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): June 1, 2022

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.)**

7210 Frederick-Banting, Suite 100 **St-Laurent, Québec, Canada** **(Address of Principal Executive Offices)**	**H4S 2A1** **(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 June 1, 2022, Repare Therapeutics Inc. (the "**Company**") entered into a collaboration and license agreement (the "**Agreement**") with Hoffmann-La Roche Inc. and F. Hoffmann-La Roche Ltd (collectively, "**Roche**") regarding the development and commercialization of the Company's product candidate camonsertib (also known as RP-3500) and specified other ATR (Ataxia-Telangiectasia and Rad3-related protein kinase) inhibitors (the "**Licensed Products**"). The transaction is subject to clearance under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 and other customary closing conditions, and is expected to close in the third quarter of 2022.

Under the Agreement, the Company will grant Roche a worldwide, exclusive, sublicensable license to develop, manufacture, and commercialize Licensed Products. The Company will retain an option under the Agreement to enter into a U.S. co-development and profit share arrangement with Roche, exercisable prior to the commencement of the first pivotal clinical trial of camonsertib, and pursuant to which the Company would be responsible for specified shares of global and U.S.-specific development costs and would receive (or bear) fifty percent (50%) of U.S. profits (or losses) of Licensed Products containing camonsertib, which arrangement also includes a right for the Company to participate in U.S. co-promotion for Licensed Products containing camonsertib following a regulatory approval for a specified major indication in the United States.

The Company has agreed to complete specified ongoing clinical trials at the Company's expense. The Company has also retained the right to conduct specified clinical trials of camonsertib in combination with the Company's PKMYT1 compound (also known as RP-6306).

Roche is obligated to use commercially reasonable efforts to develop, seek regulatory approval for, and commercialize at least one Licensed Product in at least one indication in the United States and in specified European countries.

The parties have agreed to certain exclusivity terms on small molecule ATR inhibitor development for a specified period of time.

Under the terms of the Agreement, Roche has agreed to pay the Company an upfront payment of $125 million, and up to an aggregate of $1.172 billion upon the achievement of specified clinical regulatory, commercial and sales milestone events. The Company will also be entitled to receive tiered royalties (ranging from high-single-digits to high-teens) on sales of Licensed Products, subject to reductions in specified circumstances. Subject to earlier expiration of the royalty term in specified cases of generic competition, royalties will be paid, on a Licensed Product-by-Licensed Product and country-by-country basis, until, at the earliest, twelve (12) years after the first commercial sale of the applicable Licensed Product. If the Company exercises its co-development and profit share option, it will receive reduced milestone payment amounts, and it will not receive royalty payments in the United States.

Unless earlier terminated, the Agreement will expire upon the expiration of the last royalty term for the last Licensed Product (except that, if the Company exercises its co-development and profit share option, then the Agreement may expire at a later date in the United States). The Agreement may be terminated by Roche, on a Licensed Product-by-Licensed Product and country-by-country basis or in its entirety, upon 90 days' prior written notice at any time prior to the first commercial sale of a Licensed Product, or upon 180 days' prior notice at any time after the first commercial sale of a Licensed Product. Either party may, subject to specified cure periods, terminate the Agreement, on a Licensed Product-by-Licensed Product and country-by-country basis or in its entirety, 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 may terminate the Agreement in the event Roche or its specified affiliates or sublicensees challenges the validity, scope, or enforceability of the licensed patent rights in specified circumstances.

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 June 30, 2022. The press release announcing the Agreement is attached hereto as Exhibit 99.1.

Item 7.01 Regulation FD Disclosure.

On June 1, 2022, the Company issued a press release announcing the Company's entry into the Agreement with Roche. The Company will also host an investor update call on June 1, 2022 beginning at approximately 5:00pm Eastern Time to further discuss the collaboration. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference. The virtual event and related materials can be accessed via the "News & Events" section of the Company's website at https://ir.reparerx.com/, and will be available for 30 days following the event. The Company's website and any information contained on the website are not incorporated into this Current Report on Form 8-K.

The Company anticipates that its strategic collaborations, along with its existing cash, cash equivalents and short-term investments, will enable it to fund its operations into 2026. The Company has based this estimate on assumptions that may prove to be wrong, and it could use its capital resources sooner than it currently expects.

The information in this Item 7.01, including 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, whether made before or after the date hereof, regardless of any incorporation by reference language in such a filing, except as 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, the Company's collaboration with Roche; the ability of the parties to complete the transaction in a timely manner or at all; the possibility that various closing conditions for the transaction may not be satisfied or waived, including the possibility that a governmental entity may prohibit, delay or refuse to grant approval for the consummation of the transaction; the risk that the Company may not realize the potential benefits of its collaboration with Roche; the discovery, development and potential commercialization of potential product candidates using the Company's SNIPRx® platform technology and under the strategic collaboration agreement, including the development of camonsertib; the ability, timing and likelihood of the parties to file applications for regulatory approval or receive regulatory approvals in a timely manner or at all; the therapeutic potential for camonsertib in oncology applications; the Company's potential to receive milestone payments and royalties under the strategic collaboration agreement; the Company's ability to identify and develop additional product candidates using its SNIPRx platform and further build its pipeline; and estimates regarding expenses, future revenue, capital requirements and cash runway.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
99.1	Press release dated June 1, 2022.
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/ Lloyd M. Segal
Lloyd M. Segal
President and Chief Executive Officer

Dated: June 1, 2022

Repare Therapeutics Announces a Worldwide License and Collaboration Agreement with Roche for Camonsertib (RP-3500)

Repare will receive a $125 million upfront payment and is eligible to receive up to an additional $1.2 billion in potential development, regulatory, commercial and sales milestones, plus royalties on global net product sales.

