

**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): October 26, 2023

THIRD HARMONIC BIO, INC.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-41498
(Commission
File Number)

83-4553503
(IRS Employer
Identification No.)

1700 Montgomery Street, Suite 210
San Francisco, California
(Address of Principal Executive Offices)

94111
(Zip Code)

Registrant's Telephone Number, Including Area Code: (209) 727-2457

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 240.13e-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, par value \$0.0001 per share	THRD	The Nasdaq Stock 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On October 26, 2023, Third Harmonic Bio, Inc. (the “**Company**”) received notice from Robert Ho of his intention to resign as the Company’s Chief Financial Officer, effective November 10, 2023. Mr. Ho’s resignation is not the result of any disagreement between Mr. Ho and the Company, its management or board of directors, related to the Company’s operations, policies or practices.

Item 7.01 Regulation FD Disclosure.

On October 31, 2023, the Company issued a press release reflecting the matters disclosed above. A copy of this press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

The information furnished in Exhibit 99.1 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 into any other filing under the Securities Act of 1934, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Forward-Looking Statements

This Current Report on Form 8-K contains forward-looking statements within the meaning of the U.S. Private Securities Litigation Reform Act of 1995 and other federal securities laws. Any statements contained herein that do not describe historical facts, including, but not limited to, statements we make regarding the effective date of Mr. Ho’s resignation. Such risks and uncertainties include, among others, the risks identified in the Company’s filings with the Securities and Exchange Commission (“**SEC**”), including its Quarterly Report on Form 10-Q for the quarter ended June 30, 2023, filed with the SEC on August 10, 2023, and other reports as filed with the SEC. The Company cautions you not to place undue reliance on any forward-looking statements, which speak only as of the date they are made. The Company undertakes no obligation to update publicly any forward-looking statements to reflect new information, events or circumstances after the date they were made or to reflect the occurrence of unanticipated events.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
99.1	Press Release issued by Third Harmonic Bio, Inc. dated October 31, 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.

THIRD HARMONIC BIO, INC.

Date: October 31, 2023

By: /s/ Natalie Holles

Natalie Holles

Chief Executive Officer

Third Harmonic Bio Announces Leadership Changes

SAN FRANCISCO, CA., October 31, 2023 (GLOBENEWSWIRE) — Third Harmonic Bio, Inc. (Nasdaq: THRD), a biopharmaceutical company focused on advancing the next wave of medicine for inflammatory diseases, today announced the transition of Adrian S. Ray, Ph.D., from Chief Scientific Officer to Scientific Advisor, effective November 1, 2023. In his new role, Dr. Ray will continue support the company's Investigational New Drug (IND) application for THB335, which is expected to be filed during the first half of 2024. Additionally, the company announced that Robert Ho, Chief Financial Officer, will depart the organization on November 10, 2023. The company has initiated executive searches for their successors.

“On behalf of Third Harmonic Bio, I would like to thank Adrian and Bob for their contributions to the company, including Adrian's scientific expertise in our efforts to rapidly identify our new development candidate, THB335, and Bob's support in capitalizing the company during our initial public offering, which is reflected today in our strong cash position,” said Natalie Holles, Chief Executive Officer of Third Harmonic Bio. “With our continued progress toward advancing THB335 into the clinic in the first half of next year, our ample financial resources, and an eye toward potentially expanding the scope of our work through strategic business development, we are excited to assemble an enterprise leadership team that is purpose-built for the next phase of our company's growth.”

About Third Harmonic Bio, Inc.

Third Harmonic Bio is a biopharmaceutical company focused on advancing the next wave of medicine for inflammatory diseases through the development of novel highly selective, oral small-molecule inhibitors of KIT, a cell surface receptor that serves as the master regulator of mast cell function and survival. Early clinical studies demonstrate that KIT inhibition has the potential to revolutionize the treatment of a broad range of mast-cell-mediated inflammatory diseases, and that a titratable, oral, intracellular small molecule inhibitor may provide the optimal therapeutic profile against this target. Third Harmonic Bio's lead product candidate THB335 is expected to enter clinical trials during the first half of 2024. For more information, please visit the Third Harmonic Bio website: www.thirdharmonicbio.com.

Forward-Looking Statements

This press release contains “forward-looking” statements within the meaning of the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995, including, but not limited to, statements regarding the expected transition dates for Dr. Ray and Mr. Ho, the expected timing of filing a U.S. IND application for THB335, the sufficiency of Third Harmonic Bio's financial resources, and the expected timing for clinical activities related to THB335. Forward-looking statements can be identified by words such as: “anticipate,” “intend,” “plan,” “goal,” “seek,” “believe,” “project,” “estimate,” “expect,” “strategy,” “future,” “likely,” “may,”

“should,” “will” and similar references to future periods. These statements are subject to numerous risks and uncertainties, including risks and uncertainties related to Third Harmonic Bio’s cash forecasts, ability to advance its product candidates, the receipt and timing of potential regulatory submissions, designations, approvals and commercialization of product candidates, our ability to protect our intellectual property, the timing and results of preclinical and clinical trials, changes to laws or regulations, market conditions, geopolitical events, and further impacts of pandemics or health epidemics, that could cause actual results to differ materially from what Third Harmonic Bio expects. Further information on potential risk factors that could affect Third Harmonic Bio’s business and its financial results are detailed under the heading “Risk Factors” included in Third Harmonic Bio’s Quarterly Report on Form 10-Q for the six months ended June 30, 2023, filed with the U.S. Securities and Exchange Commission (SEC) on August 10, 2023, and in Third Harmonic Bio’s other filings filed from time to time with the SEC. Third Harmonic Bio undertakes no obligation to publicly update any forward-looking statement, whether written or oral, that may be made from time to time, whether as a result of new information, future developments or otherwise.

Investor & Media Contact:

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