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): March 22, 2022

ABSCI CORPORATION
(Exact name of registrant as specified in its charter)

Delaware	001-40646	85-3383487
(State or other jurisdiction of incorporation)	**(Commission File Number)**	**(I.R.S. Employer Identification No.)**

18105 SE Mill Plain Blvd
Vancouver, WA 98683
(Address of principal executive offices, including zip code)

(360) 949-1041
(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:

☐   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, $0.0001 par value per share	ABSI	The Nasdaq Global Select 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).

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 2.02.   Results of Operations and Financial Condition.

On March 22, 2022, Absci Corporation (the "Company") announced its financial results for the fourth quarter and full year ended December 31, 2021. A copy of the press release is being furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information contained in Item 2.02 of this Current Report on Form 8-K is being furnished and shall not be deemed to be "filed" for the 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 in any filing 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 7.01.   Regulation FD Disclosure.

On March 22, 2022, Joshua Meier, the Company's Lead AI Scientist, presented at NVIDIA GTC, a global AI conference. A copy of Mr. Meier's presentation is available in the "Events and Presentations" section of the Company's investor relations website at investors.absci.com.

The information in Item 7.01 of this Current Report on Form 8-K and the presentation materials on the Company's website shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to liability under that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 8.01.   Other Events.

On March 22, 2022, the Company issued a press release announcing the Company's breakthrough machine learning achievements and research collaboration with NVIDIA. A copy of the press release is filed as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated by reference herein.

Item 9.01.   Financial Statements and Exhibits.

(d) Exhibits

99.1   [Press Release issued by the Company on March 22, 2022, furnished herewith.](#)

99.2   [Press Release issued by the Company on March 22, 2022, filed herewith.](#)

SIGNATURE

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 hereunto duly authorized.

Absci Corporation

Date: March 22, 2022	By:	/s/ Sean McClain
		Sean McClain
		Founder and CEO

Exhibit 99.1

absci.®

Absci Reports Full Year 2021 Financial and Operating Results

VANCOUVER, Wash. March 22, 2022 – Absci Corporation (Nasdaq: ABSI), the drug and target discovery company harnessing deep learning AI and synthetic biology to expand the therapeutic potential of proteins, today reported financial and operating results for the quarter and full year ended December 31, 2021.

"Our progress this quarter capped off a remarkable year for Absci from start to finish," said Sean McClain, Founder and CEO. "In the last few months alone, we announced collaborations with EQRx and Merck including six drug discovery programs in total. And earlier today we shared data around some of our groundbreaking AI models for therapeutic protein design and optimization. These achievements, enabled by our proprietary assay data and platform, advance the state-of-the-art, and we are collaborating with NVIDIA to further develop and scale our *in silico* models. Our AI and data generation capabilities have generated a robust pipeline of partnering opportunities, and our innovation continues to drive business development discussions. I am inspired by the state of our company today and optimistic about our future, given the opportunities I see ahead of us."

Recent Highlights

- Announced proprietary data-enabled machine learning breakthroughs and validation of *in silico* lead optimization platform today at NVIDIA GTC.
- Initiated collaboration with NVIDIA to scale Absci's *in silico* drug discovery achievements, enable the most advanced AI paradigms, and accelerate therapeutic protein design.
- Entered into research collaboration with Merck for Bionic™ Enzyme generation, and Merck has the option to nominate up to three targets and enter into a drug discovery collaboration.
- Successfully executed partnerships representing five Active Programs in 2021 and three of our projected eight new programs so far in 2022.
- Appointed Dr. Joseph Sirosh, a renowned leader in the AI field and former CTO of AI at Microsoft, and Dr. Andreas Busch, an experienced pharma R&D executive, to the Board of Directors.
- Grew total headcount over the course of 2021 from 75 to 224.

Fourth Quarter 2021 Financial Results

Revenue was $1.5 million for the three months ended December 31, 2021 compared to $2.7 million for the three months ended December 31, 2020.

Research and development expenses were $15.8 million for the fourth quarter of 2021, as compared to $4.6 million for the corresponding prior year period. This increase was primarily driven by additional investments in platform expansion, including data initiatives and AI capabilities.

