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): July 15, 2025

Repare Therapeutics Inc.
(Exact Name of Registrant as Specified in Its Charter)

Québec	001-39335	Not applicable
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

7171 Frederick-Banting, Building 2, Suite 270
St-Laurent, Québec, Canada **H4S 1Z9**
(Address of Principal Executive Offices) **(Zip Code)**

Registrant's Telephone Number, Including Area Code: (857) 412-7018

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:

☐ 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 each exchange on which registered
Common shares, no par value	RPTX	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 1.01 Entry into a Material Definitive Agreement.

On July 15, 2025, Repare Therapeutics Inc. (the "Company") entered into an exclusive worldwide license agreement (the "Agreement") with Debiopharm International S.A. ("Debiopharm"), a privately-owned, Swiss-based biopharmaceutical company, regarding the development and commercialization of the Company's product candidate lunresertib.

Under the Agreement, the Company has granted Debiopharm a worldwide, exclusive, sublicenseable license to develop, manufacture, and commercialize therapeutic products that contains lunresertib as the sole active pharmaceutical agreement (collectively, a "Repare Product") or that combine lunresertib with Debio 0123, Debiopharm's WEE1 inhibitor, and/or any other Wee1 inhibitor controlled by Debiopharm (a "Combination Product"). Under the terms of the Agreement, the Company will receive a $10 million upfront payment, and is eligible to receive up to $257 million in potential clinical, regulatory, commercial and sales milestone payments, including up to $5 million in potential near-term payments upon the potential achievement of a clinical milestone event, and single-digit royalties on global net sales of Repare Products and Combination Products sold by Debiopharm or its sublicensees. Subject to earlier expiration of the royalty term in specified cases of generic competition, royalties will be paid, on a country-by-country and Repare Product-by-Repare Product or Combination Product-by-Combination Product (as applicable) basis, until, at the earliest, the tenth anniversary of the first commercial sale of such Repare Product or Combination Product in such country.

Debiopharm is obligated to use reasonable commercial efforts to develop, seek regulatory approval for, and commercialize a Repare Product or Combination Product in at least one indication in the United States, Japan and in specified European countries.

Unless earlier terminated, the Agreement will expire on a country-by-country and Repare Product-by-Repare Product or Combination Product-by-Combination Product (as applicable) basis, upon the expiration of the last royalty term for the last Repare Product or Combination Product in any country worldwide. The Agreement may be terminated by Debiopharm, upon 90 days' prior written notice at any time prior to the first marketing authorization of a Repare Product or Combination Product, or upon 180 days' prior notice at any time after the first marketing authorization of a Repare Product or Combination Product if Debiopharm determines in its sole discretion that scientific, technical, regulatory or economic reasons provide grounds for Debiopharm to cease further pursuit of the purposes and objectives of the Agreement. Either party may, subject to specified cure periods, terminate the Agreement in the event of the other party's uncured material breach. Either party may also terminate the Agreement under specified circumstances relating to the other party's insolvency.

The Company and Debiopharm originally entered into a clinical study and collaboration agreement in January 2024 to explore the synergy between lunresertib and Debio 0123. Debiopharm will assume sponsorship, including sole responsibility for all costs and expenses, of the ongoing Phase 1 MYTHIC clinical trial evaluating lunresertib in combination with Debio 0123 and take over existing and future development activities related to lunresertib.

The foregoing description of the Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Agreement, a copy of which, subject to any applicable confidential treatment, will be filed as an exhibit to the Company's Quarterly Report on Form 10-Q for the period ending September 30, 2025.

Item 7.01 Regulation FD Disclosure.

On July 15, 2025, the Company issued a press release announcing its entry into the Agreement and an update on the Company's continued prioritization of RP-3467 and RP-1664. A copy of the press release is furnished as Exhibit 99.1 to this Current Report and incorporated herein by reference.

The information in this Item 7.01, including Exhibit 99.1 attached hereto, 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. The information contained herein and in the accompanying exhibit is not incorporated by reference in any filing of the Company under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date hereof, regardless of any general incorporation language in such filing, except as shall be expressly set forth by specific reference in such filing.

