

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

Form CB

**TENDER OFFER/RIGHTS OFFERING NOTIFICATION FORM
(AMENDMENT NO. 2)**

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to file this Form:

- Securities Act Rule 801 (Rights Offering)
Securities Act Rule 802 (Exchange Offer)
Exchange Act Rule 13e-4(h)(8) (Issuer Tender Offer)
Exchange Act Rule 14d-1(c) (Third Party Tender Offer)
Exchange Act Rule 14e-2(d) (Subject Company Response)
Filed or submitted in paper if permitted by Regulation S-T Rule 101(b)(8)

Note: Regulation S-T Rule 101(b)(8) only permits the filing or submission of a Form CB in paper by a party that is not subject to the reporting requirements of Section 13 or 15(d) of the Exchange Act.

台灣微脂體股份有限公司

(Name of Subject Company)

Taiwan Liposome Company, Ltd.

(Translation of Subject Company's Name into English (if applicable))

Republic of China

(Jurisdiction of Subject Company's Incorporation or Organization)

Taiwan Liposome Company, Ltd.

(Name of Person(s) Furnishing Form)

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
American Depositary Shares (ADSs), each representing two common shares, par value NT\$10 per common share	TLC	The Nasdaq Global Market
Common shares, par value NT\$10 per share *	4152	The Nasdaq Global Market*

* Not for trading, but only in connection with the registration of the American Depositary Shares.

874038102**

(CUSIP Number of Class of Securities (if applicable))

George Yeh

President

Taiwan Liposome Company, Ltd.

11F-1, No. 3 Yuanqu Street

Nangang District,

Taipei City, Taiwan 11503

Republic of China

+886 2 2655 7377

(Name, Address (including zip code) and Telephone Number (including area code) of Person(s) Authorized to Receive Notices and Communications on Behalf of Subject Company)

Not applicable.

(Date Tender Offer/Rights Offering Commenced)

PART I – INFORMATION SENT TO SECURITY HOLDERS

Item 1. Home Jurisdiction Documents

The following documents are attached as exhibits to this Form CB:

<u>Exhibit Number</u>	<u>Exhibit Description</u>
1.1*	Taiwan Liposome Company, Ltd. (“ TLC ”, or the “ Subject Company ”) Notice of the First Extraordinary General Meeting of 2021 (the “ EGM ”) to consider, among others, the proposed privatization previously mentioned in the Form 6-K dated July 6, 2021 (the “ Share Swap ”). This document was posted on the TLC company website on August 4, 2021.
1.2*	TLC Handbook for the First Extraordinary General Meeting of 2021 (the “ EGM Handbook ”) to consider, among others, the Share Swap. This document was posted on the TLC company website on August 4, 2021, and hard copies of this document were circulated to shareholders in Taiwan on August 5, 2021.
1.3**	Cover note of the EGM Handbook (Exhibit 1.2) addressed to non-Taiwanese shareholders (not including ADS holders). This document was posted on the TLC company website together with the EGM Handbook on August 4, 2021, and hard copies of the combined document were circulated to shareholders outside Taiwan on August 5, 2021.
1.4*	First Amendment to the Share Swap Agreement, dated August 4, 2021, included as a supplement to the EGM Handbook (Exhibit 1.2). This document was posted on the TLC company website on August 4, 2021 as a supplement to the EGM Handbook.
1.5**	Revised EGM Handbook. This document was posted on the TLC company website on August 6, 2021.
1.6**	Cover note of the Revised EGM Handbook (Exhibit 1.5) addressed to non-Taiwanese shareholders (not including ADS holders). This document was posted on the TLC company website together with the Revised EGM Handbook on August 6, 2021.
1.7**	Cover note of the Revised EGM Handbook (Exhibit 1.5) addressed to ADS holders. This document was posted on the TLC company website together with the Revised Handbook on August 6, 2021, and an electronic copy of the combined document was furnished to the ADS depository for bulk print on August 6, 2021 and circulated to ADS holders by mail on or around August 6 2021.

* Previously filed with the Securities and Exchange Commission as an exhibit to Form 6-K on August 4, 2021 and incorporation by reference in this Form CB.

** Previously furnished to the Securities and Exchange Commission as an exhibit to Form CB/A on August 6, 2021.

Item 2. Informational Legends

The required legend is prominently included in Exhibits 1.2, 1.3, 1.5, 1.6 and 1.7.

