
**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**

For the month of September 2023

Commission File Number: 001-40299

Achilles Therapeutics plc

(Exact name of registrant as specified in its charter)

**245 Hammersmith Road
London W6 8PW
United Kingdom**

Tel: +44 (0)20 8154 4600

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's 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

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

On September 20, 2023, Achilles Therapeutics plc (the “Company”) received a deficiency letter from the Nasdaq Listing Qualifications Department (the “Staff”) of the Nasdaq Stock Market LLC (“Nasdaq”) notifying the Company that, for the last 30 consecutive business days, the closing bid price for the Company’s American Depositary Shares (“ADSs”) has been below the minimum \$1.00 per ADS required for continued listing on The Nasdaq Global Select Market pursuant to Nasdaq Listing Rule 5550(a)(2) (“Rule 5550(a)(2)”). The Nasdaq deficiency letter has no immediate effect on the listing of the Company’s ADSs, and its ADSs will continue to trade on The Nasdaq Global Select Market under the symbol “ACHL” at this time.

In accordance with Nasdaq Listing Rule 5810(c)(3)(A), the Company has been given 180 calendar days, or until March 18, 2024, to regain compliance with Rule 5550(a)(2). If at any time before March 18, 2024, the closing bid price of the Company’s ADSs is at least \$1.00 per ADS for a minimum of 10 consecutive business days, the Staff will provide written confirmation that the Company has achieved compliance.

If the Company does not regain compliance with Rule 5550(a)(2) by March 18, 2024, the Company may be afforded a second 180 calendar day period to regain compliance or be subject to delisting. To qualify for an additional compliance period, the Company would be required to meet the continued listing requirement for market value of publicly held ADSs and all other initial listing standards for The Nasdaq Capital Market, except for the minimum bid price requirement. In addition, the Company would be required to notify Nasdaq of its intent to cure the deficiency during the second compliance period.

The Company intends to actively monitor the closing bid price for its ADSs and will consider available options to resolve the deficiency and regain compliance with Rule 5550(a)(2). However, there can be no assurance that the Company will be able to regain compliance with Rule 5550(a)(2).

INDEX TO EXHIBITS

Number	Description
99.1	Press Release of Achilles Therapeutics plc dated September 22, 2023.

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.

ACHILLES THERAPEUTICS PLC

Date: September 22, 2023

By: /s/ Robert Coutts
Robert Coutts
Chief Financial Officer



Achilles Therapeutics Receives Nasdaq Deficiency Notice Regarding Minimum Bid Price Requirement

- Achilles ADSs will continue to trade on the Nasdaq Global Select Market at this time, and the Company's operations are not affected by the receipt of the Notice -

London, UK 22 September 2023 – Achilles Therapeutics plc (NASDAQ: ACHL), a clinical-stage biopharmaceutical company developing AI-powered precision T cell therapies targeting clonal neoantigens to treat solid tumors, today disclosed that the Company received notice on September 20, 2023 from the Nasdaq Stock Market LLC ("Nasdaq") that the Company is not currently in compliance with the \$1.00 minimum bid price requirement for continued listing of the Company's American Depositary Shares (the "ADS") on the Nasdaq Global Select Market, as set forth in Nasdaq Listing Rule 5450(a)(1) (the "Minimum Bid Price Requirement"). The Notice indicated that, consistent with Nasdaq Listing Rule 5810(c)(3)(A), the Company has 180 days, or until March 18, 2024 (the "Compliance Deadline"), to regain compliance with the Minimum Bid Price Requirement by having the closing bid price of the Company's ADSs meet or exceed \$1.00 per ADS for at least ten consecutive business days.

The Nasdaq deficiency letter has no immediate effect on the listing of the Company's ADSs, and its ADSs will continue to trade on The Nasdaq Global Select Market under the symbol "ACHL" at this time. The Company intends to monitor the closing bid price of its ADSs and may, if appropriate, consider implementing available options to regain compliance with the Minimum Bid Price Requirement. If the Company does not regain compliance by the Compliance Deadline, the Company may be afforded an additional 180 calendar day period to regain compliance.

About Achilles Therapeutics

Achilles is a clinical-stage biopharmaceutical company developing AI-Powered precision T cell therapies targeting clonal neoantigens: protein markers unique to the individual that are expressed on the surface of every cancer cell. The Company has two ongoing Phase I/IIa trials, the CHIRON trial in patients with advanced non-small cell lung cancer (NSCLC) and the THETIS trial in patients with recurrent or metastatic melanoma. Achilles uses DNA sequencing data from each patient, together with its proprietary PELEUS™ bioinformatics platform, to identify clonal neoantigens specific to that patient, and then develop precision T cell-based product candidates specifically targeting those clonal neoantigens.

Forward Looking Statements

This press release contains express or implied forward-looking statements that are based on our management's belief and assumptions and on information currently available to our management. Although we believe that the expectations reflected in these forward-looking statements are reasonable, these statements relate to future events or our future operational or financial performance, and involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance, or achievements to be materially different from any future results, performance or achievements expressed or implied by these forward-looking statements. The forward-looking statements in this press release represent our views as of the date of this press release. We anticipate that subsequent events and developments will cause our views to change. However, while we may

elect to update these forward-looking statements at some point in the future, we have no current intention of doing so except to the extent required by applicable law. You should therefore not rely on these forward-looking statements as representing our views as of any date subsequent to the date of this press release.

For further information, please contact:

Investors:

Lee M. Stern
Meru Advisors
lstern@meruadvisors.com

Media:

ICR Consilium
Sukaina Virji, Tracy Cheung, Emmalee Hoppe
+44 (0) 203 709 5000
achillestx@consilium-comms.com