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

SCHEDULE TO
Tender Offer Statement Pursuant to Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934

ABIOMED, INC.
(Name of Subject Company)

ATHOS MERGER SUB, INC.
(Offeror)
A Wholly Owned Subsidiary of

JOHNSON & JOHNSON
(Parent of Offeror)

COMMON STOCK, PAR VALUE $0.01 PER SHARE
>Title of Class of Securities

003654100
(CUSIP Number of Class of Securities)

Nicholas Antoun
Johnson & Johnson
One Johnson & Johnson Plaza
New Brunswick, NJ 08933
(732) 524-0400
(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing persons)

with copies to:
Robert I. Townsend, III
George F. Schoen
Sanjay Murti
Cravath, Swaine & Moore LLP
825 Eighth Avenue
New York, NY 10019
(212) 474-1000

CALCULATION OF FILING FEE

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<th>Transaction Valuation</th>
<th>Amount of Filing Fee</th>
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* A filing fee is not required in connection with this filing as it relates solely to preliminary communications made before the commencement of the tender offer.

☐ 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: N/A
Form or Registration No.: N/A
Filing Party: N/A
Date Filed: N/A

☒ 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 filing relates solely to pre-commencement communications made before the commencement of a planned tender offer by Athos Merger Sub, Inc., a Delaware corporation ("Purchaser"), a wholly owned subsidiary of Johnson & Johnson, a New Jersey corporation ("Parent"), for all of the outstanding shares of common stock, par value $0.01 per share, of ABIOMED, Inc., a Delaware corporation ("ABIOMED"), pursuant to the Agreement and Plan of Merger, dated as of October 31, 2022, by and among Parent, Purchaser and ABIOMED.

Additional Information
The tender offer described in this communication has not yet commenced, and this communication is neither an offer to purchase nor a solicitation of an offer to sell securities. At the time the tender offer is commenced, Parent will cause Purchaser to file a tender offer statement on Schedule TO with the U.S. Securities and Exchange Commission ("SEC"). Investors and ABIOMED security holders are strongly advised to read the tender offer statement (including an offer to purchase, letter of transmittal and related tender offer documents) that will be filed by Parent with the SEC and the related solicitation/recommendation statement on Schedule 14D-9 that will be filed by ABIOMED with the SEC, when they become available, because they will contain important information. These documents will be available at no charge on the SEC’s website at www.sec.gov. In addition, a copy of the offer to purchase, letter of transmittal and certain other related tender offer documents (once they become available) may be obtained free of charge by directing a request to Johnson & Johnson, Office of the Corporate Secretary, One Johnson & Johnson Plaza, New Brunswick, NJ 08933, Attn: Corporate Secretary’s Office. A copy of the solicitation/recommendation statement on Schedule 14D-9 (once it becomes available) also may be obtained free of charge from ABIOMED under the “Investors” section of ABIOMED’s website at https://investors.abiomed.com.

