

**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): January 8, 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 or to be registered pursuant to Section 12(b) of the Act.

<b>Title of each class</b>	<b>Trading symbol(s)</b>	<b>Name of each exchange on which registered</b>
<b>Common Stock, par value \$0.0001 per share</b>	<b>RNAZ</b>	<b>The Nasdaq Capital Market</b>

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 Special Meeting of Stockholders of TransCode Therapeutics, Inc. (the “Company”) held on January 8, 2024 (the “Special Meeting”):

- (i) 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
- (ii) 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 (the “Adjournment Proposal”).

The proposals are described in detail in the Company’s Definitive Proxy Statement filed with the Securities and Exchange Commission on December 18, 2023.

The number of shares of Common Stock entitled to vote at the Special Meeting was 25,097,596. The number of shares of Common Stock present or represented by valid proxy at the Special Meeting was 12,472,113. All matters submitted to a vote of the Company’s stockholders at the Special Meeting were approved.

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) The Reverse Stock Split Proposal:

Stockholders approved the Reverse Stock Split Proposal. The results of the voting included 7,081,896 votes for, 5,348,629 votes against and 41,588 votes abstained. There were no broker non-votes regarding this proposal.

(ii) The Adjournment Proposal:

Stockholders approved the Adjournment Proposal. The results of the voting included 7,426,024 votes for, 4,836,062 votes against and 210,027 votes abstained. There were no broker non-votes regarding this proposal. No corresponding motion was made to approve an adjournment to the Special Meeting following approval of the Adjournment Proposal, because sufficient votes were received to approve the Reverse Stock Split Proposal at the Special Meeting.

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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: January 8, 2024

**TransCode Therapeutics, Inc.**

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

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