

**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): May 10, 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.)

6 Liberty Square, #2382
Boston, Massachusetts
(Address of principal executive offices)

02109
(Zip Code)

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

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 at the 2023 Annual Meeting of Stockholders of TransCode Therapeutics, Inc. (the “Company”) held on May 10, 2023 (the “Annual Meeting”):

- (i) The election of five (5) directors, Philippe P. Calais, PhD, Robert Michael Dudley, Thomas A. Fitzgerald, Erik Manting, PhD, and Magda Marquet, PhD, for one-year terms until his or her successor has been duly elected and qualified, or until his or her earlier death, resignation or removal;
- (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-2 and 1-for-20, the implementation and timing of which shall be subject to the discretion of the Board of Directors (the “Reverse Stock Split Proposal”);
- (iii) The approval of an adjournment of the annual meeting to the extent there are insufficient votes at the annual meeting to approve the preceding reverse stock split proposal (the “Adjournment Proposal”);
- (iv) The ratification of the appointment of WithumSmith+Brown, PC as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2023 (the “Auditor Proposal”); and
- (v) The transaction of any other business properly brought before the Annual Meeting or any adjournment or postponement of the Annual Meeting.

The proposals are described in detail in the Company’s Definitive Proxy Statement filed with the Securities and Exchange Commission on April 10, 2023.

The number of shares of Common Stock entitled to vote at the Annual Meeting was 15,823,534. The number of shares of Common Stock present or represented by valid proxy at the Annual Meeting was 10,447,106. All matters submitted to a vote of the Company’s stockholders at the Annual Meeting were approved and all director nominees were elected.

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

(i) Election of Directors:

Stockholders voted to approve the election of each of the following director nominees:

	For	Withheld
Philippe P. Calais, PhD	6,782,417	531,568
Robert Michael Dudley	6,985,242	328,743
Thomas A. Fitzgerald	6,741,426	572,559
Erik Manting, PhD	6,236,285	1,077,700
Magda Marquet, PhD	6,787,783	526,202

There were 3,133,121 broker non-votes regarding the election of directors.

(ii) The Reverse Stock Split Proposal:

Stockholders approved the Reverse Stock Split Proposal. The results of the voting included 9,104,123 votes for, 1,218,265 votes against and 124,718 votes abstained. There were no broker non-votes regarding this proposal.

(iii) The Adjournment Proposal:

Stockholders approved the Adjournment Proposal. The results of the voting included 9,914,178 votes for, 496,376 votes against and 36,552 votes abstained. There were no broker non-votes regarding this proposal. No corresponding motion was made to approve an adjournment to the Annual Meeting following approval of the Adjournment Proposal, because sufficient votes were received to approve the Reverse Stock Split Proposal at the Annual Meeting.

(iv) The Auditor Proposal:

Stockholders ratified the appointment of WithumSmith+Brown, PC as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2023. The results of the voting included 10,325,143 votes for, 83,468 votes against and 38,495 votes abstained. There were no broker non-votes regarding this proposal.

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: May 10, 2023

TransCode Therapeutics, Inc.

By: /s/ Robert Michael Dudley
Robert Michael Dudley
Chief Executive Officer
