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SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

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**SCHEDULE 13D**  
**(Rule 13d-101)**

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
RULE 13d-2(a)**

(Amendment No.)<sup>1</sup>

**Nightstar Therapeutics plc**

(Name of Issuer)

American Depository Shares, each representing one Ordinary share, nominal value £0.01 per share  
(Title of Class of Securities)

65413A101  
(CUSIP Number)

Sean Côté, General Counsel  
c/o Polygon Global Partners LLP  
4 Sloane Terrace  
London SW1X 9DQ, United Kingdom  
44 20 7901 8300

William F. Chamley, Esq.  
King & Spalding International LLP  
125 Old Broad Street  
London EC2N 1AR, United Kingdom  
44 20 7551 7534  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

April 15, 2019  
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box .

*Note.* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

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<sup>1</sup> The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the *Notes*).

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1	NAME OF REPORTING PERSONS Polygon European Equity Opportunity Master Fund	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO (See Item 3)	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION CAYMAN ISLANDS	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 847,469
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 847,469
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 847,469	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 2.53%	
14	TYPE OF REPORTING PERSON OO	

1	NAME OF REPORTING PERSONS Blackwell Partners LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO (See Item 3)	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION CAYMAN ISLANDS	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 488,921
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 488,921
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 488,921	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 1.46%	
14	TYPE OF REPORTING PERSON OO	

1	NAME OF REPORTING PERSONS Tetragon Financial Group Limited	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO (See Item 3)	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION CAYMAN ISLANDS	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 1,336,389
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 1,336,389
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,336,389	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 3.98%	
14	TYPE OF REPORTING PERSON OO	

1	NAME OF REPORTING PERSONS Polygon Management Ltd.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION CAYMAN ISLANDS	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 847,469
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 847,469
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 847,469	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 2.53%	
14	TYPE OF REPORTING PERSON OO	

1	NAME OF REPORTING PERSONS Polygon Global Partners LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 1,336,390
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 1,336,390
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,336,390	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 3.98%	
14	TYPE OF REPORTING PERSON PN	

1	NAME OF REPORTING PERSONS Polygon Global Partners LLP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION UNITED KINGDOM	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 1,336,390
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 1,336,390
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,336,390	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 3.98%	
14	TYPE OF REPORTING PERSON PN	

1	NAME OF REPORTING PERSONS Tetragon Financial Management L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 1,336,389
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 1,336,389
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,336,389	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 3.98%	
14	TYPE OF REPORTING PERSON IA	



1	NAME OF REPORTING PERSONS Patrick G.G. Dear	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION UNITED KINGDOM	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 2,672,779
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 2,672,779
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,672,779	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.97%	
14	TYPE OF REPORTING PERSON IN	

1	NAME OF REPORTING PERSONS Reade E. Griffith	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION UNITED KINGDOM	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 2,672,779
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 2,672,779
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,672,779	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.97%	
14	TYPE OF REPORTING PERSON IN	

The following constitutes the Schedule 13D filed by the undersigned (the "Schedule 13D").

Item 1. Security and Issuer.

This statement relates to the American Depositary Shares, each representing one Ordinary share, nominal value £0.01 per share (the "Shares"), of Nightstar Therapeutics plc, a England and Wales public limited company (the "Issuer"). The address of the principal executive offices of the Issuer is 10 Midford Place, 2nd Floor London United Kingdom W1T 5BJ.

Item 2. Identity and Background.

(a) This statement is filed by:

1. Polygon European Equity Opportunity Master Fund ("PEEOF"), a Cayman Islands exempted company, with respect to the Shares directly and beneficially owned by it;
2. Blackwell Partners LLC ("Blackwell"), a Cayman Islands limited liability company, with respect to the Shares directly and beneficially owned by it;
3. Tetragon Financial Group Limited ("Tetragon"), a Cayman Islands limited company, with respect to the Shares directly and beneficially owned by it;
4. Polygon Management Ltd. ("General Partner"), a Cayman Islands limited company, as the general partner of PEEOF;
5. Polygon Global Partners LP ("US Investment Manager"), a Delaware limited partnership, as the investment manager of PEEOF and Blackwell;
6. Polygon Global Partners LLP ("UK Investment Manager"), a United Kingdom limited liability partnership, as the investment manager of PEEOF and Blackwell;
7. Tetragon Financial Management L.P. ("Tetragon Manager"), a Delaware limited partnership, as the investment manager of Tetragon;
8. Patrick G. G. Dear, as principal to US Investment Manager, UK Investment Manager and Tetragon Manager; and
9. Reade E. Griffith, as principal to US Investment Manager, UK Investment Manager and Tetragon Manager.

