

**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): March 26, 2026

Century Therapeutics, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-40498
(Commission File Number)

84-2040295
(I.R.S. Employer
Identification No.)

25 North 38th Street, 11th Floor
Philadelphia, Pennsylvania
(Address of principal executive offices)

19104
(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:

<u>Title of Each Class</u>	<u>Trading Symbol</u>	<u>Name of Exchange on Which Registered</u>
Common Stock, par value \$0.0001 per share	IPSC	Nasdaq Capital 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 8.01 Other Events.

On July 10, 2025, Century Therapeutics, Inc. (the “Company”) filed with the Securities and Exchange Commission (the “SEC”) a shelf registration statement on Form S-3 (File No. 333-288616), which became effective on January 9, 2026, and replaced the Company’s previous shelf registration statement on Form S-3 (File No. 333-265975) filed with the SEC on July 1, 2022.

In connection with the effectiveness of the new shelf registration statement, the Company also filed with the SEC a new prospectus supplement (the “Prospectus Supplement”), dated March 26, 2026, with respect to the Company’s existing “at the market” equity offering program (the “ATM Program”), pursuant to which the Company may issue and sell shares of its common stock having an aggregate offering price of up to \$150,000,000, from time to time through with Cowen and Company, LLC, predecessor to TD Securities (USA) LLC, as sales agent (the “Sales Agent”), pursuant to a Sales Agreement, dated July 1, 2022, between the Company and the Sales Agent (the “Sales Agreement”).

The Company has sold shares of its common stock having an aggregate offering price of \$18,380,259 under the ATM Program. Accordingly, as of the date of the Prospectus Supplement, shares of common stock having an aggregate offering price of up to \$131,619,741 remain available for offer and sale under the ATM Program.

The Sales Agreement is filed as Exhibit 1.1 hereto and is incorporated herein by reference.

In connection with the filing of the Prospectus Supplement, the Company is filing as Exhibit 5.1 hereto the opinion of its counsel, Goodwin Procter LLP, which opinion is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

1.1	Sales Agreement (previously filed as Exhibit 1.2 to the Company’s Registration Statement on Form S-3 on July 1, 2022 and incorporated herein by reference).
5.1	Opinion of Goodwin Procter LLP with respect to the validity of the shares.
23.1	Consent of Goodwin Procter LLP (contained in its opinion filed as Exhibit 5.1 and incorporated herein by reference).
104	Cover Page Interactive Data File

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/ Brent Pfeiffenberger, PharmD, MBA
Name: Brent Pfeiffenberger, PharmD, MBA
Title: President and Chief Executive Officer

Date: March 26, 2026



March 26, 2026

Century Therapeutics, Inc.
25 N 38th Street, 11th Floor
Philadelphia, PA 19104

Re: Securities Registered under Registration Statement on Form S-3

We have acted as counsel to you in connection with your filing of a Registration Statement on Form S-3 (File No. 333-288616) (as amended or supplemented, the "Registration Statement") filed on July 10, 2025 with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), relating to the registration of the offering by Century Therapeutics, Inc., a Delaware corporation (the "Company") of up to \$200,000,000 of any combination of securities of the types specified therein. The Registration Statement was declared effective by the Commission on January 9, 2026. Reference is made to our opinion letter dated July 10, 2025 and included as Exhibit 5.1 to the Registration Statement. We are delivering this supplemental opinion letter in connection with the sales agreement prospectus supplement (the "Prospectus Supplement") filed on March 26, 2026, by the Company with the Commission pursuant to Rule 424 under the Securities Act. The Prospectus Supplement relates to the offering by the Company of up to \$150,000,000 in shares (the "Shares") of the Company's common stock, par value \$0.0001 per share ("Common Stock") covered by the Registration Statement. The Shares are being offered and sold by the sales agent named in, and pursuant to, the Sales Agreement, dated July 1, 2022, by and between the Company and such sales agent.

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinion set forth below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinion set forth below, on certificates of officers of the Company.

For purposes of the opinion set forth below, we have assumed that the Shares are issued for a price per share equal to or greater than the minimum price authorized by the Company's board of directors prior to the date hereof (the "Minimum Price") and that no event occurs that causes the number of authorized shares of Common Stock available for issuance by the Company to be less than the number of then unissued Shares that may be issued for the Minimum Price.

For purposes of the opinion set forth below, we refer to the following as "Future Approval and Issuance": (a) the approval by the Company's board of directors (or a duly authorized committee of the board of directors) of the issuance of the Shares (the "Approval") and (b) the issuance of the Shares in accordance with the Approval and the receipt by the Company of the consideration (which shall not be less than the par value of such Shares) to be paid in accordance with the Approval.

The opinion set forth below is limited to the Delaware General Corporation Law.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, upon Future Approval and Issuance, will be validly issued, fully paid and nonassessable.

This opinion is being furnished to you for submission to the Commission as an exhibit to the Company's Current Report on Form 8-K relating to the Shares (the "Current Report"), which is incorporated by reference in the Registration Statement. We hereby consent to the filing of this opinion letter as an exhibit to the Current Report and its incorporation by reference and the reference to our firm in that report. In giving our consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

/s/ GOODWIN PROCTER LLP

GOODWIN PROCTER LLP
