
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 6-K

**Report of Foreign Private Issuer
Pursuant to Rule 13a-16 or 15d-16
Of the Securities Exchange Act of 1934**

Date of Report: November 1, 2023

Commission File Number: 001-36891

Collectis S.A.

(Exact Name of registrant as specified in its charter)

**8, rue de la Croix Jarry
75013 Paris, France
+33 1 81 69 16 00**
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Collectis S.A.

This information included in this report on Form 6-K including the Press Release filed as Exhibit 99.1, but excluding the quotations by each of the Company's Chief Executive Officer, and Marc Dunoyer, Chief Strategy Officer, AstraZeneca, and Chief Executive Officer, Alexion, AstraZeneca Rare Disease, shall be deemed to be incorporated by reference in the Company's registration statements on Form F-3 (No. 333-265826) and Form S-8 (Nos. 333-204205, 333-214884, 333-222482, 333-227717, 333-258514, 333-267760, and 333-273777), to the extent not superseded by documents or reports subsequently filed.

EXHIBIT INDEX

Exhibit	Title
99.1	<u>Press Release dated November 1, 2023.</u>

SIGNATURES

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

Date: November 1, 2023

CELLECTIS S.A
(Registrant)

By: /s/ André Choulika
Name: André Choulika
Title: Chief Executive Officer



Collectis Announces Strategic Collaboration and Investment Agreements with AstraZeneca

- *Collaboration leverages Collectis' gene editing technologies and manufacturing capabilities to develop up to 10 novel cell & gene therapy candidate products*
- *Collectis to receive up to \$245M in cash (up to \$220M equity investment and \$25M upfront payment), with potential for additional milestones, plus tiered royalties*

New York, NY – November 1, 2023 – Collectis (Euronext Growth: ALCLS – NASDAQ: CLLS) today announced it has entered into (i) a Joint Research Collaboration Agreement (the “Collaboration Agreement”), (ii) an investment agreement relating to an initial equity investment of \$80M, and (iii) a memorandum of understanding (the “MOU”) relating to an additional equity investment of \$140M, with AstraZeneca (LSE/STO/Nasdaq: AZN). The Collaboration Agreement aims to accelerate the development of next generation therapeutics in areas of high unmet need, including oncology, immunology and rare diseases.

Under the terms of the Collaboration Agreement, AstraZeneca will leverage Collectis' proprietary gene editing technologies and manufacturing capabilities to design novel cell and gene therapy candidate products. As part of the Collaboration Agreement, 25 genetic targets have been exclusively reserved for AstraZeneca, from which up to 10 candidate products could be explored for development. AstraZeneca will have an option for a worldwide exclusive license on the candidate products, to be exercised before IND filing.

Pursuant to the Collaboration Agreement, Collectis' research costs under the collaboration will be funded by AstraZeneca and Collectis will receive an upfront payment of \$25M. Under the terms of the Collaboration Agreement, Collectis is also eligible to receive an investigational new drug (IND) option fee and development, regulatory and sales-related milestone payments, ranging from \$70M up to \$220M, per each of the 10 candidate products, plus tiered royalties.

As a condition to the signing of the Collaboration Agreement, AstraZeneca has agreed to make an initial equity investment of \$80M in Collectis by subscribing for 16,000,000 ordinary shares, at a price of \$5.00 per share (the “Initial Investment”). The new shares are issued to AstraZeneca by the board of directors of Collectis pursuant to the 17th resolution of Collectis' shareholders meeting held on June 27, 2023. Following settlement and delivery of the new shares (expected to be on November 6, 2023), AstraZeneca will own approximately 22% of the share capital, and 21% of the voting rights of the Company, will have the right to nominate a non-voting observer on the board of directors of Collectis, and will have the right to participate *pro rata* in Collectis's future share offerings.

Additionally, the MOU contemplates that AstraZeneca will make a potential further equity investment in Collectis of \$140M by subscribing for two newly created classes of convertible preferred shares of Collectis: 10,000,000 “class A” convertible preferred shares and 18,000,000 “class B” convertible preferred shares, in each case at a price of \$5.00 per share (the “Additional Investment”). Until they convert into ordinary shares, the “class A” convertible preferred shares would have single voting rights and would not carry any double voting right at any moment, and the “class B” would carry no voting rights except on any distribution of dividends or reserves. Both class of preferred shares would enjoy a liquidation preference (if any liquidation surplus remains after repayment of Collectis’ creditors and of par value to all shareholders) and would be convertible into the same number of ordinary shares with the same rights as the outstanding ordinary shares. The MOU is non-binding and the Additional Investment remains to be confirmed by both parties following a consultation process with Collectis’ works council. If confirmed, the closing of the Additional Investment will remain subject to (i) Collectis’ shareholders’ approval at a two-thirds majority of the votes cast by voting shareholders, (ii) clearance of such investment from the French Ministry of Economy according to the foreign direct investment French regulations, and (iii) other customary closing conditions. Immediately following the Additional Investment, it is anticipated that AstraZeneca would own approximately 44% of the share capital of the Company and 30% of the voting rights of the Company (based on the number of voting rights outstanding immediately after the completion of the Initial Investment) and would have the right to nominate two directors to the board of directors of Collectis. Further, certain business decisions are subject to AstraZeneca’s approval, including, in particular, winding up any company of the Collectis group, issuing securities senior to or pari passu with the convertible preferred shares or any shares without offering AstraZeneca the option to purchase its pro rata share of such securities (subject to customary exceptions, including issuances under employee equity incentive plans), declaring or paying dividends, prepaying indebtedness before due, and disposing of any material assets concerning gene editing tools or manufacturing facilities and selling, assigning, licensing, encumbering or otherwise disposing of certain material IP rights.

