

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 7, 2023

**ENTRADA THERAPEUTICS, INC.**  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation)

001-40969  
(Commission  
File Number)

81-3983399  
(I.R.S. Employer  
Identification No.)

One Design Center Place  
Suite 17-500  
Boston, MA  
(Address of principal  
executive offices)

02210  
(Zip Code)

Registrant's telephone number, including area code: (857) 520-9158

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, \$0.0001 par value per share	TRDA	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 (§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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On June 7, 2023, Todd Foley notified Entrada Therapeutics, Inc. (the “Company”) of his resignation as a member of the Company’s Board of Directors (the “Board”), effective as of June 7, 2023. Mr. Foley’s resignation did not result from any disagreement with the Company on any matter relating to the Company’s operations, policies, or practices.

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

On June 8, 2023, the Company held its 2023 Annual Meeting of Stockholders (the “Annual Meeting”) in a virtual-only format via live webcast. Proxies were solicited pursuant to the Company’s definitive proxy statement (the “Proxy Statement”) filed on April 25, 2023 with the Securities and Exchange Commission under Section 14(a) of the Securities Exchange Act of 1934, as amended. As of April 11, 2023, the record date for the Annual Meeting, the number of shares of the Company’s common stock, \$0.0001 par value per share (“Common Stock”), outstanding and entitled to vote at the Annual Meeting was 33,187,199. The number of shares of Common Stock present or represented by valid proxy at the Annual Meeting was 26,634,866 thus establishing a quorum for the Annual Meeting. Shares present virtually during the Annual Meeting were considered shares of Common Stock represented in person at the Annual Meeting. Each share of Common Stock was entitled to one vote with respect to matters submitted to the Company’s stockholders at the Annual Meeting.

At the Annual Meeting, the Company’s stockholders were asked to vote on the following matters, which are described in detail in the Proxy Statement: (i) to elect two Class II director nominees to the Board, each to serve until the Company’s 2026 annual meeting of stockholders and until his or her successor has been duly elected and qualified, or until his or her earlier death, resignation or removal (“Proposal No. 1”) and (ii) to ratify the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2023 (“Proposal No. 2”).

The voting results reported below are final.

Proposal No. 1

Peter S. Kim, Ph.D. and Bernhardt Zeiher, M.D. were duly elected to the Company’s Board as Class II directors. The results of the election were as follows:

<b>CLASS II DIRECTOR NOMINEE</b>	<b>FOR</b>	<b>WITHHELD</b>	<b>BROKER NON-VOTES</b>
Peter S. Kim, Ph.D.	24,512,848	245,047	1,876,971
Bernhardt Zeiher, M.D.	24,696,429	61,466	1,876,971

Proposal No. 2

The appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2023 was ratified. The results of the ratification were as follows:

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
26,634,250	606	10

No other matters were submitted to or voted on by the Company’s stockholders at the Annual Meeting.

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**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.

Entrada Therapeutics, Inc.

Date: June 8, 2023

By: /s/ Dipal Doshi  
Dipal Doshi  
President and Chief Executive Officer

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