
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

Veraxa Biotech Holding AG

(Name of Issuer)

Ordinary Shares, par value CHF 100/11325 per share

(Title of Class of Securities)

(CUSIP Number)

**Jurgen Bauer
Meyerhoferstrasse 1,
Heidelberg, 2M, 69117
0000000000**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

06/10/2026

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. ☐

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No.

Name of reporting person

1 European Molecular Biology Laboratory

Check the appropriate box if a member of a Group (See Instructions)

2 ☐ (a)
☐ (b)

3 SEC use only

4	Source of funds (See Instructions)
	SC
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)
	☐
6	Citizenship or place of organization
	GERMANY
	Sole Voting Power
7	0.00
Number of Shares Beneficially Owned by Each Reporting Person	Shared Voting Power
8	22,891,235.00
	Sole Dispositive Power
9	0.00
With:	Shared Dispositive Power
10	22,891,235.00
	Aggregate amount beneficially owned by each reporting person
11	22,891,235.00
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
	☐
13	Percent of class represented by amount in Row (11)
	16.2 %
14	Type of Reporting Person (See Instructions)
	CO

Comment (8) The shares reported in this Schedule 13D as beneficially owned by European Molecular Biology Laboratory (the "Reporting Person") were acquired upon the closing of a business combination between Voyager Acquisition Corp. ("Voyager") and Veraxa Biotech AG ("Veraxa"; such transaction with Voyager, the "Business Combination") on June 8, 2026 (the "Closing Date"), pursuant to a Business Combination Agreement by and among Voyager, Veraxa, Veraxa Biotech AG ("PubCo"), Veraxa Cayman Merger Sub ("Merger Sub"), and Oliver Baumann, solely in his capacity as shareholder representative, Voyager merged with and into Merger Sub, with Merger Sub being the surviving company and a wholly owned subsidiary of PubCo. Following, Veraxa merged with and into PubCo, with PubCo being the surviving company. Following the consummation of the Business Combination, PubCo changed its name to "Veraxa Biotech AG" (the "Issuer").

SCHEDULE 13D

- Item 1. Security and Issuer
- Title of Class of Securities:
- (a) Ordinary Shares, par value CHF 100/11325 per share
- Name of Issuer:
- (b) Veraxa Biotech Holding AG
- Address of Issuer's Principal Executive Offices:
- (c) TALACKER 35, ZURICH, SWITZERLAND , 8001.
- Item 2. Identity and Background
- (a) This Schedule 13D is being filed by European Molecular Biology Laboratory (the "Reporting Person").
- (b) The principal business address of the Reporting Person is Meyerhoferstrasse 1, Heidelberg, Germany 69117.
- (c) The Reporting Person is a shareholder of the Issuer.
- (d) N/A

