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

# SCHEDULE 14D-9
**(Rule 14d-101)**

**SOLICITATION/RECOMMENDATION STATEMENT**
**UNDER SECTION 14(d)(4) OF THE SECURITIES EXCHANGE ACT OF 1934**

# RAPID MICRO BIOSYSTEMS, INC.
**(Name of Subject Company)**

# RAPID MICRO BIOSYSTEMS, INC.
**(Name of Person(s) Filing Statement)**

**CLASS A COMMON STOCK, PAR VALUE $0.01 PER SHARE**
**CLASS B COMMON STOCK, PAR VALUE $0.01 PER SHARE**
**(Title of Class of Securities)**

**75340L104**
**(CUSIP Number of Class of Securities)**

**Robert Spignesi**
**President Chief Executive Officer**
**Rapid Micro Biosystems, Inc.**
**25 Hartwell Avenue**
**Lexington, MA**
**(978) 349-3200**

***With copies to:***

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☒ Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

On November 16, 2026, Rapid Micro Biosystems, Inc. ("***RMB***" or the "***Company***") issued a press release announcing the execution of an Agreement and Plan of Merger (the "***Merger Agreement***") with Merck KGaA, Darmstadt, Germany, a German corporation with general partners ("***Parent***") and EMD Holdings NewCo II, Inc, a Delaware corporation and a wholly owned subsidiary of Parent ("***Purchaser***"). Pursuant to the Merger Agreement, and upon the terms and subject to the conditions therein, Purchaser will commence a cash tender offer (the "***Offer***") to acquire all of the issued and outstanding shares of Class A common stock, $0.01 par value per share, and Class B common stock, $0.01 par value per share at a price per share of $0.75, without interest and subject to any withholding of taxes required by applicable law. If successful, the Offer will be followed by a merger of Purchaser with and into RMB.

The information set forth under Items 1.01, 8.01 and 9.01 of the Current Report on Form 8-K filed by RMB, on November 16, 2026 (including all exhibits attached thereto and incorporated therein by reference) is incorporated herein by reference.

**Additional Information about the Proposed Transaction and Where to Find It**

The tender offer referred to in this report has not yet commenced. This report is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell shares, nor is it a substitute for the tender offer materials that Parent and its acquisition subsidiary will file with the SEC upon commencement of the tender offer. At the time the tender offer is commenced, Parent and Purchaser will cause to be filed a tender offer statement on Schedule TO with the SEC, and the Company will file a solicitation/recommendation statement on Schedule 14D-9 with respect to the tender offer. THE TENDER OFFER STATEMENT (INCLUDING AN OFFER TO PURCHASE, A RELATED LETTER OF TRANSMITTAL AND OTHER OFFER DOCUMENTS) AND THE SOLICITATION/RECOMMENDATION STATEMENT WILL CONTAIN IMPORTANT INFORMATION THAT SHOULD BE READ CAREFULLY AND CONSIDERED BY THE COMPANY'S STOCKHOLDERS BEFORE ANY DECISION IS MADE WITH RESPECT TO THE TENDER OFFER. Both the tender offer statement and the solicitation/recommendation statement will be mailed to the Company's stockholders free of charge. A free copy of the tender offer statement and the solicitation/recommendation statement will also be made available to all stockholders of the Company by accessing www.rapidmicrobio.com or by contacting the Company's Investor Relations contact at investors@rapidmicrobio.com. In addition, the tender offer statement and the solicitation/recommendation statement (and all other documents filed with the SEC) will be available at no charge on the SEC's website: www.sec.gov, upon filing with the SEC.

THE COMPANY'S STOCKHOLDERS ARE ADVISED TO READ THE SCHEDULE TO AND THE SCHEDULE 14D-9, AS EACH MAY BE AMENDED OR SUPPLEMENTED FROM TIME TO TIME, AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC WHEN THEY BECOME AVAILABLE BEFORE THEY MAKE ANY DECISION WITH RESPECT TO THE TENDER OFFER, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION AND THE PARTIES THERETO.

**Cautionary Statement Regarding Forward-Looking Statements**

This report contains forward-looking statements regarding, among other things, the proposed acquisition of the Company by Parent, the expected timetable for completing the transaction, the Company's future operating and financial performance, its business strategy and growth outlook, including with respect to its Growth Direct platform and systems, and its ability to develop and commercialize new and enhanced products and solutions. Words such as "anticipates," "continue," "could," "may," "forecasts," "expects," "intends," "plans," "potentially," "believes," "seeks," "estimates," "predict," "target," and variations of such words and similar expressions are intended to identify such forward-looking statements, although not all forward-looking statements contain these identifying words. Forward-looking statements are not guarantees of future performance and are subject to certain risks, uncertainties, and assumptions that are difficult to predict; therefore, actual results may differ materially from those expressed or forecasted in any such statements. Such forward-looking statements are based on current expectations, estimates and projections about the Company's industry and business, management's beliefs, and certain assumptions made by the Company's management. Actual results could differ materially from those stated or implied in forward-looking statements due to a number of factors, including but not limited to: (i) risks associated with the timing of the closing of the proposed transaction, including the risks that a condition to closing would not be satisfied within the expected timeframe or at all or that the closing of the proposed transaction will not occur; (ii) uncertainties as to how many of the Company's stockholders will tender their shares in the offer; (iii) the possibility that a governmental entity may prohibit, delay or refuse to grant approval for the consummation of the transaction; (iv) the possibility that competing offers will be made; (v) the occurrence of any event, change or other circumstance that could give rise to the termination of the transaction; (vi) the outcome of any legal proceedings that may be instituted against the parties and others related to the merger agreement; (vii) unanticipated difficulties or expenditures relating to the proposed transaction, the response of business partners and competitors to the announcement of the proposed transaction, and/or potential difficulties in employee retention as a result of the announcement and pendency of the proposed transaction; (viii) the Company's ability to achieve positive cash flow and otherwise achieve its business objectives; (ix) the Company's ability to meet its publicly announced guidance and other expectations regarding its business and operations; (x) the Company's ability to fulfill customer orders on anticipated timelines or at all; (xi) the impact of the Company's existing and any future indebtedness on its ability to operate its business and its ability to access additional funding under its debt facility; (xii) the effectiveness of the Company's sales force and sales processes and its ability to maintain and expand its customer base; (xiii) the Company's ability to anticipate market needs and successfully develop and launch new and enhanced products and solutions; (xiv) the Company's ability to hire and retain qualified employees; (xv) risks related to the Company's manufacturing, supply chain, regulatory and intellectual property matters; (xvi) the impact of inflation, interest rates, tariffs, trade policy and other macroeconomic conditions on the Company's business and operations; and (xvii) those risks detailed in the Company's most recent Annual Report on Form 10-K and subsequent reports filed with the SEC, as well as other documents that may be filed by the Company from time to time with the SEC. The Company cannot assure you that the events and circumstances reflected in the forward-looking statements will be achieved or occur, and actual results could differ materially from those projected in the forward-looking statements. The forward-looking statements made in this report relate only to events as of the date on which the statements are made. The Company undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date on which the statement is made or to reflect the occurrence of unanticipated events.