

**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 27, 2024

MiNK Therapeutics, Inc.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-40908
(Commission File Number)

82-2142067
(IRS Employer
Identification No.)

**149 Fifth Avenue
Suite 500
New York, New York**
(Address of Principal Executive Offices)

10010
(Zip Code)

Registrant's Telephone Number, Including Area Code: 212 994-8250

(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, par value \$0.00001 per share	INKT	The Nasdaq Stock 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.

Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

As previously disclosed on February 29, 2024 in the Current Report on Form 8-K filed by MiNK Therapeutics, Inc. (the “Company”), on February 26, 2024, the Listing Qualifications Department of The Nasdaq Stock Market LLC (“Nasdaq”) notified the Company that the bid price for the Company’s common stock had closed below \$1.00 per share for the previous 30 consecutive trading days and, in accordance with the Nasdaq Listing Rules, the Company was provided a 180-calendar day grace period to regain compliance with the minimum bid price requirement set forth in Nasdaq Listing Rule 5550(a)(2) (the “Bid Price Rule”), through August 26, 2024.

While the Company’s common stock traded above \$1.00 per share on several occasions during the grace period, on August 27, 2024, the Company received formal notice from Nasdaq stating the Company was unable to regain compliance with the Minimum Bid Price Requirement. Consequently, the Company’s common stock is now subject to potential delisting from Nasdaq unless the Company timely requests a hearing before the Nasdaq Hearings Panel (the “Panel”). The Company intends to request a hearing, which will stay any further action by Nasdaq and the Company’s common stock will continue to be eligible to trade on The Nasdaq Capital Market at least pending the conclusion of the hearing process. There can be no assurance that the Panel will determine to continue the Company’s listing or that the Company will be able to demonstrate compliance with the applicable listing criteria within the period of time that may be granted by the Panel.

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.

MiNK Therapeutics, Inc.

Date: August 30, 2024

By: /s/ Jennifer Buell, Ph.D.
Jennifer Buell, Ph.D., CEO