- (e) N/A
- (f) The Reporting Person is a Germany citizen.
- Item 3. Source and Amount of Funds or Other Consideration
- The source of the funding for the Common Shares acquired under the Merger Agreement is more fully described in Item 4 below.
- Item 4. Purpose of Transaction
- The Reporting Person acquired the PubCo Ordinary Shares reported herein in connection with the closing of the Business Combination as described in Item 3 above. The Reporting Person acquired the PubCo Ordinary Shares for investment purposes. Depending upon overall market conditions, other investment opportunities available to the Reporting Person, the Issuer's financial condition, results of operations, share price and other relevant factors, the Reporting Person may from time to time acquire additional PubCo Ordinary Shares, dispose of all or a portion of the PubCo Ordinary Shares beneficially owned by the Reporting Person, or take any other available courses of action (which may include, without limitation, any plans or proposals described in clauses (a)-(j) of Item 4 of Schedule 13D), in any case in one or more transactions. The Reporting Person does not have any present plans or proposals which relate to or would result in any of the actions specified in Item 4(a)-(j) of Schedule 13D, except as described below: As described in Item 6 below, the Reporting Person is party to that certain Voting, Support and Lock-Up Agreement among SPAC, the Company, and certain shareholders of the Company (the "Company Shareholder Support Agreement"), pursuant to which the Reporting Person agreed, among other things, not to transfer certain PubCo Ordinary Shares for a specified period following the Acquisition Closing, subject to certain exceptions. In addition, the Company Shareholders have the right to receive an aggregate of up to 5,000,000 additional PubCo Ordinary Shares (the "Earnout Shares") during each of the three fiscal years after the Closing Date, in the event that: (i) the volume-weighted average price ("VWAP") of the PubCo Ordinary Shares equals or exceeds \$11.00 for 20 trading days during any 30 consecutive trading day period prior to December 31, 2026; (ii) the VWAP equals or exceeds \$12.50 for 20 trading days during any 30 consecutive trading day period prior to December 31, 2027; and (iii) the VWAP equals or exceeds \$14.00 for 20 trading days during any 30 consecutive trading day period prior to December 31, 2028.
- Item 5. Interest in Securities of the Issuer
- (a) See rows 11 and 13 of the cover page for each Reporting Person. Item 2 and the description of the arrangements set forth in Item 6 are incorporated by reference.
- (b) See rows 7 through 10 of the cover page for each Reporting Person. Item 2 and the description of the arrangements set forth in Item 6 are incorporated by reference.
- (c) Except as disclosed in Item 3 of this Schedule 13D, the Reporting Persons have not effected a transaction in the Common Shares in the past 60 days.
- (d) N/A
- (e) N/A
- Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer
- Business Combination Agreement On April 22, 2025, SPAC, the Company, and the Company Shareholder Representative entered into the Business Combination Agreement, which was subsequently amended on October 18, 2025 and further amended on February 2, 2026. The Business Combination Agreement provides for, among other things, the Initial Merger and the Acquisition Merger as described in Item 3 above. The description of the Business Combination Agreement set forth in the Proxy Statement/Prospectus filed with the SEC on February 19, 2026 (Registration No. 333-289108) is incorporated herein by reference. Voting, Support and Lock-Up Agreement Concurrently with the execution of the Business Combination Agreement, SPAC, the Company, and certain shareholders of the Company entered into the Company Shareholder Support Agreement, pursuant to which certain shareholders of the Company agreed, among other things: (a) to appear for purposes of constituting a quorum at any meeting of the shareholders of the Company called to seek approval of the transactions contemplated in the Business Combination Agreement; (b) to vote in favor of the transactions contemplated by the Business Combination Agreement; (c) to vote against any proposals that would materially impede the transactions; (d) not to sell or transfer any of their Company Shares prior to closing; and (e) for a specified period after the Acquisition Closing, not to transfer certain PubCo Ordinary Shares received in the transaction, subject to certain exceptions. Earnout Shares As additional consideration for the Business Combination, the Company Shareholders have the right to receive an aggregate of up to 5,000,000 Earnout Shares upon satisfaction of the applicable VWAP Conditions as described in Item 4 above.
- Item 7. Material to be Filed as Exhibits.
- Exhibit A Business Combination Agreement, dated as of April 22, 2025, by and among Voyager Acquisition Corp., Veraxa Biotech AG and Oliver Baumann (incorporated by reference to the registration statement on Form F-4, Registration No. 333-289108, filed with the SEC) Exhibit B Amendment to Business Combination Agreement, dated as of October 18, 2025 (incorporated by reference to the registration statement on Form F-4, Registration No. 333-289108, filed with the SEC) Exhibit C Second Amendment and Waiver to Business Combination Agreement, dated as of February 2, 2026 (incorporated by reference to the registration statement on Form F-4, Registration No. 333-289108, filed with the SEC) Exhibit D Voting Agreement, dated as of June 9, 2026, by and among Veraxa Biotech Holding AG, Voyager Acquisition Sponsor Holdco LLC, and Adeel Rouf.

SIGNATURE

After reasonable 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.

European Molecular Biology Laboratory

Signature: European Molecular Biology Laboratory

Name/Title: Jurgen Bauer, Deputy Managing Director

Date: 06/16/2026