

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): August 11, 2023

RAPT Therapeutics, Inc.
(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-38997
(Commission
File Number)

47-3313701
(IRS Employer
Identification No.)

561 Eccles Avenue
South San Francisco, California
(Address of Principal Executive Offices)

94080
(Zip Code)

(650) 489-9000
(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 (see General Instructions A.2. below):

- 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	RAPT	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 8.01 Other Events.

On August 11, 2023, RAPT Therapeutics, Inc. (the “Company”) entered into a Controlled Equity OfferingSM Sales Agreement (the “Sales Agreement”) with Cantor Fitzgerald & Co. (“Cantor”) and Leerink Partners LLC (together with Cantor, the “Agents”) pursuant to which the Company may offer and sell, from time to time, through the Agents, shares of its common stock, par value \$0.0001 per share (the “Common Stock”). In connection with the Sales Agreement, the Company has filed a new shelf registration statement on Form S-3 (the “New Registration Statement”). The controlling provisions of the Sales Agreement will become effective at the time the Securities and Exchange Commission (the “SEC”) declares the New Registration Statement effective and will replace the Controlled Equity OfferingSM Sales Agreement, dated November 4, 2020, by and among the Company, Cantor and Stifel, Nicolaus & Company, Incorporated (the “Existing Sales Agreement”). Following the effectiveness of the New Registration Statement, the Sales Agreement will provide for the issuance and sales of shares of Common Stock having an aggregate offering price of up to \$150.0 million through the Agents, which amount includes any unsold shares of Common Stock previously available for sale under the Existing Sales Agreement prior to the effectiveness of the New Registration Statement. Sales of Common Stock, if any, under the Sales Agreement will be made in sales deemed to be an “at-the-market offering” as defined in Rule 415(a)(4) promulgated under the Securities Act of 1933, as amended. The foregoing description of the Sales Agreement is not complete and is qualified in its entirety by reference to the Sales Agreement, a copy of which was filed as Exhibit 1.2 to the Company’s Form S-3 (File No. 333-273910) filed with the SEC on August 11, 2023 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit	Description
1.1	<u>Controlled Equity OfferingSM Sales Agreement, dated August 11, 2023, between the Company and Cantor Fitzgerald & Co. and Leerink Partners LLC (incorporated by reference to Exhibit 1.2 to the Company’s Form S-3 (File No. 333-272910) filed with the SEC on August 11, 2023).</u>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

RAPT Therapeutics, Inc.

Dated: August 11, 2023

By: /s/ Rodney Young
Rodney Young
Chief Financial Officer