

**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 7, 2025**

**Sensei Biotherapeutics, Inc.**

(Exact Name of Registrant as Specified in its Charter)

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

**001-39980**  
(Commission  
File Number)

**83-1863385**  
(IRS Employer  
Identification No.)

**1405 Research Blvd, Suite 125**  
**Rockville, MD**  
(Address of Principal Executive Offices)

**20850**  
(Zip Code)

**Registrant's telephone number, including area code: (240) 243-8000**

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 Securities Exchange Act of 1934:

Title of each class	Trading symbol	Name of each exchange on which registered
Common Stock	SNSE	The Nasdaq Stock Market LLC
Series A Preferred Stock Purchase Rights		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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

As previously disclosed on a Current Report on Form 8-K filed by Sensei Biotherapeutics, Inc. (the “Company”) on July 12, 2024, on July 10, 2024, the Company received a letter from the Listing Qualifications Staff (the “Staff”) of The Nasdaq Stock Market LLC (“Nasdaq”) notifying the Company that for the previous 30 consecutive business days, the bid price of the Company’s common stock had closed below \$1.00 per share, the minimum closing bid price required by the continued listing requirements of Nasdaq Listing Rule 5450(a)(1). In accordance with Nasdaq Listing Rule 5810(c)(3)(A), the Company was provided an initial period of 180 calendar days, or until January 6, 2025, to regain compliance with the minimum bid price requirement. As of the date of this Current Report on Form 8-K, the Company’s common stock has not regained compliance with the minimum bid price requirement.

However, the Company was notified by the Staff in a letter dated January 7, 2025 (the “Second Nasdaq Notice”), that the Company’s application to transfer to the Nasdaq Capital Market was approved and the Company is eligible for an additional 180 calendar day period, or until July 7, 2025 (the “Second Compliance Date”), to regain compliance with the minimum bid price requirement. At the opening of business on January 8, 2025, the Company’s common stock will be transferred to the Nasdaq Capital Market, which operates in substantially the same manner as the Nasdaq Global Select Market, where it continues to trade under the symbol “SNSE”.

The Company intends to actively monitor the closing bid price of its common stock between now and the Second Compliance Date and will evaluate available options to resolve the deficiency and regain compliance with the minimum bid price rule, including by effecting a reverse stock split, if necessary.

If the Company does not regain compliance with the minimum bid price requirement by the Second Compliance Date, the Staff will notify the Company that its common stock will be subject to delisting. In the event of such a notification, the Company may appeal the Staff’s determination to delist its common stock before the Nasdaq Listing Qualifications Panel. However, there can be no assurance that, if the Company receives a delisting notice and appeals the delisting determination, such an appeal would be successful.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
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.

**Sensei Biotherapeutics, Inc.**

Date: January 7, 2025

By: /s/ Christopher W. Gerry  
Christopher W. Gerry  
General Counsel and Secretary