
**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): February 21, 2024

Comera Life Sciences Holdings, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-41403
(Commission
File Number)

87-4706968
(IRS Employer
Identification No.)

12 Gill Street
Suite 4650
Woburn, Massachusetts
(Address of principal executive offices)

01801
(Zip Code)

Registrant's telephone number, including area code: (617) 871-2101

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))
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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: None.

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 8.01. Other Events.

On February 21, 2024, the board of directors (the “Board”) of Comera Life Sciences Holdings, Inc. (the “Company”) approved winding down the Company’s operations following the unsuccessful completion of the Board’s previously announced exploration of strategic alternatives. As previously disclosed, the Company terminated all of its employees effective as of January 31, 2024 following: (i) Regeneron Pharmaceuticals, Inc. (“Regeneron”) notifying the Company that it would not negotiate a license with the Company following completion of a technical evaluation as part of the Company’s ongoing research collaboration with Regeneron and (ii) the purchasers (the “Purchasers”) of the 12.0% Senior Secured Convertible Notes due 2024 (the “Notes”) and accompanying warrants sold and issued to the Purchasers in connection with the Company’s December 2023 private placement notifying the Company of their withdrawal of their prior exercise of a contractual right to purchase all outstanding shares of the Company’s common stock not then held by the Purchasers (the “Share Purchase Option”).

As part of its exploration of strategic alternatives both before and after January 31, 2024, the Company contacted potential buyers but did not receive any offers for any portion of its assets (other than the previously disclosed exercise and subsequent withdrawal of the Share Purchase Option by the Purchasers), which consist principally of intellectual property and other intangible assets. The Company currently owes not less than \$1.5 million to the Purchasers pursuant to the terms of the Notes. The Purchasers have a security interest in substantially all of the Company’s assets. Further, the Company owes additional amounts to other creditors, and expects to incur additional expenses to close its facility and wind down operations. Following the Company’s previously disclosed event of default under the Notes, the Purchasers have the right to, and may ultimately choose to, foreclose on the assets subject to their security interest. The fair market value of those assets, combined with Company’s limited remaining assets, does not exceed the aggregate amount of the Company’s current and reasonably anticipated financial obligations. Accordingly, the Company believes that it is presently unable to, and will not become able to, satisfy all of its financial obligations and that, following the Company’s efforts to satisfy those obligations to the extent of available resources, there will be no assets remaining for distribution to holders of the Company’s outstanding common stock. In addition, due to the Company’s insolvency, the Company does not expect to initiate bankruptcy proceedings or to seek stockholder approval for the wind down of its operations.

Following the termination of employment of all of the Company’s employees and commencement of wind down efforts, the Company believes that it no longer has effective internal control over financial reporting or effective disclosure controls and procedures. There can be no assurance that the Company’s filings with the Securities and Exchange Commission currently reflect all material information required to be reported or that the information previously reported continues to be current.

Forward-Looking Statements

This Report includes “forward-looking statements” within the meaning of the federal securities laws. These forward-looking statements generally are identified by the words “believe,” “project,” “expect,” “anticipate,” “estimate,” “intend,” “strategy,” “future,” “opportunity,” “plan,” “may,” “should,” “will,” “would,” “will be,” “will continue,” “will likely result,” and similar expressions. Forward-looking statements are predictions, projections and other statements about future events including statements related to the wind down of the Company’s operations, the possible foreclosure by the Purchasers on the Company’s assets, and the amount of assets remaining after satisfaction of the Company’s obligations, for distribution to its stockholders. These forward-looking statements are based on current expectations and assumptions and, as a result, are subject to risks and uncertainties. Many factors could cause actual future events to differ materially from the forward-looking statements in this Report, including, but not limited to the risks identified in our Annual Report on Form 10-K for the year ended December 31, 2022 and in our subsequent filings with the SEC. Forward-looking statements speak only as of the date they are made. Readers are cautioned not to put undue reliance on forward-looking statements, and the Company assumes no obligation and does not intend to update or revise these forward-looking statements, whether as a result of new information, future events, or otherwise. The Company can give no assurance that it will achieve its expectations.

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.

Dated: February 26, 2024

COMERA LIFE SCIENCES HOLDINGS, INC.

By: /s/ Michael Campbell

Name: Michael Campbell

Title: Chief Executive Officer and Chief Financial Officer
