UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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): January 5, 2023

Century Therapeutics, Inc.

(Exact name of registrant as specified in its charter)

Delaware	**001-40498**	**84-2040295**
(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(I.R.S. Employer Identification No.)

3675 Market Street **Philadelphia, Pennsylvania**	**19104**
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: **(267) 817-5790**

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 (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**	**Name of Exchange on Which Registered**
Common Stock, par value $0.0001 per share	**IPSC**	**Nasdaq Global Select 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 January 9, 2022, Century Therapeutics, Inc. (the "Company") updated information reflected in a slide presentation, which is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference. Representatives of the Company will use the updated presentation in various meetings with investors from time to time.

The information contained in this Item 7.01 (including Exhibit 99.1) is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Exchange Act, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section and shall not be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 8.01 Other Events

On January 5, 2023, the Company issued a press release announcing its plan for internal portfolio prioritization to extend its cash runway into 2026. A copy of the press release is furnished as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Document
99.1	Investor Presentation of Century Therapeutics, Inc., dated January 9, 2022
99.2	Press Release of Century Therapeutics, Inc., dated January 5, 2023
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

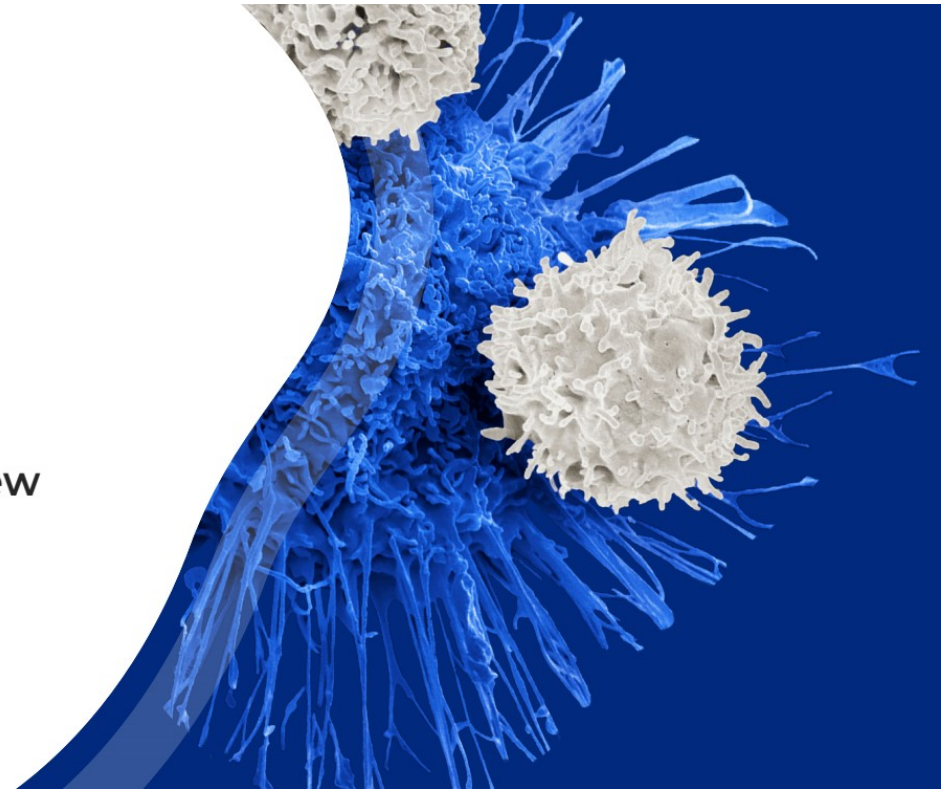
Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CENTURY THERAPEUTICS, INC.

By: /s/ Osvaldo Flores, Ph.D.
Name: Osvaldo Flores, Ph.D.
Title: President and Chief Executive Officer

Date: January 9, 2023

Exhibit 99.1



CENTURY THERAPEUTICS

Corporate Overview

January 2023

Forward-looking statements

This presentation contains forward-looking statements within the meaning of, and made pursuant to the safe harbour provisions of, The Private Securities Litigation Reform Act of 1995. All statements contained in this document, other than statements of historical facts or statements that relate to present facts or current conditions, including but not limited to, statements regarding possible or assumed future results of operations, business strategies, research and development plans, regulatory activities, market opportunity, competitive position and potential growth opportunities are forward-looking statements. These statements involve known and unknown risks, uncertainties and other important factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. In some cases, you can identify forward-looking statements by terms such as "may," "might," "will," "should," "expect," "plan," "aim," "seek," "anticipate," "could," "intend," "target," "project," "contemplate," "believe," "estimate," "predict," "forecast," "potential" or "continue" or the negative of these terms or other similar expressions. The forward-looking statements in this presentation are only predictions. We have based these forward-looking statements largely on our current expectations and projections about future events and financial trends that we believe may affect our business, financial condition and results of operations. These forward-looking statements speak only as of the date of this presentation and are subject to a number of risks, uncertainties and assumptions, some of which cannot be predicted or quantified and some of which are beyond our control, including, among others: our ability to successfully advance our current and future product candidates through development activities, preclinical studies, and clinical trials; our reliance on the maintenance on certain key collaborative relationships for the manufacturing and development of our product candidates; the timing, scope and likelihood of regulatory filings and approvals, including final regulatory approval of our product candidates; the impact of the COVID-19 pandemic, geopolitical issues and inflation on our business and operations, supply chain and labor force; the performance of third parties in connection with the development of our product candidates, including third parties conducting our future clinical trials as well as third-party suppliers and manufacturers; our ability to successfully commercialize our product candidates and develop sales and marketing capabilities, if our product candidates are approved; and our ability to maintain and successfully enforce adequate intellectual property protection. These and other risks and uncertainties are described more fully in the "Risk Factors" section of our most recent filings with the Securities and Exchange Commission and available at www.sec.gov. You should not rely on these forward-looking statements as predictions of future events. The events and circumstances reflected in our forward-looking statements may not be achieved or occur, and actual results could differ materially from those projected in the forward-looking statements. Moreover, we operate in a dynamic industry and economy. New risk factors and uncertainties may emerge from time to time, and it is not possible for management to predict all risk factors and uncertainties that we may face. Except as required by applicable law, we do not plan to publicly update or revise any forward-looking statements contained herein, whether as a result of any new information, future events, changed circumstances or otherwise.

