Table of Contents

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended June 30, 2026

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission File Number: 001-40631

Caribou Biosciences, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware	**45-3728228**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
2929 7th Street, Suite 105 **Berkeley, California**	**94710**
(Address of principal executive offices)	**(Zip Code)**

Registrant's telephone number, including area code: (510) 982-6030

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 $0.0001 per share	CRBU	The Nasdaq Global Select Market

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	☒	Smaller reporting company	☒
		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. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of August 7, 2026, the registrant had 107,207,513 shares of common stock, $0.0001 par value per share, outstanding.

Table of Contents

		Page
PART I.	FINANCIAL INFORMATION	1
Item 1.	Financial Statements (Unaudited)	1
	Condensed Consolidated Balance Sheets	1
	Condensed Consolidated Statements of Operations and Comprehensive Loss	2
	Condensed Consolidated Statements of Stockholders' Equity	3
	Condensed Consolidated Statements of Cash Flows	4
	Notes to Unaudited Condensed Consolidated Financial Statements	5
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations	19
Item 3.	Quantitative and Qualitative Disclosures About Market Risk	30
Item 4.	Controls and Procedures	30
PART II.	OTHER INFORMATION	31
Item 1.	Legal Proceedings	31
Item 1A.	Risk Factors	31
Item 2.	Unregistered Sales of Equity Securities, Use of Proceeds, and Issuer Purchases of Equity Securities	31
Item 5.	Other Information	31
Item 6.	Exhibits	32
Signatures		33

PART I—FINANCIAL INFORMATION

Item 1. Financial Statements.

CARIBOU BIOSCIENCES, INC. AND ITS SUBSIDIARIES
Condensed Consolidated Balance Sheets
(Unaudited)
(in thousands, except share and per share amounts)

	June 30, 2026	December 31, 2025
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	$ 26,194	$ 12,360
Marketable securities, short-term	86,120	126,980
Accounts receivable	203	69
Contract assets	603	1,006
Other receivables	1,135	1,904
Prepaid expenses and other current assets	2,340	2,913
Total current assets	116,595	145,232
NON-CURRENT ASSETS		
Marketable securities, long-term	1,504	3,505
Property and equipment, net	5,499	6,760
Operating lease, right of use assets	17,035	17,670
Other assets	2,141	2,200
TOTAL ASSETS	$ 142,774	$ 175,367
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Accounts payable	$ 3,080	$ 5,783
Accrued expenses and other current liabilities	13,145	16,535
Operating lease liabilities, current	1,377	1,201
Deferred revenue	372	1,895
Total current liabilities	17,974	25,414
LONG-TERM LIABILITIES		
Deferred revenue, net of current portion	1,420	1,752
Operating lease liabilities, non-current	25,278	26,026
Total liabilities	44,672	53,192
COMMITMENTS AND CONTINGENCIES (Note 8)		
STOCKHOLDERS' EQUITY		
Common stock, par value $0.0001 per share, 300,000,000 shares authorized as of June 30, 2026, and December 31, 2025; 105,995,653 and 95,143,690 shares issued and outstanding as of June 30, 2026, and December 31, 2025, respectively	11	9
Additional paid-in-capital	744,044	718,578
Accumulated other comprehensive (loss) income	(71)	103
Accumulated deficit	(645,882)	(596,515)
Total stockholders' equity	98,102	122,175
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 142,774	$ 175,367

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

CARIBOU BIOSCIENCES, INC. AND ITS SUBSIDIARIES
Condensed Consolidated Statements of Operations and Comprehensive Loss
(Unaudited)
(in thousands, except share and per share amounts)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
Licensing and other third-party revenue (including zero from a related party for each of the three- and six-month periods ended June 30, 2026, and $622 and $1,243 from a related party for the three and six months ended June 30, 2025, respectively)	$ 1,499	$ 2,667	$ 3,896	$ 5,020
Operating expenses:				
Research and development	18,942	27,692	39,553	63,223
General and administrative	7,896	10,403	15,962	20,138
Impairment charges	—	12,150	—	12,150
Total operating expenses	26,838	50,245	55,515	95,511
Loss from operations	(25,339)	(47,578)	(51,619)	(90,491)
Other income (expense)				
Impairment of equity investment	—	(9,158)	—	(9,158)
Other income, net	1,057	2,638	2,252	5,560
Total other income (expense)	1,057	(6,520)	2,252	(3,598)
Net loss	(24,282)	(54,098)	(49,367)	(94,089)
Other comprehensive loss				
Net unrealized loss on available-for-sale marketable securities, net of tax	(48)	(127)	(174)	(215)
Net comprehensive loss	$ (24,330)	$ (54,225)	$ (49,541)	$ (94,304)
Net loss per share, basic and diluted	$ (0.24)	$ (0.58)	$ (0.50)	$ (1.01)
Weighted-average common shares outstanding, basic and diluted	100,985,698	93,028,698	98,437,862	92,855,060

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

CARIBOU BIOSCIENCES, INC. AND ITS SUBSIDIARIES
Condensed Consolidated Statements of Stockholders' Equity
(Unaudited)
(in thousands, except share amounts)

	Common Stock		Additional Paid-In Capital	Accumulated Other Comprehensive (Loss) Income	Accumulated Deficit	Total Stockholders' Equity
	Shares	Amount				
BALANCE—December 31, 2025	95,143,690	$ 9	$ 718,578	$ 103	$ (596,515)	$ 122,175
Issuances of common stock under ESPP	348,411	—	468	—	—	468
Issuances of common stock on exercise of options	6,200	—	9	—	—	9
Issuances of common stock in connection with ATM offering, net of offering expenses	1,078,768	1	2,219	—	—	2,220
Issuances of common stock upon vesting of RSUs	374,165	—	—	—	—	—
Stock-based compensation expense	—	—	2,357	—	—	2,357
Net loss	—	—	—	—	(25,085)	(25,085)
Other comprehensive loss	—	—	—	(126)	—	(126)
BALANCE—March 31, 2026	96,951,234	$ 10	$ 723,631	$ (23)	$ (621,600)	$ 102,018
Issuances of common stock on exercise of options	9,256	—	12	—	—	12
Issuances of common stock in connection with ATM offering, net of offering expenses	9,006,276	1	17,924	—	—	17,925
Issuances of common stock upon vesting of RSUs	28,887	—	—	—	—	—
Stock-based compensation expense	—	—	2,477	—	—	2,477
Net loss	—	—	—	—	(24,282)	(24,282)
Other comprehensive loss	—	—	—	(48)	—	(48)
BALANCE—June 30, 2026	105,995,653	$ 11	$ 744,044	$ (71)	$ (645,882)	$ 98,102
BALANCE—December 31, 2024	92,378,577	$ 9	$ 701,077	$ 255	$ (448,390)	$ 252,951
Issuances of common stock under ESPP	408,282	—	468	—	—	468
Issuances of common stock upon vesting of RSUs	217,743	—	—	—	—	—
Stock-based compensation expense	—	—	3,882	—	—	3,882
Net loss	—	—	—	—	(39,991)	(39,991)
Other comprehensive loss	—	—	—	(88)	—	(88)
BALANCE—March 31, 2025	93,004,602	$ 9	$ 705,427	$ 167	$ (488,381)	$ 217,222
Issuances of common stock on exercise of options	15,000	—	6	—	—	6
Issuances of common stock upon vesting of RSUs	103,637	—	—	—	—	—
Stock-based compensation expense	—	—	3,129	—	—	3,129
Net loss	—	—	—	—	(54,098)	(54,098)
Other comprehensive loss	—	—	—	(127)	—	(127)
BALANCE—June 30, 2025	93,123,239	$ 9	$ 708,562	$ 40	$ (542,479)	$ 166,132

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

CARIBOU BIOSCIENCES, INC. AND ITS SUBSIDIARIES
Condensed Consolidated Statements of Cash Flows
(Unaudited)
(in thousands)

	Six Months Ended June 30,	
	2026	**2025**
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	$ (49,367)	$ (94,089)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	1,274	2,332
Gain on disposal of fixed assets	—	(25)
Non-cash consideration for licensing and other third-party revenue	—	(9)
Change in fair value of equity securities	—	(4)
Stock-based compensation expense	4,834	7,011
Change in fair value of success payments liability	—	(785)
Accretion of discounts on investments in marketable securities, net	(313)	(745)
Impairment charges	—	12,150
Impairment of equity investment	—	9,158
Non-cash lease expense	636	965
Changes in operating assets and liabilities:		
Accounts receivable	(134)	194
Contract assets	403	405
Other receivables	769	(129)
Prepaid expenses and other current assets	574	811
Other assets	13	1,896
Accounts payable	(2,643)	774
Accrued expenses and other current liabilities	(3,390)	(2,413)
Deferred revenue, current and long-term	(1,855)	(1,845)
Operating lease liabilities	(572)	(635)
Net cash used in operating activities	(49,771)	(64,983)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Proceeds from sales and maturities of marketable securities	85,587	122,628
Purchases of marketable securities	(42,587)	(47,751)
Purchases of property and equipment	(73)	(1,460)
Net cash provided by investing activities	42,927	73,417
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from exercise of stock options	21	6
Proceeds from issuances of common stock under ESPP	468	468
Proceeds from issuances of common stock related to ATM, net of offering expenses	20,143	—
Net cash provided by financing activities	20,632	474
NET INCREASE IN CASH, CASH EQUIVALENTS, AND RESTRICTED CASH	13,788	8,908
CASH, CASH EQUIVALENTS, AND RESTRICTED CASH — BEGINNING OF PERIOD	12,406	16,339
CASH, CASH EQUIVALENTS, AND RESTRICTED CASH — END OF PERIOD	$ 26,194	$ 25,247
RECONCILIATION OF CASH, CASH EQUIVALENTS, AND RESTRICTED CASH		
Cash and cash equivalents	$ 26,194	$ 25,201
Restricted cash	—	46
CASH, CASH EQUIVALENTS, AND RESTRICTED CASH ON THE BALANCE SHEET	$ 26,194	$ 25,247
SUPPLEMENTAL SCHEDULE OF NON-CASH INVESTING AND FINANCING ACTIVITIES:		
Purchases of property and equipment included in accounts payable and accrued expenses	$ —	$ 67

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

CARIBOU BIOSCIENCES, INC. AND ITS SUBSIDIARIES
Notes to Condensed Consolidated Financial Statements
(Unaudited)

1. Description of the Business, Organization, and Liquidity

Business and Organization

Caribou Biosciences, Inc. ("Company" or "we") is a clinical-stage **C**lustered **R**egularly **I**nterspaced **S**hort **P**alindromic **R**epeats ("CRISPR") genome-editing biopharmaceutical company dedicated to developing transformative therapies for patients with devastating diseases. Our genome-editing platform is based on our novel chRDNA (**C**RISPR **h**ybrid **R**NA-**DNA**, pronounced "chardonnay") technology, which enables more precise genome editing of allogeneic cell therapies. Our allogeneic, or off-the-shelf, chimeric antigen receptor ("CAR")-T ("CAR-T") cell therapy product candidates are manufactured in advance with cells from healthy donors, with the goal of enabling broad patient access, rapid patient treatment, and increased manufacturing scale. We use our chRDNA technologies to armor our allogeneic CAR-T cell therapies through multiple genome-editing strategies, such as checkpoint disruption and immune cloaking, to enhance activity against hematologic malignancies.

