

**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 10, 2026

Faeth Therapeutics, 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.)

701 Tillery Street #12 #1010
Austin, TX
(Address of Principal Executive Offices)

78702
(Zip Code)

Registrant's telephone number, including area code: (512) 200-2982

Sensei Biotherapeutics, Inc.
1405 Research Blvd, Suite 125
Rockville, MD
(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 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 1.02 Termination of a Material Definitive Agreement.

As previously disclosed, on March 15, 2022, Faeth Therapeutics, Inc., formerly known as Sensei Biotherapeutics, Inc. (the “Company”) entered into a Sales Agreement (the “Prior Sales Agreement”) with Jefferies LLC (“Jefferies”), pursuant to which the Company from time to time may offer and sell shares of its common stock through or to the Agent having an aggregate offering price of up to \$50 million. On June 10, 2026, the Company delivered written notice to Jefferies to terminate the Prior Sales Agreement, effective immediately, in accordance with the terms of the Prior Sales Agreement. The Company did not sell any shares of common stock under the Prior Sales Agreement prior to termination.

The description of the Prior Sales Agreement contained in this Current Report on Form 8-K does not purport to be complete and is qualified in its entirety by reference to the copy of the Prior Sales Agreement filed as Exhibit 1.2 to the Company’s Registration Statement on Form S-3 (File No. 333-263567), filed with the Securities and Exchange Commission (the “SEC”) on March 15, 2022.

Item 5.02 Departure of Directors or Certain Officers; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Chief Executive Officer Appointment

The Board of Directors (the “Board”) of the Company appointed Anand Parikh as President and Chief Executive Officer of the Company, effective as of June 13, 2026 (the “Effective Date”).

Anand Parikh (Age 40) currently serves as the Company’s Chief Operating Officer and member of the Board, positions he has held since February 2026. Mr. Parikh previously served as the Chief Executive Officer, Co-Founder and member of the Board of Directors of Faeth Therapeutics, Inc. since its inception in April 2019. Prior to co-founding Faeth, Mr. Parikh served in multiple executive roles at Virta Health beginning in May 2015, including General Counsel, Head of Finance and Head of Human Resources. Mr. Parikh holds a J.D. from New York University School of Law and a B.A. in Political Science from the University of Michigan.

In connection with Mr. Parikh’s appointment, the Board approved for Mr. Parikh an annual base salary of \$680,000 and a target annual bonus of 60% of his base salary.

As President and Chief Executive Officer, Mr. Parikh is eligible to participate in the Company’s Severance and Change in Control Plan (“Severance and CIC Plan”) as follows:

Upon a termination by the Company without Cause or a resignation by the participant for Good Reason (in each case, excluding termination due to death or disability) (a “Covered Termination”) outside of the period beginning three months prior to and ending twelve months following a Change in Control (a “Change in Control Period”), Mr. Parikh would be entitled to cash severance equal to 12 months of base salary paid in installments over the severance period, plus Company-paid COBRA premiums for up to 12 months, provided that Mr. Parikh is eligible for and timely makes the necessary elections for continuation coverage. Upon a Covered Termination occurring during the Change in Control Period, Mr. Parikh is instead entitled to enhanced cash severance equal to 18 months of base salary paid in a lump sum, a lump-sum bonus payment equal to 1.5x of Mr. Parikh’s target annual bonus, Company-paid COBRA premiums for up to 18 months, and full acceleration of all then-outstanding time-based equity awards.

Receipt of benefits under the Severance and CIC Plan is conditioned upon Mr. Parikh’s execution of a separation agreement containing a release of claims in favor of the Company, which must become effective within 60 days following the Covered Termination. All payments and severance benefits under the Severance and CIC Plan are subject to the Company’s clawback policy.

In connection with Mr. Parikh’s appointment as President and Chief Executive Officer, the Board determined that Mr. Parikh will succeed Christopher W. Gerry as the Company’s principal executive officer, effective as of the Effective Date. Mr. Gerry will continue to serve as the Company’s General Counsel and Corporate Secretary.

Appointment of Chief Financial Officer

Effective as of June 13, 2026, Brian Stephenson was appointed as the Company's Chief Financial Officer and principal financial officer.

