
**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): February 26, 2019

TCR² THERAPEUTICS INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-38811
(Commission
File Number)

47-4152751
(I.R.S. Employer
Identification No.)

100 Binney Street
Suite 710
Cambridge, Massachusetts 02142
(Address of principal executive offices, including zip code)

(617) 949-5200
(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))

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 8.01. Other Events

As previously announced, on February 13, 2019, TCR² Therapeutics Inc. (“we” or the “Company”) entered into an Underwriting Agreement (the “Underwriting Agreement”) with Jefferies LLC, SVB Leerink LLC, and BMO Capital Markets Corp. as representatives of the several underwriters listed on Schedule A thereto (the “Underwriters”), pursuant to which we agreed to issue and sell shares of our common stock to the Underwriters. On February 19, 2019, we closed the initial public offering of 5,000,000 shares of our common stock. Pursuant to the Underwriting Agreement, we also granted the Underwriters an option for a period of 30 days from the date of the Underwriting Agreement to purchase up to an additional 750,000 shares (the “Over-Allotment Option”). On February 22, 2019, the Underwriters notified the Company that they would exercise the Over-Allotment Option in full by purchasing an additional 750,000 shares of our common stock (the “Additional Shares”). On February 26, 2019, the Company consummated the closing of the sale of the Additional Shares.

On February 26, 2019, the Company issued a press release announcing the closing of the sale of the Additional Shares. A copy of the press release is filed herewith as Exhibit 99.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| <u>Exhibit No.</u> | <u>Description</u> |
|------------------------|---|
| 99.1 | <u>Press Release issued on February 26, 2019 by TCR² Therapeutics Inc.</u> |

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: February 26, 2019

TCR² THERAPEUTICS INC.

By: /s/ Mayur Somaiya

Mayur (Ian) Somaiya

Chief Financial Officer



FOR IMMEDIATE RELEASE

TCR² Therapeutics Announces Exercise of Over-Allotment Option

Cambridge, Mass., February 26, 2019 – TCR² Therapeutics Inc. (Nasdaq: TCRR), a clinical-stage immunotherapy company developing the next generation of novel T cell receptor (TCR) therapies for patients suffering from cancer, today announced that the underwriters of its recent initial public offering of common stock have exercised in full their over-allotment option and purchased an additional 750,000 shares at \$15.00 per share, before deducting underwriting discounts and commissions. The exercise of the underwriters' over-allotment option closed on February 26, 2019, with all of the over-allotment shares sold by TCR². After giving effect to the sale of the over-allotment shares, a total of 5,750,000 shares of common stock were offered and sold in the offering.

On February 13, 2019, TCR² priced its initial public offering of 5,000,000 shares of common stock at \$15.00 per share. Following the closing of the exercise of the underwriters' over-allotment option, TCR² has received aggregate gross proceeds, before deducting underwriting discounts and commissions and offering expenses, of approximately \$86.3 million.

Jefferies, SVB Leerink and BMO Capital Markets acted as joint book-running managers for the offering. Wedbush PacGrow and China Renaissance acted as co-managers for the offering.

The offering of these shares was made by means of a prospectus forming part of the effective registration statement relating to these shares. Copies of the prospectus may be obtained from: Jefferies LLC, Attention: Equity Syndicate Prospectus Departments, 520 Madison Avenue, 2nd Floor, New York, NY 10022, by phone at (877) 821-7388, or by email at Prospectus_Department@Jefferies.com; SVB Leerink LLC, Attention: Syndicate Department, One Federal Street, 37th Floor, Boston, MA, 02110, by e-mail at syndicate@svbleerink.com, or by phone at (800) 808-7525, ext. 6132; or BMO Capital Markets Corp., Attn: Equity Syndicate Department, 3 Times Square, 25th Floor, New York, NY 10036, tel: (800) 414-3627, email: bmoprospectus@bmo.com.

Important Information

A registration statement relating to the offering has been filed with, and declared effective by, the United States Securities and Exchange Commission ("SEC"). Copies of the registration statement can be accessed through the SEC's website at www.sec.gov. This press release does not constitute an offer to sell or a solicitation of an offer to buy, nor will there be any sale of these securities in any state or jurisdiction in which such offer, solicitation, or sale would be unlawful before registration or qualification under the securities laws of that state or jurisdiction.

About TCR² Therapeutics

TCR² is an innovative immunotherapy company developing the next generation of novel T cell receptor therapies for patients suffering from cancer.

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