

**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): December 17, 2020

Taysha Gene Therapies, Inc.
(Exact name of registrant as specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-39536
(Commission
File Number)

84-3199512
(IRS Employer
Identification No.)

2280 Inwood Road
Dallas, Texas
(Address of Principal Executive Offices)

75235
(Zip Code)

(214) 612-0000
(Registrant's Telephone Number, Including Area Code)

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 (see General Instructions A.2. below):

- 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, \$0.00001 par value	TSHA	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 December 17, 2020, Taysha Gene Therapies, Inc. (the “Company”) entered into a lease agreement (the “Lease”) with Patriot Park Partners II, LLC, a Delaware limited liability company (the “Landlord”), pursuant to which the Company will lease approximately 187,500 square feet of a manufacturing facility located at 5 National Way, Durham, North Carolina (the “Facility”).

The Lease commences on April 1, 2021 and will have a term of approximately fifteen years and six months. The Company has two options to the extend the term of the Lease, each for a period of an additional five years. The Company’s obligation for the payment of base rent for the Facility will initially be approximately \$104,687.50 per month and will increase annually, up to an estimated monthly base rent of \$157,261.45 during the term of the Lease. The Company is obligated to pay operating expenses and utilities applicable to the Facility. The Company was not required to provide a security deposit in connection with its entry into the Lease. The Company will be responsible for constructing interior improvements within the Facility.

The Company has the option to purchase the Facility for \$26.25 million prior to January 15, 2021. The Company also has a one-time right of first offer during the term of the Lease to purchase the Facility.

The Landlord has the right to terminate the Lease upon specified events of default, including the Company’s failure to pay rent in a timely manner and upon the occurrence of certain events of insolvency with respect to the Company. The Company may terminate the Lease if construction of the base building shell of the Facility is not complete by May 16, 2021.

The foregoing summary of the Lease does not purport to be complete and is qualified in its entirety by reference to the full text of the Lease, a copy of which is attached hereto as Exhibit 10.1 and is incorporated into this Item 1.01 by reference.

The foregoing is a summary description of certain terms of the Lease, is not complete and is qualified in its entirety by reference to the text of the Lease, which the Company expects to file as an exhibit to the Company’s Annual Report on Form 10-K for the year ending December 31, 2020.

Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The information set forth in or incorporated by reference into Item 1.01 of this Current Report on Form 8-K is incorporated into this Item 2.03 by reference.

Item 8.01 Other Events.

On December 17, 2020, the Company issued a press release entitled “Taysha Gene Therapies Announces New cGMP Gene Therapy Manufacturing Facility.” The full text of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release, dated December 17, 2020.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: December 17, 2020

Taysha Gene Therapies, Inc.

By: /s/ Kamran Alam

Kamran Alam

Chief Financial Officer



Taysha Gene Therapies Announces New cGMP Gene Therapy Manufacturing Facility

Approximately 187,000 square foot facility located in Durham, NC designed to support preclinical through commercial cGMP manufacturing for Taysha's broad pipeline of gene therapies

Multiple production suites with total capacity of 2,000 liters expected to be production-ready by 2023

Taysha to invest \$75 million and create approximately 200 jobs over two and a half years; Company to receive up to \$9.4 million in state and local incentives

Dallas – December 17, 2020 - Taysha Gene Therapies, Inc. (Nasdaq: TSHA), a patient-centric gene therapy company focused on developing and commercializing AAV-based gene therapies for the treatment of monogenic diseases of the central nervous system in both rare and large patient populations, today announced that it has entered into a lease agreement to occupy and configure an approximately 187,000 square foot commercial-scale current Good Manufacturing Practices (cGMP) manufacturing facility in Durham, North Carolina for preclinical, clinical and commercial production of its gene therapy pipeline. The Company will invest \$75 million and create approximately 200 jobs over a two-and-a-half-year period to build out development, analytical, manufacturing and quality control testing capability for its broad portfolio of gene therapies.

Multiple production suites, which are expected to be fully commissioned by 2023, will allow production according to the U.S. Food and Drug Administration guidelines. The facility will establish 2,000 liters of capacity and will be designed to support all aspects of scalable manufacturing of gene therapy material for Taysha's pipeline and to meet the foreseeable clinical and commercial demand. This internal capability will bolster the current capacity from Taysha's existing manufacturing collaborations with UT Southwestern's Gene Therapy Program and Catalent. The investment in the facility is part of the Company's comprehensive three-pillar manufacturing strategy to meet the supply demands of multiple concurrent clinical programs emerging from its gene therapy pipeline as the Company anticipates having four open Investigational New Drug applications in 2021.

