

**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 11, 2025**

**COGENT BIOSCIENCES, INC.**  
(Exact name of registrant as specified in its charter)

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

**001-38443**  
(Commission  
File Number)

**46-5308248**  
(I.R.S. Employer  
Identification No.)

**275 Wyman Street, 3rd Floor**  
**Waltham, Massachusetts**  
(Address of principal executive offices)

**02451**  
(Zip Code)

**Registrant's telephone number, including area code: (617) 945-5576**

**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, \$0.001 Par Value	COGT	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 or Rule 12b-2 of the Securities Exchange Act of 1934.

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 1.01 Entry into a Material Definitive Agreement**

On June 11, 2025 (the “Closing Date”), Cogent Biosciences, Inc. (the “Company”) entered into a loan and security agreement (the “Loan and Security Agreement”) as a borrower with its subsidiaries (each a “Guarantor,” collectively, the “Guarantors”), the lenders party thereto (the “Lenders”), and SLR Investment Corp., as the administrative agent and collateral agent for itself and the Lenders (“SLR”). The Loan and Security Agreement provides for a non-dilutive term loan facility (the “Credit Facility”) of up to an aggregate principal amount of \$400.0 million, of which a first tranche of \$50.0 million was fully funded on the Closing Date, with future tranches at the Company’s election subject to achievement of milestones consisting of (a) a second tranche of \$25.0 million subject to the Company announcing positive data from its phase 2 SUMMIT clinical trial, (b) a third tranche of \$75.0 million subject to the Company announcing positive data from its phase 3 PEAK clinical trial, (c) a fourth tranche of \$50.0 million subject to the Company achieving at least \$85.0 million in net product revenue on a trailing six month basis on or prior to June 30, 2027, and (d) a fifth tranche of \$200.0 million subject to mutual agreement of the Company and SLR.

The Credit Facility matures on June 1, 2030 (the “Maturity Date”) and bears interest at an annual rate equal to 4.75% plus the greater of (i) one-month term Secured Overnight Financing Rate (“SOFR”), and (ii) 4.15% per annum. The Company is permitted to use the proceeds of the Credit Facility for working capital and general business purposes. The Company is obligated to make monthly interest-only payments with respect to the Credit Facility until June 1, 2028; however, if certain conditions are satisfied, then the Company may elect to defer principal payments until June 1, 2029. Thereafter, the Company shall make (i) monthly payments of interest plus (ii) consecutive equal monthly payments of principal through to the Maturity Date. All unpaid principal and accrued and unpaid interest with respect to the Credit Facility is due and payable in full on the Maturity Date. The Company may, at its option at any time, prepay all loans under the Credit Facility by paying the principal balance, plus accrued and unpaid interest, subject to a prepayment premium ranging from 3.0% to 1.0%.

All obligations under the Loan and Security Agreement will be secured on a first-priority basis, subject to certain exceptions, by security interests in substantially all of the assets of the Company and the Guarantors. The Loan and Security Agreement also contains customary covenants, as well as certain events of default after which loans under the Credit Facility may be due and payable immediately.

The above description of the Loan and Security Agreement and Credit Facility is a summary only and is qualified in its entirety by reference to the Loan and Security Agreement, which will be filed as an exhibit to the Company’s Quarterly Report on Form 10-Q for the quarter ending June 30, 2025.

### **Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

The disclosure set forth in Item 1.01 above is incorporated by reference into this Item 2.03.

### **Item 7.01 Regulation FD Disclosure.**

On June 11, 2025, the Company issued a press release announcing its entry into the Loan and Security Agreement.

A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference herein. The exhibit furnished under Item 7.01 of this Current Report on Form 8-K shall not be deemed to be “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 Exchange Act or the Securities Act of 1933, as amended, regardless of any general incorporation language in such filing.

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

(d) *Exhibits*. The following exhibit is being furnished herewith:

<u>Exhibit Number</u>	<u>Exhibit Title or Description</u>
99.1	<a href="#">Press Release, dated June 11, 2025</a>
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.

Date: June 11, 2025

**COGENT BIOSCIENCES, INC.**

By: /s/ Evan Kearns

Evan Kearns

Chief Legal Officer and Corporate Secretary



### **Cogent Biosciences Secures up to \$400 Million in Non-Dilutive Financing**

*Facility provides additional funding for next steps of the Company's growth, including the expected launch of bezuclastinib in 2026*

*On track to report results from three pivotal trials this year, beginning with SUMMIT results in July*

**WALTHAM, Mass. and BOULDER, Colo., June 11, 2025** — Cogent Biosciences, Inc. (Nasdaq: COGT), a biotechnology company focused on developing precision therapies for genetically defined diseases, today announced it has secured a debt financing facility of up to \$400 million with credit funds managed by SLR Capital Partners, LLC ("SLR"). An initial tranche of \$50 million was drawn at closing, with future tranches available based on the achievement of key clinical and commercial milestones aligned with Cogent's growth strategy.

"2025 will be a transformative year for Cogent," said Andrew Robbins, the company's President and Chief Executive Officer. "This strategic financing with SLR provides substantial, non-dilutive capital at very attractive financial terms. It enhances our financial flexibility and enables us to accelerate our bezuclastinib launch planning as we eagerly await the results from SUMMIT, APEX and PEAK pivotal trials this year."

