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): August 9, 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.)

25 North 8th 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:

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 2.02 **Results of Operations and Financial Condition**

On August 9, 2023, Century Therapeutics, Inc. (the "Company") issued a press release announcing its financial results for the quarter ended June 30, 2023. 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 contained in this Item 2.02 (including Exhibit 99.1) is being furnished and 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 and shall not be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended (the "Securities Act"), or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 7.01 **Regulation FD Disclosure**

On August 9, 2023, the Company updated information reflected in a slide presentation, which is attached as Exhibit 99.2 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 99.2) is being furnished and shall not be deemed "filed" for purposes of Section 18 of 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 or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 **Financial Statements and Exhibits**

(d) Exhibits

Exhibit No.	Document
99.1	Press Release of Century Therapeutics, Inc., dated August 9, 2023
99.2	Investor Presentation of Century Therapeutics, Inc., dated August 9, 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/ Gregory Russotti, Ph.D.
Name: Gregory Russotti, Ph.D.
Title: Interim President and Chief Executive Officer

Date: August 9, 2022

Exhibit 99.1

Century Therapeutics Reports Second Quarter 2023 Financial Results and Provides Business Updates

– Company remains on track to report initial data from Schedule A of the ongoing Phase 1 ELiPSE-1 trial of CNTY-101 in relapsed/refractory CD19 positive B-cell lymphomas by year end –

– Ended second quarter 2023 with cash, cash equivalents, and investments of $301.0 million; Cash runway expected into 2026 –

PHILADELPHIA, August 9, 2023 -- Century Therapeutics, Inc. (NASDAQ: IPSC), an innovative clinical-stage biotechnology company developing induced pluripotent stem cell (iPSC)-derived cell therapies in immuno-oncology, today reported financial results and business highlights for the second quarter ended June 30, 2023.

"Here at Century we have continued to focus on the further advancement of our pipeline, specifically our ELiPSE-1 Phase 1 trial evaluating CNTY-101 in relapsed or refractory CD19 positive B-cell lymphomas, for which we expect to report initial data from Schedule A by year end," said Greg Russotti, Ph.D., Interim Chief Executive Officer, Century Therapeutics. "We remain confident in our differentiated scientific approach and are looking forward to spending the second half of this year working towards solidifying our position as an innovative leader in the cell therapy space."

Business Highlights & Upcoming Milestones

- The first-in-human Phase 1 ELiPSE-1 trial evaluating CNTY-101 in relapsed or refractory CD19 positive B-cell lymphomas is ongoing. The Company remains on track to report preliminary data from Schedule A of the trial, including pharmacokinetics, pharmacodynamics, and safety, by year end.
- At the American Society for Clinical Oncology (ASCO) Annual Meeting in June 2023, the Company presented a Trials in Progress poster related to its Phase 1 ELiPSE-1 trial. A copy of the poster, titled, "The ELiPSE-1 Study: A Phase 1 Multicenter Open-Label Study of CNTY-101 in Subjects with Relapsed or Refractory CD19-Positive B Cell Malignancies", is available on the Posters section of Century's website at https://www.centurytx.com/science/.

Second Quarter 2023 Financial Results

- **Cash Position:** Cash, cash equivalents, and marketable securities were $301.0 million as of June 30, 2023, as compared to $367.4 million as of December 31, 2022. Net cash used in operations was $48.5 million for the six months ended June 30, 2023, compared to net cash provided by operations of $61.2 million for the six months ended June 30, 2022 (which includes deferred revenue from the Bristol Myers Squibb (BMS) collaboration of $120.7 million).

- **Collaboration Revenue:** Collaboration revenue generated through the Company's collaboration, option and license agreement with BMS was $0.1 million for the three months ended June 30, 2023, compared to $1.4 million for the same period in 2022.
- **Research and Development (R&D) expenses**: R&D expenses were $22.7 million for the three months ended June 30, 2023, compared to $24.5 million for the same period in 2022. The decrease in R&D expenses was primarily due to the reduction in force in January of 2023.
- **General and Administrative (G&A) expenses**: G&A expenses were $8.2 million for the three months ended June 30, 2023, compared to $8.3 million for the same period in 2022. The decrease in G&A expenses was primarily due to a reduction in headcount.
- **Impairment of long lived assets**: A one-time impairment charge of $4.2 million was recorded in connection with the strategic decision to consolidate two of the Company's existing leased facilities in Philadelphia.
- **Net loss**: Net loss was $33.3 million for the three months ended June 30, 2023, compared to $31.0 million for the three months ended June 30, 2022.

Financial Guidance

- The Company expects full year generally accepted accounting principles (GAAP) operating expenses to be between $135 million and $145 million, including non-cash stock-based compensation expense of $12 million to $17 million.
- The Company estimates its cash, cash equivalents, and investments will support operations into 2026.

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” or the 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 dependence on the success of our lead product candidate, CNTY-101,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, banking instability 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 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; our ability to recruit and maintain key members of management 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.

For More Information:

Investors and Media: Melissa Forst/Maghan Meyers – century@argotpartners.com

Century Therapeutics, Inc
Condensed Balance Sheets
(unaudited, in thousands)

	June 30, 2023	December 31, 2022
Assets		
Current Assets:		
Cash and cash equivalents	$ 64,439	$ 84,265
Short-term investments	91,958	231,233
Prepaid expenses and other current assets	4,883	4,223
Total current assets	161,280	319,721
Property and equipment, net	83,771	82,785
Operating lease right-of-use assets, net	24,993	28,945
Long-term investments	144,581	51,854
Other long-term assets	2,534	3,239
Total assets	$ 417,159	$ 486,544
Liabilities, convertible preferred stock, and stockholders' equity		
Current liabilities:		
Accounts payable	$ 3,625	$ 5,454
Accrued expenses and other liabilities	8,600	10,707
Long-term debt, current	-	6,502
Deferred revenue, current	6,936	7,154
Total current liabilities	19,161	29,817
Operating lease liability, noncurrent	40,833	38,698
Long-term debt, net	-	3,739
Other long-term liabilities	361	718
Deferred revenue	109,233	110,834
Total liabilities	169,588	183,806
Stockholders' equity		
Common stock	6	6
Additional paid-in capital	832,425	824,292
Accumulated deficit	(583,653)	(519,098)
Accumulated other comprehensive loss	(1,207)	(2,462)
Total stockholders' equity	247,571	302,738
Total liabilities and stockholders' equity	$ 417,159	$ 486,544