We incorporated in October 2011 as a Delaware corporation and are headquartered in Berkeley, California. We have four wholly owned subsidiaries that hold interests in our equity investments and do not have operating activities.

Liquidity

We have incurred operating losses and negative cash flows from operations since our inception and we had an accumulated deficit of $645.9 million as of June 30, 2026. During the six months ended June 30, 2026, we incurred a net loss of $49.4 million and used $49.8 million of cash in operating activities. We expect to continue to incur substantial losses, and our ability to achieve and sustain profitability will depend on the successful development, regulatory approval, and commercialization of our CAR-T cell therapy product candidates and on our ability to generate sufficient revenue to support our cost structure. We may never achieve profitability and, unless and until we do, we will need to continue to raise additional capital. Our management expects that existing cash, cash equivalents, and marketable securities of $113.8 million as of June 30, 2026, will be sufficient to fund our current operating plan for at least the next 12 months from the date this Quarterly Report on Form 10-Q ("Form 10-Q") is filed with the Securities and Exchange Commission ("SEC").

2. Summary of Significant Accounting Policies

There have been no changes to the significant accounting policies disclosed in Note 2 to the annual consolidated financial statements for the year ended December 31, 2025, included in our Annual Report on Form 10-K ("Form 10-K").

Basis of Presentation and Principles of Consolidation

Our unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States ("U.S. GAAP") and include our accounts and the accounts of our wholly owned subsidiaries. All intercompany accounts and transactions are eliminated in consolidation. Certain prior period amounts in our consolidated financial statements have been reclassified to conform to current period presentation.

Use of Estimates

The preparation of unaudited condensed consolidated financial statements in conformity with U.S. GAAP requires our management to make estimates and assumptions that affect the reported amounts of assets and liabilities; the disclosure of contingent assets and liabilities at the date of our unaudited condensed consolidated financial statements; and the reported amounts of revenue, income, and expenses for the applicable reporting period. Significant estimates and assumptions made in the accompanying unaudited condensed consolidated financial statements include, but are not limited to, estimates related to revenue recognition, impairment of long-lived assets, impairment of equity investment, stock-based compensation expense, and accrued research and development expenses. Our management evaluates its estimates and assumptions on an ongoing basis using historical experience and various other assumptions that they believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ materially from those estimates.

Concentrations of Credit Risk and Other Uncertainties

Financial instruments that potentially subject us to concentration of credit risk consist primarily of cash and cash equivalents and investments in marketable securities. Substantially all our cash and cash equivalents are deposited in accounts at four financial institutions, and our account balances exceed federally insured limits. We mitigate the risks by investing only in high-grade instruments, limiting our exposure to any single issuer, and monitoring the ongoing creditworthiness of these financial institutions and issuers.

Third parties that represent 10% or more of our revenue were as follows:

	Revenue		Revenue	
	Three Months Ended		Six Months Ended	
	June 30, 2026	June 30, 2025	June 30, 2026	June 30, 2025
Party A	41.5 %	23.3 %	31.9 %	24.8 %
Party B	31.5 %	21.8 %	24.7 %	19.4 %
Party C	15.2 %	*	*	*
Party D	*	37.5 %	*	19.9 %
Party E	*	*	15.8 %	12.3 %
Party F	*	*	*	*
Party G	*	*	*	*
Party H	*	*	*	*
Total	88.2 %	82.6 %	72.4 %	76.4 %

*Less than 10%

We monitor economic conditions to identify facts or circumstances that may indicate if any of our accounts receivable are not collectible or if contract assets should be impaired. No allowance for credit losses or contract asset impairment was recorded as of June 30, 2026, or December 31, 2025.

Recent Accounting Pronouncements Not Yet Adopted

In November 2024, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2024-03, Income Statement - Reporting Comprehensive Income - Expense Disaggregation (Subtopic 220-40): Disaggregation of Income Statement Expenses. The amendments in ASU 2024-03 require a public business entity to disclose specific information about certain costs and expenses in the notes to its financial statements for interim and annual reporting periods. The objective of the disclosure requirements is to provide disaggregated information about a public business entity’s expenses to help investors (i) better understand the entity’s performance; (ii) better assess the entity’s prospects for future cash flows; and (iii) compare an entity’s performance over time and with that of other entities. ASU 2024-03 is effective for fiscal years beginning after December 15, 2026, and for interim periods within fiscal years beginning after December 15, 2027, with early adoption permitted. We are currently evaluating the impact of the adoption of ASU 2024-03.

In September 2025, the FASB issued ASU No. 2025-06 - Intangibles - Goodwill and Other - Internal-Use Software (Subtopic 350-40): Targeted Improvements to the Accounting for Internal-Use Software. The amendments in ASU 2025-06 remove all references to prescriptive and sequential software development stages. This ASU requires entities to begin capitalizing software costs when management authorizes and commits to funding the software project, and it is probable that the project will be completed and the software will be used for its intended purpose. ASU 2025-06 is effective for fiscal years beginning after December 15, 2027, with early adoption permitted. We are currently evaluating the impact of the adoption of ASU 2025-06.

In December 2025, the FASB issued ASU 2025-11 - Interim Reporting (Topic 270): Narrow-Scope Improvements. The amendments in ASU 2025-11 provide clarifications intended to improve the consistency and usability of interim disclosure requirements, including a comprehensive listing of required interim disclosures and a new disclosure principle for reporting material events occurring after the most recent annual financial reporting period. ASU 2025-11 is effective for fiscal years beginning after December 15, 2027, and interim periods within those fiscal years, with early adoption permitted. We are currently evaluating the impact of the adoption of ASU 2025-11.

3. Fair Value Measurements and Fair Value of Financial Instruments

We classify fair value-based measurements using a three-level hierarchy that prioritizes the inputs used to measure fair value. This hierarchy requires entities to maximize the use of observable inputs and minimize the use of unobservable inputs. The three levels of inputs used to measure fair value are as follows: Level 1, quoted market prices (unadjusted) in active markets for identical assets or liabilities; Level 2, observable inputs other than quoted market prices included in Level 1, such as quoted market prices for markets that are not active or other inputs that are observable or can be corroborated by observable market data; and Level 3, unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities, including certain pricing models, discounted cash flow methodologies and similar techniques that use significant unobservable inputs. Changes in the ability to observe valuation inputs may result in a reclassification of levels of certain securities within the fair value hierarchy. We recognize transfers into and out of levels within the fair value hierarchy in the period in which the actual event or change in circumstances that caused the transfer occurs. No such transfers occurred during the six months ended June 30, 2026, and June 30, 2025.

Recurring Measurements

The following table sets forth our financial instruments that were measured at fair value on a recurring basis by level within the fair value hierarchy (in thousands):

	Fair Value Measurements as of June 30, 2026			
	Total	Level 1	Level 2	Level 3
Assets:				
U.S. Treasury bills	$ 47,738	$ 47,738	$ —	$ —
U.S. government agency bonds	25,680	—	25,680	—
Commercial paper ($11,964 included in cash and cash equivalents)	20,563		20,563	—
Money market fund investments (included in cash and cash equivalents)	14,230	14,230		—
Corporate debt securities	5,607	—	5,607	—
Total fair value of assets	$ 113,818	$ 61,968	$ 51,850	$ —

	Fair Value Measurements as of December 31, 2025			
	Total	Level 1	Level 2	Level 3
Assets:				
U.S. Treasury bills	$ 86,964	$ 86,964	$ —	$ —
U.S. government agency bonds	28,717	—	28,717	—
Money market fund investments (included in cash and cash equivalents)	11,361	11,361	—	—
Corporate debt securities	8,663	—	8,663	—
Commercial paper ($999 included in cash and cash equivalents)	7,140	—	7,140	—
Total fair value of assets	$ 142,845	$ 98,325	$ 44,520	$ —

The fair value and amortized cost of cash equivalents and available-for-sale marketable securities by major security type as of June 30, 2026, and December 31, 2025, are presented in the following tables (in thousands):

	As of June 30, 2026			
	Amortized Cost Basis	Unrealized Gains	Unrealized Losses	Estimated Fair Value
U.S. Treasury bills	$ 47,766	$ 4	$ (32)	$ 47,738
U.S. government agency bonds	25,711	—	(31)	25,680
Commercial paper ($11,964 included in cash and cash equivalents)	20,566	—	(3)	20,563
Money market fund investments (included in cash and cash equivalents)	14,230	—	—	14,230
Corporate debt securities	5,615	—	(8)	5,607
Total cash equivalents and marketable securities	$ 113,888	$ 4	$ (74)	$ 113,818
Classified as:				
Cash and cash equivalents				$ 26,194
Marketable securities, short-term				86,120
Marketable securities, long-term				1,504
Total cash equivalents and marketable securities				$ 113,818

	As of December 31, 2025			
	Amortized Cost Basis	Unrealized Gains	Unrealized Losses	Estimated Fair Value
U.S. Treasury bills	$ 86,872	$ 92	$ —	$ 86,964
U.S. government agency bonds	28,707	12	(2)	28,717
Money market fund investments (included in cash and cash equivalents)	11,361	—	—	11,361
Corporate debt securities	8,663	2	(2)	8,663
Commercial paper ($999 included in cash and cash equivalents)	7,139	1	—	7,140
Total cash equivalents and marketable securities	$ 142,742	$ 107	$ (4)	$ 142,845
Classified as:				
Cash and cash equivalents				$ 12,360
Marketable securities, short-term				126,980
Marketable securities, long-term				3,505
Total cash equivalents and marketable securities				$ 142,845

We reviewed each of our marketable securities as of June 30, 2026, and December 31, 2025, and concluded that any decline in fair value was not related to credit losses and was recoverable. Accordingly, no allowance for credit losses was recorded and the unrealized losses are reported as a component of accumulated other comprehensive (loss) income.

