
**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): **May 3, 2023**

MeiraGTx Holdings plc

(Exact name of registrant as specified in its charter)

Cayman Islands
(State or other jurisdiction of incorporation or
organization)

001-38520
(Commission File Number)

98-1448305
(I.R.S. Employer Identification No.)

**450 East 29th Street, 14th Floor
New York, NY 10016**
(Address of principal executive offices) (Zip code)

(646) 860-7985
(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:

- 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
Ordinary Shares, \$0.00003881 par value per share	MGTX	The Nasdaq Global Select 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 1.01. Entry Into a Material Definitive Agreement.

On May 3, 2023, MeiraGTx Holdings plc (the “Company”) entered into a Securities Purchase Agreement with certain accredited investors listed on Schedule 1 thereto (the “Investors”), pursuant to which the Company, in a private placement, agreed to issue and sell to the Investors an aggregate of 10,773,913 ordinary shares, nominal value \$0.00003881 per share, at a purchase price of \$5.75 per share (the “Shares”), for gross proceeds of \$61,949,999.75 before deducting private placement expenses (the “Private Placement”). The closing of the Private Placement occurred on May 5, 2023.

In connection with the Private Placement, the Company also entered into a Registration Rights Agreement, dated May 5, 2023 (the “Registration Rights Agreement”) with the Investors. Pursuant to the terms of the Registration Rights Agreement, the Company is obligated to prepare and file with the Securities and Exchange Commission (the “SEC”) a registration statement to register for resale the Shares on or prior to August 3, 2023.

Perceptive Life Sciences Master Fund Ltd. (“Perceptive Master Fund”), one of the Investors in the Private Placement, and its affiliates own, in the aggregate, more than 10% of the Company’s outstanding shares, and an affiliate of Perceptive Master Fund holds a \$75 million note issued by the Company. Additionally, Ellen Hukkelhoven, Ph.D., a member of the Company’s Board of Directors, is Head of Biotechnology Investments of Perceptive Advisors, LLC, an affiliate of Perceptive Master Fund.

Item 3.02 Unregistered Sales of Equity Securities.

Pursuant to the Private Placement described in Item 1.01 of this Current Report on Form 8-K, which description is incorporated by reference into this Item 3.02 in its entirety, on May 5, 2023, the Company sold the Shares to “accredited investors,” as that term is defined in the Securities Act of 1933, as amended (the “Securities Act”), in reliance on the exemption from registration afforded by Section 4(a)(2) of the Securities Act and corresponding provisions of state securities or “blue sky” laws. Each of the Investors represented that it was acquiring the Shares for investment only and not with a view towards, or for resale in connection with, the public sale or distribution thereof. Accordingly, the Shares have not been registered under the Securities Act and such securities may not be offered or sold in the United States absent registration or an exemption from registration under the Securities Act and any applicable state securities laws.

Neither this Current Report on Form 8-K nor any exhibit attached hereto is an offer to sell or the solicitation of an offer to buy ordinary shares or other securities of the Company.

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.

Date: May 9, 2023

MEIRAGTX HOLDINGS PLC

By: /s/ Richard Giroux

Name: Richard Giroux

Title: Chief Financial Officer and Chief Operating Officer