
**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): November 22, 2024

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 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 5.07 Submission of Matters to a Vote of Security Holders.

The following proposals were submitted to the stockholders of TransCode Therapeutics, Inc., (the “Company”) at a Special Meeting of Stockholders held on November 22, 2024 (the “Special Meeting”):

- (i) Ratification of the Company's issuance and sale of securities pursuant a placement agency agreement with ThinkEquity LLC (“Think”) pursuant to which the Company agreed to sell, in a best efforts public offering, an aggregate of 10,000,000 shares (the “Shares”) of Common Stock and issue to Think warrants to purchase 500,000 shares of Common Stock (the “Ratification Proposal”);
- (ii) The approval of an amendment to the Company's Amended and Restated Certificate of Incorporation to effect a reverse stock split of the Company's outstanding shares of Common Stock, par value \$0.0001 per share (the “Common Stock”), by a ratio of any whole number between 1-for-10 and 1-for-40, the implementation and timing of which shall be subject to the discretion of the Board of Directors (the “Reverse Stock Split Proposal”); and
- (iii) The approval of an adjournment of the Special Meeting to the extent there are insufficient votes at the Special Meeting to approve the preceding Reverse Stock Split Proposal or Ratification Proposal (the “Adjournment Proposal”).

The proposals are described in detail in the Company's Definitive Proxy Statement filed with the Securities and Exchange Commission on October 28, 2024.

The number of shares of Common Stock entitled to vote at the Special Meeting was 17,265,658. The number of shares of Common Stock present or represented by valid proxy at the Special Meeting was 9,480,060. All matters submitted to a vote of the Company's stockholders at the Special Meeting were approved.

The number of votes cast for, against and the number of abstentions and broker non-votes with respect to each proposal are set forth below:

- (i) Stockholders approved the Ratification Proposal. The results of the voting included 3,659,491 votes for, 1,094,753 votes against and 70,611 votes abstained. There were 4,655,205 broker non-votes regarding this proposal.
 - (ii) Stockholders approved the Reverse Stock Split Proposal. The results of the voting included 7,271,421 votes for, 2,012,687 votes against and 195,952 votes abstained. There were no broker non-votes regarding this proposal.
 - (iii) Stockholders approved the Adjournment Proposal. The results of the voting included 7,738,700 votes for, 1,524,796 votes against and 216,564 votes abstained. There were no broker non-votes regarding this proposal. No motion was made to approve an adjournment to the Special Meeting following approval of the Adjournment Proposal because sufficient votes were cast at the Special Meeting to approve the Reverse Stock Split Proposal and the Ratification Proposal.
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SIGNATURES

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.

Date: November 25, 2024

TransCode Therapeutics, Inc.

By: /s/ Thomas A. Fitzgerald

Thomas A. Fitzgerald

Interim Chief Executive Officer and Chief Financial Officer