Cautions Concerning Forward-Looking Statements
This communication contains “forward-looking statements” regarding the potential acquisition of ABIOMED. The reader is cautioned not to rely on these forward-looking statements. These statements are based on current expectations of future events. If underlying assumptions prove inaccurate or known or unknown risks or uncertainties materialize, actual results could vary materially from the expectations and projections of ABIOMED or Parent. Risks and uncertainties include, but are not limited to: the risk that the closing conditions for the acquisition will not be satisfied, including the risk that clearance under the Hart-Scott-Rodino Antitrust Improvements Act or other applicable antitrust laws will not be obtained; uncertainty as to the percentage of ABIOMED stockholders that will support the proposed transaction and tender their outstanding shares of common stock of ABIOMED in the Offer; the possibility that the transaction will not be completed in the expected timeframe or at all; potential adverse effects to the businesses of Parent or ABIOMED during the pendency of the transaction, such as employee departures or distraction of management from business operations; the risk of stockholder litigation relating to the transaction, including resulting expense or delay; the potential that the expected benefits and opportunities of the acquisition, if completed, may not be realized or may take longer to realize than expected; challenges inherent in product research and development, including uncertainty of clinical success and obtaining regulatory approvals; uncertainty of commercial success for new products; manufacturing difficulties and delays; product efficacy or safety concerns resulting in product recalls or regulatory action; economic conditions, including currency exchange and interest rate fluctuations; the risks associated with global operations; competition, including technological advances, new products and patents attained by competitors; challenges to patents; changes to applicable laws and regulations, including tax laws and global health care reforms; adverse litigation or government action; changes in behavior and spending patterns or financial distress of purchasers of health care services and products; and trends toward health care cost containment. In addition, if and when the transaction is consummated, there will be risks and uncertainties related to the ability of the Parent family of companies to successfully integrate the products and employees/operations and clinical work of ABIOMED, as well as the ability to ensure continued performance or market growth of ABIOMED’s products. A further list and descriptions of these risks, uncertainties and other factors can be found in Parent’s Annual Report on Form 10-K for the fiscal year ended January 2, 2022, including in the sections captioned “Cautionary Note Regarding Forward-Looking Statements” and “Item 1A. Risk Factors,” and in Parent’s subsequent Quarterly Reports on Form 10-Q, and other filings with the Securities and Exchange Commission. Copies of these filings are available online at www.sec.gov, www.jnj.com or on request from Parent. Parent does not undertake to update any forward-looking statement as a result of new information or future events or developments.
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<th>Exhibit No.</th>
<th>Description</th>
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<tr>
<td>99.1</td>
<td>Email to ABIOMED employees, dated November 3, 2022</td>
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Subject: A Message from Ashley McEvoy at Johnson & Johnson

Please scroll down to read this message in German and Japanese.
Bitte scrollt nach unten, um diese Nachricht auf Deutsch zu lesen.
日本語メッセージは下にスクロールダウンしてご覧ください

Abiomed Team,

On behalf of everyone at Johnson & Johnson, we look forward to welcoming you to our organization.

Like your Four Guiding Principles and patients first philosophy, Johnson & Johnson is guided by Our Credo and Our Purpose to profoundly change the future of health for humanity. Your winning culture and unwavering dedication to innovation is inspiring. Congratulations on all you have achieved.

This week’s announcement marks an important step in the execution of our strategic priorities and our vision for the new Johnson & Johnson focused on MedTech and Pharmaceuticals. Johnson & Johnson is committed to strengthening our leading position in MedTech by entering some of the fastest-growing segments. We are excited to be adding Abiomed – and above all the talented Abiomed team under the leadership of your future President Andrew Greenfield – to the Johnson & Johnson family.

Together, we will be able to serve even more patients around the world and continue to advance the mission to make heart recovery the global standard of care. Our priority throughout this process is to minimize disruption to product development and to Abiomed employees and customers.

While exciting, we understand that these changes raise concerns about the unknown. Please know that Johnson & Johnson is committed to growing Abiomed, and your talented team is critical to our success. We are committed to listening and learning about your team’s culture and processes so that we can continue to enable those ways of working that have made Abiomed the leader it is today.

On Monday, November 7, some members of my team and I will visit Abiomed’s headquarters in Danvers to introduce ourselves and answer your questions. More details on our visit will be shared soon by Abiomed leadership.

This week’s announcement is just the first step, and we look forward to what we will accomplish together for millions of patients around the world. Our future is bright, and you will play a critical role in it. We are excited for what we will do together.

Ashley McEvoy
EVP and Worldwide Chairman
Johnson & Johnson MedTech

Abiomed-Team,

Im Namen aller Mitarbeiter von Johnson & Johnson freuen wir uns, Euch in unserem Unternehmen begrüßen zu dürfen.
Wie Eure vier Leitprinzipien und die Philosophie “Patient first – Patienten an erster Stelle” wird auch Johnson & Johnson von unserem Credo und unserer Zielsetzung geleitet, die Zukunft der Gesundheit für die Menschheit tiefgreifend zu verändern. Euer erfolgreiche Unternehmenskultur und Euer unermüdlicher Einsatz für Innovationen sind inspirierend. Herzlichen Glückwunsch zu allem, was Ihr bisher erreicht habt.