Investment Thesis

Next generation platforms for iNK and gamma delta iT candidates
Foundational investments in iPSC technology, genetic editing, and manufacturing

Experienced team in R&D, immuno-oncology, manufacturing and commercialization
Exemplified by FDA clearance of Century's first IND for CNTY-101

Well capitalized with cash runway into 2026
Operational efficiencies designed to enable delivery on key milestones, clinical data

Finding operational efficiencies to extend the cash runway

Portfolio Prioritization

- Prioritization of key pipeline assets enabled by de-prioritizing further investment in CNTY-103
  - CNTY-107 (Nectin-4+ tumors), CNTY-102 (lymphomas) have BIC potential
  - Not overinvesting in any disease area

Operational efficiencies

- Realizing further synergies across the organization
  - Streamlining R&D lab operations in Philadelphia
  - While executing on key milestones

Cash runway extended into 2026 following portfolio reprioritization


CENTURY
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iPSC Platform

Building a next generation allogeneic cell therapy platform

iPSC Reprogramming

- Comprehensive collection of clinical grade lines (CD34+ HSC, αβ T cell, γδ T cell derived)

Gene Editing

- Proprietary gene editing platform
  - CRISPR MAD7-derived gene editing for precise transgene integration

iPSC Differentiation/Manufacturing

- Scalable protocols and processes to produce highly functional iNK and iT cell products

Protein Engineering

- Developing proprietary next-generation CARs
- Universal tumor targeting platform

Vertically integrated capabilities differentiate Century's approach

Foundational investments in iPSC know-how and manufacturing

FUJIFILM Value from Innovation

Cellular Dynamics

CENTURY THERAPEUTICS

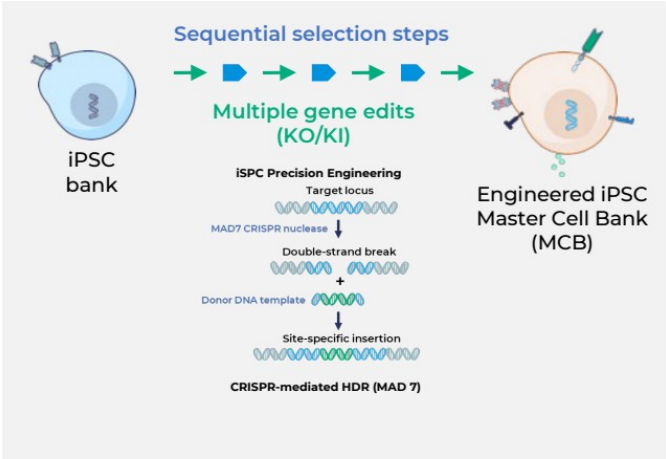
iPSC license and collaboration agreement established in 2018

- Access to clinical grade iPSC lines
- Exclusive IP and know-how to generate immune effector cells using feeder-free methods (NK, T, Mac, DC)
- FCDI GMP manufacturing capacity for Century's product candidates
- Leveraging two decades of research & investment at University of Wisconsin and FCDI

Established in-house manufacturing accelerates learnings and enables faster product iteration

- 53,000 ft^2 facility
- Designed to produce multiple immune cell types
- Two sites provides optionality and maximizes flexibility

Precision CRISPR MAD7 mediated sequential gene editing of iPSC cells generates uniform product candidates