Collectis will use the proceeds received from the Collaboration Agreement and the proposed equity investments to develop gene editing tools, for research and development expenses incurred in developing its programs, and other general corporate purposes. Collectis’ clinical-stage assets, UCART22, UCART123 and UCART20x22 will remain under Collectis’ ownership and control.

André Choulika, PhD, Chief Executive Officer of Collectis, said: “We believe AstraZeneca is the perfect match to Collectis by providing world-class expertise in the development and the commercialization of innovative medicines. This collaboration will allow us to leverage our pioneering research in gene editing and cell therapies, as well as our cutting-edge capabilities in manufacturing with the ambition to bring potentially life-saving therapies to patients with unmet medical need.”

Marc Dunoyer, Chief Strategy Officer, AstraZeneca, and Chief Executive Officer, Alexion, AstraZeneca Rare Disease, said: “The differentiated capabilities Collectis has in gene editing and manufacturing complement our in-house expertise and investments made in the past year. AstraZeneca continues to advance our ambition in cell therapy for oncology and autoimmune diseases as well as in genomic medicine, which has potential to be transformative for patients with rare diseases.”

In the absence of a public offering, no prospectus will be established in France or outside of France in connection with the Initial Investment or Additional Investment.

About Collectis

Collectis is a clinical-stage biotechnology company using its pioneering gene-editing platform to develop life-saving cell and gene therapies. Collectis utilizes an allogeneic approach for CAR-T immunotherapies in oncology, pioneering the concept of off-the-shelf and ready-to-use gene-edited CAR T-cells to treat cancer patients, and a platform to make therapeutic gene editing in hemopoietic stem cells for various diseases. As a clinical-stage biopharmaceutical company with over 23 years of experience and expertise in gene editing, Collectis is developing life-changing product candidates utilizing TALEN[®], its gene editing technology, and PulseAgile, its pioneering electroporation system to harness the power of the immune system in order to treat diseases with unmet medical needs. Collectis' headquarters are in Paris, France, with locations in New York, New York and Raleigh, North Carolina. Collectis is listed on the Nasdaq Global Market (ticker: CLLS) and on Euronext Growth (ticker: ALCLS).

Cautionary Statement

This press release contains certain “forward-looking” statements within the meaning of applicable securities laws, including the Private Securities Litigation Reform Act of 1995. Forward-looking statements may be identified by words such as “additional”, “aim”, “continue”, “could”, “drive”, “enable”, “expect”, “further”, “look forward”, “may”, “ongoing”, “potential”, “promise”, “realize”, “subject to”, “success-based”, “up to”, “will”, and “would” or the negative of these and similar expressions. These forward-looking statements, which are based on our management’s current expectations and assumptions and on information currently available to management, include statements about the potential payments for which Collectis is eligible under the Collaboration Agreement; the possible size of the proposed equity investment by AstraZeneca; and the financial position of Collectis. Such forward-looking statements are made in light of information currently available to us and based on assumptions that Collectis considers to be reasonable. However, these forward-looking statements are subject to numerous risks and uncertainties, including with respect to the risk that conditions to closing, including necessary regulatory approvals, are not satisfied in a timely manner or at all; the risks arising from Collectis’s reliance on AstraZeneca to conduct certain development and commercialization activities, including the potential for disagreements or disputes under the Collaboration Agreement; the risk that AstraZeneca may exercise its discretion in a manner that limits the resources contributed toward the development of certain projects under the Collaboration Agreement or may exercise its faculty to terminate without cause the Agreement; the risk that subsequent studies and ongoing or future clinical trials may not generate favorable data; and the risk that the Company may not be able to secure additional capital on attractive terms, if at all. Furthermore, many other important risks factors and uncertainties, including those described in our Annual Report on Form 20-F filed with the U.S. Securities and Exchange Commission (the SEC) on March 14, 2023 under “Risk Factors” (copies of which are available on www.collectis.com), may adversely affect such forward-looking statements and cause our actual results, performance or achievements to be materially different from those expressed or implied by the forward-looking statements. Except as required by law, we assume no obligation to update these forward-looking statements publicly, or to update the reasons why actual results could differ materially from those anticipated in the forward-looking statements, even if new information becomes available in the future.

For further information on Collectis, please contact:

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