this Amendment, the information set forth in the Schedule TO remains unchanged and is incorporated herein by reference to the extent relevant to the items in this Amendment. This Amendment should be read together with the Schedule TO.

The items of the Schedule TO set forth below are hereby amended and supplemented as follows:

**Items 1 through 9 and Item 11.**

The Offer to Purchase and each of the Items 1 through 9 and Item 11 of the Schedule TO, to the extent Items 1 through 9 and Item 11 incorporate by reference the information contained in the Offer to Purchase, are hereby amended and supplemented by adding the following paragraphs thereto:

“The Offer and withdrawal rights expired as scheduled at 5:00 p.m., New York City time, on January 29, 2021. The Tender Agent has advised that, as of the Expiration Date, a total of 36,471,813.5 Class A Ordinary Shares (including Class A Ordinary Shares represented by ADSs) were validly tendered (and not properly withdrawn) pursuant to the Offer, representing approximately 73% of the outstanding Class A Ordinary Shares (including Class A Ordinary Shares represented by ADSs), excluding 8,215,616 ADSs held by Associates subject to the Standstill Agreement. The foregoing include a total of 17,529,697 ADSs tendered, representing approximately 88% of the outstanding ADSs, excluding the ADSs held by the Associates. Purchaser has accepted for payment, and expects to promptly pay for, all Class A Ordinary Shares and ADSs validly tendered (and not validly withdrawn) pursuant to the Offer.

On January 29, 2021, both the Deposit Agreement Termination and, following the Company’s filing of Form 25 with the SEC on January 19, 2021, the Delisting became effective. As a result of the completion of the Deposit Agreement Termination/Delisting, the ADSs are no longer tradeable and there is no longer any listing of any securities of the Company on any stock exchange in the United States or elsewhere.

In accordance with the right expressly reserved in the Offer to Purchase, Purchaser has commenced a subsequent offering period as of 9:00 a.m. New York City time, on February 1, 2021, during which tenders of Class A Ordinary Shares and ADSs will be accepted. The subsequent offering period will expire at 5:00 p.m., New York City time, on February 26, 2021, unless extended. Any Class A Ordinary Shares and/or ADSs properly tendered during the subsequent offering period will be immediately accepted for payment, and the holders of such Class A Ordinary Shares and/or ADSs will be promptly paid the same price per Class A Ordinary Share and ADS, as applicable, that was paid in the initial offer period of the Offer. The application of cancellation fees payable to the Depositary and/or stamp duty on transfer of Class A Ordinary Shares during the initial offer period will apply likewise to the subsequent offering period. Class A Ordinary Shares and/or ADSs tendered during the subsequent offering period may not be withdrawn. In addition, no Class A Ordinary Shares and/or ADSs validly tendered during the initial offer period may be withdrawn during the subsequent offering period.

The press release announcing the results of the initial Offer and the commencement of the subsequent offering period is attached hereto as Exhibit (a)(5)(iii).”

**Item 12. Exhibits**

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

- (a)(5)(iii) Press Release issued by Wanda Sports & Media (Hong Kong) Holding Co. Limited on February 1, 2021.
- (a)(7) Form of second reminder letter to be sent by Information Agent, on or around the date hereof, to holders of ADSs.