Cautionary Note Regarding Forward-Looking Statements

This Current Report on Form 8-K contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, as amended, including, without limitation, statements regarding the Agreement and the potential benefits to the Company from its entry into the Agreement; the Company's potential to receive milestone payments and royalties under the Agreement; the development and potential commercialization of potential product candidates under the Agreement, including the development of any Repare Product or Combination Product; and the continued prioritization of the Company's product candidates.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press release dated July 15, 2025.
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.

REPARE THERAPEUTICS INC.

By: /s/ Steve Forte
Steve Forte
President, Chief Executive Officer and
Chief Financial Officer

Dated: July 16, 2025

Repare Therapeutics Enters Exclusive Worldwide Licensing Agreement with Debiopharm for Lunresertib

July 15, 2025

CAMBRIDGE, Mass. & MONTREAL—(BUSINESS WIRE)--Jul. 15, 2025— Repare Therapeutics Inc. ("Repare" or the "Company") (Nasdaq: RPTX), a clinical-stage precision oncology company, today announced it has entered into an exclusive worldwide licensing agreement with Debiopharm International S.A. ("Debiopharm"), a privately-owned, Swiss-based biopharmaceutical company aiming to establish tomorrow's standards of care to cure cancer and infectious diseases, for lunresertib, a first-in-class precision oncology PKMYT1 inhibitor.

"The exclusive worldwide licensing agreement with Debiopharm allows for the continued development of lunresertib, a novel PKMYT1 inhibitor, that has demonstrated encouraging results across multiple clinical trials in difficult-to-treat solid tumors. This agreement builds upon the success of Repare and Debiopharm's existing collaboration studying the combination of lunresertib and Debio 0123," said Steve Forte, President, Chief Executive Officer and Chief Financial Officer of Repare. "Our recent business development efforts have continued to enable Repare to focus on the advancement of our clinical priorities and sustained value creation. We remain focused on two ongoing Phase 1 clinical trials with readouts expected in the second half of 2025: the LIONS trial evaluating our RP-1664 PLK4 inhibitor and the POLAR trial evaluating our RP-3467 Polθ ATPase inhibitor."

Under the terms of the agreement, Repare will receive a $10 million upfront payment, and is eligible to receive up to $257 million in potential clinical, regulatory, commercial and sales milestones, including up to $5 million in potential near-term payments, and single-digit royalties on global net sales. Repare and Debiopharm entered into a clinical study and collaboration agreement in January 2024 to explore the synergy between lunresertib and Debio 0123, a potential best-in-class, brain penetrant and highly selective WEE1 inhibitor. Debiopharm will assume sponsorship of the MYTHIC study and take over existing and future development activities related to lunresertib.

"We are excited to enter into this worldwide license agreement with Repare for lunresertib. Based on very promising Phase 1/1b clinical data, we believe the combination of lunresertib and Debio 0123 is highly synergistic and could potentially drive rapid and deep tumor regressions," said Bertrand Ducrey, CEO of Debiopharm. "We believe the synthetic lethality approach of lunresertib in combination with Debio 0123 will allow us to bring this innovative precision therapy to patients with difficult to treat cancers."

Continued Prioritization of RP-3467 and RP-1664

Moving forward, Repare will remain focused on the advancement of its two ongoing Phase 1 clinical trials, POLAR and LIONS. The POLAR clinical trial is a multicenter, open-label, dose-escalation Phase 1 clinical trial designed to investigate the safety, pharmacokinetics, pharmacodynamics, and preliminary clinical activity of RP-3467, a small molecule inhibitor of polymerase theta (Polθ) that is a synthetic lethality target associated with BRCA mutations and other genomic alterations, alone or in combination with olaparib in adults with locally advanced or metastatic epithelial ovarian cancer, metastatic breast cancer, metastatic castration-resistant prostate cancer, or pancreatic adenocarcinoma. Topline safety, tolerability and early efficacy data from the Phase 1 POLAR clinical trial of RP-3467 alone and in combination with olaparib is expected in the third quarter of 2025. The LIONS clinical trial is a first-in-human, multicenter, open-label Phase 1 clinical trial designed to investigate safety, pharmacokinetics, pharmacodynamics and the preliminary efficacy of RP-1664, a first-in-class, highly selective, oral inhibitor of Polo-like kinase 4 (PLK4) that is a synthetic lethality target associated with TRIM37 overexpression. Initial topline safety, tolerability and early efficacy data from the Phase 1 LIONS clinical trial of RP-1664 is expected in the fourth quarter of 2025.

