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): February 9, 2023

ENTRADA THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

Delaware	**001-40969**	**81-3983399**
(State or other jurisdiction of incorporation)	**(Commission File Number)**	**(I.R.S. Employer Identification No.)**

6 Tide Street	
Boston, MA	**02210**
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (857) 520-9158

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	**Trading Symbol(s)**	**Name of each exchange on which registered**
Common Stock, $0.0001 par value per share	**TRDA**	**The Nasdaq Global 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 7.01 Regulation FD.

On February 9, 2023, Entrada Therapeutics, Inc. ("Entrada") issued a press release announcing the closing of the Strategic Collaboration and License Agreement (the "License Agreement") and Sublicense Agreement (the "Sublicense Agreement") with Vertex Pharmaceuticals Incorporated ("Vertex"). A copy of the press release is furnished hereto as Exhibit 99.1.

The information in this Item 7.01 of Form 8-K, including the accompanying Exhibit 99.1, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act"), or otherwise subject to the liability of such section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of the general incorporation language of such filing, except as shall be expressly set forth by specific reference in such filing.

Item 8.01 Other Events.

On February 9, 2023, Entrada and Vertex closed their previously announced License Agreement and Sublicense Agreement, as disclosed in Entrada's Current Report on Form 8-K filed with the Securities and Exchange Commission (the "SEC") on December 8, 2022. The closing occurred following the expiration of the waiting period and clearance under the Hart-Scott-Rodino Antitrust Improvements Act of 1976.

The foregoing descriptions of the License Agreement and Sublicense Agreement are qualified in their entirety by reference to the License Agreement and Sublicense Agreement that will be filed as exhibits to Entrada's Annual Report on Form 10-K for the fiscal year ended December 31, 2022.

In connection with the consummation of the License Agreement and Sublicense Agreement, on February 9, 2023, Entrada closed the previously announced sale of 1,618,613 shares of its common stock (the "Shares") to Vertex for an aggregate purchase price of approximately $26.3 million or $16.26 per share. The Shares were issued pursuant to a stock purchase agreement (the "Stock Purchase Agreement") between Entrada and Vertex dated December 7, 2022, as previously disclosed in Entrada's Current Report on Form 8-K filed with the SEC on December 8, 2022.

The foregoing description of the Stock Purchase Agreement is qualified in its entirety by reference to the Stock Purchase Agreement that was filed as Exhibit 10.1 in Entrada's Current Report on Form 8-K filed with the SEC on December 8, 2022.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.1	Press Release issued by Entrada Therapeutics, Inc. on February 9, 2023
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.

Entrada Therapeutics, Inc.

Date: February 9, 2023

/s/ Dipal Doshi

Dipal Doshi

President and Chief Executive Officer

Entrada Therapeutics Closes Agreement with Vertex to Discover and Develop Endosomal Escape Vehicle-Therapeutics for Myotonic Dystrophy Type 1 (DM1)

- Global collaboration includes ENTR-701, Entrada's late-stage preclinical candidate for the treatment of DM1 -

- Company's cash runway extended into the second half of 2025 -

BOSTON, February 9, 2023 -- Entrada Therapeutics, Inc. (Nasdaq: TRDA), a biopharmaceutical company aiming to transform the lives of patients by establishing intracellular Endosomal Escape Vehicle (EEV™)-therapeutics as a new class of medicines, today announced the expiration of the waiting period under the Hart-Scott-Rodino (HSR) Antitrust Improvements Act of 1976 and closing of the Company's previously announced strategic collaboration and license agreement with Vertex.

Under the terms of the agreement announced on December 8, 2022, Entrada will receive an upfront payment of $224 million, as well as an equity investment of $26 million at $16.26 per share. Entrada is eligible to receive up to $485 million for the successful achievement of certain research, development, regulatory and commercial milestones, and tiered royalties on future net sales for any products that may result from this collaboration agreement.