Advantages of Century's Platform

Precise CRISPR mediated homology directed repair reduces off-target integration

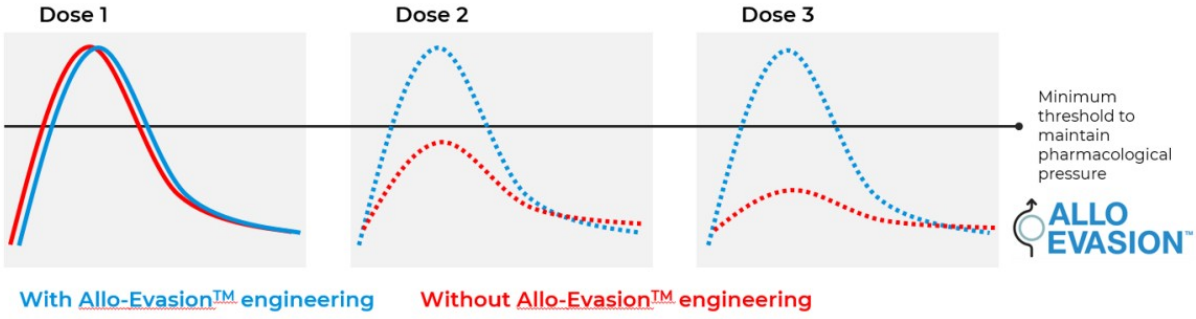
Stepwise and efficient gene editing **avoids risky multiplex modification** and structural variants

Quality control through generation of homogenous MCB establishes genomic product **integrity**

Manufacturing begins at the MCB, confirmed to be **free from genetic aberrations**

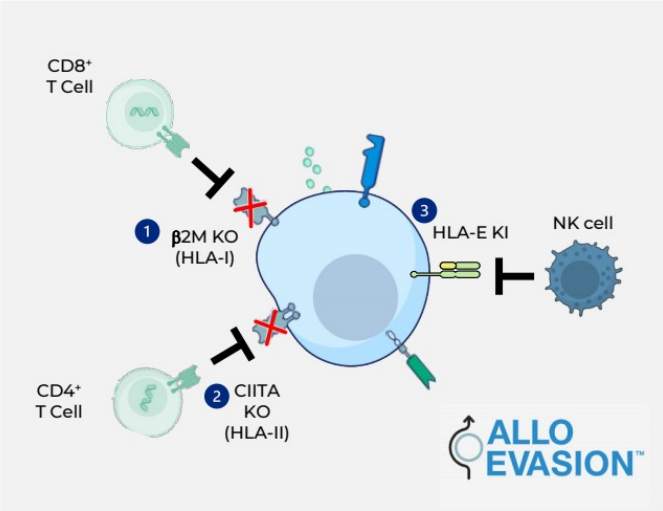
Potential to drive durable responses with engineering to resist immune rejection

Allo-Evasion™ edits + repeat dosing = potential greater durability



Next-wave of allogeneic cell therapies must solve for challenge of rejection

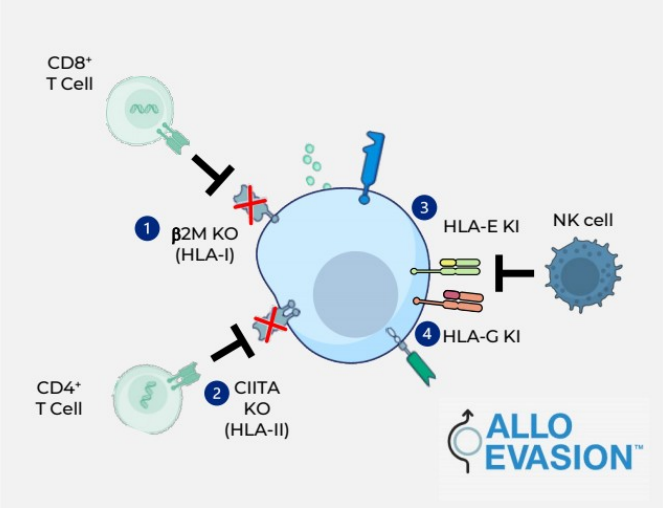
Allo-Evasion™ 1.0 designed to overcome 3 major pathways of host vs graft rejection



3 core edits disarm host cells from eliminating therapy

1. Deletion of β2M, a protein required to express HLA-1 on the cell surface prevents recognition by CD8 T cells
2. Knock out of CIITA eliminates HLA-II expression to escape elimination by CD4 T cells
3. Knock-in of HLA-E prevents killing by NK cells

Allo-Evasion™ 3.0 Provides Additional Protection Against NK Cell Killing

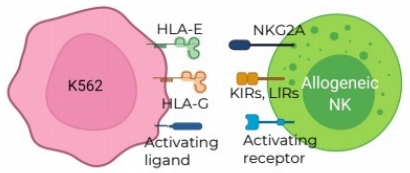


4 core edits disarm host cells from eliminating therapy

1. Deletion of β2M, a protein required to express HLA-1 on the cell surface prevents recognition by CD8 T cells
2. Knock out of CIITA eliminates HLA-II expression to escape elimination by CD4 T cells
3. Knock-in of HLA-E prevents killing by NK cells
4. Knock-in of HLA-G prevents killing by NK cells

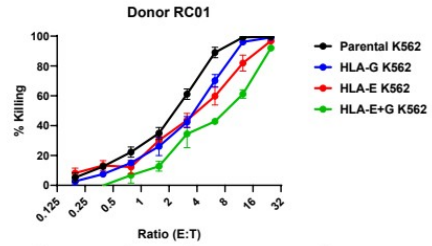
Expression of HLA-E + HLA-G further protects from NK cell killing

Proof-of-Concept Study with HLA-I Null K562 Cells Engineered with HLA-E and HLA-G

