

**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): June 27, 2022 (June 27, 2022)**

**TCR<sup>2</sup> 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**  
(IRS Employer  
Identification No.)

**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**

(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.

## 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On June 27, 2022, TCR<sup>2</sup> Therapeutics Inc. (the “Company”) issued a press release announcing the unanimous decision of the Board of Directors (the “Board”) to appoint Eric Sullivan as Chief Financial Officer of the Company where he will be responsible for leading all aspects of financial management and capital market strategy. Mr. Sullivan brings nearly 20 years of finance and operations experience in the biotechnology industry working on financial management, strategic planning, and fundraising and capital market transactions across the public and private markets. Prior to joining the Company, Mr. Sullivan was President, Chief Financial Officer and Chief Operating Officer at Triplet Therapeutics where he led finance, business development and corporate operations. Before that, Mr. Sullivan led finance as Senior Vice President at Gemini Therapeutics and Oncorus. Earlier in his career, he held senior financial management positions at bluebird bio and Merrimack Pharmaceuticals. Mr. Sullivan will serve as the Company’s principal financial officer and principal accounting officer, assuming the interim responsibilities assumed by Garry Menzel, Ph.D. A copy of this press release is furnished as Exhibit 99.1 to this report on Form 8-K.

In connection with Mr. Sullivan’s appointment as Chief Financial Officer, the Company and Mr. Sullivan entered into an employment agreement (the “Employment Agreement”). Pursuant to the terms of the Employment Agreement, Mr. Sullivan will receive an annual base salary of \$410,000 and be eligible for an annual bonus with a target amount of 40% of his base salary. Mr. Sullivan will be granted an option to purchase 250,000 shares of the Company’s common stock, at an exercise price equal to the fair market value of such shares on the date of grant (the “Equity Award”). Twenty-five percent of the Equity Award will vest and become exercisable on the one-year anniversary of the date of grant, and the balance of the Equity Award will vest in equal installments over the next thirty-six months thereafter, subject to Mr. Sullivan’s continued employment with the Company. Mr. Sullivan is also eligible to participate in the Company’s employee benefit plans available to its employees, subject to the terms of those plans.

Mr. Sullivan’s Employment Agreement provides that, in the event that his employment is terminated by the Company without “cause” or by him for “good reason,” then subject to the execution and effectiveness of a separation agreement and release, he will be entitled to receive (i) an amount equal to (x) nine months of base salary if such termination is not in connection with a “change in control” or (y) 12 months of base salary if such termination is in connection with a “change in control,” provided that in either case, if Mr. Sullivan commences new employment, all payments shall cease; and (ii) payment of the monthly employer COBRA premium for the same level of group health coverage as in effect for Mr. Sullivan on the date of termination for up to (x) nine months if such termination is not in connection with a “change in control,” and (y) 12 months if such termination is in connection with a “change in control.” In addition, if within 12 months following a “change in control,” Mr. Sullivan’s employment is terminated by the Company without “cause” or he resigns for “good reason,” then subject to the execution of the separation agreement and release, all time-based stock options and other time-based stock-based awards held by Mr. Sullivan will accelerate and vest immediately.

Mr. Sullivan has no family relationships with any of the Company’s directors or executive officers, and he has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

The foregoing description of the material terms of the Employment Agreement is qualified in its entirety by reference to the complete text of the Employment Agreement, which the Company intends to file, with the Securities and Exchange Commission (“SEC”) as an exhibit to the Company’s Quarterly Report on Form 10-Q for the quarter ended June 30, 2022.

### Item 9.01 Financial Statements and Exhibits.

#### (d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press Release issued by TCR<sup>2</sup> Therapeutics Inc. on June 27, 2022.</a>
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 thereunto duly authorized.

**TCR<sup>2</sup> Therapeutics Inc.**

Date: June 27, 2022

By: /s/ Garry Menzel  
Garry Menzel  
President and Chief Executive Officer



## **TCR<sup>2</sup> Therapeutics Appoints Industry and Finance Veteran Eric Sullivan as Chief Financial Officer**

**CAMBRIDGE, Mass.,** June 27, 2022 – TCR<sup>2</sup> Therapeutics Inc. (Nasdaq: TCRR), a clinical-stage cell therapy company with a pipeline of novel T cell therapies for patients suffering from solid tumors, today announced the appointment of Eric Sullivan as Chief Financial Officer where he will be responsible for leading all aspects of financial management and capital market strategy as well as overseeing investor relations and select business operations.

“We are excited to announce Eric Sullivan is joining the TCR<sup>2</sup> team as Chief Financial Officer,” said Garry Menzel, Ph.D., President and Chief Executive Officer of TCR<sup>2</sup> Therapeutics. “Eric brings a tremendous breadth of financial, strategy, operational and leadership experience to the Company having served in multiple roles at high-growth companies during his tenure in the biotechnology industry. As we prepare for several key inflection points from both our clinical programs, gavo-cel and TC-510, his appointment will further strengthen our team to meet the challenges ahead and maximize value for all our constituents during this next phase of transformational growth.”

