

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of report (Date of earliest event reported): March 31, 2025

GALERA THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-39114
(Commission
File Number)

46-1454898
(I.R.S. Employer
Identification No.)

101 Lindenwood Drive, Suite 225
Malvern, PA 19355
(Address of principal executive offices) (Zip Code)

(610) 725-1500
(Registrant's telephone number, include area code)

45 Liberty Blvd #230
Malvern, PA 19355
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.001 par value per share	GRTX	OTC Pink Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01. Entry into a Material Definitive Agreement.

As previously reported on a Current Report on Form 8-K filed with the Securities and Exchange Commission on December 31, 2024, Galera Therapeutics, Inc. (the “Company”) entered into a securities purchase agreement, dated December 30, 2024 (the “Securities Purchase Agreement”), with the purchasers named therein (the “Investors”). The Company also entered into a registration rights agreement, dated December 30, 2024, (the “Registration Rights Agreement”) with the Investors.

On March 31, 2025, the Company entered into an amendment to the Registration Rights Agreement (the “First Amendment”), pursuant to which the Company’s deadline to file a registration statement was extended to June 30, 2025.

The foregoing description of the First Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the form of the First Amendment, which is filed as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 - Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
10.1	Form of First Amendment to the Registration Rights Agreement
Exhibit 104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

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

GALERA THERAPEUTICS, INC.

Date: April 2, 2025

By: /s/ Joel Sussman

Joel Sussman

Chief Accounting Officer, Treasurer and Secretary

FIRST AMENDMENT TO REGISTRATION RIGHTS AGREEMENT

This First Amendment to the Registration Rights Agreement (this “*Amendment*”) is made and entered into as of March , 2025 by and among Galera Therapeutics, Inc., a Delaware corporation (the “*Company*”), and the several purchasers signatory hereto (each, including its successors and assigns, a “*Purchaser*” and collectively, the “*Purchasers*”). Capitalized terms used herein but not defined herein shall have the meanings given to such terms in the Registration Rights Agreement (as defined herein).

WHEREAS, the Company and the Purchasers entered into that certain Registration Rights Agreement dated as of December 30, 2024 (the “Registration Rights Agreement”); and

WHEREAS, pursuant to Section 6(f) of the Registration Rights Agreement, the Company and the Purchasers desire to amend the Registration Rights Agreement as set forth in this Amendment.

NOW, THEREFORE, in consideration of the premises and mutual covenants and obligations hereinafter set forth, the Company and the Purchasers, intending legally to be bound, hereby agree as follows:

1. **Definitions.** Section 1 of the Registration Rights Agreement is hereby amended to replace the following definition in its entirety:

“**Filing Deadline**” means, with respect to the Initial Registration Statement required to be filed pursuant to Section 2(a), the one hundred and eightieth (180th) calendar day following the Closing Date, *provided, however*, that if the Filing Deadline falls on a Saturday, Sunday or other day that the Commission is closed for business, the Filing Deadline shall be extended to the next Business Day on which the Commission is open for business.

2. **Miscellaneous.**

- (a) **Ratification and Incorporation.** Except as amended hereby, the Registration Rights Agreement is in all respects ratified and confirmed, and all of the terms thereof shall remain in full force and effect. This Amendment is executed and shall be construed as an amendment to the Registration Rights Agreement and, as provided in the Registration Rights Agreement, this Amendment forms a part thereof for all purposes. The Registration Rights Agreement and this Amendment shall be read, taken and construed as one and the same instrument, and each Purchaser shall be bound by the Registration Rights Agreement as amended hereby.
- (b) **Execution and Counterparts.** This Amendment may be executed in two or more counterparts, each of which when so executed shall be deemed to be an original and, all of which taken together shall constitute one and the same Amendment and shall become effective when counterparts have been signed by each party and delivered to the other party, it being understood that both parties need not sign the same counterpart. Counterparts may be delivered via facsimile, electronic mail (including any electronic signature covered by the U.S. federal ESIGN Act of 2000, Uniform Electronic Transactions Act, the Electronic Signatures and Records Act or other applicable law, e.g., www.docusign.com) or other transmission method and any counterpart so delivered shall be deemed to have been duly and validly delivered and be valid and effective for all purposes.
- (c) **Governing Law.** All questions concerning the construction, validity, enforcement and interpretation of this Amendment shall be determined in accordance with the provisions of the Registration Rights Agreement.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties have executed this First Amendment to the Registration Rights Agreement as of the date first written above.

GALERA THERAPEUTICS, INC.

By: _____
Name:
Title:

IN WITNESS WHEREOF, the parties have executed this Amendment to the Registration Rights Agreement as of the date first written above.

[NAME OF INVESTING ENTITY]

By: _____
Name:
Title: