

**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**

**February 14, 2024
Date of Report (Date of earliest event reported)**

Prime Medicine, Inc.
(Exact name of registrant as specified in its charter)

**Delaware
(State or other jurisdiction of
incorporation)
21 Erie Street
Cambridge, MA
(Address of principal executive offices)**

**001-41536
(Commission File Number)**

**84-3097762
(I.R.S. Employer Identification No.)**

**02139
(Zip Code)**

**(617) 564-0013
(Registrant's telephone number, including area code)**

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, par value \$.00001 per share	PRME	The Nasdaq Global 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 (§250.12b-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 2.02 Results of Operations and Financial Condition

On February 14, 2024, Prime Medicine, Inc. (the “Company”) announced that the preliminary unaudited estimates of its cash, cash equivalents, short-term investments, related party short-term investments, and restricted cash were approximately \$135.2 million as of December 31, 2023, or approximately \$121.7 million as of December 31, 2023, excluding its restricted cash of \$13.5 million. The Company has not yet completed its quarter-end and year-end financial close process for the quarter and year ended December 31, 2023. The foregoing information is based on preliminary unaudited information and management estimates for the year ended December 31, 2023, is not a comprehensive statement of the Company’s financial results, and is subject to completion of the Company’s financial closing procedures. There can be no assurance that the Company’s actual financial results as of December 31, 2023 will not differ from these estimates, including as a result of the completion of the Company’s final adjustments, audit by the Company’s independent registered public accounting firm and other developments arising between the date of this filing and the time that the Company’s financial results for such period are finalized, and any such changes could be material.

These preliminary unaudited estimates have been prepared by, and are the responsibility of, the Company’s management and are based on a number of assumptions. The Company’s independent registered public accounting firm has not audited, reviewed or performed any procedures with respect to such preliminary estimates and accordingly does not express an opinion or any other form of assurance with respect thereto. These estimates should not be viewed as a substitute for financial statements prepared in accordance with accounting principles generally accepted in the United States and they are not necessarily indicative of the results to be achieved in any future period. Complete results as of December 31, 2023 will be included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2023. The Company assumes no duty to update these preliminary estimates, except as required by law.

The information contained in Item 2.02 of this Current Report on Form 8-K 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 a filing.

Cautionary Note Regarding 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, as amended, including, without limitation, statements regarding the Company’s preliminary unaudited estimates of its cash, cash equivalents, short-term investments, and related party short-term investments as of December 31, 2023. The words “may,” “might,” “will,” “could,” “would,” “should,” “expect,” “plan,” “anticipate,” “intend,” “believe,” “expect,” “estimate,” “seek,” “predict,” “future,” “project,” “potential,” “continue,” “target” and similar words or expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. Any forward-looking statements contained in this Current Report on Form 8-K are based on management’s current expectations and beliefs and are subject to a number of risks, uncertainties and important factors that may cause actual events or results to differ materially from those expressed or implied by any forward-looking statements contained in this Current Report on Form 8-K. These and other risks and uncertainties are described in greater detail in the section entitled “Risk Factors” in the Company’s most recent Annual Report on Form 10-K for the year ended December 31, 2022, as well as any subsequent filings with the SEC. In addition, any forward-looking statements represent the Company’s views only as of today and should not be relied upon as representing its views as of any subsequent date. The Company explicitly disclaims any obligation to update any forward-looking statements. No representations or warranties (expressed or implied) are made about the accuracy of any such forward-looking statements.

SIGNATURE

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.

Date: February 14, 2024

Prime Medicine, Inc.

By: /s/ Keith Gottesdiener

Name: Keith Gottesdiener, M.D.

Title: President and Chief Executive Officer