

**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): November 18, 2025

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

(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 1.01 Entry into a Material Definitive Agreement.

On November 21, 2025, Tango Therapeutics, Inc. (the “Company”) entered into a Sales Agreement (the “Sales Agreement”) with Leerink Partners LLC (the “Agent”), pursuant to which the Company may sell, from time to time, at its option, shares of the Company’s common stock, \$0.001 par value per share (the “Shares”), through the Agent, as sales agent (the “ATM Offering”). Pursuant to the prospectus supplement (the “ATM Prospectus Supplement”) filed with the Securities and Exchange Commission (the “SEC”) on November 21, 2025, the Company may sell up to an aggregate of \$100,000,000 of shares of its common stock.

Any Shares to be offered and sold under the Sales Agreement will be issued and sold by methods deemed to be an “at the market offering” as defined in Rule 415(a)(4) promulgated under the Securities Act of 1933, as amended, or in negotiated transactions, if authorized by the Company. On November 21, 2025, the Company filed the ATM Prospectus Supplement with the SEC in connection with the offer and sale of the Shares pursuant to the Sales Agreement. The legal opinion of Goodwin Procter LLP relating to the legality of the issuance and sale of the Shares pursuant to the ATM Offering is attached as Exhibit 5.2 to the Registration Statement and is incorporated by reference herein.

Subject to the terms of the Sales Agreement, the Agent will use commercially reasonable efforts to sell the Shares from time to time, based upon the Company’s instructions (including any price, time or size limits or other customary parameters or conditions the Company may impose). The Company cannot provide any assurances that it will issue any Shares pursuant to the Sales Agreement. The Company will pay the Agents a commission of up to 3.0% of the gross sales price per share of common stock sold under the Sales Agreement, if any. The Company has also agreed to provide the Agent with customary indemnification rights.

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

The foregoing description of the Sales Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Sales Agreement, which is attached as Exhibit 1.2 to the Registration Statement and is incorporated by reference herein.

Item 1.02 Termination of a Material Definitive Agreement.

As previously disclosed, on September 1, 2022, the Company entered into an Open Market Sales AgreementSM (the “Jefferies Sales Agreement”) with Jefferies LLC (“Jefferies”), as sales agent, to sell, at its option, shares of the Company’s common stock, \$0.001 par value per share, from time to time, through Jefferies, as the Company’s sales agent (the “2022 ATM Program”). Pursuant to the Registration Statement on Form S-3 (File No. 333-267224) filed with the SEC on September 1, 2022, which was declared effective on September 12, 2022 (the “2022 Registration Statement”), and a prospectus supplement included therein, and to the Registration Statement on Form S-3 (File No. 333-287202), filed with the SEC on May 12, 2025, which was declared effective on May 21, 2025, and a prospectus supplement included therein, the Company could sell up to an aggregate of \$100,000,000 of shares of its common stock (the “Jefferies ATM Shares”).

On November 18, 2025, the Company delivered written notice to Jefferies to terminate the Jefferies Sales Agreement, effective as of November 21, 2025, pursuant to Section 7(b)(i) thereof. The Company is not subject to any termination penalties related to the termination of the Jefferies Sales Agreement. As a result of the termination of the Jefferies Sales Agreement, the Company will not offer or sell any further shares under the 2022 ATM Program.

A copy of the Jefferies Sales Agreement was filed as Exhibit 1.2 to the 2022 Registration Statement. The description of the Jefferies Sales Agreement contained in this Current Report on Form 8-K does not purport to be complete and is qualified in its entirety by reference to the copy of the Jefferies Sales Agreement filed as Exhibit 1.2 to the 2022 Registration Statement.

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.

TANGO THERAPEUTICS, INC.

Dated: November 21, 2025

By: /s/ Daniella Beckman

Name: Daniella Beckman

Title: Chief Financial Officer