Century Therapeutics, Inc
Condensed consolidated statements of operations
(unaudited, in thousands, except share and per share amounts)

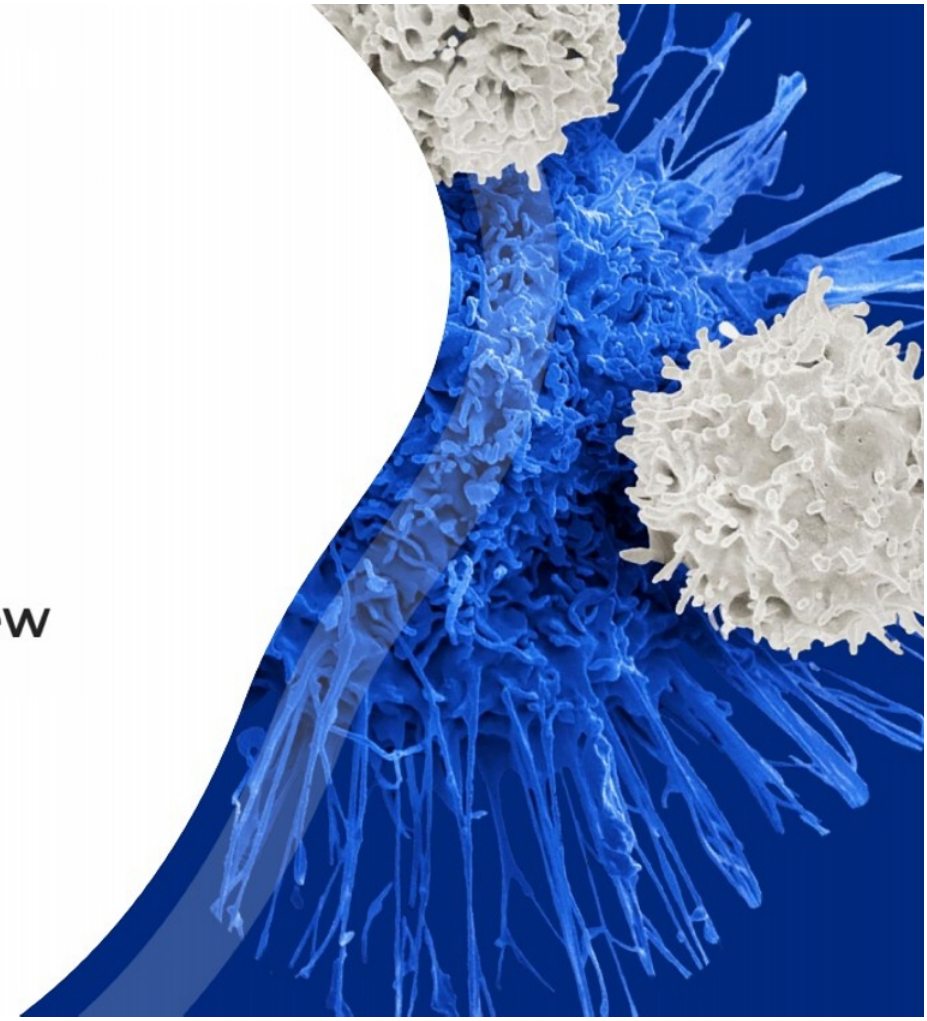
	Three months Ended		Six months Ended	
	June 30, 2023	**June 30, 2022**	**June 30, 2023**	**June 30, 2022**
Collaboration Revenue	$ 99	$ 1,396	$ 1,819	$ 2,454
Operating Expenses				
Research and development	$ 22,727	$ 24,494	$ 47,626	$ 45,690
General and administrative	8,229	8,253	17,131	15,551
In-process research and development	-	-	-	10,000
Impairment on long-lived assets	4,220	-	4,220	-
Total operating expenses	$ 35,176	$ 32,747	$ 68,977	$ 71,241
Loss from operations	(35,077)	(31,351)	(67,158)	(68,787)
Interest expense	(136)	(330)	(540)	(644)
Interest income	3,058	706	5,681	960
Other income, net	(186)	5	(380)	4
Loss before provision for income taxes	$ (32,341)	$ (30,970)	$ (62,397)	$ (68,467)
Provision for income taxes	(950)	(18)	(2,158)	(34)
Net Loss	$ (33,291)	$ (30,988)	$ (64,555)	$ (68,501)
Unrealized loss on investments	59	(780)	1,255	(2,766)
Foreign currency translation adjustment	9	(12)	-	(18)
Comprehensive loss	(33,223)	(31,780)	(63,300)	(71,285)
Net loss per common share - Basic and Diluted	(0.56)	(0.54)	(1.10)	(1.19)
Weighted average common shares outstanding	59,251,363	57,685,006	58,904,726	57,370,022

