

**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): August 11, 2026

Tango Therapeutics, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-39485
(Commission
File Number)

85-1195036
(IRS Employer
Identification No.)

**201 Brookline Ave., Suite 901
Boston, MA**
(Address of Principal Executive Offices)

02215
(Zip Code)

Registrant's Telephone Number, Including Area Code: 857-320-4900

N/A
(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	TNGX	The Nasdaq Global 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 8.01 Other Events.

As previously disclosed, on November 21, 2025, Tango Therapeutics, Inc. (the “Company”) entered into a Sales Agreement (the “Sales Agreement”) with Leerink Partners LLC (the “Sales Agent”), with respect to an at-the-market offering program pursuant to which the Company may offer and sell, from time to time at its sole discretion, shares of its common stock, par value \$0.001 per share (the “Common Stock”), through the Sales Agent. The Company previously filed a registration statement on Form S-3ASR (File No. 333-291684) (the “Registration Statement”) with the Securities and Exchange Commission on November 21, 2025, which included a sales agreement prospectus supplement relating to the offer and sale of shares of Common Stock having an aggregate offering price of up to \$100,000,000 (the “Shares”) pursuant to the Sales Agreement (the “Prior Prospectus Supplement”). As of the date hereof, the Company has sold an aggregate amount of approximately \$64,389,566 of Shares under the Prior Prospectus Supplement, and an aggregate amount of approximately \$35,610,434 of Shares remain unsold under the Prior Prospectus Supplement.

On August 11, 2026, the Company filed an additional prospectus supplement relating to the offer and sale of shares of Common Stock having an aggregate offering price of up to \$400,000,000 (the “New Prospectus Supplement Shares”) pursuant to the Sales Agreement, which includes approximately \$35,610,434 of unsold Shares under the Prior Prospectus Supplement. Accordingly, the offering pursuant to the Prior Prospectus Supplement has been terminated, and the Company will not make any further offer or sale of Shares pursuant to the Prior Prospectus Supplement. The New Prospectus Supplement Shares to be offered and sold under the Sales Agreement, if any, will be offered and sold pursuant to the Registration Statement, which became automatically effective upon filing. Goodwin Procter LLP, counsel to the Company, has issued a legal opinion relating to the New Prospectus Supplement Shares. A copy of such legal opinion, including the consent included therein, is attached as Exhibit 5.1 hereto.

This Current Report on Form 8-K shall not constitute an offer to sell or solicitation of an offer to buy any New Prospectus Supplement Shares, nor shall there be any offer, solicitation or sale of the New Prospectus Supplement Shares in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities law of such state or jurisdiction.

Item 9.01 Financial Statements and Exhibits.**(d) Exhibits.**

Exhibit No.	Description
5.1	Opinion of Goodwin Procter LLP.
23.1	Consent of Goodwin Procter LLP (included in Exhibit 5.1).
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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.

Tango Therapeutics, Inc.

Date: August 11, 2026

By: /s/ Matthew Gall
Matthew Gall
Chief Financial Officer

August 11, 2026

Tango Therapeutics, Inc.
201 Brookline Ave., Suite 901
Boston, MA 02215

Re: Securities Registered under Registration Statement on Form S-3ASR

We have acted as counsel to you in connection with your filing of a Registration Statement on Form S-3ASR (File No. 333-291684) (as amended or supplemented, the "Registration Statement") filed on November 21, 2025 with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), relating to the registration of the offering by Tango Therapeutics, Inc., a Delaware corporation (the "Company") of an indeterminate amount of any combination of securities of the types specified therein. The Registration Statement became automatically effective upon filing on November 21, 2025. Reference is made to our opinion letter dated November 21, 2025 and included as Exhibit 5.1 to the Registration Statement. We are delivering this supplemental opinion letter in connection with the prospectus supplement (the "Prospectus Supplement") filed on August 11, 2026 by the Company with the Commission pursuant to Rule 424 under the Securities Act. The Prospectus Supplement relates to the offering by the Company of up to \$400,000,000 in shares (the "Shares") of the Company's common stock, par value \$0.001 per share ("Common Stock") covered by the Registration Statement. The Shares are being offered and sold by the sales agent named in, and pursuant to, a sales agreement between the Company and such sales agent.

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinion set forth below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinion set forth below, on certificates of officers of the Company.

For purposes of the opinion set forth below, we have assumed that the Shares are issued for a price per share equal to or greater than the minimum price authorized by the Company's board of directors (or a duly authorized committee of the board of directors) prior to the date hereof (the "Minimum Price") and that no event occurs that causes the number of authorized shares of Common Stock available for issuance by the Company to be less than the number of then unissued Shares that may be issued for the Minimum Price.

For purposes of the opinion set forth below, we refer to the following as "Future Approval and Issuance": (a) the approval by the Company's board of directors (or a duly authorized committee of the board of directors) of the issuance of the Shares (the "Approval") and (b) the issuance of the Shares in accordance with the Approval and the receipt by the Company of the consideration (which shall not be less than the par value of such Shares) to be paid in accordance with the Approval.

The opinion set forth below is limited to the Delaware General Corporation Law.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, upon Future Approval and Issuance, will be validly issued, fully paid and nonassessable.

This opinion is being furnished to you for submission to the Commission as an exhibit to the Company's Current Report on Form 8-K relating to the Shares (the "Current Report"), which is incorporated by reference in the Registration Statement. We hereby consent to the filing of this opinion letter as an exhibit to the Current Report and its incorporation by reference and the reference to our firm in that report. In giving our consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

/s/ Goodwin Procter LLP

GOODWIN PROCTER LLP