Mr. Sullivan brings to TCR<sup>2</sup> nearly 20 years of finance and operations experience in the biotechnology industry working on financial management, strategic planning, and fundraising and capital market transactions across the public and private markets. Prior to joining the Company, he was President, Chief Financial Officer and Chief Operating Officer at Triplet Therapeutics where he led finance, business development and corporate operations. Before that, Mr. Sullivan led finance as Senior Vice President at Gemini Therapeutics and Oncorus. Earlier in his career, he held senior financial management positions at bluebird bio and Merrimack Pharmaceuticals. Mr. Sullivan holds a B.S. in Accountancy from Bentley University and is a Certified Public Accountant (C.P.A.).

“With an extraordinary leadership team and aspirational vision to change the paradigm for the treatment of solid tumors, TCR<sup>2</sup> represents a leading cell therapy company in a unique position, especially for the many cancer patients that have limited or no treatment options,” said Mr. Sullivan. “Joining at this inflection point is an incredible opportunity to add real value to the Company by supporting its growth trajectory with two key programs in the clinic and several others in the pipeline.”

### **About TCR<sup>2</sup> Therapeutics**

TCR<sup>2</sup> Therapeutics Inc. is a clinical-stage cell therapy company developing a pipeline of novel T cell therapies for patients suffering from solid tumors. The company is focused on the discovery and development of product candidates against novel and complex targets utilizing its proprietary T cell receptor (TCR) Fusion Construct T cells (TRuC<sup>®</sup>-T cells). The TRuC platform is designed to specifically recognize and kill cancer cells by harnessing signaling from the entire TCR, independent of human leukocyte antigens (HLA). For more information about TCR<sup>2</sup>, please visit [www.tcr2.com](http://www.tcr2.com).

### **Forward-looking Statements**

This press release contains forward-looking statements and information within the meaning of the Private Securities Litigation Reform Act of 1995 and other federal securities laws. The use of words such as “may,” “will,” “could,” “should,” “expects,” “intends,” “plans,” “anticipates,” “believes,” “estimates,” “predicts,” “projects,” “seeks,” “endeavor,” “potential,” “continue” or the negative of such words or other similar expressions can be used to identify forward-looking statements. These forward-looking statements include, but are not limited to, express or implied statements regarding the therapeutic potential of gavo-cel, TC-510 and TCR<sup>2</sup>’s other product candidates, expectations regarding future growth and prospects, future clinical development, partnering and commercialization plans, the development of the Company’s TRuC-T cells, their potential characteristics, applications and clinical utility, and the potential therapeutic applications of the Company’s TRuC-T cell platform.

The expressed or implied forward-looking statements included in this press release are only predictions and are subject to a number of risks, uncertainties and assumptions, including, without limitation: uncertainties inherent in clinical studies and in the availability and timing of data from ongoing clinical studies; whether interim results from a clinical trial will be predictive of the final results of the trial; whether results from preclinical studies or earlier clinical studies will be predictive of the results of future trials; the expected timing of submissions for regulatory approval or review by governmental authorities, including review under accelerated approval processes; orphan drug designation eligibility; regulatory approvals to conduct trials or to market products; TCR<sup>2</sup>'s ability to maintain sufficient manufacturing capabilities to support its research, development and commercialization efforts, including TCR<sup>2</sup>'s ability to secure additional manufacturing facilities; whether TCR<sup>2</sup>'s cash resources will be sufficient to fund TCR<sup>2</sup>'s foreseeable and unforeseeable operating expenses and capital expenditure requirements, the impact of the COVID- 19 pandemic on TCR<sup>2</sup>'s ongoing operations; and other risks set forth under the caption "Risk Factors" in TCR<sup>2</sup>'s most recent Annual Report on Form 10-K, most recent Quarterly Report on Form 10-Q and its other filings with the Securities and Exchange Commission. In light of these risks, uncertainties and assumptions, the forward-looking events and circumstances discussed in this press release may not occur and actual results could differ materially and adversely from those anticipated or implied in the forward-looking statements. You should not rely upon forward- looking statements as predictions of future events. Although TCR<sup>2</sup> believes that the expectations reflected in the forward-looking statements are reasonable, it cannot guarantee that the future results, levels of activity, performance or events and circumstances reflected in the forward-looking statements will be achieved or occur.

Moreover, except as required by law, neither TCR<sup>2</sup> nor any other person assumes responsibility for the accuracy and completeness of the forward-looking statements included in this press release. Any forward-looking statement included in this press release speaks only as of the date on which it was made. We undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise, except as required by law.

**Investor and Media Contact:**

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