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): March 11, 2024

Lexeo Therapeutics, Inc.

(Exact name of Registrant as Specified in Its Charter)

Delaware	**001-41855**	**85-4012572**
(State or Other Jurisdiction of Incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**
345 Park Avenue South, Floor 6 New York, New York		**10010**
(Address of Principal Executive Offices)		**(Zip Code)**

Registrant's Telephone Number, Including Area Code: 212 547-9879

N/A
(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	LXEO	Nasdaq Global 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 1.01 Entry into a Material Definitive Agreement.

Common Stock Purchase Agreement

On March 11, 2024, Lexeo Therapeutics, Inc. (the "Company") entered into a Common Stock Purchase Agreement (the "Purchase Agreement") for a private placement (the "Private Placement") with certain qualified institutional buyers and institutional accredited investors (each, a "Purchaser" and collectively, the "Purchasers"). Pursuant to the Purchase Agreement, the Company agreed to sell to the Purchasers 6,278,905 shares of the Company's common stock, par value $0.0001 per share (the "Shares"), at a purchase price of $15.13 per Share.

The Private Placement is expected to close on March 13, 2024, subject to the satisfaction of customary closing conditions. The gross proceeds of the Private Placement are expected to be approximately $95 million, before deducting commissions and offering expenses payable by the Company. The Company intends to use the net proceeds from the Private Placement to fund working capital and other general corporate purposes.

Entities affiliated with certain members of the Company's board of directors participated in the Private Placement, purchasing approximately $6 million of Shares in the aggregate. The participation of these entities in the Private Placement was disclosed to the Board of Directors of the Company (the "Board") and approved by the pricing committee of the Board.

The foregoing description of the Purchase Agreement does not purport to be complete and is qualified in its entirety by reference to the complete text of the Purchase Agreement, which is attached hereto as Exhibit 10.1 to this Current Report on Form 8-K and is hereby incorporated by reference into this Item 1.01.

Registration Rights

In connection with the Private Placement, the Company and the Purchasers entered into a Registration Rights Agreement, dated March 11, 2024 (the "Registration Rights Agreement"), providing for the registration for resale of the Shares pursuant to a registration statement (the "Registration Statement") to be filed with the Securities and Exchange Commission (the "SEC") on or prior to April 12, 2024 (the "Filing Deadline"). The Company has agreed to use its best efforts to cause the Registration Statement to be declared effective as soon as possible, but in no event later than 60 days after the closing of the Private Placement (or 90 days in the event of a full review of the Registration Statement by the SEC) (the "Effectiveness Deadline"), and to keep the Registration Statement continuously effective from the date on which the SEC declares the Registration Statement to be effective until such date that all Registrable Securities (as such term is defined in the Registration Rights Agreement) covered by the Registration Statement have been sold pursuant to a registration statement under the Securities Act of 1933, as amended (the "Securities Act") or under Rule 144 as promulgated by the SEC under the Securities Act, or otherwise shall have ceased to be Registrable Securities.

In the event (i) the Registration Statement has not been filed by the Filing Deadline, (ii) the Registration Statement is not declared effective on or prior to the Effectiveness Deadline, (iii) after being declared effective, (a) such Registration Statement ceases to remain continuously effective as to all Registrable Securities for which it is required to be effective, or (b) the holders are not permitted to utilize the prospectus in the Registration Statement to sell Registrable Securities, other than certain allowed delays, (iv) an allowed delay exceeds beyond the length permitted for an allowed delay, or (v) after the Filing Deadline, only where the Registration Statement is not effective or available to sell all Registrable Securities, the Company fails to file with the SEC any reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), such that it is not in compliance with Rule 144(c)(1), as a result of which, holders who are not affiliates are not able to sell Registrable Securities without restriction under Rule 144, then the Company has agreed to make pro rata payments to each Purchaser as liquidated damages in an amount equal to 1% of the aggregate amount invested by each such holder in the Registrable Securities then held by the holder per 30-day period or pro rata for any portion thereof for each such month during which such event continues, subject to a 5% cap in the aggregate as set forth in the Registration Rights Agreement.