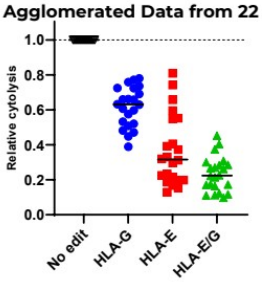


- HLA-E and HLA-G engage different receptors on NK cells including NKG2A, KIRs, and LIRs
- The expression of NKG2A, KIRs, and LIRs varies among NK cells from different donors

The Combination of HLA-E + HLA-G Improved Protection to Killing by Allogeneic NK Cells



Agglomerated Data from 22 NK Cell Donors




CENTURY
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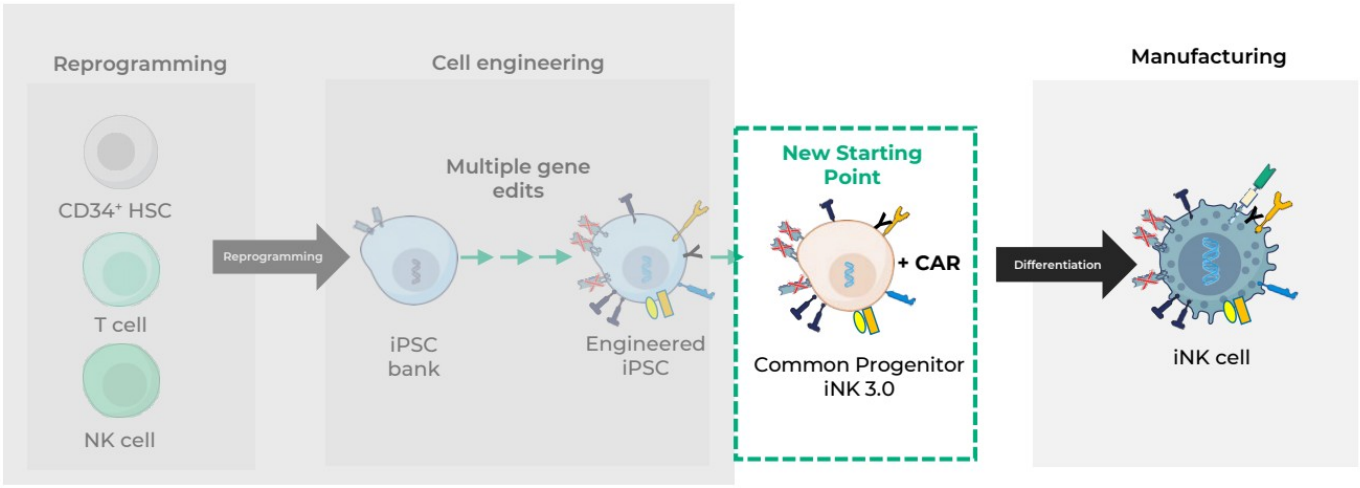
Discovery

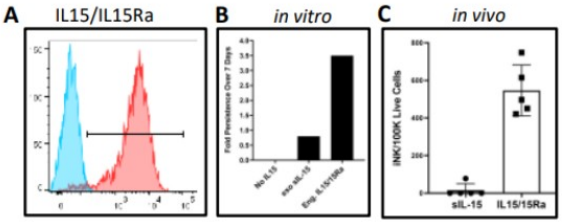
Common progenitor milestone enables cost, time efficiencies



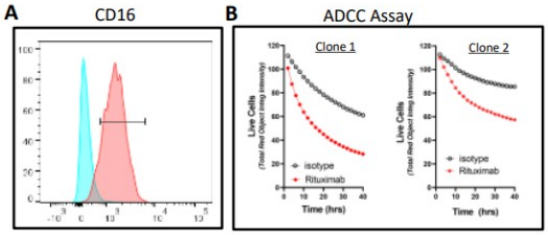
- iPSC cell bank with 12 core 3.0 gene edits introduced in 5 sequential steps
- Resets product development starting point: accelerates and de-risks development candidate selection

iNK common progenitor edits confer improved persistence and anti-tumor efficacy

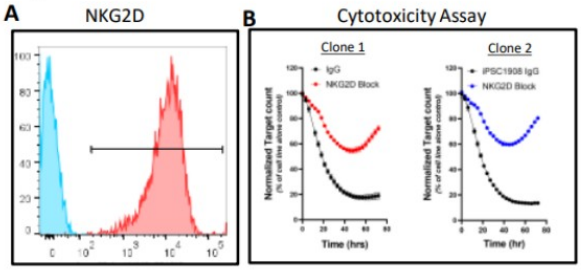
Engineering with IL15/IL15Ra shows increased persistence *in vitro* and *in vivo*



High affinity CD16 demonstrates enhanced ADCC activity



iNK cells engineered with NKG2D demonstrate enhanced tumor cell killing



Gurung, et al, SITC 2022

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Pipeline and Franchises

Updated pipeline

Product candidate pipeline across cell platforms and targets in solid and hematologic cancers

Solid Tumors Hematologic Tumors

Product	iPSC Platform	Targets	Indications	Discovery	Preclinical	Clinical	Collaborator
CNTY-101	iNK	CD19	B-Cell Malignancies				
CNTY-102	iT	CD19 + CD79b	B-Cell Malignancies				
CNTY-107	iT	Nectin-4	Solid Tumors				
Programs in Collaboration							
CNTY-104	iNK/iT	Multi-specific	Acute Myeloid Leukemia				Bristol Myers Squibb
CNTY-106	iNK/iT	Multi-specific	Multiple Myeloma				Bristol Myers Squibb
Research Programs							
Discovery	iNK/iT	TBD	Hematological / Solid Tumors				