About Repare Therapeutics Inc.

Repare Therapeutics is a clinical-stage precision oncology company enabled by its proprietary synthetic lethality approach to the discovery and development of novel therapeutics. Repare Therapeutics has developed highly targeted cancer therapies focused on genomic instability, including DNA damage repair. The Company's clinical-stage pipeline includes RP-3467, a Phase 1 Polθ ATPase inhibitor and RP-1664, a Phase 1 PLK4 inhibitor. For more information, please visit www.reparerx.com and follow @Reparerx on X (formerly Twitter) and LinkedIn.

Debiopharm's Commitment to Patients

Debiopharm aims to develop innovative therapies that target high unmet medical needs in oncology and bacterial infections. Bridging the gap between disruptive discovery products and real-world patient reach, we identify high-potential compounds and technologies for in-licensing, clinically demonstrate their safety and efficacy, and then hand stewardship to large pharmaceutical commercialization partners to maximize patient access globally.

For more information, please visit www.debiopharm.com

Follow us, we are on LinkedIn.

Forward-Looking Statements

This press release contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 and securities laws in Canada. All statements in this press release other than statements of historical facts are "forward-looking statements. These statements may be identified by words such as "aims," "anticipates," "believes," "could," "estimates," "expects," "forecasts," "goal," "intends," "may," "plans," "possible," "potential," "seeks," "will" and variations of these words or similar expressions that are intended to identify forward-looking statements, although not all forward-looking statements contain these words. Forward-looking statements in this press release include, but are not limited to, statements regarding: the Company's out-license of lunresertib to Debiopharm, including the potential benefits of the transaction and the achievement and receipt of milestone payments and royalties under the license agreement; the Company's anticipated cash runway; the timing, progress and results of the Company's ongoing Phase 1 LIONS and POLAR clinical trials; and the potential, tolerability, efficacy and clinical progress of the Company's product candidates, including the potential of lunresertib to treat patients with difficult-to-treat solid tumors as a monotherapy or in combination with Debio

0123. These forward-looking statements are based on the Company's expectations and assumptions as of the date of this press release. Each of these forward-looking statements involves risks and uncertainties that could cause the Company's clinical development programs, future results or performance to differ materially from those expressed or implied by the forward-looking statements. Many factors may cause differences between current expectations and actual results, including: the potential that success in preclinical testing and earlier clinical trials does not ensure that later clinical trials will generate the same results or otherwise provide adequate data to demonstrate the efficacy and safety of a product candidate; the impacts of macroeconomic conditions, including tariffs and other trade policies, the conflict in Ukraine and the conflict in the Middle East, fluctuations in inflation and uncertain credit and financial markets, on the Company's business, clinical trials and financial position; unexpected safety or efficacy data observed during preclinical studies or clinical trials; clinical trial site activation or enrollment rates that are lower than expected; the Company's ability to realize the benefits of its collaboration and license agreements; changes in expected or existing competition; changes in the regulatory environment; the uncertainties and timing of the regulatory approval process; and unexpected litigation or other disputes. Other factors that may cause the Company's actual results to differ from those expressed or implied in the forward-looking statements in this press release are identified in the section titled "Risk Factors" in the Company's Annual Report on Form 10-K for the year ended December 31, 2024 filed with the Securities and Exchange Commission ("SEC") and the Québec Autorité des Marchés Financiers ("AMF") on March 3, 2025, and in other filings made with the SEC and AMF from time to time, including the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2025. The Company expressly disclaims any obligation to update any forward-looking statements contained herein, whether as a result of any new information, future events, changed circumstances or otherwise, except as otherwise required by law. For more information, please visit reparerx.com and follow Repare on X (formerly Twitter) at @RepareRx and on LinkedIn at https://www.linkedin.com/company/repare-therapeutics/.

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