

**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): December 15, 2023

Renalytix plc

(Exact name of registrant as specified in its Charter)

England and Wales
(State or other jurisdiction
of incorporation)

001-39387
(Commission
File Number)

Not Applicable
(IRS Employer
Identification No.)

Finsgate
5-7 Cranwood Street
London EC1V 9EE
United Kingdom
(Address of principal executive offices) (Zip Code)

+44 20 3139 2910
(Registrant's telephone number, including area code)

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 (see General Instruction A.2. below):

- 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))
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Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Ordinary shares, nominal value £0.0025 per share	n/a	The Nasdaq Stock Market LLC*
American Depositary Shares, each representing two ordinary shares, nominal value £0.0025 per share	RNLX	The Nasdaq Stock Market LLC

* Not for trading, but only in connection with the listing of the American Depositary Shares on 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 3.02. Unregistered Sales of Equity Securities

In April 2022, Renalytix plc (the “Company”) issued amortizing senior convertible bonds with a principal amount of \$21.2 million due in April 2027 (the “Bonds”) to Heights Capital Ireland LLC (the “Convertible Bond Investor”). The Bonds accrue interest at an annual rate of 5.5%, payable quarterly in arrears, in cash or American Depositary Shares (“ADSs”) valued at the ADS Settlement Price (as defined in the Bonds) at the option of the Company. The principal and interest payments are due in equal quarterly installments which began in July 2022.

On December 15, 2023, the Company issued 2,500,000 Ordinary Shares (the “Shares”) to the Convertible Bond Investor which, together with a cash payment (together, the “Repayment”), will settle the interest and amortization payments due under the Bonds on January 7, 2024. After settlement of the Repayment, the principal remaining under the Bonds will be reduced by \$1.06 million to \$13.78 million. The Shares were issued without registration in reliance upon the exemption provided in Section 3(a)(9) of the Securities Act of 1933, as amended.

Item 7.01. Regulation FD Disclosure

On December 18, 2023, the Company issued a press release announcing the Repayment and the issuance of the Shares. The press release making this announcement is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information in this Item 7.01, including Exhibit 99.1, shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit</u>	<u>Exhibit Description</u>
99.1	Press release dated December 18, 2023
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

RENALYTIX PLC

Dated: December 18, 2023

By: /s/ James McCullough
James McCullough
Chief Executive Officer



Renalytix plc
 ("Renalytix" or the "Company")

Issue of Shares

LONDON and SALT LAKE CITY – December 18, 2023 - Renalytix plc (NASDAQ: RNLX) (LSE: RENX), announces the repayment of \$1.06 million of the Company's convertible bond and the interest for the period, further details of which were announced on 31 March 2022. The repayment is being made through the issue of 2,500,000 Ordinary Shares and \$600,000 in cash.

After settlement of the repayment, the principal remaining under the convertible bond will be reduced by \$1.06 million to \$13.78 million.

2,500,000 new ordinary shares of £0.0025 each in the capital of the Company (the "Ordinary Shares") will be issued to settle a portion of the principal and interest.

An application has been made to the London Stock Exchange for the new Ordinary Shares to be admitted to trading on AIM. It is expected that admission of the 2,500,000 new Ordinary Shares to trading on AIM will become effective on, or around, 8am UK time on 21 December 2023 ("Admission"). The new Ordinary Shares will rank pari passu with the existing Ordinary Shares of the Company.

Total voting rights

Following Admission, the Company will have 99,930,156 Ordinary Shares in issue with each share carrying the right to one vote. The Company has no Ordinary Shares held in treasury. The total number of voting rights in the Company following Admission will therefore be 99,930,156.

For further information, please contact:

Renalytix plc

James McCullough, CEO

www.renalytix.com

Via Walbrook PR

Stifel (Nominated Adviser, Joint Broker)

Alex Price / Nicholas Moore / Nick Harland / Samira Essebiyea

Tel: 020 7710 7600

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CapComm Partners

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About Renalytix

Renalytix (NASDAQ: RNLX) (LSE: RENX) is an in-vitro diagnostics and laboratory services company that is the global founder and leader in the new field of bioprognosis™ for kidney health. The leadership team, with a combined 200+ years of healthcare and in-vitro diagnostic experience, has designed its KidneyIntelX laboratory developed test to enable risk assessment for rapid progressive decline in kidney function in adult patients with T2D and early CKD (stages 1-3). We believe that by understanding how disease will progress, patients and providers can take action early to improve outcomes and reduce overall health system costs. For more information, visit www.renalytix.com.