Nonrecurring Measurements

On May 15, 2020, we entered into an Exclusive License Agreement for Veterinary Therapeutics (as amended, "Edge chRDNA License Agreement") with Edge Animal Health ("Edge"), a related party private company, under which we granted Edge an exclusive worldwide license to our Cas9 and Cas12a chRDNA intellectual property and know-how in a defined field of veterinary therapeutics. As consideration for this license agreement, we received 7,500,000 shares of convertible preferred stock ("Edge Stock") with an estimated fair value of $7.5 million, which was based on the price per share paid for similar shares by another investor, and which was an arm's length transaction. In June 2024, we received 1,623,275 additional shares of convertible preferred stock pursuant to anti-dilution rights of the Edge chRDNA License Agreement with an estimated fair value of $1.6 million, based on management's best estimate and judgment. We elected to apply the measurement alternative under Accounting Standards Codification ("ASC") Topic 321, Investments - Equity Securities ("ASC 321") for an equity security without a readily determinable fair value. Accordingly, this investment is carried at its cost minus impairment, if any, and is classified within Level 3 of the fair value hierarchy. If we identify observable price changes in orderly transactions for this investment or a similar investment, we will measure the investment at fair value as of the date that the observable transactions or events occurred.

As part of the preparation of our financial statements for the second quarter of 2025, we assessed potential indicators of impairment of our Edge Stock. As part of our assessment, we considered Edge's planned operating cash flow requirements, available capital to fund those requirements, and ability to secure additional capital if needed as indicators of impairment. During the second quarter of 2025, we determined that impairment indicators existed, and the fair value of our Edge Stock was zero; as a result, as of June 30, 2025, our Edge Stock was fully impaired and no balance remained. We recorded an impairment expense of $9.2 million as "impairment of equity investment" in our unaudited condensed consolidated statements of operations and comprehensive loss for each of the three- and six-month periods ended June 30, 2025.

4. Significant Agreements

Since December 31, 2025, there have been no material changes to the key terms of our ongoing significant agreements. See Note 4 to the consolidated financial statements included in our Form 10-K for additional information about our ongoing significant agreements.

Our ongoing significant agreements may include nonrefundable, upfront payments; annual license maintenance fees; sublicensing fees; obligations to reimburse for patent prosecution and maintenance fees; success payments; regulatory clinical and commercial milestones; and royalty payments. Our obligation to make such payments is contingent on milestones being achieved, licensed products being commercialized, and the agreements remaining in effect.

As of June 30, 2026, certain license and assignment agreements included potential future payments from us for development, regulatory, and sales milestones totaling approximately $48.9 million.

5. Revenue

Disaggregation of Revenue

We disaggregate revenue by geographical market based on the location of research and development activities of our licensees and other third parties. The following table is a summary of revenue by geographic location for the three and six months ended June 30, 2026, and June 30, 2025 (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
United States	$ 1,492	$ 1,662	$ 3,750	$ 3,886
Rest of world	7	1,005	146	1,134
Total	$ 1,499	$ 2,667	$ 3,896	$ 5,020

For the three months ended June 30, 2026, we recognized $0.9 million of revenue related to performance obligations satisfied at a point in time, and we recognized $0.6 million of revenue related to performance obligations satisfied over time.

For the three months ended June 30, 2025, we recognized $2.1 million of revenue related to performance obligations satisfied at a point in time, and we recognized $0.6 million of revenue related to performance obligations satisfied over time.

For the six months ended June 30, 2026, we recognized $2.7 million of revenue related to performance obligations satisfied at a point in time, and we recognized $1.2 million of revenue related to performance obligations satisfied over time.

For the six months ended June 30, 2025, we recognized $3.8 million of revenue related to performance obligations satisfied at a point in time, and we recognized $1.2 million of revenue related to performance obligations satisfied over time.

Contract Balances

Accounts receivable relate to our right to consideration for performance obligations completed (or partially completed) for which we have an unconditional right to consideration. Our accounts receivable balances represent amounts we billed to our licensees with invoices outstanding as of the end of a reporting period.

Contract assets are rights to consideration in exchange for a license that we have granted to a licensee when the right is conditional on something other than the passage of time. Our contract asset balances represent royalties and milestone payments from our other license agreements that are unbilled as of the end of a reporting period.

Contract liabilities consist of deferred revenue and relate to amounts invoiced to, or advance consideration received from, licensees and other third parties that precede our satisfaction of the associated performance obligations. As of June 30, 2026, and December 31, 2025, our deferred revenue balance primarily relates to upfront payments received under licensing and other third-party revenue agreements that also include nonrefundable annual license fees, which are accounted for as material rights for license renewals and are recognized at the point in time when annual license fees are paid by the licensees and the renewal periods begin.

The following table presents changes in our contract assets and liabilities for the six months ended June 30, 2026 (in thousands):

	Balance as of December 31, 2025	Additions	Deductions	Balance as of June 30, 2026
Accounts receivable	$ 69	$ 2,435	$ (2,301)	$ 203
Contract assets:				
Unbilled accounts receivable	$ 1,006	$ 1,294	$ (1,697)	$ 603
Contract liabilities:				
Deferred revenue, current and long-term	$ 3,647	$ 675	$ (2,530)	$ 1,792

For the six months ended June 30, 2026, and June 30, 2025, we recognized $1.9 million and $1.8 million of revenue, respectively, which was included in the opening contract liabilities balances at the beginning of the respective periods.

Transaction Prices Allocated to Remaining Performance Obligations

Remaining performance obligations represent in aggregate the amount of a transaction price that has been allocated to performance obligations not delivered as of the end of a reporting period. The value of transaction prices allocated to remaining unsatisfied performance obligations as of June 30, 2026, and December 31, 2025, was approximately $1.8 million and $3.6 million, respectively. We expect to recognize approximately $0.4 million of remaining performance obligations as revenue in the next 12 months from June 30, 2026, and to recognize the remainder thereafter.

Capitalized Contract Acquisition Costs and Fulfillment Costs

We did not incur any expenses to obtain our existing contracts, and costs to fulfill those contracts do not generate or enhance our resources. As such, no costs to obtain or fulfill a contract have been capitalized in any period.

6. Balance Sheet Items

Property and equipment, net, consisted of the following (in thousands):

	June 30, 2026	December 31, 2025
Lab equipment	$ 15,649	$ 15,636
Leasehold improvements	3,057	3,057
Computer equipment	897	897
Furniture and equipment	697	697
Total property and equipment, gross	20,300	20,287
Less: accumulated depreciation and amortization	(14,801)	(13,527)
Property and equipment, net	$ 5,499	$ 6,760

Depreciation and amortization expenses related to property and equipment were $0.7 million and $1.1 million for the three months ended June 30, 2026, and June 30, 2025, respectively. Depreciation and amortization expenses related to property and equipment were $1.3 million and $2.3 million for the six months ended June 30, 2026, and June 30, 2025, respectively.

Accrued expenses and other current liabilities consisted of the following (in thousands):

	June 30, 2026	December 31, 2025
Accrued research and development expenses	$ 6,068	$ 6,109
Accrued employee compensation and related expenses	5,378	7,745
Other	1,699	2,681
Total	$ 13,145	$ 16,535

7. Related Party Transactions

Since December 31, 2025, there have been no related party transactions. See Note 7 to the consolidated financial statements included in our Form 10-K for additional information about our related parties.

Pfizer Investment

For the three and six months ended June 30, 2025, we recognized $0.6 million and $1.2 million of revenue, respectively, from our Information Rights Agreement with Pfizer, dated June 29, 2023, which agreement expired on June 29, 2026, pursuant to which we had originally allocated $7.5 million as a contract with a customer under ASC Topic 606, Revenue from Contracts with Customers (“ASC 606”). Pfizer ceased to be a related party as of December 31, 2025.

Edge Animal Health

As of June 30, 2025, our investment in Edge was deemed fully impaired and no balance remained. See Note 3 to our unaudited condensed consolidated financial statements included elsewhere in this Form 10-Q for additional information.

8. Commitments and Contingencies

Research, Manufacturing, and License Agreements

We enter into various agreements in the ordinary course of business, such as those with contract manufacturing organizations ("CMOs"), suppliers, contract research organizations ("CROs"), clinical trial sites, licensors, assignors, and the like. These agreements provide for termination by either party in certain circumstances, generally with less than one-year notice and are, therefore, cancellable contracts and, if cancelled, are not anticipated to have a material effect on our unaudited condensed consolidated financial condition, results of operations, or cash flows. Some of these agreements include contingent payments that will become payable if and when certain development, regulatory, clinical, and/or commercial milestones are achieved by us. As of June 30, 2026, satisfaction and timing of such contingent payments are uncertain and thus cannot be reasonably estimated.

Guarantees and Indemnifications

In the ordinary course of business, we enter into agreements that contain a variety of representations and warranties and provide for certain indemnifications by us. Our exposure under these agreements is unknown because claims may be made against us in the future. As of June 30, 2026, and December 31, 2025, we did not have any material indemnification claims that were probable or reasonably possible, and consequently, we have not recorded related liabilities.

Litigation

From time to time, we may become involved in litigation arising in the ordinary course of business. We record a liability for such litigation when it is probable that future losses will be incurred and if such losses can be reasonably estimated. Significant judgment by us is required to determine both probability and the estimated amount.

9. Common Stock

Shares of our common stock reserved for future issuances consisted of the following:

	As of June 30, 2026	As of December 31, 2025
Stock options, issued and outstanding	15,794,333	12,511,072
Shares available for future issuances under the 2021 Equity Incentive Plan	9,524,119	9,192,963
Shares available for future issuances under the Employee Stock Purchase Plan	3,029,080	2,426,055
Unvested restricted stock units	2,897,493	2,173,234
Total shares of common stock reserved for future issuances	31,245,025	26,303,324

Shelf Registration Statement

On May 8, 2025, we filed a shelf registration statement on Form S-3 ("2025 Shelf Registration Statement"), which was declared effective by the SEC on May 14, 2025. Pursuant to the 2025 Shelf Registration Statement, we may, from time to time, sell up to $300.0 million of common stock, preferred stock, debt securities, warrants, rights, or units comprised of any combination thereof (including the $100.0 million of common stock reserved under the 2025 Shelf Registration Statement for our at-the-market equity offering program described below). As of June 30, 2026, we had $275.2 million available for sale under the 2025 Shelf Registration Statement.

