

**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): February 27, 2023

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, par value \$0.0001 per share	MTCR	The Nasdaq Capital 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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On February 27, 2023, Metacrine, Inc. (the “*Company*”) was notified that The Nasdaq Stock Market LLC (“*Nasdaq*”) will delist the Company’s common stock, par value \$0.0001 per share (the “*Common Stock*”), by filing a Form 25 with the Securities and Exchange Commission (the “*SEC*”) in accordance with Rule 12d2-2 promulgated under the Securities Exchange Act of 1934, as amended. On March 3, 2023, Nasdaq filed the Form 25 with the SEC. The delisting will become effective on March 13, 2023, ten days after the filing of the Form 25.

As previously disclosed, the Common Stock was suspended from trading on The Nasdaq Capital Market at the opening of business on February 9, 2023 as a result of the Company’s failure to regain compliance with the minimum bid price requirement set forth in Nasdaq Listing Rule 5450(a)(1), and has since been quoted on the OTC marketplace under the symbol “MTCR.” Quotes and related Company information are available at www.otcmarkets.com.

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: March 3, 2023

By: /s/ Michael York

Michael York

President and Chief Executive Officer