Wir verstehen, dass diese Veränderungen zwar aufregend sind, aber auch Ängste vor dem Unbekannten hervorrufen. Seid versichert, dass Johnson & Johnson sich dem Wachstum von Abiomed verschrieben hat und dass Euer talentiertes Team entscheidend für unseren Erfolg ist. Wir sind bestrebt, Euch zuzuhören und mehr über die Kultur und die Prozesse Eures Teams und der Zusammenarbeit zu erfahren, damit wir weiterhin die Arbeitsweisen ermöglichen können, die Abiomed zu dem führenden Unternehmen gemacht haben, das es heute ist.


Die Ankündigung in dieser Woche ist nur der erste Schritt, und wir freuen uns darauf, was wir gemeinsam für Millionen von Patienten in aller Welt erreichen werden. Unsere Zukunft ist rosig, und Ihr werdet dabei eine entscheidende Rolle spielen. Wir sind gespannt auf das, was wir gemeinsam erreichen werden.

Ashley McEvoy
EVP and Worldwide Chairman
Johnson & Johnson MedTech

アビオメッドチームの皆さん

ジョンソン・エンド・ジョンソンの従業員を代表して、アビオメッドの皆さんがあなたのチームの一員となられることを心より歓迎いたします。

アビオメッドの４原則や患者さん第一の考えと同じように、ジョンソン・エンド・ジョンソンには、人々の健康の未来を大きく変えるために、「我々の信条（Our Credo）」と「Our Purpose」と言う指針があります。アビオメッドのウィニングカルチャーの継続とイノベーションへの挑戦のない献身なのに私はとても心動かされました。皆さんか今まで成し遂げてきたことすべてに、心より感謝申し上げます。
今週の発表は、当社の戦略的優先事項の実行と、MedTech（医療機器）および製薬に焦点を当てた新生ジョンソン・エンド・ジョンソンのビジョンにとって重要なステップとなるものです。ジョンソン・エンド・ジョンソンは、最も急成長しているセグメントに参入することで、MedTechにおける当社の主導的地位を強化することを約束します。私たちがアビオメッドで、そして何よりも、次期プレジデントであるアンドリュー・グリーンフィールドが率いる有能なアビオメッドチームをジョンソン・エンド・ジョンソンファミリーにお迎えすることができることを心より嬉しく思います。

私たちは共に、世界中のさらに多くの患者さんに製品を提供し、心機能回復を世界の標準治療とする使命を前進させ続けることができるでしょう。このプロセスを通じて私たちが優先するのは、製品開発、アビオメッドの社員と顧客への混乱を最小限に抑えることです。

エキサイティングなことではありませんが、このような変化によって将来の未知のものに対して懸念を抱いてしまうことは十分理解しています。ジョンソン・エンド・ジョンソンはアビオメッドの成長に尽力し、アビオメッドの有能なチームが私たちの成功に不可欠であることを忘れないでください。私たちは、アビオメッドのチームの文化やプロセスに耳を傾け、学び、アビオメッドが業界のリーダーであることを実現する皆さんの働き方を継続できるよう、尽力していきます。

11月7日（月）、私と私のチームの数名がダンバースにあるアビオメッド本社を訪問し、自己紹介と皆さんとの質問にお答えする予定です。訪問に関する詳細は、近日中にアビオメッドのリーダーから発表される予定です。

今週の発表はその第一歩であり、世界中の何百万人もの患者さんのために、私たちが共に成し遂げることを楽しみにしています。私たちの未来は明らかに、皆さんはその中で重要な役割を果たすことになります。将来、共に働くことを楽しみにしています。

アシュレイ・マクエボイ
ジョンソン・エンド・ジョンソン
エグゼクティブ・ヴァイス・プレジデント 兼 MedTechワールドワイドチェアマン

Corporate Communications
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corporatecommunications@abiomed.com
www.abiomed.com

Recovering hearts. Saving lives.