At-the-Market Equity Offering Program

On August 9, 2022, we entered into an at-the-market Open Market Sale Agreement℠ ("ATM Sales Agreement") with Jefferies LLC ("Jefferies") in connection with a prior shelf registration statement. With the effectiveness of the 2025 Shelf Registration Statement, we refreshed our at-the-market equity offering program under the ATM Sales Agreement. We may, from time to time, sell and issue shares of our common stock, through Jefferies as sales agent under the ATM Sales Agreement, having an aggregate offering price of up to $100.0 million in gross proceeds under the 2025 Shelf Registration Statement.

During the three months ended June 30, 2026, we sold 9,006,276 shares of our common stock at an average price of $2.03 per share, in accordance with the ATM Sales Agreement and the 2025 Shelf Registration Statement, for aggregate gross proceeds of $18.3 million ($17.9 million net of offering expenses).

During the six months ended June 30, 2026, we sold 10,085,044 shares of our common stock at an average price of $2.04 per share, in accordance with the ATM Sales Agreement and the 2025 Shelf Registration Statement, for aggregate gross proceeds of $20.5 million ($20.1 million net of offering expenses).

We did not sell any shares of our common stock under the ATM Sales Agreement during each of the three- and six-month periods ended June 30, 2025.

As of June 30, 2026, $75.2 million of shares of our common stock remained available for sale under the ATM Sales Agreement.

10. Stock-Based Compensation

Equity Incentive Plans

In July 2021, our board of directors adopted, and our stockholders approved, the 2021 Equity Incentive Plan ("2021 Plan") that became effective on July 22, 2021. As of June 30, 2026, we had 9,524,119 shares available for future issuances under the 2021 Plan.

Stock Options

The following table summarizes stock option activity, including performance-based stock options ("PBSOs"), under our equity incentive plans during the six months ended June 30, 2026:

	Stock Options and PBSOs	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term (years)	Aggregate Intrinsic Value (in thousands)[1]
Outstanding as of December 31, 2025	12,511,072	$ 5.49	7.6	$ 466
Options granted	3,472,927	1.80		
Options exercised	(15,456)	1.34		
Options cancelled or forfeited	(174,210)	3.49		
Outstanding as of June 30, 2026	15,794,333	$ 4.70	7.6	$ 913
Exercisable as of June 30, 2026	8,359,997	$ 6.66	6.5	$ 375
Vested and expected to vest as of June 30, 2026	15,794,333	$ 4.70	7.6	$ 913

[1]The aggregate intrinsic value is calculated as the difference between the stock option exercise price and the estimated fair value of the underlying common stock as of the end of each reporting period referenced above.

Grant Date Fair Value of Stock Options

During the three months ended June 30, 2026, we did not grant any stock options. During the three months ended June 30, 2025, we granted 29,400 stock options under the 2021 Plan to employees with a weighted average grant date fair value of $0.83.

During the six months ended June 30, 2026, and June 30, 2025, we granted 3,472,927 and 3,365,288 stock options, respectively, under the 2021 Plan to employees with a weighted average grant date fair value of $1.36 and $1.07, respectively.

We estimated the fair value of each employee stock option award on the grant date using the Black-Scholes option-pricing model based on the following assumptions:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
Volatility	—	88.4%	89.9% to 90.6%	86.1% to 89.7%
Expected term (in years)	—	6.0	5.0 to 6.0	5.0 to 6.0
Risk-free interest rate	—	4.2%	3.7% to 3.8%	4.2% to 4.6%
Expected dividend yield	—	0.0%	0.0%	0.0%

As of June 30, 2026, there was $11.5 million of unrecognized stock-based compensation expense related to employee stock options that is expected to be recognized over a weighted-average period of 2.6 years.

Grant Date Fair Value of PBSOs

On July 21, 2025, we granted a total of 1,092,165 PBSOs under the 2021 Plan to our officers with a weighted average grant date fair value of $1.00. We estimated the fair value of each PBSO on the grant date using the Black-Scholes option-pricing model based on a volatility of 88.7%, expected term of 1.9 years, risk-free interest rate of 3.9%, and expected dividend yield of 0.0%. Vesting of the PBSOs is conditioned on achievement of certain clinical development milestones during a two-year performance period ending June 30, 2027, and contingent on each executive officer's continued employment on the vesting dates. As of June 30, 2026, there were 1,092,165 PBSOs outstanding with a weighted average grant date fair value of $1.00. As of June 30, 2026, we have concluded that it is not yet deemed probable, as required by ASC Topic 718 Compensation - Stock Compensation, that the clinical milestones will be achieved, and as such, no stock-based compensation expense has been recorded for PBSOs. As of June 30, 2026, there was $1.1 million of unrecognized stock-based compensation expense related to PBSOs, which will be recognized if the awards are deemed to be probable of vesting.

Restricted Stock Units ("RSUs")

During the six months ended June 30, 2026, we granted 1,220,599 RSUs under the 2021 Plan to employees. A summary of the status of and change in unvested RSUs as of June 30, 2026, was as follows:

	Number of Shares Underlying Outstanding RSUs	Weighted-Average Grant Date Fair Value per RSU
Unvested, December 31, 2025	2,173,234	$ 2.74
Granted	1,220,599	1.80
Vested	(403,052)	3.42
Forfeited	(93,288)	1.78
Unvested, June 30, 2026	2,897,493	$ 2.28

As of June 30, 2026, the total unrecognized stock-based compensation expense related to unvested RSUs was $5.4 million, which is expected to be recognized over the remaining weighted-average vesting period of 2.7 years.

Employee Stock Purchase Plan ("ESPP")

In July 2021, our board of directors adopted, and our stockholders approved, the ESPP, which became effective on July 22, 2021. We issued 1,454,552 shares of common stock under the ESPP as of June 30, 2026. We recorded $0.3 million in accrued liabilities related to contributions withheld as of June 30, 2026.

Stock-Based Compensation Expense

We recorded stock-based compensation expense related to employee equity-based awards grants as follows (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
Research and development	$ 1,142	$ 1,298	$ 2,267	$ 3,041
General and administrative	1,335	1,831	2,567	3,970
Total	$ 2,477	$ 3,129	$ 4,834	$ 7,011

The above stock-based compensation expense related to the following equity-based awards (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
Stock options	$ 1,779	$ 2,645	$ 3,445	$ 5,820
RSUs	604	383	1,178	968
ESPP	94	101	211	223
Total	$ 2,477	$ 3,129	$ 4,834	$ 7,011

11. Net Loss Per Share

The following table sets forth the computation of the basic and diluted net loss per share (in thousands, except share and per share amounts):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
Numerator:				
Net loss	$ (24,282)	$ (54,098)	$ (49,367)	$ (94,089)
Denominator:				
Weighted-average common shares outstanding used to compute net loss per share, basic and diluted	100,985,698	93,028,698	98,437,862	92,855,060
Net loss per share, basic and diluted	$ (0.24)	$ (0.58)	$ (0.50)	$ (1.01)

Because we were in a net loss position for all periods presented, basic net loss per share is the same as diluted net loss per share for all periods, as the inclusion of all common stock equivalents outstanding would have been anti-dilutive. Potentially dilutive securities that were not included in the diluted per share calculations because they would be anti-dilutive were as follows:

	As of June 30, 2026	As of June 30, 2025
Stock options outstanding	15,794,333	12,909,834
RSUs issued and outstanding	2,897,493	1,684,339
ESPP shares pending purchase	324,132	509,727
	19,015,958	15,103,900

12. Segment Information

We operate and manage our business as one reportable segment and one operating segment, which is the business of developing allogeneic CAR-T cell therapies. Operating segments are defined as components of an entity about which separate discrete information is available for evaluation by the chief operating decision maker ("CODM") in deciding how to allocate resources and in assessing performance; the CODM is our president and chief executive officer. Our CODM assesses performance for the segment and decides how to allocate resources based on consolidated net loss that is also reported on our consolidated statements of operations. The measure of segment assets is reported on our consolidated balance sheets as total consolidated assets. All our material long-lived assets are located in the United States. Our CODM uses consolidated net loss to evaluate our spending and monitor our budget versus actual results to assess performance of the segment and to allocate resources across our company. Factors used in determining the reportable segment include the nature of our operating activities, our company's organizational and reporting structures, and the type of information reviewed by our CODM to allocate resources and evaluate financial performance.

The following table presents reportable segment profit and loss, including significant expense categories, attributable to our reportable segment for the periods indicated:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
Licensing and other third-party revenue	$ 1,499	$ 2,667	$ 3,896	$ 5,020
Less:				
Research and development:				
External costs	9,566	15,113	20,256	36,972
Internal costs[1]	7,641	10,246	15,820	21,123
Total research and development	17,207	25,359	36,076	58,095
General and administrative[2]	6,530	8,463	13,332	15,947
Other segment items[3][4]	3,101	25,581	6,107	30,627
Other income, net	(1,057)	(2,638)	(2,252)	(5,560)
Segment and consolidated net loss	$ (24,282)	$ (54,098)	$ (49,367)	$ (94,089)

[1]Research and development internal costs for the three months ended June 30, 2026, and June 30, 2025, exclude $1.1 million and $1.3 million of stock-based compensation expense, respectively, and $0.6 million and $1.0 million of depreciation and amortization expenses, respectively. Research and development internal costs for the six months ended June 30, 2026, and June 30, 2025, exclude $2.3 million and $3.0 million of stock-based compensation expense, respectively, and $1.2 million and $2.1 million of depreciation and amortization expenses, respectively.
[2]General and administrative expenses for the three months ended June 30, 2026, and June 30, 2025, excludes $1.3 million and $1.8 million of stock-based compensation expense, respectively, and less than $0.1 million and $0.1 million of depreciation and amortization expenses, respectively. General and administrative expenses for the six months ended June 30, 2026, and June 30, 2025, excludes $2.6 million and $4.0 million of stock-based compensation expense, respectively, and $0.1 million and $0.2 million of depreciation and amortization expenses, respectively.
[3]Other segment items for the three and six months ended June 30, 2026, include stock-based compensation and depreciation and amortization.
[4]Other segment items for the three and six months ended June 30, 2025, include impairment charges, impairment of equity investment, stock-based compensation, and depreciation and amortization.