As Chief Financial Officer, Mr. Stephenson is eligible to participate in the Severance and CIC Plan as follows:

Upon a Covered Termination outside of a Change in Control Period, Mr. Stephenson would be entitled to cash severance equal to 9 months of base salary paid in installments over the severance period, plus Company-paid COBRA premiums for up to 9 months, provided that Mr. Stephenson is eligible for and timely makes the necessary elections for continuation coverage. Upon a Covered Termination occurring during the Change in Control Period, Mr. Stephenson is instead entitled to enhanced cash severance equal to 12 months of base salary paid in a lump sum, a lump-sum bonus payment equal to 1.0x of Mr. Stephenson's target annual bonus, Company-paid COBRA premiums for up to 12 months, and full acceleration of all then-outstanding time-based equity awards.

Receipt of benefits under the Severance and CIC Plan is conditioned upon Mr. Stephenson's execution of a separation agreement containing a release of claims in favor of the Company, which must become effective within 60 days following the Covered Termination. All payments and severance benefits under the Severance and CIC Plan are subject to the Company's clawback policy.

Appointment of Other Officers

Effective as of June 13, 2026, Josiah Craver was ratified as the Company's Senior Vice President of Finance and appointed as principal accounting officer.

Resignation of Directors

As previously announced, effective as of June 12, 2026, Christopher W. Gerry, Thomas Ricks and Kristian Humer resigned from the Board. The resignations were not the result of any disagreements with the Company relating to the Company's operations, policies or practices.

Appointment of Directors

As previously announced, effective as of June 12, 2026, Stephen M. Hahn and Saira Ramasastry were appointed to the Board as Class III directors. In connection with their appointments, Mr. Hahn was appointed as a member of the nominating and corporate governance committee, and Ms. Ramasastry was appointed as a member of the audit committee and as a member of the compensation committee.

Stephen M. Hahn (Age 66) has served as the Chief Executive Officer of Nucleus RadioPharma, Inc., a radiopharmaceutical contract development and manufacturing organization, since July 2025, and he has served on its board of directors since May 2025. He has also served as Principal at Rubrum Advising, a healthcare consulting firm, since January 2025. From November 2021 to August 2025, Dr. Hahn served as Chief Executive Officer of Harbinger Health, a cancer diagnostics biotechnology company, and CEO-Partner at Flagship Pioneering, a life sciences venture capital company, where he also served as Chief Medical Officer of Flagship Pioneering's Preemptive Health and Medicine Initiative from May 2021 to November 2021. Dr. Hahn currently serves as CEO Emeritus of Harbinger Health. From December 2019 to January 2021, Dr. Hahn served as the 24th Commissioner of Food and Drugs at the U.S. Food and Drug Administration. Prior to that, Dr. Hahn served in various roles at MD Anderson Cancer Center from January 2015 to December 2019, including most recently as Chief Medical Executive from June 2018 to December 2019. Dr. Hahn served on the board of directors of Faeth from October 2024 until the Closing of the Acquisition in February 2026. Dr. Hahn earned his M.D. from Temple University and received his B.A. in Biology from Rice University. He was an internal medicine resident at the University of California San Francisco before completing a fellowship and residency at the National Cancer Institute in Bethesda, Maryland. The Board believes that Dr. Hahn's extensive experience in the healthcare industry, particularly his regulatory expertise, qualify him to serve on our Board.

Saira Ramasastry (Age 50) has served as Managing Partner of Life Sciences Advisory, LLC, a company that she founded to provide strategic advice, business development solutions and innovative financing strategies for the life sciences industry in 2009. From 1999 to 2009, Ms. Ramasastry was an investment banker with Merrill Lynch & Co., Inc., where she helped establish the biotechnology practice and was responsible for origination of mergers and acquisitions, strategic and capital markets transactions. Prior to joining Merrill Lynch, she served as a financial analyst in the mergers and acquisitions group at Wasserstein Perella & Co., an investment banking firm, from 1997 to 1998. Ms. Ramasastry served on the boards of directors of Mirum Pharmaceuticals, Inc. since 2022, and Vir Biotechnology, Inc. since September 2019, each a publicly traded biotechnology company, as well as Glenmark Pharmaceuticals, Ltd., a BSE and NSE-traded pharmaceuticals company, since 2019. She previously served on the boards of directors of several U.S. publicly traded companies, including: Day One Biopharmaceuticals, Inc. from 2021 until it was acquired by Servier S.A.S in 2026; Sangamo Therapeutics, Inc., a biotechnology company, from 2012 to 2022; and Akouos, Inc., a biotechnology company, from 2020 until it was acquired by Eli Lilly and Company in 2022. Ms. Ramasastry received her B.A. in economics with honors and distinction and an M.S. in management science and engineering from Stanford University, as well as an M. Phil. in management studies from the University of Cambridge, where she is also a guest lecturer for the Bioscience Enterprise Programme. Ms. Ramasastry is also a Health Innovator Fellow of the Aspen Institute and a member of the Aspen Global Leadership Network. The Board believes that Ms. Ramasastry's extensive experience in global healthcare investment banking and strategic advisory consulting in the life sciences industry qualify her to serve on our Board.

