

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

**SCHEDULE TO**

Amendment No. 1  
**Tender Offer Statement under Section 14(d)(1) or 13(e)(1)  
of the Securities Exchange Act of 1934  
(Rule 14d-100)**

**Playtika Holding Corp.**

(Name of Subject Company (Issuer) and Filing Person (Offeror))

Common Stock, \$0.01 par value  
(Title of Class of Securities)

72815L 107  
(CUSIP Number of Class of Securities)

**Robert Antokol**  
Chief Executive Officer  
c/o Playtika Ltd.  
HaChoshlim St 8  
Herzliya Pituach, Israel  
972-73-316-3251

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

*with copies to:*

**Michael A. Treska**  
**Darren Guttenberg**  
Latham & Watkins LLP  
650 Town Center Drive, 20th Floor  
Costa Mesa, CA 92626  
(714) 540-1235

**Michael Cohen**  
Chief Legal Officer  
and Secretary  
c/o Playtika Ltd.  
HaChoshlim St 8  
Herzliya Pituach, Israel  
972-73-316-3251

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:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
- Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

This Amendment No. 1 (this "*Amendment*") amends and supplements the Tender Offer Statement on Schedule TO initially filed with the U.S. Securities and Exchange Commission (the "*SEC*") on November 14, 2022 (together with any amendments and supplements thereto, the "*Schedule TO*") by Playtika Holding Corp., a Delaware corporation (the "*Company*"), relating to the offer by the Company to exchange outstanding eligible stock options to purchase up to an aggregate of 13,523,596 shares of the Company's common stock, whether vested or unvested, that were granted under the Company's 2020 Incentive Award Plan for new restricted stock units. The Company's offer is being made upon the terms and subject to the conditions set forth in the Offer to Exchange, dated November 14, 2022 (together with any amendments or supplements thereto, the "*Offer to Exchange*"), filed as Exhibit (a) (1)(i) to the Schedule TO, and amended hereto.

This Amendment No. 1 is being filed in accordance with Rule 13e-4(c)(3) under the Exchange Act of 1934, as amended. The Schedule TO and the Offer to Exchange are hereby amended, restated and supplemented as set forth below and as provided in this Amendment No. 1. Every Item in the Schedule TO is automatically updated, to the extent such Item incorporates by reference any section of the Offer to Purchase that is amended, restated and supplemented in this Amendment. Except as specifically provided herein, the information contained in the Schedule TO and the Offer to Exchange remains unchanged and this Amendment does not modify any of the information previously reported on the Schedule TO. This Amendment No. 1

should be read in conjunction with the Schedule TO and the Offer to Exchange and the other documents that constituted part of the Offer. All capitalized terms used but not defined herein shall have the meanings assigned to them in the Offer to Exchange incorporated by reference herein.

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## **Items 1 through 11.**

### Extension of the Offer

The Offer to Exchange and the other exhibits to the Schedule TO, and Items 1 through 11 of the Schedule TO, to the extent such Items incorporate by reference the information contained in the Offer to Exchange referenced below, are hereby amended and supplemented as follows:

- The Company has elected to extend the expiration time of the offering period for the Option Exchange to 9:00 P.M., Pacific Time, on December 15, 2022, unless the Company, in its discretion, extends the period of time during which the Option Exchange will remain open.
- All references to “December 12, 2022” in the Offer to Exchange and the other exhibits to the Schedule TO and Items 1 through 11 of the Schedule TO are hereby amended and replaced with “December 15, 2022.”

### Incorporation by Reference

The Offer to Exchange and Items 1 through 11 of the Schedule TO, to the extent such Items incorporate by reference the information contained in the Offer to Exchange referenced below are hereby amended and supplemented by adding the following statement after the first full paragraph under “Section 10. Information Concerning Playtika – Incorporation by Reference” of the Offer to Purchase:

“In addition, the Current Report on Form 8-K filed by the Company on December 5, 2022 (including all exhibits attached thereto and incorporated therein by reference, but excluding any portions of such filing that was furnished to, rather than filed with, the SEC under applicable SEC rules) is hereby incorporated by reference.”