Exhibit 99.2

CENTURY THERAPEUTICS

Corporate Overview

Aug 2023



Forward-looking statements

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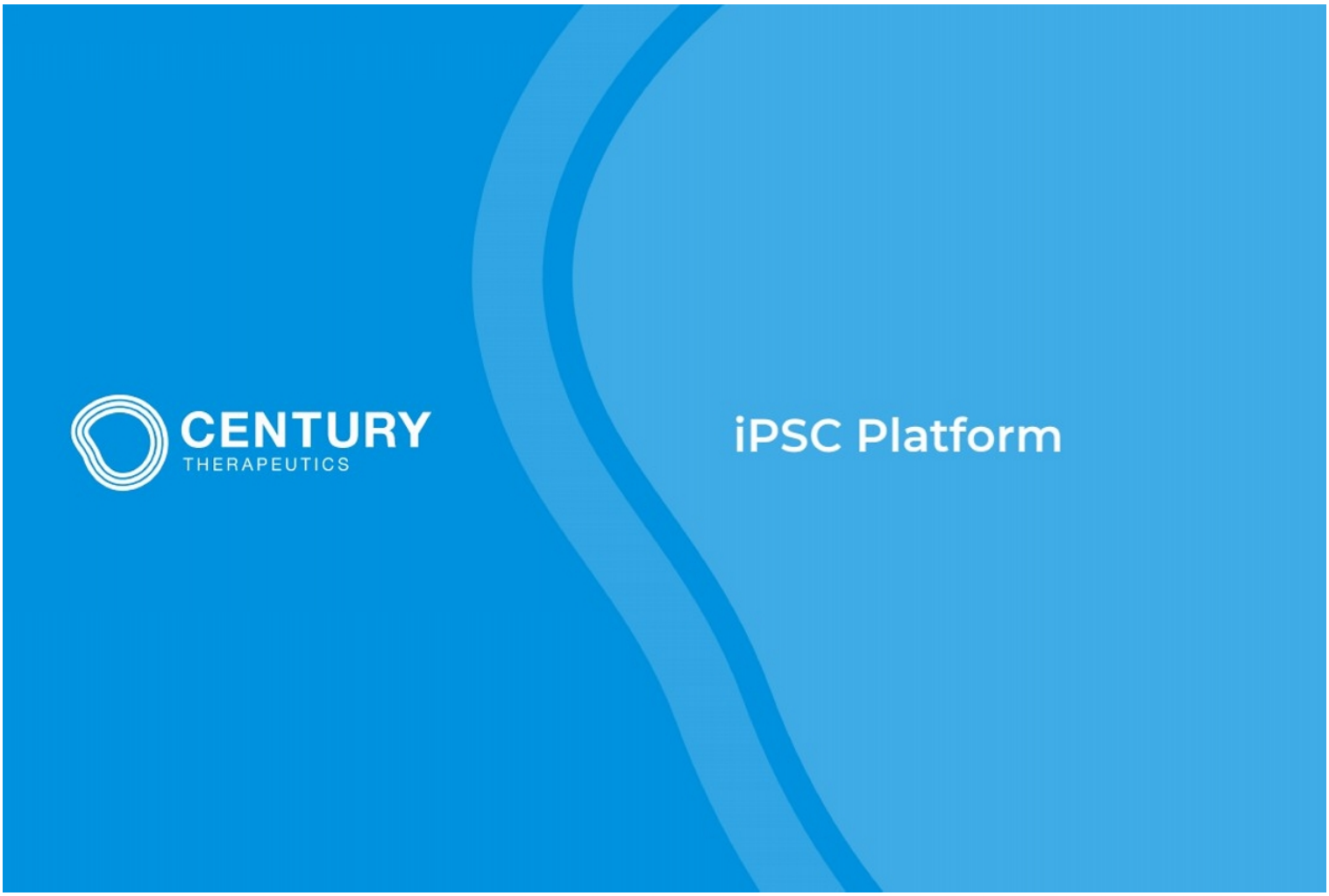
Investment Thesis

CENTURY
THERAPEUTICS

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

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

Well capitalized with cash runway into 2026
$301.0M in cash, cash equivalents and investments at the end of 2Q23;
efficiencies designed to enable delivery on key milestones, clinical data


CENTURY
THERAPEUTICS
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 editi precise transgene integration

iPSC Differentiation/Manufacturing

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

Protein Engineering

- Developing proprietary next-generatio
- 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

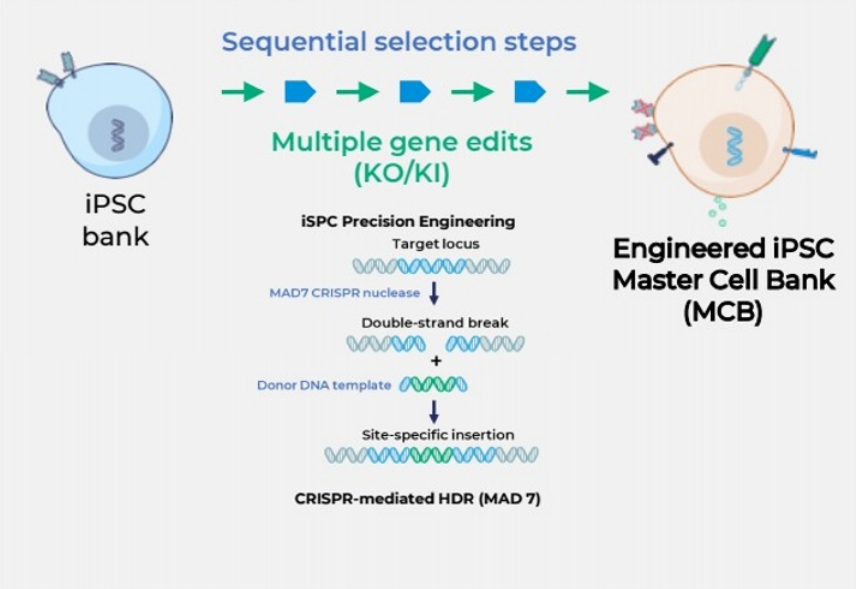
iPSC license and collaboration agreement established in 2018

- 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 fast product iteration

- 53,000 ft^2 facility
- Designed to produce multiple immune cel
- Two sites provides optionality and maximize flexibility

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



Advantages of Century's Platf

Precise CRISPR mediated homology d repair reduces off-target integration

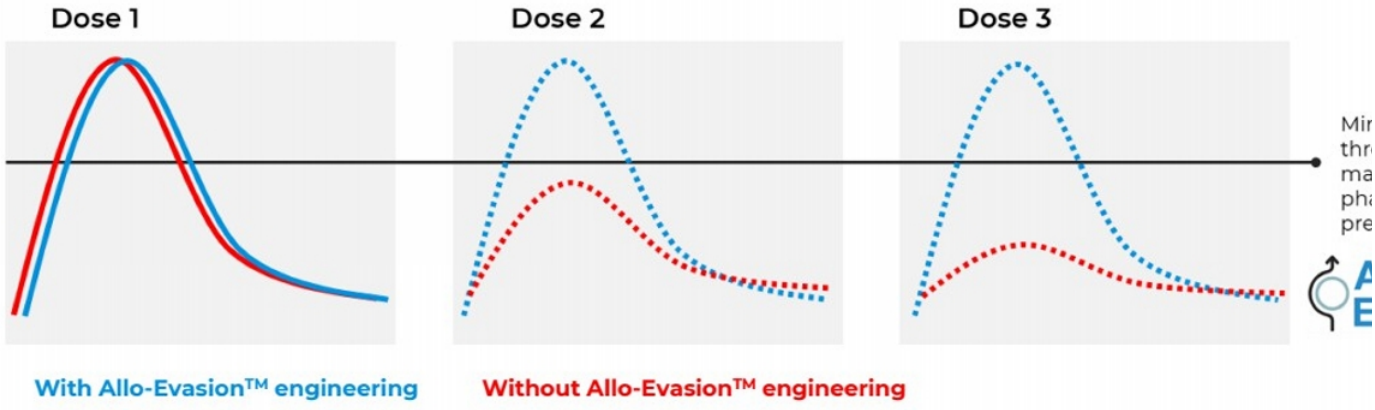
Stepwise and efficient gene editing **av multiplex modification** and structural

