

**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): June 19, 2024**

**Alaunos Therapeutics, Inc.**

(Exact name of registrant as specified in its charter)

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

**001-33038**  
(Commission  
File Number)

**84-1475642**  
(IRS Employer  
Identification No.)

**2617 Bissonnet St  
Suite 225  
Houston, TX 77005**  
(Address of principal executive offices, including zip code)

**(346) 355-4099**  
(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, par value \$0.001 per share	TCRT	The Nasdaq Stock Market LLC

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 4.01 Changes in Registrant's Certifying Accountant**

##### **(a) Dismissal of Independent Registered Public Accounting Firm**

On June 19, 2024, Alaunos Therapeutics, Inc. (the "Company") dismissed RSM US LLP ("RSM") as its independent registered public accounting firm. The decision to dismiss RSM was approved by the Company's Audit Committee. As described below, the change in independent registered public accounting firm is not the result of any disagreement with RSM.

The reports of RSM on the Company's financial statements for the fiscal years ended December 31, 2023 and 2022, did not contain an adverse opinion or a disclaimer of opinion, nor were they qualified or modified as to uncertainty, audit scope or accounting principles, except that the reports for the fiscal years ended December 31, 2023 and 2022 included an explanatory paragraph indicating that there was substantial doubt about the Company's ability to continue as a going concern.

During the Company's fiscal years ended December 31, 2023 and 2022, and in the subsequent interim period through June 19, 2024, (i) there were no "disagreements" as that term is defined in Item 304(a)(1)(iv) of Regulation S-K promulgated by the Securities and Exchange Commission ("SEC") pursuant to the Securities Exchange Act of 1934, between the Company and RSM on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure, which disagreements, if not resolved to the satisfaction of RSM, would have caused RSM to make reference to the subject matter of the disagreement in connection with its reports on the financial statements for such years, and (ii) there were no "reportable events" as that term is defined in Item 304(a)(1)(v) of Regulation S-K. The Company has authorized RSM to respond fully to the inquiries of the successor accountant.

The Company has provided RSM with a copy of the foregoing disclosures and has requested that RSM review such disclosures and provide a letter addressed to the SEC as specified by Item 304(a)(3) of Regulation S-K. A copy of RSM's letter to the SEC is attached to this report as Exhibit 16.1.

##### **(b) Appointment of New Independent Registered Public Accounting Firm**

On June 19, 2024, following approval by the Audit Committee, the Company engaged Cherry Bekaert LLP as its new independent registered public accounting firm to succeed RSM.

Neither the Company nor anyone on behalf of the Company has consulted with Cherry Bekaert LLP during the Company's fiscal years ended December 31, 2023 and 2022, and in the subsequent interim period through June 19, 2024, regarding (i) the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on the Company's financial statements, and neither a written report nor oral advice was provided to the Company that Cherry Bekaert LLP concluded was an important factor considered by the Company in reaching a decision as to an accounting, auditing or financial reporting issue; or (ii) any matter that was either the subject of a "disagreement" (as defined in Item 304(a)(1)(iv) of Regulation S-K) or a "reportable event" (as described in Item 304(a)(1)(v) of Regulation S-K).

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#### **Item 9.01 Financial Statements and Exhibits.**

##### **(d) Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
16.1	<a href="#">Letter of RSM US LLP dated June 21, 2024 concerning change in the registrant's certifying accountant.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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**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.

**Alaunos Therapeutics, Inc.**

Date. June 21, 2024

By: /s/ Melinda Lackey

Name: Melinda Lackey

Title: Legal and Administration

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June 21, 2024

Securities and Exchange Commission  
Washington, D.C. 20549

RSM US LLP

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F +1 817 912 9001

www.rsm-us.com

Commissioners:

We have read Alauos Therapeutics, Inc.'s statements included under Item 4.01(a) of its Form 8-K filed on June 21, 2024 and we agree with such statements concerning our firm.

RSM US LLP

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