

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

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**FORM 8-K**

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

**June 14, 2023  
Date of Report (date of earliest event reported)**

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

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**Delaware  
(State or other jurisdiction of  
incorporation)**

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

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

**21 Erie Street  
Cambridge, MA 02139  
(Address of principal executive offices and zip code)  
(617) 564-0013  
(Registrant's telephone number, including area code)**

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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:

<b>Title of each class</b>	<b>Trading Symbol</b>	<b>Name of each exchange on which registered</b>
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.

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**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On June 14, 2023, Prime Medicine, Inc. (the "Company") held its 2023 annual meeting of stockholders (the "Annual Meeting"). As of April 18, 2023, the record date for the Annual Meeting, the number of shares of the Company's common stock, \$0.00001 par value per share, outstanding and entitled to vote at the Annual Meeting was 97,227,809.

At the Annual Meeting, the Company's stockholders voted on the following matters, all of which were described in the Company's Definitive Proxy Statement filed with the U.S. Securities and Exchange Commission on April 28, 2023: (i) to elect Michael Kelly and David Schenkein as Class I Directors, each to serve until the Company's 2026 annual meeting of stockholders, and until his respective successor shall have been duly elected and qualified ("Proposal 1") and (ii) to ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2023 ("Proposal 2").

Proposal 1 – Each of the following nominees was elected as a Class I Director to serve until the Company's 2026 annual meeting of stockholders, and until his respective successor shall have been duly elected and qualified, based on the following votes:

<b>Class I Director Nominee</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
Michael Kelly	64,498,173	1,268,140	1,517,331
David Schenkein	62,026,457	3,739,856	1,517,331

Proposal 2 – The appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the Company's fiscal year ending December 31, 2023 was ratified, based on the following votes:

<b>For</b>	<b>Against</b>	<b>Abstentions</b>
67,265,834	6,329	11,481

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