

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): April 17, 2024

Korro Bio, Inc.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation)

001-39062  
(Commission  
File Number)

47-2324450  
(IRS Employer  
Identification No.)

One Kendall Square, Building 600-700, Suite 6-401,  
Cambridge, MA  
(Address of principal executive offices)

02139  
(Zip Code)

Registrant's telephone number, including area code: (617) 468-1999

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any 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 \$0.001 per share	KRRO	The Nasdaq Capital Mark

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 chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying 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*****Subscription Agreement***

On April 17, 2024, we entered into a subscription agreement with a number of institutional accredited investors pursuant to which we agreed to issue in a private placement pursuant to the exemption in Section 4(a)(2) of the Securities Act of 1933, as amended, or the 1933 Act, an aggregate of 1,249,283 shares of our common stock, par value \$0.001 per share at a purchase price of \$56.00 per share. The private placement was led by Track Capital, with participation from Atlas Venture, Blue Owl Healthcare Opportunities, NEA, Rock Springs Capital, Tri Locum Partners, and other leading healthcare investors.

We expect the private placement to close on April 22, 2024, subject to customary closing conditions, and receipt of gross proceeds of approximately \$70.0 million in cash, before deducting placement agent commissions and other offering expenses. We expect that the net proceeds from the placement along with our existing cash and equivalents of \$166.4 million as of December 31, 2023, will provide runway to fund the completion of Phase 1/2 trial of KRRO-110 in ZZ Alpha-1 Antitrypsin Deficiency patients, anticipated in 2026, progress additional liver and CNS pipeline into the clinic and our platform with a focus on delivery and machine learning, with the remainder used for working capital and general corporate purposes.

Piper Sandler is acting as lead placement agent and RBC Capital Markets and BMO Capital Markets are acting as co-placement agents for the placement.

The subscription agreement contains customary representations, warranties and agreements, customary conditions to closing, indemnification obligations of our company, other obligations of the parties and termination provisions.

The shares have not been registered under the 1933 Act or any state securities laws and may not be offered or sold in the United States absent registration with the SEC or an applicable exemption from the registration requirements. The offer and sale of the shares did not involve a public offering and was made without general solicitation or general advertising. The investors represented that they are acquiring the shares for investment purposes only and not with a view to any resale, distribution or other disposition of the shares in violation of the U.S. federal securities laws. Neither this current report on Form 8-K nor any exhibit attached hereto is an offer to sell or the solicitation of an offer to buy shares of our common stock nor any other securities of our company.

The foregoing description of the subscription agreement does not purport to be complete and is qualified in its entirety by reference to the complete text of such agreement, a copy of which is filed hereto as Exhibit 10.1 and incorporated herein by reference.

***Registration Rights***

In connection with the private placement, we also entered into a registration rights agreement dated April 17, 2024 with the investors, providing for registration for resale of the shares issued in the private placement. We agreed to file a resale registration statement within 30 days of closing and cause the resale registration statement to be declared effective under the 1933 Act, as promptly as possible, but in no event later than 60 days after the closing (or 90 days in the event of a full review by the U.S. Securities and Exchange Commission, or SEC), and agreed to use reasonable efforts to keep the resale registration statement continuously effective until the earlier of the date that all registrable securities (as such term is defined in the registration rights agreement) (i) have been sold thereunder or pursuant to Rule 144 of the 1933 Act, or Rule 144, or (ii) may be sold without the use of or manner-of-sale restrictions pursuant to Rule 144 and without the requirement for us to be in compliance with the current public information requirement under Rule 144.

We also granted the investors customary indemnification rights in connection with the registration statement.

The foregoing description of the registration rights agreement does not purport to be complete and is qualified in its entirety by reference to the complete text of such agreement, a copy of which is filed hereto as Exhibit 10.2 and incorporated herein by reference.

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

To the extent required by this Item, the information included in Item 1.01 of this current report on Form 8-K is incorporated herein by reference.

**Item 7.01. Regulation FD Disclosure**

On April 18, 2024, we issued a press release announcing the private placement, which is attached as Exhibit 99.1 to this current report on Form 8-K, which is incorporated by reference herein.

*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 1933 Act, except as expressly set forth by specific reference in such filing.*

**Forward-Looking Statements**

Certain statements in this current report on Form 8-K and certain of the materials furnished or filed herewith may constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, as amended. Forward-looking statements include, but are not limited to, express or implied statements regarding our expectations, hopes, beliefs, intentions or strategies regarding the future including, without limitation, express or implied statements regarding the private placement and intended use of proceeds. In addition, any statements that refer to projections, forecasts, or other characterizations of future events or circumstances, including any underlying assumptions, are forward-looking statements. Words “anticipate,” “believe,” “continue,” “could,” “estimate,” “expect,” “intend,” “may,” “might,” “plan,” “possible,” “potential,” “predict,” “should,” “strive,” “would,” “aim,” “target,” “commit,” and similar expressions may identify forward-looking statements, but the absence of these words does not mean that a statement is not forward looking. Forward-looking statements are based on current expectations and assumptions that are considered reasonable are inherently uncertain. New risks and uncertainties may emerge from time to time, and it is not possible to predict all risks and uncertainties. Factors that may cause actual results to differ materially from current expectations include, but are not limited to, various factors under management’s control including risks inherent in meeting closing conditions, and in biopharmaceutical development generally, such as risks associated with pre-clinical studies and clinical trials and other risks associated with obtaining regulatory approvals and protecting intellectual property rights, and other risks and uncertainties indicated from time to time in our filings with the SEC, including Item 1A. “Risk Factors” in our Annual Report on Form 10-K filed with the SEC on the March 26, 2024, as such may be amended or supplemented by our other filings with the SEC. Nothing in this current report on Form 8-K or the materials filed or furnished herewith should be regarded as a representation by any person that the forward-looking statements set forth herein will be achieved or that any of the contemplated results of such forward-looking statements will be achieved. You should not place undue reliance on forward-looking statements in this current report on Form 8-K or the materials filed or furnished herewith, which speak only as of the date they are made and are qualified in their entirety by reference to the cautionary statements herein. Except as required by law, we do not intend to accept any duty to release publicly any updates or revisions to any forward-looking statements to reflect any change in expectations or in the conditions or circumstances on which any such statement is based. This current report on Form 8-K or the materials filed or furnished herewith do not purport to summarize all of the conditions, risks and other attributes of an investment in our company.

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**Item 9.01. Exhibits****(d) Exhibits.**

Exhibit	Description
10.1*	<a href="#">Subscription Agreement, dated April 17, 2024, by and among Korro Bio, Inc. and the purchasers party thereto</a>
10.2*	<a href="#">Registration Rights Agreement, dated April 17, 2024, by and among Korro Bio, Inc. and the purchasers party thereto</a>
99.1	<a href="#">Press release dated April 18, 2024, furnished herewith</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

\* Schedules and exhibits have been omitted pursuant to Item 601(a)(5) of Regulation S-K. A copy of any omitted schedule and/or exhibit will be furnished to the SEC upon request.

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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.

### KORRO BIO, INC.

Date: April 18, 2024

By: /s/ Ram Aiyar

Name: Ram Aiyar

Title: President and Chief Executive Officer