

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): September 25, 2023

TRANSCODE THERAPEUTICS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-40363
(Commission
File Number)

81-1065054
(I.R.S. Employer
Identification No.)

TransCode Therapeutics, Inc.
6 Liberty Square, #2382
Boston, Massachusetts 02109
(Address of principal executive offices, including zip code)

(857) 837-3099
(Registrant's telephone number, including area code)

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered or to be registered pursuant to Section 12(b) of the Act.

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.0001 per share	RNAZ	The Nasdaq Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01 Entry into a Material Definitive Agreement.

On September 25, 2023, TransCode Therapeutics, Inc., a Delaware corporation (the “Company”), entered into an underwriting agreement (the “Underwriting Agreement”) with ThinkEquity LLC, as underwriter (the “Underwriter”), pursuant to which the Company agreed to issue and sell, in a public offering (the “Offering”), an aggregate of (i) 700,000 shares (“Shares”) of the Company’s common stock, par value \$0.0001 per share (the “Common Stock”), and (ii) pre-funded warrants (“Pre-Funded Warrants”) to purchase 16,163,000 shares of Common Stock, including 1,163,000 Pre-Funded Warrants pursuant to the partial exercise of the Underwriter’s over-allotment option to purchase up to 2,339,200 additional shares of Common Stock and/or Pre-Funded Warrants. The Shares were sold at a public offering price of \$0.51 per Share, and the Pre-Funded Warrants were sold at a public offering price of \$0.50 per Pre-Funded Warrant, which represents the per share public offering price for the common stock less the \$0.01 per share exercise price for each such Pre-Funded Warrant. The total gross proceeds from the Offering, before deducting underwriting discounts and commissions and other offering expenses payable by the Company, are approximately \$8.5 million. The Company also issued Underwriter’s Warrants to the Underwriter, exercisable to purchase 843,150 shares of Common Stock, at an exercise price of \$0.6375 per share. The offering closed on September 28, 2023.

The representations, warranties and covenants contained in the Underwriting Agreement were made solely for the benefit of the parties to the Underwriting Agreement. In addition, such representations, warranties and covenants (i) are intended as a way of allocating risk between the parties to the Underwriting Agreement and not as statements of fact, and (ii) may apply standards of materiality in a way that is different from what may be viewed as material by stockholders of, or other investors in, the Company. Moreover, information concerning the subject matter of the representations and warranties may change after the date of the Underwriting Agreement, which subsequent information may or may not be fully reflected in public disclosures.

The offering was made pursuant to a registration statement on Form S-1 (Registration Statement No. 333-274251) filed with the Securities and Exchange Commission (the “Commission”) on August 29, 2023, and amended on September 11, 2023, and September 25, 2023, and was declared effective by the Commission on September 25, 2023. A copy of the form of the Underwriting Agreement is filed as Exhibit 1.1 to this report and the description of the terms of the Underwriting Agreement is qualified in its entirety by reference to such exhibit. The form of Pre-Funded Warrant is filed as Exhibit 4.1 to this report and the description of the terms of the Pre-Funded Warrants is qualified in its entirety by reference to such exhibit. The form of Underwriter’s Warrant is filed as Exhibit 4.2 to this report and the description of the terms of the Underwriter’s Warrants is qualified in its entirety by reference to such exhibit.

Item 8.01 Other Events.

On September 25, 2023, the Company issued a press release announcing the pricing of the offering. A copy of this press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

On September 28, 2023, the Company issued a press release announcing the closing of the offering. A copy of this press release is attached as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

[1.1 Form of Underwriting Agreement \(Incorporated by reference to Exhibit 1.1 to the Registrant's Amendment No. 2 to Registration Statement on Form S-1, filed on September 25, 2023 \(File No. 333-274251\)\).](#)

[4.1 Form of Pre-Funded Warrant \(Incorporated by reference to Exhibit 4.2 to the Registrant's Amendment No. 2 to Registration Statement on Form S-1, filed on September 25, 2023 \(File No. 333-274251\)\).](#)

[4.2 Form of Underwriter's Warrant \(Incorporated by reference to Exhibit 4.3 to the Registrant's Amendment No. 2 to Registration Statement on Form S-1, filed on September 25, 2023 \(File No. 333-274251\)\).](#)

[99.1 Press release, dated September 25, 2023.](#)

[99.2 Press release, dated September 28, 2023.](#)

104 Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TransCode Therapeutics, Inc.

Date: September 28, 2023

By: /s/ Thomas A. Fitzgerald
Thomas A. Fitzgerald
Chief Financial Officer

TRANSCODE

THERAPEUTICS™

TransCode Therapeutics Announces Pricing of \$8 Million Public Offering

September 26, 2023

BOSTON, Sept. 25, 2023 (GLOBE NEWSWIRE) -- TransCode Therapeutics, Inc. (Nasdaq: RNAZ), (the "Company"), an RNA oncology company committed to more effectively treating cancer using RNA therapeutics, today announced the pricing of its underwritten public offering of an aggregate of 15,700,000 shares of its common stock (or pre-funded warrants ("Pre-Funded Warrants") in lieu thereof). Each share of common stock (or Pre-Funded Warrant) is being sold at a public offering price of \$0.51 per share (inclusive of the Pre-Funded Warrant exercise price of \$0.01). All of the shares and Pre-Funded Warrants in the offering are being sold by the Company. Total gross proceeds from the offering, before deducting underwriting discounts and commissions and other offering expenses, are expected to be approximately \$8 million. In addition, the Company has granted the underwriters a 45-day option to purchase up to 2,339,200 additional shares of its common stock and/or Pre-Funded Warrants at the public offering price less the underwriting discount.