In connection with their appointments as directors, each of Mr. Hahn and Ms. Ramasastry will receive cash retainers and an initial grant of equity awards in accordance with the Company's non-employee director cash and equity compensation program (the "Director Compensation Policy"). Such initial grant of equity awards consist of option to purchase 25,000 shares of Common Stock under the Company's 2026 Equity Incentive Plan (the "2026 Equity Plan"), with an exercise price per share equal to the closing price of common stock on the date of grant. These options will vest and become exercisable in equal monthly installments through the third anniversary of the date of grant, subject to each of Mr. Hahn's and Ms. Ramasastry's continued service to the Company through each applicable vesting date, and will vest in full upon a Change in Control, subject to the Eligible Director's Continuous Service through such date, as defined in the Director Compensation Policy.

There are no family relationships between Mr. Hahn or Ms. Ramasastry and any of the executive officers or directors of the Company. There are no arrangements or understandings between Mr. Hahn or Ms. Ramasastry and any other person pursuant to which either was appointed as a director of the Company. Neither Mr. Hahn nor Ms. Ramasastry is a party to any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Also effective as of June 12, 2026, the Board decreased its size from six to five members and appointed Mr. Parikh as the chair of the Board.

Indemnification Agreements

In connection with their appointments as officers and directors, each of Mr. Parikh, Mr. Stephenson, Dr. Hahn and Ms. Ramasastry will enter into the Company's standard form of indemnification agreement for its executive officers and directors, a copy which was filed as Exhibit 10.4 to the Company's Registration Statement on Form S-1 (File No. 333-252138) filed with the SEC on January 15, 2021.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On June 15, 2026, the Company filed with the Secretary of State of the State of Delaware an amendment to its Amended and Restated Certificate of Incorporation to change the name of the Company from "Sensei Biotherapeutics, Inc." to "Faeth Therapeutics, Inc." (the "Name Change Amendment"). The Name Change Amendment became effective immediately upon filing.

The Board approved the Name Change Amendment pursuant to Section 242 of the General Corporation Law of the State of Delaware. Pursuant to Section 242 of the Delaware General Corporation Law, stockholder approval was not required to approve or effect the Name Change Amendment. The Name Change Amendment will not in any way affect the voting or other rights that accompany the Company's common stock, par value \$0.0001 per share ("Common Stock"), or the validity or transferability of the shares of Common Stock currently outstanding.

The Common Stock will continue to be quoted on The Nasdaq Capital Market, but beginning with the opening of trading on June 16, 2026, trading is expected to be under the new symbol "FTH" (the "Symbol Change"). There will be no change to the Common Stock's CUSIP in connection with the Name Change Amendment.

A copy of the Name Change Amendment is attached hereto as Exhibit 3.1 and incorporated herein by reference.

Item 7.01 Regulation FD Disclosure.

On June 15, 2026, the Company issued a press release announcing the Name Change Amendment and the Symbol Change, a copy of which is furnished herewith as Exhibit 99.1 and is incorporated by reference herein. The information in this Item 7.01, including Exhibit 99.1, shall not be deemed "filed" for 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 it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 8.01 Other Events.

Effective June 15, 2026, the Company relocated its principal executive office from 1405 Research Blvd, Suite 125, Rockville, MD 20805, to 701 Tillery Street #12 #1010, Austin, TX 78702. The Company's telephone number at its new principal executive office is 512-200-2982.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit Number	Exhibit Description
3.1	Certificate of Amendment to Amended and Restated Certificate of Incorporation of the Company, effective June 15, 2026
99.1	Press Release, dated June 15, 2026
104	Cover Page Interactive Data File (embedded with the Inline XBRL document)

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: June 15, 2026

Faeth Therapeutics, Inc.

/s/ Christopher W. Gerry

Christopher W. Gerry

General Counsel and Secretary

**CERTIFICATE OF AMENDMENT TO THE
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF
SENSEI BIOTHERAPEUTICS, INC.**

Sensei Biotherapeutics, Inc. (the “*Company*”), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the “*DGCL*”), does hereby certify:

First: That the name of this corporation is Sensei Biotherapeutics, Inc., and the date on which the Certificate of Incorporation of this corporation was originally filed with the Secretary of State of the State of Delaware on December 1, 2017, under the name PPI Holdings, Inc. The Certificate of Incorporation was amended and restated by an Amended and Restated Certificate of Incorporation on December 29, 2020 and on February 8, 2021, and further amended by a Certificate of Amendment to the Amended and Restated Certificate of Incorporation on June 12, 2025 (together, the “*Certificate of Incorporation*”).