**SIGNATURES**

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 February 1, 2021

**WANDA CULTURE HOLDING CO. LTD.**

By: /s/ Zeng Maojun  
Name: Zeng Maojun  
Title: Director

**WANDA SPORTS & MEDIA (HONG KONG)  
HOLDING CO. LIMITED**

By: /s/ Zhang Lin  
Name: Zhang Lin  
Title: Director

## EXHIBIT INDEX

Exhibit No.	Description
(a)(1)(i)*	<a href="#"><u>Amendment No.1 to the Offer to Purchase, dated January 11, 2021 (incorporated by reference to Exhibit (a)(1)(i) to the Amendment No. 1 to Schedule TO filed by Parent and Purchaser on January 11, 2021).</u></a>
(a)(1)(ii)*	<a href="#"><u>Form of Share Letter of Transmittal.</u></a>
(a)(1)(iii)*	<a href="#"><u>Form of ADS Letter of Transmittal.</u></a>
(a)(1)(iv)*	<a href="#"><u>Form of Notice of Guaranteed Delivery.</u></a>
(a)(1)(v)*	<a href="#"><u>Form of Letter to Brokers, Dealers, Banks, Trust Companies and Other Securities Intermediaries.</u></a>
(a)(1)(vi)*	<a href="#"><u>Form of Letter to Clients for use by Brokers, Dealers, Banks, Trust Companies and Other Securities Intermediaries.</u></a>
(a)(1)(vii)*	<a href="#"><u>Form of Withdrawal Letter.</u></a>
(a)(5)(i)*	<a href="#"><u>Press Release issued by the Purchaser, dated September 30, 2020 (incorporated by reference to Exhibit (a)(5)(i) to the Schedule TO-C filed by Purchaser on September 30, 2020).</u></a>
(a)(5)(ii)*	<a href="#"><u>Email to the Company's personnel, dated September 30, 2020 (incorporated by reference to Exhibit 99.2 to the Schedule 14D-9C filed by the Company on September 30, 2020).</u></a>
(a)(5)(iii)	<a href="#"><u>Press Release issued by Wanda Sports &amp; Media (Hong Kong) Holding Co. Limited on February 1, 2021.</u></a>
(a)(6)*	<a href="#"><u>Form of reminder letter to be sent by Information Agent, on or around the date hereof, to holders of ADSs.</u></a>
(a)(7)	<a href="#"><u>Form of second reminder letter to be sent by Information Agent, on or around the date hereof, to holders of ADSs.</u></a>
(b)	Not applicable.
(d)*	<a href="#"><u>Standstill Agreement dated December 22, 2020, between Purchaser and certain holders of American Depositary Shares.</u></a>
(g)	Not applicable.
(h)	Not applicable.

---

\* Previously filed.

---

**Wanda Sports & Media (Hong Kong) Holding Co. Limited Completes Initial Tender Offer to Acquire Class A Ordinary Shares and ADSs of Wanda Sports Group and Announces Commencement of Subsequent Offering Period**

**HONG KONG, February 1, 2021 (PRNEWSWIRE)** – Wanda Sports & Media (Hong Kong) Holding Co. Limited (the "**Purchaser**") today announced the successful completion of the initial tender offer (the "**Offer**") launched on December 23, 2020, to acquire all of the issued and outstanding class A ordinary shares of Wanda Sports Group Company Limited (the "**Company**" or "**Wanda Sports Group**"), no par value (the "**Class A Ordinary Shares**"), including all Class A Ordinary Shares represented by American depositary shares of the Company ("**ADSs**," with every two ADSs representing three Class A Ordinary Shares).

The Offer and withdrawal rights expired as scheduled at 5:00 p.m., New York City Time, on January 29, 2021.

American Stock Transfer & Trust Company, LLC, as tender agent for the Offer, has advised that a total of 36,471,813.5 Class A Ordinary Shares (including Class A Ordinary Shares represented by ADSs) had been validly tendered (and not properly withdrawn) pursuant to the Offer, representing approximately 73% of the outstanding Class A Ordinary Shares (including Class A Ordinary Shares represented by ADSs), excluding 8,215,616 ADSs beneficially owned by Associates subject to the Standstill Agreement as disclosed in details in the offer to purchase, dated December 23, 2020 and as amended from time to time, in relation to the Offer. The foregoing include a total of 17,529,697 ADSs tendered, representing approximately 88% of the outstanding ADSs, excluding the ADSs held by the Associates. The Purchaser has accepted for payment, and expects to promptly pay for, all such tendered Class A Ordinary Shares and ADSs.

With effect from January 29, 2021, the deposit agreement under which ADSs were issued has been terminated. Following the filing on January 19, 2021 with the U.S. Securities and Exchange Commission (the "**SEC**") of a notice on Form 25 relating to the delisting of its ADSs on Nasdaq, the delisting of the ADSs has also become effective on January 29, 2021. As a result of the deposit agreement termination and the delisting, the ADSs are no longer tradeable and there is no longer any listing of any securities of the Company on any stock exchange in the United States or elsewhere.

