

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): July 10, 2023

Intensity Therapeutics, Inc.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-41109
(Commission File Number)

46-1488089
(IRS Employer
Identification No.)

61 Wilton Road, 3rd Floor
Westport, CT
(Address of Principal Executive Offices)

06880
(Zip Code)

(203) 221-7381
(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 Exchange on Which Registered:
Common Stock, \$0.0001 par value per share	INTS	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 July 10, 2023, Intensity Therapeutics, Inc. (the "**Company**") announced that in connection with its upsized initial public offering of 3,900,000 shares of its common stock, par value \$0.0001 per share ("**Common Stock**"), as previously reported in a Current Report on Form 8-K filed on July 5, 2023, The Benchmark Company, LLC, as representative of the underwriters (the "**Representative**"), has exercised in full its option to purchase 585,000 additional shares of Common Stock at a public offering price of \$5.00 per share for additional gross proceeds of \$2,925,000. In exchange for the Representative's services, the Company (i) sold the Common Stock to the Representative at a purchase price of \$4.65 per share representing a 7.0% underwriting discount, (ii) paid a non-accountable expense allowance to the Representative equal to 1% of the gross proceeds, and (iii) issued the Representative (or its designees) a warrant to purchase shares of Common Stock representing 7.0% of the number of shares sold in the offering (the "**Representative's Warrant**").

A copy of the press release and a form of the Representative's Warrant are attached as Exhibits 99.1 and 4.1, respectively, to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
4.1	Form of Representative's Warrant (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K, filed with the SEC on July 5, 2023).
99.1	Press Release issued July 10, 2023.

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.

Dated: July 10, 2023

Intensity Therapeutics, Inc.

By: /s/ Lewis H. Bender

Name: Lewis H. Bender

Title: Chief Executive Officer

[Signature Page to the Form 8-K]

Intensity Therapeutics, Inc. Announces the Closing and Full Exercise of the Over-Allotment Option from its Upsized Initial Public Offering, Raising a Total of \$22.425 Million in Gross Proceeds

WESTPORT, Conn. July 10, 2023, – Intensity Therapeutics, Inc. (“Intensity” or the “Company”) (Nasdaq: INTS), a clinical-stage biotechnology company focused on the discovery and development of proprietary, novel immune-based intratumoral cancer therapies designed to kill tumors and increase immune system recognition of cancers, today announced that the underwriters of its previously announced initial public offering have fully exercised their option to purchase an additional 585,000 shares of its common public stock at the IPO offering price of \$5.00 per share, less underwriting discounts and commissions.

The total net proceeds to Intensity from the offering, including proceeds from the exercise of the underwriter’s over-allotment option, after deducting the underwriting discounts, commissions and transaction expenses, were approximately \$18.9 million.

The Benchmark Company and Freedom Capital Markets acted as the joint book-running managers for the offering.

The securities described above were offered by the Company pursuant to a registration statement on Form S-1 (Registration No. 333-260565) that was previously filed with the U.S. Securities and Exchange (the “SEC”) and declared effective on June 29, 2023. This offering was made only by means of a prospectus forming part of the effective registration statement. Copies of the final prospectus can be obtained through the SEC’s website at www.sec.gov or from: The Benchmark Company, LLC, Attention: Prospectus Department, 150 E. 58th Street, 17th floor, New York, NY 10155 at 212-312-6700 or by email at prospectus@benchmarkcompany.com and Freedom Capital Markets, 40 Wall Street, 58th Floor, New York, NY 10005, via email at EquitySyndicate@freedomcapmks.com and via telephone at (800) 786-1469.

This press release shall not constitute an offer to sell or a solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful.

About Intensity Therapeutics

Intensity Therapeutics, Inc. is a clinical-stage biotechnology company pioneering a new immune-based approach to treat solid tumor cancers. Intensity leverages its DfuseRxSM technology platform to create proprietary drug formulations that following direct injection rapidly disperse throughout a tumor and diffuse therapeutic agents into cancer cells. Intensity’s product candidates have the potential to induce an adaptive immune response that not only attacks the injected tumor, but also non-injected tumors. The Company’s lead product candidate, INT230-6, is in development for the treatment of patients with solid tumors, such as sarcoma and breast cancer. Intensity has a clinical collaboration agreement with Merck Sharpe & Dohme (Merck) to evaluate INT230-6 with pembrolizumab. In addition, the Company has a clinical collaboration agreement with Bristol-Myers Squibb to evaluate the combination INT230-6 with Bristol-Myers Squibb’s anti-CTLA-4 antibody, ipilimumab. Intensity has also executed agreements with the Ottawa Hospital Research Institute (OHRI) and the Ontario Institute of Cancer Research (OICR) to study INT230-6 in a randomized controlled neoadjuvant phase 2 study in women with early stage breast cancer (the INVINCIBLE study) (NCT04781725). Additionally, the Company executed a Cooperative Research and Development Agreement (CRADA) with the National Cancer Institute’s (NCI) Vaccine Branch. For more information, please visit www.intensitytherapeutics.com and follow the Company on Twitter @IntensityInc.

Forward-Looking Statements

Certain statements in this press release may constitute “forward-looking statements” within the meaning of the United States Private Securities Litigation Reform Act of 1995, as amended to date. These statements include, but are not limited to, statements relating to the expected trading commencement, closing dates and use of proceeds. We have based these forward-looking statements on our current expectations and projections about future events, nevertheless, actual results or events could differ materially from the plans, intentions and expectations disclosed in, or implied by, the forward-looking statements we make. These risks and uncertainties, many of which are beyond our control, include: the risk that the initial public offering of common stock may not close, as well as other risks described in the section entitled “Risk Factors” in the prospectus, which can be obtained on the SEC website at www.sec.gov. Readers are cautioned not to place undue reliance on the forward-looking statements, which speak only as of the date on which they are made and reflect management’s current estimates, projections, expectations and beliefs. The Company does not plan to update any such forward-looking statements and expressly disclaims any duty to update the information contained in this press release except as required by law.

INVESTOR RELATIONS CONTACT

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