Quality control through generation of homogenous MCB establishes genom **integrity**

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

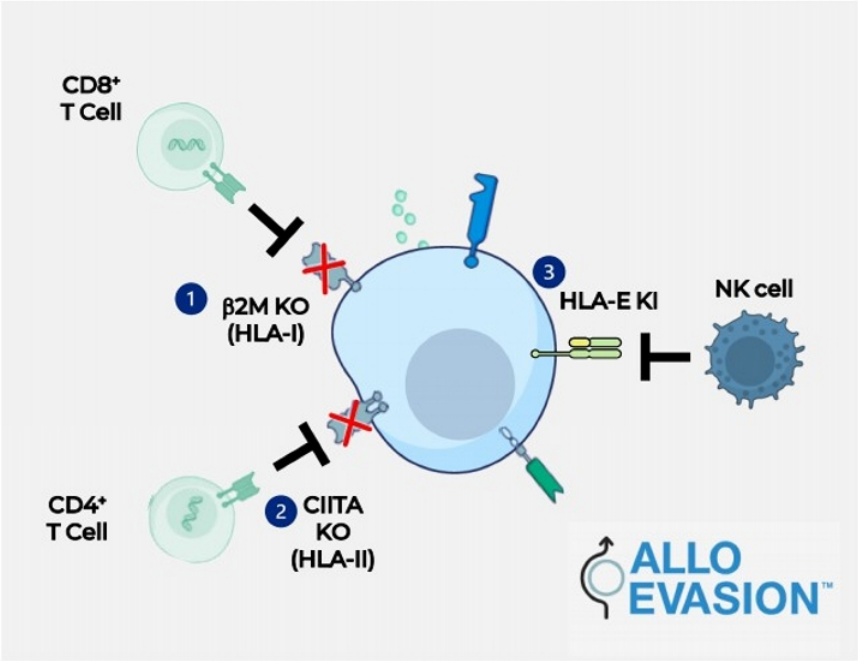
Potential to drive durable responses with engineering to resist rejection

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



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

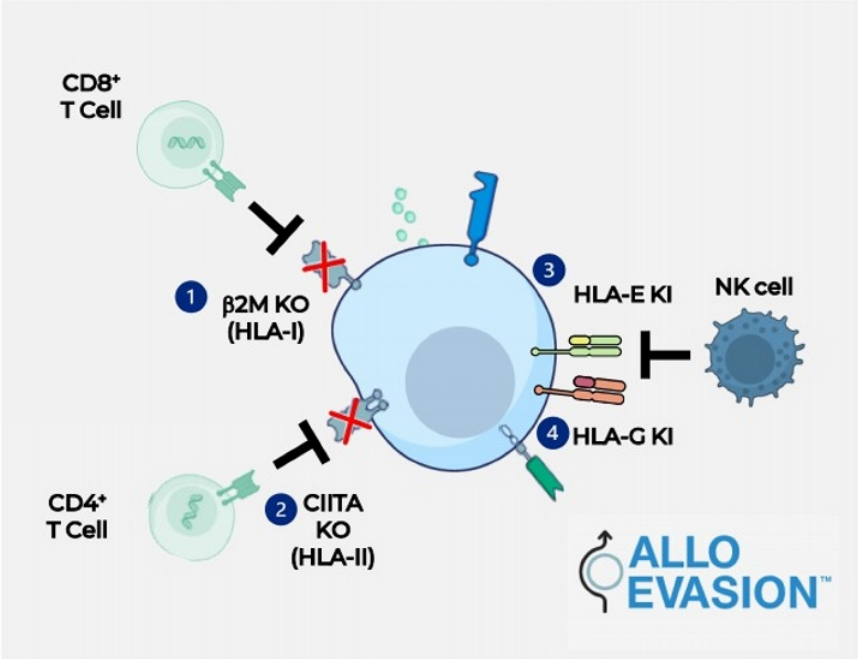
Allo-Evasion™ 1.0 designed to overcome 3 major pathways of l graft rejection



3 core edits disarm host cells fr eliminating therapy

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

Allo-Evasion™ 3.0 Provides Additional Protection Against NK C

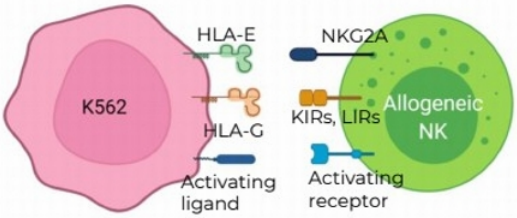


4 core edits disarm host cells fr eliminating therapy

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

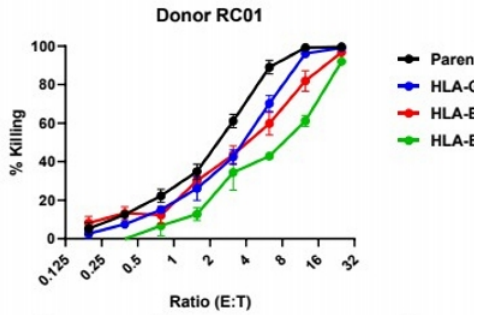
Expression of HLA-E + HLA-G further protects from NK cell killi

