

**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**

**January 4, 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 8.01 Other Events.

On January 4, 2024, Prime Medicine, Inc. (the “Company”) and Myeloid Therapeutics, Inc. (“Myeloid”) entered into a settlement agreement (the “Agreement”) resolving the two arbitration proceedings between the parties related to the parties' former research collaboration, option and license agreement (the “License Agreement”). Under the terms of the Agreement, the parties agreed to resolve and settle all disputes between the parties and release all claims between them relating to the License Agreement and the arbitrations in exchange for the Company's payment to Myeloid of \$13.5 million, certain mutual covenants, and other consideration.

The arbitrations were previously described in the Company’s Form 10-Q for the quarter ended September 30, 2023.

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: January 5, 2024

Prime Medicine, Inc.

By: /s/ Keith Gottesdiener

Name: Keith Gottesdiener, M.D.

Title: President and Chief Executive Officer