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

**FORM S-8
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 of Principal Executive Offices)

TCR² Therapeutics Inc. 2018 Stock Option and Incentive Plan
(Full Title of the Plans)

**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)

Copies to:

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

**Margaret Siegel
Corporate Counsel, Head of Legal
TCR² Therapeutics Inc.
100 Binney Street
Suite 710
Cambridge, Massachusetts 02142
(617) 949-5200**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a 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
Non-accelerated filer

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.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.0001 par value per share	1,340,671 shares (2)	\$27.98(3)	\$37,511,974.58	\$4,092.56

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of common stock which become issuable under the registrant’s 2018 Stock Option and Incentive Plan (the “2018 Plan”) and the registrant’s 2018 Employee Stock Purchase Plan (the “2018 ESPP”) by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of the registrant’s outstanding shares of common stock.
- (2) Represents an automatic increase of 1,340,671 shares of common stock to the number of shares available for issuance under the 2018 Plan, effective January 1, 2021. Shares available for issuance under the 2018 Plan were previously registered on registration statements on Form S-8 filed with the Securities and Exchange Commission on February 14, 2019 (File No. 333-229691) and March 30, 2020 (File No. 333-237481).
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457 of the Securities Act, and based on \$27.98, which is the average of the high and low sales prices of the common stock of the registrant as quoted on the Nasdaq Global Select Market on March 12, 2021.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is filed for the purposes of registering an additional 1,340,671 shares of Common Stock of the Registrant that may be issued pursuant to the TCR² Therapeutics Inc. 2018 Stock Option and Incentive Plan, as amended (the “2018 Plan”). The number of shares of Common Stock reserved and available for issuance under the 2018 Plan is subject to an automatic annual increase on each January 1 by an amount equal to up to four percent of the number of shares of Common Stock issued and outstanding on the immediately preceding December 31 or such lesser number of shares of Common Stock as determined by the Administrator (as defined in the 2018 Plan). Accordingly, on January 1, 2021, the number of shares of Common Stock reserved and available for issuance under the 2018 Plan increased by 1,340,671. This Registration Statement registers these additional 1,340,671 shares of Common Stock. The additional shares are of the same class as other securities relating to the 2018 Plan for which the Registrant’s registration statement filed on Form S-8 (Registration No. 333-229691) on February 14, 2019, is effective. The information contained in the Registrant’s registration statement on Form S-8 (Registration No. 333-229691) is hereby incorporated by reference pursuant to General Instruction E.

Part II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

See the Exhibit Index on the following page for a list of exhibits filed as part of this registration statement, which Exhibit Index is incorporated herein by reference.

EXHIBIT INDEX

Exhibit No.	Description
4.1	<u>Amended and Restated Certificate of Incorporation (Incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-38811)).</u>
4.2	<u>Amended and Restated By-laws (Incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K (File No. 001-38811)).</u>
4.3	<u>Amendment No. 1 to Amended and Restated By-laws of the Registrant (incorporated by reference to Exhibit 3.3 to the Registrant's Annual Report on 10-K (File No. 001-38811) filed with the Securities and Exchange Commission on March 16, 2021)</u>
4.4	<u>Amended and Restated Investors' Rights Agreement among the Registrant and certain of its stockholders, dated February 28, 2018 (Incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-229066)).</u>
4.5	<u>Form of common stock certificate of the Registrant (Incorporated by reference to Exhibit 4.2 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-229066)).</u>
5.1*	<u>Opinion of Goodwin Procter LLP.</u>
23.1*	<u>Consent of KPMG LLP, Independent Registered Public Accounting Firm.</u>

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- 23.2* [Consent of Goodwin Procter LLP \(included in Exhibit 5.1\).](#)
 - 24.1* [Power of Attorney \(included on signature page to this registration statement\).](#)
 - 99.1 [2018 Stock Option and Incentive Plan and forms of award agreements thereunder \(Incorporated by reference to Exhibit 10.2 to the registrant's Registration Statement on Form S-1, as amended \(File No. 333-229066\)\).](#)
 - 99.2 [Amendment No. 1 to 2018 Stock Option and Incentive Plan \(Incorporated by reference to Exhibit 10.1 to the registrant's Quarterly Report on Form 10-Q \(File No. 001-38811\)\).](#)
 - 99.3 [2018 Employee Stock Purchase Plan \(Incorporated by reference to Exhibit 10.4 to the registrant's Registration Statement on Form S-1, as amended \(File No. 333-229066\)\).](#)

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 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 the 16th day of March, 2021.

TCR² THERAPEUTICS INC.

By: /s/ Garry Menzel

Garry Menzel

President and Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

KNOW ALL BY THESE PRESENT, that each individual whose signature appears below hereby constitutes and appoints Garry Menzel and Mayur (Ian) Somaiya, and each of them, either of whom may act without the joinder of the other, as his or her true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission granting unto each said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following person in the capacities and on the date indicated.

Name	Title	Date
<u>/s/ Garry Menzel</u> Garry Menzel	<i>President, Chief Executive Officer and Director (Principal Executive Officer)</i>	March 16, 2021
<u>/s/ Mayur (Ian) Somaiya</u> Mayur (Ian) Somaiya	<i>Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)</i>	March 16, 2021
<u>/s/ Ansbert Gadicke</u> Ansbert Gadicke	<i>Director</i>	March 16, 2021
<u>/s/ Patrick Baeuerle</u> Patrick Baeuerle	<i>Director</i>	March 16, 2021
<u>/s/ Andrew Allen</u> Andrew Allen	<i>Director</i>	March 16, 2021
<u>/s/ Neil Gibson</u> Neil Gibson	<i>Director</i>	March 16, 2021

/s/ Axel Hoos

Axel Hoos

Director

March 16, 2021

/s/ Stephen Webster

Stephen Webster

Director

March 16, 2021

/s/ Shawn Tomasello

Shawn Tomasello

Director

March 16, 2021

March 16, 2021

TCR² Therapeutics Inc.
100 Binney Street, Suite 710
Cambridge, MA 02142

Re: Securities Being Registered under Registration Statement on Form S-8

We have acted as counsel to you in connection with your filing of a Registration Statement on Form S-8 (the "Registration Statement") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), on or about the date hereof relating to an aggregate of 1,340,671 shares (the "Shares") of common stock, \$0.0001 par value per share ("Common Stock"), of TCR² Therapeutics, Inc., a Delaware corporation (the "Company"), that may be issued pursuant to the Company's that may be issued pursuant to the Company's 2018 Stock Option and Incentive Plan (the "Plan").

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinion set forth below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinion set forth below, on certificates of officers of the Company.

The opinion set forth below is limited to the Delaware General Corporation Law.

For purposes of the opinion set forth below, we have assumed that no event occurs that causes the number of authorized shares of Common Stock available for issuance by the Company to be less than the number of then unissued Shares.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, upon issuance and delivery against payment therefor in accordance with the terms of the Plan, will be validly issued, fully paid and nonassessable.

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the Registration Statement. In giving our consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

/s/ Goodwin Procter LLP

GOODWIN PROCTER LLP

Consent of Independent Registered Public Accounting Firm

The Board of Directors
TCR² Therapeutics Inc.:

We consent to the use of our report dated March 16, 2021, with respect to the consolidated balance sheets of TCR² Therapeutics Inc. and subsidiaries as of December 31, 2020 and 2019, 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 16, 2021