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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): July 14, 2024

**LENZ THERAPEUTICS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-40532**  
(Commission File Number)

**84-4867570**  
(I.R.S. Employer  
Identification No.)

**445 Marine View Ave., Ste. #320**  
**Del Mar, California**  
(Address of principal executive offices)

**92014**  
(Zip code)

**(858) 925-7000**  
(Registrant's telephone number, including area code)

**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
<b>Common Stock, par value \$0.00001 per share</b>	<b>LENZ</b>	<b>The Nasdaq Stock Market LLC</b>

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.

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**Item 1.01 Entry into a Material Definitive Agreement.**

On July 14, 2024, LENZ Therapeutics, Inc. (the “Company”) entered into a Stock Purchase Agreement (the “Purchase Agreement”) for a private placement (“Private Placement”) with Ridgeback Capital Investment, L.P. (the “Purchaser”). Pursuant to the Purchase Agreement, the Company agreed to sell to the Purchaser 1,578,947 shares of the Company’s common stock, par value \$0.00001 per share (the “Shares”), at a purchase price of \$19.00 per Share. The gross proceeds of the Private Placement are expected to be approximately \$30.0 million. The Private Placement is expected to close on July 17, 2024 (the “Closing Date”), subject to the satisfaction of customary closing conditions.

The Shares to be issued pursuant to the Purchase Agreement have not been registered under the Securities Act of 1933, as amended (the “Securities Act”), or under any state securities laws, and will be issued pursuant to the exemption from registration provided for under Section 4(a)(2) of the Securities Act. The Company relied on this exemption from registration based in part on representations made by the Purchaser. The Shares may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements. Neither this report, nor any exhibit attached hereto, is an offer to sell or the solicitation of an offer to buy the Shares described herein.

Under the Purchase Agreement, the Company has agreed that it will use its commercially reasonable efforts to file with the U.S. Securities and Exchange Commission (“SEC”), at its sole cost and expense, a registration statement registering the resale of the Shares (the “Resale Registration Statement”) no later than 60 calendar days after the Closing Date, and to cause the Resale Registration Statement to be declared effective by the SEC as soon as possible after the filing thereof, but in no event later than 90 calendar days after the Closing Date, subject to certain adjustments.

The Purchase Agreement contains customary representations, warranties and agreements by the Company, customary conditions to closing, indemnification obligations of the Company, other obligations of the parties and termination provisions.

The foregoing description of the Purchase Agreement does not purport to be complete and is qualified in its entirety by the terms and conditions thereof, the form of which will be filed as an exhibit to the Company’s Quarterly Report on Form 10-Q for the quarterly period ending June 30, 2024.

**Item 3.02 Unregistered Sales of Equity Securities.**

The information contained above under Item 1.01 is hereby incorporated by reference in response to this Item 3.02 of this report.

**Item 7.01 Regulation FD Disclosure.**

On July 15, 2024, the Company issued a press release announcing the Private Placement. The press release is attached as Exhibit 99.1 to this report and incorporated into this Item 7.01 by reference.

The information in this Item 7.01, including Exhibit 99.1 attached hereto, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act, except as expressly set forth by specific reference in such filing.

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**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits**

Exhibit Number	Description
99.1	<a href="#">Press Release, dated July 15, 2024.</a>
104	Cover Page Interactive Data File (the cover page XBRL tags are embedded within the inline XBRL document).

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**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.

Dated: July 14, 2024

**LENZ THERAPEUTICS, INC.**

By: /s/ Evert Schimmelpennink  
Name: Evert Schimmelpennink  
Title: Chief Executive Officer



## LENZ Therapeutics Announces \$30 Million Investment from Ridgeback Capital

**SAN DIEGO, CA – July 15, 2024** – LENZ Therapeutics, Inc. (Nasdaq: LENZ or “LENZ” or the “Company”), a late clinical-stage biopharmaceutical company focused on developing the first aceclidine-based eye drop to improve near vision in people with presbyopia, today announced that it has entered into a stock purchase agreement with Ridgeback Capital Investments L.P. (“Ridgeback Capital”) for a \$30 million private investment in public equity (“PIPE”) common stock financing.

