

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**FORM 8-K/A
(Amendment No. 1)**

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): March 20, 2024

HOMOLOGY MEDICINES, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-38433
(Commission
File Number)

47-3468154
(IRS Employer
Identification No.)

**One Patriots Park
Bedford, MA**
(Address of principal executive offices)

01730
(Zip Code)

(781) 301-7277
(Registrant's telephone number, including area code)

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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.0001 par value per share	FIXX	The 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.

EXPLANATORY NOTE

On March 20, 2024, Homology Medicines, Inc. filed with the Securities and Exchange Commission a Current Report on Form 8-K (the “*Initial 8-K*”) to report the 1-for-18 reverse stock split. This Form 8-K/A amends the Initial 8-K to (i) update the date that the reverse stock split will become effective and (ii) disclose that the initial listing application with respect to the continued listing of Homology common stock on The Nasdaq Global Market, as required by Nasdaq Stock Market Rule 5110(a), has been approved.

Item 8.01 Other Events.

As previously reported on the Current Report on Form 8-K filed on March 15, 2024, the stockholders of Homology Medicines, Inc. (“*Homology*”) at a Special Meeting of Stockholders (the “*Homology Special Meeting*”) previously approved an amendment to the Restated Certificate of Incorporation of Homology to effect a reverse stock split of Homology’s issued and outstanding common stock at a ratio ranging from any whole number between 1-for-10 and 1-for-30, as determined by the Homology board of directors in its discretion, subject to the Homology board of directors’ authority to abandon such amendment.

The Homology board of directors approved a reverse stock split ratio of 1-for-18, such that every 18 shares of Homology common stock will be combined into one issued and outstanding share of common stock (the “*Reverse Stock Split*”). Homology intends to file a Certificate of Amendment to the Restated Certificate of Incorporation for the Reverse Stock Split with the Secretary of State of the State of Delaware on March 25, 2024, and the Company expects that the Reverse Stock Split will be effective upon the opening of trading on March 26, 2024 and that Homology common stock will be trading on a post-split basis under CUSIP number 746964105.

The Reverse Stock Split is being effected in connection with the transactions contemplated by the Agreement and Plan of Merger, dated as of November 16, 2023 (the “*Merger Agreement*”), pursuant to which a direct, wholly owned subsidiary of Homology will merge with and into Q32 Bio Inc. (“*Q32*”), with Q32 surviving as a direct, wholly owned subsidiary of Homology, and the surviving corporation of the merger.

The Reverse Stock Split will be effected simultaneously for all shares of Homology common stock, will affect all holders of Homology’s common stock uniformly and will not affect any stockholder’s percentage ownership interests in Homology, except with respect to the treatment of fractional shares. No fractional shares will be issued if, as a result of the Reverse Stock Split, a stockholder would otherwise become entitled to a fractional share because the number of shares of Homology common stock they hold before the Reverse Stock Split is not evenly divisible by the split ratio. Instead, each stockholder will be entitled to receive a cash payment in lieu of such fractional share. The cash payment to be paid will be equal to the fraction of a share to which such stockholder would otherwise be entitled multiplied by the closing price per share as reported by The Nasdaq Global Select Market (as adjusted to give effect to the Reverse Stock Split) on March 25, 2024.

Homology and Q32 previously submitted to The Nasdaq Stock Market LLC (“*Nasdaq*”) an initial listing application with respect to the continued listing of Homology common stock on The Nasdaq Global Market, as required by Nasdaq Stock Market Rule 5110(a) as a result of the transactions contemplated by the Merger Agreement, which provides for a business combination with a non-Nasdaq entity that will result in a change in control of Homology. On March 21, 2024, Nasdaq’s Staff informed Homology and Q32 that the initial listing application was approved.

No Offer or Solicitation

This Current Report is not intended to and shall not constitute an offer to buy or sell or the solicitation of an offer to buy or sell any securities, or a solicitation of any vote or approval, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offer of securities shall be made, except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