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

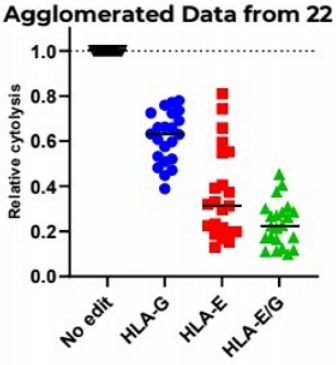


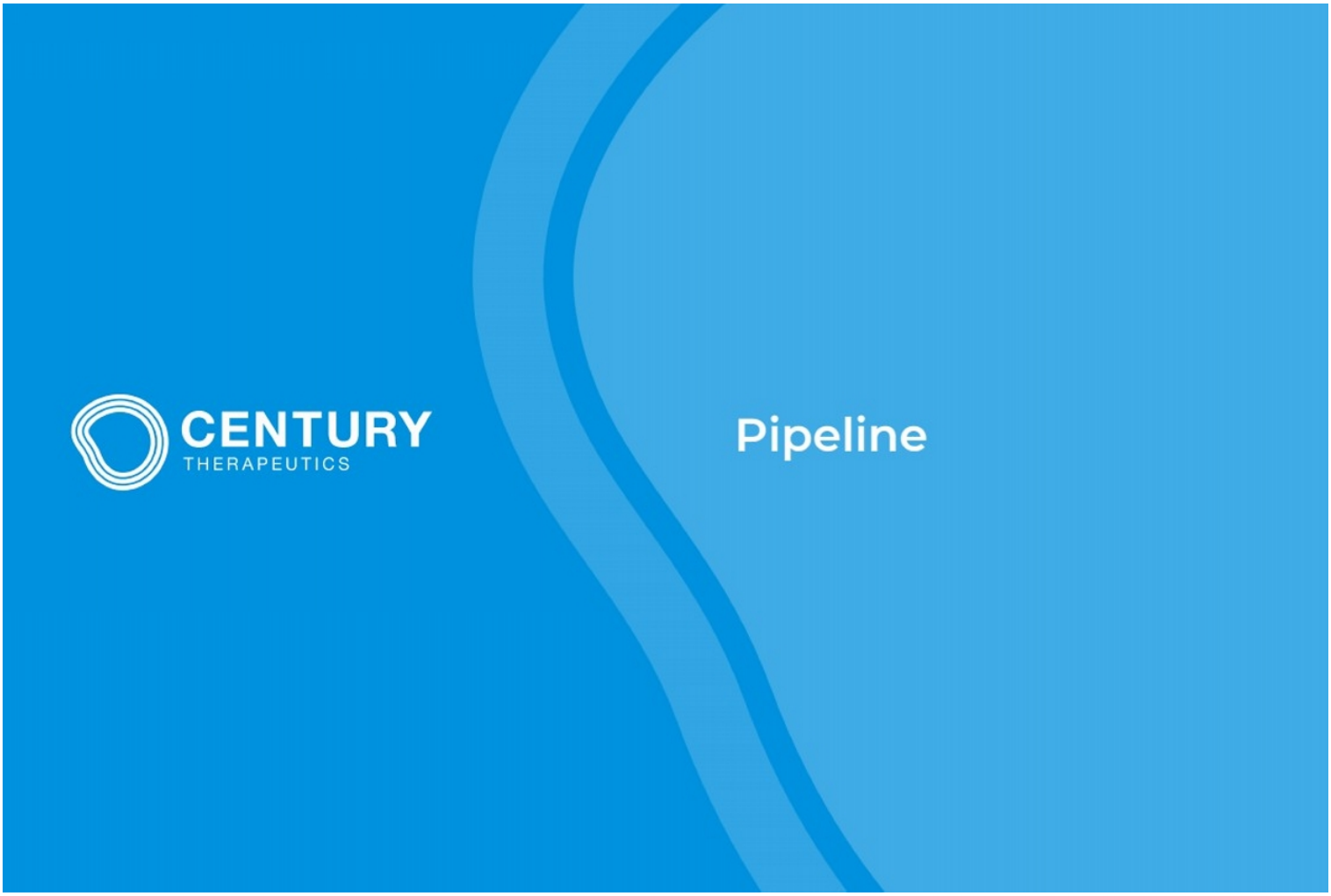
- HLA-E and HLA-G engage different receptors on NK cells including NKG2A, KIRs, and LIRs
- The expression of NKG2A, KIRs, and LIRs varies among NK cells from different donors

The Combination of HLA-E + HLA-G In Protection to Killing by Allogeneic N



Agglomerated Data from 22 NK Cell Don




CENTURY
THERAPEUTICS
Pipeline

Pipeline

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

Product	iPSC Platform	Targets	Indications	Discovery	Preclinical	Clinical P1	Clinical P2	Clinical P3
CNTY-101	iNK	CD19	B-Cell Malignancies					
CNTY-102	iT	CD19 + CD22	B-Cell Malignancies					
CNTY-107	iT	Nectin-4	Solid Tumors					
Programs in Collaboration								
CNTY-104	iNK/iT	Multi-specific	Acute Myeloid Leukemia					
CNTY-106	iNK/iT	Multi-specific	Multiple Myeloma					
Research Programs								
Discovery	iNK/iT	TBD	Hematological / Solid Tumors					

Solid Tumors Hematologic Tumors

Promise of allogeneic cell therapies in lymphoma

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

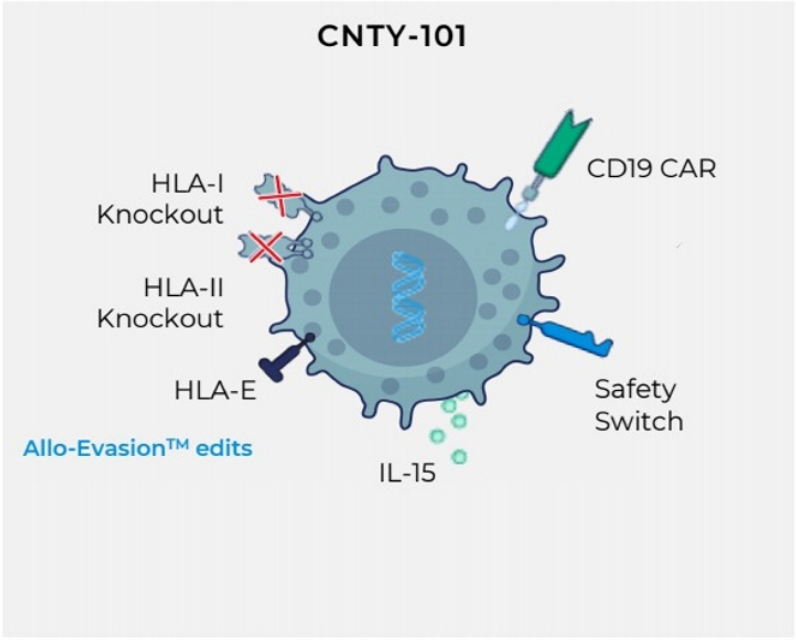
- Rejection limits potential of durable responses for first wave of allogeneic cell products
- Bispecifics lack curative potential of cell therapy

