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 12, 2023

Editas Medicine, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware	**001-37687**	**46-4097528**
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

11 Hurley Street

Cambridge, Massachusetts	**02141**
(Address of Principal Executive Offices)	(Zip Code)

Registrant's telephone number, including area code: **(617) 401-9000**

(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 Instruction 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, $0.0001 par value per share	EDIT	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 7.01 Regulation FD Disclosure.

On December 13, 2023, Editas Medicine, Inc. (the "Company") issued a press release titled "Editas Medicine and Vertex Pharmaceuticals Enter Into Non-exclusive License Agreement for Cas9." A copy of the press release is furnished as Exhibit 99.1 hereto.

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, except as expressly set forth by specific reference in such filing.

Item 8.01 Other Events.

On December 12, 2023, the Company and Vertex Pharmaceuticals Incorporated ("Vertex") entered into a license agreement, under which Vertex will obtain a non-exclusive license for the Company's Cas9 gene editing technology for *ex vivo* gene editing medicines targeting the *BCL11A* gene in the fields of sickle cell disease and transfusion-dependent beta thalassemia, including Vertex's CASGEVY™ (exagamglogene autotemcel). The Company is entitled to a $50.0 million upfront cash payment and is eligible to receive an additional $50.0 million contingent upfront payment. The Company is also eligible to receive annual license fees, ranging from $10.0 million to $40.0 million annually, inclusive of certain sales-based annual license fee increases, through 2034. The Company will be required to pay The Broad Institute, Inc. ("Broad") and the President and Fellows of Harvard College ("Harvard") a mid-double-digit percentage of amounts received from Vertex under the license agreement as it relates to Cas9 technology licensed by the Company from Broad and Harvard. The Company expects that its existing cash, cash equivalents and marketable securities, together with the upfront payment, near-term annual license fees and the contingent upfront payment, will enable it to fund its operating expenses and capital expenditure requirements into 2026.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release dated December 13, 2023
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

EDITAS MEDICINE, INC.

Date: December 13, 2023

By: /s/ Gilmore O'Neill
Gilmore O'Neill
President and Chief Executive Officer

Editas Medicine and Vertex Pharmaceuticals Enter into Non-exclusive License Agreement for Cas9

Vertex Pharmaceuticals to obtain a non-exclusive license for Cas9 for CASGEVY™ (exagamglogene autotemcel)

Agreement extends Editas Medicine's cash runway into 2026

CAMBRIDGE, Mass., Dec. 13, 2023 – Editas Medicine, Inc. (Nasdaq: EDIT), a clinical-stage genome editing company, today announced that the Company and Vertex Pharmaceuticals entered into a license agreement. Under terms of the agreement, Vertex will obtain a non-exclusive license for Editas Medicine's Cas9 gene editing technology for ex vivo gene editing medicines targeting the BCL11A gene in the fields of sickle cell disease and beta thalassemia, including CASGEVY™ (exagamglogene autotemcel). This agreement extends Editas Medicine's cash runway into 2026.

Editas Medicine is the exclusive licensee of certain CRISPR patent estates for making human medicines. These include a Cas9 patent estate owned and co-owned by Harvard University, Broad Institute, the Massachusetts Institute of Technology, and The Rockefeller University.

Sickle cell disease and beta thalassemia are serious hematologic diseases with unmet medical needs. The Cas9 gene editing technology provides access to a broad range of genetic mutations, delivering a precise and targeted approach to gene editing medicines.

About Editas Medicine

As a clinical-stage genome editing company, Editas Medicine is focused on translating the power and potential of the CRISPR/Cas12a and CRISPR/Cas9 genome editing systems into a robust pipeline of treatments for people living with serious diseases around the world. Editas Medicine aims to discover, develop, manufacture, and commercialize transformative, durable, precision genomic medicines for a broad class of diseases. Editas Medicine is the exclusive licensee of Broad Institute's Cas12a patent estate and Broad Institute and Harvard University's Cas9 patent estates for human medicines. For the latest information and scientific presentations, please visit www.editasmedicine.com.

Forward-Looking Statements

This press release contains forward-looking statements and information within the meaning of The Private Securities Litigation Reform Act of 1995. The words ''anticipate,'' ''believe,'' ''continue,'' ''could,'' ''estimate,'' ''expect,'' ''intend,'' ''may,'' ''plan,'' ''potential,'' ''predict,'' ''project,'' ''target,'' ''should,'' ''would,'' and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. The Company may not actually achieve the plans, intentions, or expectations disclosed in these forward-looking statements, and you should not place undue reliance on these forward-looking statements. Actual results or events could differ materially from the plans, intentions and expectations disclosed in these forward-looking statements as a result of various important factors, including: uncertainties inherent in the initiation and completion of preclinical studies and clinical trials, and clinical development of the Company's product candidates;

availability and timing of results from preclinical studies and clinical trials; whether interim results from a clinical trial will be predictive of the final results of the trial or the results of future trials; expectations for regulatory approvals to conduct trials or to market products and availability of funding sufficient for the Company's foreseeable and unforeseeable operating expenses and capital expenditure requirements. These and other risks are described in greater detail under the caption "Risk Factors" included in the Company's most recent Annual Report on Form 10-K, which is on file with the Securities and Exchange Commission, as updated by the Company's subsequent filings with the Securities and Exchange Commission, and in other filings that the Company may make with the Securities and Exchange Commission in the future. Any forward-looking statements contained in this press release speak only as of the date hereof, and the Company expressly disclaims any obligation to update any forward-looking statements, whether because of new information, future events or otherwise.

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