(b) The address of the principal office of each of PEEOF, Blackwell, Tetragon, General Partner, US Investment Manager, UK Investment Manager, Mr. Dear and Mr. Griffith is c/o Polygon Global Partners LLP, 4 Sloane Terrace, London SW1X 9DQ, United Kingdom. The address of the principal office of Tetragon Manager is 399 Park Avenue, 22<sup>nd</sup> Floor, New York, New York 10022. The officers and directors of each of Tetragon and General Partner and their respective principal occupations and business addresses are set forth on Schedule A and are incorporated by reference in this Item 2.

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(c) The principal business of each of PEEOF, Blackwell and Tetragon is investing in securities and engaging in related activities and transactions. The principal business of each of US Investment Manager, General Partner, UK Investment Manager and Tetragon Manager is providing investment advisory and managing services. The principal occupation of each of Messrs. Dear and Griffith is serving as principal of US Investment Manager, UK Investment Manager and Tetragon Manager.

(d) No Reporting Person, nor any person listed on Schedule A, annexed hereto, has during the last five (5) years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) No Reporting Person, nor any person listed on Schedule A, annexed hereto, has, during the last five years, been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Messrs. Dear and Griffith are citizens of the United Kingdom. The citizenship of the persons listed on Schedule A is set forth therein.

Item 3. Source and Amount of Funds or Other Consideration.

The Shares purchased by each of PEEOF, Blackwell and Tetragon were purchased with investment funds in open market purchases, except as otherwise noted, as set forth in Schedule B which is incorporated by reference herein. The aggregate purchase price of the 847,469 Shares beneficially owned by PEEOF is approximately \$21,479,516, excluding brokerage commissions. The aggregate purchase price of the 488,921 Shares beneficially owned by Blackwell is approximately \$12,394,295, excluding brokerage commissions. The aggregate purchase price of the 1,336,389 Shares beneficially owned by Tetragon is approximately \$24,942,086, excluding brokerage commissions.

Item 4. Purpose of Transaction.

On April 17, 2019, UK Investment Manager, on behalf of itself and in its capacity as investment advisor to clients and accounts, including certain of the Reporting Persons, sent a letter to the Board of Directors of the Issuer (the "Board") requesting that the Issuer reset its timeline for the Issuer's ADS holders' and shareholders' ability to vote on the proposed acquisition of the Issuer by Biogen Inc. to be implemented by way of a scheme of arrangement pursuant to Part 26 of the Companies Act 2006 (the "Transaction") so that the ADS Voting Record Time is set for a date no earlier than May 3, 2019 at 5:00 p.m. (New York time), and to adjust corresponding actions for ADS holders based on the new date. A copy of the letter is attached as Exhibit 99.1 hereto.

On April 24, 2019, the Board sent a response to UK Investment Manager. A copy of the letter is attached as Exhibit 99.2 hereto.

Also on April 24, 2019, UK Investment Manager responded to the Issuer with another letter to the Board, on behalf of itself and in its capacity as investment advisor to clients and accounts, including certain of the Reporting Persons, reaffirming certain points and seeking confirmations from the Board regarding the Transaction and its timeline. A copy of the letter is attached as Exhibit 99.3 hereto.

The Reporting Persons may engage in discussions with management, the Board, other stockholders of the Issuer and other relevant parties concerning the Transaction as well as the business, management, operations, assets, financial condition, governance, strategy and future plans of the Issuer, which discussions may include proposing or considering one or more of the actions described in subparagraphs (a) – (j) of Item 4 of Schedule 13D. There can be no assurance as to the outcome of any of the discussions referred to in this Schedule 13D. Except as otherwise set forth in this Schedule 13D, the Reporting Persons do not have any plans or proposals at this time that relate to or would result in any of the transactions described in subparagraphs (a) – (j) of Item 4 of Schedule 13D.

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Item 5. Interest in Securities of the Issuer.

The aggregate percentage of Shares reported owned by each person named herein is based upon 33,536,214 ordinary shares outstanding as of April 5, 2019, which is the total number of ordinary shares outstanding as reported in the Issuer's Definitive Proxy Statement filed with the Securities and Exchange Commission on April 9, 2019. All holdings are reported as of the close of business on April 24, 2019.

A. PEEOF

- (a) PEEOF beneficially owns 847,469 Shares.

Percentage: Approximately 2.53%

- (b) 1. Sole power to vote or direct vote: 0  
2. Shared power to vote or direct vote: 847,469  
3. Sole power to dispose or direct the disposition: 0  
4. Shared power to dispose or direct the disposition: 847,469

- (c) The transactions in the shares by PEEOF during the past sixty days are set forth on Schedule B and are incorporated herein by reference.

B. Blackwell

- (a) Blackwell beneficially owns 488,921 Shares.

Percentage: Approximately 1.46%

- (b) 1. Sole power to vote or direct vote: 0  
2. Shared power to vote or direct vote: 488,921  
3. Sole power to dispose or direct the disposition: 0  
4. Shared power to dispose or direct the disposition: 488,921

- (c) The transactions in the shares by Blackwell during the past sixty days are set forth on Schedule B and are incorporated herein by reference.

