

**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 10, 2024**

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**Renalytix plc**  
(Exact name of registrant as specified in its Charter)

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**England and Wales**  
(State or other jurisdiction  
of incorporation)

**001-39387**  
(Commission  
File Number)

**Not Applicable**  
(IRS Employer  
Identification No.)

**2 Leman Street**  
**London E1W 9US**  
**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)

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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:

| <b>Title of each class</b>   | <b>Trading Symbol(s)</b> | <b>Name of each exchange on which registered</b> |
|--|--------------------------|--|
| 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.

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### 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 April 11, 2024, the Company will issue 3,636,162 Ordinary Shares (the “Shares”) to be represented by ADSs to the Convertible Bond Investor (the “Repayment”), which will settle the principal and interest amount due under the Bonds on April 7, 2024. After settlement of the Repayment, the principal remaining under the Bonds will be reduced by \$1.06 million to \$12.72 million. The Shares will be 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 April 10, 2024 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           | <a href="#">Press release dated April 10, 2024</a>                          |
| 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: April 10, 2024

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



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

**Issue of Shares**

**LONDON and SALT LAKE CITY** – 10 April 2024 - Renalytix plc (NASDAQ: RNLX) (LSE: RENX), announces the repayment of \$1.06 million of principal and interest amount due under the Company's convertible bonds for the period from 8 January 2024 to 7 April 2024, further details of the convertible bonds were announced on 31 March 2022. The repayment of the principal and interest amount due for the period is being made through the issue of 1,818,081 American Depositary Shares ("**ADSS**") representing 3,636,162 ordinary shares of £0.0025 each in the capital of the Company (the "**Ordinary Shares**") on 11 April 2024.

After settlement of the repayment, the principal remaining under the convertible bonds will be reduced by \$1.06 million to \$12.72 million.

An application has been made to the London Stock Exchange plc for the new Ordinary Shares to be admitted to trading on AIM. It is expected that admission of the 3,636,162 new Ordinary Shares to trading on AIM will become effective on, or around, 8 a.m. UK time on 12 April 2024. The new Ordinary Shares will rank *pari passu* with the existing Ordinary Shares of the Company.

**Total voting rights**

Following the allotment and issue of the 3,636,162 new Ordinary Shares, the Company will have 123,552,349 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 will therefore be 123,552,349.

The International Securities Identification Number for the Ordinary Shares is GB00BYWL4Y04.

**For further information, please contact:**

**Renalytix plc**

James McCullough, CEO

[www.renalytix.com](http://www.renalytix.com)

**Via Walbrook PR**

**Stifel (Nominated Adviser, Joint Broker)**

Alex Price / Nicholas Moore / Nick Harland / Samira Essebiyea

**Tel: 020 7710 7600**

**Investec Bank plc (Joint Broker)**

Gary Clarence / Shalin Bhamra

**Tel: 020 7597 4000**

**Walbrook PR Limited**

Paul McManus / Alice Woodings / Charlotte Edgar

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**CapComm Partners**

Peter DeNardo

**Tel: 415-389-6400** or [investors@renalytix.com](mailto:investors@renalytix.com)

## **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](http://www.renalytix.com).

## **Disclosure requirements of the Takeover Code**

Under Rule 8.3(a) of the City Code on Takeovers and Mergers ("**Takeover Code**"), any person who is interested in one per cent. or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any securities exchange offeror is first identified.

An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 p.m. (London time) on the 10<sup>th</sup> business day following the commencement of the offer period and, if appropriate, by no later than 3.30 p.m. (London time) on the 10<sup>th</sup> business day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Takeover Code, any person who is, or becomes, interested in one per cent. or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror, save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 p.m. (London time) on the business day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3.

Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).

Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Panel's website at [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk), including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.

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