

**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): October 30, 2025

Sensei Biotherapeutics, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-39980
(Commission
File Number)

83-1863385
(IRS Employer
Identification No.)

1405 Research Blvd, Suite 125
Rockville, MD
(Address of Principal Executive Offices)

20850
(Zip Code)

Registrant's telephone number, including area code: (240) 243-8000

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 Securities Exchange Act of 1934:

Title of each class	Trading symbol	Name of each exchange on which registered
Common Stock	SNSE	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 7.01 Regulation FD Disclosure.

On October 30, 2025, Sensei Biotherapeutics, Inc. (the “Company”) issued a press release titled “Sensei Biotherapeutics Announces Initiation of Strategic Review to Maximize Shareholder Value”. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information in Item 7.01 and the exhibit attached hereto are being furnished and shall not be deemed “filed” for the 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 they be deemed incorporated by reference into any filing under the Exchange Act or the Securities Act of 1933, as amended, whether filed before or after the date hereof and regardless of any general incorporation language in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit Number</u>	<u>Exhibit Description</u>
99.1	Press release dated October 30, 2025
104	The cover page from this Current Report on Form 8-K, formatted in Inline XBRL

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: October 30, 2025

Sensei Biotherapeutics, Inc.

/s/ Christopher W. Gerry

Christopher W. Gerry

General Counsel and Secretary

Sensei Biotherapeutics Announces Initiation of Strategic Review to Maximize Shareholder Value

BOSTON, October 30, 2025 (GLOBE NEWSWIRE) — Sensei Biotherapeutics, Inc. (Nasdaq: SNSE), a clinical-stage biotechnology company focused on the discovery and development of next-generation therapeutics for cancer patients, today announced that its Board of Directors has determined, after extensive consideration of the Company’s development pipeline and current market conditions, to discontinue development of solnerstotug and initiate a comprehensive review of strategic alternatives aimed at maximizing shareholder value. The Company is exploring a range of strategic alternatives that may include, among other options, a sale of assets, licensing arrangements, collaborations, a sale of the Company, a business combination, a merger, or an orderly wind-down of operations.

In connection with this strategic review, the Company expects to implement a workforce reduction to preserve cash, the details of which will be disclosed separately. The Company plans to retain a small team of employees to assist in exploring strategic alternatives, maintaining compliance with regulatory and financial reporting requirements, and managing the orderly cessation of development activities.

“We have seen solnerstotug demonstrate clinical activity in a patient population with significant unmet need,” said John Celebi, President and Chief Executive Officer of Sensei. “However, after careful review of future funding needs and the current capital markets environment, we have determined not to initiate a new clinical study. Our role now is to steward the Company and its assets with care, including an orderly wind-down of the ongoing Phase 1/2 clinical trial and preservation of shareholder value.”

The Company does not intend to provide updates on the strategic alternatives process unless and until its Board of Directors has approved a specific transaction or otherwise determines that disclosure is appropriate or required by law. The Company has not set a definitive timeline for this process and there can be no assurance that the exploration of strategic alternatives will result in any transaction being announced or consummated.

About Sensei Biotherapeutics

Sensei Biotherapeutics (Nasdaq: SNSE) is a clinical stage biotechnology company focused on the discovery and development of next-generation therapeutics for cancer patients. The Company is currently pursuing strategic alternatives to maximize shareholder value. For more information, please visit www.senseibio.com.

Cautionary Note Regarding Forward-Looking Statements

Any statements contained in this press release that do not describe historical facts may constitute forward-looking statements as that term is defined in the Private Securities Litigation Reform Act of 1995. These statements may be identified by words and phrases such as “believe”, “designed to,” “expect”, “may”, “plan”, “potential”, “will”, and similar expressions, and are based on Sensei’s current beliefs and expectations. These forward-looking statements include expectations regarding the Company’s strategic alternatives process, the entry into or completion of any strategic alternative transaction, workforce reduction plans, and ability to maximize shareholder value. These statements involve risks and uncertainties that could cause actual results to differ materially from those reflected in such statements. Risks and uncertainties that may cause actual results to differ materially include

uncertainties inherent in strategic review processes, such as the risk that no suitable strategic alternative will be identified or consummated; risks associated with workforce reductions and operational wind-down activities; risks regarding the Company's estimates of expenses and cash requirements; and other risks and uncertainties that are described in Sensei's Quarterly Report on Form 10-Q filed with the U.S. Securities and Exchange Commission (SEC) on August 5, 2025 and Sensei's other Periodic Reports filed with the SEC. Any forward-looking statements speak only as of the date of this press release and are based on information available to Sensei as of the date of this release, and Sensei assumes no obligation to, and does not intend to, update any forward-looking statements, whether as a result of new information, future events or otherwise.

Investor Contact:

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