

**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 26, 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 3.03 Material Modifications to Rights of Security Holders.**

To the extent required by Item 3.03 of Form 8-K, information regarding the Reverse Split (as defined below) contained in Item 5.03 of this Current Report on Form 8-K is incorporated by reference herein.

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On November 26, 2024, TransCode Therapeutics, Inc., (the “Company”) filed with the Secretary of State of the State of Delaware a Certificate of Amendment (the “Certificate of Amendment”) to its Amended and Restated Certificate of Incorporation to effect a 1-for-33 reverse stock split (the “Reverse Split”) of the Company’s issued and outstanding shares of common stock, par value \$0.0001 per share (the “Common Stock”), as of 12:01 a.m. Eastern Time on December 4, 2024 (the “Effective Time”). Beginning with the opening of trading on December 4, 2024, the Company’s Common Stock is expected to trade on the Nasdaq Capital Market on a split-adjusted basis under a new CUSIP, number 89357L 402. The Company’s Common Stock will continue to trade under the symbol “RNAZ.”

At a Special Meeting of Stockholders held on November 22, 2024, the Company’s stockholders granted the Company’s Board of Directors (the “Board”) the discretion to effect the Reverse Split at a ratio of any whole number between 1-for-10 and 1-for-40, with such ratio and the timing of the Reverse Split to be determined by the Board.

As a result of the Reverse Split, every thirty-three (33) shares of the Company’s Common Stock issued and outstanding as of the Effective Time will automatically be converted into one (1) share of Common Stock, but without any change in the par value per share. Proportional adjustments will be made to the number and exercise prices of shares of Common Stock issuable upon exercise of the Company’s outstanding stock options and warrants. The Reverse Split will not change the number of authorized shares of Common Stock. Immediately after the Effective Time, after giving effect to the Reverse Split and the shares issued by the Company in its previously announced private placement, the Company will have approximately 696,233 shares of Common Stock issued and outstanding.

Vstock Transfer LLC (“Vstock”), the Company’s transfer agent, is acting as exchange agent for the Reverse Split. The Reverse Split will affect all stockholders uniformly, except with respect to the treatment of fractional shares. In lieu of issuing fractional shares, stockholders of record who otherwise would be entitled to receive fractional shares will be entitled to rounding up of the fractional share to the nearest whole number. Beneficial owners whose shares are held in “street name” through banks, brokers, custodians or other nominees will have their holdings automatically adjusted without further action by such banks, brokers, custodians or other nominees, who will be instructed by Vstock to give effect to the Reverse Split. However, these banks, brokers, custodians or other nominees may have different procedures for processing the Reverse Split than those for registered stockholders. If a stockholder’s shares are held by a bank, broker, custodian or other nominee and that stockholder has any questions in this regard, that stockholder is encouraged to contact the bank, broker, custodian or other nominee holding their shares for more information.

The foregoing description of the Certificate of Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Certificate of Amendment, which is filed as Exhibit 3.1 to this Current Report on Form 8-K and incorporated herein by reference.

**Item 7.01 Regulation FD Disclosure.**

On November 25, 2024, the Company issued a press release announcing the Reverse Split and on November 29, 2024, the Company issued a press release announcing the effective date of the Reverse Split. Copies of the press releases are attached as Exhibit 99.1 and 99.2 hereto, and incorporated herein by reference.

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**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit</b>	<b>Description</b>
<u>3.1</u>	<a href="#">Certificate of Amendment to Amended and Restated Certificate of Incorporation of TransCode Therapeutics, Inc.</a>
<u>99.1</u>	<a href="#">Press Release, dated November 25, 2024.</a>
<u>99.2</u>	<a href="#">Press Release, dated November 29, 2024.</a>
104	The cover page from this Current Report on Form 8-K formatted in Inline XBRL (included as Exhibit 101).

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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 29, 2024

**TransCode Therapeutics, Inc.**

By: /s/ Thomas A. Fitzgerald

Thomas A. Fitzgerald

Interim Chief Executive Officer and Chief Financial Officer

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**CERTIFICATE OF AMENDMENT  
TO THE  
AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
TRANSCODE THERAPEUTICS, INC.**

TransCode Therapeutics, Inc. (the “Corporation”), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the “DGCL”), does hereby certify:

