
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

**SCHEDULE TO
(Amendment No. 1)**

(RULE 14d-100)

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934**

MakeMyTrip Limited

(Name of Subject Company (Issuer))

MakeMyTrip Limited

(Name of Filing Person (Issuer))

0.00% Convertible Senior Notes due 2028
(Title of Class of Securities)

56087F AB0
(CUSIP Number of Class of Securities)

Dipak Bohra
Group Chief Financial Officer
19th Floor, Building No. 5
DLF Cyber City
Gurugram, India, 122002
Telephone: (+91-124) 439-5000

with copy to:

Rajiv Gupta
Stacey Wong
Latham & Watkins LLP
9 Raffles Place
#42-02 Republic Plaza
Singapore 048619
+65 6536 1161

(Name, address and telephone number of person authorized to receive notices and communications on behalf of the filing person)

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)
-
-

INTRODUCTORY STATEMENT

This Amendment No. 1 to Schedule TO (this “Amendment No. 1”) amends and supplements the Tender Offer Statement on Schedule TO that was initially filed by MakeMyTrip Limited (the “Company”) on January 12, 2026 (the “Schedule TO”) relating to the Company’s 0.00% Convertible Senior Notes due 2028 (the “Notes”). This Amendment No. 1 relates to the final results of the Company’s repurchase of the Notes that have been validly surrendered for repurchase and not withdrawn pursuant to the Company’s Notice to the holders of the Notes (the “Holders”) dated January 12, 2026 (the “Repurchase Right Notice”). The information contained in the Schedule TO, including the Repurchase Right Notice, as supplemented and amended by the information contained in Item 12 below, is incorporated herein by reference. Except as specifically provided herein, this Amendment No. 1 does not modify any of the information previously reported on the Schedule TO.

This Amendment No. 1 amends and supplements Schedule TO as set forth below and constitutes the final amendment to the Schedule TO. This Amendment No. 1 is intended to satisfy the disclosure requirements of Rule 13e-4(c)(4) under the Securities Exchange Act of 1934, as amended.

ITEM 12. ADDITIONAL INFORMATION.

Item 12 of the Schedule TO is hereby amended and supplemented to include the following information:

The repurchase right offer expired at 11:59 p.m. Eastern Time, on Thursday, February 12, 2026 (the “Expiration Date”). The Company has been advised by The Bank of New York Mellon, as paying agent (the “Paying Agent”), that pursuant to the terms of the Repurchase Right Notice, none of the Notes were surrendered through the facilities of, and in accordance with the procedures of, the Depository Trust Company’s (“DTC”) Automated Tender Offer Program (“ATOP”) for repurchase as of the Expiration Date. As of the Expiration Date, no Notes are held in the certificated non-global form. The aggregate amount of the Repurchase Price is nil. As of February 13, 2026, US\$230,000,000 aggregate principal amount of the Notes remain outstanding and continue to be subject to the existing terms of the Indenture and the Notes.

ITEM 12. EXHIBITS.

- (a)(1)* [Repurchase Right Notice to Holders of 0.00% Convertible Senior Notes due 2028 issued by the Company, dated as of January 12, 2026.](#)
- (a)(5)(A)* [Press Release issued by the Company, dated as of January 12, 2026.](#)
- (a)(5)(B)† [Press Release issued by the Company, dated as of February 13, 2026](#)
- (b) Not applicable.
- (d) [Indenture, dated as of February 9, 2021, between the Company and The Bank of New York Mellon, as trustee \(incorporated by reference to Exhibit 99.1 to the Company’s Form 6-K \(File No. 001-34837\) filed with the Securities and Exchange Commission on February 9, 2021\).](#)
- (g) Not applicable.
- (h) Not applicable.
- 107 [Filing Fee Table.](#)

* Previously filed.

† Filed herewith.

SIGNATURE

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.

MakeMyTrip Limited

By: /s/ Rajesh Magow

Name: Rajesh Magow

Title: Group Chief Executive Officer

Dated: February 13, 2026

MakeMyTrip Limited Announces Completion of the Repurchase Right Offer for Its 0.00% Convertible Senior Notes due 2028

GURUGRAM, India, February 13, 2026 — MakeMyTrip Limited (“MakeMyTrip” or the “Company”) (NASDAQ: MMYT), a leading travel service provider in India, today announced that it has completed its previously announced repurchase right offer relating to its 0.00% Convertible Senior Notes due 2028 (CUSIP No. 56087F AB0) (the “Notes”). The repurchase right offer expired at 11:59 p.m. Eastern Time, on Thursday, February 12, 2026. None of the noteholders exercised their repurchase right, and no Notes were surrendered for repurchase.

Materials filed with the SEC will be available electronically without charge at the SEC’s website, <http://www.sec.gov>. Documents filed with the SEC may also be obtained without charge at the Company’s website, <https://investors.makemytrip.com/investors/financials>.

About MakeMyTrip Limited

MakeMyTrip Limited is India’s leading travel service provider operating well-recognized travel brands including MakeMyTrip, Goibibo and redBus. Through our primary websites www.makemytrip.com, www.goibibo.com, www.redbus.in, and mobile platforms, travellers can research, plan and book a wide range of travel services and products in India as well as overseas. Our services and products include air ticketing, hotel and alternative accommodations bookings, holiday planning and packaging, rail ticketing, bus ticketing, car hire and ancillary travel requirements such as facilitating access to third-party travel insurance, visa processing and foreign exchange.

We provide our customers with access to all major domestic full-service and low-cost airlines operating in India and all major airlines operating to and from India, a comprehensive set of domestic accommodation properties in India and a wide selection of properties outside of India, Indian Railways and all major Indian bus operators. For more information, visit https://www.makemytrip.com/about-us/company_profile.php.

For investor and media inquiries, please contact:

MakeMyTrip Limited

Investor Relations

Email: vipul.garg@go-mmt.com

Source: MakeMyTrip

Calculation of Filing Fee Tables

Schedule TO
(Amendment No. 1)

(Form Type)

MakeMyTrip Limited
(Name of Issuer)

Table 1 – Transaction Valuation

	Transaction Valuation	Fee Rate	Amount of Filing Fee
Fees to Be Paid	\$ —		—
Fees Previously Paid	230,000,000.00 ⁽¹⁾	0.01381% ⁽²⁾	31,763.00 ⁽²⁾
Total Transaction Valuation	\$230,000,000.00		
Total Fees Due for Filing			\$31,763.00⁽²⁾
Total Fees Previously Paid			31,763.00⁽²⁾
Total Fee Offsets			—
Net Fee Due			\$ —

- (1) Calculated solely for purposes of determining the filing fee. The purchase price of the 0.00% Convertible Senior Notes due 2028 (the “Notes”), as described herein, is US\$1,000 per US\$1,000 principal amount outstanding. As of February 13, 2026 there was US\$230,000,000.00 aggregate principal amount of Notes outstanding, resulting in an aggregate maximum purchase price of US\$230,000,000.00 (excluding any accrued and unpaid special interest, if and to the extent such special interest is payable pursuant to the terms of the Indenture).
- (2) The filing fee of \$31,763.00 was previously paid in connection with the filing of the Tender Offer Statement on Schedule TO on January 12, 2026 by MakeMyTrip Limited (File No. 005-85619). The amount of the filing fee was calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, and equals US\$138.10 for each US\$1,000,000 of the value of the transaction.