Repare to host conference call today at 5:00 p.m. EDT

Cambridge, MA & Montreal, QC, June 1, 2022 (BUSINESS WIRE) — Repare Therapeutics Inc. ("Repare" or the "Company") (Nasdaq: RPTX), a leading clinical-stage precision oncology company, today announced it has entered into a worldwide license and collaboration agreement with Roche for the development and commercialization of camonsertib (also known as RP-3500), a potent and selective oral small molecule inhibitor of ATR (Ataxia-Telangiectasia and Rad3-related protein kinase) for the treatment of tumors with specific synthetic-lethal genomic alterations including those in the ATM gene (Ataxia-Telangiectasia mutated kinase). Under the collaboration, Roche will assume development of camonsertib with the potential to expand development into additional tumors and multiple combination studies.

"Camonsertib has the potential to help cancer patients across numerous solid tumors as a monotherapy and possibly in combination with other agents," said Kim Seth, Ph.D., EVP and Head of Business & Corporate Development at Repare. "Given the encouraging data Repare has generated for camonsertib as a potentially best-in-class ATR inhibitor with a promising tolerability profile and patient selection insights in areas of high unmet medical need, and Roche's leading global footprint and unique expertise in precision oncology, we are confident that Roche is the ideal partner for us to drive the broad global development and commercialization of camonsertib."

"Roche is excited about the emerging DNA damage response field, which represents a promising new approach to precision oncology," said James Sabry, M.D., Ph.D., Global Head of Pharma Partnering, Roche. "We are looking forward to partnering with Repare Therapeutics to further develop camonsertib as a new potential treatment option for patients with significant unmet medical needs across a range of tumor types. The collaboration with Repare builds on Roche's strategy of personalized healthcare and further strengthens our leadership in oncology."

Under the terms of the agreement, Repare will receive a $125 million upfront payment, and is eligible to receive up to $1.2 billion in potential clinical, regulatory, commercial and sales milestones, including up to $55 million in potential near-term payments, and royalties on global net sales ranging from high-single-digits to high-teens. The collaboration also provides Repare with the ability to opt-in to a 50/50 U.S. co-development and profit share arrangement, including participation in U.S. co-promotion if U.S. regulatory approval is received. If Repare chooses to exercise its co-development and profit share option, it will continue to be eligible to receive certain clinical, regulatory, commercial and sales milestone payments, in addition to full ex-U.S. royalties.

The transaction is subject to clearance under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 and other customary closing conditions.

Company Conference Call:

The Company will host a conference call with accompanying slides for analysts and investors today at 5:00 p.m. Eastern Time to further discuss the collaboration. To access the call, please dial (877) 870-4263 (U.S.) or (855) 669-9657 (Canada) or (412) 317-0790 (international) at least 10 minutes prior to the start time and ask to be joined to the Repare Therapeutics call. A live video webcast will be available in the Investor section of the Company's website at https://ir.reparerx.com/news-and-events/events. A webcast replay will also be archived for at least 30 days.

About Repare Therapeutics' SNIPRx® Platform

Repare's SNIPRx® platform is a genome-wide CRISPR-based screening approach that utilizes proprietary isogenic cell lines to identify novel and known synthetic lethal gene pairs and the corresponding patients who are most likely to benefit from the Company's therapies based on the genetic profile of their tumors. Repare's platform enables the development of precision therapeutics in patients whose tumors contain one or more genomic alterations identified by SNIPRx® screening, in order to selectively target those tumors in patients most likely to achieve clinical benefit from resulting product candidates.

About Repare Therapeutics, Inc.

Repare Therapeutics is a leading clinical-stage precision oncology company enabled by its proprietary synthetic lethality approach to the discovery and development of novel therapeutics. The Company utilizes its genome-wide, CRISPR-enabled SNIPRx® platform to systematically discover and develop highly targeted cancer therapies focused on genomic instability, including DNA damage repair. The Company's pipeline includes its lead product candidate camonsertib (also known as RP-3500), a potential leading ATR inhibitor currently in Phase 1/2 clinical development, its second clinical candidate, RP-6306, a PKMYT1 inhibitor currently in Phase 1 clinical development, a Polq, inhibitor program, as well as several early-stage, pre-clinical programs. For more information, please visit reparerx.com.

SNIPRx® is a registered trademark of Repare Therapeutics Inc.

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: Repare's collaboration with Roche; the ability of the parties to complete the transaction in a timely manner or at all; the possibility that various closing conditions for the transaction may not be satisfied or waived, including the possibility that a governmental entity may prohibit, delay or refuse to grant approval for the consummation of the transaction; the risk that Repare may not realize the potential benefits of this collaboration with Roche; the discovery, development and potential commercialization of potential product candidates using Repare's SNIPRx® platform technology and under the strategic collaboration agreement, including the development of camonsertib; the ability of the parties to file applications for regulatory approval or receive regulatory approvals in a timely manner or at all; the therapeutic potential for camonsertib in oncology applications; and the potential

of Repare to receive milestone payments and royalties under the strategic collaboration agreement. 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 impacts of the COVID-19 pandemic 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, 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, 2021 filed with the Securities and Exchange Commission ("SEC") and the Québec Autorité des Marchés Financiers ("AMF") on March 1, 2022, and its other documents subsequently filed with or furnished to the SEC and AMF, including the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2022 filed with the SEC on May 5, 2022. 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.

Repare Contact:

Steve Forte
Chief Financial Officer
Repare Therapeutics Inc.
info@reparerx.com

Investors:

Kimberly Minarovich
Argot Partners
repare@argotpartners.com

Media:

David Rosen
Argot Partners
david.rosen@argotpartners.com
212-600-1902