PART II – INFORMATION NOT REQUIRED TO BE SENT TO SECURITY HOLDERS

<u>Exhibit Number</u>	<u>Exhibit Description</u>
2.1*	Press release, dated July 5, 2021, entitled “TLC Announces Details of Stock Swap Transactions”.
2.2*	Filings with the Taipei Exchange through the Taipei Exchange’s Market Observation Post System (“MOPS”), dated July 5, 2021, disclosing the minutes of the Q&A session in the press conference.
2.3**	Filings with the Taipei Exchange through MOPS, dated July 6, 2021, confirming the venue of the rescheduled 2021 Annual General Meeting and the EGM.
2.4***	Filing with the Taipei Exchange through MOPS, dated July 22, 2021, disclosing certain information about the Share Swap.
2.5****	Filing with the Taipei Exchange through MOPS, dated August 4, 2021, disclosing the amendment of Share Swap Agreement, with the full document uploaded on the MOPS website.
2.6*****	Q&A of Share Swap and the Restructuring as of August 4, 2021 (incorporated by reference in the Handbook (Exhibit 1.2) and the Revised EGM Handbook (Exhibit 1.5)). An electronic copy of this document was posted on the TLC company website on August 4, 2021.
2.7*****	Filing with the Taipei Exchange through MOPS, dated August 6, 2021, disclosing the amendment of the EGM Handbook (Exhibit 1.5), with the full document uploaded on the MOPS website.
2.8	Filing with the Taipei Exchange through MOPS, dated August 23, 2021, disclosing certain information about the Share Swap.

* Previously filed with the Securities and Exchange Commission as an exhibit to Form 6-K on July 6, 2021 and incorporation by reference in this Form CB.

** Previously filed with the Securities and Exchange Commission as an exhibit to Form 6-K on July 8, 2021 and incorporation by reference in this Form CB.

*** Previously filed with the Securities and Exchange Commission as an exhibit to Form 6-K on July 22, 2021 and incorporation by reference in this Form CB.

**** Previously filed with the Securities and Exchange Commission as an exhibit to Form 6-K on August 4, 2021 and incorporation by reference in this Form CB.

***** Previously furnished to the Securities and Exchange Commission as an exhibit to Form CB/A on August 6, 2021.

PART III – CONSENT TO SERVICE OF PROCESS

A written irrevocable consent and power of attorney on Form F-X was filed by Taiwan Liposome Company, Ltd. with the Securities and Exchange Commission on August 5, 2021.

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.

TAIWAN LIPOSOME COMPANY, LTD.

By: /s/ George Yeh

Name: George Yeh

Title: President

Date: August 24, 2021

No: 1

Subject: Pursuant to Article 33 of the Business Mergers And Acquisitions Act

To which item it meets—article 4 paragraph 53

Date of events: 2021/08/23

Contents:

1. Date of occurrence of the event: 2021/08/23
2. Company name: Taiwan Liposome Company, Ltd.
3. Relationship to the Company (please enter “head office” or “subsidiaries”): head office
4. Reciprocal shareholding ratios: NA
5. Cause of occurrence: Announcement to the items below pursuant to Article 33 of the Business Mergers And Acquisitions Act:
 - (1) The essentials of a resolution adopted by the shareholders’ meeting or the Board of Directors: The share swap transaction (Share Swap) conducted by Company and Woods Investment Company, Ltd. (“Woods”) has been approved separately by the Board of Directors of the Company on July 5, 2021, and the extraordinary shareholders’ meeting of the Company on August 20, 2021. Woods will issue series B special shares to shareholders of Company in exchange of Company shares held by them at the exchange ratio of 1:1. The issue price of the Series B Special Share will be NT\$100 per share. After Share Swap, Company will become a wholly-owned subsidiary of Woods.
 - (2) Transfer of shares shall be effective on the reference date of Share Swap. The tentative reference date of Share Swap is October 8, 2021 which is approved by the extraordinary shareholders’ meeting of Company on August 20, 2021.
 - (3) Shareholders shall file shares they held with the company one day before the reference date of the Share Swap; those shares not filed will become null and void. Where a centralized securities depository enterprise processes transfer matters, shareholders do not need to file shares they held with the company one day before the reference date of Share Swap, for the shares of Company is scripless issuance.
6. Countermeasures: None
7. Any other matters that need to be specified: None

No: 2

Subject: Announcement of the reference date and relevant dates for share conversion between Company and Woods Investment Company, Ltd. (“Woods”) Investment Company, Ltd.

To which item it meets—article 4 paragraph 53

Date of events: 2021/08/23

Contents:

1. Date of occurrence of the event: 2021/08/23
2. Company name: Taiwan Liposome Company, Ltd.
3. Relationship to the Company (please enter “head office” or “subsidiaries”): head office
4. Reciprocal shareholding ratios: NA
5. Cause of occurrence: The extraordinary shareholders’ meeting approved agenda items including share swap transaction with Woods, delisting of shares, and cessation of public company status on August 20, 2021, the reference date and other relevant dates are shown below:
 - (1) Stock last trading day: 2021/09/29
 - (2) Stock stop trading period: 2021/09/30~2021/10/08
 - (3) Stock last transfer date: 2021/10/01
 - (4) Book closure period: 2021/10/04~2021/10/08
 - (5) Reference date: 2021/10/08
 - (6) Delisting of shares and cessation of public company status date: 2021/10/08
6. Countermeasures: None
7. Any other matters that need to be specified:

The tentative reference date for the Share Swap is October 8, 2021. However, if either party to the Share Swap Agreement fails to obtain the requisite approval from the competent authorities, complete the requisite reporting procedure and obtain requisite corporate approvals (including board of directors and/or shareholders’ meeting approvals) or satisfy the closing conditions in the Share Swap Agreement, it is proposed to authorize the independent director, May Kang to change the reference date together with Woods and to make public announcement.