

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**FORM 10-Q/A**

**Amendment No. 1**

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2024

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 001-39979

**VOR BIOPHARMA INC.**

(Exact Name of Registrant as Specified in its Charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

81-1591163  
(I.R.S. Employer  
Identification No.)

100 Cambridgepark Drive, Suite 101  
Cambridge, Massachusetts  
(Address of principal executive offices)

02140  
(Zip Code)

Registrant's telephone number, including area code: (617) 655-6580

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>
Common Stock, \$0.0001 par value per share	VOR	Nasdaq Global Select Market

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

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.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

Number of shares of the registrant's Common Stock outstanding as of May 3, 2024 was 68,259,602.

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## EXPLANATORY NOTE

This Amendment No. 1 on Form 10-Q/A (this “Amendment”) amends the Quarterly Report on Form 10-Q of Vor Biopharma Inc. (the “Company”) for the quarterly period ended March 31, 2024, filed with the Securities and Exchange Commission on May 9, 2024 (the “Original Filing”). This Amendment is being filed to amend and restate Part II, “Item 5. Other Information” by disclosing a Rule 10b5-1 trading arrangement entered into by our Chief Medical Officer on March 4, 2024, which was inadvertently omitted from the disclosure included in the Original Filing.

In addition, as required by Rule 12b-15 of the Securities and Exchange Act of 1934, as amended (the “Exchange Act”), new certifications by the Company’s principal executive officer and principal financial officer are filed herewith as an exhibit to this Amendment, under Item 6 hereof, pursuant to Rule 13a-14(a) or 15d-14(a) of the Exchange Act. Because no financial statements have been included in this Amendment and this Amendment does not contain or amend any disclosure with respect to Items 307 and 308 of Regulation S-K, and such disclosure is not otherwise required to be amended given the nature of the reason for this Amendment, paragraphs 3, 4 and 5 of the certifications have been omitted. The Company is also not including new certifications under Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. 1350) (Section 906 of the Sarbanes-Oxley Act of 2002), as no financial statements are being filed with this Amendment.

Other than as expressly set forth herein, this Amendment does not, and does not purport to, amend, update or restate the information in the Original Filing or reflect any events that have occurred after the Original Filing was made. Information not affected by this Amendment remains unchanged and reflects the disclosures made at the time such Original Filing was made. No changes have been made to the financial statements of the Company as contained in the Original Filing. Accordingly, this Amendment should be read together with the Original Filing and the Company’s other filings with the SEC.

**Item 5. Other Information**

During the quarter ended March 31, 2024, no director or officer, as defined in Rule 16a-1(f), adopted or terminated a “Rule 10b5-1 trading arrangement” or a “non-Rule 10b5-1 trading arrangement,” each as defined in Regulation S-K Item 408, except as follows:

- On March 4, 2024, Eyal C. Attar, M.D., the Company’s Chief Medical Officer, adopted a Rule 10b5-1 trading arrangement intended to satisfy the affirmative defense of Rule 10b5-1(c) under the Exchange Act for the sale of 9,478 shares of common stock between June 3, 2024 and June 30, 2025 (the “Sales Period”) plus up to 36,562 additional shares of common stock that may be acquired by Dr. Attar in connection with the settlement of restricted stock units during the Sales Period, net of shares withheld to satisfy tax withholding obligations, so long as the market price of the Company’s common stock is higher than certain minimum thresholds specified in the trading plan.

**Item 6. Exhibits.**

Exhibit Number	Description	Incorporated by Reference				
		Form	File No.	Exhibit Number	Filing Date	Filed Herewith
3.1	<a href="#">Amended and Restated Certificate of Incorporation of the Registrant</a>	8-K	001-39979	3.1	February 9, 2021	
3.2	<a href="#">Amended and Restated Bylaws of the Registrant</a>	8-K	001-39979	3.2	February 9, 2021	
4.1	<a href="#">Form of Common Stock Certificate of the Registrant</a>	S-1/A	333-252175	4.1	February 1, 2021	
4.2	<a href="#">Amended and Restated Investors' Rights Agreement, by and among the Registrant and certain of its stockholders, dated June 30, 2020</a>	S-1/A	333-252175	4.2	February 1, 2021	
31.1	<a href="#">Certification of Principal Executive and Financial Officer pursuant to Rules 13a-14(a)/15d-14(a) under the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>					X
32.1†	<a href="#">Certification of Principal Executive and Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</a>	10-Q	001-39979	32.1	May 9, 2024	
101.INS	Inline XBRL Instance Document					X
101.SCH	Inline XBRL Taxonomy Extension Schema Document					X
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document					X
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document					X
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document					X
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document					X
104	The cover page from the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2024, formatted in Inline XBRL.					

† The certifications furnished in Exhibit 32.1 hereto are deemed to be furnished with this Quarterly Report on Form 10-Q and will not be deemed to be "filed" for purposes of Section 18 of the Exchange Act. Such certifications will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent that the Registrant specifically incorporates it by reference.

**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 thereunto duly authorized.

**VOR BIOPHARMA INC.**

Date: August 8, 2024

By: /s/ Robert Ang  
Robert Ang  
President and Chief Executive Officer (Principal Executive Officer  
and Principal Financial Officer)

Date: August 8, 2024

By: /s/ Amy Quinlan  
Amy Quinlan  
Vice President, Finance (Principal Accounting Officer)

## CERTIFICATIONS

I, Robert Ang, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q/A of Vor Biopharma Inc.; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: August 8, 2024

By: /s/ Robert Ang

Robert Ang

President and Chief Executive Officer

*(Principal Executive Officer and Principal Financial Officer)*