

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

Form CB

**TENDER OFFER/RIGHTS OFFERING NOTIFICATION FORM
(AMENDMENT NO. 5)**

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) | <input type="checkbox"/> |
| Securities Act Rule 802 (Exchange Offer) | <input checked="" type="checkbox"/> |
| Exchange Act Rule 13e-4(h)(8) (Issuer Tender Offer) | <input type="checkbox"/> |
| Exchange Act Rule 14d-1(c) (Third Party Tender Offer) | <input type="checkbox"/> |
| Exchange Act Rule 14e-2(d) (Subject Company Response) | <input type="checkbox"/> |
| Filed or submitted in paper if permitted by Regulation S-T Rule 101(b)(8) | <input type="checkbox"/> |

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)

Title of each class	Trading Symbol	Name of each exchange on which registered
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

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(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 depositary for bulk print on August 6, 2021 and circulated to ADS holders by mail on or around August 6 2021.
1.8***	TLC Meeting Minutes for the First Extraordinary General Meeting of 2021. This document was posted on the TLC company website on August 26, 2021.

* Previously filed with the Securities and Exchange Commission as an exhibit to Form 6-K on August 4, 2021 and incorporated 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.

*** Previously filed with the Securities and Exchange Commission as an exhibit to Form 6-K on August 26, 2021 and incorporated by reference in this Form CB.

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.
2.9*****	Filing with the Taipei Exchange through MOPS, dated September 6, 2021, disclosing certain information about the Share Swap closing date.
2.10*****	Press release, dated September 8, 2021, entitled “TLC Announces Voluntary Delisting and Deregistration of American Depository Shares”.
*	Previously filed with the Securities and Exchange Commission as an exhibit to Form 6-K on July 6, 2021 and incorporated 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 incorporated 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 incorporated 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 incorporated 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.
*****	Previously furnished to the Securities and Exchange Commission as an exhibit to Form CB/A on August 24, 2021.
*****	Previously furnished to the Securities and Exchange Commission as an exhibit to Form CB/A on September 7, 2021.
*****	Previously filed with the Securities and Exchange Commission as an exhibit to Form 6-K on September 8, 2021 and incorporated by reference in this Form CB.

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: September 8, 2021