

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 25, 2024

Vincerx Pharma, Inc.

(Exact name of registrant as specified in its charter)

Delaware  
(State or Other Jurisdiction  
of Incorporation)

001-39244  
(Commission  
File Number)

83-3197402  
(I.R.S. Employer  
Identification No.)

260 Sheridan Avenue, Suite 400  
Palo Alto, California  
(Address of principal executive offices)

94306  
(Zip Code)

(650) 800-6676  
(Registrant's telephone number, including area code)

N/A  
(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:

- 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 240.3e-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, \$0.0001 par value per share	VINC	The Nasdaq Stock Market LLC

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.**

Vincerx Pharma, Inc. (the “Company”) had cash and cash equivalents of approximately \$5.1 million as of March 31, 2024 and \$6.6 million as of April 15, 2024. From April 9, 2024 through April 12, 2024, the Company issued an aggregate of 2,120,849 shares of its common stock pursuant to the Company’s Sales Agreement, dated March 29, 2024 (the “ATM Agreement”), with Leerink Partners (the “Sales Agent”), providing for sale of shares of its common stock having an aggregate offering price of up to \$50.0 million in at-the-market offerings, resulting in net proceeds of approximately \$2.4 million and after paying commission to the Sales Agent of approximately \$0.1 million. As of April 15, 2024, approximately \$47.5 million remained available under the ATM Agreement.

The Company has not completed preparation of its financial statements for the quarter ended March 31, 2024. The preliminary, unaudited cash and cash equivalents provided in Item 2.02 of this Current Report on Form 8-K is based on current expectations and is subject to adjustment. Actual results may differ materially from those disclosed in this Current Report on Form 8-K.

The information in Item 2.02 of this Current Report on Form 8-K shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”), or otherwise subject to the liability of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933 or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

**Item 8.01 Other Events.**

On April 25, 2024, the Company announced that it has commenced an underwritten public offering of its common stock and accompanying common warrants to purchase common stock, and to certain investors, pre-funded warrants to purchase common stock and accompanying common stock warrants to purchase common stock. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press Release dated April 25, 2024.</a>
104	Cover Page Interactive Date File (embedded within the Inline XBRL document).

**SIGNATURE**

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.

Dated: April 25, 2024

VINCERX PHARMA, INC.

By: /s/ Alexander A. Seelenberger

Name: Alexander A. Seelenberger

Title: Chief Financial Officer



## **Vincerx Pharma Announces Proposed Underwritten Public Offering of Common Stock and Warrants**

**PALO ALTO, CA, April 25, 2024** — Vincerx Pharma, Inc. (Nasdaq: VINC) today announced a proposed underwritten public offering of shares of its common stock and accompanying common stock warrants to purchase shares of its common stock and, to certain investors, pre-funded warrants to purchase shares of common stock and accompanying common stock warrants to purchase shares of its common stock. All of the shares, pre-funded warrants and common stock warrants in the proposed offering will be offered by Vincerx. The offering is subject to market and other conditions, and there can be no assurance as to whether or when the offering may be completed, or as to the actual size or terms of the offering.

Leerink Partners is acting as the sole bookrunning manager for the offering.

The offering is being made pursuant to a shelf registration statement on Form S-3 (File No. 333-262239) that was declared effective by the Securities and Exchange Commission (the "SEC") on January 28, 2022. The offering is being made only by means of a prospectus and prospectus supplement that form a part of the registration statement. A preliminary prospectus supplement relating to the offering will be filed with the SEC and will be available on the SEC's website, located at [www.sec.gov](http://www.sec.gov). Copies of the preliminary prospectus supplement and the accompanying prospectus relating to the offering, when available, may also be obtained by contacting Leerink Partners LLC, Syndicate Department, 53 State Street, 40th Floor, Boston, MA 02109, by telephone at (800) 808-7525 ext. 6105, or by email at [syndicate@leerink.com](mailto:syndicate@leerink.com).

This press release shall not constitute an offer to sell or the solicitation of an offer to buy these securities, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

### **About Vincerx Pharma, Inc.**

Vincerx Pharma, Inc. is a clinical-stage biopharmaceutical company committed to developing differentiated and novel therapies to address the unmet medical needs of patients with cancer. Vincerx has assembled a seasoned management team with a proven track record of successful oncology drug development, approvals, and value creation. Vincerx's diverse pipeline consists of the next-generation antibody-drug conjugate, VIP943, in Phase 1; small molecule-drug conjugate, VIP236, in Phase 1; preclinical antibody-drug conjugate, VIP924; CDK9 inhibitor, enitociclib, in an NIH-sponsored Phase 1; and VersAptx™, its versatile and adaptable, next-generation bioconjugation platform.

Vincerx is based in Palo Alto, California, and has a research facility in Monheim, Germany.



## **Forward-Looking Statements**

This press release contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, such as those, among others, relating to Vincerx’s expectations regarding the completion and timing of the public offering. Actual results or developments may differ materially from those projected or implied in these forward-looking statements. Factors that may cause such a difference include risks and uncertainties related to completion of the public offering on the anticipated terms or at all, market conditions and the satisfaction of customary closing conditions related to the public offering. More information about the risks and uncertainties faced by Vincerx is contained in the section captioned “Risk Factors” in the preliminary prospectus supplement related to the public offering and are detailed from time to time in Vincerx’s periodic reports filed with the SEC, including its most recent Annual Report on Form 10-K. Vincerx disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

## **Contacts:**

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