Cautionary Statement Regarding Forward-Looking Statements

Certain statements contained in this filing may be considered forward-looking statements within the meaning of the U.S. Private Securities Litigation Reform Act of 1995, including statements regarding the proposed transaction involving Homology and Q32, including the conditions to, and timing of, closing of the proposed transaction, the location and management of the combined company, the percentage ownership of the combined company, and the parties’ ability to consummate the proposed transaction and private placement financing, including the intended use of net proceeds from the private placement financing and the expected timing of closing and completion of the private placement financing, the composition of the Board of Directors of the combined company, the expected issuance of the contingent value right (the “*CVR*”) and the contingent payments contemplated by the CVR, the combined company’s expected cash and the sufficiency of the combined company’s cash, cash equivalents and short-term investments to fund operations into mid-2026, the listing of the combined company’s shares on Nasdaq, the expectations surrounding the potential, safety, efficacy, and regulatory and clinical progress of Q32’s product candidates, including bempikibart and ADX-097, and anticipated milestones and timing, among others. Forward-looking statements generally include statements that are predictive in nature and depend upon or refer to future events or conditions, and include words such as “may,” “will,” “should,” “would,” “expect,” “anticipate,” “plan,” “likely,” “believe,” “estimate,” “project,” “intend,” and other similar expressions among others. Statements that are not historical facts are forward-looking statements. Forward-looking statements are based on current beliefs and assumptions that are subject to risks and uncertainties and are not guarantees of future performance. Actual results

could differ materially from those contained in any forward-looking statement as a result of various factors, including, without limitation: (i) the risk that the conditions to the closing of the proposed transaction are not satisfied, including the failure to timely or at all obtain stockholder approval for the proposed transaction or the failure to timely or at all obtain any required regulatory clearances; (ii) uncertainties as to the timing of the consummation of the proposed transaction and the ability of each of Homology and Q32 to consummate the proposed transaction; (iii) the ability of Homology and Q32 to integrate their businesses successfully and to achieve anticipated synergies; (iv) the possibility that other anticipated benefits of the proposed transaction will not be realized, including without limitation, anticipated revenues, expenses, earnings and other financial results, and growth and expansion of the combined company's operations, and the anticipated tax treatment of the combination; (v) potential litigation relating to the proposed transaction that could be instituted against Homology, Q32 or their respective directors; (vi) possible disruptions from the proposed transaction that could harm Homology's and/or Q32's respective businesses; (vii) the ability of Homology and Q32 to retain, attract and hire key personnel; (viii) potential adverse reactions or changes to relationships with customers, employees, suppliers or other parties resulting from the announcement or completion of the proposed transaction; (ix) potential business uncertainty, including changes to existing business relationships, during the pendency of the proposed transaction that could affect Homology's or Q32's financial performance; (x) certain restrictions during the pendency of the proposed transaction that may impact Homology's or Q32's ability to pursue certain business opportunities or strategic transactions; (xi) the combined company's need for additional funding, which may not be available; (xii) failure to identify additional product candidates and develop or commercialize marketable products; (xiii) the early stage of the combined company's development efforts; (xiv) potential unforeseen events during clinical trials could cause delays or other adverse consequences; (xv) risks relating to the regulatory approval process; (xvi) interim, topline and preliminary data may change as more patient data become available, and are subject to audit and verification procedures that could result in material changes in the final data; (xvii) Q32's product candidates may cause serious adverse side effects; (xviii) inability to maintain our collaborations, or the failure of these collaborations; (xix) the combined company's reliance on third parties, including for the manufacture of materials for our research programs, preclinical and clinical studies; (xx) failure to obtain U.S. or international marketing approval; (xxi) ongoing regulatory obligations; (xxii) effects of significant competition; (xxiii) unfavorable pricing regulations, third-party reimbursement practices or healthcare reform initiatives; (xxiv) product liability lawsuits; (xxv) securities class action litigation; (xxvi) the impact of the COVID-19 pandemic and general economic conditions on our business and operations, including the combined company's preclinical studies and clinical trials; (xxvii) the possibility of system failures or security breaches; (xxviii) risks relating to intellectual property; (xxix) significant costs incurred as a result of operating as a public company; (xxx) whether the Company will meet the Minimum Bid Price Requirement during any compliance period or otherwise in the future, whether the Company will otherwise continue to meet the Nasdaq listing standards and whether the Company would be successful in any Nasdaq appeal process and (xxxi) such other factors as are set forth in Homology's periodic public filings with the Securities and Exchange Commission (the "**SEC**"), including but not limited to those described under the heading "Risk Factors" in Homology's Annual Report on Form 10-K for the year ended December 31, 2023 and the registration statement on Form S-4 filed by Homology with the SEC. Homology can give no assurance that the conditions to the proposed transaction will be satisfied. Except as required by applicable law, Homology undertakes no obligation to revise or update any forward-looking statement, or to make any other forward-looking statements, whether as a result of new information, future events or otherwise.

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.

Date: March 22, 2024

HOMOLOGY MEDICINES, INC.

By: /s/ Paul Alloway, Ph.D.
Paul Alloway, Ph.D.
President, Chief Operating Officer and Secretary