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

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**FORM 6-K**

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

**For the month of February 2025**

**Commission File Number: 001-40299**

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**Achilles Therapeutics plc**

(Exact name of registrant as specified in its charter)

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**3rd Floor, 1 Ashley Road  
Altrincham, Cheshire WA14 2DT  
United Kingdom  
Tel: +44 (0)20 8154 4600**

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

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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

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## Notice of Intent to Delist Securities

On February 28, 2025, Achilles Therapeutics plc (“Achilles” or the “Company”) notified the Nasdaq Stock Market, LLC (“Nasdaq”) of its intent to file a Form 25 with the Securities and Exchange Commission (“SEC”) on March 10, 2025 to effect the voluntary delisting of the Company’s American Depositary Shares (“ADSs”) from Nasdaq. The Company expects the delisting to be effective on March 20, 2025.

Upon delisting from Nasdaq, the Company intends to file a Form 15 with the SEC on or about March 20, 2025 to deregister its ADSs under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). The Company’s obligation to file periodic reports under the Exchange Act will be suspended immediately upon the filing of the Form 15.

As previously reported, the Company has called a General Meeting for March 20, 2025 to obtain shareholder approval to commence a members’ voluntary liquidation at the time of the passing of the relevant proposal at the General Meeting and is delisting the ADSs in connection therewith, as contemplated by the notice for the General Meeting.

A copy of the press release announcing the Company’s intention to delist and deregister its ADSs is filed as Exhibit 99.1 hereto.

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This Report on Form 6-K, including the exhibits hereto, is incorporated by reference into the Company’s filings under the Securities Act of 1933, as amended (the “Securities Act”) including the Company’s Registration Statements on Forms F-3 (File No. 333-268239) and S-8 (File Nos. 333-278501, 333-270344, 333-263220, and 333-255063) to the extent not superseded by information subsequently filed or furnished (to the extent the Company expressly states that it incorporates such furnished information by reference) by the Company under the Securities Act or the Securities Exchange Act of 1934, as amended.

INDEX TO EXHIBITS

<u>Number</u>	<u>Description</u>
99.1	<a href="#">Press Release of Achilles Therapeutics plc dated February 28, 2025.</a>

**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: February 28, 2025

By: /s/ Robert Coutts

Robert Coutts

Chief Financial Officer



### **Achilles Therapeutics Announces Voluntary Nasdaq Delisting and SEC Deregistration**

**London, UK 28 February 2025** – Achilles Therapeutics plc (NASDAQ: ACHL) (the Company) today announced that it has formally notified The Nasdaq Stock Market LLC (Nasdaq) of its intention to voluntarily delist its American Depositary Shares (ADSs) from Nasdaq and its intent to deregister its ADSs from the Securities and Exchange Commission (SEC) under Section 12(b) of the Securities Exchange Act of 1934 (Exchange Act). As previously reported, the Company has called a General Meeting for March 20, 2025 to obtain shareholder approval to commence a members' voluntary liquidation. The planned delisting of the ADSs is being undertaken in connection with the contemplated liquidation.

The Company intends to file a Form 25 (Notification of Removal from Listing) with the SEC on March 10, 2025, and expects the last trading day of the Company's common stock on Nasdaq will be March 20, 2025. Following delisting from Nasdaq, any trading in the Company's ADSs would occur only in privately negotiated sales and potentially on an over-the-counter market if a broker makes a market in the ADSs. There is no guarantee, however, that a broker will make such a market or that trading of the ADSs will continue on an over-the-counter market or otherwise.

The Company also intends to file a Form 15 (Certification and Notice of Termination From Registration) with the SEC on or about March 20, 2025. Upon filing, the Company's obligation to file periodic reports with the SEC, including Forms 20-F and 6-K, will be suspended immediately and will terminate when deregistration becomes effective 90 days after the Form 15 is filed.

#### **Forward Looking Statements**

This press release contains express or implied forward-looking statements that are based on the Company management's belief and assumptions and on information currently available to the Company's management. Forward-looking statements in this press release include, but are not limited to, statements regarding the Company's intention to delist from Nasdaq and to deregister from the SEC. Although the Company believes that the expectations reflected in these forward-looking statements are reasonable, these

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statements relate to future events and involve known and unknown risks, uncertainties and other factors that may cause the Company's actual actions to be materially different from any future actions expressed or implied by these forward-looking statements. The forward-looking statements in this press release represent the Company's views as of the date of this press release. While the Company may elect to update these forward-looking statements at some point in the future, the Company has 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 the Company's views as of any date subsequent to the date of this press release.

For further information, please contact:

**Meru Advisors**

**Lee M. Stern**

lstern@meruadvisors.com