## **Item 12. Exhibits.**

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

- (a)(1)(xiv) [Press Release, dated December 5, 2022, regarding the Extension Of The Offering Period For The Option Exchange](#)
- (a)(1)(xv) [Form of Notice Email to Eligible Service Providers Regarding Extension of the Offering Period for the Option Exchange](#)
- (a)(1)(xvi) [Form of Final Reminder Email](#)

**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.

Playtika Holding Corp.

Date: December 5, 2022

By: /s/ Craig Abrahams

Craig Abrahams

President and Chief Financial Officer

**CONTACT:**  
Playtika Holding  
Corp.  
Investor Relations  
[ir@playtika.com](mailto:ir@playtika.com)  
[www.playtika.com](http://www.playtika.com)

### **Playtika Announces Extension of Offering Period for Option Exchange**

**HERZLIYA, Israel, December 5, 2022** — Playtika Holding Corp. (NASDAQ: PLTK) (“**Playtika**”), a mobile gaming entertainment and technology market leader with a portfolio of multiple game titles, today announced that it has extended the expiration time of the offering period for its offer to exchange outstanding eligible stock options to purchase up to an aggregate of 13,523,596 shares of Playtika’s common stock, whether vested or unvested (the “**Options**”), that were granted under Playtika’s 2020 Incentive Award Plan from certain eligible service providers for new restricted stock units (the “**Option Exchange**”) from 9:00 P.M., Pacific Time, on December 12, 2022 until 9:00 P.M., Pacific Time, on December 15, 2022, unless Playtika, in its discretion, extends the period of time during which the Option Exchange will remain open.

To date, approximately 7,436,975 Options have been validly tendered for exchange in the Option Exchange. Eligible service providers who have validly tendered and not withdrawn their Options do not need to re-tender their Options nor take any other action in response to the extension of the Option Exchange.

The Option Exchange is subject to terms and conditions, which are described in detail in the offer to exchange. Except for the extension of the expiration time of the offering period for the Option Exchange as set forth above, the terms and conditions of the Option Exchange remain the same.

None of Playtika’s management, the members of its Board of Directors (or any committee thereof) or any of Playtika’s other representatives or advisors for the Option Exchange or any representatives or advisors of any of the foregoing for the Option Exchange makes any recommendation as to whether or not any stockholder should participate in the Option Exchange.

**You should direct questions about the Option Exchange or requests for additional copies of the Offer to Exchange and the other offer documents to:**

Playtika Holding Corp.  
Email: [to@playtika.com](mailto:to@playtika.com)

#### **About Playtika**

Playtika is a mobile gaming entertainment and technology market leader with a portfolio of multiple game titles. Founded in 2010, Playtika was among the first to offer free-to-play social games on social networks and, shortly after, on mobile platforms. Headquartered in Herzliya, Israel, and guided by a mission to entertain the world through infinite ways to play, Playtika has employees across offices worldwide.

#### **Additional Information and Where to Find It**

Playtika has filed with the United States Securities and Exchange Commission (the “SEC”) a tender offer statement on Schedule TO with respect to the Option Exchange, including an offer to exchange, a related letter of transmittal and related materials. The Option Exchange will only be made pursuant to the offer to exchange, the related letter of transmittal and other related materials filed as part of the issuer tender offer statement on Schedule TO, in each case as may be amended or supplemented from time to time. This communication is not an offer to buy nor a solicitation of an offer to sell or exchange any securities of Playtika. Investors are able to obtain a free copy of these materials and all other documents filed by Playtika with the SEC at the website maintained by the SEC at [www.sec.gov](http://www.sec.gov). Investors may also obtain, at no charge, any such documents filed with or furnished to the SEC by Playtika under the “Investors” section of Playtika’s website at [www.playtika.com](http://www.playtika.com). INVESTORS AND SECURITY HOLDERS ARE ADVISED TO READ THESE DOCUMENTS, INCLUDING THE TENDER OFFER STATEMENT OF THE

COMPANY AND ANY AMENDMENTS THERETO, AS WELL AS ANY OTHER DOCUMENTS RELATING TO THE OPTION EXCHANGE THAT ARE FILED WITH THE SEC, CAREFULLY AND IN THEIR ENTIRETY PRIOR TO MAKING ANY DECISIONS WITH RESPECT TO WHETHER TO EXCHANGE SECURITIES IN CONNECTION WITH THE OPTION EXCHANGE BECAUSE THEY CONTAIN IMPORTANT INFORMATION, INCLUDING THE TERMS AND CONDITIONS OF THE OPTION EXCHANGE.

