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 30, 2023

TCR^2 Therapeutics Inc.
(Exact name of registrant as specified in its charter)

DELAWARE	**001-38811**	**47-4152751**
(State or other jurisdiction of incorporation)	**(Commission File Number)**	**(I.R.S. Employer Identification No.)**

100 Binney Street
Suite 710
Cambridge, Massachusetts 02142
(Address of principal executive office) (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))

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, $0.0001 par value	**TCRR**	**NASDAQ Global Select 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.

On May 30, 2023, TCR^2 Therapeutics Inc. (the "**Company**") held a special meeting of its stockholders (the "**Special Meeting**"). At the Special Meeting, the Company's stockholders voted to approve the Company's pending merger with Adaptimmune Therapeutics plc ("**Adaptimmune**"), which is described in more detail in the definitive proxy statement filed by the Company with the U.S. Securities and Exchange Commission on April 20, 2023.

The Company's stockholders were entitled to one vote for each share of common stock, $0.0001 par value per share (each, a "**Share**"), held as of the close of business on April 10, 2023 (the "**Record Date**"). At the close of business on the Record Date, there were 39,244,199 Shares entitled to vote at the Special Meeting. Present at the Special Meeting or by proxy were holders of 23,772,067 Shares, representing 60.57% of the outstanding Shares eligible to vote at the Special Meeting, and constituting a quorum. The final results with respect to each proposal voted on at the Special Meeting are set forth below.

The Merger Proposal

To adopt the Agreement and Plan of Merger, dated as of March 5, 2023 (as it may be amended from time to time, the "**Merger Agreement**") by and among the Company, Adaptimmune and CM Merger Sub, Inc., an indirect wholly owned subsidiary of Adaptimmune ("**Merger Sub**"), pursuant to which Merger Sub will merge with and into the Company (the "**Merger**"), with the Company surviving the Merger as a wholly-owned direct subsidiary of CM Intermediate Sub II, Inc., a Delaware corporation and subsidiary of Adaptimmune (the "**Merger Proposal**").

The following votes were cast at the Special Meeting (in person or by proxy), and the Merger Proposal was approved by the requisite vote of the Company's stockholders:

Votes For	Votes Against	Abstentions	Broker Non-Votes
23,700,468	63,776	7,823	0

The proposal to approve the adjournment or postponement of the Special Meeting, if necessary or appropriate, to solicit additional proxies if there were not sufficient votes at the time of the Special Meeting to approve the Merger Proposal or to ensure that any supplement or amendment to the joint proxy statement/prospectus was timely provided to the Company's stockholders, was not voted upon at the Special Meeting since there were sufficient votes to approve the Merger Proposal.

Safe Harbor for Forward-Looking Statements

This communication relates to the proposed transaction pursuant to the terms of the Merger Agreement. This communication includes express or implied forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), about the proposed transaction between Adaptimmune and the Company and the operations of the combined company that involve risks and uncertainties relating to future events and the future performance of Adaptimmune and the Company. Actual events or results may differ materially from these forward-looking statements. Words such as "will," "could," "would," "should," "expect," "plan," "anticipate," "intend," "believe," "estimate," "predict," "project," "potential," "continue," "future," "opportunity" "will likely result," "target," variations of such words, and similar expressions or negatives of these words are intended to identify such forward-looking statements, although not all forward-looking statements contain these identifying words. Examples of such forward-looking statements include, but are not limited to, express or implied statements regarding: the business combination and related matters, including, but not limited to, satisfaction of closing conditions to the proposed transaction, prospective performance and opportunities with respect to Adaptimmune or the Company, post-closing operations and the outlook for the companies' businesses; Adaptimmune's, the Company's or the combined company's targets, plans, objectives or goals for future operations, including those related to Adaptimmune's and the Company's product candidates, research and development, product candidate introductions and product candidate approvals as well as cooperation in relation thereto; projections of or targets for revenues, costs, income (or loss), earnings per share, capital expenditures, dividends, capital structure, net financials and other financial measures; future economic performance, future actions and outcome of contingencies such as legal proceedings; and the assumptions underlying or relating to such statements.

