

**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): August 3, 2022 (July 29, 2022)

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 8.01 Other Events.

On August 2, 2022, TransCode Therapeutics, Inc. (“TransCode”) issued a press release announcing that TransCode and The University of Texas M.D. Anderson Cancer Center (“M.D. Anderson”) had entered into a strategic five-year collaboration agreement to advance TransCode’s pipeline of RNA-targeted oncology therapeutic and diagnostic candidates. A copy of this press release is attached hereto as Exhibit 99.1.

Under the agreement, M.D. Anderson and TransCode will collaborate on the design and conduct of pre-clinical and clinical studies with oversight from a joint steering committee. TransCode has committed to pay M.D. Anderson \$10,000,000 to fund these studies over a five-year period and will provide the developmental candidates for evaluation and other support. The effective date of the agreement is July 29, 2022. The term of the agreement is five years following the effective date or until the studies are completed, whichever is later, unless earlier terminated by either party for material breach or by M.D. Anderson as provided below.

TransCode will retain all right, title and interest in and to its own background intellectual property. In addition, to the extent it is permitted to do so under applicable laws, M.D. Anderson has agreed to assign to TransCode the sole and exclusive ownership in and to any invention, whether patentable or not, that is conceived or discovered as a result of the conduct of one or more research studies to be conducted by M.D. Anderson pursuant to the agreement or the use of TransCode’s confidential information, in which M.D. Anderson has an ownership interest. If M.D. Anderson is not permitted by applicable laws to make such assignment of inventions to TransCode, to the extent M.D. Anderson is permitted to do so under applicable laws, M.D. Anderson has agreed to grant to TransCode a worldwide, exclusive, perpetual (except as prohibited by law), irrevocable, fully paid-up, royalty-free, transferrable and sublicensable license.

In order to accommodate the review of the agreement by M.D. Anderson’s Office of General Counsel of System, whose approval of the agreement is required, for a period of sixty days following the effective date of the agreement, M.D. Anderson will have the right to terminate the agreement without cause upon ten days’ notice to TransCode.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit</u>	<u>Description</u>
99.1	Press release of TransCode Therapeutics, Inc. dated August 2, 2022.
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: August 3, 2022

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



TransCode Therapeutics and MD Anderson Announce Strategic Alliance to Advance RNA Therapies for Oncology

August 2, 2022

BOSTON and HOUSTON, Aug. 02, 2022 (GLOBE NEWSWIRE) -- [TransCode Therapeutics, Inc.](#) (Nasdaq: RNAZ) ("TransCode" or the "Company"), the RNA oncology company, and [The University of Texas MD Anderson Cancer Center](#) ("MD Anderson"), today announced a strategic alliance to advance TransCode's pipeline of RNA-targeted oncology therapeutic and diagnostic candidates.

Through the alliance, TransCode and MD Anderson scientists will collaborate on preclinical studies to further validate TransCode's therapeutic and diagnostic candidates and to expand the reach of TransCode's discovery engine. The results of these studies will inform future clinical trials with these agents, including trials to be led at MD Anderson.

"RNA-based therapeutics offer exciting possibilities to treat cancer. We can now examine how regulatory RNAs affect signaling, both spatially and temporally, at the single-cell level in tumor cells, immune cells and stem cells — all critical for tumor progression, relapse and immune evasion," said principal investigator [Sendurai Mani, Ph.D.](#), Professor of [Translational Molecular Pathology](#). "Our goals in collaborating with TransCode are to gain a deeper understanding of RNA-targeted therapies and to bring innovative new treatment options to our patients."

The collaboration has the potential to inform multiple clinical programs in TransCode's pipeline, starting with its lead therapeutic candidate, TTX-MC138, designed to treat multiple metastatic cancers. Future clinical trials will be designed and led by [Vivek Subbiah, M.D.](#), Associate Professor of [Investigational Cancer Therapeutics](#) at MD Anderson.