Promise of allogeneic cell therapies in lymphoma intact

Large unmet need remains despite progress with autologous cell therapies

- ~25% of eligible patients receive CAR-T therapy[1]
- ~35% of patients achieve long-term remission even in earlier lines of therapy[1]

Off-the-shelf modalities approaching bar set by autologous but falling short on durability

- Rejection limits potential of durable responses for first wave of allogeneic cell products
- Bispecifics lack curative potential of cell therapy

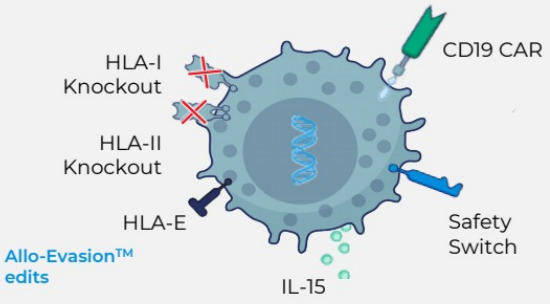
Goal to deliver more durable response rates vs autologous

- CNTY-101 is designed to protect cell product from rejection (Allo-Evasion™)
- Shift from "one and done" to finite repeat dosing to increase pharmacological pressure

1. Targeted Oncology, Many Challenges, Opportunities for CAR T-Cell Therapies in Lymphoma, Sept 2022

CNTY-101: Differentiated next-gen CD19 targeted product

CNTY-101



Differentiating features:

First cell therapy product candidate designed to avoid all major pathways of host vs graft rejection to realize potential of repeat dosing

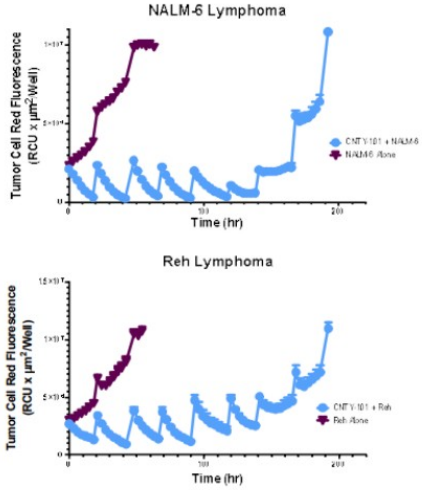
Potential to exceed bar set by autologous and deliver durable responses

Vision to eliminate need for lymphodepletion with subsequent cycles to increase tolerability and ease of outpatient administration

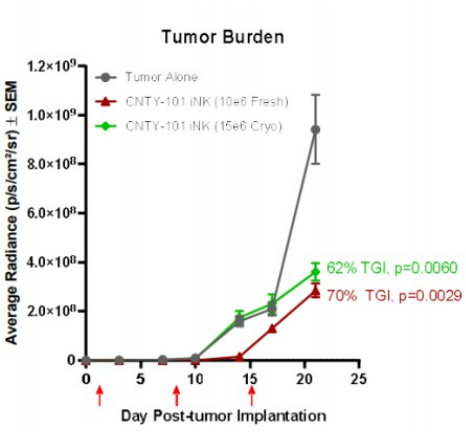
Currently enrolling patients with relapsed/refractory CD19+ B-cell malignancies

CNTY-101 shows strong pre-clinical anti-tumor activity

In Vitro Serial killing assay



Robust activity against lymphoma xenograft



Borges, et al, ASH 2021

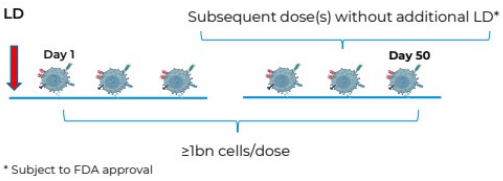
ELiPSE-1: First-in-Human Study CNTY-101

Schedule A: Single ascending dose study (3+3 escalation design)

DL1	DL2	DL3
100M	300M	1Bn

+ IL-2
2nd cycle of single dose allowed for patients who demonstrate benefit

Schedule B: Accessing multiple doses per cycle



* Subject to FDA approval

Study will assess:

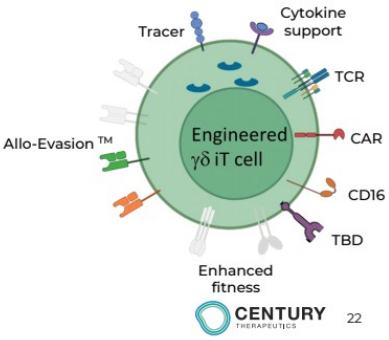
Impact of Allo-Evasion™ on iNK cell persistence and PK after multiple dosing (Schedule B)

Multiple dose regimen with up to 6 doses with single lymphodepletion conditioning

Potential to increase durability of responses with Allo-Evasion™ enabled repeat dosing regimen