The agreement includes a four-year global research collaboration whereby Entrada will continue to advance and receive payments for certain research activities related to ENTR-701, as well as additional DM1-related research activities. Vertex will be responsible for global development, manufacturing and commercialization of ENTR-701 and any additional programs stemming from Entrada's DM1 research efforts.

The Company anticipates that proceeds from the collaboration, equity investment and achievement of certain milestones, together with its existing cash, cash equivalents and marketable securities will extend its cash runway into the second half of 2025, supporting the Company's expansion and continued development of EEV-therapeutic candidates targeting Duchenne muscular dystrophy as well as other indications beyond neuromuscular diseases.

About Entrada Therapeutics
Entrada Therapeutics is a biopharmaceutical company aiming to transform the lives of patients by establishing a new class of medicines, Endosomal Escape Vehicle (EEV™)-therapeutics, to engage intracellular targets that have long been considered inaccessible and undruggable. The Company's EEV therapeutics are designed to enable the efficient intracellular delivery of a wide range of therapeutics into a variety of organs and tissues, resulting in an improved therapeutic index. Through its proprietary, highly versatile and modular EEV platform, Entrada is building a robust development portfolio of oligonucleotide-, antibody- and enzyme-based programs for the potential treatment of neuromuscular diseases, immunology, oncology and diseases of the central nervous system. The Company's lead oligonucleotide programs include ENTR-601-44 and ENTR-601-45 for the potential treatment of people living with Duchenne who are exon 44 and 45 skipping amenable, respectively, as well as ENTR-701 targeting myotonic dystrophy type 1 (DM1).

For more information about Entrada, please visit our website, www.entradatx.com, and follow us on Twitter and LinkedIn.

Forward-Looking Statements
This press release contains forward-looking statements that involve substantial risks and uncertainties. All statements, other than statements of historical facts, contained in this press release, including statements related to the potential benefits and results that may be achieved through Entrada's collaboration with Vertex, Entrada's expectations of the use of proceeds from its collaboration with Vertex, the ability of Entrada and Vertex to complete the proposed collaboration, the anticipated advancement of Entrada's DM1 program, Entrada's strategy, future operations, prospects and plans, objectives of management, the potential therapeutic benefits of its EEV candidates, including Entrada's oligonucleotide-, antibody- and enzyme-based programs, and expectations regarding the Company's therapeutic

candidates, including ENTR-701, its related potential for the continued development and advancement for the treatment of myotonic dystrophy type 1 (DM1), ENTR-601-44 and ENTR-601-45 targeting Duchenne muscular dystrophy (DMD), and non-neuromuscular programs, constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. The words “anticipate,” “believe,” “continue,” “could,” “estimate,” “expect,” “intend,” “may,” “might,” “objective,” “ongoing,” “plan,” “predict,” “project,” “potential,” “should,” or “would,” or the negative of these terms, or other comparable terminology are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. Entrada may not actually achieve the plans, intentions or expectations disclosed in these forward-looking statements, and you should not place undue reliance on these forward-looking statements. Actual results or events could differ materially from the plans, intentions and expectations disclosed in these forward-looking statements as a result of various important factors, including: uncertainties inherent in the development of product candidates, including the conduct of research activities and the initiation and completion of preclinical studies and clinical trials; uncertainties as to the availability and timing of results from preclinical studies; whether results from preclinical studies will be predictive of the results of later preclinical studies and clinical trials; the timing of and Entrada’s ability to submit and obtain regulatory clearance for IND applications and initiate clinical trials; uncertainties associated with the impact of the ongoing COVID-19 pandemic on Entrada’s business and operations; as well as the risks and uncertainties identified in Entrada’s filings with the Securities and Exchange Commission (SEC), including the Company’s most recent Form 10-K and in subsequent filings Entrada may make with the SEC. In addition, the forward-looking statements included in this press release represent Entrada’s views as of the date of this press release. Entrada anticipates that subsequent events and developments will cause its views to change. However, while Entrada may elect to update these forward-looking statements at some point in the future, it specifically disclaims any obligation to do so. These forward-looking statements should not be relied upon as representing Entrada’s views as of any date subsequent to the date of this press release.

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