Selling, general, and administrative expenses were $9.2 million for the fourth quarter of 2021, as compared to $2.4 million for the corresponding prior year period. This increase was primarily due to personnel-related costs and other expenses related to being a publicly traded company.

Exhibit 99.1

Net loss was $25.2 million for the fourth quarter of 2021, as compared to $4.9 million for the corresponding prior year period.

Full Year 2021 Financial Results and 2022 Projections

During 2021, Absci executed five Active Programs, consistent with expectations.

Revenue was $4.8 million for the year ended December 31, 2021 compared to $4.8 million for the year ended December 31, 2020.

Research and development expenses were $44.6 million for the year ended December 31, 2021, as compared to $11.4 million for the year ended December 31, 2020. This increase was primarily driven by additional investments in platform expansion, including data initiatives and AI capabilities.

Selling, general, and administrative expenses were $28.8 million for the year ended December 31, 2021, as compared to $5.5 million for the year ended December 31, 2020. This increase was primarily due to personnel-related costs and other expenses related to being a publicly traded company.

Net loss was $101.0 million for the year ended December 31, 2021, as compared to $14.4 million for the year ended December 31, 2020.

Total cash, cash equivalents, and restricted cash as of December 31, 2021 was $279.9 million, of which $252.6 million was unrestricted.

For 2022, Absci expects a net decrease in cash, cash equivalents, and restricted cash of approximately $120 million, which includes one-time, time-based disbursements totaling $10.5 million from restricted cash associated with the Denovium and Totient acquisitions. This projected cash usage also includes approximately $8.3 million of capital expenditures, net of cash proceeds from equipment financing, for completing the build-out of the company's new facility.

Based upon our expectations for net future cash usage, as of December 31, 2021, the company has approximately three years of cash and cash equivalents.

Absci anticipates eight new Active Programs in 2022, three of which result from the agreement executed with Merck.

About Absci

Absci is the drug and target discovery company harnessing deep learning AI and synthetic biology to expand the therapeutic potential of proteins. We built our Integrated Drug Creation™ Platform to identify novel drug targets, discover optimal biotherapeutic candidates, and generate the cell lines to manufacture them in a single efficient process. Biotech and pharma innovators partner with us to create the next generation of protein-based drugs, including those that may be impossible to make with other technologies. Our goal is to enable the development of better medicines by *Translating Ideas into Drugs™.* For more information visit www.absci.com and follow us on social media: Twitter: @Abscibio, LinkedIn: @absci, and subscribe to our Absci YouTube channel.

Exhibit 99.1

Availability of Other Information about Absci

Investors and others should note that we routinely communicate with investors and the public using our website (www.absci.com) and our investor relations website (investors.absci.com), including without limitation, through the posting of investor presentations, SEC filings, press releases, public conference calls and webcasts on these websites. The information that we post on these websites could be deemed to be material information. As a result, investors, the media, and others interested in Absci are encouraged to review this information on a regular basis. The contents of our website, or any other website that may be accessed from our website, shall not be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended.

Forward-Looking Statements

Certain statements in this press release that are not historical facts are considered forward-looking within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, including statements containing the words "will," "pursues," "anticipates," "plans," "believes," "forecast," "estimates," "expects," and "intends," or similar expressions. We intend these forward-looking statements, including statements regarding our expectations regarding business operations, financial performance and results of operations, including our expectations regarding cash, cash equivalents and restricted cash, as well as our projected cash usage and needs, our expectations for the count of new Active Programs, technology development efforts, integrating acquisitions and partnerships, hiring efforts, expanding our platform, our participating at NVIDIA GTC and the subject matter of our presentation at that conference, scientific innovation efforts, drug discovery and development activities, and research and technology development collaboration efforts, to be covered by the safe harbor provisions for forward-looking statements contained in Section 27A of the Securities Act and Section 21E of the Securities Exchange Act, and we make this statement for purposes of complying with those safe harbor provisions. These forward-looking statements reflect our current views about our plans, intentions, expectations, strategies, and prospects, which are based on the information currently available to us and on assumptions we have made. We can give no assurance that the plans, intentions, expectations, or strategies will be attained or achieved, and, furthermore, actual results may differ materially from those described in the forward-looking statements and will be affected by a variety of risks and factors that are beyond our control, including, without limitation, risks and uncertainties relating to our ability to effectively collaborate on research, drug discovery and development activities with our partners or potential partners; along with those risks set forth in our most recent periodic report filed with the U.S. Securities and Exchange Commission, as well as discussions of potential risks, uncertainties, and other important factors in our subsequent filings with the U.S. Securities and Exchange Commission. Except as required by law, we assume no obligation to update publicly any forward-looking statements, whether as a result of new information, future events, or otherwise.

