

**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): December 9, 2025**

**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>
<b>Common Stock, par value \$0.0001 per share</b>	<b>IPSC</b>	<b>Nasdaq Capital Market</b>

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On December 9, 2025, the Board of Directors (the “Board”) of Century Therapeutics, Inc. (the “Company”), upon the recommendation of the Nominating and Corporate Governance Committee of the Board, increased its size from six to eight directors and appointed Dr. Martin Murphy and Dr. Han Lee as directors of the Board, effective as of December 9, 2025 (the “Effective Date”). Dr. Murphy will serve as a Class III director with a term expiring at the 2027 Annual Meeting of Stockholders, or until his successor is duly elected and qualified or until his earlier resignation, death or removal, and Dr. Lee will serve as a Class II director with a term expiring at the 2026 Annual Meeting of Stockholders, or until his successor is duly elected and qualified or until his earlier resignation, death or removal. Dr. Murphy will serve as a member of the Compensation and Nominating and Corporate Governance Committees of the Board and Dr. Lee will serve as member of the Compensation and Audit Committees of the Board.

Dr. Murphy, 56, currently holds various board chair and director positions on several UK-based organizations including Synairgen plc, Cora Biosciences Limited and Legal & General UK Universities Ventures LP. Previously, Dr. Murphy served as co-founder of Syncona Limited and Chief Executive Officer and Investment Committee Chair of Syncona Investment Management Limited, or Syncona from October 2012 to November 2022. Prior to Syncona, Dr. Murphy served as a Managing Director of MVM Life Science Partners LLP from 2002 to 2012. Dr. Murphy also previously served on the board of Autolus Therapeutics plc from October 2013 to June 2024 and was a member of the Science Committee and Remuneration Committee during his tenure. Earlier in his career, Dr. Murphy was an Investment Manager at 3i Group plc from 2001 to 2002 and an Engagement Manager at McKinsey & Company from 1996 to 1999. Dr. Murphy received a Ph.D. from the University of Cambridge’s Emmanuel College, and an M.A. in Biochemistry from the University of Oxford.

Dr. Lee, 45, most recently served as President and Chief Financial Officer of ImmPACT Bio, Inc., or ImmPACT, a privately-owned clinical-stage biotechnology company, from October 2023 until October 2024. Prior to ImmPACT, Dr. Lee served as Chief Financial Officer of Neogene Therapeutics, Inc., or Neogene, a private clinical-stage biotechnology company, from August 2021 to August 2023. Prior to Neogene, Dr. Lee served as the Chief Financial Officer of Arcellx, Inc., a public clinical-stage biotechnology company, from June 2018 to July 2021. Earlier in his career, Dr. Lee served as the Senior Director of Corporate Development and Ventures at AstraZeneca plc from 2014 to 2018. Dr. Lee received a Ph.D. in Genetics from Yale University, an M.B.A. from Yale University and a Bachelor of Arts in Molecular Cell Biology (Genetics Emphasis) and a minor in Chemistry from the University of California, Berkeley.

Drs. Murphy and Lee will be compensated for their service as non-employee directors pursuant to the Company’s Non-Employee Director Compensation Policy. Each of Drs. Murphy and Lee received an initial option award to purchase 88,000 shares of the Company’s common stock pursuant to the Company’s 2021 Equity Incentive Plan (the “Initial Option Grant”). The Initial Option Grant shall vest in equal monthly installments over a period of 36 months following the Effective Date, subject to the individual’s continued service with the Company. Each of them is also entitled to receive an annual cash retainer of \$40,000 as a member of the Board. The Company entered into indemnification agreements with Drs. Murphy and Lee in substantially the same form as those entered into with the other directors of the Company.

The Board has determined that each of Drs. Murphy and Lee is an independent director under the applicable Nasdaq listing rules. There are no family relationships between either of Drs. Murphy or Lee and any of the directors or executive officers of the Company, and there are no transactions in which either of Drs. Murphy or Lee has a direct or indirect material interest requiring disclosure under Item 404(a) of Regulation S-K. There is no arrangement or understanding between either of Drs. Murphy or Lee and any other person pursuant to which Drs. Murphy and Lee were selected as directors of the Company.

## **Item 7.01 Regulation FD Disclosure**

On December 9, 2025, the Company issued a press release announcing the appointments to the Board as discussed above. The full text of this press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein. The information in this Item 7.01 and Exhibit 99.1 attached hereto is intended to be 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, 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 to such filing.