1. Pursuant to Section 242 of the DGCL, this Certificate of Amendment to the Amended and Restated Certificate of Incorporation (this “Certificate of Amendment”) amends the provisions of the Amended and Restated Certificate of Incorporation of the Corporation, as amended (the “Charter”).
2. This Certificate of Amendment has been approved and duly adopted by the Corporation’s Board of Directors and stockholders in accordance with the provisions of Section 242 of the DGCL.
3. Upon this Certificate of Amendment becoming effective, the Charter is hereby amended as follows:

ARTICLE IV of the Charter is hereby amended by adding the following new paragraph at the end of such article:

**“D. DECEMBER 2024 REVERSE STOCK SPLIT**

Effective at 12:01 AM, Eastern Time, on December 4, 2024 (the “**December 2024 Split Effective Time**”), every thirty-three (33) shares of common stock issued and outstanding or held by the Corporation as treasury shares as of the December 2024 Split Effective Time shall automatically, and without action on the part of the stockholders, be combined, reclassified and changed into one (1) validly issued, fully paid and non-assessable share of common stock, without effecting a change to the par value per share of common stock, subject to the treatment of fractional interests as described below (the “**December 2024 Reverse Split**”). Notwithstanding the immediately preceding sentence, no fractional shares will be issued in connection with the combination effected by the preceding sentence. The Board of Directors shall make provision for the issuance of that number of fractions of common stock such that any fractional share of a holder otherwise resulting from the December 2024 Reverse Split shall be rounded up to the next whole number of shares of common stock. As of the December 2024 Split Effective Time and thereafter, a certificate(s) representing shares of common stock prior to the December 2024 Reverse Split is deemed to represent the number of post-December 2024 Reverse Split shares into which the pre-December 2024 Reverse Split shares were reclassified and combined. The December 2024 Reverse Split shall also apply to any outstanding securities or rights convertible into, or exchangeable or exercisable for, common stock of the Corporation and all references to such common stock in agreements, arrangements, documents and plans relating thereto or any option or right to purchase or acquire shares of common stock shall be deemed to be references to the common stock or options or rights to purchase or acquire shares of common stock, as the case may be, after giving effect to the December 2024 Reverse Split.”

4. This Certificate of Amendment shall become effective at 12:01 AM, Eastern Time, on December 4, 2024

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**IN WITNESS WHEREOF**, the undersigned authorized officer of the Corporation has executed this Certificate of Amendment to the Amended and Restated Certificate of Incorporation as of November 26, 2024.

**TRANSCODE THERAPEUTICS, INC.**

By: /s/ Thomas A Fitzgerald

Name: Thomas A Fitzgerald

Title: Interim Chief Executive Officer and Chief Financial Officer

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# TRANSCODE

THERAPEUTICS™

## TransCode Therapeutics Announces 1-for-33 Reverse Stock Split

*Split designed to achieve compliance with Nasdaq minimum bid price requirements*

BOSTON, Nov. 25, 2024 -- TransCode Therapeutics, Inc. (Nasdaq: RNAZ) (“TransCode” or the “Company”), the RNA Oncology Company™ committed to more effectively treating cancer using RNA therapeutics, today announced that its Board of Directors has approved a 1-for-33 reverse stock split. The reverse stock split was approved by TransCode’s stockholders on November 22, 2024, and is intended to increase the per share trading price of the Company’s common stock to enable the Company to satisfy the minimum bid price requirement for continued listing on the Nasdaq Capital Market.

The 1-for-33 reverse stock split will automatically convert thirty-three current shares of TransCode’s common stock into one new share of common stock. No fractional shares will be issued in connection with the reverse stock split. In lieu of issuing fractional shares, stockholders of record who otherwise would be entitled to receive fractional shares will be entitled to rounding up of the fractional share to the nearest whole number. The reverse split will reduce the number of shares of common stock outstanding from 17,265,658 shares to approximately 523,202 shares. Proportional adjustments also will be made to the exercise prices of TransCode’s outstanding stock options and warrants, and to the number of shares issued and issuable under TransCode’s stock incentive plans.

Vstock Transfer LLC will act as the exchange agent for the reverse stock split. Stockholders of record are not required to take any action to receive post-split shares in book-entry. Stockholders owning shares through a bank, broker, custodian or other nominee will have their positions automatically adjusted to reflect the reverse stock split, subject to the holding entity’s particular processes; such stockholders will not be required to take any action in connection with the reverse stock split. However, these banks, brokers, custodians or other nominees may have different procedures for processing the reverse stock split than those for registered stockholders. If a stockholder holds shares of common stock with a bank, broker, custodian or other nominee and has any questions in this regard, stockholders are encouraged to contact their bank, broker, custodian or other nominee for more information.