ThinkEquity is acting as sole book-running manager for the offering.

The closing of the offering is expected to occur on or about September 28, 2023, subject to the satisfaction of customary closing conditions. The Company intends to use the net proceeds from this offering, together with its existing funds, for one or more clinical trials with TTX-MC138, its lead therapeutic candidate, including related investigational new drug enabling studies, and for working capital and other general corporate purposes.

The securities described above are being offered pursuant to a registration statement on Form S-1 (File No. 333-274251), which was declared effective by the Securities and Exchange Commission (the "SEC") on September 25, 2023. The offering is being made only by means of a prospectus forming part of the effective registration statement relating to the offering. A preliminary prospectus relating to the offering has been filed with the SEC. Electronic copies of the final prospectus, when available, may be obtained on the SEC's website at <http://www.sec.gov> and may also be obtained by contacting ThinkEquity at 17 State St., 41st Floor, New York, NY 10004.

This press release shall not constitute an offer to sell or a solicitation of an offer to buy any of the securities described herein, nor shall there be any sale of these securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such state or other jurisdiction.

About TransCode Therapeutics

TransCode is an RNA oncology company created on the belief that cancer can be more effectively treated using RNA therapeutics. The Company has created a platform of drug candidates designed to target a variety of tumor types with the objective of significantly improving patient outcomes. The Company's lead therapeutic candidate, TTX-MC138, is focused on treating metastatic cancer, which is believed to cause approximately 90% of all cancer deaths totaling over nine million per year worldwide. The Company believes that TTX-MC138 has the potential to dramatically improve clinical outcomes in a range of cancers, including breast, pancreatic, ovarian and colon cancer, glioblastomas and others. Another of the Company's drug candidates, TTX-siPDL1, focuses on treating tumors by targeting PD-L1. TransCode also has three cancer-agnostic programs: TTX-RIGA, an RNA-based agonist of the retinoic acid-inducible gene I designed to drive an immune response in the tumor microenvironment; TTX-CRISPR, a CRISPR/Cas9-based therapy platform for the repair or elimination of cancer-causing genes inside tumor cells; and TTX-mRNA, an mRNA-based platform for the development of cancer vaccines designed to activate cytotoxic immune responses against tumor cells.

Forward-Looking Statements

This press release contains "forward-looking statements" that are subject to substantial risks and uncertainties, including statements related to the completion of the offering. All statements, other than statements of historical fact, contained in this press release are forward-looking statements. Forward-looking statements contained in this press release may be identified by the use of words such as "anticipate," "believe," "contemplate," "could," "estimate," "expect," "intend," "seek," "may," "might," "plan," "potential," "predict," "project," "target," "aim," "should," "will" "would," or the negative of these words or other similar expressions, although not all forward-looking statements contain these words. Forward-looking statements are based on the Company's current expectations and are subject to inherent uncertainties, risks and assumptions that are difficult to predict. Further, certain forward-looking statements are based on assumptions as to future events that may not prove to be accurate, including the number of shares that may be issued and amount of proceeds that may be received by the Company pursuant to the offering, the satisfaction of customary closing conditions related to the offering, timing and completion of the offering and various other factors. These and other risks and uncertainties are described more fully in the sections titled "Risk Factors" and "Cautionary Note Regarding Forward-Looking Statements" in the final prospectus related to the offering described herein, and the Company's Annual Report on Form 10-K and other reports filed with the Securities and Exchange Commission. Forward-looking statements contained in this announcement are made as of this date, and the Company undertakes no duty to update such information except as required under applicable law.

For more information, please contact:

Alan Freidman
VP Investor Relations
Alan.freidman@transcodetherapeutics.com



TransCode Therapeutics Announces Closing of \$8.5 Million Public Offering

BOSTON, September 28, 2023 (GLOBE NEWSWIRE) -- TransCode Therapeutics, Inc. (Nasdaq: RNAZ) (the "Company"), an RNA oncology company committed to more effectively treating cancer using RNA therapeutics, today announced the closing of its previously announced public offering of an aggregate of 16,863,000 shares of its common stock (or pre-funded warrants ("Pre-Funded Warrants") in lieu thereof), including the partial exercise of the underwriter's over-allotment option. Each share of common stock (or Pre-Funded Warrant) was sold at a public offering price of \$0.51 per share (inclusive of the Pre-Funded Warrant exercise price of \$0.01 per share). All of the shares and Pre-Funded Warrants in the offering were sold by the Company. Total gross proceeds from the offering, before deducting underwriting discounts and commissions and other offering expenses, are expected to be approximately \$8.5 million. The Company has granted the underwriters a 45-day option to purchase up to 2,339,200 additional shares of its common stock and/or Pre-Funded Warrants at the public offering price less the underwriting discount, which the underwriter has partially exercised to purchase 1,163,000 Pre-Funded Warrants at the closing.

ThinkEquity acted as the sole book-running manager for the offering.

The Company intends to use the net proceeds from this offering, together with its existing funds, for one or more clinical trials with TTX-MC138, its lead therapeutic candidate, including related investigational new drug enabling studies, and for working capital and other general corporate purposes.

The securities described above were offered pursuant to a registration statement on Form S-1 (File No. 333-274251) declared effective by the Securities and Exchange Commission (the "SEC") on September 25, 2023. The offering was made only by means of a prospectus forming part of the effective registration statement relating to the offering. Electronic copies of the final prospectus may be obtained on the SEC's website at <http://www.sec.gov> and may also be obtained by contacting ThinkEquity at 17 State St., 41st Floor, New York, NY 10004.

This press release shall not constitute an offer to sell or a solicitation of an offer to buy any of the securities described herein, nor shall there be any sale of these securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such state or other jurisdiction.

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