13. Restructuring Charge

Severance and Wind Down Costs

On April 24, 2025, we announced the discontinuation of our preclinical research and two clinical programs. Additionally, we announced that we reduced our workforce by 47 employees, or approximately 32% of our workforce. As a result, we recorded cash severance costs, benefits, and transition support services expenses of $1.8 million for each of the three- and six-month periods ended June 30, 2025, which we recorded as research and development expenses or general and administrative expenses in our unaudited condensed consolidated statements of operations and comprehensive loss. For each of the three- and six-month periods ended June 30, 2025, we recorded wind down costs of $0.4 million, as research and development expenses in our unaudited condensed consolidated statements of operations and comprehensive loss related to the discontinuation of our preclinical research and two clinical programs.

Impairment Charges

As part of the preparation of the financial statements for each reporting period, we review our long-lived assets for impairment indicators. As a result of the previously announced strategic pipeline prioritization during the second quarter of 2025, we identified certain triggering events, such as significant changes in our current and expected use of leased office and lab space and lab equipment. We determined the asset groups based on the lowest level of identifiable cash flows under our strategic pipeline prioritization and assessed the impairment for each of the asset groups.

We have reduced the usage of our leased office and lab space, and we may sublease the unused space under one or both of our leases. The leasehold improvements, right of use assets, and lab equipment related to the leased office and lab spaces were assessed as a single asset group and determined to not be recoverable. Accordingly, for the second quarter of 2025, we concluded that this asset group is impaired. For asset groups where impairment was triggered, we used discounted cash flow models (an income approach) with Level 3 inputs to estimate the fair values of the asset groups. The significant assumptions used in the discounted cash flow models included projected sublease income over the remaining lease terms, expected downtime prior to the commencement of executed or future subleases, and discount rates that reflected a market participant's assumptions in valuing the asset groups. As a result, we recognized impairment charges totaling $10.0 million for the second quarter of 2025, of which $7.4 million and $2.6 million, respectively, were related to the tenant improvements and right of use asset associated with the underlying leased properties.

We also identified certain laboratory equipment that we no longer plan to use. This asset group, consisting of laboratory equipment that would no longer be used going forward, was also determined to not be recoverable. As a result, this asset group was deemed impaired, resulting in a $2.2 million impairment charge for the second quarter of 2025. The fair value of the lab equipment is classified as Level 3 in the fair value hierarchy due to the use of unobservable inputs utilized, such as estimates provided by third-party vendors.

The following table summarizes the restructuring and impairment costs recognized in our unaudited condensed consolidated statements of operations and comprehensive loss for the three and six months ended June 30, 2025:

	Severance Related Expenses	Wind Down Costs	Impairment Charges	Total
Research and development	$ 1,478	$ 438	$ —	$ 1,916
General and administrative	360	—	—	360
Impairment charges	—	—	12,150	12,150
Total	$ 1,838	$ 438	$ 12,150	$ 14,426

Our strategic pipeline prioritization was substantially completed in the second quarter of 2025, and we currently do not expect to record additional material charges.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

You should read the following discussion and analysis of our financial condition and results of operations together with our unaudited condensed consolidated financial statements and the related notes included in Part I, Item 1, of this Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2026 ("Form 10-Q") and with the audited consolidated financial statements and the related notes for the fiscal year ended December 31, 2025, included in our Annual Report on Form 10-K ("Form 10-K") filed with the U.S. Securities and Exchange Commission ("SEC") on March 5, 2026.

Special Note Regarding Forward-Looking Statements

This Form 10-Q contains "forward-looking" statements within the meaning of Section 27A of the Securities Act of 1933, as amended ("Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended ("Exchange Act"). All statements, other than statements of historical facts, contained in this Form 10-Q are forward-looking statements, including statements regarding our business strategy, plans, and objectives; expectations regarding our clinical-stage CAR-T cell therapy product candidates, including our expectations about the development timelines for such product candidates; the expected timing of disclosure of clinical data; expectations regarding the safety, efficacy, and potential advantages of our CAR-T cell therapy product candidates; expectations about our future regulatory filings and interactions with regulatory authorities, including expectations about ANTLER-3, our planned pivotal phase 3 clinical trial for vispacabtagene regedleucel ("vispa-cel," formerly CB-010); our results of operations and financial position; plans and objectives of management for future operations; and the like. In some cases, you can identify forward-looking statements by terms such as "may," "will," "should," "expect," "plan," "anticipate," "could," "intend," "target," "project," "contemplate," "believe," "estimate," "predict," "potential," or "continue" or the negative of these terms or other similar expressions, although not all forward-looking statements contain these words.

As a result of many factors, including but not limited to the risks described in the section of our Form 10-K titled "Risk Factors," in the section entitled "Risk Factors" in this Form 10-Q, and in other filings we make with the SEC, the events and circumstances reflected in our forward-looking statements may not be achieved or may not occur, and actual results could differ materially from those described in or implied by the forward-looking statements. As a result of these risks, you should not place undue reliance on these forward-looking statements. We assume no obligation to revise or update any forward-looking statements for any reason, except as required by law.

Overview

We are a clinical-stage **C**lustered **R**egularly **I**nterspaced **S**hort **P**alindromic **R**epeats ("CRISPR") genome-editing biopharmaceutical company dedicated to developing transformative therapies for patients with devastating diseases. Our genome-editing platform is based on our novel chRDNA (**C**RISPR **h**ybrid **R**NA-**DNA**, pronounced "chardonnay") technology, which enables more precise genome editing of allogeneic cell therapies. Our allogeneic, or off-the-shelf, chimeric antigen receptor ("CAR")-T ("CAR-T") cell therapy product candidates are manufactured in advance with cells from healthy donors, with the goal of enabling broad patient access, rapid patient treatment, and increased manufacturing scale. Our allogeneic CAR-T cell therapy product candidates in clinical development are directed at established cell surface targets against which autologous CAR-T cell therapeutics have already demonstrated clinical proof of concept, CD19 and B cell maturation antigen ("BCMA"). We use our chRDNA technologies to armor our allogeneic CAR-T cell therapies through multiple genome-editing strategies, such as checkpoint disruption and immune cloaking, to enhance activity against hematologic malignancies.

We are advancing two clinical-stage allogeneic CAR-T cell therapies for the treatment of patients with hematologic malignancies:

- Vispa-cel: an allogeneic anti-CD19 CAR-T cell therapy that has been evaluated in our multicenter, open-label ANTLER phase 1 clinical trial in patients with relapsed or refractory B cell non-Hodgkin lymphoma ("r/r B-NHL")
- CB-011: an allogeneic anti-BCMA CAR-T cell therapy that is being evaluated in our multicenter, open-label CaMMouflage phase 1 clinical trial in patients with relapsed or refractory multiple myeloma ("r/r MM")

Vispa-cel has received regenerative medicine advanced therapy ("RMAT") designation for relapsed or refractory large B cell lymphoma ("r/r LBCL"), fast track designation for r/r B-NHL, and orphan drug designation for follicular lymphoma ("FL") from the U.S. Food and Drug Administration ("FDA"). CB-011 has received RMAT, fast track, and orphan drug designations for r/r MM from the FDA.

To our knowledge, vispa-cel is the first clinical-stage allogeneic CAR-T cell therapy with a genome-edited knockout of the PDCD1 gene to prevent PD-1 expression on the CAR-T cell surface. On May 7, 2026, we announced that we reached alignment with the FDA on the design of ANTLER-3, our planned pivotal phase 3 clinical trial for vispa-cel. ANTLER-3 will be a randomized, controlled clinical trial expected to enroll approximately 250 CD19-naïve second-line ("2L") large B cell lymphoma ("LBCL") patients who are not eligible for transplant and not candidates or not eligible for autologous CAR-T cell therapy based on access challenges or medical criteria, including the urgent need for therapy. Patients in the investigational arm will receive a single dose of $80x10^6$ viable CAR-T cells following a lymphodepletion ("LD") regimen of cyclophosphamide at 60 mg/kg/day for two days and fludarabine at 25 mg/m²/day for five days. Patients in the comparator arm will be treated with an investigator's choice of a standard-of-care regimen: rituximab ("R"), gemcitabine, and oxaliplatin ("R-GemOx"); polatuzumab vedotin ("Pola") and R-GemOx ("Pola-RGO"); or tafasitamab and lenalidomide. Crossover to the vispa-cel arm will be permitted after progressive disease. The primary endpoint will be progression-free survival ("PFS"). Clinical trial sites will include both academic and sophisticated community centers in the United States and globally.

On June 11, 2026, we announced that 85 patients with r/r B-NHL were treated in the ANTLER phase 1 clinical trial. As of the March 6, 2026, data cutoff date, 27 2L LBCL patients received a single dose of vispa-cel manufactured from a donor younger than 30 years old with at least two matched human leukocyte antigen ("HLA") alleles between patient and donor. This 27-patient subgroup best represents the treatment regimen and patient population for ANTLER-3. The results for this subgroup included an 82% overall response rate ("ORR"), a 67% complete response ("CR") rate, and 17.1-month median PFS. Vispa-cel is generally well tolerated. In the 27-patient subgroup, there were no reports of graft-versus-host disease ("GvHD") or grade 3 or higher immune effector cell-associated neurotoxicity syndrome ("ICANS"), and there was one (4%) grade 3 or higher cytokine release syndrome ("CRS"). Other adverse events of special interest included six (22%) grade 3 or higher infections, five (21%; 5/24) grade 3 or higher prolonged cytopenias, and one (4%) grade 3 or higher immune effector cell-associated hemophagocytic lymphohistiocytosis-like syndrome ("IEC-HS"). In the 27-patient subgroup, one vispa-cel-related death occurred due to IEC-HS and one possibly related death occurred due to progressive multifocal leukoencephalopathy.

