

**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): April 1, 2024

**TC Biopharm (Holdings) PLC**

(Exact name of registrant as specified in charter)

**Scotland**  
(State or other jurisdiction  
of incorporation)

**001-41231**  
(Commission  
File Number)

**N/A**  
(IRS Employer  
Identification No.)

**Maxim 1, 2 Parklands Way, Holytown, Motherwell,  
Scotland, United Kingdom**  
(Address of principal executive offices)

**ML1 4WR**  
(Zip Code)

Registrant's telephone number, including area code: **+44 (0) 141 433 7557**

**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:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
American Depositary Shares, each representing twenty Ordinary Shares, nominal value £0.0001 per share	TCBP	The Nasdaq Stock Market LLC
Ordinary Shares, nominal value £0.0001 per share*	N/A	The Nasdaq Stock Market LLC
Warrants	TCBPW	The Nasdaq Stock Market LLC

\* Not for trading, but only in connection with the listing of the American Depositary Shares on 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 8.01 Other Events**

On April 1, 2024, TC Biopharm (Holdings) PLC (the "Company") entered into a non-binding letter of intent (the "LOI") with an unnamed cell therapy company. (the "Seller"), regarding the potential acquisition (the "Proposed Transaction") by the Company of the following assets of Seller: a Solid Tumor tool kit, a NK Cell Manufacturing tool kit, and two CAR-NK programs (the "Assets"). In exchange for the sale of the Assets to the Company, the Company will pay to the Seller a combination of cash and equity at closing, as well as milestone payments based upon certain clinical achievements.

The LOI only represents a mutual indication of interest regarding the Proposed Transaction and the terms of the Proposed Transaction are subject to a number of contingencies, including the completion of customary due diligence and the negotiation and execution of definitive agreements. Upon execution of the definitive agreements, the completion of the transaction will be subject to, among other matters, satisfaction of the conditions negotiated therein, the Company having secured adequate financing, and receipt of all third party (including governmental) approvals, licenses, consents, and clearances, as and when applicable. There can be no assurance that the Proposed Transaction will be completed on the terms contemplated in the LOI or otherwise. In particular, the timing of closing of any such transaction and the aggregate consideration that we may pay may materially differ from that currently contemplated by the LOI.

A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

**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. All statements contained in this Current Report on Form 8-K that do not relate to matters of historical fact should be considered forward-looking statements, including without limitation statements regarding the Company's intent or ability to effect any budget savings or execute on any M&A or capital raising strategy. These statements are based on management's current assumptions and are neither promises nor guarantees, but involve known and unknown risks, uncertainties and other important factors that may cause the Company's actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements, including that the proposed issuance of shares may not be approved by the Company's shareholders. For other important factors that could cause actual results to differ materially from the forward-looking statements in this Current Report on Form 8-K, please see the risks and uncertainties identified under the heading "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2023, and our other reports filed with the SEC, all of which is available on the Company's Investor Relations website at [www.tcbiopharm.com](http://www.tcbiopharm.com) and on the SEC website at [www.sec.gov](http://www.sec.gov). All forward-looking statements reflect the Company's beliefs and assumptions only as of the date of this Current Report on Form 8-K. The Company undertakes no obligation to update forward-looking statements to reflect future events or circumstances.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits**

<b>Exhibit No.</b>	<b>Description</b>
99.1	<a href="#">Press Release, dated April 4, 2024</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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**SIGNATURE**

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.

Date: April 4, 2024

**TC BIOPHARM (HOLDINGS) PLC**

By: /s/ Martin Thorp  
Martin Thorp  
Chief Financial Officer

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**TCBP Announces Execution of Non-Binding Letter of Intent for Acquisition of NK Platform Technologies**

EDINBURGH, Scotland, April 04, 2024 -- TC BioPharm (Holdings) PLC (“TC BioPharm” or the “Company”) (NASDAQ: TCBP) a clinical stage biotechnology company developing platform allogeneic gamma-delta T cell therapies for cancer and other indications, today announced the execution of a non-binding letter of intent as part of its M&A strategy aimed at expanding its therapeutic platform and leveraging NK (natural killer) cells in treating both solid tumors and other indications.