**Subsequent Offering Period**

Additionally, the Purchaser is commencing as of 9:00 a.m., New York City time, February 1, 2021, a subsequent offering period for all remaining Class A Ordinary Shares and ADSs. This subsequent offering period will expire at 5:00 p.m., New York City time, on February 26, 2021, unless extended. Any Class A Ordinary Shares and/or ADSs properly tendered during the subsequent offering period will be immediately accepted for payment, and the holders of such Class A Ordinary Shares and/or ADSs will be promptly paid the same price per Class A Ordinary Shares or ADS as applicable, that was paid in the initial offer period of the Offer. Class A Ordinary Shares and/or ADSs tendered during the subsequent offering period may not be withdrawn. In addition, no Class A Ordinary Shares and/or ADSs validly tendered during the initial offer period may be withdrawn during the subsequent offering period.

---

## **Additional Information**

This news release is for informational purposes only and is neither the Offer to Purchase (the “**Offer to Purchase**”) nor a substitute for the other Offer materials that Purchaser has filed as a part of a Schedule TO with the U.S. Securities and Exchange Commission in relation to the Offer (as amended from time to time, the “**Schedule TO**”). The Offer will only be made pursuant to the Offer to Purchase, the letters of transmittal and related documents filed as a part of the Schedule TO. INVESTORS AND SECURITY HOLDERS OF THE COMPANY ARE URGED TO READ OFFER MATERIALS CAREFULLY AND IN THEIR ENTIRETY (AS THEY MAY BE AMENDED FROM TIME TO TIME), BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. Investors and security holders of the Company may obtain a free copy of these materials and other documents filed with the SEC at the website maintained by the SEC at [www.sec.gov](http://www.sec.gov).

## **Disclaimer**

This news release contains forward-looking statements, including statements relating to the Offer (as described in the Offer to Purchase and other matters that are not historical facts). Statements in this news release that relate to future results and events are forward-looking statements based on the Purchaser's current plans and expectations and are subject to a number of risks and uncertainties, including risks and uncertainties with respect to the Purchaser, the Company or the Offer that could cause actual results to differ materially from those described in these forward-looking statements.

## **About Wanda Sports & Media (Hong Kong) Holding Co. Limited**

Wanda Sports & Media (Hong Kong) Holding Co. Limited is a privately held company, organized and existing under the laws of Hong Kong, and an indirect wholly-owned subsidiary of Wanda Culture Holding Co., Ltd., a limited liability company incorporated under the laws of Hong Kong. Wanda Culture Holding Co., Ltd. is ultimately controlled by Mr. Jianlin Wang, its chairman and president.

## **About Wanda Sports Group**

Wanda Sports Group is a leading global sports events, media and marketing platform with a mission to unite people in sports and enable athletes and fans to live their passions and dreams. Through its businesses, including Infront and the Wanda Sports China, Wanda Sports Group has significant intellectual property rights, long-term relationships and broad execution capabilities, enabling it to deliver unrivalled sports event experiences, creating access to engaging content and building inclusive communities. Wanda Sports Group offers a comprehensive array of events, marketing and media services through three primary segments: Mass Participation, Spectator Sports and Digital, Production, Sports Solutions (DPSS). Wanda Sport Group's full-service platform creates value for its partners and clients as well as other stakeholders in the sports ecosystem, from rights owners, to brands and advertisers, and to fans and athletes.

Headquartered in China, Wanda Sports Group has more than 48 offices in 16 countries with over 1,000 employees around the world. For more information, please visit <http://investor.wsg.cn/investor-relations>.

