

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 21, 2024

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.)

1 Enterprise Drive, Suite 430
Shelton, CT
(Address of Principal Executive Offices)

06484-4779
(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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On October 21, 2024 (the “Grant Date”), the Board of Directors (the “Board”) of Intensity Therapeutics, Inc. (the “Company”) approved, following the recommendation of the Compensation Committee of the Board, the grant of options (the “Options”) to certain employees of the Company in order to continue to incentivize and retain such employees, including (i) Options to purchase 427,379 shares of the Company’s common stock, par value \$0.0001 per share (the “Common Stock”) to Joseph Talamo, our Chief Financial Officer, and (ii) Options to purchase 70,028 shares of Common Stock to John Wesolowski, our Principal Accounting Officer and Controller. The Options were granted on the Grant Date pursuant to the Company’s 2021 Stock Incentive Plan. The Options are exercisable for \$3.44 per share, the fair market value of the Common Stock on the Grant Date, and vest in five equal annual installments beginning on the Grant Date.

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: October 23, 2024

Intensity Therapeutics, Inc.

By: /s/ Lewis H. Bender

Name: Lewis H. Bender

Title: Chief Executive Officer