

**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): April 30, 2021

TCR² THERAPEUTICS INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

001-38811
(Commission
File Number)

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

**100 Binney Street, Suite 710
Cambridge, Massachusetts**
(Address of principal executive offices)

02142
(Zip Code)

Registrant's telephone number, including area code: (617) 949-5200

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	TCRR	The Nasdaq Stock Market, LLC

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

Previously, on March 6, 2020, TCR² Therapeutics Inc. (the “Company”) entered into an Open Market Sale AgreementSM (the “Sales Agreement”) with Jefferies LLC (the “Agent”), pursuant to which the Company may offer and sell, from time to time, shares of its common stock through or to the Agent in an “at the market offering”, as defined in Rule 415(a)(4) promulgated under the Securities Act of 1933, as amended (the “Securities Act”). On April 30, 2021, the Company filed a prospectus supplement registering the offer and sale of shares of its common stock, par value \$0.0001 per share, having an aggregate maximum offering price of up to \$100,000,000 pursuant to the Sales Agreement (the “Prospectus Supplement”).

The Company is not obligated to sell any shares under the Sales Agreement. Subject to the terms and conditions of the Sales Agreement, the Agent will use commercially reasonable efforts, consistent with its normal trading and sales practices to sell shares from time to time based upon the Company’s instructions, including any price, time or size limits specified by the Company. Under the Sales Agreement, the Agent may sell shares by any method permitted by law deemed to be an “at the market offering” as defined in Rule 415(a)(4) under the Securities Act. The Agent’s obligation to sell shares under the Sales Agreement is subject to the satisfaction of certain conditions, including customary closing conditions. The Company will pay the Agent a commission of up to 3.0% of the aggregate gross proceeds from each sale of shares and has agreed to provide the Agents with customary indemnification and contribution rights. The Company has also agreed to reimburse the Agents for certain specified expenses.

Sales of shares of common stock under the Sales Agreement will be made pursuant to the Registration Statement on Form S-3ASR (File No. 333-254355) (the “Registration Statement”), filed with the Securities and Exchange Commission (the “Commission”) on March 16, 2021, and the Prospectus Supplement.

The foregoing summary of the Sales Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Sales Agreement, which was filed as Exhibit 1.2 to the Company’s Registration Statement on Form S-3 (File No. 333-236965), filed with the Commission on March 6, 2020.

This Current Report on Form 8-K, including the exhibits hereto, shall not constitute an offer to sell or the solicitation of an offer to buy any securities of the Company, which is being made only by means of a written prospectus meeting the requirements of Section 10 of the Securities Act, nor shall there be any sale of the Company’s securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such jurisdiction.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
1.1	Open Market Sale AgreementSM by and between the Company and Jefferies LLC, dated March 6, 2020 (Filed as Exhibit 1.2 to Registration Statement on Form S-3, as filed with the Securities and Exchange Commission on March 6, 2020, and incorporated herein by reference)
5.1	Opinion of Goodwin Procter LLP
23.1	Consent of Goodwin Procter LLP (included in Exhibit 5.1)
104	Inline XBRL cover page

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.

TCR² THERAPEUTICS INC.

By: /s/ Mayur (Ian) Somaiya

Name: Mayur (Ian) Somaiya

Title: Chief Financial Officer

Date: April 30, 2021

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

Re: Securities Registered under Registration Statement on Form S-3

We have acted as counsel to you in connection with your filing of an automatic shelf registration statement on Form S-3 (as amended or supplemented, the "Registration Statement") filed on March 16, 2021 with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), relating to the registration of the offering by TCR2 Therapeutics Inc., a Delaware corporation (the "Company"), of an indeterminate amount of any combination of securities of the types specified therein. Reference is made to our opinion letter dated March 16, 2021 and included as Exhibit 5.1 to the Registration Statement. We are delivering this supplemental opinion letter in connection with the prospectus supplement (the "Prospectus Supplement") filed on April 30, 2021 by the Company with the Commission pursuant to Rule 424(b) under the Securities Act. The Prospectus Supplement relates to the offering by the Company of up to \$100,000,000 in shares (the "Shares") of the Company's common stock, par value \$0.0001 per share ("Common Stock"), covered by the Registration Statement. The Shares are being offered and sold by the sales agent named in, and pursuant to, the sale agreement between the Company and such sales agent.

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.

For purposes of the opinion set forth below, we have assumed that the Shares are issued for a price per share equal to or greater than the minimum price authorized by the Company's board of directors or committee thereof prior to the date hereof (the "Minimum Price") and 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 that may be issued for the Minimum Price.

For purposes of the opinion set forth below, we refer to the following as "Future Approval and Issuance": (a) the approval by the Company's board of directors (or a duly authorized committee of the board of directors) of the issuance of the Shares (the "Approval") and (b) the issuance of the Shares in accordance with the Approval and the receipt by the Company of the consideration (which shall not be less than the par value of such Shares) to be paid in accordance with the Approval.

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

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, upon Future Approval and Issuance, will be validly issued, fully paid and nonassessable.

This opinion is being furnished to you for submission to the Commission as an exhibit to the Company's Current Report on Form 8-K relating to the Shares (the "Current Report"), which is incorporated by reference in the Registration Statement. We hereby consent to the filing of this opinion letter as an exhibit to the Current Report and its incorporation by reference and the reference to our firm in that report. 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