

**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): August 26, 2021 (August 24, 2021)

TCR² 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	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 August 25, 2021, the Board of Directors (the "Board") of TCR² Therapeutics Inc. (the "Company") unanimously appointed Dr. Priti Hegde to the Board, effective upon the resignation of Dr. Patrick Baeuerle, Ph.D. On August 24, 2021, Dr. Baeuerle notified the Company of his resignation from the Board and all committees thereof effective immediately. Dr. Baeuerle's resignation was not the result of a disagreement with the Company on any matter relating to the Company's operations, policies or practices. Dr. Hegde fills the vacancy on the Board resulting from the resignation of Dr. Baeuerle.

Upon her appointment to the Board, Dr. Hegde became a member of the Class II directors with terms expiring at the 2023 annual meeting of stockholders of the Company. The Board has determined that Dr. Hegde 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. Dr. Hegde will serve as a member of the Company's Nominating and Corporate Governance Committee. For her service on the Board, Dr. Hegde will receive the same compensation as other non-employee directors, as described in the Company's most recent Form 10-K filed with the SEC on March 16, 2021. Dr. Hegde has also entered into the Company's standard form of indemnification agreement.

There are no arrangements or understandings between Dr. Hegde and any other persons pursuant to which she was elected as a director of the Company. There are no family relationships between Dr. Hegde 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. Dr. Hegde is qualified to serve on the Board based on her leadership experience serving in executive level positions at various companies in the industry in which the Company operates.

A copy of the Company's press release announcing the appointment of Dr. Hegde 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 dated August 26, 2021

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.

TCR² Therapeutics Inc.

Date: August 26, 2021

By: /s/ Mayur (Ian) Somaiya

Mayur (Ian) Somaiya

Chief Financial Officer



TCR² Therapeutics Announces Renowned Translational Medicine Leader Priti Hegde Joins Its Board of Directors

CAMBRIDGE, Mass., August 26, 2021 - TCR² Therapeutics Inc. (Nasdaq: TCRR), a clinical-stage cell therapy company with a pipeline of novel T cell therapies for patients suffering from cancer, today announced the appointment of Priti Hegde, Ph.D., to its Board of Directors. Dr. Hegde brings to TCR² over 20 years of cancer genomics and immunology, clinical product development and early stage research experience in the biopharmaceutical industry, including an interdisciplinary focus on translational medicine. In connection with Dr. Hegde's arrival, Patrick Baeuerle, Ph.D., will be stepping down from the Board of Directors effective August 24, 2021 but will continue to serve TCR² in an advisory capacity.

"As we continue to advance gavo-cel in clinical trials across multiple cancer indications and simultaneously innovate our TRuC-T cells in ways to persist longer in the hostile solid tumor microenvironment, Dr. Hegde will play a pivotal role in helping us understand how our cancer patients are responding to TRuC-T cells," said Garry Menzel, Ph.D., President and Chief Executive Officer of TCR² Therapeutics. "Her extensive experience in cancer immunology and in particular her expertise in translational medicine and companion diagnostics will guide us in our pursuit to design better clinical assays, enabling us to determine which combinations or enhancements will allow our TRuC-T cells to provide maximum benefit to patients in difficult-to-treat indications. Once again, we are thrilled be adding to the board such a highly regarded scientist with expertise specific to the needs of the company."

Dr. Hegde currently serves as Chief Scientific Officer at Foundation Medicine, Inc., where she oversees clinical product development, cancer genomics, regulatory and early stage research to advance their leading comprehensive genomic profiling portfolio. Previously, Dr. Hegde held roles of increasing responsibility at Genentech for 12 years, where she served as senior director and principal scientist in oncology biomarker development, during which she established and led the biomarker group accountable for translational science strategies in cancer immunotherapy and was responsible for clinical translation strategies for more than 18 therapeutic programs in over 100 Phase I-III global clinical trials. Dr. Hegde was also instrumental in the approvals for Tecentriq[®] (atezolizumab), a PD-L1 immunotherapy, in both the United States and European Union, as well as its forthcoming diagnostic filings. Prior to joining Genentech, Dr. Hegde was the manager of disease and biomarker transcriptomics at GlaxoSmithKline. She completed her post-doctoral fellowship at The Institute for Genomic Research and holds a Ph.D. in Biochemical Pharmacology from SUNY Buffalo, as well as a B. Pharmacy degree from Mumbai University, India.

"To work with a company developing a truly unique cell therapy modality which can overcome the limitations of both CAR- and TCR-T therapies in solid tumors represents a great base to innovate a path forward using translational medicine," said Dr. Hegde. "I am delighted to join the TCR² board at a time when the company is rapidly expanding beyond gavo-cel with a rich pipeline of new targets and enhancements to TRuC-T cells which could benefit a significant number of cancer patients."

"On behalf of the company and the entire TCR² board, I also want to recognize Patrick Baeuerle for his many contributions and commitment to the company's vision and scientific excellence. The TRuC-T cell, his truly original idea, is now a clinical product providing benefit to cancer patients with solid tumors and his ongoing innovation has enabled us to create next generation approaches in our expanding pipeline," commented Dr. Menzel. "We literally would not exist without Dr. Baeuerle and we are grateful that we will continue to benefit from his insights as he transitions from a Board member to a consultant."

About TCR² Therapeutics

TCR² Therapeutics Inc. is a clinical-stage cell therapy company developing a pipeline of novel T cell therapies for patients suffering from cancer. 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 secreting lower levels of cytokines. The Company's lead TRuC-T cell product candidate targeting solid tumors, gavo-cel, 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). For more information about TCR², please visit 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, timing for interim updates for the gavo-cel and TC-110 clinical trials, expectations regarding manufacturing plans and capabilities, future clinical development 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; TCR²'s ability to maintain sufficient manufacturing capabilities to support its research, development and commercialization efforts, including TCR²'s ability to secure additional manufacturing facilities; whether TCR²'s cash resources will be sufficient to fund TCR²'s foreseeable and unforeseeable operating expenses and capital expenditure requirements, the impact of the COVID-19 pandemic on TCR²'s ongoing operations; and other risks set forth under the caption "Risk Factors" in TCR²'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 TCR² 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 TCR² 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:

Carl Mauch

Director, Investor Relations and Corporate Communications

(617) 949-5667

carl.mauch@tcr2.com
