

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

FORM 8-K

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

Date of Report (Date of earliest event reported): August 4, 2022

Metacrine, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-39512
(Commission
File Number)

47-2297384
(IRS Employer
Identification No.)

4225 Executive Square, Suite 600
San Diego, California
(Address of Principal Executive Offices)

92037
(Zip Code)

Registrant's telephone number, including area code: (858) 369-7800

Not Applicable

(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, \$0.0001 par value	MTCR	The Nasdaq Stock Market LLC

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 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On July 29, 2022, Metacrine, Inc. (the “Company”) submitted to the Listing Qualifications Department of the Nasdaq Stock Market (“Nasdaq”) an application to transfer the listing of its common stock from The Nasdaq Global Market to The Nasdaq Capital Market. On August 4, 2022, the Company received notice from Nasdaq that its application to transfer listing of its common stock had been approved. The transfer will be effective at the opening of business on August 5, 2022. The Company will continue to trade under the symbol “MTCR.”

The Nasdaq Capital Market is a continuous trading market that operates in the same manner as The Nasdaq Global Market. All companies listed on The Nasdaq Capital Market must meet certain financial requirements and adhere to Nasdaq’s corporate governance standards. The Company believes it is in compliance with all applicable criteria for continued listing on The Nasdaq Capital Market, but for the \$1.00 bid price requirement, as previously announced on a Current Report on Form 8-K filed by the Company on February 10, 2022. The Company is eligible for an additional 180-day period (or until January 30, 2023) to regain compliance with the minimum bid price, which requires that the closing bid price of the Company’s common stock must be at least \$1.00 per share for a minimum of ten consecutive business days. In the event that the Company is not able to regain compliance during the additional 180-day compliance period, the Company intends to effect a reverse stock split, if necessary. If the Company cannot demonstrate compliance by January 30, 2023 or the Company does not comply with the terms of the extension, Nasdaq will issue a delisting letter. In the event the Company receives notice that its common stock is being delisted, Nasdaq rules permit the Company to appeal any delisting determination by the Nasdaq staff to a Hearing Panel.

SIGNATURE

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

Metacrine, Inc.

Date: August 5, 2022

By: /s/ Michael York
Michael York
Chief Business Officer