Goal to deliver mor response rates vs a

- Century candidat realize benefit of enabled by Allo-E
- Shift from "one a repeat dosing to pharmacological

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

CNTY-101: Differentiated next-gen CD19 targeted product

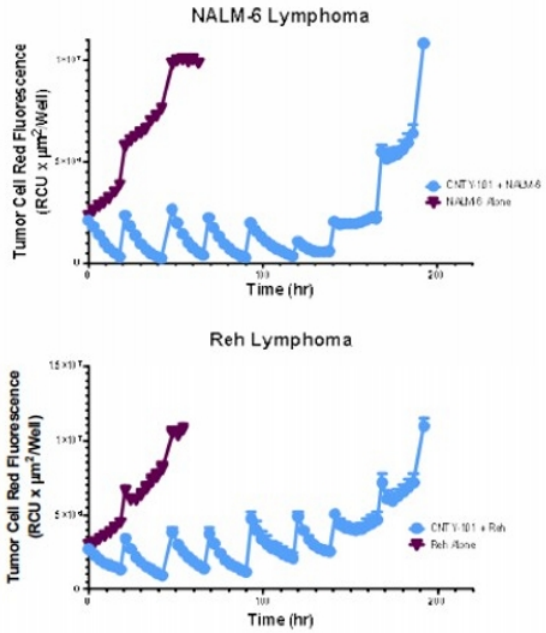


Delivering on our vision to chang therapy treatment paradigm

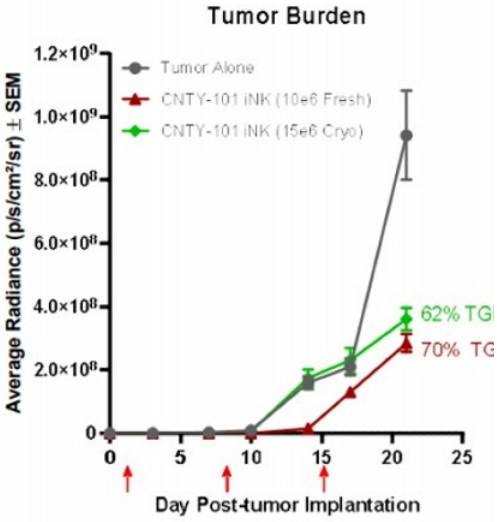
- Goal to improve durability, tole and ease of outpatient adminis
- Potential to eliminate need for lymphodepletion with subsequ of therapy
- First CD19-targeted agent to te durability benefit of repeat dosi enabled by Allo-Evasion™ edits

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

In Vitro Serial killing assay



Robust activity against lymphoma xer



Borges, et al, ASH 2021

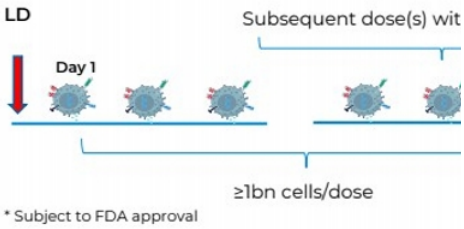
ELiPSE-1: Ongoing first-in-Human Study CNTY-101 in patients w patients with relapsed/refractory CD19+ B-cell lymphomas

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 doses per cycle



* Subject to FDA approval

Study to assess:

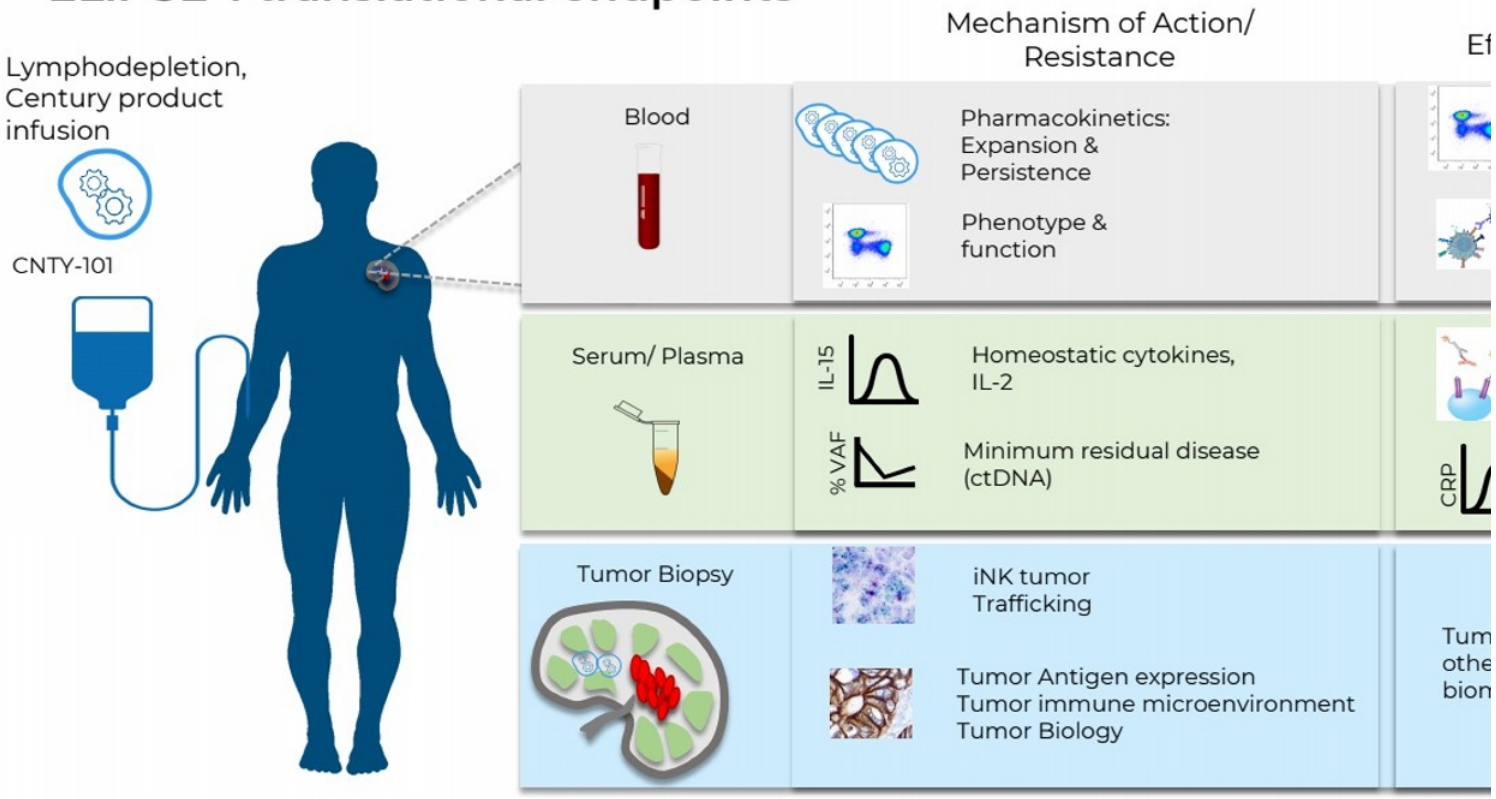
Impact of Allo-Evasion™ on iNK cell persistence and PK after multiple dosing (Schedule B)

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

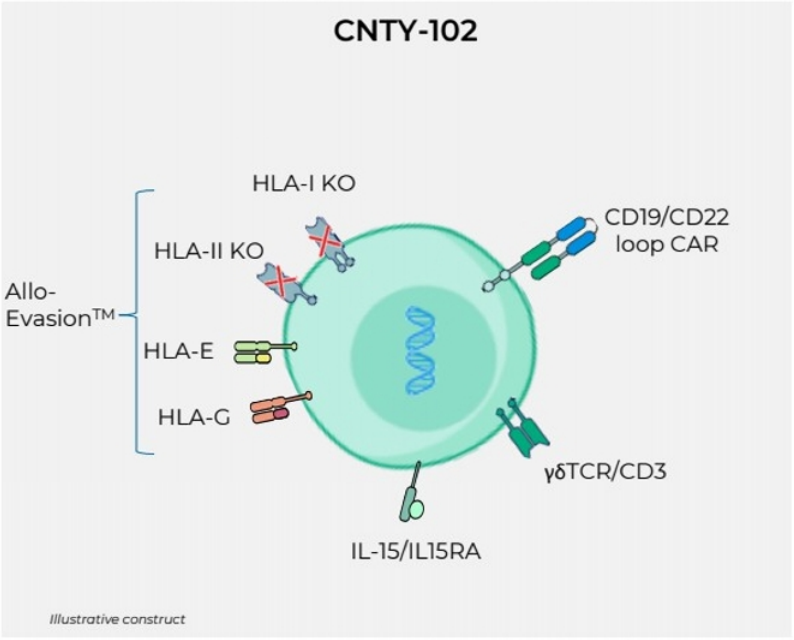
Potential to increase durability of responses with Allo-Evasion™ enabled repeat dosing regimen

- Initial clinical data including PK, PD and safety data from Schedule A expected b
- Clinical data providing initial proof-of-concept expected in 2024

ELiPSE-1 translational endpoints



CNTY-102: Leveraging the γδ iT platform designed to deliver be class potential

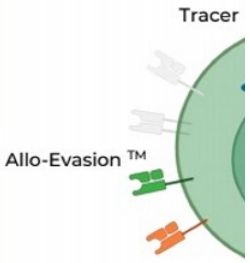


Designed to address factors that durability of cell therapy in B-cel malignancies

- γδ iT cells demonstrate high pro persistence, trafficking leading potentially sustained anti-tumo
- Dual targeting designed to cou antigen escape relapse - a maj factor for durability of CD19 CAR therapies
- Armed with Allo-Evasion™ edit repeat dosing to potentially del durable responses

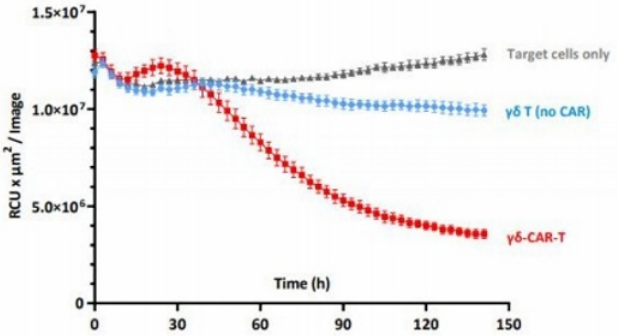
Vision for winning in solid tumors with γδ iT platform

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

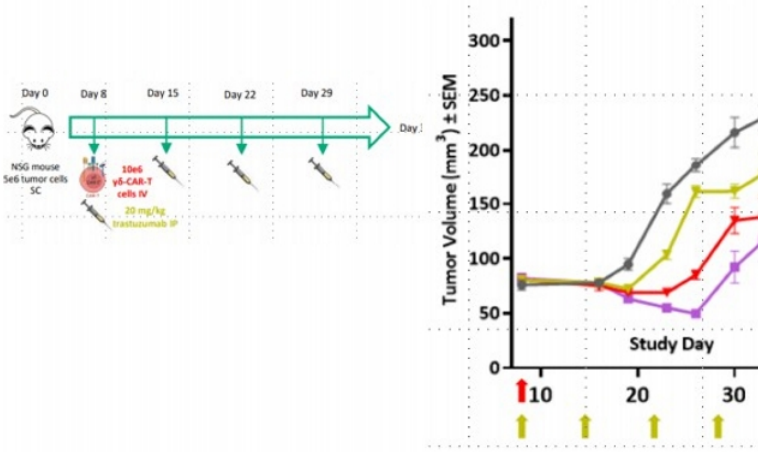


iPSC-derived γδ T cells effective at tumor control as monothera
combination with antibody