C. Tetragon

- (a) Tetragon beneficially owns 1,336,389 Shares.

Percentage: Approximately 3.98%

- (b) 1. Sole power to vote or direct vote: 0  
2. Shared power to vote or direct vote: 1,336,389  
3. Sole power to dispose or direct the disposition: 0  
4. Shared power to dispose or direct the disposition: 1,336,389

- (c) The transactions in the shares by Tetragon during the past sixty days are set forth on Schedule B and are incorporated herein by reference.
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D. General Partner

- (a) As the general partner to PEEOF, General Partner may be deemed to beneficially own 847,469 Shares.

Percentage: Approximately 2.53%

- (b) 1. Sole power to vote or direct vote: 0  
2. Shared power to vote or direct vote: 847,469  
3. Sole power to dispose or direct the disposition: 0  
4. Shared power to dispose or direct the disposition: 847,469
- (c) General Partner has not entered into any transactions in the Shares during the past sixty days.

E. US Investment Manager

- (a) As the investment manager to each of PEEOF and Blackwell, US Investment Manager may be deemed to beneficially own 1,336,390 Shares.

Percentage: Approximately 3.98%

- (b) 1. Sole power to vote or direct vote: 0  
2. Shared power to vote or direct vote: 1,336,390  
3. Sole power to dispose or direct the disposition: 0  
4. Shared power to dispose or direct the disposition: 1,336,390
- (c) US Investment Manager has not entered into any transactions in the Shares during the past sixty days.

F. UK Investment Manager

- (a) As the investment manager to each of PEEOF and Blackwell, UK Investment Manager may be deemed to beneficially own 1,336,390 Shares.

Percentage: Approximately 3.98%

- (b) 1. Sole power to vote or direct vote: 0  
2. Shared power to vote or direct vote: 1,336,390  
3. Sole power to dispose or direct the disposition: 0  
4. Shared power to dispose or direct the disposition: 1,336,390
- (c) UK Investment Manager has not entered into any transactions in the Shares during the past sixty days.
-

G. Tetragon Manager

- (a) As the investment manager to Tetragon, Tetragon Manager may be deemed to beneficially own 1,336,389 Shares.

Percentage: Approximately 3.98%

- (b) 1. Sole power to vote or direct vote: 0  
2. Shared power to vote or direct vote: 1,336,389  
3. Sole power to dispose or direct the disposition: 0  
4. Shared power to dispose or direct the disposition: 1,336,389

- (c) Tetragon Manager has not entered into any transactions in the Shares during the past sixty days.

H. Mr. Dear

- (a) Mr. Dear has voting and dispositive power over the Shares beneficially owned by PEEOF, Blackwell and Tetragon and may be deemed to beneficially own 2,672,779 Shares.

Percentage: Approximately 7.97%

- (b) 1. Sole power to vote or direct vote: 0  
2. Shared power to vote or direct vote: 2,672,779  
3. Sole power to dispose or direct the disposition: 0  
4. Shared power to dispose or direct the disposition: 2,672,779

- (c) Mr. Dear has not entered into any transactions in the Shares during the past sixty days.
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I. Mr. Griffith

- (a) Mr. Griffith has voting and dispositive power over the Shares beneficially owned by PEEOF, Blackwell and Tetragon and may be deemed to beneficially own 2,672,779 Shares.

Percentage: Approximately 7.97%

- (b) 1. Sole power to vote or direct vote: 0  
2. Shared power to vote or direct vote: 2,672,779  
3. Sole power to dispose or direct the disposition: 0  
4. Shared power to dispose or direct the disposition: 2,672,779
- (c) Mr. Griffith has not entered into any transactions in the Shares during the past sixty days.
- (d) No person other than the Reporting Persons and TFG Asset Management L.P., is known to have the right to receive, or the power to direct the receipt of dividends from, or proceeds from the sale of, the Shares.
- (e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

On April 25, 2019, the Reporting Persons entered into a Joint Filing Agreement in which the Reporting Persons agreed to the joint filing on behalf of each of them of statements on Schedule 13D with respect to the securities of the Issuer to the extent required by applicable law. The Joint Filing Agreement is attached hereto as Exhibit 99.4 and incorporated herein by reference.

Except as described herein, the Reporting Persons have no contracts, arrangements, understandings or relationships (legal or otherwise) with respect to any securities of the Issuer.

Item 7. Material to be Filed as Exhibits.

