

**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): June 26, 2024

**Carisma Therapeutics Inc.**  
(Exact Name of Registrant as Specified in its Charter)

<b>Delaware</b> (State or other jurisdiction of incorporation)	<b>001-36296</b> (Commission File Number)	<b>26-2025616</b> (IRS Employer Identification No.)
<b>3675 Market Street, Suite 401</b> <b>Philadelphia, PA</b> (Address of Principal Executive Offices)		<b>19104</b> ( Zip Code)
Registrant's telephone number, including area code: (267) 491-6422		
(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 (*see* General Instruction A.2 below):

- 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 exchange on which registered
Common Stock, \$0.001 par value	CARM	The Nasdaq Stock 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 2.05 Costs Associated with Exit or Disposal Activities.

On June 26, 2024, in furtherance of its revised operating plan, Carisma Therapeutics Inc. (the “Company”) notified Novartis Pharmaceuticals Corporation (“Novartis”) of its termination of the Company’s Manufacturing and Supply Agreement, by and between the Company and Novartis, dated March 1, 2023, relating to the manufacture of the Company’s first product candidate to enter clinical development, CT-0508 (the “Manufacturing Agreement”). The termination is effective July 31, 2024. Pursuant to the Company’s revised operating plan, the Company determined to focus its *ex vivo* oncology clinical development efforts on its follow-on product candidate CT-0525 and has suspended enrollment of new patients in its Phase 1 clinical trial for CT-0508. As a result of the termination of the Manufacturing Agreement, the Company will incur a termination fee equal to \$4.0 million (the “Termination Fee”), which is expected to be paid in the third quarter of 2024. The Company has separately agreed with Novartis that if Novartis and the Company enter into an agreement for the tech transfer of another product (a “Substitute Product”) to Novartis on or before December 31, 2024, then the Termination Fee shall be credited in full or in part against any amounts due from the Company to Novartis under such agreement relating to the Substitute Product.

### *Cautionary Note on Forward-Looking Statements*

Statements in this Current Report on Form 8-K about future expectations, plans and prospects, as well as any other statements regarding matters that are not historical facts, may constitute “forward-looking statements” within the meaning of The Private Securities Litigation Reform Act of 1995. These statements include, but are not limited to, statements relating to Carisma’s business, strategy, future operations, the advancement of the Company’s product candidates and product pipeline, and clinical development the Company’s product candidates, including expectations regarding entry into any manufacturing agreement for CT-0525 and the related terms thereof. The words “anticipate,” “believe,” “contemplate,” “continue,” “could,” “estimate,” “expect,” “goals,” “intend,” “may,” “might,” “outlook,” “plan,” “project,” “potential,” “predict,” “target,” “possible,” “will,” “would,” “could,” “should,” and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words.

Any forward-looking statements are based on management’s current expectations of future events and are subject to a number of risks and uncertainties that could cause actual results to differ materially and adversely from those set forth in, or implied by, such forward-looking statements. For a discussion of these risks and uncertainties, and other important factors, any of which could cause Carisma’s actual results to differ from those contained in the forward-looking statements, see the “Risk Factors” set forth in the Company’s Annual Report on Form 10-K for the year ended December 31, 2023, as well as discussions of potential risks, uncertainties, and other important factors in Carisma’s other recent filings with the Securities and Exchange Commission. Any forward-looking statements that are made in this press release speak as of the date of this press release. Carisma undertakes no obligation to revise the forward-looking statements or to update them to reflect events or circumstances occurring after the date of this press release, whether as a result of new information, future developments or otherwise, except as required by the federal securities laws.

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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.

**CARISMA THERAPEUTICS INC.**

By: /s/ Steven Kelly

Steven Kelly

President and Chief Executive Officer

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Date: July 2, 2024