

**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 14, 2022

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

Delaware
(State or other jurisdiction
of incorporation)

001-38541
(Commission
File Number)

81-0724163
(I.R.S. Employer
Identification No.)

100 Technology Square
Cambridge, Massachusetts
(Address of principal executive offices)

02139
(Zip Code)

Registrant's telephone number, including area code: (857) 242-0170

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, \$0.001 Par Value	MGTA	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 Disclosure.

On April 14, 2022, Magenta Therapeutics, Inc. issued a press release regarding certain corporate and clinical updates. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information in Item 7.01 of this Current Report on Form 8-K (including Exhibit 99.1) shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits:

The following exhibit relating to Item 7.01 shall be deemed to be furnished, and not filed:

99.1 [Press Release dated April 14, 2022.](#)

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

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.

MAGENTA THERAPEUTICS, INC.

Date: April 14, 2022

By: /s/ Stephen Mahoney

Stephen Mahoney

Title: Chief Financial and Operating Officer



Magenta Therapeutics Focuses R&D and Operational Spending, Reduces Workforce and Extends Cash Runway

– Encouraging early data and progress in MGTA-117 Phase 1/2 targeted conditioning clinical trial –

– Prioritization of portfolio spending allows for extension of cash runway into Q2 2024 –

CAMBRIDGE, Mass. – April 14, 2022 – Magenta Therapeutics (Nasdaq: MGTA), a clinical-stage biotechnology company developing novel medicines designed to bring the curative power of stem cell transplant to more patients, today announced progress and encouraging early data in its MGTA-117 Phase 1/2 targeted conditioning clinical trial and a prioritization of its operating plan to more narrowly focus its capital allocation on the MGTA-117 targeted conditioning program, the CD45-ADC (antibody-drug conjugate) IND-enabling activities and the MGTA-145 stem cell mobilization efforts in sickle cell disease.

The Company's most significant near-term clinical milestone is its anticipated data from the MGTA-117 Phase 1/2 clinical trial in patients with relapsed/refractory acute myeloid leukemia and myelodysplasia-excess blasts. Multiple patients have been dosed in Cohort 1 of the ongoing clinical trial. Based on a preliminary review of the data from the trial to date, Magenta believes that the data suggest early signals of positive pharmacodynamic activity and that MGTA-117 has been well-tolerated, with no reports of unexpected or significant drug-related adverse events. Magenta looks forward to translating data from this clinical trial for use in transplant-eligible patients in the future. In its Q1 2022 earnings release scheduled for early May 2022, Magenta plans to disclose a summary of clinical observations from these initial patients with respect to CD117 target binding, drug clearance, cell depletion and tolerability.

Due to both its early positive experience with the MGTA-117 clinical trial and in response to the uncertain capital market environment for biotechnology companies, Magenta recognizes the need for an increased focus on MGTA-117 while also de-prioritizing other portfolio investments. The revised operating plan includes reductions in spending related to general and administrative expenses and research platform-related investments in new disease targets, as well as pausing certain MGTA-145 investments, including the program's planned MGTA-145 dosing and administration optimization clinical trial in healthy subjects.

Magenta's revised operating plan also reduces the Company's workforce by 14% and allows Magenta to extend its cash runway into Q2 2024.

"We are encouraged by our progress in the MGTA-117 clinical trial and want to proactively address our resource allocation to ensure focus on creating value for patients and all of our stakeholders," said Jason Gardner, President and Chief Executive Officer of Magenta Therapeutics. "We have the utmost respect and appreciation for our departing employees and their contribution to advancing our programs."

About Magenta Therapeutics

Magenta Therapeutics is a clinical-stage biotechnology company developing medicines designed to bring the curative power of stem cell transplant to more patients with blood cancers, genetic diseases and autoimmune diseases. Magenta is combining leadership in stem cell biology and biotherapeutics development with clinical and regulatory expertise to revolutionize immune and blood reset to allow more patients to take advantage of the curative potential of stem cell transplant as well as potentially improve eligibility for future gene therapies.

Magenta is based in Cambridge, Mass. For more information, please visit www.magentatx.com.

Follow Magenta on Twitter: [@magentatx](https://twitter.com/magentatx).

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of The Private Securities Litigation Reform Act of 1995, as amended. These statements include, without limitation, implied and express statements relating to: Magenta's future business expectations, plans and prospects; the prioritization of Magenta's operating plan to more narrowly focus its capital allocation on the MGTA-117 targeted conditioning program, the CD45-ADC (antibody-drug conjugate) IND-enabling activities and the MGTA-145 stem cell mobilization efforts in sickle cell disease; the potential of, and expectations for, Magenta's product candidate pipeline; the potential benefits and expected performance of Magenta's product candidates and programs; the development of Magenta's product candidates and advancement of Magenta's preclinical and clinical programs; expectations, plans and timing for preclinical activities and clinical trials involving Magenta's product candidates; expectations, plans and timing for the receipt and disclosure of preclinical and clinical data, and other results involving Magenta's product candidates; timelines and expectations for patient dosing, dosing regimens and administration; translating data from the MGTA-117 Phase 1/2 clinical trial in patients with relapsed/refractory acute myeloid leukemia and myelodysplasia-excess blasts for use in the transplant-eligible patients in the future; the anticipated benefits of Magenta's revised operating plan; and Magenta's expectation

that its cash runway will extend into the second quarter of 2024. Words such as “anticipate,” “believe,” “continue,” “could,” “designed,” “endeavor,” “estimate,” “expect,” “intend,” “may,” “might,” “plan,” “potential,” “predict,” “project,” “seek,” “should,” “target,” “will,” “would” and similar expressions are intended to identify forward-looking statements.

The express or implied forward-looking statements included in this press release are only predictions and are subject to a number of risks, uncertainties and assumptions, including, without limitation: volatility and uncertainty in the capital markets for biotechnology companies; uncertainties inherent in preclinical and clinical trials, and in the availability and timing of data from ongoing and planned clinical and preclinical trials; the ability to initiate, enroll, conduct or complete ongoing and planned preclinical and clinical trials; vulnerability and/or fragility of, and the presence of underlying disorders in, the patient population for the clinical trials of Magenta’s product candidates, including the MGTA-117 Phase 1/2 clinical trial in patients with relapsed/refractory acute myeloid leukemia and myelodysplasia-excess blasts; the delay of any current or planned preclinical or clinical trials or the development of Magenta’s product candidates; whether results from preclinical or earlier clinical trials will be predictive of the results of future trials; interactions with regulatory agencies such as the U.S. Food and Drug Administration; the expected timing of submissions for regulatory approval to conduct or continue trials or to market products; Magenta’s ability to successfully demonstrate the safety and efficacy of its product candidates; whether Magenta’s cash resources will be sufficient to fund Magenta’s foreseeable and unforeseeable operating expenses and capital expenditure requirements; and risks, uncertainties and assumptions regarding the impact of the continuing COVID-19 pandemic on Magenta’s business, operations, preclinical activities, clinical trials, strategy, goals and anticipated timelines. These and other risks are described in additional detail in Magenta’s Annual Report on Form 10-K for the year ended December 31, 2021, filed on March 8, 2022, and its other filings made with the Securities and Exchange Commission from time to time. Any forward-looking statements contained in this press release represent Magenta’s views only as of today and should not be relied upon as representing its views as of any subsequent date. Magenta explicitly disclaims any obligation to update any forward-looking statements, except to the extent required by law.

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