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**Item 9.01**            **Financial Statements and Exhibits**

**(d) Exhibits**

**Exhibit  
No.**

**Document**

[99.1](#)            [Press Release of Century Therapeutics, Inc., dated December 9, 2025](#)

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

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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.

**CENTURY THERAPEUTICS, INC.**

By: /s/ Brent Pfeiffenberger, PharmD, MBA

Name: Brent Pfeiffenberger, PharmD, MBA

Title: President and Chief Executive Officer

Date: December 9, 2025

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**Century Therapeutics Appoints Accomplished Biotechnology Leaders Dr. Han Lee and Dr. Martin Murphy to Board of Directors**

**PHILADELPHIA, Dec. 9, 2025** -- Century Therapeutics, Inc. ('Century', NASDAQ: IPSC), a biotechnology company developing induced pluripotent stem cell (iPSC)-derived cell therapies for autoimmune diseases and cancer, today announced the appointments of Han Lee, Ph.D., M.B.A., and Martin Murphy, Ph.D., to its Board of Directors. As part of their appointments, Dr. Lee will serve as a member of the Audit and the Compensation Committees and Dr. Murphy will serve as a member of the Compensation and the Nominating and Corporate Governance Committees.

"We are pleased to welcome Dr. Lee and Dr. Murphy to our Board at an important time for Century as we execute with discipline and focus to bring our most differentiated iPSC-derived cell therapy programs, including CNTY-813 as a potentially curative, off-the-shelf investigational treatment for type 1 diabetes, closer to patients living with high-impact diseases," said Brent Pfeiffenberger, Pharm.D., Chief Executive Officer of Century Therapeutics. "With Dr. Lee's extensive capital formation and corporate development leadership experience and Dr. Murphy's extensive experience in life science investment, company creation and strategic oversight of successfully evolving companies across the public and private sectors, we look forward to benefitting from their combined expertise and contributions as we move with urgency to bring our lead pipeline candidates into the clinic and deliver significant value for patients and stakeholders."

Dr. Han Lee most recently served as President and Chief Financial Officer of ImmPACT Bio, Inc., a privately-owned clinical-stage biotechnology company, which was recently acquired by Lyell Immunopharma in 2024. Prior to ImmPACT, he served in the position of Chief Financial Officer at Neogene Therapeutics, Inc. and, before that, at Arcellx, Inc. Earlier in his career, Dr. Lee worked in corporate development and ventures at AstraZeneca plc. He holds a Ph.D. in genetics and an M.B.A., both from Yale University, and a B.A. in molecular cell biology, with a genetics emphasis, and a minor in chemistry from the University of California, Berkeley.

Dr. Martin Murphy currently holds various board chair and director positions at several organizations, including Synairgen plc, Cora Biosciences Limited and Legal & General UK Universities Ventures LP. Previously, he served as co-founder of Syncona Limited and Chief Executive Officer and investment committee chair of Syncona Investment Management Limited. Prior to Syncona, Dr. Murphy served in roles of increasing responsibility at MVM Life Science Partners LLP, 3i Group plc and McKinsey & Company. He holds a Ph.D. from the University of Cambridge and an M.A. in biochemistry from the University of Oxford.

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## About Century Therapeutics

Century Therapeutics (NASDAQ: IPSC) is a biotechnology company advancing a pipeline of induced pluripotent stem cell (iPSC)-derived cell therapies with the potential to meaningfully address autoimmune diseases and cancer. The company's therapies are derived from its iPSC cell foundry and leverage its novel immune evasion engineering technology, Allo-Evasion™. Century believes its approach to developing off-the-shelf cell therapies will expand patient access and provide advantages over existing cell therapies which will ultimately advance the course of care. For more information on Century Therapeutics, please visit [www.centurytx.com](http://www.centurytx.com) and connect with us on LinkedIn.

## Forward-Looking Statements

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 our timing and expectations regarding our preclinical and clinical development programs, including their planned development, therapeutic potential and market opportunity. 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 ability to meet development milestones on anticipated timelines; uncertainties inherent in the results of preliminary data, pre-clinical studies and earlier-stage clinical trials, which may not be predictive of final results or the results of later-stage clinical trials; our ability to obtain clearance of our future IND or CTA submissions and commence and complete 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 geopolitical issues, trade disputes and tariffs, 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](http://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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**For More Information:**

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