

**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 Act of 1934**

**Date of Report (Date of earliest event reported):
February 3, 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On February 3, 2021, the Board of Directors (the “Board”) of TCR² Therapeutics Inc. (the “Company”) unanimously appointed Shawn Tomasello to fill a newly created vacancy on the Board resulting from an increase in the size of the Board from seven (7) to eight (8) directors. Upon her appointment, Ms. Tomasello became a member of the slate of Class I directors with terms expiring at the 2022 Annual Meeting of Stockholders of the Company. The Board has determined that Ms. Tomasello qualifies as an independent director and is qualified to serve under the applicable rules and regulations of the Securities and Exchange Commission (the “SEC”) and the listing rules of the Nasdaq Stock Market LLC. Ms. Tomasello will serve on the Company’s Compensation Committee and Nominating and Corporate Governance Committee. Ms. Tomasello has also entered into the Company’s standard form of indemnification agreement.

For her service on the Board, Ms. Tomasello will receive compensation for service as a non-employee director of the Company consistent with the compensation generally provided to other non-employee directors, as determined by the Board from time to time. Currently, non-employee directors generally receive, among other things (i) an annual cash retainer of \$35,000 and (ii) an initial equity award with a fair market value equal to \$400,000 on the date of grant. In addition, Ms. Tomasello will receive cash compensation for serving as a member of the Company’s Compensation Committee and Nominating and Corporate Governance Committee, as described in the Company’s 2020 Proxy Statement filed with the Securities and Exchange Commission on August 14, 2020.

There are no arrangements or understandings between Ms. Tomasello and any other persons pursuant to which she was elected as a director of the Company. There are no family relationships between Ms. Tomasello and any director or executive officer of the Company, and she has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K. Ms. Tomasello is qualified to serve on the Board based on her leadership experience in commercial and medical affairs at various companies in the industry in which the Company operates.

A copy of the Company’s press release announcing the appointment of Ms. Tomasello is attached as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release issued by TCR² Therapeutics Inc. on February 4, 2021.
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.

TCR² THERAPEUTICS INC.

By: /s/ Mayur (Ian) Somaiya

Name: Mayur (Ian) Somaiya

Title: Chief Financial Officer

Date: February 4, 2021



TCR² Therapeutics Announces Commercial Cell Therapy Leader Shawn Tomasello Joins its Board of Directors

CAMBRIDGE, Mass., February 4, 2021 — TCR² Therapeutics Inc. (Nasdaq: TCRR) (“TCR²” or the “Company”), a clinical-stage immunotherapy company with a pipeline of novel T cell therapies for patients suffering from cancer, today announced the appointment of Shawn Tomasello to its Board of Directors. With more than 35 years of broad commercial and medical affairs experience in the biotechnology industry, Ms. Tomasello has successfully built and led commercial operations at several companies, including Pharmacyclics, Celgene and Genentech. Her most recent role as Chief Commercial Officer at Kite Pharma involved establishing the infrastructure for manufacture and launch of T-cell therapy Yescarta[®] for non-Hodgkin lymphoma.

“Shawn has an outstanding track record in overseeing commercial and medical affairs efforts at significant oncology companies that will be invaluable to our leadership team at TCR² as we near the advancement of gavo-cel into Phase 2 clinical trials,” said Garry Menzel, Ph.D., President and Chief Executive Officer of TCR² Therapeutics. “As with all of our board members, she is specifically an expert in the field of cell therapy and will help us make the right decisions as we broaden the use of our unique TRuC platform by expanding our novel pipeline and establish a larger commercial footprint to support that growth. We are delighted to welcome her to the team and accelerate our quest to provide meaningful therapies to cancer patients.”

Ms. Tomasello served as the Chief Commercial Officer of Kite Pharma, where she oversaw the global commercialization of Yescarta, from 2015 to 2018 including through its acquisition by Gilead for \$11.9 billion in October 2017. She was previously Chief Commercial Officer at Pharmacyclics, where she led commercial and medical affairs activities for Imbruvica[®], a first-in-class treatment for hematologic malignancies, from August 2014 until its acquisition by AbbVie for \$21.0 billion in August 2015. Prior to Pharmacyclics, Ms. Tomasello served in leading commercial roles with multiple major pharmaceutical companies, including Celgene as President of the Americas Hematology and Oncology, where she led the company through five successful product launches encompassing 11 indications and played a critical role in acquisitions. Ms. Tomasello received her B.S. in Marketing from the University of Cincinnati and her M.B.A. from Murray State University in Kentucky.

“With their leading TRuC platform and excellent early solid tumor clinical data, TCR² is well positioned to become one of the next integral companies in the evolution of cell therapies and I am thrilled to become a member of their Board of Directors,” said Ms. Tomasello. “The degree of innovation in the TCR² pipeline supports the breadth of opportunities beyond the early promise of gavo-cel with solid tumors overexpressing mesothelin. I look forward to offering my insights in cell therapy and commercial strategy as the company continues its rapid progress.”

About TCR² Therapeutics

TCR² Therapeutics Inc. is a clinical-stage immunotherapy company developing a pipeline of novel T cell therapies for patients suffering from solid tumors and hematological malignancies. TCR²'s proprietary T cell receptor (TCR) Fusion Construct T cells (TRuC[®]-T cells) specifically recognize and kill cancer cells by harnessing signaling from the entire TCR, independent of human leukocyte antigens (HLA). In preclinical studies, TRuC-T cells have demonstrated superior anti-tumor activity compared to chimeric antigen receptor T cells (CAR-T cells), while exhibiting lower levels of cytokine release. The Company's lead TRuC-T cell product candidate targeting solid tumors, TC-210, is currently being studied in a Phase 1/2 clinical trial to treat patients with mesothelin-positive non-small cell lung cancer (NSCLC), ovarian cancer, malignant pleural/peritoneal mesothelioma, and cholangiocarcinoma. The Company's lead TRuC-T cell product candidate targeting hematological malignancies, TC-110, is currently being studied in a Phase 1/2 clinical trial to treat patients with CD19-positive adult acute lymphoblastic leukemia (aALL) and with aggressive or indolent non-Hodgkin lymphoma (NHL).

Forward-Looking Statements

This press release contains forward-looking statements that are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. 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. Any forward-looking statements in this press release are based on management's current expectations and beliefs and are subject to a number of risks, uncertainties and important factors that may cause actual events or results to differ materially from those expressed or implied by any forward-looking statements contained in this press release, including, without limitation, express or implied statements regarding the therapeutic potential of gavo-cel, future clinical and pre-clinical development plans for 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. These and other risks and uncertainties are described in greater detail in the section entitled "Risk Factors" in TCR²'s Annual Report on Form 10-K filed on March 30, 2020, as updated by its most recent Quarterly Report on Form 10-Q and its other filings made with the SEC from time to time, including those contained or incorporated by reference in the preliminary prospectus supplement and accompanying prospectus related to the public offering filed with the SEC. Although TCR²'s forward-looking statements reflect the good faith judgment of its management, these statements are based only on facts and factors currently known by TCR². As a result, you are cautioned not to rely on these forward-looking statements. Any forward-looking statement made in this press release speaks only as of the date on which it is made. TCR² undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future developments or otherwise.

Investor and Media Contact:

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