“We appreciate the significant support and confidence that Ridgeback Capital is showing in LENZ and are pleased to have access to this additional capital, which further strengthens our Balance Sheet as we aim to make LN100 a potentially best-in-class therapeutic option for the treatment of presbyopia,” said Eef Schimmelpennink, President and Chief Executive Officer of LENZ Therapeutics. “With our strong Phase 3 CLARITY data in hand and impressed by the excitement from KOLs that studied LN100, we are looking forward to upcoming milestones, including the submission of our NDA for LN100 mid-year 2024 and turning our full focus towards preparing for the potential approval and commercialization of LN100”.

“We invest in innovative people and companies that help patients. LENZ is developing a medicine can have a transformational impact on eyesight. This can benefit millions of people who live with the challenges of presbyopia, and we are excited to support the LENZ team in this effort,” said Dr. Wayne Holman, Chief Executive Officer and Founder of Ridgeback Capital.

LENZ intends to use the net proceeds from the PIPE financing, together with the Company's existing cash, cash equivalents, and marketable securities, to support the regulatory, pre-commercial and potential commercial launch activities for LN100 as well as for working capital and general corporate purposes.

The offer and sale of the foregoing securities are being made in a transaction not involving a public offering and such securities have not been registered under the Securities Act of 1933, as amended, and may not be reoffered or resold in the United States except pursuant to an effective registration statement or an applicable exemption from the registration requirements. In connection with the securities purchase agreement, LENZ Therapeutics has agreed to file a registration statement with the Securities Exchange Commission (the “SEC”) to register the resale of the shares of common stock sold in the PIPE financing. Any offering of the common stock under the resale registration statement will only be made by means of prospectus.

This press release shall not constitute an offer to sell or a solicitation of an offer to buy any common stock or any other securities of LENZ Therapeutics, nor shall there be any sale of such securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such state or other jurisdiction.

### **About LENZ Therapeutics**

LENZ Therapeutics is a late clinical-stage biopharmaceutical company focused on the development and commercialization of the first aceclidine-based eye drop to improve vision in patients with presbyopia. LENZ’s product candidate, LN100 is a preservative-free, single-

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use, once-daily eye drop containing aceclidine. LNZ100 was evaluated in the registration-enabling Phase 3 CLARITY study as a potential therapy for the treatment of presbyopia, a condition impacting an estimated 1.8 billion people globally and 128 million people in the United States. LENZ is committed to commercializing an ideal pharmaceutical presbyopia solution that enhances vision for “all eyes, all day.” LENZ is headquartered in San Diego, California. For more information visit: [LENZ-Tx.com](http://LENZ-Tx.com).

### **Forward-Looking Statements**

This press release contains forward-looking statements within the meaning of federal securities laws. You can identify forward-looking statements by words such as “may,” “will,” “could,” “can,” “would,” “should,” “expect,” “intend,” “plan,” “anticipate,” “believe,” “estimate,” “predict,” “project,” “potential,” “poised,” “continue,” “ongoing” or the negative of these terms or other comparable terminology, but not all forward-looking statements will contain these words. Forward-looking statements in this press release include, but are not limited to, statements regarding:

LENZ’s plans relating to submitting an NDA with the FDA for regulatory approval of LNZ100 and commercializing LNZ100, if approved; the potential of LNZ100 to be a best-in-class therapeutic option for the treatment of presbyopia; and LENZ’s expectations regarding the sufficiency of its cash, cash equivalents and marketable securities capabilities.

These statements are based on numerous assumptions concerning the development of LENZ’s product candidates and target markets and involve substantial risks, uncertainties and other factors that may cause actual results, levels of activity, performance or achievement to be materially different from the information expressed or implied by these forward-looking statements, including those risk factors described in the section titled “Risk Factors” in the Quarterly Report on Form 10-Q filed with the SEC on May 8, 2024.

### **Contact:**

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