Investor Contact:

investors@absci.com

Media Contact:

press@absci.com

Exhibit 99.1

Absci Corporation
Consolidated Statements of Operations (unaudited)

(In thousands, except for share and per share data)	For the Three Months Ended December 31,		For the Years Ended December 31,	
	2021	2020	2021	2020
Revenues				
Technology development revenue	$ 1,087	$ 2,153	$ 4,009	$ 4,117
Collaboration revenue	365	575	773	663
Total revenues	1,452	2,728	4,782	4,780
Operating expenses				
Research and development	15,766	4,597	44,586	11,448
Selling, general and administrative	9,183	2,413	28,780	5,502
Depreciation and amortization	2,759	351	6,654	1,131
Total operating expenses	27,708	7,361	80,020	18,081
Operating loss	(26,256)	(4,633)	(75,238)	(13,301)
Other expense				
Interest expense	(200)	(175)	(3,432)	(634)
Other expense, net	188	(131)	(31,189)	(418)
Total other expense, net	(12)	(306)	(34,621)	(1,052)
Loss before income taxes	(26,268)	(4,939)	(109,859)	(14,353)
Income tax benefit	1,102	—	8,899	—
Net loss	(25,166)	(4,939)	(100,960)	(14,353)
Adjustment of redeemable preferred units and stock	—	—	—	(34,336)
Cumulative undeclared preferred stock dividends	—	(780)	(2,284)	(780)
Net loss applicable to common stockholders and unitholders	$ (25,166)	$ (5,719)	$ (103,244)	$ (49,469)
Net loss per share attributable to common stockholders and unitholders: Basic and diluted	$ (0.28)	$ (0.35)	$ (2.08)	$ (3.19)
Weighted-average common shares and units outstanding: Basic and diluted	89,768,980	16,326,325	49,685,194	15,494,908

Exhibit 99.1

Absci Corporation
Consolidated Balance Sheets (unaudited)

(In thousands, except for share and per share data)		December 31, 2021		December 31, 2020
ASSETS				
Current assets:				
Cash and cash equivalents	$	252,569	$	69,867
Restricted cash		10,513		—
Receivables under development arrangements		1,425		1,594
Prepaid expenses and other current assets		8,572		1,773
Total current assets		273,079		73,234
Operating lease right-of-use assets		6,538		4,476
Property and equipment, net		52,114		8,909
Intangibles, net		54,992		—
Goodwill		21,335		—
Restricted cash, long-term		16,844		1,841
Other long-term assets		1,293		109
TOTAL ASSETS	$	426,195	$	88,569
LIABILITIES, REDEEMABLE CONVERTIBLE PREFERRED STOCK AND OTHER STOCKHOLDERS' DEFICIT				
Current liabilities:				
Accounts payable	$	8,385	$	2,116
Accrued expenses		17,434		1,569
Loans payable		—		632
Long-term debt, current		2,400		903
Operating lease obligations, current		1,502		770
Financing lease obligations, current		2,785		1,475
Deferred revenue, current		1,353		2,630
Total current liabilities		33,859		10,095
Long-term debt - net of current portion		1,124		4,141
Operating lease obligations - net of current portion		8,969		3,813
Finance lease obligations - net of current portion		3,231		2,766
Deferred tax, net		743		—
Other long-term liabilities		12,162		749
TOTAL LIABILITIES		60,088		21,564
Commitments				
Redeemable convertible preferred stock, $0.0001 par value		—		156,433
STOCKHOLDERS' DEFICIT				
Preferred stock, $0.0001 par value		—		—
Common stock, $0.0001 par value		9		2
Additional paid-in capital		557,136		635
Accumulated deficit		(191,025)		(90,065)
Accumulated other comprehensive loss		(13)		—
TOTAL OTHER STOCKHOLDERS' DEFICIT		366,107		(89,428)
TOTAL LIABILITIES, REDEEMABLE CONVERTIBLE PREFERRED STOCK AND OTHER STOCKHOLDERS' DEFICIT	$	426,195	$	88,569