- 99.1 Letter to the Board of Directors of the Issuer, dated April 17, 2019.
- 99.2 Issuer Response to the Reporting Persons, dated April 24, 2019.
- 99.3 Response Letter to the Board of Directors of the Issuer, dated April 24, 2019.
- 99.4 Joint Filing Agreement, dated April 25, 2019.
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SIGNATURES

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

Dated: April 25, 2019

Polygon European Equity Opportunity Master Fund

Blackwell Partners LLC

Tetragon Financial Group Limited

Polygon Management Ltd.

Polygon Global Partners LP

Polygon Global Partners LLP

Tetragon Financial Management L.P.

By: /s/ Reade E. Griffith  
Name: Reade E. Griffith  
Title: Authorized Signatory

By: /s/ Patrick G.G. Dear  
Patrick G.G. Dear

By: /s/ Reade E. Griffith  
Reade E. Griffith

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**SCHEDULE A**

***Directors of Polygon European Equity Opportunity Master Fund***

<b>Name and Position</b>	<b>Principal Occupation</b>	<b>Principal Business Address</b>	<b>Citizenship</b>
Simon Edwards, Director	Head of Business Development, BlueMatrix	c/o Polygon Global Partners LLP 4 Sloane Terrace London SW1X 9DQ United Kingdom	U.K.
Bradford Willmore, Director	Executive Managing Director and Portfolio Manager, Sarus Indochina Select Fund	c/o Polygon Global Partners LLP 4 Sloane Terrace London SW1X 9DQ United Kingdom	U.S.A.
Gregory Cheng, Director	Director of Polygon European Equity Opportunity Master Fund	c/o Polygon Global Partners LLP 4 Sloane Terrace London SW1X 9DQ United Kingdom	U.S.A.
Stephen Prince, Director	Head of TFG Asset Management	c/o Polygon Global Partners LLP 4 Sloane Terrace London SW1X 9DQ United Kingdom	U.S.A.
Reade E. Griffith, Director*	—	—	—

***Directors of Tetragon Financial Group Limited***

<b>Name and Position</b>	<b>Principal Occupation</b>	<b>Principal Business Address</b>	<b>Citizenship</b>
Deron J. Haley, Director	Partner and Chief Operating Officer of Durational Capital Management, LP	c/o Polygon Global Partners LLP 4 Sloane Terrace London SW1X 9DQ United Kingdom	U.S.A.
Steven Hart, Director	President of Hart Capital LLC	c/o Polygon Global Partners LLP 4 Sloane Terrace London SW1X 9DQ United Kingdom	U.S.A.
David O'Leary, Director	Director of Tetragon Financial Group Limited	c/o Polygon Global Partners LLP 4 Sloane Terrace London SW1X 9DQ United Kingdom	U.S.A.
Reade E. Griffith, Director*	—	—	—
Patrick G.G. Dear, Director*	—	—	—

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*Director of Polygon Management Ltd.*

<u>Name and Position</u>	<u>Principal Occupation</u>	<u>Principal Business Address</u>	<u>Citizenship</u>
Reade E. Griffith, Director*	—	—	—

\*Information is disclosed in Item 2 of the Schedule 13D.

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**SCHEDULE B****Transactions in the Shares During the Past Sixty Days*****Polygon European Equity Opportunity Master Fund***

<b>Date of Transaction</b>	<b>Security</b>	<b>Quantity</b>	<b>Buy/Sell</b>	<b>Price (USD)</b>
3/5/2019	American Depository Shares	41,998.00	Buy	25.2
3/5/2019	American Depository Shares	41,999.00	Buy	25.214
3/5/2019	American Depository Shares	118,753.00	Buy	25.2
3/5/2019	American Depository Shares	118,752.00	Buy	25.214
3/7/2019	American Depository Shares	142,503.00	Buy	25.3
3/7/2019	American Depository Shares	50,398.00	Buy	25.3
4/10/2019	Contract for Difference	2,703.00	Buy	25.405
4/10/2019	American Depository Shares	3,196.00	Buy	25.35
4/10/2019	Contract for Difference	7,093.00	Buy	25.405
4/10/2019	American Depository Shares	1,714.00	Buy	25.35
4/11/2019	Contract for Difference	19,287.00	Buy	25.51
4/11/2019	Contract for Difference	50,782.00	Buy	25.51
4/12/2019	Contract for Difference	10,652.00	Buy	25.516
4/12/2019	Contract for Difference	27,173.00	Buy	25.516
4/15/2019	Contract for Difference *	(32,642.00)	Sell	25.48
4/15/2019	American Depository Shares*	32,642.00	Buy	25.48
4/15/2019	American Depository Shares	2,588.00	Buy	25.5
4/16/2019	American Depository Shares	6,541.00	Buy	25.5
4/16/2019	American Depository Shares	427.00	Buy	25.509
4/16/2019	American Depository Shares	25,407.00	Buy	25.502
4/16/2019	American Depository Shares	16,849.00	Buy	25.5
4/16/2019	American Depository Shares	1,101.00	Buy	25.509
4/16/2019	American Depository Shares	65,448.00	Buy	25.502
4/17/2019	American Depository Shares	7,383.00	Buy	25.527
4/17/2019	American Depository Shares	19,442.00	Buy	25.527
4/18/2019	American Depository Shares	4,160.00	Buy	25.529
4/18/2019	American Depository Shares	8,302.00	Buy	25.529
4/22/2019	American Depository Shares	1,469.00	Buy	25.530
4/22/2019	American Depository Shares	3,910.00	Buy	25.530
4/23/2019	American Depository Shares	3,723.00	Buy	25.524
4/23/2019	American Depository Shares	6,343.00	Buy	25.517
4/23/2019	American Depository Shares	10,054.00	Buy	25.524
4/23/2019	American Depository Shares	17,127.00	Buy	25.517
4/24/2019	American Depository Shares	2,274.00	Buy	25.528
4/24/2019	American Depository Shares	877.00	Buy	25.528

