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DATE:	**MAY 28, 2014**
SUBJECT:	**CHELSEA THERAPEUTICS INTERNATIONAL, LTD. - TENDER OFFER** **OPTION SYMBOLS: CHTP/1CHTP** **DATE: 6/20/14**

Chelsea Therapeutics International, Ltd. (CHTP) is the subject of an Offer to Purchase (The "Offer"), as described below:

PURCHASER:	Charlie Acquisition Corp., an indirect wholly-owned subsidiary of H. Lundbeck A/S
SECURITY TO BE PURCHASED:	Chelsea Therapeutics International, Ltd. (CHTP) Common Shares
QUANTITY:	All Chelsea Therapeutics International, Ltd. (CHTP) Common Shares
OFFER TERMS:	See Below
EXPIRATION:	12:00 Midnight, New York City Time, on Friday, June 20, 2014 unless extended
DEPOSITARY:	Computershare Trust Company, N.A.
GUARANTY PERIOD*:	Three (3) NASDAQ Trading Days

*Under the terms of this Offer, shares not immediately available may nevertheless be tendered provided they are tendered under a properly executed "Notice of Guaranteed Delivery", and valid delivery is subsequently made within the specified "guaranty period." In all cases it is the sole responsibility of the person tendering to comply with all terms and conditions of the Offer.

OFFER TERMS

Each CHTP Common Share may be tendered for $6.44 cash plus one non-transferable contingent value right (CVR) for each share of Common Stock of Chelsea Therapeutics International, Ltd. accepted in the offer. The CVR represents the non-transferable right to receive up to $1.50 per share upon the achievement of specified sales milestones as described in the Offer to Purchase.

EXERCISE CONSIDERATIONS

As indicated below, CHTP options will not be adjusted to reflect the expiration of the Offer and will not call for the delivery of the contingent value rights (CVR). Call holders who wish to ensure entitlement to the contingent value rights may exercise their options sufficiently in advance of the expiration of the Offer and tender the CHTP shares received into the Offer.

ADJUSTMENT POLICY FOR TENDERS

Interpretation .03 to Article VI, Section 11A, of OCC's By-Laws states the following:

> Adjustments will not be made to reflect a tender offer or exchange offer to the holders of the underlying security whether such offer is made by the issuer of the underlying security or by a third person or whether the offer is for cash, securities or other property. This policy will apply without regard to whether the price of the underlying security may be favorably or adversely affected by the offer or whether the offer may be deemed to be coercive. Outstanding options ordinarily will be adjusted to reflect a merger, consolidation or similar event that becomes effective following the completion of a tender offer or exchange offer.

Under this interpretation, CHTP options will not be adjusted to reflect the expiration of the Offer.

POSSIBLE CONTRACT ADJUSTMENT

The Offer is being made with intention to subsequently effect a merger wherein all remaining CHTP Common Shares will be converted into the right to receive the offer terms. Interpretation .03 to Article VI, Section 11A, of OCC's By-Laws indicates a contract adjustment for CHTP options would be contemplated when and if the aforementioned intended merger is actually consummated. It is not known how quickly after the expiration of the Offer the intended merger or contract adjustment would be effected. Until such merger is consummated, CHTP option exercises would continue to call for delivery of the underlying security.

CHTP options will not be adjusted to require delivery of the contingent value rights (CVR).

DELIVERY SETTLEMENT AND PROTECT PROVISIONS

Option contracts which are exercised will require the settlement of all component securities included in the contract deliverable at the time of the option contract exercise, including rights, warrants, or similar instruments. Additional entitlements (such as due bills, eligibility to participate in tender offers, elections, etc.) may also automatically attach to securities deliverable upon option exercise**.** Conversely, securities not included in the contract deliverable at the time of the option exercise not associated with the underlying deliverable securities, may preclude call exercisers from realizing the benefit of such entitlements. (See also "Special Risks - Valuation Disparity".) Except in unusual cases, securities deliverable as a result of equity option exercise are settled through National Securities Clearing Corporation (“NSCC”).

Rights and obligations of Members with respect to securities settling at NSCC as a result of an option exercise/assignment are governed by the rules of NSCC. NSCC has its own rules which enable purchasers of securities to protect themselves for value which may be lost if timely delivery is not made to them of securities subject to specific deadlines, such as the expiration of a tender offer, rights subscription, election, or similar event. These rules are generally called "protect" or "liability notice" procedures, and are intended to protect purchasers by binding the delivering parties to liability if such value is lost because timely delivery is not effected. Purchasers of securities must observe the rules and procedures of NSCC to avail themselves of such "protect" provisions of NSCC. Questions regarding these provisions should be addressed to NSCC.

SPECIAL RISKS

Writers of call options and holders of short positions in physically-settled security futures at maturity who are uncovered with respect to deliverable securities subject to deadlines or cut-off times (such as expirations of tender offers, rights subscriptions, elections, or similar events) should be aware of a risk associated with the timing of their possible assignments or physically-settled security futures delivery obligations: Equity option exercise settlement and settlement of physically-settled security futures delivery obligations normally occurs 3 business days after the option exercise date or the security-futures maturity date. An uncovered call writer or uncovered short futures holder who has an obligation to deliver, and who waits until after assignment or futures maturity to effect purchase of the underlying security, may not be able to effect timely delivery by a regular-way purchase (3 business-day settlement) or call option exercise (3 business-day settlement after exercise). Such uncovered writer or short futures holder may nevertheless be subject to liability under the protect provisions of NSCC (see above) with respect to his delivery obligation, because he cannot make timely delivery. Additionally, Cash Markets (same-day, or less-than-3-business-day settlement) may not be available, or may be expensive for buyers of the underlying security.

DISCLAIMER

CATEGORY: CONTRACT ADJUSTMENT

For questions regarding this memo, call 1-888-678-4667 or email investorservices@theocc.com.