

**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): January 28, 2026**

**Repare Therapeutics Inc.**

(Exact Name of Registrant as Specified in Its Charter)

**Québec**  
(State or Other Jurisdiction  
of Incorporation)

**001-39335**  
(Commission  
File Number)

**Not applicable**  
(I.R.S. Employer  
Identification No.)

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

**H4S 1Z9**  
(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<br>Symbol | Name of each exchange<br>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.

## **Introductory Note**

As previously disclosed by Repare Therapeutics Inc., a corporation governed by the *Business Corporations Act* (Québec) (the “Company”), the Company entered into an Arrangement Agreement, dated as of November 14, 2025 (the “Agreement”), by and among the Company, Xeno Therapeutics, Inc., a Massachusetts non-profit corporation (“Xeno”), Xeno Acquisition Corp., a Delaware corporation and wholly-owned subsidiary of Xeno (“Purchaser”), and solely for purposes of Section 9.15 thereof, XOMA Royalty Corporation, a Nevada corporation, pursuant to which Purchaser agreed to acquire all of the issued and outstanding common shares (the “Common Shares”, and the holders of such Common Shares, the “Shareholders”) of the Company (the “Transaction”). The Transaction was consummated on January 28, 2026 (the “Arrangement”).

### **Item 2.01 Completion of Acquisition or Disposition of Assets.**

The information provided in the Introductory Note is incorporated by reference herein.

Subject to the terms and conditions set forth in the Agreement, on January 28, 2026, the Shareholders received a cash payment of approximately US\$2.20 per Common that was determined based upon the Company’s cash balance immediately prior to the closing of the Transaction (the “Closing”) after deducting certain transaction costs, the aggregate amount of outstanding liabilities, and a transaction fee to Xeno. In addition, each Shareholder received one non-transferable contingent value right (each, a “CVR”) for each Common Share which represents the right to receive a pro rata portion of potential payments, in cash, described in, and subject to and in accordance with the terms and conditions of the contingent value rights agreement dated January 28, 2026 among the Purchaser, Broadridge Corporate Issuer Solutions, LCC, in its capacity as rights agent and WT Representative LLC, solely in its capacity as the initial representative, agent and attorney in-fact of the CVR holders (the “CVR Agreement”).

The foregoing summary description of the completion of the Transaction does not purport to be complete and is qualified in its entirety by reference to the terms of the Agreement, which was filed as [Exhibit 2.1](#) to the Current Report on Form 8-K filed by the Company with the SEC on November 17, 2025. The form of the CVR Agreement is included as Schedule F to Exhibit 2.1 to the Current Report on Form 8-K filed by the Company with the SEC on November 17, 2025 and is incorporated herein by reference.

### **Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

The information set forth under Item 2.01 of this Current Report on Form 8-K is incorporated herein by reference into this Item 3.01.

In connection with the consummation of the Transaction, the Company (i) notified the Nasdaq Capital Market LLC (“Nasdaq”) of the consummation of the Transaction and (ii) requested that Nasdaq (A) suspend trading of the Shares effective after the closing of trading on January 28, 2026 and (B) file with the SEC a Notification of Removal from Listing and/or Registration on Form 25 to effect the delisting of all Shares from Nasdaq and the deregistration of such Shares under Section 12(b) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). In addition, Purchaser intends to file a Certification and Notice of Termination of Registration on Form 15 with the SEC requesting the termination of registration of the Shares under Section 12(g) of the Exchange Act and the suspension of reporting obligations under Sections 13 and 15(d) of the Exchange Act with respect to the Shares. The Company has applied to cease to be a reporting issuer in Québec pursuant to the securities legislation of Québec.

**Item 3.03 Material Modification to Rights of Security Holders.**

The information set forth under Items 2.01, 5.01 and 5.02 of this Current Report on Form 8-K is incorporated by reference into this Item 3.03.

**Item 5.01 Changes in Control of Registrant.**

The information set forth under Items 2.01 and 5.02 of this Current Report on Form 8-K is incorporated by reference into this Item 5.01.

As a result of the consummation of the Transaction, a change in control of the Company occurred and the Company became a wholly owned subsidiary of Purchaser.

**Item 5.02 Departure of Directors; Election of Directors; Appointment of Certain Officers.**

In connection with the Transaction and pursuant to the terms of the Agreement, at the effective time of the Transaction (the “Effective Time”), each of the directors of the Company resigned from the board of directors of the Company.

Pursuant to the terms of the Agreement, at the Effective Time, the sole director of Purchaser became the sole director of the surviving corporation following the completion of the Transaction. The sole director of Purchaser immediately prior to the Effective Time was Jon Adkins. The sole officer of Purchaser immediately prior to the Effective Time was Jon Adkins, serving as President, Treasurer and Secretary.

Following the Closing, Jon Adkins is expected to become the sole officer of the Company.