*Blackwell Partners LLC*

<b>Date of Transaction</b>	<b>Security</b>	<b>Quantity</b>	<b>Buy/Sell</b>	<b>Price (USD)</b>
3/5/2019	American Depository Shares	89,249.00	Buy	25.2
3/5/2019	American Depository Shares	89,249.00	Buy	25.214
3/7/2019	American Depository Shares	107,099.00	Buy	25.3
4/10/2019	Contract for Difference	5,754.00	Buy	25.405
4/10/2019	American Depository Shares	6,940.00	Buy	25.35
4/11/2019	Contract for Difference	41,090.00	Buy	25.51
4/12/2019	Contract for Difference	22,696.00	Buy	25.516
4/15/2019	Contract for Difference *	(69,540.00)	Sell	25.48
4/15/2019	American Depository Shares*	69,540.00	Buy	25.48
4/15/2019	American Depository Shares	5,505.00	Buy	25.5
4/16/2019	American Depository Shares	14,110.00	Buy	25.5
4/16/2019	American Depository Shares	922.00	Buy	25.509
4/16/2019	American Depository Shares	54,811.00	Buy	25.502
4/17/2019	American Depository Shares	15,808.00	Buy	25.527
4/18/2019	American Depository Shares	9,212.00	Buy	25.529
4/22/2019	American Depository Shares	3,148.00	Buy	25.530
4/23/2019	American Depository Shares	7,943.00	Buy	25.524
4/23/2019	American Depository Shares	13,530.00	Buy	25.517
4/24/2019	American Depository Shares	1,855.00	Buy	25.530

*Tetragon Financial Group Limited*

<b>Date of Transaction</b>	<b>Security</b>	<b>Quantity</b>	<b>Buy/Sell</b>	<b>Price (USD)</b>
3/4/2019	American Depository Shares	(330,000.00)	Sell	25.18
3/4/2019	American Depository Shares	(20,000.00)	Sell	25.181
3/4/2019	American Depository Shares	100,000.00	Buy	25.19
3/7/2019	American Depository Shares	200,000.00	Buy	25.3
4/10/2019	Contract for Difference	15,550.00	Buy	25.405
4/10/2019	American Depository Shares	11,850.00	Buy	25.35
4/11/2019	Contract for Difference	111,159.00	Buy	25.51
4/12/2019	Contract for Difference	60,521.00	Buy	25.516
4/15/2019	Contract for Difference*	(187,230.00)	Sell	25.48
4/15/2019	American Depository Shares*	187,230.00	Buy	25.48
4/15/2019	American Depository Shares	15,133.00	Buy	25.5
4/16/2019	American Depository Shares	37,500.00	Buy	25.5
4/16/2019	American Depository Shares	145,667.00	Buy	25.502
4/16/2019	American Depository Shares	2,450.00	Buy	25.509
4/17/2019	American Depository Shares	42,632.00	Buy	25.527
4/18/2019	American Depository Shares	21,674.00	Buy	25.529
4/22/2019	American Depository Shares	8,527.00	Buy	25.530
4/23/2019	American Depository Shares	21,720.00	Buy	25.524
4/23/2019	American Depository Shares	37,000.00	Buy	25.517
4/24/2019	American Depository Shares	5,006.00	Buy	25.528

\* Transaction represents the disposition of a swap position for corresponding physical position in American Depository Shares.



POLYGON

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April 17, 2019

Board of Directors  
Nightstar Therapeutics plc  
10 Midford Place, 2nd Floor  
London United Kingdom W1T 5BJ

Attn: Chris Hollowood, Chairman of the Board of Directors

Dear Chris:

Polygon Global Partners LLP acts as investment advisor to clients and accounts currently holding American Depositary Shares (“**ADS**”) representing more than 7% of the outstanding shares of Nightstar Therapeutics PLC (“**NITE**” or the “**Company**”), making us one of the Company’s largest ADS holders. We are writing to request that the Company reset its timeline for NITE ADS holders’ and shareholders’ ability to vote on the proposed acquisition of NITE (the “**Transaction**”) by Biogen Inc. (“**BIIB**”) to be implemented by way of a scheme of arrangement pursuant to Part 26 of the Companies Act 2006 (the “**Scheme**”).