**For investor and media inquiries, please contact:**

Mr. YANG Zhuo  
Global Communications Officer, Wanda Group  
Email: [yangzhuo7@wanda.cn](mailto:yangzhuo7@wanda.cn)

SOURCE Wanda Sports & Media (Hong Kong) Holding Co. Limited

**OFFER TO PURCHASE FOR CASH ALL OUTSTANDING CLASS A ORDINARY SHARES, INCLUDING CLASS A ORDINARY SHARES REPRESENTED BY AMERICAN DEPOSITARY SHARES, OF WANDA SPORTS GROUP COMPANY LIMITED AT \$1.70 PER CLASS A ORDINARY SHARE AND \$2.55 PER AMERICAN DEPOSITARY SHARE (“TENDER OFFER”)**

Dear ADS holder:

**This is a reminder of the subsequent offering period following the initial offering period of the Tender Offer, scheduled to expire at 5:00 p.m., New York City time, on February 26, 2021, unless extended. Note that your bank or broker may have an earlier internal expiration time.** As a holder of American Depositary Shares (“ADSs”) representing Class A Ordinary Shares of Wanda Sports Group Company Limited (“WSG”), you should have received materials for the Tender Offer (see below for further definitions and details). The subsequent offering period commenced 9:00 a.m., New York City time, on February 1, 2021 for all remaining ADSs and Class A Ordinary Shares. No withdrawal rights apply to tenders in the subsequent offering period.

*Why you should tender your ADSs during the subsequent offering period?*

- We will immediately accept any tender of ADSs and you will promptly receive the same \$2.55 in cash per ADS, without interest thereon, offered during the subsequent offering period.
- The offer price of \$2.55 per ADS represents an approximate 41.7% premium over the closing price of the ADSs on September 29, 2020, the last trading day before announcement of a non-binding proposal to acquire WSG.
- By tendering ADSs, you will not bear any cancellation fees payable to the Depository or Hong Kong stamp duty.
- Outside the Tender Offer there is no market for your ADSs since the ADSs were delisted from Nasdaq on January 29, 2021.
- WSG’s board of directors (the “Board”), acting on the unanimous recommendation of an independent board committee of independent and disinterested directors of the Board, has determined that the Tender Offer and the other Going Private Transactions are in the best interest of WSG and its shareholders, and are fair to the Unaffiliated Security Holders. **Therefore, the Board has recommended that ADS holders accept the Tender Offer and tender their ADSs.**

**If you have any questions, need assistance in completing your instructions to tender or want a copy of the Offer to Purchase, please contact the Information Agent, MacKenzie Partners, at 800-322-2885 or via email at [tenderoffer@mackenziepartners.com](mailto:tenderoffer@mackenziepartners.com)**

**Legal Notices**

This letter relates to the Tender Offer launched on December 23, 2020 by Wanda Sports & Media (Hong Kong) Holding Co. Limited (“Purchaser”), a wholly-owned subsidiary of Wanda Culture Holding Co., Ltd. (the “Parent”), offering to purchase all of the issued and outstanding class A ordinary shares of WSG, no par value (the “Class A Ordinary Shares”), including all Class A Ordinary Shares represented by ADSs. The Tender Offer is made pursuant to the Offer to Purchase, dated December 23, 2020, as amended by Amendment No. 1 to the Offer to Purchase dated and filed with the U.S. Securities and Exchange Commission (the “SEC”) on January 11, 2021 (as it may be amended, modified or supplemented thereafter from time to time in accordance with its terms, the “Offer to Purchase”). Unless otherwise defined herein, capitalized terms have the same meanings as set forth in the Offer to Purchase.

This letter is neither the Offer to Purchase nor a substitute for the Tender Offer materials that Parent and Purchaser filed as a part of a Schedule TO (including any amendments thereto) with the SEC in relation to the Tender Offer (the “Schedule TO”). The Tender Offer is only being made pursuant to the Offer to Purchase, the letters of transmittal and related documents filed as a part of the Schedule TO. INVESTORS AND SECURITY HOLDERS OF WSG ARE URGED TO READ THESE OFFER MATERIALS CAREFULLY AND IN THEIR ENTIRETY (AS THEY MAY BE AMENDED FROM TIME TO TIME), BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. Investors and security holders of WSG may obtain a free copy of these materials and other documents filed with the SEC at the website maintained by the SEC at [www.sec.gov](http://www.sec.gov) or by directing requests to the Information Agent for the Tender Offer, which is named in the Schedule TO.

**\*\*IF YOU HAVE ALREADY TENDERED YOUR ADSs, YOU NEED NOT TAKE ANY FURTHER ACTION\*\***