

**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): May 5, 2025

Vor Biopharma Inc.
(Exact name of registrant as specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-39979
(Commission
File Number)

81-1591163
(IRS 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
(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, \$0.0001 par value per share	VOR	Nasdaq Global Select Market

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 2.05 Costs Associated with Exit or Disposal Activities.

On May 5, 2025, the board of directors of Vor Biopharma Inc. (the “Company”) approved the wind down of the Company’s clinical and manufacturing operations as the Company conducts a process to explore strategic alternatives to maximize shareholder value, which includes a plan to implement a reduction of the Company’s workforce by 147 full-time employees, or approximately 95% of the Company’s current employee base (the “Wind Down”). The total costs related to the Wind Down are estimated to be approximately \$19.3 million. The Company estimates that it will incur approximately \$3.5 million in contract termination and other costs related to the discontinuation of its clinical trials, approximately \$0.5 million in contract termination and other costs related to the exit from its manufacturing facility, an approximately \$4.4 million loss on disposal of fixed assets, and approximately \$10.9 million in costs related to the workforce reduction. The Company expects to complete the workforce reduction by the end of the second quarter of 2025 and to incur a significant majority of the costs related to the Wind Down in the second quarter of 2025. The Company may also incur other charges or cash expenditures not currently contemplated due to events that may occur as a result of, or associated with, the Wind Down. These estimates of the costs that the Company expects to incur, and the timing thereof, are subject to a number of assumptions and actual results may differ.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

As part of the workforce reduction plan described above in Item 2.05, on May 8, 2025, the Company terminated the employment of Han Choi as Chief Financial Officer and Tirtha Chakraborty, PhD as Chief Scientific Officer and Head of Technical Operations, effective as of May 16, 2025 (the “Separation Date”), without cause.

In connection with their departures, the Company expects to enter into a separation agreement with each of Dr. Choi and Dr. Chakraborty (each, a “Separation Agreement”). Pursuant to the Separation Agreements, each executive will receive a lump sum severance payment equal to ten months of his base salary in effect on the Separation Date, less applicable taxes and withholdings, and continuation of health coverage under COBRA for up to ten months. The Separation Agreements also will contain a general release of claims in favor of the Company.

The Company also expects to enter into a consulting agreement with Dr. Chakraborty pursuant to which he will provide transition services to the Company, subject to mutual agreement of terms.

Item 8.01 Other Events.

On May 8, 2025, the Company issued a press release announcing that it is initiating a process to explore strategic alternatives to maximize shareholder value. A copy of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and is 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. The words “aim,” “anticipate,” “can,” “continue,” “could,” “design,” “enable,” “expect,” “initiate,” “intend,” “may,” “on-track,” “ongoing,” “plan,” “potential,” “should,” “target,” “update,” “will,” “would,” and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. Forward-looking statements in this Current Report on Form 8-K include the Company’s statements regarding its workforce reduction, wind-down of clinical and manufacturing activities and exploration of strategic alternatives to maximize shareholder value, the scope and the timing of the Wind Down and the amount and timing of the expected costs associated with the Wind Down, its expectations of entering into separation agreements with Dr. Choi and Dr. Chakraborty, as well as a consulting agreement with Dr. Chakraborty, and the terms of such separation and consulting agreements, and other statements that are not historical fact. The Company may not actually achieve the plans, intentions, or expectations disclosed in these forward-looking statements, and undue reliance should not be placed 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 factors, including market conditions and availability of acceptable strategic alternatives. The estimate of the costs that the Company expects to incur in connection with the Wind Down, and the timing thereof, are subject to a number of assumptions and actual results may differ. The Company may also incur other charges or cash expenditures not currently contemplated due to events that may occur as a result of, or associated with, the Wind Down. These and other risks are described in greater detail under the caption “Risk Factors” included in the Company’s most recent annual or quarterly report and in other reports

it has filed or may file with the Securities and Exchange Commission. Any forward-looking statements contained in this Current Report on Form 8-K 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, except as may be required by law.

Item 9.01 Financial Statements and Exhibits

Exhibit No.	Description
99.1	Press Release, dated May 8, 2025
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.

Vor Biopharma Inc.

Date: May 8, 2025

By: /s/ Robert Ang
Robert Ang
Chief Executive Officer



Vor Bio Announces Exploration of Strategic Alternatives to Maximize Shareholder Value

CAMBRIDGE, Mass., May 8, 2025 (GLOBE NEWSWIRE) — Vor Bio (Nasdaq: VOR), a clinical-stage cell and genome engineering company, today announced that, based on currently available clinical data from its key clinical programs and a challenging fundraising environment, the Board of Directors has approved the initiation of a process to explore a range of strategic alternatives aimed at maximizing both near- and long-term shareholder value.

These strategic alternatives could include, among other alternatives, a potential sale of assets of the Company, a potential licensing of assets of the Company, a sale of the Company, a business combination, a merger or other strategic action.

The Company is also winding down its clinical and manufacturing operations, beginning immediately, including its ongoing clinical trials. The decision to discontinue clinical operations is not due to any safety concerns with Vor Bio's product candidates.

In conjunction with the strategic process, Vor Bio implemented a workforce reduction of approximately 95% with a cost of approximately \$10.9 million. Vor Bio plans to retain approximately 8 employees to assist in exploring its strategic alternatives, maintaining compliance with regulatory and financial reporting requirements, and winding-down the clinical and manufacturing operations.

Vor Bio does not have a defined timeline for the exploration of strategic alternatives and is not confirming that the process will result in any strategic alternative being announced or consummated. Vor Bio does not intend to discuss or disclose further developments during this process unless and until its Board of Directors has approved a specific action or otherwise determined that further disclosure is appropriate or required by law.

The Company has retained Cooley LLP as its legal advisor.

As of December 31, 2024, the Company had cash, cash equivalents and marketable securities were \$91.9 million. The Company plans to report first quarter 2025 financial results as planned on May 14, 2025.

About Vor Bio

Vor Bio is a clinical-stage cell and genome engineering company that aims to change the standard of care for patients with blood cancers by engineering hematopoietic stem cells to enable targeted therapies post-transplant. For more information, visit: www.vorbio.com.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. The words “aim,” “anticipate,” “can,” “continue,” “could,” “design,” “enable,” “expect,” “initiate,” “intend,” “may,” “on-track,” “ongoing,” “plan,” “potential,” “should,” “target,” “update,” “will,” “would,” and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. Forward-looking statements in this press release include Vor Bio's



statements regarding its wind-down of clinical and manufacturing activities and exploration of strategic alternatives, and other statements that are not historical fact. Vor Bio 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 factors, including market conditions and availability of acceptable strategic alternatives. These and other risks are described in greater detail under the caption “Risk Factors” included in Vor Bio’s most recent annual or quarterly report and in other reports it has filed or may file with the Securities and Exchange Commission. Any forward-looking statements contained in this press release speak only as of the date hereof, and Vor Bio expressly disclaims any obligation to update any forward-looking statements, whether because of new information, future events or otherwise, except as may be required by law.

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