"This strategic alliance offers the opportunity to further unlock the potential of our therapeutic pipeline by combining the promise of our image capable delivery platform and discovery engine with the unique talent and resources found at MD Anderson," said [Zdravka Medarova, PhD](#), Co-Founder and CTO of TransCode.

Prior to a Phase I clinical trial, TTX-MC138 is scheduled to enter a first-in-human Phase 0 clinical trial designed to demonstrate delivery of the therapeutic candidate to metastatic lesions in patients with advanced solid tumors.

"We are acutely aware of the expectations that come with a therapeutic approach that has the potential to induce durable regressions of metastatic disease. We are committed to taking every opportunity to fulfill the promise of RNA in cancer," said [Michael Dudley](#), Co-Founder and CEO of TransCode.

About TransCode Therapeutics

[TransCode](#) is an RNA oncology company created on the belief that cancer can be defeated 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 produce regression without recurrence in a range of cancers, including breast, pancreatic, ovarian and colon cancer, glioblastomas and others. Two of the Company's other drug candidates, TTX-siPDL1 and TTX-siLIN28B, focus on treating tumors by targeting PD-L1 and LIN28B, respectively. TransCode also has three cancer-agnostic programs, TTX-RIGA, an RNA-based agonist of the retinoic acid-inducible gene I, or RIG-I, approach 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.

About MD Anderson

[The University of Texas MD Anderson Cancer Center](#) in Houston ranks as one of the world's most respected centers focused on cancer patient care, research, education and prevention. The institution's sole mission is to end cancer for patients and their families around the world. MD Anderson is one of only 53 comprehensive cancer centers designated by the National Cancer Institute (NCI). MD Anderson is No. 1 for cancer in U.S. News & World Report's "Best Hospitals" rankings. It has been named one of the nation's top two hospitals for cancer since the rankings began in 1990. MD Anderson receives a cancer center support grant from the NCI of the National Institutes of Health (P30 CA016672).

Forward-Looking Statement

This release contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, including, without limitation, statements concerning the MD Anderson alliance and results that may derive therefrom, statements concerning the potential for treating cancer with RNA therapeutics, statements concerning the timing and outcome of expected regulatory filings and clinical trials, including the filing of an exploratory Investigational New Drug application for the planned first-in-human study of TTX-MC138, statements concerning the timing and outcome of this study, including whether this study will demonstrate proof-of-mechanism, statements concerning patent applications, and statements concerning TransCode’s development programs and its TTX technology platform generally. Any forward-looking statements in this press release are based on management’s current expectations of future events and are subject to a number of risks and uncertainties that could cause actual results to differ materially and adversely from those set forth in or implied by such forward-looking statements. These risks and uncertainties include, but are not limited to: the risk associated with drug discovery and development; the risk that the results of our planned clinical trials will not be consistent with our pre-clinical studies or expectations; risks associated with the timing and outcome of TransCode’s planned regulatory submissions; risks associated with TransCode’s planned clinical trials for its product candidates; risks associated with obtaining, maintaining and protecting intellectual property; risks associated with TransCode’s ability to enforce its patents against infringers and defend its patent portfolio against challenges from third parties; the risk of competition from other companies developing products for similar uses; risks associated with TransCode’s financial condition and its need to obtain additional funding to support its business activities, including TransCode’s ability to continue as a going concern; risks associated with TransCode’s dependence on third-parties; and risks associated with the COVID-19 coronavirus. For a discussion of these and other risks and uncertainties, and other important factors, any of which could cause TransCode’s actual results to differ from those contained in or implied by the forward-looking statements, see the section entitled “Risk Factors” in TransCode’s Annual Report on Form 10-K for the year ended December 31, 2021, as well as discussions of potential risks, uncertainties and other important factors in any subsequent TransCode filings with the U.S. Securities and Exchange Commission. All information in this press release is as of the date of the release; TransCode undertakes no duty to update this information unless required by law.

For more information, please contact:

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