To our knowledge, CB-011 is the first clinical-stage allogeneic CAR-T cell therapy incorporating an immune cloaking approach that includes both the removal of the endogenous beta-2-microglobulin ("B2M") protein and insertion of a beta-2-microglobulin–human-leukocyte-antigen-E–peptide transgene ("B2M–HLA-E"). Forty-eight fourth-line or later ("4L+") patients were enrolled in the dose escalation portion of our CaMMouflage phase 1 clinical trial, which evaluated two different LD regimens and multiple CAR-T cell dose levels. The eligibility criteria required that patients had been treated with three or more prior lines of therapy including a proteasome inhibitor, an immunomodulatory drug, and an anti-CD38 antibody. Patients who received treatment with a BCMA-targeted therapy, but not an autologous CAR-T cell therapy, more than three months prior to enrollment in dose escalation were permitted. The CB-011 recommended dose for expansion ("RDE") is $450x10^6$ viable CAR-T cells following an LD regimen of 500 mg/m² cyclophosphamide and 30 mg/m² fludarabine daily for three days. In the dose escalation portion of our CaMMouflage phase 1 clinical trial, 12 patients were treated with the RDE.

On June 11, 2026, we announced longer follow-up data from the dose escalation portion of our CaMMouflage clinical trial. As of the May 26, 2026, efficacy data cutoff date, the 12-patient, BCMA-naïve cohort treated with the RDE had the following outcomes: an ORR of 92%, a complete response or stringent complete response ("≥CR") rate of 83%, and 91% of evaluable patients achieved minimal residual disease ("MRD") negativity ($\leq 10^{-5}$). Fifty percent of patients

were in ≥CR at 15 months. The median follow-up for these 12 patients was 17.7 months. As of the April 20, 2026, safety data cutoff date, CB-011 showed a manageable safety profile across all patients with no cases of GvHD, immune effector cell-associated enterocolitis ("IEC-EC"), parkinsonism, or cranial nerve palsies (N=48). In all patients treated with the selected LD regimen (N=35), there was one CB-011-related death due to immune effector cell-associated hematotoxicity and three unrelated deaths due to pneumonia, respiratory syncytial virus, and respiratory acidosis, respectively. In the 12-patient BCMA-naïve RDE cohort, there were no reports of grade 3 or higher ICANS and one (8%) grade 3 or higher CRS. Other adverse events of special interest in the RDE cohort included three (25%) grade 3 or higher infections, one (8%) grade 3 or higher IEC-HS, and five (42%; 5/12) grade 3 or higher prolonged cytopenias. We initiated the dose expansion portion of the CaMMouflage phase 1 clinical trial in late 2025, which is ongoing and includes enrollment of BCMA-naive and BCMA-exposed patient cohorts.

Since our founding in 2011, we have devoted substantially all of our resources to organizing and staffing, business planning, raising capital, expanding our genome-editing platform technologies, developing our CAR-T cell therapy product candidates and building our pipeline, creating and maintaining our intellectual property portfolio, and establishing arrangements with third parties for the manufacture, testing, and clinical trial evaluations of our CAR-T cell therapy product candidates. We do not have any products approved for commercial sale and have not generated any revenue from product sales. We have incurred operating losses since commencement of our operations.

To date, we have primarily funded our operations through proceeds from the sales of our capital stock, revenue from our license and collaboration agreements, and proceeds from the sale of shares of Intellia Therapeutics, Inc. ("Intellia") common stock.

Our net losses for the three months ended June 30, 2026, and June 30, 2025, were $24.3 million and $54.1 million, respectively. Our net losses for the six months ended June 30, 2026, and June 30, 2025, were $49.4 million and $94.1 million, respectively. We had an accumulated deficit of $645.9 million as of June 30, 2026. Our net losses and operating losses may fluctuate from quarter to quarter and year to year depending primarily on the timing of expenses associated with our clinical trials and development of our product candidates. We anticipate that our expenses will increase substantially as we:

- progress our clinical trials for our vispa-cel and CB-011 CAR-T cell therapy product candidates, particularly as we advance vispa-cel in ANTLER-3, our planned pivotal phase 3 clinical trial;
- hire additional personnel, as needed;
- acquire or in-license intellectual property, new technologies, and/or additional product candidates;
- expand, maintain, enforce, and defend our intellectual property portfolio;
- seek regulatory and marketing approvals for our vispa-cel and CB-011 CAR-T cell therapy product candidates if our clinical trials are successful;
- expand manufacturing capabilities and supply chain capacity for our vispa-cel and CB-011 CAR-T cell therapy product candidates;
- experience any delays, challenges, or other issues associated with any of the above, including the failure of clinical trials meeting endpoints, generation of clinical trial data subject to differing interpretations, or the occurrence of potential safety issues or other development or regulatory challenges;
- make royalty, milestone, or other payments under current, and any future, in-license or assignment agreements with third parties;
- establish a sales, marketing, and distribution infrastructure to commercialize any product candidates for which we obtain marketing approval; and
- continue to operate as a public company, including defending against any future class action securities litigation and shareholder derivative lawsuits.

We do not own or operate any manufacturing facilities. We use multiple contract manufacturing organizations ("CMOs") to individually manufacture, under current good manufacturing processes, our chRDNA guides, Cas9 and Cas12a proteins, plasmids, and adeno-associated virus serotype 6 ("AAV6") vectors used in the manufacture of our CAR-T cell therapy product candidates as well as the CAR-T cell therapy product candidates themselves. We expect to continue to rely on our CMOs for manufacturing our clinical trial materials, and most of these CMOs have capabilities for commercial manufacturing. Additionally, we may decide to build our own manufacturing facility in the future to provide greater flexibility and control over our clinical or commercial manufacturing needs.

Components of Results of Operations

Licensing and Other Third-party Revenue

We have not generated any revenue from product sales to date and do not expect to generate any revenue from the sale of products in the foreseeable future. We cannot predict if, when, or to what extent we will generate revenue from the commercialization and sale of our CAR-T cell therapy product candidates if we succeed in obtaining regulatory approval for such product candidates.

To date, all of our revenue has been earned from licensing, collaboration, and other third-party agreements, including agreements with related parties. Under these agreements, we may license rights to certain intellectual property controlled by us. The terms of these arrangements typically include payments to us of one or more of the following: nonrefundable, upfront license fees or exclusivity fees; annual maintenance fees; regulatory and/or commercial milestone payments; research and development payments; and royalties on the net sales of products and/or services. Each of these payments results in licensing and other revenue. Revenue under such agreements was $1.5 million and $2.7 million for the three months ended June 30, 2026, and June 30, 2025, respectively, and $3.9 million and $5.0 million for the six months ended June 30, 2026, and June 30, 2025, respectively. See Notes 5 and 7 to our unaudited condensed consolidated financial statements included elsewhere in this Form 10-Q for additional information.

For the foreseeable future, we expect substantially all our revenue will be generated from licensing and other third-party agreements. See Note 2 to the consolidated financial statements included in our Form 10-K for additional information about our revenue recognition policy related to our licensing and other third-party agreements.

Operating Expenses

Research and Development Expenses

Our research and development expenses consist of internal and external expenses incurred in connection with the development of our CAR-T cell therapy product candidates and our genome-editing platform technologies, and our in-licensing, assignment, and other third-party agreements.

External costs include:

- costs associated with acquiring technology and intellectual property licenses that have no alternative future uses, sublicensing revenues, and milestones;
- costs incurred in connection with the clinical development and manufacturing of our CAR-T cell therapy product candidates, including under agreements with CMOs, suppliers, contract research organizations ("CROs"), and clinical sites; and
- other research and development costs, including lab supplies, and consulting services.

Internal costs include:

- personnel-related costs, including salaries, benefits, and stock-based compensation expense, for our research and development personnel; and
- allocated facilities and other overhead expenses, including expenses for rent, facilities maintenance, and depreciation.

We expense research and development costs as incurred. Costs of certain activities are recognized based on an evaluation of the progress to completion of specific tasks. However, payments made prior to the receipt of goods or services that will be used or rendered for future research and development activities are deferred and capitalized as prepaid expenses and other current assets in our unaudited condensed consolidated balance sheets. The capitalized amounts are recognized as expenses as the goods are delivered or as related services are performed. We separately track certain external costs on a program-by-program basis; however, we do not track costs that are deployed across our programs. We do not allocate internal costs as several of our departments support our programs and our payroll and other personnel expenses are not tracked on a program-by-program basis.

Clinical development activities are central to our business model. Product candidates in later stages of clinical development generally have higher development costs than those in earlier stages of clinical development, primarily due to the increased size and duration of later-stage clinical trials. We expect that our research and development expenses will increase substantially for the foreseeable future as we continue to implement our business strategy; advance our CAR-T cell therapy product candidates through clinical trials; conduct translational research to support our product candidates; seek regulatory approvals for our product candidates that successfully complete clinical trials; and hire additional personnel to support our clinical development efforts.

The successful development of our CAR-T cell therapy product candidates is highly uncertain. Accordingly, at this time, we cannot reasonably estimate or know the nature, timing, and costs of the efforts that will be necessary to complete the development of our product candidates. We are also unable to predict when, if ever, we will generate revenue and material net cash inflows from the commercialization and sale of any of our product candidates for which we may obtain marketing approval. We may never succeed in achieving regulatory approval for any of our product candidates. The duration, costs, and timing of clinical trials and development of our product candidates will depend on a variety of factors, including:

- sufficiency of our financial and other resources;
- acceptance of our CRISPR chRDNA genome-editing technology;
- ability to develop differentiating features so that our products have a competitive edge;
- establishment, maintenance, enforcement, and defense of our patents and other intellectual property rights;
- our ability to not infringe, misappropriate, or otherwise violate third-party intellectual property rights;
- successful enrollment in, and completion of, our clinical trials of our CAR-T cell therapy product candidates;
- data from our clinical trials that support an acceptable risk-benefit profile of our vispa-cel and CB-011 CAR-T cell therapy product candidates for the intended patient populations and that demonstrate safety and efficacy;
- entry into new collaboration or other agreements to further the development of our CAR-T cell therapy product candidates;
- successful development of our internal process development and transfer to CMOs;
- establishment and maintenance of agreements with CMOs and suppliers for clinical and commercial supplies and scaling up manufacturing processes and capabilities to support our clinical trials;
- receipt of timely responses and marketing approvals from applicable regulatory authorities;
- grant of nonpatent regulatory exclusivity for our CAR-T cell therapy product candidates;
- establishment of sales, marketing, and distribution capabilities necessary for commercialization of our CAR-T cell therapy product candidates, if approved by the applicable regulatory authorities, whether by us or in collaboration with third parties;
- maintenance of a continued acceptable safety profile of our products post-approval;

- acceptance of our CAR-T cell therapy product candidates, if approved by the applicable regulatory authorities, by patients, the medical community, and third-party payors;
- ability of our products to compete with other therapies and treatment options;
- establishment and maintenance of healthcare coverage and adequate reimbursement; and
- expanded indications and patient populations for our products.