### **Forward-Looking Statements**

The statements included above that are not a description of historical facts are forward-looking statements. Words or phrases such as “believe,” “may,” “could,” “will,” “estimate,” “continue,” “anticipate,” “intend,” “seek,” “plan,” “expect,” “should,” “would” or similar expressions are intended to identify forward-looking statements. These forward-looking statements include without limitation statements regarding the Option Exchange. Risks and uncertainties that could cause results to differ from expectations include: (i) uncertainties as to the timing and terms of the Option Exchange; (ii) the risk that the Option Exchange may not be completed in a timely manner or at all; (iii) the possibility that any or all of the various conditions to the consummation of the Option Exchange may not be satisfied or waived; (iv) the occurrence of any event, change or other circumstance that could give rise to the termination of the Option Exchange; (v) the effect of the announcement or pendency of the Option Exchange on Playtika’s ability to retain and hire key personnel, its ability to maintain relationships with its customers, suppliers and others with whom it does business, its operating results and business generally or the trading market for its common stock; (vi) risks related to the Option Exchange diverting management’s attention from the Playtika’s ongoing business operations; (vii) the risk that stockholder litigation in connection with the Option Exchange may result in significant costs of defense, indemnification and liability; (viii) Playtika’s ability to achieve the benefits contemplated by the Option Exchange; and (ix) risks and uncertainties pertaining to Playtika’s business, including the risks and uncertainties detailed in Playtika’s Annual Report on Form 10-K for the year ended December 31, 2022 and its other filings with the SEC, as well as the tender offer materials to be filed by Playtika in connection with the Option Exchange. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. All forward-looking statements are qualified in their entirety by this cautionary statement, and the Playtika undertakes no obligation to revise or update these statements to reflect events or circumstances after the date hereof, except as required by law.

**Form of Extension of Option Exchange and Second Reminder Email Communication**

Playtika is extending the option exchange program offering period to 9:00 p.m. Pacific Time, Thursday, December 15, 2022. To date, eligible options to purchase approximately 7,436,975 shares of Playtika's common stock have been tendered for exchange in connection with the Option Exchange.

If you would like to participate in the Option Exchange, December 15, 2022, at 9:00 p.m. Pacific Time is now the final deadline to participate in the option exchange program. The option exchange deadline will be strictly enforced, so we encourage you to give yourself adequate time to make your election if you wish to participate.

You can access the option exchange program website at [www.myoptionexchange.com](http://www.myoptionexchange.com) and follow the directions to make a timely decision. If you have already established your account, login with your password and check your email for the authentication code. If you have not already established your account, please click on "Register as New User", set your password, and check your email for the authentication code. Simply follow the instructions on the website to access personalized information about your eligible options and how to make, change or withdraw your election before the end of the offering period.

Your participation in the option exchange program is completely voluntary. You are not obligated to participate in the option exchange program. Any options you do not elect to surrender for exchange will not be canceled and will remain subject to their present terms.

If you have any questions about the program, please contact to [@playtika.com](mailto:@playtika.com).

**Form of Final Reminder Email Communication**

According to our records, you have not yet submitted an election for your eligible options. This email is to remind you that today, December 15, 2022, at 9:00 p.m. Pacific Time is the final deadline to participate in the option exchange program. The option exchange deadline will be strictly enforced, so we encourage you to give yourself adequate time to make your election if you wish to participate.

You can access the option exchange program website at [www.myoptionexchange.com](http://www.myoptionexchange.com) and follow the directions to make a timely decision. If you have already established your account, login with your password and check your email for the authentication code. If you have not already established your account, please click on “Register as New User”, set your password, and check your email for the authentication code. Simply follow the instructions on the website to access personalized information about your eligible options and how to make, change or withdraw your election before the end of the offering period.

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If you have any questions about the program, please contact [to@playtika.com](mailto:to@playtika.com).