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



γδCAR-T demonstrate additive efficacy with trastuzumab

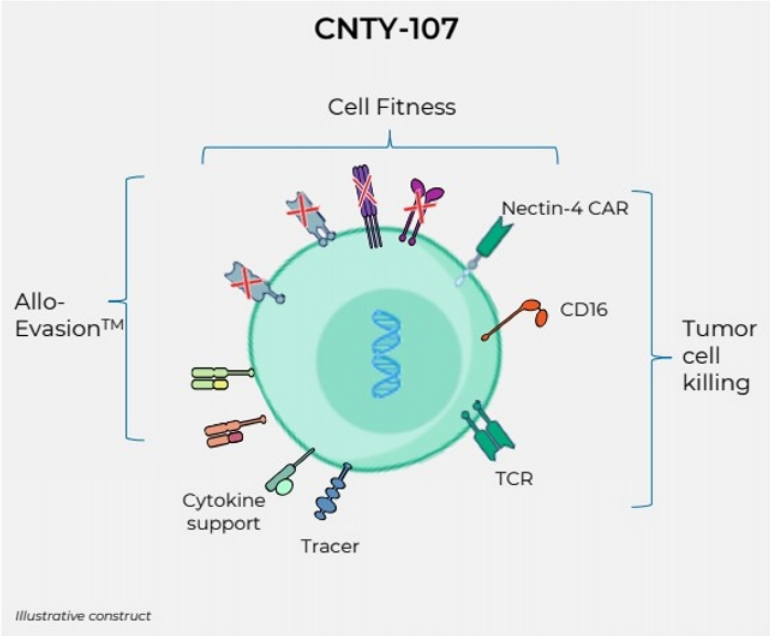


Treatment	% TGI	Significance
trastuzumab	0	P=0.9980
γδ-CAR-T	18	P=0.7073
γδ-CAR-T + trastuzumab	42	P=0.0358

TGI = Tumor Growth Inhibition

Millar, et al, SITC 2022

CNTY-107: First in class Nectin-4 targeted γδ iT cell therapy



Leveraging the power of the γδ iT cell p
solid tumors

Nectin-4 has been validated by ADC ap

- Opportunity to address multiple Necti solid tumors
  - Potential indications include blac pancreatic, non-small cell lung ca esophageal/gastric, head and nec ovarian cancers[1]

GD iT allogeneic therapies provide pote improve upon ADC toxicity profile and e

- Intrinsic homing of GD iT cells to tissue malignancies
- Multi-tumor killing modalities to tackle heterogeneity

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

Investment Thesis

CENTURY
THERAPEUTICS

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

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

Well capitalized with cash runway into 2026
$301.0M in cash, cash equivalents and investments at the end of 2Q23;
efficiencies designed to enable delivery on key milestones, clinical data

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-
manufac
Fully opera
improve
produ

Financial Strength
Cash runway into 2026, Ended 2Q23 with cash, cash equivalents, and investments of $301M

Emerging pipeline of candidates
Product engine anticipated to deliver additional candidates and INDs in the coming years

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

Employ
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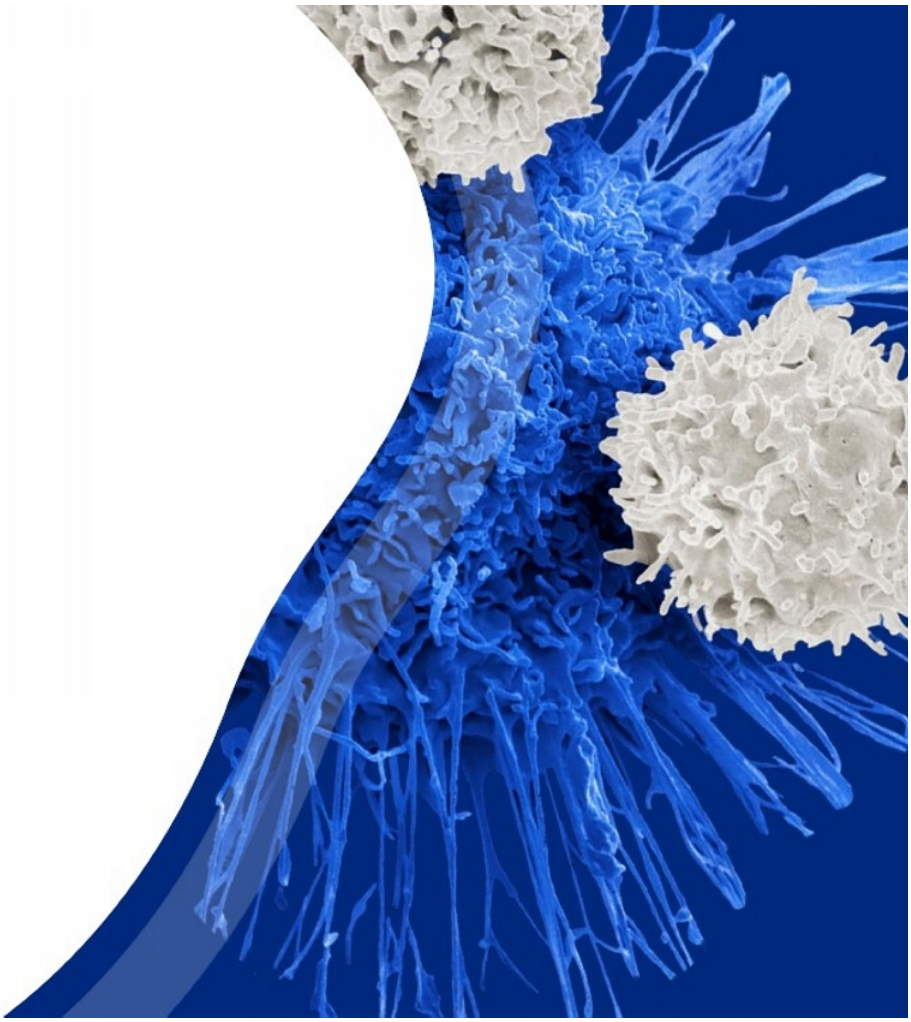
CENTURY
THERAPEUTICS



Thank you.