The following table summarizes our research and development expenses for the periods indicated:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
	(in thousands)		(in thousands)	
External costs:				
Expenses related to licenses, sublicensing revenue, and milestones	$ 153	$ 459	$ 775	$ 1,551
Services provided by CROs, CMOs, and third parties that conduct nonclinical studies and clinical trials on our behalf	7,131	10,425	15,053	26,068
Other research and development expenses	2,282	4,229	4,428	9,353
Total external costs	9,566	15,113	20,256	36,972
Internal costs:				
Personnel-related expenses	6,934	9,503	14,441	19,816
Facilities and other allocated expenses	2,442	3,076	4,856	6,435
Total internal costs	9,376	12,579	19,297	26,251
Total research and development expenses	$ 18,942	$ 27,692	$ 39,553	$ 63,223

General and Administrative Expenses

Our general and administrative expenses consist primarily of personnel-related costs, intellectual property costs, consulting costs, and allocated overhead, including rent, equipment depreciation, and utilities. Personnel-related costs consist of salaries, benefits, and stock-based compensation expense for our general and administrative personnel. Intellectual property costs include expenses for filing, prosecuting, and maintaining patents and patent applications, including certain patents and patent applications that we license from third parties. We are entitled to receive reimbursement from third parties of a portion of the costs for filing, prosecuting, and maintaining certain patents and patent applications. We accrue for these reimbursements as the respective expenses are incurred and classify such reimbursements as a reduction in general and administrative expenses.

We expect that our general and administrative expenses will increase in the future if our clinical trials are successful and if we prepare for potential commercialization of our CAR-T cell therapy product candidates.

Impairment Charges

Impairment charges consist of charges related to the strategic pipeline prioritization with workforce and cost reduction initiatives announced on April 24, 2025, and include impairment of our leasehold improvements, right of use assets, and lab equipment. See Note 13 to our unaudited condensed consolidated financial statements included elsewhere in this Form 10-Q for additional information.

Other Income (Expense)

Other income (expense) consists primarily of impairment of an equity investment and interest income earned on cash and marketable securities.

Results of Operations

Comparison of the Three Months Ended June 30, 2026, and June 30, 2025

The following table summarizes our results of operations for the periods indicated:

	Three Months Ended June 30,		
	2026	2025	Change
	(in thousands)		
Licensing and other third-party revenue	$ 1,499	$ 2,667	$ (1,168)
Operating expenses:			
Research and development	18,942	27,692	(8,750)
General and administrative	7,896	10,403	(2,507)
Impairment charges	—	12,150	(12,150)
Total operating expenses	26,838	50,245	(23,407)
Loss from operations	(25,339)	(47,578)	22,239
Other income (expense)			
Impairment of equity investment	—	(9,158)	9,158
Other income, net	1,057	2,638	(1,581)
Total other income (expense)	1,057	(6,520)	7,577
Net loss	$ (24,282)	$ (54,098)	$ 29,816

Licensing and Other Third-party Revenue

Licensing and other third-party revenue decreased by $1.2 million to $1.5 million for the three months ended June 30, 2026, from $2.7 million for the three months ended June 30, 2025. This decrease primarily relates to the recognition of a $1.0 million milestone payment under a license agreement for the three months ended June 30, 2025, with no comparable milestone revenue recognized for the three months ended June 30, 2026.

Research and Development Expenses

Research and development expenses decreased by $8.8 million to $18.9 million for the three months ended June 30, 2026, from $27.7 million for the three months ended June 30, 2025. This decrease was primarily related to decreases of (i) $3.3 million in external CMO and CRO activities for our clinical CAR-T cell therapy product candidates, driven by decreases of (a) $2.4 million in CRO activities for our clinical trials and (b) $0.9 million due to CMO activities; (ii) $2.6 million in personnel-related expenses related to the reduction in workforce and strategic pipeline prioritization; (iii) $2.0 million in other research and development expenses primarily related to the reduction in workforce and strategic pipeline prioritization; (iv) $0.6 million in other facilities and allocated expenses; and (v) $0.3 million in expenses related to licenses, sublicensing revenue, and milestones.

General and Administrative Expenses

General and administrative expenses decreased by $2.5 million to $7.9 million for the three months ended June 30, 2026, from $10.4 million for the three months ended June 30, 2025. This decrease was primarily related to decreases of (i) $0.9 million in personnel-related expenses related to the reduction in workforce and strategic pipeline prioritization; (ii) $0.8 million in legal and other service-related expenses; and (iii) $0.7 million in other facilities and allocated expenses.

Impairment Charges

Impairment charges were zero for the three months ended June 30, 2026, compared to $12.2 million for the three months ended June 30, 2025, in conjunction with the previously announced strategic pipeline prioritization. These charges include $7.4 million related to tenant improvements, $2.6 million for the right-of-use asset, and $2.2 million for lab equipment.

Total Other Income (Expense)

Total other income (expense) increased by $7.6 million for the three months ended June 30, 2026, as compared to the three months ended June 30, 2025.

Impairment of equity investment was zero for the three months ended June 30, 2026, compared to $9.2 million related to our equity investment in Edge for the three months ended June 30, 2025. See Note 3 to our unaudited condensed consolidated financial statements included elsewhere in this Form 10-Q for additional information.

Other income, net decreased by $1.6 million for the three months ended June 30, 2026, compared to the three months ended June 30, 2025. This decrease was primarily related to a $1.1 million decrease in interest income earned from marketable securities.

Comparison of the Six Months Ended June 30, 2026, and June 30, 2025

The following table summarizes our results of operations for the periods indicated:

	Six Months Ended June 30,		
	2026	2025	Change
	(in thousands)		
Licensing and other third-party revenue	$ 3,896	$ 5,020	$ (1,124)
Operating expenses:			
Research and development	39,553	63,223	(23,670)
General and administrative	15,962	20,138	(4,176)
Impairment charges	—	12,150	(12,150)
Total operating expenses	55,515	95,511	(39,996)
Loss from operations	(51,619)	(90,491)	38,872
Other income (expense)			
Impairment of equity investment	—	(9,158)	9,158
Other income, net	2,252	5,560	(3,308)
Total other income (expense)	2,252	(3,598)	5,850
Net loss	$ (49,367)	$ (94,089)	$ 44,722

Licensing and Other Third-party Revenue

Licensing and other third-party revenue decreased by $1.1 million to $3.9 million for the six months ended June 30, 2026, from $5.0 million for the six months ended June 30, 2025. This decrease primarily relates to the recognition of a $1.0 million milestone payment under a license agreement for the six months ended June 30, 2025, with no comparable milestone revenue recognized for the six months ended June 30, 2026.

Research and Development Expenses

Research and development expenses decreased by $23.7 million to $39.6 million for the six months ended June 30, 2026, from $63.2 million for the six months ended June 30, 2025. This decrease was primarily related to decreases of (i) $11.0 million in external CMO and CRO activities for our clinical CAR-T cell therapy product candidates, driven by decreases of (a) $6.8 million in CRO activities for our clinical trials and (b) $4.2 million due to CMO activities; (ii) $5.4 million in personnel-related expenses related to the reduction in workforce and strategic pipeline prioritization; (iii) $4.9 million in other research and development expenses primarily related to the reduction in workforce and strategic pipeline prioritization; (iv) $1.6 million in other facilities and allocated expenses; and (v) $0.8 million in expenses related to licenses, sublicensing revenue, and milestones.

General and Administrative Expenses

General and administrative expenses decreased by $4.2 million to $16.0 million for the six months ended June 30, 2026, from $20.1 million for the six months ended June 30, 2025. This decrease was primarily related to decreases of (i) $2.1 million in personnel-related expenses related to the reduction in workforce and strategic pipeline prioritization; (ii) $1.2 million in legal and other service-related expenses; and (iii) $0.8 million in other facilities and allocated expenses.

Impairment Charges

Impairment charges were zero for the six months ended June 30, 2026, compared to $12.2 million for the six months ended June 30, 2025, in conjunction with the previously announced strategic pipeline prioritization. These charges include $7.4 million related to tenant improvements, $2.6 million for the right-of-use asset, and $2.2 million for lab equipment.

Total Other Income (Expense)

Total other income (expense) increased by $5.9 million for the six months ended June 30, 2026, as compared to the six months ended June 30, 2025.

Impairment of equity investment was zero for the six months ended June 30, 2026, compared to $9.2 million for the six months ended June 30, 2025, related to our equity investment in Edge. See Note 3 to our unaudited condensed consolidated financial statements included elsewhere in this Form 10-Q for additional information.

Other income, net decreased by $3.3 million for the six months ended June 30, 2026, compared to the six months ended June 30, 2025. This decrease was primarily related to a $2.5 million decrease in interest income earned from marketable securities.

Liquidity, Capital Resources, and Capital Requirements

Sources of Liquidity

Since our inception through June 30, 2026, we have raised an aggregate net proceeds of $871.4 million to fund our operations through our initial public offering ("IPO"); sales of convertible preferred stock; a follow-on public offering; proceeds from our licensing, licensing and collaboration, service, and patent assignment agreements, including sales of Intellia stock; private placements; at-the-market equity offerings; and government grants.

As of June 30, 2026, we had cash, cash equivalents, and marketable securities of $113.8 million.

Shelf Registration Statement

See Note 9 to our unaudited condensed consolidated financial statements included elsewhere in this Form 10-Q for additional information.

At-the-Market Equity Offering Program

See Note 9 to our unaudited condensed consolidated financial statements included elsewhere in this Form 10-Q for additional information.

Funding Requirements

We expect that our existing cash, cash equivalents, and marketable securities will be sufficient to fund our operations for at least the next 12 months from the date this Form 10-Q is filed with the SEC. We have based these estimates on our current assumptions, which may require future adjustments based on our ongoing business decisions.

We will continue to be dependent on equity financing, debt financing, licensing arrangements, and/or other forms of capital raises, including structured or other non-dilutive financings, to fund operating expenses, including to fully fund ANTLER-3, our planned pivotal phase 3 trial for vispa-cel, at least until we are able to generate significant positive cash flows from our operations. We have no current ongoing material financing commitments, such as lines of credit or guarantees, that are expected to affect our liquidity over the next five years, except for our lease commitments and payments under certain of our license agreements as described in Notes 4 and 8 to our unaudited condensed consolidated financial statements included elsewhere in this Form 10-Q.