Currently, the ADS Voting Record Time is set for April 4, 2019 at 5:00 p.m. (New York time), followed by corresponding actions for ADS holders based on that initial April 4 date. We request that NITE reset the Scheme timeline so that the ADS Voting Record Time is set for a date no earlier than May 3, 2019 at 5:00 p.m. (New York time), and additionally adjust corresponding actions for ADS holders based on the new initial May 3 date. We note that May 3, 2019 is the record date for NITE shareholders and cannot see any legitimate reason for ADS holders to be disadvantaged by an earlier record date, especially in light of the matters set forth below. Further, we request that NITE adjourn, postpone or seek a reconvention of the general meeting and Court-convened meeting to vote on the Transaction set for May 8. NITE’s articles of association (i) empower the Board of Directors to postpone a general meeting where it is unreasonable to hold it at the time stated in the meeting notice; and (ii) empower the Chairman to adjourn a general meeting with the members’ consent, or without the need for consent if it is necessary to ensure that the business of the meeting is properly disposed of. We consider that it would be unreasonable to hold the general meeting and additionally that the business of the meeting could not properly be disposed of on that date for the reasons we set out below.

Such a delay is necessary to enable NITE’s ADS holders and shareholders to properly access and judicially assess the significant updated six-month data in X-linked retinitis pigmentosa (“**XLRP**”), which we understand will be presented by Dr. Robert Maclaren at the ARVO conference at 11:45 a.m. (New York time) on April 29, 2019. Given the potential for this data to materially increase NITE’s intrinsic value, we believe NITE’s ADS holders and shareholders are unable to make an informed decision based on the existing Scheme timeline.

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Authorised and Regulated by the Financial Conduct Authority



# POLYGON

Moreover, as it stands, the current deadline for receipt of ADS voting instruction cards is 10:00 a.m. (New York time) on April 30, 2019 (and, practically, ADS holders will likely have to submit their instructions a week earlier than that). If the general meeting is not delayed, independent NITE ADS holders and shareholders will have insufficient time to properly and judiciously assess the Transaction in the context of the new XLRP information, which should be made available to the public immediately once presented (including transcripts and slides), and NITE ADS holders and shareholders.

If, after an explanatory statement accompanying notice of a Scheme meeting is despatched, the information underlying the explanatory statement changes in a way that might affect the attitude of the shareholders and ADS holders to the Scheme, the new information (including changes in directors' interests) must be communicated to such shareholders and ADS holders. As publicly disclosed, the executive officers and directors of NITE are ADS holders and/or shareholders in NITE. In the proper execution of their fiduciary duties we expect the Board of Directors to promptly seek an order from the Court to circulate an appropriate amendment to the explanatory statement following the announcements in relation to the XLRP data. The Board of Directors should seek to ensure that the NITE ADS holders and shareholders are afforded sufficient time to assess the impact of the information contained in the amended explanatory statement on their evaluation of the Transaction by procuring an adjournment, postponement or reconvention of the meetings set for May 8, 2019 to a date not earlier than 21 days following the date on which the amended explanatory statement is circulated to NITE's ADS holders and shareholders.

Having reviewed the Transaction documents, and conducted a detailed analysis of the intrinsic value of NITE, it appears BIIB's \$25.50 offer represents the acquirer's assessment of NITE's main franchise value, choroideremia, while ascribing little or no value to the Company's XLRP franchise, and the resulting additional platform value:

- As disclosed in the Scheme document, NITE's financial advisor, Centerview, reviewed stock price targets for NITE shares in Wall Street research analyst reports publicly available as at March 1, 2019 and noted these stock price targets ranged from \$21.00 to \$42.00 per NITE Share. The apparently most bearish broker on the street at the time of the Transaction announcement (Target Price of \$21.00) recognizes standalone upside to \$30.00 "in the scenario assuming de-risking XLRP from updated phase 1 study to phase 2/3 study". Moreover, when asking "Will XIRIUS updates over 2019 de-risk the XLRP clinical program?" the broker clearly answers "Yes", paving the way for a \$9.00 increase in his Target Price, or 43%, the first step of which would be positive data presented by Dr. Maclaren at the ARVO conference on April 29, 2019.
- The implementation agreement carves out the results of the Company's XLRP XIRIUS trial from the Company's material adverse effect: in as much as this clause protects NITE's shareholders' in the case of weak XLRP data on April 29, it also suggests that BIIB's \$25.50 offer price provides them with enough of a valuation buffer that they can ignore this key read-out.