"This state-of-the-art facility is an integral part of our manufacturing strategy that will enable us to rapidly and efficiently deliver potentially transformative treatments to patients with monogenic CNS diseases," said RA Session II, President, Founder and CEO of Taysha. "With our outstanding team of experts leading the charge, we expect this facility will serve as a center of excellence for gene therapy development, from preclinical studies through commercialization, and will further our leadership position in gene therapy as well as support our next phase of growth."

"Given the potential demand of our robust portfolio, establishing internal capacity using our HEK293 suspension process is a key addition to our manufacturing supply chain, allowing us to drive efficiencies and scalability while potentially reducing the time to bring our gene therapy solutions to patients," said Frederick Porter, Ph.D., Chief Technical Officer of Taysha. "We anticipate this facility will complement existing capabilities and secure our long-term supply chain, which aligns well with our strategic goals. We are excited to expand our footprint in North Carolina, home to a thriving gene therapy ecosystem with a talented and seasoned workforce with deep gene therapy manufacturing expertise."



Taysha's expansion in North Carolina will be facilitated by state and local incentives totaling up to \$9.4 million. Specifically, a Job Development Investment Grant (JDIG), approved by the state's Economic Investment Committee earlier today, will provide Taysha up to \$4.8 million in funding over 12 years, dependent upon meeting hiring and capital expenditure milestones, as well as a training grant of over \$360,000 over a two- to three-year period. The Company will also receive a local incentive investment of up to \$4.6 million over four years.

"The pandemic has highlighted the importance of science and innovation to keep us healthy," said Governor Roy Cooper. "Companies like Taysha Gene Therapies continue to expand in North Carolina because we have the scientists, skilled workers and climate for innovation they need to tackle health care's toughest challenges."

"Taysha's decision to expand to Durham continues to support our city's reputation as a leading hub for technology, innovation and life sciences," said City of Durham's Mayor Steve Schewel. "Companies globally are seeing Durham as a thriving location to attract talent and grow their business."

The following North Carolina organizations were instrumental in Taysha's expansion in North Carolina: North Carolina Department of Commerce, the Economic Development Partnership of N.C., the North Carolina General Assembly, the North Carolina Community College System, the North Carolina Biotechnology Center, Durham County, the Greater Durham Chamber of Commerce and Duke Energy.

About Taysha Gene Therapies

Taysha Gene Therapies (Nasdaq: TSHA) is on a mission to eradicate monogenic CNS disease. With a singular focus on developing curative medicines, we aim to rapidly translate our treatments from bench to bedside. We have combined our team's proven experience in gene therapy drug development and commercialization with the world-class UT Southwestern Gene Therapy Program to build an extensive, AAV gene therapy pipeline focused on both rare and large-market indications. Together, we leverage our fully integrated platform—an engine for potential new cures—with a goal of dramatically improving patients' lives. More information is available at www.tayshagtx.com.



Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Words such as “anticipates,” “believes,” “expects,” “intends,” “projects,” and “future” or similar expressions are intended to identify forward-looking statements. Forward-looking statements include statements concerning or implying the potential of our product candidates and our plans to establish a commercial-scale cGMP manufacturing facility to provide preclinical, clinical and commercial supply. Forward-looking statements are based on management’s current expectations and are subject to various risks and uncertainties that could cause actual results to differ materially and adversely from those expressed or implied by such forward-looking statements. Accordingly, these forward-looking statements do not constitute guarantees of future performance, and you are cautioned not to place undue reliance on these forward-looking statements. Risks regarding our business are described in detail in our Securities and Exchange Commission (“SEC”) filings, including in our Quarterly Report on Form 10-Q for the quarter ended September 30, 2020, which is available on the SEC’s website at www.sec.gov. Additional information will be made available in other filings that we make from time to time with the SEC. Such risks may be amplified by the impacts of the COVID-19 pandemic. These forward-looking statements speak only as of the date hereof, and we disclaim any obligation to update these statements except as may be required by law.

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