

**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) **May 20, 2026**

TSCAN THERAPEUTICS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-40603
(Commission
File Number)

82-5282075
(I.R.S. Employer
Identification No.)

830 Winter Street,
Waltham, Massachusetts
(Address of principal executive offices)

02451
(Zip Code)

Registrant's telephone number, including area code (857) 399-9500

Not Applicable
(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 | Trade Symbol(s) | Name of each exchange on which registered |
|---|--------------------|--|
| Voting Common Stock, \$0.0001 par value per share | TCRX | The Nasdaq Global 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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On May 20, 2026, TScan Therapeutics, Inc. (the “Company”) held its 2026 Annual Meeting of Stockholders (the “Annual Meeting”). As further described in Item 5.07 to this Current Report on Form 8-K, at the Annual Meeting, the Company’s stockholders approved an amendment to the Company’s Amended and Restated Certificate of Incorporation to increase the number of authorized shares of voting common stock from 300,000,000 to 600,000,000. On May 20, 2026, the Company filed a Certificate of Amendment to the Company’s Amended and Restated Certificate of Incorporation (the “Certificate of Amendment”) with the Secretary of State of the State of Delaware and the Certificate of Amendment became effective upon filing. The foregoing description does not purport to be complete and is qualified in its entirety by reference to the full text of the Certificate of Amendment, a copy of which is filed as Exhibit 3.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On May 20, 2026, the Company held its Annual Meeting to consider and vote on the four proposals set forth below, each of which is described in greater detail in the Company’s Definitive Proxy Statement on Schedule 14A, which was filed with the U.S. Securities and Exchange Commission on April 17, 2026. The final voting results are set forth below.

Proposal No. 1 - Election of Class II Directors

The stockholders of the Company elected Katina Dorton, J.D., M.B.A. and R. Keith Woods as Class II directors, each to serve for a three-year term ending at the annual meeting of stockholders to be held in 2029 and until their successor has been duly elected and qualified or until their earlier resignation or removal. The results of the stockholders’ vote with respect to the election of the Class II directors were as follows:

| <u>Name</u> | <u>Votes For</u> | <u>Votes Withheld</u> | <u>Broker Non-Votes</u> |
|-----------------------------|------------------|-----------------------|-------------------------|
| Katina Dorton, J.D., M.B.A. | 19,665,447 | 4,508,811 | 15,247,179 |
| R. Keith Woods | 23,305,311 | 868,947 | 15,247,179 |

Proposal No. 2 - Ratification of Appointment of Independent Registered Public Accounting Firm

The stockholders of the Company ratified the selection of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2026. The results of the stockholders’ vote with respect to such ratification were as follows:

| <u>Votes For</u> | <u>Votes Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|------------------|----------------------|----------------|-------------------------|
| 38,497,976 | 637,978 | 285,483 | 15,247,179 |

Proposal No. 3 - Approval of an Amendment to the Company’s Amended and Restated Certificate of Incorporation

The stockholders of the Company approved an amendment to the Company’s Amended and Restated Certificate of Incorporation to increase the number of authorized shares of voting common stock from 300,000,000 shares to 600,000,000 shares. The results of the stockholders’ vote with respect to such approval were as follows:

| <u>Votes For</u> | <u>Votes Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|------------------|----------------------|----------------|-------------------------|
| 35,913,605 | 3,177,381 | 330,451 | 15,247,179 |

Proposal No. 4 - Approval of a Proposal to Adjourn the Annual Meeting

Although Proposal No. 4 was deemed not necessary because there was a quorum present and there were sufficient proxies at the time of the Annual Meeting to approve Proposal No. 3, it was approved by the requisite vote as follows:

| Votes For | Votes Against | Abstain | Broker Non-Votes |
|----------------------|--------------------------|----------------|-----------------------------|
| 21,897,635 | 2,007,636 | 268,987 | 15,247,179 |

No other matters were submitted to or voted on by the Company's stockholders at the Annual Meeting.

Item 9.01 Financial Statements and Exhibits

3.1 [Certificate of Amendment to the Amended and Restated Certificate of Incorporation of TScan Therapeutics, Inc.](#)

104 Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURE

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.

TScan Therapeutics, Inc.

Date: May 22, 2026

By: /s/ Gavin MacBeath
Gavin MacBeath
Chief Executive Officer

**CERTIFICATE OF AMENDMENT TO THE
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION OF TSCAN THERAPEUTICS, INC**

TScan Therapeutics, Inc. (the “**Corporation**”), a corporation duly organized and existing under the laws of the State of Delaware pursuant to Section 242 of the General Corporation Law of the State of Delaware (the “**DGCL**”), hereby certifies as follows:

1. The Amended and Restated Certificate of Incorporation, as heretofore amended, is hereby amended by replacing the first paragraph of Article FOURTH in its entirety to read as follows:

“The total number of shares of all classes of capital stock that the Corporation is authorized to issue is six hundred twenty million (620,000,000) shares, of which (i) six hundred million (600,000,000) shares shall be a class designated as voting common stock, par value \$0.0001 per share (the “**Voting Common Stock**”), (ii) ten million (10,000,000) shares shall be a class designated as non-voting common stock, par value \$0.0001 per share (the “**Non-Voting Common Stock**”), and (iii) ten million (10,000,000) shares shall be a class designated as preferred stock, par value \$0.0001 per share (“**Preferred Stock**”). Any reference to “Common Stock” issued by the Corporation in any contract, agreement or otherwise to which the Corporation is a party, whether before or after the date of filing of this Certificate, shall refer to Voting Common Stock, unless specific reference is made to the Non-Voting Common Stock.”

2. The Board of Directors of the Corporation has adopted a resolution approving and declaring advisable the foregoing amendment set forth in this Certificate of Amendment in accordance with the provisions of Section 242 of the DGCL.
3. The stockholders of the Corporation, at a meeting duly called and held pursuant to Section 222 of the DGCL, duly adopted the amendments set forth in this Certificate of Amendment in accordance with the provisions of Section 242 of the DGCL.
4. The foregoing amendments were duly adopted in accordance with Section 242 of the DGCL.

IN WITNESS WHEREOF, the undersigned, as a duly authorized officer of the Corporation, has executed this Certificate of Amendment on May 20, 2026.

TSCAN THERAPEUTICS, INC

By: /s/ Gavin MacBeath

Name Gavin MacBeath

Title: Chief Executive Officer