The target asset acquisition covers the proprietary manufacturing process of two allogeneic CAR-NK therapeutics, both of which TCB believes are valuable as monotherapies as well as in conjunction with TCB-008 in the future. Initially, the CAR platforms both are targeted towards solid tumors, including a CD-70 CAR NK technology and an HER2 CAR-NK technology. TCB sees substantial synergies in this potential acquisition, both in clinical therapeutic terms of TCB-008 in combination with the CAR-NK assets, as well as leveraging the existing expertise and human capital of TCB to further advance and refine the manufacturing process while bringing in additional CAR expertise to advance multiple platforms.

There is substantial evidence supporting the rationale that gamma delta t-cells and NK cells play important and symbiotic roles in the immune response for various disease indications. Due to the fact that NK cells do not need to be genetically engineered in order to recognize cancer cells, patients are able to be treated in an expedited timeframe.

Under the terms of the LOI, TC BioPharm has been granted exclusivity while the parties work in good faith on the drafting of a definitive agreement. There can be no assurance that a definitive agreement will be executed or that the proposed transaction will be consummated on the terms or timeframe currently contemplated. TC BioPharm’s Board of Directors’ approval and disclosed thereafter. Upon execution of the definitive agreements, the completion of the transaction will be subject to, among other matters, satisfaction of the conditions negotiated therein, the Company having secured adequate financing, and receipt of all third party (including governmental) approvals, licenses, consents, and clearances, as and when applicable. There can be no assurance that the Proposed Transaction will be completed on the terms contemplated in the LOI or otherwise.

“With the difficult times in cell therapy we see this as a unique opportunity to aggressively expand our asset base in other immune cells and immune responder technologies, which we believe will further enhance TCBP as a leader in cell therapy and increase our future value,” said Mr. Bryan Kobel, CEO of TC BioPharm. “We believe this proposed asset acquisition brings not just a new and expanded opportunity in cancer, but synergies in combination efforts with TCB-008 in numerous indications. This proposed asset acquisition would leverage our strengths in optimizing manufacturing processes and developing new cell therapies rapidly to the clinical stage, as well as our core asset on asset base expansion and combination efforts with TCB-008. By merging complimentary technologies under one roof we believe the potential exit value of TCBP is increased, patients will benefit in expanded clinical trial efforts which we will control, and ultimately benefit shareholders in future value.”

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**Forward-Looking Statements**

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements contained in this Current Report on Form 8-K that do not relate to matters of historical fact should be considered forward-looking statements, including without limitation statements regarding the Company’s intent or ability to effect any budget savings or execute on any M&A or capital raising strategy. These statements are based on management’s current assumptions and are neither promises nor guarantees, but involve known and unknown risks, uncertainties and other important factors that may cause the Company’s actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements, including that the proposed issuance of shares may not be approved by the Company’s shareholders. For other important factors that could cause actual results to differ materially from the forward-looking statements in this Current Report on Form 8-K, please see the risks and uncertainties identified under the heading “Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2023, and our other reports filed with the SEC, all of which is available on the Company’s Investor Relations website at [www.tcbiopharm.com](http://www.tcbiopharm.com) and on the SEC website at [www.sec.gov](http://www.sec.gov). All forward-looking statements reflect the Company’s beliefs and assumptions only as of the date of this Current Report on Form 8-K. The Company undertakes no obligation to update forward-looking statements to reflect future events or circumstances.

**About TC BioPharm (Holdings) PLC**

TC BioPharm is a clinical-stage biopharmaceutical company focused on the discovery, development and commercialization of gamma-delta T cell therapies for the treatment of cancer with human efficacy data in acute myeloid leukemia. Gamma-delta T cells are naturally occurring immune cells that embody properties of both the innate and adaptive immune systems and can intrinsically differentiate between healthy and diseased tissue.

TC BioPharm is the leader in developing gamma-delta T cell therapies, and the first company to conduct phase II/pivotal clinical studies in oncology. The Company is conducting two investigator-initiated clinical trials for its unmodified gamma-delta T cell product line - Phase 2b/3 pivotal trial for OmnImmune® in treatment of acute myeloid leukemia using the Company’s proprietary allogeneic CryoTC technology to provide frozen product to clinics worldwide.

**Contact:**

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