

**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 19, 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 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, the 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 May 19, 2023, TransCode Therapeutics, Inc. (the “Company”) filed a Certificate of Amendment (the “Certificate of Amendment”) to its Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware to effect a 1-for-20 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 4:05 p.m. Eastern Time on May 22, 2023 (the “Effective Time”). Beginning with the opening of trading on May 23, 2023, 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 204. The Company’s Common Stock will continue to trade under the symbol “RNAZ.”

At the 2023 Annual Meeting of Stockholders held on May 10, 2023, 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-2 and 1-for-20, with such ratio and the timing of the Reverse Split to be determined by the Board.

As a result of the Reverse Split, every twenty (20) 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 of shares of Common Stock issuable upon exercise of the Company’s outstanding stock options and warrants, as well as the applicable exercise price. The Reverse Split will not change the number of authorized shares of Common Stock. Immediately after the Effective Time, the Company will have approximately 849,926 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 payment of cash in lieu of fractional shares. Stockholders of record who otherwise would be entitled to receive fractional shares will be entitled to an amount in cash (without interest or deduction) equal to the fraction of one share to which such stockholder would otherwise be entitled multiplied by the closing price of the Company’s Common Stock on the Nasdaq Capital Market on May 22, 2023, which amount will be paid by the Company through Vstock. 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 than registered stockholders for processing the Reverse Split and making payment for fractional shares. 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 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 by reference herein.

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**Item 7.01 Regulation FD Disclosure.**

On May 22, 2023, the Company issued a press release announcing the Reverse Split. A copy of the press release is attached as Exhibit 99.1 hereto, and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit No.	Description
3.1	Certificate of Amendment to Amended and Restated Certificate of Incorporation of TransCode Therapeutics, Inc.
<a href="#">99.1</a>	<a href="#">Press Release, dated May 22, 2023.</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: May 22, 2023

**TransCode Therapeutics, Inc.**

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

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# TRANSCODE

THERAPEUTICS™

## TransCode Therapeutics Announces 1-for-20 Reverse Stock Split

BOSTON, May 22, 2023 -- 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 approved a 1-for-20 reverse stock split, to be effective 4:05 p.m. Eastern Time today, May 22, 2023. TransCode common stock is expected to begin trading on a split-adjusted basis on the Nasdaq Capital Market on Tuesday, May 23, 2023, under the current trading symbol, “RNAZ.” The reverse stock split was approved by TransCode’s stockholders on May 10, 2023, 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-20 reverse stock split will automatically convert 20 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. Stockholders of record who would otherwise hold a fractional share of TransCode’s common stock will receive a cash payment in lieu thereof at a price equal to that fraction of a share to which the stockholder would otherwise be entitled multiplied by the closing price of TransCode’s common stock on the Nasdaq Capital Market on May 22, 2023. The reverse split will reduce the number of shares of outstanding common stock from approximately 16,998,534 shares to approximately 849,926 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 than registered stockholders for processing the reverse stock split and making payment for fractional shares. 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 89357L 204 as of 4:05 pm on Monday, May 22, 2023.

### 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 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 two indication-agnostic programs: TTX-RIGA, an RNA-based agonist of the retinoic acid-inducible gene I designed to activate an innate immune response in cancer; and TTX-CRISPR, a CRISPR/Cas9-based therapeutic platform for the repair or elimination of cancer-causing genes. TransCode is also developing 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. 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:

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