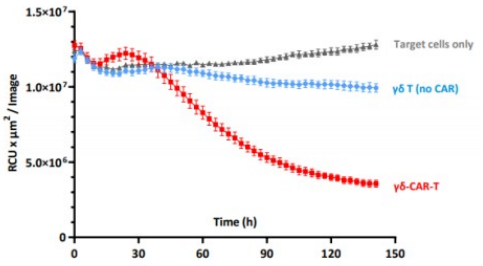
Winning in Solid Tumors

Challenges	Century's Solution
Trafficking and infiltration	γδ iT cells - tissue homing
Tumor heterogeneity	• Engage endogenous immunity • Multi tumor targeting pathways
Requirement for chemotherapy conditioning	• Novel conditioning regimens • Genetic engineering
TME / Immunosuppressive environment	Future engineering strategies

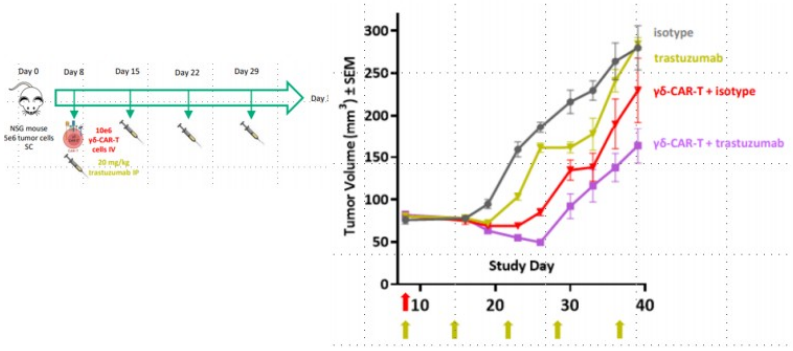


iPSC-derived GD T cells effective at tumor control as monotherapy and in combination with antibody

γδ-EGFR-CAR-T cells demonstrate significant CAR killing of ovarian spheroids



γδCAR-T demonstrate additive efficacy in combination with trastuzumab

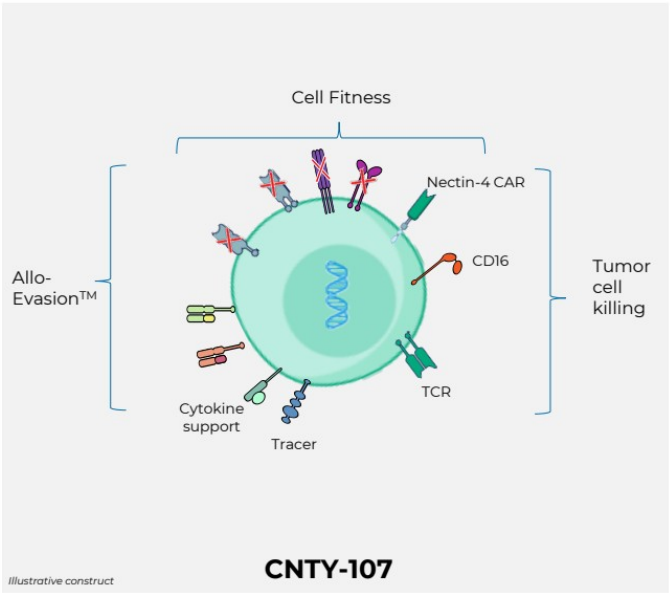


Treatment	% TGI	Significance
trastuzumab	0	P=0.9980
γδ-CAR-T	18	P=0.7073
γδ-CAR-T + trastuzumab	42	P=0.0358

TGI = Tumor Growth Inhibition

Millar, et al, SITC 2022

CNTY-107: First in Class Nectin-4 Targeted GD iT Cell Therapy



Nectin-4 has been validated by ADC approaches

- Opportunity to address multiple Nectin-4 positive solid tumors
  - Potential indications include bladder, breast, pancreatic, non-small cell lung cancer, esophageal/gastric, head and neck, and/or ovarian cancers[1]