**Item 8.01 Other Events.**

On January 28, 2026, the Company issued a press release announcing the Closing of the Transaction (the “Press Release”). The Press Release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated into this Item 8.01 by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 99.1               | <a href="#">Press Release, dated January 28, 2026.</a>                       |
| 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

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Steve Forte

President, Chief Executive Officer and Chief Financial Officer

Dated: January 28, 2026



## Repair Announces Completion of Acquisition by XenoTherapeutics, Inc.

**CAMBRIDGE, Mass. & MONTREAL (BUSINESS WIRE) – January 28, 2026** – Repair Therapeutics Inc. (“Repair” or the “Company”) announced today the completion of the previously announced acquisition of all of the issued and outstanding common shares of the Company (the “Common Shares” and the holders of the Common Shares, the “Shareholders”) by XenoTherapeutics, Inc. and Xeno Acquisition Corp. (jointly “Xeno”) a non-profit biotechnology company, by way of a statutory plan of arrangement (the “Transaction” or the “Arrangement”). The Arrangement was approved by the Shareholders at a special meeting held on January 16, 2026, and a final order approving the Arrangement was issued by the Superior Court of Québec (Commercial Division) on January 23, 2026.

In accordance with the terms of the Arrangement, the Shareholders received a cash payment of approximately US\$2.20 per Common Share that was determined based upon the Company’s cash balance immediately prior to the closing of the Transaction after deducting certain transaction costs, the aggregate amount of outstanding liabilities, and a transaction fee to Xeno. In addition, each Shareholder received one non-transferable contingent value right (“CVR”) for each Common Share which represents the right to receive a pro rata portion of potential payments, in cash, described in, and subject to and in accordance with the terms and conditions of, the contingent value rights agreement dated January 28, 2026 among Xeno, Broadridge Corporate Issuer Solutions, LLC (“Broadridge”), in its capacity as rights agent, and WT Representative LLC, solely in its capacity as the initial representative, agent and attorney in-fact of the CVR holders.

Consideration for the Common Shares has been remitted by or on behalf of Xeno to Broadridge, in its capacity as depositary under the Arrangement, and will be paid to former Shareholders of the Company as soon as reasonably practicable after the date hereof (or, in the case of registered Shareholders, as soon as reasonably practicable after a properly completed and signed letter of transmittal is received by the depositary together with the share certificate(s) and/or DRS Advice(s) representing Common Shares formerly held by them).

As a result of the completion of the Arrangement, it is expected that the Common Shares will cease trading on the Nasdaq Global Select Market on or about January 28, 2026, and the Company will subsequently file a Form 15 with the SEC requesting suspension of the Company’s reporting obligations under Sections 13 and 15(d) of the U.S. Securities Exchange Act of 1934, as amended (the “Exchange Act”). The Company will also deregister the Common Shares under the Exchange Act. The Company has applied to cease to be a reporting issuer in Québec pursuant to the securities legislation of Québec.

Further details regarding the Arrangement are provided in the definitive proxy statement on Schedule 14A in respect of the Transaction (the “Proxy Statement”), which is available on the Company’s profile on EDGAR at [www.sec.gov](http://www.sec.gov) and on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

### About Repair Therapeutics Inc.

Repair Therapeutics is a clinical-stage precision oncology company enabled by its proprietary synthetic lethality approach to the discovery and development of novel therapeutics. Repair 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 Polq ATPase inhibitor; and RP-1664, a Phase 1 PLK4 inhibitor.

## **About XenoTherapeutics, Inc.**

XenoTherapeutics, Inc. is a Massachusetts-based 501(c)(3) research foundation focused on advancing xenotransplantation through scientific research, clinical development, and public education. For more information, please visit [www.xenotx.org](http://www.xenotx.org).

## **Forward Looking Statements**

This news release contains certain information which, as presented, constitutes “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995 and “forward-looking information” within the meaning of applicable securities laws in Canada. All statements in this news release other than statements of historical facts are forward-looking statements and forward-looking information. 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 news release include, but are not limited to, statements regarding the delisting of the Common Shares from the Nasdaq Global Select Market, the Company ceasing to be a reporting issuer under applicable Québec securities laws and the deregistration of the Common Shares under the U.S. Securities Exchange Act of 1934, as amended. These forward-looking statements are based on the Company’s expectations and assumptions as of the date of this news release. Each of these forward-looking statements involves risks and uncertainties, many of which are outside of the control of Repare, that could cause the Company’s actual results 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, but not limited to those related to: (i) the possibility that the Common Shares will not be delisted from the Nasdaq Global Select Market within the timing currently contemplated, that the Common Shares may not be delisted at all, due to failure to satisfy, in a timely manner or otherwise, conditions necessary for the delisting of the Common Shares or for other reasons, and that the Company’s application to cease to be a reporting issuer under applicable Québec securities laws may not be accepted or may be delayed; and (ii) the risks and uncertainties that are described in the Proxy Statement, which is available on the Company’s EDGAR and SEDAR+ profiles and as otherwise disclosed from time to time on the Company’s EDGAR and SEDAR+ profiles. While the list of factors presented here and in the Proxy Statement is considered representative, no such list should be considered a complete statement of all potential risks and uncertainties related to the Transaction.

Other factors that may cause the Company’s actual results to differ from those expressed or implied in the forward-looking statements in this news 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 U.S. Securities and Exchange Commission (the “SEC”) and the Autorité des Marchés Financiers (Quebec) (“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 September 30, 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.

## **Investor Relations & Media Contact:**

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