# POLYGON

We believe if Dr. Maclaren’s data to be released on April 29 is sufficiently encouraging, the Board of Directors should review its recommendation for shareholders to accept the \$25.50 offer from BIIB. It would also certainly be material to whether ADS holders and shareholders will want to vote for or against the Transaction in the Court meeting. With only 62% of the current shareholder base having given an irrevocable undertaking, the 75% support threshold may not be reached.

We note that if the Scheme is approved, the Transaction will be binding on all NITE ADS holders and shareholders, including those who did not vote or who voted against it at the general meeting and Court-convened meeting, and no NITE ADS holder or shareholder will have any right to seek a court appraisal of the fair value of their NITE securities. In light of this fact, we believe it is even more critical that ADS holders and shareholders are afforded sufficient time to assess the impact of the XLRP data and make an informed decision as to whether BIIB’s \$25.50 offer represents sufficient value.

Additionally, we note that in acting as NITE’s financial advisor to the Transaction, Centerview was simultaneously conducting an auction for Spark Therapeutics (“ONCE”), a comparable company to NITE. The ONCE auction was concluded in the week preceding the announcement of the Transaction and we believe a fuller price was achieved for that company than that currently proposed for NITE securityholders.

	Premium to unaffected price <sup>1</sup>	Premium to all-time-high	Premium to auction’s opening bid
NITE/BIIB offer	68%	-8% <sup>2</sup>	24%
ONCE/RHHBY offer	122%	24% <sup>3</sup>	64%

Sources: Nightstar Therapeutics’ Schedule 14A Filing<sup>4</sup>; Spark Therapeutics’ 14D-9 Filing<sup>5</sup>; Bloomberg

On all these measurements, it is clear that ONCE’s auction has so far yielded substantially more value to shareholders. Coincidentally, ONCE was not included as a comparable company to NITE in the financial analyses prepared by Centerview and presented to the NITE Board of Directors in connection with Centerview’s fairness opinion. We are concerned both that the Board of Directors may have acted without knowledge of Centerview’s engagement by ONCE and that NITE’s ADS holders and shareholders are being asked to vote on the Transaction without full and proper disclosure of Centerview’s potential conflicts of interest.

If NITE’s ADS holders and shareholders are given sufficient time to evaluate the new data, then all holders of NITE securities will be able to make an informed decision regarding the Transaction and the valuation implied thereby, which is clearly in the interest of all NITE securityholders. Furthermore, by making the data publically available to competing bidders, it could result in a superior proposal, a rejection of the scheme by shareholders or a change of the Board of Directors’ recommendation regarding the Transaction.

<sup>1</sup> Premium calculated as the premium of the Offer Price to the Bloomberg closing price on the last practicable date ahead of the respective offer announcements.

<sup>2</sup> NITE’s all-time-high ahead of the transaction was USD 27.78 (Bloomberg closing price on September 20, 2018).

<sup>3</sup> ONCE’s all-time-high ahead of the transaction was USD 92.39 (Bloomberg closing price on July 6, 2018 and July 9, 2018).

<sup>4</sup> <https://ir.nightstartx.com/static-files/21d48e08-c956-4071-b7a7-11d1a39493be>, p.35, p.48.

<sup>5</sup> <http://ir.sparktx.com/static-files/ba2ebd98-e641-4a5d-995e-a030ad18962c>, p.13, p.22.





POLYGON

Sincerely,

**Polygon Global Partners LLP**

By: Dan Leather and Bechara Nasr, Portfolio Managers



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24 April 2019

Polygon Global Partners LLP  
4 Sloane Terrace  
London SW1X 9DQ  
United Kingdom

Attention: Dan Leather and Bechara Nasr, Portfolio Managers

Dear Dan and Bechara:

Thank you for your letter dated 17 April 2019. We have carefully considered the points raised in your letter. While I am sure you appreciate that there are legal restrictions on the detail with which we can reply, we did want to respond to your letter, particularly in light of your investment in Nightstar.

To that end, with respect to your concerns about the upcoming XLRP data, our board of directors is committed to ensuring that all material information is made available to our shareholders with sufficient time for them to make an informed decision when casting their votes. If our board felt that any material information would be disclosed between now and the scheduled shareholder meetings, it would take any necessary steps to ensure that shareholders were given sufficient time to assess such information before voting.

With respect to your concerns about the record date for ADS holders, this record date was set based on the needs of Citibank, the ADS depository. The advance period is required by Citibank in order to permit the ADSs to be voted; that period is consistent with other similar transactions and has been accepted by the English court. Perhaps more importantly, again, if our board felt that the ADS record date would disadvantage ADS holders, it would take necessary steps to address this.

With respect to Centerview's analysis and the transaction ultimately obtained, we have reviewed with our board and our advisors the points that you raised, and they do not change our board's view as to the transaction it has recommended to shareholders.