"We're proud to partner with Cogent in advancing innovative therapies for patients with genetically driven diseases. This investment reflects our ongoing strategy to support high-potential biotech companies as they progress through late-stage development and commercial execution," said Anthony Storino, Partner and Head of Life Science Finance at SLR Capital Partners.

Under the terms of the agreement, Cogent drew \$50 million from the facility at closing. An additional \$100 million is available during 2025 at Cogent's discretion, subject to successful top-line data readouts from SUMMIT and PEAK bezuclastinib pivotal trials. An additional \$50 million is available upon achievement of early commercial success following bezuclastinib launch. The remaining \$200 million is available at mutual agreement of Cogent and SLR.

Cogent remains on track in July to announce top-line results from SUMMIT, a registration-directed, randomized, double-blind, placebo-controlled, global, multicenter, clinical trial of bezuclastinib in patients with NonAdvSM. In the second half of 2025, Cogent is on track to release results from APEX, a registration-directed, global, open-label trial in patients with AdvSM. Finally, before the end of 2025, Cogent expects to release results from PEAK, a global, blinded, randomized Phase 3 clinical trial studying the combination of bezuclastinib and sunitinib versus sunitinib alone in patients with imatinib-resistant GIST.

Leerink Partners served as the exclusive financial advisor to Cogent on the term loan financing.

#### **About Cogent Biosciences, Inc.**

Cogent Biosciences is a biotechnology company focused on developing precision therapies for genetically defined diseases. The most advanced clinical program, bezuclastinib, is a selective tyrosine kinase inhibitor that is designed to potentially inhibit the KIT D816V mutation as well as other mutations in KIT exon 17. KIT D816V is responsible for driving systemic mastocytosis, a serious disease caused by unchecked proliferation of mast cells. Exon 17 mutations are also found in patients with advanced gastrointestinal stromal tumors (GIST), a type of cancer with strong dependence on oncogenic KIT signaling. The company also has an ongoing Phase 1 study of

its novel internally discovered FGFR2 inhibitor. In addition, the Cogent Research Team is developing a portfolio of novel targeted therapies to help patients fighting serious, genetically driven diseases targeting mutations in ErbB2, PI3Ka and KRAS. Cogent Biosciences is based in Waltham, MA and Boulder, CO. Visit our website for more information at [www.cogentbio.com](http://www.cogentbio.com). Follow Cogent Biosciences on social media: X (formerly known as Twitter) and LinkedIn. Information that may be important to investors will be routinely posted on our website and X.

### **About SLR Capital Partners**

Founded in 2006, SLR is a diversified middle market private credit solutions platform. The firm is an SEC-registered investment adviser and primarily invests in U.S. middle market companies in the form of cash flow, asset-based, and specialty finance senior secured loans. SLR manages public and private business development companies (“BDCs”), private credit funds, and separately managed accounts. The SLR Capital Partners Life Science Finance business provides financing solutions for later-stage bio-pharma, medical device, diagnostics, healthcare IT, and healthcare services companies, both venture-backed private and public, and from pre-revenue clinical to early commercial stage. For more information, please visit: <https://www.slrcapitalpartners.com/Financial-Solutions/Life-Science-Finance>.

### **Forward Looking Statements**

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including, but not limited to, statements regarding: the expected commercial launch of bezuclastinib in 2026; the expectation to report SUMMIT top-line results in July 2025; the expectation to report APEX top-line results in the second half of 2025; and the expectation to report PEAK top-line results by the end of 2025. The use of words such as, but not limited to, “anticipate,” “believe,” “continue,” “could,” “estimate,” “expect,” “intend,” “may,” “might,” “plan,” “potential,” “predict,” “project,” “should,” “target,” “will,” or “would” and similar words or expressions are intended to identify forward-looking statements. Forward-looking statements are neither historical facts nor assurances of future performance. Instead, they are based on our current beliefs, expectations and assumptions regarding the future of our business, future plans and strategies, our clinical results, the rate of enrollment in our clinical trials and other future conditions. New risks and uncertainties may emerge from time to time, and it is not possible to predict all risks and uncertainties. No representations or warranties (expressed or implied) are made about the accuracy of any such forward-looking statements. We may not actually achieve the forecasts or milestones disclosed in our forward-looking statements, and you should not place undue reliance on our forward-looking statements. Such forward-looking statements are subject to a number of material risks and uncertainties including but not limited to those set forth under the caption “Risk Factors” in Cogent’s most recent Annual Report on Form 10-K filed with the SEC, as well as discussions of potential risks, uncertainties, and other important factors in our subsequent filings with the SEC. Any forward-looking statement speaks only as of the date on which it was made. Neither we, nor our affiliates, advisors or representatives, undertake any obligation to publicly update or revise any forward-looking statement, whether as result of new information, future events or otherwise, except as required by law. These forward-looking statements should not be relied upon as representing our views as of any date subsequent to the date hereof.

### **Contact:**

Christi Waarich  
Senior Director, Investor Relations  
[christi.waarich@cogentbio.com](mailto:christi.waarich@cogentbio.com)  
617-830-1653