Second: The Board of Directors of the Company (the “*Board*”), acting in accordance with the provisions of Sections 141 and 242 of the DGCL, adopted resolutions amending its Certificate of Incorporation as follows:

Article I shall be amended and restated to read in its entirety as follows:

“The name of this corporation is Faeth Therapeutics, Inc. (the “*Company*”).”

Third: The foregoing amendment to the Certificate of Incorporation was duly approved by the Board.

Fourth: This amendment to the Certificate of Incorporation shall become effective upon its filing with the Secretary of State of the State of Delaware.

Sensei Biotherapeutics, Inc.

By: /s/ Christopher W. Gerry

Name: Christopher W. Gerry

Title: General Counsel and Secretary

Sensei Biotherapeutics Announces Name Change to Faeth Therapeutics, Focused on Advancing PIKTOR, an Oral Therapy Targeting One of the Most Frequently Altered Pathways in Cancer

— *Stockholders approved conversion of the Series B preferred stock issued in the February 2026 acquisition of Faeth Therapeutics and concurrent private placement* —

— *Company changed name to Faeth Therapeutics, Inc. on June 15, 2026; common stock expected to begin trading under the ticker symbol “FTH” on June 16, 2026* —

— *Anand Parikh, Faeth co-founder, appointed Chairman, President and Chief Executive Officer; Brian Stephenson, Ph.D., CFA appointed Chief Financial Officer; board strengthened with the addition of former FDA Commissioner Stephen M. Hahn, M.D., and Saira Ramasastry* —

— *PIKTOR, an investigational all-oral multi-node inhibitor of the PI3K/AKT/mTOR pathway, on track for topline Phase 2 data in advanced endometrial cancer in the second half of 2026* —

AUSTIN, TX — June 15, 2026 — Sensei Biotherapeutics, Inc. (Nasdaq: SNSE) today announced that it has changed its corporate name to **Faeth Therapeutics, Inc.** (the “Company”). The Company’s common stock is expected to begin trading on the Nasdaq Capital Market under the new ticker symbol “**FTH**” on June 16, 2026, and the Company has launched a new corporate website at www.faeththerapeutics.com.

On June 10, 2026, stockholders approved the conversion of the Company’s Series B preferred stock issued in connection with the February 2026 acquisition of Faeth Therapeutics and concurrent private placement. As a result, outstanding shares of the Company’s Series B convertible preferred stock will automatically convert into common stock effective at 5:00 p.m. ET on June 15, 2026, subject to certain beneficial ownership limitations set by each holder. The Company received approximately \$200 million in gross proceeds from the private placement that closed concurrently with its February 2026 acquisition of Faeth.

“Starting tomorrow, we will begin trading on Nasdaq under our new name and ticker as a well-capitalized public company backed by a syndicate of leading life sciences investors, and focused on a clear set of clinical catalysts,” said Anand Parikh, Chairman and Chief Executive Officer. “For two decades, drugs that block a single node of the PI3K/AKT/mTOR pathway have been undone by the tumor’s ability to route around them. PIKTOR represents our answer to this challenge: an all-oral regimen that patients can take at home, designed to inhibit PI3K-alpha, mTORC1 and mTORC2 at once, close the routes tumors may use to escape, and potentially drive deeper, more durable suppression, with the potential for a best-in-class profile. We believe we now have the capital and the team to put that approach to the test, beginning with topline Phase 2 data in advanced endometrial cancer, expected in the second half of this year, and interim Phase 1b/2 data in HR+/HER2- advanced breast cancer, expected in 2027.”

Leadership and Board

Effective June 12, 2026, the Company appointed a new executive leadership team. Anand Parikh, a co-founder of Faeth who has led the company since its founding in 2019, has been appointed Chairman, President and Chief Executive Officer. Brian Stephenson, Ph.D., CFA, who previously served as the Company's Head of Operations and Finance and as Chief Financial Officer of BridgeBio Pharma, Inc., has been appointed Chief Financial Officer. Oliver Maddocks, Ph.D., a co-founder of Faeth and a cancer-metabolism researcher, serves as Chief Scientific Officer, and Debbie Chirnomas, M.D., M.P.H., serves as Chief Medical Officer.

