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

SCHEDULE TO/A
(Amendment No. 1)

**Tender Offer Statement Under Section 14(d)(l) or 13(e)(l)
of the Securities Exchange Act of 1934**

TCR² THERAPEUTICS INC.
(Name of Subject Company (Issuer) and Filing Person (Offeror))

Options to Purchase Common Stock, Par Value \$0.0001 Per Share
(Title of Class of Securities)

87808K106
(CUSIP Number of Class of Securities)

Garry E. Menzel
President and Chief Executive Officer
TCR² Therapeutics Inc.
100 Binney Street, Suite 710
Cambridge, Massachusetts 02142
(617) 949-5200

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of Filing Person)

Copies to:

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Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- Issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
 - Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)
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This Amendment No. 1 to the Tender Offer Statement on Schedule TO (this "**Amendment**") amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission (the "**SEC**") on October 19, 2022 (the "**Schedule TO**"), by TCR² Therapeutics, Inc., a Delaware corporation (the "**Company**"), in connection with its offer to exchange eligible stock options for restricted stock units pursuant to the Offer to Exchange Eligible Options for New Restricted Stock Units, dated October 19, 2022 (the "**Exchange Offer**").

This Amendment is being filed solely to amend "Item 4-Terms of the Transaction" to reflect and report the final results of the Exchange Offer under the caption "Material Terms." Except as otherwise noted below, no changes have been made to the Schedule TO. This Amendment should be read in conjunction with the Schedule TO and the Exchange Offer. All capitalized terms used herein have the same meanings as given in the Exchange Offer.

Item 4. Terms of the Transaction

Item 4 of the Schedule TO is hereby amended and supplemented by adding the following information under the caption “Material Terms”:

The Exchange Offer expired at 11:59 p.m., Eastern Time, on Wednesday, November 16, 2022. Pursuant to the Exchange Offer, 60 Eligible Participants elected to exchange Eligible Options, and the Company accepted for cancellation Eligible Options to purchase an aggregate of 2,553,598 shares of the Company’s Common Stock, representing approximately 99.2% of the total shares of Common Stock underlying the Eligible Options. On November 17, 2022, immediately following the expiration of the Exchange Offer, the Company granted New RSUs to purchase 751,532 shares of Common Stock, pursuant to the terms of the Exchange Offer and the Company’s 2018 Plan. The New RSUs do not have an exercise price per share. Each New RSU represents the right to receive one share of Company’s Common Stock for each New RSU that vests in the future. The vesting terms of the New RSUs are described in detail in the Exchange Offer.

EXHIBIT INDEX

Exhibit

107 [Filing Fee Table](#)

SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: November 18, 2022

TCR² THERAPEUTICS INC.

By: /s/ Eric Sullivan

Eric Sullivan

Chief Financial Officer (Principal Financial Officer, Principal
Accounting Officer and Duly Authorized Officer)

Calculation of Filing Fee Tables

SC TO-I/A
(Form Type)

TCR² Therapeutics Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Transaction Valuation

	Transaction Valuation (1)	Fee Rate	Amount of Filing Fee (2)
Fees to Be Paid	\$1,234,493	\$0.00011020	\$136.04
Fees Previously Paid	—		—
Total Transaction Valuation (1)	\$1,234,493		
Total Fees Due for Filing (2)			\$136.04
Total Fees Previously Paid			\$136.04
Total Fee Offsets			—
Net Fee Due			\$0

- (1) Estimated solely for purposes of calculating the amount of the filing fee. The calculation of the transaction valuation assumes that all stock options to purchase shares of the issuer's common stock that may be eligible for repricing in the offer will be tendered pursuant to this offer. This calculation assumes stock options to purchase an aggregate of 2,574,615 shares of the issuer's common stock, having an aggregate value of \$1,234,493 as of October 18, 2022, calculated based on the average values using the Black-Scholes option pricing model, will be exchanged or cancelled pursuant to this offer.
- (2) The amount of the filing fee, calculated in accordance with Rule 0-11(b) of the Securities Exchange Act of 1934, as amended, equals \$110.20 per \$1,000,000 of the aggregate amount of the Transaction Valuation (or 0.011020% of the aggregate Transaction Valuation). The Transaction Valuation set forth above was calculated for the sole purpose of determining the filing fee and should not be used for any other purpose.