Additional Information and Where to Find it
The tender offer described in this communication has not yet commenced. This communication is neither an offer to purchase nor a solicitation of an offer to sell shares of ABIOMED, Inc. At the time the offer is commenced, Johnson & Johnson and its merger subsidiary, Athos Merger Sub, Inc., will file a Tender Offer Statement on Schedule TO with the U.S. Securities and Exchange Commission, and ABIOMED, Inc. will file a Solicitation/Recommendation Statement on Schedule 14D-9 with respect to the offer. ABIOMED, Inc. stockholders and other investors are urged to read the
tender offer materials (including an Offer to Purchase, a related Letter of Transmittal and certain other offer documents) and the Solicitation/Recommendation Statement, as they may be amended from time to time, when they become available because they will contain important information that should be read carefully before any decision is made with respect to the tender offer. These materials will be sent free of charge to all stockholders of ABIOMED, Inc. In addition, all of these materials (and all other materials filed by ABIOMED, Inc. with the SEC) will be available at no charge from the SEC through its website at www.sec.gov. Investors and security holders may also obtain free copies of the documents filed with the SEC by ABIOMED, Inc. at https://investors.abiomed.com.

Cautionary Statement Regarding Forward-Looking Statements

This communication includes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements, other than statements of historical fact, may be forward-looking statements. These forward-looking statements may be accompanied by such words as “anticipate,” “believe,” “estimate,” “expect,” “forecast,” “intend,” “may,” “plan,” “potential,” “project,” “target,” “should,” “likely,” “will” and other words and terms of similar meaning. Forward-looking statements include, among other things, statements regarding the potential benefits of the proposed transaction; the prospective performance, future plans, events, expectations, performance, objectives and opportunities and the outlook for ABIOMED’s business; filings and approvals relating to the transaction; the expected timing of the completion of the transaction; the ability to complete the transaction considering the various closing conditions; any potential strategic benefits, synergies or opportunities expected as a result of the proposed transaction; and any assumptions underlying any of the foregoing. Investors are cautioned that any such forward-looking statements are not guarantees of future performance and involve risks and uncertainties and are cautioned not to place undue reliance on these forward-looking statements. Actual results may differ materially from those currently anticipated due to a number of risks and uncertainties.

Risks and uncertainties that could cause the actual results to differ from expectations contemplated by forward-looking statements include: uncertainties as to the timing of the tender offer and merger; the risk that the proposed transaction may not be completed in a timely manner or at all; uncertainties as to how many of ABIOMED’s stockholders will tender their stock in the offer; the possibility that various closing conditions for the transaction may not be satisfied or waived, including that a governmental entity may prohibit, delay or refuse to grant approval for the consummation of the transaction; the occurrence of any event, change or other circumstance that could give rise to the termination of the merger agreement; the effect of this announcement or pendency of the proposed transaction on the ABIOMED’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 business generally or its stock price; risks related to diverting management’s attention from ABIOMED’s ongoing business operations; the risk that stockholder litigation in connection with the proposed transaction may result in significant costs of defense, indemnification and liability; the potential that the strategic benefits, synergies or opportunities expected from the proposed acquisition may not be realized or may take longer to realize than expected; the successful integration of ABIOMED into Johnson & Johnson subsequent to the closing of the transaction and the timing of such integration; other business effects, including the effects of industry, economic or political conditions outside of ABIOMED’s control; transaction costs; and other risks and uncertainties detailed from time to time in documents filed with the Securities and Exchange Commission (“SEC”) by ABIOMED, including ABIOMED’s current annual report on Form 10-K on file with the SEC, as well as the Schedule 14D-9 to be filed by ABIOMED and the tender offer documents to be filed by Johnson & Johnson and Athos Merger Sub, Inc. The effects of the COVID-19 pandemic may give rise to risks that are currently unknown or amplify the risks associated with many of these factors.

ABIOMED is providing the information in this filing as of this date and assumes no obligation to update any forward-looking statements as a result of new information, future developments or otherwise, except as required by law.