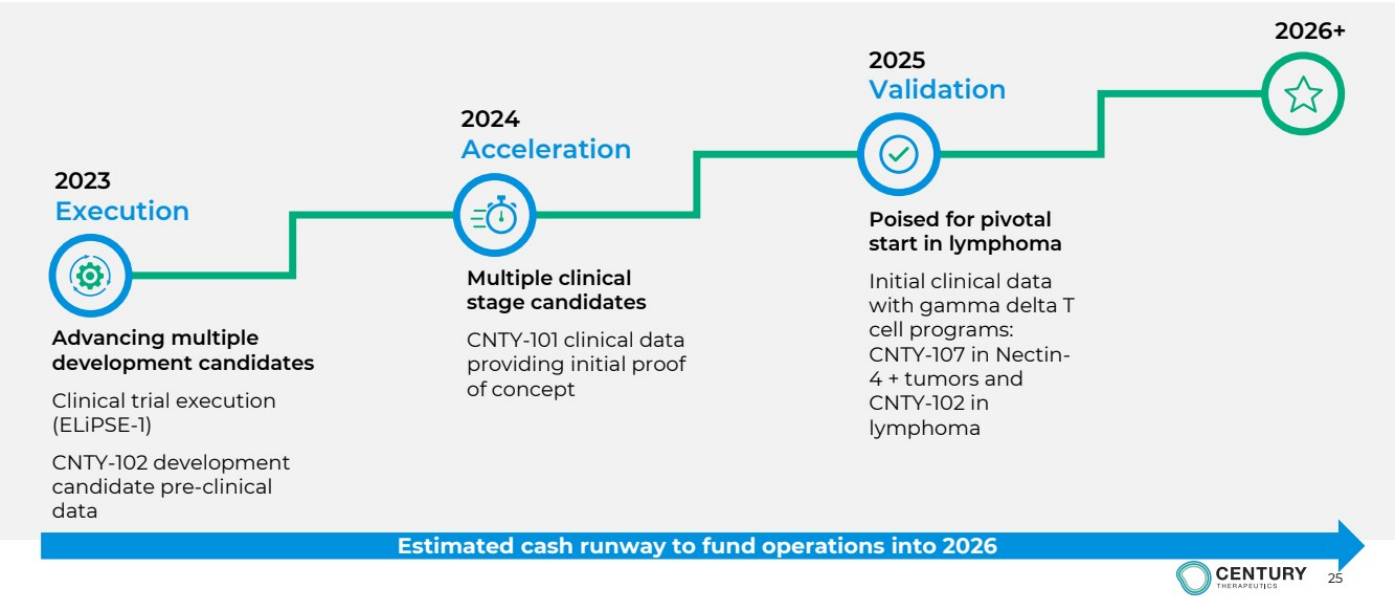
GD iT allogeneic therapies provide potential to improve upon ADC toxicity profile and efficacy

- Intrinsic homing of GD iT cells to tissues and solid malignancies
- Multi-tumor killing modalities to tackle heterogeneity

1. Cancer Res . 2016 May 15;76(10):3003-13

Strategy and 3-year vision for growth

Delivering on potential for allogeneic cell therapies by exceeding efficacy, safety and logistics of autologous approaches



Emerging leader in cell therapies for cancer

Comprehensive iPSC cell platform
For immune effector cells

Technical Expertise
Genetic and protein engineering, process development and immuno-oncology

Foundation in Science
Continuing investment in innovation drives R&D

State-of-the-art GMP manufacturing facility
Fully operational, enabling improved and faster product iteration

Financial Strength
Cash runway into 2026, Ended 3Q22 with cash, cash equivalents, and investments of $395.3M

Emerging pipeline of candidates
Product engine anticipated to deliver multiple INDs over the next 3 years

BMS Discovery Collaboration
Initial focus on AML (CNTY-104) and Multiple Myeloma (CNTY-106)

~165
Employees including experienced leaders and entrepreneurs

Exhibit 99.2

Century Therapeutics Announces Internal Portfolio Prioritization to Extend Cash Runway Into 2026

January 5, 2023

- Prioritization allows for acceleration of key programs including CNTY-107 in Nectin-4+ tumors, while de-prioritizing further investment in CNTY-103 for glioblastoma -

- Employee headcount reduced by approximately 25 percent, extending cash runway into 2026 -

- Phase 1 study of CNTY-101, Company's lead candidate targeting CD19, in relapsed/refractory B-cell lymphoma remains on track; No impact to partnered programs with Bristol Myers Squibb -

PHILADELPHIA, Jan. 05, 2023 (GLOBE NEWSWIRE) -- Century Therapeutics (NASDAQ: IPSC), an innovative biotechnology company developing induced pluripotent stem cell (iPSC)-derived cell therapies in immuno-oncology, today announced a new internal portfolio prioritization and capital allocation strategy that is expected to extend cash runway into 2026. The resulting changes include de-prioritizing investment in CNTY-103 for glioblastoma as well as a discovery program in hematologic malignancies. The Company will focus on CNTY-101 and will prioritize key programs, including one follow-on product candidate for lymphoma, CNTY-102, and CNTY-107, a product candidate for Nectin-4+ tumors. In addition, Century will continue its partnered programs with Bristol Myers Squibb with no impact to previous guidance on timelines.

The strategic initiative allows the Company to reduce its headcount by approximately 25 percent, providing an estimated greater than 3-year cash runway to fund operations. These strategic changes will allow the Company to focus on delivering upon key milestones in the development of candidates that the Company believes have a higher probability of technical success and best-in-class potential. As a result of the operational restructuring, lab operations in Seattle and Hamilton will be closed and research activities will be consolidated in Philadelphia.

“As our confidence in the disruptive potential of our technology platform and prioritized pipeline programs continues to increase, we have implemented these cost saving measures to right size the organization and further extend our cash runway to enable achievement of key milestones,” said Lalo Flores, Ph.D., Chief Executive Officer, Century Therapeutics. “As a result, we are losing many valued colleagues, which is an incredibly difficult decision, and we would like to thank each of them for their contributions.”

Concurrent with today’s announcement, the Company also announced that Hy Levitsky, M.D., Ph.D., President of Research and Development, has tendered his resignation, effective January 31, 2023. Dr. Levitsky’s leadership responsibilities will be assumed by Luis Borges, Ph.D., Chief Scientific Officer and Adrienne Farid, Ph.D., Chief Operations Officer and Head of Early Development.