These statements are based on Adaptimmune's and the Company's current plans, estimates and projections. By their very nature, forward-looking statements involve inherent risks and uncertainties, both general and specific. A number of important factors, including those described in this communication, could cause actual results to differ materially from those contemplated in any forward-looking statements. Factors that may affect future results and may cause these forward-looking statements to be inaccurate include, without limitation: uncertainties as to the timing for completion of the proposed transaction; the possibility that competing offers will be made by third parties; the occurrence of events that may give rise to a right of one or both of Adaptimmune and the Company to terminate the Merger Agreement; the possibility that various closing conditions for the proposed transaction may not be satisfied or waived on a timely basis or at all, including the possibility that a governmental entity may prohibit, delay, or refuse to grant approval, if required, for the consummation of the proposed transaction (or only grant approval subject to adverse conditions or limitations); the difficulty of predicting the timing or outcome of consents or regulatory approvals or actions, if any; the possibility that the proposed transaction may not be completed in the time frame expected by Adaptimmune and the Company, or at all; the risk that Adaptimmune and the Company may not realize the anticipated benefits of the proposed transaction in the time frame expected, or at all; the effects of the proposed transaction on relationships with Adaptimmune's or the Company's employees, business or collaboration partners or governmental entities; the ability to retain and hire key personnel; potential adverse reactions or changes to business relationships resulting from the announcement or completion of the proposed transaction; significant or unexpected costs, charges or expenses resulting from the proposed transaction; the potential impact of unforeseen liabilities, future capital expenditures, revenues, costs, expenses, earnings, synergies, economic performance, indebtedness, financial condition and losses on the future prospects, business and management strategies for the management, expansion and growth of the combined business after the consummation of the proposed transaction; potential negative effects related to this announcement or the consummation of the proposed transaction on the market price of Adaptimmune's American Depositary Shares or the Company's common stock and/or Adaptimmune's or the Company's operating or financial results; uncertainties as to the long-term value of Adaptimmune's American Depositary Shares (and the ordinary shares represented thereby), including the dilution caused by Adaptimmune's issuance of additional American Depositary Shares (and the ordinary shares represented thereby) in connection with the proposed transaction; unknown liabilities related to Adaptimmune or the Company; the nature, cost and outcome of any litigation and other legal proceedings involving Adaptimmune, the Company or their respective directors, including any legal proceedings related to the proposed transaction; risks related to global as well as local political and economic conditions, including interest rate and currency exchange rate fluctuations; potential delays or failures related to research and/or development of Adaptimmune's or the Company's programs or product candidates; risks related to any loss of Adaptimmune's or the Company's patents or other intellectual property rights; any interruptions of the supply chain for raw materials or manufacturing for Adaptimmune or the Company's product candidates, the nature, timing, cost and possible success and therapeutic applications of product candidates being developed by Adaptimmune, the Company and/or their respective collaborators or licensees; the extent to which the results from the research and development programs conducted by Adaptimmune, the Company, and/or their respective collaborators or licensees may be replicated in other studies and/or lead to advancement of product candidates to clinical trials, therapeutic applications, or regulatory approval; uncertainty of the utilization, market acceptance, and commercial success of Adaptimmune or the Company's product candidates, and the impact of studies (whether conducted by Adaptimmune, the Company or others and whether mandated or voluntary) on any of the foregoing; unexpected breaches or terminations with respect to Adaptimmune's or the Company's material contracts or arrangements; risks related to competition for Adaptimmune's or the Company's product candidates; Adaptimmune's or the Company's ability to successfully develop or commercialize Adaptimmune's or the Company's product candidates; Adaptimmune's, the Company's, and their collaborators' abilities to continue to conduct current and future developmental, preclinical and clinical programs; potential exposure to legal proceedings and investigations; risks related to changes in governmental laws and related interpretation thereof, including on reimbursement, intellectual property protection and regulatory controls on testing, approval, manufacturing, development or commercialization of any of Adaptimmune's or the Company's product candidates; unexpected increase in costs and expenses with respect to the potential transaction or Adaptimmune's or the Company's business or operations; and risks and uncertainties related to epidemics, pandemics or other public health crises and their impact on Adaptimmune's and the Company's respective businesses, operations, supply chain, patient enrollment and retention, preclinical and clinical trials, strategy, goals and anticipated milestones. While the foregoing list of factors presented here is considered representative, no list should be considered to be a complete statement of all potential risks and uncertainties. There can be no assurance that the proposed transaction or any other transaction described above will in fact be consummated in the manner described or at all. A more complete description of these and other material risks can be found in Adaptimmune's and the Company's respective filings with the U.S. Securities and Exchange Commission (the "**SEC**"), including each of their Annual Reports on Form 10-K for the year ended December 31, 2022, subsequent Quarterly Reports on Form 10-Q and other documents that may be filed from time to time with the SEC, as well as, the Registration Statement on Form S-4 which includes the joint proxy statement of Adaptimmune and the Company that also constitutes the prospectus of Adaptimmune, which joint proxy statement/prospectus has been mailed or otherwise disseminated to Adaptimmune's shareholders and the Company's stockholders on or about April 24, 2023. Adaptimmune and the Company also plan to file other relevant documents with the SEC regarding the proposed transaction.

Any forward-looking statements speak only as of the date of this communication and are made based on the current beliefs and judgments of Adaptimmune's and the Company's management, and the reader is cautioned not to rely on any forward-looking statements made by Adaptimmune or the Company. Unless required by law, neither Adaptimmune nor the Company is under no duty and undertakes no obligation to update or revise any forward-looking statement after the distribution of this document, including without limitation any financial projection or guidance, whether as a result of new information, future events or otherwise.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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.

TCR^2 Therapeutics Inc.

Dated: May 30, 2023

By: /s/ Eric Sullivan
Name: Eric Sullivan
Title: Chief Financial Officer