

**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 Act of 1934

Date of Report (Date of earliest event reported): **May 6, 2019 (May 1, 2019)**

MAGENTA THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-38541
(Commission
File Number)

81-0724163
(I.R.S. Employer
Identification Number)

100 Technology Square
Cambridge, Massachusetts
(Address of principal executive offices)

02139
(Zip Code)

Registrant's telephone number, including area code: **(857) 242-0170**

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 240.13d-4(c))

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.

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, \$0.001 Par Value	MGTA	The Nasdaq Global Market

Item 8.01 Other Events

On May 1, 2019, Magenta Therapeutics, Inc. (the “Company”) announced the pricing of its offering of 4,250,000 shares of its common stock as part of the Company’s previously announced underwritten offering at a public offering price of \$13.25 per share, less the underwriting discount (the “Offering”). On May 6, 2019, the Company closed the offering of 4,887,500 shares of common stock at a public offering price of \$13.25 per share (inclusive of 637,500 shares pursuant to the exercise in full of the underwriters’ option to purchase additional shares). The Company’s proceeds from the Offering, after the underwriting discount and before estimated expenses of the Offering, were approximately \$60.9 million.

On April 29, 2019, the Company issued a press release announcing the Offering. On May 1, 2019, the Company issued a press release announcing the pricing of the Offering. On May 6, 2019, the Company issued a press release announcing the closing of the Offering. Copies of these press releases are attached hereto as Exhibits 99.1, 99.2 and 99.3, respectively, and are each incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press release issued by Magenta Therapeutics, Inc. on April 29, 2019.
99.2	Press release issued by Magenta Therapeutics, Inc. on May 1, 2019.
99.3	Press release issued by Magenta Therapeutics, Inc. on May 6, 2019.

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.

MAGENTA THERAPEUTICS, INC.

Date: May 6, 2019

By: /s/ Jason Gardner

Title: President and Chief Executive Officer



Magenta Therapeutics Launches Proposed Public Offering

CAMBRIDGE, Mass. – April 29, 2019 – Magenta Therapeutics, Inc. (Nasdaq: MGTA), a clinical-stage biotechnology company developing novel medicines to bring the curative power of stem cell transplant to more patients, today announced that it has launched a proposed public offering of 4,250,000 shares of its common stock.

All shares of common stock will be offered by Magenta. Magenta expects to grant the underwriters a 30-day option to purchase up to an additional 637,500 shares of common stock. Magenta intends to use the net proceeds of the offering to advance its lead conditioning programs through preclinical studies and into Phase 1 clinical trials; to advance its first-line mobilization program, MGTA-145, through Phase 1 and into Phase 2 clinical trials; and to advance its cell therapy program, MGTA-456, through Phase 2 and into Phase 3 clinical trials. The remainder of the net proceeds will be used for research and development, working capital, and general corporate purposes. The proposed offering is subject to market and other conditions, and there can be no assurance as to whether or when the proposed offering may be completed, or as to the actual size or terms of the proposed offering.

J.P. Morgan, Goldman Sachs & Co. LLC and Cowen are acting as joint book running managers for the offering. Wedbush PacGrow is acting as lead manager for the offering.

The proposed offering will be made only by means of a prospectus. A preliminary prospectus supplement and accompanying prospectuses relating to and describing the terms of this offering has been filed with the U.S. Securities and Exchange Commission (the "SEC"). When available, copies of the preliminary prospectus may be obtained from: J.P. Morgan Securities LLC, c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, telephone: 866-803-9204; Goldman Sachs & Co. LLC, Prospectus Department, 200 West Street, New York, NY 10282, telephone: 1-866-471-2526, facsimile: 212-902-9316 or by emailing Prospectus-ny@ny.email.gs.com; Cowen and Company, LLC, c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, Attn: Prospectus Department, telephone: 631-274-2806.

Important Information

A registration statement relating to these securities has been filed with the SEC but has not yet become effective. These securities may not be sold, nor may offers to buy be accepted, prior to the time the registration statement becomes effective. This press release shall not constitute an offer to sell or a solicitation of an offer to buy, nor shall there be any offer or sale of these securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such state or other jurisdiction.

About Magenta Therapeutics

Headquartered in Cambridge, Mass., Magenta Therapeutics is a clinical-stage biotechnology company developing novel medicines for patients with autoimmune diseases, blood cancers and genetic diseases. By

creating a platform focused on critical areas of unmet need, Magenta Therapeutics is pioneering an integrated approach to allow more patients to receive one-time, curative therapies by making the process more effective, safer and easier.