“I am pleased to have been part of the Century team during its formative years and I am tremendously proud of the progress the Company has made, leaving it well positioned for future success,” said Dr. Levitsky. “I leave Century with continued confidence in the vision for next-generation iPSC-derived cell therapies.”

“On behalf of the entire team, I would like to thank Hy Levitsky for his valuable contributions to the Company,” Dr. Flores said.

Strategy Update

Based on the outcomes of the strategic portfolio prioritization, the Company will focus on the following:

CNTY-101: lead product candidate targeting CD19 for relapsed/refractory B-cell lymphoma

- CNTY-101 is an iPSC-derived chimeric antigen receptor iPSC-derived NK (CAR-iNK) cell therapy candidate that has been engineered to include core Allo-Evasion™ edits, express a CD19 CAR, soluble IL-15, and an EGFR safety switch. The first sites for the ELiPSE-1 Phase 1 trial are activated and are currently recruiting patients. The first patient is expected to be enrolled imminently.

CNTY-102: multi-specific product candidate for relapsed/refractory B-cell lymphoma and other B-cell malignancies

- CNTY-102 is an iPSC-derived CAR gamma delta iT cell therapy candidate that will simultaneously target CD19 and a second antigen. This product candidate is designed to increase depth and durability of response by eliminating the effect of CD19 antigen loss that has been observed as a factor limiting treatment durability.

CNTY-107: gamma delta iT product candidate for the treatment of solid tumors expressing Nectin-4

- CNTY-107 is a first-in-class iPSC-derived Nectin-4 CAR gamma delta T-cell therapy product candidate that will be engineered with multiple features to provide several mechanisms for tumor killing. As presented at the Company’s virtual Research and Development Day on November 11, 2022, the product candidate will include core Allo-Evasion™ edits and other features to provide cytokine support, enhance tumor cell killing and cell fitness.

The Company continues its strategic research collaboration with Bristol Myers Squibb for CNTY-104 in acute myeloid leukemia and CNTY-106 in multiple myeloma. These programs are not impacted by the restructuring.

About Century Therapeutics

Century Therapeutics (NASDAQ: IPSC) is harnessing the power of adult stem cells to develop curative cell therapy products for cancer that we believe will allow us to overcome the limitations of first-generation cell therapies. Our genetically engineered, iPSC-derived iNK and iT cell product candidates are designed to specifically target hematologic and solid tumor cancers. We are leveraging our expertise in cellular reprogramming, genetic engineering, and manufacturing to develop therapies with the potential to overcome many of the challenges inherent to cell therapy and provide a significant advantage over existing cell therapy technologies. We believe our commitment to developing off-the-shelf cell therapies will expand patient access and provide an unparalleled opportunity to advance the course of cancer care. For more information on Century Therapeutics please visit www.centurytx.com.

Century Therapeutics Forward-Looking Statement

This press release contains forward-looking statements within the meaning of, and made pursuant to the safe harbor provisions of, The Private Securities Litigation Reform Act of 1995. All statements contained in this press release, other than statements of historical facts or statements that relate to present facts or current conditions, including but not limited to, statements regarding our clinical development plans and timelines are forward-looking statements. These statements involve known and unknown risks, uncertainties and other important factors that may cause our actual results, performance, or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. In some cases, you can identify forward-looking statements by terms such as "may," "might," "will," "should," "expect," "plan," "aim," "seek," "anticipate," "could," "intend," "target," "project," "contemplate," "believe," "estimate," "predict," "forecast," "potential" or "continue" negative of these terms or other similar expressions. The forward-looking statements in this press release are only predictions. We have based these forward-looking statements largely on our current expectations and projections about future events and financial trends that we believe may affect our business, financial condition, and results of operations. These forward-looking statements speak only as of the date of this press release and are subject to a number of risks, uncertainties and assumptions, some of which cannot be predicted or quantified and some of which are beyond our control, including, among others: our ability to successfully advance our current and future product candidates through development activities, preclinical studies, and clinical trials; our ability to obtain FDA acceptance for our future IND submissions and commence clinical trials on expected timelines, or at all; our reliance on the maintenance of certain key collaborative relationships for the manufacturing and development of our product candidates; the timing, scope and likelihood of regulatory filings and approvals, including final regulatory approval of our product candidates; the impact of the COVID-19 pandemic, geopolitical issues and inflation on our business and operations, supply chain and labor force; the performance of third parties in connection with the development of our product candidates, including third parties conducting our future clinical trials as well as third-party suppliers and manufacturers; our ability to successfully commercialize our product candidates and develop sales and marketing capabilities, if our product candidates are approved; and our ability to maintain and successfully enforce adequate intellectual property protection. These and other risks and uncertainties are described more fully in the "Risk Factors" section of our most recent filings with the Securities and Exchange Commission and available at www.sec.gov. You should not rely on these forward-looking statements as predictions of future events. The events and circumstances reflected in our forward-looking statements may not be achieved or occur, and actual results could differ materially from those projected in the forward-looking statements. Moreover, we operate in a dynamic industry and economy. New risk factors and uncertainties may emerge from time to time, and it is not possible for management to predict all risk factors and uncertainties that we may face. Except as required by applicable law, we do not plan to publicly update or revise any forward-looking statements contained herein, whether as a result of any new information, future events, changed circumstances or otherwise.

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