The Company's board of directors consists of five members: Anand Parikh (Chair); Bob Holmen; Phillip B. Donenberg; Stephen M. Hahn, M.D.; and Saira Ramasastry. Dr. Hahn, the 24th Commissioner of the U.S. Food and Drug Administration and a former Faeth director, and Ms. Ramasastry, a life sciences strategic advisor and experienced public-company director, joined the board on June 12, 2026.

"In a career spent in oncology and at the FDA, I've learned how rarely a program pairs a high-prevalence target with a potentially differentiated mechanism," said Stephen M. Hahn, M.D., the 24th Commissioner of the U.S. Food and Drug Administration and a member of the Company's board of directors. "I believe Faeth's multi-node, all-oral approach to the PI3K/AKT/mTOR pathway is scientifically rigorous and aimed at a real unmet need. I'm looking forward to guiding the company through this next stage of clinical development."

About PIKTOR

PIKTOR is an investigational, proprietary, all-oral combination of serabelisib, a selective PI3K-alpha inhibitor, and sapanisertib, an mTORC1/mTORC2 inhibitor, designed to inhibit multiple nodes of the PI3K/AKT/mTOR pathway. According to published literature, this pathway is dysregulated in up to 50% of all solid tumors, making it one of the most prevalent therapeutic targets in oncology. PIKTOR is being evaluated in a Phase 2 trial in second-line advanced endometrial cancer (Study FTH-PIK-201), with topline data anticipated in the second half of 2026, and in a Phase 1b/2 trial in HR+/HER2-advanced breast cancer (Study FTH-PIK-101), in which the first patient was dosed in April 2026 and interim data is anticipated in 2027.

About Faeth Therapeutics

Faeth Therapeutics, Inc. (Nasdaq: FTH) is a clinical-stage biotechnology company focused on improving outcomes for cancer patients through multi-node inhibition of critical oncogenic pathways. The Company's lead program is PIKTOR, an investigational all-oral combination of serabelisib and sapanisertib in development for endometrial and breast cancer. Faeth was co-founded in 2019 by Anand Parikh and Oliver Maddocks, Ph.D., together with scientific founders Lewis Cantley, Ph.D., the discoverer of the PI3K pathway; Siddhartha Mukherjee, M.D., D.Phil.; Karen Vousden, Ph.D.; Scott Lowe, Ph.D.; and Greg Hannon, Ph.D. The Company intends to use its website as a means of disclosing material non-public information and for complying with its disclosure obligations under Regulation FD. For more information, please visit www.faeththerapeutics.com and follow the Company on LinkedIn.

Cautionary Note Regarding Forward-Looking Statements

This press release contains “forward-looking statements” within the meaning of the federal securities laws, including the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements include all statements that are not historical facts and may be identified by words such as “anticipate,” “believe,” “expect,” “intend,” “plan,” “may,” “will,” “would,” “could,” “should,” “estimate,” “potential,” “target,” “on track” and similar expressions, although not all forward-looking statements contain these words. These statements include, but are not limited to, statements regarding: the change of the Company’s corporate name to Faeth Therapeutics, Inc.; the expected commencement of trading of the Company’s common stock under the new name and ticker symbol “FTH” and the timing thereof; the Company’s expectations regarding its pipeline and development plans, including the Phase 2 trial of PIKTOR in advanced endometrial cancer and the anticipated timing of topline data, and the Phase 1b/2 trial of PIKTOR in HR+/HER2- advanced breast cancer and the anticipated timing of interim data; the potential therapeutic benefits, tolerability profile and differentiation of PIKTOR; and the Company’s expectations regarding its cash runway.

Forward-looking statements are based on management’s current expectations and assumptions and are subject to a number of risks and uncertainties, many of which are beyond the Company’s control, that could cause actual results to differ materially from those expressed or implied. These risks and uncertainties include, among others, risks related to clinical development and the conduct, timing and results of clinical trials; the Company’s need for additional financing; its limited operating history and history of operating losses; risks related to the integration of Faeth; the Company’s ability to satisfy applicable Nasdaq listing requirements and to maintain the listing of its common stock; and the other risks and uncertainties described under the headings “Risk Factors” and “Summary of Risk Factors” in the Company’s Annual Report on Form 10-K filed with the Securities and Exchange Commission (the “SEC”) on March 30, 2026, its Quarterly Report on Form 10-Q filed with the SEC on May 15, 2026, and its definitive proxy statement filed with the SEC on April 27, 2026, as well as in the Company’s subsequent filings. Forward-looking statements speak only as of the date of this press release, and the Company undertakes no obligation to update any forward-looking statement, except as required by law.

Contacts

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