The effective date of the reverse stock split has not yet been determined and will be announced by the Company at least two business days prior to its implementation.

### **About TransCode Therapeutics**

TransCode is a clinical-stage oncology company focused on treating metastatic disease. The Company is committed to defeating cancer through the intelligent design and effective delivery of RNA therapeutics based on its proprietary TTX nanoparticle platform. The company’s lead therapeutic candidate, TTX-MC138, is focused on treating metastatic tumors which overexpress microRNA-10b, a unique, well-documented biomarker of metastasis. In addition, TransCode is developing a portfolio of other first-in-class RNA therapeutic candidates designed to overcome the challenges of RNA delivery and thus unlock therapeutic access to a variety of novel genetic targets that could be relevant to treating a variety of cancers.

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### **Forward-Looking Statements**

This press release contains “forward-looking statements” that are subject to substantial risks and uncertainties. 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 Company’s expectations regarding the effect of the reverse stock split and its continued listing on Nasdaq. 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 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:**

TransCode Therapeutics, Inc.  
Tania Montgomery-Hammon, VP of Business Development  
[tania.montgomery@transcodetherapeutics.com](mailto:tania.montgomery@transcodetherapeutics.com)

TRANSCODE THERAPEUTICS, INC. • 6 LIBERTY SQUARE #2382 • BOSTON, MA 02109

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# TRANSCODE

THERAPEUTICS™

## TransCode Therapeutics Announces Effective Date for 1-for-33 Reverse Stock Split

BOSTON, Nov. 29, 2024 -- TransCode Therapeutics, Inc. (Nasdaq: RNAZ) (“TransCode” or the “Company”), the RNA Oncology Company™ committed to more effectively treating cancer using RNA therapeutics, today announced that its Board of Directors has approved an effective time at 12:01 a.m. Eastern Standard Time December 4, 2024, for its 1-for-33 reverse stock split. TransCode’s common stock is expected to begin trading on a split-adjusted basis on the Nasdaq Capital Market on December 4, 2024, under the current trading symbol, “RNAZ.” The reverse stock split was approved by TransCode’s stockholders and Board of Directors on November 22, 2024, and is intended to increase the per share trading price of the Company’s common stock to enable the Company to meet the minimum bid price requirement for continued listing on the Nasdaq Capital Market. There is no assurance that TransCode’s common stock will meet all Nasdaq requirements for continued listing.

As previously announced, the 1-for-33 reverse stock split will automatically convert thirty-three current shares of TransCode’s common stock into one new share of common stock. No fractional shares will be issued in connection with the reverse stock split. In lieu of issuing fractional shares, stockholders of record who otherwise would be entitled to receive fractional shares will be entitled to rounding up of the fractional share to the nearest whole number. The reverse split will reduce the number of shares of outstanding common stock from 17,265,658 shares to approximately 696,233 shares which latter number includes shares sold in the private placement announced November 27, 2024. Proportional adjustments also will be made to the exercise prices of TransCode’s outstanding stock options and warrants, and to the number of shares issuable under TransCode’s stock incentive plans.

Vstock Transfer LLC will act as the exchange agent for the reverse stock split. Stockholders of record are not required to take any action to receive post-split shares in book-entry. Stockholders owning shares through a bank, broker, custodian or other nominee will have their positions automatically adjusted to reflect the reverse stock split, subject to the holding entity’s particular processes; such stockholders will not be required to take any action in connection with the reverse stock split. However, these banks, brokers, custodians or other nominees may have different procedures for processing the reverse stock split than those for registered stockholders. If a stockholder holds shares of common stock with a bank, broker, custodian or other nominee and has any questions in this regard, stockholders are encouraged to contact their bank, broker, custodian or other nominee for more information.

In connection with the reverse stock split, the Company’s CUSIP number will change to 89357L402 as of 12:01 a.m. Eastern Standard Time on December 4, 2024.

### About TransCode Therapeutics

TransCode is a clinical-stage oncology company focused on treating metastatic disease. The Company is committed to defeating cancer through the intelligent design and effective delivery of RNA therapeutics based on its proprietary TTX nanoparticle platform. The Company’s lead therapeutic candidate, TTX-MC138, is focused on treating metastatic tumors which overexpress microRNA-10b, a unique, well-documented biomarker of metastasis. In addition, TransCode is developing a portfolio of other first-in-class RNA therapeutic candidates designed to overcome the challenges of RNA delivery and thus unlock therapeutic access to a variety of novel genetic targets that could be relevant to treating a variety of cancers.

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### **For more information, please contact:**

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