Exhibit 99.2

Absci Develops Groundbreaking Machine Learning Models for In-Silico Antibody Design, Powered by NVIDIA

Absci to present in-silico drug discovery technology at NVIDIA GTC
Breakthrough ML achievements highlight the viability of the computational lead optimization pipeline
Absci collaborates with NVIDIA on research to accelerate and scale in-silico drug discovery platform

VANCOUVER, Wash., March 22, 2022 – Absci Corporation (Nasdaq: ABSI), a drug and target discovery company harnessing deep learning, AI and synthetic biology to expand the therapeutic potential of proteins, announced the development of machine learning models for designing and refining novel therapeutic antibodies. The new research demonstrates progress towards a fully in-silico machine learning pipeline for drug discovery.

Absci is pursuing a vision for fully in-silico biologic drug design, going from target to drug candidate sequence 'with the click of a button.' The ability to realize this vision is built on Absci's proprietary data generation technologies that can evaluate up to ten billion individual cells per week – each expressing a drug sequence variant – which provide relevant, high-quality substrate data for AI applications.

In today's session at NVIDIA GTC, a global AI conference, Absci Lead AI Scientist Joshua Meier will describe two of the company's drug discovery ML breakthroughs and present validation of Absci's in-silico lead optimization models. The validation, requiring wet-lab testing of model predictions, was enabled by Absci's proprietary and highly engineered synthetic biology platform and assays.

- The first breakthrough is a machine learning model for quantitative prediction of antibody target affinity, allowing computational predictions of binding strength. In one example, Absci demonstrated that this model could accurately predict affinity across four orders of magnitude for previously unseen trastuzumab variants, including accurately predicting variants that had better target affinities than wild-type trastuzumab.

- The second breakthrough is a machine learning model to score 'naturalness' of antibody variants; naturalness is a parameter that Absci shows is associated with multiple developability characteristics, and antibodies with better developability have a better likelihood of success as drug candidates through preclinical testing and clinical development.

- Further, Absci showed that generative ML techniques enabled simultaneous in-silico optimization for both affinity and naturalness, underscoring the viability of the computational lead optimization pipeline.

Absci is collaborating with NVIDIA to accelerate and scale Absci's in-silico ML pipeline, using NVIDIA expertise and optimized graph- and transformer kernels on NVIDIA A100 Tensor Core GPUs. In addition, Absci will continue to synthesize and test the predictions from the models in its proprietary ultra-throughput assays to further validate, iteratively train, and refine the AI performance.

Sean McClain, founder and CEO of Absci, said, "We are thrilled to be collaborating with NVIDIA to advance the field and enable the development of better medicines. Our AI breakthroughs stand on the shoulders of our tremendously differentiated synthetic biology platform and breakthrough assays – the data generation engine that fuels our ML training and validation. Based on this powerful Absci technology,

Exhibit 99.2

along with NVIDIA's scientific and technical expertise and compute resources, we are looking forward to scaling the advancements of our in-silico lead optimization models to generalize across the wide breadth of target classes, therapeutic modalities, and developability parameters relevant for biopharmaceutical discovery."

"Our collaboration with Absci is aimed at enabling the most advanced AI paradigms and accelerating protein design," said Kimberly Powell, vice president of healthcare at NVIDIA. "Absci's powerful data generation and AI protein engineering platform is already helping the drug discovery industry, and NVIDIA technologies will help power and scale Absci's fully in-silico platform."

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Absci Forward-Looking Statements

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