

**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): March 31, 2023**

**Tracon Pharmaceuticals, Inc.**

(Exact name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-36818**  
(Commission File Number)

**34-2037594**  
(IRS Employer  
Identification No.)

**4350 La Jolla Village Drive, Suite 800**  
**San Diego, California**  
(Address of Principal Executive Offices)

**92122**  
(Zip Code)

**Registrant's Telephone Number, Including Area Code: (858) 550-0780**

(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
Common Stock, par value \$0.001 per share	TCON	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 1.01 Entry into a Material Definitive Agreement.**

On April 5, 2023, TRACON Pharmaceuticals, Inc. (the “Company”) entered into a second amendment with effect from March 31, 2023 (the “Loan Amendment”) to the loan and security agreement, dated as of September 2, 2022 and amended December 22, 2022 (the “RGC Loan Agreement”), by and among the Company, each party to the RGC Loan Agreement from time to time a borrower thereunder, the lenders from time to time a party thereto and Runway Growth Finance Corp., as administrative agent and collateral agent for the lenders (“Lender”). The Loan Amendment amends the RGC Loan Agreement to, among other things, provide for the following terms: on or before April 15, 2023, if the Company has raised at least \$25.0 million in net cash proceeds from certain equity or debt transactions prior to making such request, Lender may, in its sole and absolute discretion, allow or deny loaning to the Company an aggregate principal amount of \$10.0 million, with the full amount funded in a single disbursement. If the loan described above is not made by April 15, 2023, the maturity date will be April 15, 2023, the RGC Loan Agreement will terminate on that date, and the Company will not be obligated to pay the prepayment fee described in the RGC Loan Agreement but the final payment fee described in the RGC Loan Agreement will become immediately due and payable.

All other material terms, including the interest-only period and covenants in the RGC Loan Agreement remain unchanged.

The foregoing summary of the material terms of the Loan Amendment does not purport to be complete and is subject to, and qualified in its entirety by, the full text of the Loan Amendment, a copy of which will be filed with the Company’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2023.

### **Forward-Looking Statements**

Statements made in this Current Report on Form 8-K regarding matters that are not historical facts are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Because such statements are subject to risks and uncertainties, actual results may differ materially from those expressed or implied by such forward-looking statements. Such statements include, but are not limited to, the availability of additional amounts under the RGC Loan Agreement. Risks that could cause actual results to differ from those expressed in these forward-looking statements include: risks associated with the Company’s ability to meet the conditions required to receive loans under the RGC Loan Agreement; clinical development and regulatory approval of novel pharmaceutical product candidates; whether the Company or others will be able to complete or initiate clinical trials on the Company’s expected timelines, if at all, including due to risks associated with the COVID-19 pandemic and macroeconomic events, such as the ongoing military conflict between Ukraine and Russia and related sanctions; recent and potential future disruptions in access to bank deposits or lending commitments due to bank failures; the fact that the Company has limited control over whether or when third party collaborators complete on-going trials or initiate additional trials of the Company’s product candidates; whether the Company will be able to enter into additional collaboration agreements on favorable terms or at all; the Company’s reliance on third parties for the development of its product candidates, including the conduct of its clinical trials and manufacture of its product candidates; the results of the Company’s arbitration with I-Mab Biopharma, including whether the Company obtains an award in such arbitration; and other risks described in the Company’s filings with the Securities and Exchange Commission under the heading “Risk Factors”. All forward-looking statements contained in this Current Report on Form 8-K speak only as of the date on which they were made and are based on management’s assumptions and estimates as of such date. The Company undertakes no obligation to update such statements to reflect events that occur or circumstances that exist after the date on which they were made.

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## 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.

**TRACON Pharmaceuticals, Inc.**

Date: April 6, 2023

By: /s/ Charles Theuer, M.D., Ph.D.

Charles Theuer, M.D., Ph.D.

*President and Chief Executive Officer*

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