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

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**FORM 8-K**

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

Date of report (Date of earliest event reported): **April 11, 2023**

**Mustang Bio, Inc.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-38191**  
(Commission File Number)

**47-3828760**  
(IRS Employer  
Identification No.)

**377 Plantation Street  
Worcester, Massachusetts 01605**  
(Address of Principal Executive Offices)

**(781) 652-4500**  
(Registrant's telephone number, including area code)

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	MBIO	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).

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.

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**Item 1.02. Termination of a Material Definitive Agreement.**

On April 11, 2023, the Loan and Security Agreement, dated as of March 4, 2022, by and among Mustang Bio, Inc. (the “Company”) and Runway Growth Finance Corp., as a lender and as administrative agent and collateral agent for Lenders (“Runway”), as amended by the First Amendment, dated as of December 7, 2022 (together, the “Runway Loan Agreement”), was terminated upon receipt by Runway of a payoff amount of \$30.7 million from the Company (comprising principal, interest and the applicable final payment amount); provided that the Company continues to be bound by certain indemnification obligations under Section 12.3 of the Runway Loan Agreement. The Runway Loan Agreement provided for term loans in an aggregate principal amount of up to \$75.0 million to be delivered in multiple tranches, subject to the achievement of certain milestones. The payoff amount paid by the Company in connection with the termination of the Runway Loan Agreement was pursuant to a payoff letter with Runway.

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**SIGNATURES**

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

Date: April 13, 2023

**Mustang Bio, Inc.**  
(Registrant)

By: /s/ Eliot M. Lurier  
Eliot M Lurier  
Interim Chief Financial Officer

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