Forward-Looking Statements

This press release contains forward-looking statements that are made pursuant to the safe harbor provisions within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements are any statements that express the current beliefs and expectations of management, including but not limited to statements related to Magenta's ability to complete the financing and its use of proceeds. These and other risks are discussed in Magenta's filings with the SEC, including, without limitation, its Annual Report on Form 10-K, filed on March 19, 2019, and its periodic reports on Form 10-Q and Form 8-K, as well as the risks identified in the registration statement and the preliminary prospectus supplement relating to the offering. Any statements contained herein that do not describe historical facts are forward-looking statements that are subject to risks and uncertainties that could cause actual results, performance and achievements to differ materially from those discussed in such forward-looking statements. Moreover, except as required by law, neither Magenta nor any other person assumes responsibility for the accuracy and completeness of the forward-looking statements included in this press release. Any forward-looking statement included in this press release speaks only as of the date on which it was made. Magenta undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

Contact

Magenta Therapeutics:
Manisha Pai, Vice President, Communications & Investor Relations
617-510-9193
mpai@magentatx.com



Magenta Therapeutics Announces Pricing of Public Offering

CAMBRIDGE, Mass. – May 1, 2019 – Magenta Therapeutics, Inc. (Nasdaq: MGTA), a clinical-stage biotechnology company developing novel medicines to bring the curative power of stem cell transplant to more patients, today announced the pricing of its public offering of 4,250,000 shares of its common stock at a price to the public of \$13.25 per share, for total gross proceeds of approximately \$56.3 million. All shares of common stock will be offered by Magenta. In addition, the underwriters have a 30-day option to purchase from Magenta up to 637,500 additional shares of common stock at the public offering price, less underwriting discounts and commissions. The offering is expected to close on May 6, 2019, subject to customary closing conditions.

J.P. Morgan, Goldman Sachs & Co. LLC and Cowen are acting as joint book running managers for the offering. Wedbush PacGrow is acting as lead manager for the offering.

Important Information

A registration statement relating to the offering has been filed with, and declared effective by, the United States Securities and Exchange Commission ("SEC"). The offering of these shares will be made only by means of a prospectus. Copies of the prospectus can be obtained from: J.P. Morgan Securities LLC, c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, telephone: 866-803-9204; Goldman Sachs & Co. LLC, Prospectus Department, 200 West Street, New York, NY 10282, telephone: 1-866-471-2526, facsimile: 212-902-9316 or by emailing Prospectus-ny@ny.email.gs.com; Cowen and Company, LLC, c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, Attn: Prospectus Department, telephone: 631-274-2806.

This press release does not constitute an offer to sell or a solicitation of an offer to buy, nor will there be any offer or sale of these securities in any state or other jurisdiction in which such offer, solicitation, or sale would be unlawful prior to the registration or qualification under the securities laws of any such state or other jurisdiction.

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This press release contains forward-looking statements that are made pursuant to the safe harbor provisions within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements are any statements that express

the current beliefs and expectations of management, including but not limited to statements related to Magenta's ability to complete the financing and its use of proceeds. These and other risks are discussed in Magenta's filings with the SEC, including, without limitation, its Annual Report on Form 10-K, filed on March 19, 2019, and its periodic reports on Form 10-Q and Form 8-K, as well as the risks identified in the registration statement and the preliminary prospectus supplement relating to the offering. Any statements contained herein that do not describe historical facts are forward-looking statements that are subject to risks and uncertainties that could cause actual results, performance and achievements to differ materially from those discussed in such forward-looking statements. Moreover, except as required by law, neither Magenta nor any other person assumes responsibility for the accuracy and completeness of the forward-looking statements included in this press release. Any forward-looking statement included in this press release speaks only as of the date on which it was made. Magenta undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

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Magenta Therapeutics Announces Closing of Public Offering of Common Stock and Full Exercise of Underwriters' Option to Purchase Additional Shares

CAMBRIDGE, Mass. – May 6, 2019 – Magenta Therapeutics, Inc. (Nasdaq: MGTA), a clinical-stage biotechnology company developing novel medicines to bring the curative power of stem cell transplant to more patients, today announced the closing of its previously announced public offering of 4,887,500 shares of its common stock, including 637,500 shares of common stock sold pursuant to the underwriters' full exercise of their option to purchase additional shares, at a price to the public of \$13.25 per share. The total gross proceeds from the offering (before deducting underwriters' discounts and commissions and estimated offering expenses) are approximately \$64.8 million. All shares of common stock were offered by Magenta.

J.P. Morgan, Goldman Sachs & Co. LLC and Cowen acted as joint book running managers for the offering. Wedbush PacGrow acted as lead manager for the offering.

Important Information

A registration statement relating to the offering has been filed with the United States Securities and Exchange Commission ("SEC") and became effective on May 1, 2019. Copies of the prospectus can be obtained from: J.P. Morgan Securities LLC, c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, telephone: 866-803-9204; Goldman Sachs & Co. LLC, Prospectus Department, 200 West Street, New York, NY 10282, telephone: 1-866-471-2526, facsimile: 212-902-9316 or by emailing Prospectus-ny@ny.email.gs.com; Cowen and Company, LLC, c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, Attn: Prospectus Department, telephone: 631-274-2806.

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