Our primary use of cash is to fund operating expenses and research and development expenses, which primarily consists of expenditures related to clinical trials. Cash used to fund operating expenses is impacted by the timing of when we pay these expenses, as reflected in the change in our outstanding accounts payable, accrued expenses, and prepaid expenses.

Our future funding requirements will depend on many factors, including the following:

- the initiation, progress, timing, costs, and results of clinical trials for our vispa-cel and CB-011 CAR-T cell therapy product candidates;
- the clinical development plans we establish for these product candidates;
- the outcome, timing, and cost of meeting regulatory requirements established by the FDA and other comparable foreign regulatory authorities;
- the potential impact of reductions in government spending and personnel;
- whether we enter into any collaboration or other agreements and the terms of any such agreements;
- the cost of filing and prosecuting our patent applications, and maintaining and enforcing our patents and other intellectual property rights;
- the cost of defending intellectual property disputes, including patent infringement actions brought by third parties against our products after we receive regulatory approval;
- the effect of competing technological and market developments;
- the cost and timing of completion of commercial-scale outsourced manufacturing activities or the cost and timing of completion of clinical-scale and commercial-scale internal manufacturing activities;
- the cost of establishing sales, marketing, and distribution capabilities for any CAR-T cell therapy product candidates for which we may receive regulatory approval in regions where we choose to commercialize our products;
- the amount of revenue, if any, received from commercial sales of our CAR-T cell therapy product candidates, should any of our product candidates receive marketing approval;
- the achievement of milestones or occurrence of other developments that trigger payments by or to third parties;
- our implementation of various computerized informational systems and efforts to enhance operational systems;
- the impact of public health crises or geopolitical events on our clinical development or operations;
- the impact of inflationary pressures and tariffs on the cost of our operations; and

- the costs of operating as a public company, including defending against any future class action securities litigation and shareholder derivative lawsuits.

Furthermore, our operating plans may change, and we expect to need additional funds to meet operational needs and capital requirements for our clinical trials and development of our CAR-T cell therapy product candidates.

Because of the numerous risks and uncertainties associated with therapeutic product development, we may never achieve profitability and, unless and until we are able to develop and commercialize our CAR-T cell therapy product candidates, we will need to continue to raise additional capital. Until we can generate significant revenue from product sales, if ever, we expect to finance our operations through equity offerings (including our at-the-market equity offering program), debt financings, new collaborations, structured or other non-dilutive financings, licensing arrangements, and/or other sources. We cannot provide any assurance that we will be successful in obtaining an adequate level of financing to support our business plans as needed on acceptable terms, or at all. If we raise additional funds through new collaborations or licensing arrangements with third parties, we may have to relinquish valuable rights to our intellectual property, future revenue streams, or product candidates or grant licenses on terms that may not be favorable to us. Disruptions and volatility in the global and domestic capital markets resulting from heightened inflation, tariffs, capital market volatility, interest rate and currency rate fluctuations, artificial intelligence ("AI"), political and geopolitical tensions, government agency changes, any potential economic slowdown or recession, including trade wars or civil or political unrest (such as the ongoing war between Ukraine and Russia, conflicts in the Middle East, including the hostilities involving Iran, tension between China and Taiwan, geopolitical tensions in Europe, South America, and elsewhere) may increase the cost of capital and limit our ability to access capital. If we are unable to raise capital as and when needed or on attractive terms, we may have to significantly delay, reduce, or discontinue the development and commercialization of our CAR-T cell therapy product candidates or scale back or terminate our pursuit of new in-licenses and acquisitions.

Cash Flows

Comparison of the Six Months Ended June 30, 2026, and June 30, 2025

The following table summarizes our cash flows for the periods indicated:

	Six Months Ended June 30,		
	2026	2025	Change
	(in thousands)		
Cash used in operating activities	$ (49,771)	$ (64,983)	$ 15,212
Cash provided by investing activities	42,927	73,417	(30,490)
Cash provided by financing activities	20,632	474	20,158
Net increase in cash, cash equivalents, and restricted cash	$ 13,788	$ 8,908	$ 4,880

Cash Used in Operating Activities

Net cash used in operating activities was $49.8 million for the six months ended June 30, 2026, compared to $65.0 million for the six months ended June 30, 2025. The decrease was due to decreases in research and development expenses and general and administrative expenses, excluding the effect of non-cash items; partially offset by a decrease in net changes in our operating assets and liabilities primarily related to a decrease in net changes in accounts payable.

Cash Provided by Investing Activities

Net cash provided by investing activities was $42.9 million for the six months ended June 30, 2026, compared to $73.4 million for the six months ended June 30, 2025. The decrease was primarily driven by a decrease in proceeds from maturities of marketable securities.

Cash Provided by Financing Activities

Net cash provided by financing activities was $20.6 million for the six months ended June 30, 2026, compared to $0.5 million for the six months ended June 30, 2025. The increase was primarily driven by proceeds from the issuance of common stock under the ATM Sales Agreement, net of offering expenses, for the six months ended June 30, 2026. We did not sell any common stock pursuant to the ATM Sales Agreement during the six months ended June 30, 2025.

Critical Accounting Policies and Significant Judgments and Estimates

Our critical accounting policies are disclosed in our audited consolidated financial statements for the year ended December 31, 2025, and the related notes included in our Form 10-K. Since the date of such financial statements, there have been no material changes to our significant accounting policies. There have been no material changes to our critical accounting estimates as compared to those disclosed in our Form 10-K.

Recently Issued Accounting Pronouncements

See Note 2 to our unaudited condensed consolidated financial statements included elsewhere in this Form 10-Q for additional information.

Item 3. Quantitative and Qualitative Disclosures about Market Risk.

There have been no material changes to our market risk during the six months ended June 30, 2026. For a discussion of our exposure to market risk, refer to the section titled "Quantitative and Qualitative Disclosures About Market Risk" in our Form 10-K.

Item 4. Controls and Procedures.

Management's Evaluation of our Disclosure Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in the reports that we file or submit under the Exchange Act is (i) recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms, and (ii) accumulated and communicated to our management, including our principal executive officer and principal financial officer, to allow timely decisions regarding required disclosure.

As of June 30, 2026, our management, with the participation of our principal executive officer and principal financial officer, evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act). Our management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives, and our management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Our principal executive officer and principal financial officer have concluded that, based on the evaluation described above, as of June 30, 2026, our disclosure controls and procedures were effective.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting identified in management's evaluation pursuant to Rules 13a-15(f) or 15d-15(f) under the Exchange Act during the three months ended June 30, 2026, that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II—OTHER INFORMATION

Item 1. Legal Proceedings.

From time to time, we may become involved in litigation arising in the ordinary course of business. Regardless of the outcome, litigation can have a material adverse effect on us due to defense and settlement costs, diversion of our management resources, and other factors. We are not currently subject to any material legal proceedings.

Item 1A. Risk Factors.

There have been no material changes to the Risk Factors previously disclosed in Item 1A. to Part I of our Form 10-K. The risks described in our Form 10-K are not the only risks facing our company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition, and/or operating results.

Item 2. Unregistered Sales of Equity Securities, Use of Proceeds, and Issuer Purchases of Equity Securities.

Unregistered Sales of Equity Securities during the Three Months Ended June 30, 2026

There were no unregistered sales of equity securities during the three months ended June 30, 2026.

Item 5. Other Information.

During the quarter ended June 30, 2026, none of our directors or officers (as defined in Rule 16a-1(f) under the Securities Exchange Act of 1934, as amended) adopted, modified or terminated a “Rule 10b5-1 trading arrangement” or a “non-rule 10b5-1 trading arrangement,” as each item is defined in Item 408(a) of Regulation S-K.

Item 6. Exhibits.

Exhibit Number	Description
3.1	Amended and Restated Certificate of Incorporation of Caribou Biosciences, Inc. (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K (File No. 001-40631) filed by the Registrant with the SEC on July 28, 2021)
3.2	Amended and Restated Bylaws of Caribou Biosciences, Inc. (incorporated by reference to Exhibit 3.2 to the Current Report on Form 8-K (File No. 001-40631) filed by the Registrant with the SEC on July 28, 2021)
4.1	Description of Common Stock (incorporated by reference to Exhibit 4.1 to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2021 (File No. 001-40631), filed with the SEC on March 21, 2022)
31.1*	Certification of Principal Executive Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Exchange Act, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification of Principal Financial Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Exchange Act, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1**	Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2**	Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS*	Inline XBRL Instance Document – the instance document does not appear in the Interactive Data File because XBRL tags are embedded within the Inline XBRL document.
101.SCH*	Inline XBRL Taxonomy Extension Schema Document
101.CAL*	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF*	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB*	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104*	Cover Page Interactive Data File (embedded within the Inline XBRL document)

* Filed herewith.
** Furnished herewith.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Caribou Biosciences, Inc.

Date: August 13, 2026

By: /s/ Rachel E. Haurwitz

Rachel E. Haurwitz, Ph.D.
President and Chief Executive Officer
(Principal Executive Officer)

Date: August 13, 2026

By: /s/ Sriram Ryali

Sriram Ryali, M.B.A.
Chief Financial Officer
(Principal Financial Officer and Principal Accounting Officer)

Exhibit 31.1

CERTIFICATION PURSUANT TO
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Rachel E. Haurwitz, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the period ended June 30, 2026 of Caribou Biosciences, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 13, 2026

By: /s/ Rachel E. Haurwitz

Rachel E. Haurwitz, Ph.D.
President and Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION PURSUANT TO
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Sriram Ryali, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the period ended June 30, 2026 of Caribou Biosciences, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 13, 2026

By: /s/ Sriram Ryali

Sriram Ryali, M.B.A.

Chief Financial Officer

(Principal Financial Officer and Principal Accounting Officer)

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Caribou Biosciences, Inc. (the "Company") on Form 10-Q for the period ended June 30, 2026 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Date: August 13, 2026

By: /s/ Rachel E. Haurwitz

Rachel E. Haurwitz, Ph.D.

President and Chief Executive Officer
(Principal Executive Officer)

Exhibit 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Caribou Biosciences, Inc. (the "Company") on Form 10-Q for the period ended June 30, 2026 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Date: August 13, 2026

By: /s/ Sriram Ryali

Sriram Ryali, M.B.A.

Chief Financial Officer
(Principal Financial Officer and Principal Accounting Officer)