After considering all of the above, our board is of the view that the current timetable for the transaction remains appropriate and in the best interests of Nightstar's shareholders as a whole.

Registered in England and Wales No. 8551822. Registered Office: 10 Midford Place, 2<sup>nd</sup> Floor, London, W1T 5BJ

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We thank you again for your investment in Nightstar and your interest in the transaction. While we always endeavor to be responsive to our shareholders, including significant shareholders like Polygon, we do need to be mindful of our obligations to all shareholders under English law and U.S. securities law. Accordingly, please understand that we may not be able to respond to further inquiries from you on these subjects.

Very truly yours,



Chris Hollowood  
Chairman of the Board

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April 24, 2019

Board of Directors  
Nightstar Therapeutics plc  
10 Midford Place, 2nd Floor  
London United Kingdom W1T 5BJ

Attn: Chris Hollowood, Chairman of the Board of Directors

Dear Chris:

Thank you for your letter of earlier today. Please note that Polygon Global Partners LLP acts as investment advisor to clients and accounts now holding an aggregate of approximately 8% of the American Depositary Shares (“ADS”) of Nightstar Therapeutics PLC (“NITE”).

First, we read your letter as a commitment of the Board of Directors – having taken cognisance of our specific concerns – in the event that any material information is contained in the updated six-month data in X-linked retinitis pigmentosa to be presented by Dr. Robert Maclaren at the ARVO conference at 11:45 a.m. (New York time) on April 29, 2019 (or otherwise in advance of the shareholder meetings set for May 8, 2019), to procure an adjournment, postponement or reconvention of such meetings to ensure that shareholders and ADS holders<sup>1</sup> are given sufficient time to assess such information before voting. Implicit in your response is an acknowledgment that the existing schedule would not give sufficient time in such circumstances. If we have read your letter incorrectly in these respects, please let us know.

Second, we remind you that the practical realities of voting ADS’s is such that ADS holders will likely have to submit their voting instruction cards up to a week earlier than the current deadline of April 30, 2019 and that sufficient time to assess should reflect such. Again, we urge a date not earlier than 21 days following the date on which the amended explanatory statement is circulated to NITE’s ADS holders and shareholders. If there is going to be a change in the schedule, the Board of Directors should give the benefit of any doubt on timing to NITE’s shareholders and ADS holders.

Third, any adjournment, postponement or reconvention of the scheduled May 8, 2019 meetings should result in a change to the record date for ADS holders. It seems from your letter that the Board of Directors does not propose to change the record date if the current schedule remains unchanged but would take all necessary steps to change the record date in the event that the circumstances described above result in an adjournment, postponement or reconvention of the scheduled May 8, 2019 meetings (as ADS holders would clearly be disadvantaged relative to shareholders and any argument that Citibank would somehow require an even longer advance period in order to permit the ADSs to be voted is nonsensical). If we have read your letter incorrectly in these respects, please let us know.

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<sup>1</sup> We assume your reference to “shareholders” was intended to cover ADS holders.



POLYGON

Fourth, it is not only shareholders and ADS holders that need time to assess such information. As we have articulated, if Dr. Maclaren's data to be released on April 29 is sufficiently encouraging, the Board of Directors should review its recommendation for shareholders to accept the \$25.50 offer from Biogen Inc. Furthermore, by making the data publically available to competing bidders, it could result in a superior proposal.

Finally, we note that your letter avoids any response with respect to our concern that the Board of Directors may have acted without knowledge of Centerview's engagement by Spark Therapeutics and that NITE's ADS holders and shareholders are being asked to vote without full and proper disclosure of Centerview's potential conflicts of interest. Please confirm that all of the members of the Board of Directors did in fact have such knowledge at the time of their approval of the proposed acquisition of NITE.

Sincerely,

**Polygon Global Partners LLP**

By: Dan Leather and Bechara Nasr, Portfolio Managers

**JOINT FILING AGREEMENT**

In accordance with Rule 13d-1(k)(1)(iii) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them of a Statement on Schedule 13D (including additional amendments thereto) with respect to the shares of American Depository Shares, each representing one Ordinary share, nominal value £0.01 per share of Nightstar Therapeutics plc. This Joint Filing Agreement shall be filed as an Exhibit to such Statement.

Dated: April 25, 2019

Polygon European Equity Opportunity Master Fund

Blackwell Partners LLC

Tetragon Financial Group Limited

Polygon Management Ltd.

Polygon Global Partners LP

Polygon Global Partners LLP

Tetragon Financial Management L.P.

By: /s/ Reade E. Griffith  
Name: Reade E. Griffith  
Title: Authorized Signatory

By: /s/ Patrick G.G. Dear  
Patrick G.G. Dear

By: /s/ Reade E. Griffith  
Reade E. Griffith

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