

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**Amendment No. 1
to
FORM S-3
REGISTRATION STATEMENT**

**UNDER
THE SECURITIES ACT OF 1933**

TCR2 THERAPEUTICS INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

47-4152751
(I.R.S. Employer
Identification Number)

**100 Binney Street, Suite 710
Cambridge, Massachusetts 02142
(617) 949-5200**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Garry E. Menzel, Ph.D.
President and Chief Executive Officer
TCR2 Therapeutics Inc.
100 Binney Street, Suite 710
Cambridge, Massachusetts 02142
(617) 949-5200**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

With copies to:

**Mitchell S. Bloom, Esq.
William D. Collins, Esq.
Stephanie A. Richards, Esq.
Goodwin Procter LLP
100 Northern Avenue
Boston, Massachusetts 02210
(617) 570-1000**

Approximate date of commencement of proposed sale to the public: From time to time after this Registration Statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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 7(a)(2)(B) of the Securities Act.

THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(a) OF THE SECURITIES ACT OF 1933, AS AMENDED, OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE SECURITIES AND EXCHANGE COMMISSION ACTING PURSUANT TO SAID SECTION 8(a), MAY DETERMINE.

EXPLANATORY NOTE

This Pre-Effective Amendment No. 1 (this “Amendment”) to the Registration Statement on [Form S-3](#) of TCR² Therapeutics Inc. (File No. 333-236965), initially filed on March 6, 2020 (the “Registration Statement”), is being filed as an exhibit-only filing to file an updated consent of KPMG LLP, filed herewith as [Exhibit 23.1](#) (the “Consent”). Accordingly, this Amendment consists only of the facing page, this explanatory note, Item 16 of Part II of the Registration Statement, the signature pages to the Registration Statement, and the Consent filed herewith as [Exhibit 23.1](#). The prospectus and the balance of Part II of the Registration Statement are unchanged and have been omitted.

Part II-INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits

The following exhibits are filed herewith or incorporated by reference herein:

EXHIBIT INDEX

Exhibit No.	Description
1.1*	Form of Underwriting Agreement
1.2***	Open Market Sale AgreementSM by and between the Registrant and Jefferies LLC, dated March 6, 2020
3.1	Third Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-38811) filed with the Securities and Exchange Commission on February 25, 2019)
3.2	Amended and Restated By-laws of the Registrant (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K (File No. 001-38811) filed with the Securities and Exchange Commission on February 25, 2019)
4.1	Specimen Common Stock Certificate (incorporated by reference to Exhibit 4.2 to the Registrant's Registration Statement on Form S-1 (File No. 333-229066) filed with the Securities and Exchange Commission on February 1, 2019)
4.2	Amended and Restated Investors' Rights Agreement by and among the Registrant and certain of its stockholders, dated February 28, 2018 (incorporated by reference to Exhibit 4.2 to the Registrant's Registration Statement on Form S-1 (File No. 333-229066) filed with the Securities and Exchange Commission on December 28, 2018)
4.3*	Form of Preferred Stock Certificate
4.4*	Form of Certificate of Designations
4.5***	Form of Senior Indenture between the Registrant and one or more trustees to be named (including Form of Senior Note)
4.6***	Form of Subordinated Indenture between the Registrant and one or more trustees to be named (including Form of Subordinated Note)
4.7*	Form of Warrant Agreement and Warrant Certificate
4.8*	Form of Unit Agreement and Unit Certificate
5.1***	Opinion of Goodwin Procter LLP
5.2***	Opinion of Goodwin Procter LLP relating to the sales agreement prospectus
23.1	Consent of KPMG LLP
23.2***	Consent of Goodwin Procter LLP (included in Exhibit 5.1)
23.3***	Consent of Goodwin Procter LLP (included in Exhibit 5.2)
24.1***	Power of Attorney (included on signature page)
25.1**	Form T-1 Statement of Eligibility of Trustee for Senior Indenture under the Trust Indenture Act of 1939
25.2**	Form T-1 Statement of Eligibility of Trustee for Subordinated Indenture under the Trust Indenture Act of 1939

* To be filed, if necessary, by amendment or as an exhibit to a document to be incorporated or deemed to be incorporated by reference in this registration statement, including a Current Report on Form 8-K.

** To be filed by amendment pursuant to Section 305(b)(2) of the Trust Indenture Act of 1939.

*** Previously filed.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Cambridge, Commonwealth of Massachusetts, on this 30th day of March, 2020.

TCR² THERAPEUTICS, INC.

By: /s/ Garry Menzel
Garry Menzel, Ph.D.
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Garry Menzel</u> Garry Menzel	President, Chief Executive Officer and Director (Principal Executive Officer)	March 30, 2020
<u>/s/ Mayur (Ian) Somaiya</u> Mayur (Ian) Somaiya	Chief Financial Officer (Principal Financial and Accounting Officer)	March 30, 2020
<u>*</u> Ansbert Gadicke	Director	March 30, 2020
<u>*</u> Patrick Baeuerle	Director	March 30, 2020
<u>*</u> Andrew Allen	Director	March 30, 2020
<u>*</u> Neil Gibson	Director	March 30, 2020
<u>*</u> Mitchell Finer	Director	March 30, 2020
<u>*By: /s/ Garry Menzel</u> Garry Menzel <i>Attorney-in-fact</i>		March 30, 2020

Consent of Independent Registered Public Accounting Firm

The Board of Directors
TCR² Therapeutics Inc.:

We consent to the use of our report dated March 30, 2020, with respect to the consolidated balance sheets of TCR² Therapeutics Inc. and subsidiaries as of December 31, 2019 and 2018, the related consolidated statements of operations, comprehensive loss, redeemable convertible preferred stock and stockholders' equity (deficit), and cash flows for the years then ended, and the related notes, incorporated herein by reference.

/s/ KPMG LLP

Boston, Massachusetts
March 30, 2020