The Company has granted the Purchasers customary indemnification rights in connection with the Registration Rights Agreement. The Purchasers have also granted the Company customary indemnification rights in connection with the Registration Rights Agreement.

The foregoing description of the Registration Rights Agreement does not purport to be complete and is qualified in its entirety by reference to the Registration Rights Agreement, a copy of which is filed as Exhibit 10.2 hereto and incorporated by reference into this Item 1.01.

Item 2.02 Results of Operations and Financial Condition.

On March 11, 2024, the Company issued a press release announcing business highlights and its financial results for the three and twelve-months ended December 31, 2023. A copy of this press release is furnished herewith as Exhibit 99.1 to this Current Report and is incorporated herein by reference.

The information in this Item 2.02, and Exhibit 99.1 hereto, shall not be deemed "filed" for purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any of the Registrant's filings under the Securities Act or the Exchange Act, whether made before or after the date hereof, except as expressly set forth by specific reference in such a filing.

Item 3.02 Unregistered Sales of Equity Securities.

The information contained above under Item 1.01 is hereby incorporated by reference in response to this Item 3.02 of this Current Report on Form 8-K.

The Company will sell the securities to "accredited investors," as that term is defined in the Securities Act, in reliance on the exemption from registration afforded by Section 4(a)(2) of the Securities Act and corresponding provisions of state securities or "blue sky" laws. The Investors represented that they are acquiring the securities for investment only and not with a view towards the resale or distribution thereof in violation of the Securities Act. Accordingly, the securities have not been registered under the Securities Act and such securities may not be offered or sold in the United States absent registration or an exemption from registration under the Securities Act and any applicable state securities laws.

Neither this Current Report on Form 8-K, nor any exhibit attached hereto, is an offer to sell or the solicitation of an offer to buy the Securities described herein.

Item 7.01 Regulation FD Disclosure.

On March 11, 2024, the Company issued a press release announcing the Private Placement and providing an update on its cash runway. The press release is attached as Exhibit 99.2 to this Current Report on Form 8-K and incorporated into this Item 7.01 by reference.

The information in this Item 7.01, including Exhibit 99.2 attached hereto, shall not be deemed "filed" for purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act, except as expressly set forth by specific reference in such filing.

Forward Looking Statements

This report contains certain forward-looking statements regarding the business of the Company that are not a description of historical facts within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements include statements regarding the use of proceeds of the offering and the completion of the offering. Actual results could differ materially from those anticipated in such forward-looking statements as a result of these risks and uncertainties, which include, without limitation, those associated with market conditions; satisfaction of customary closing conditions in the Private Placement. Additional risks and uncertainties that could cause actual outcomes and results to differ materially from those contemplated by the forward-looking statements are included in the company's Annual Report on Form 10-K for the fiscal year ended December 31, 2023, including under the caption "Item 1A. Risk Factors", and elsewhere in the Company's reports and other documents that the Company has filed, or will file, with the SEC from time to time that are available at www.sec.gov.

You are cautioned not to place undue reliance on forward-looking statements which are current only as of the date hereof. Except as required by applicable law, the Company undertakes no obligation to revise or update any forward-looking statement, or to make any other forward-looking statements, whether as a result of new information, future events or otherwise.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Exhibit Description	Incorporated by Reference				Filed or Furnished Herewith
		Form	File No.	Exhibit	Filing Date	
10.1	Form of Common Stock Purchase Agreement, dated March 11, 2024, by and among the Company and the Purchasers	10-K	001-41855	10.22	March 11, 2024	
10.2	Form of Registration Rights Agreement, dated March 11, 2024, by and among the Company and the Purchasers	10-K	001-41855	4.4	March 11, 2024	
99.1	Press release issued by the Company on March 11, 2024, announcing business highlights and financial results, furnished herewith.					X
99.2	Press release issued by the Company on March 11, 2024, announcing Private Placement, furnished herewith.					X

104	Cover Page Interactive Data File (embedded within the Inline XBRL document)	X

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 hereunto duly authorized.

Lexeo Therapeutics, Inc.

Date: March 11, 2024

By: /s/ R. Nolan Townsend

R. Nolan Townsend, Chief Executive Officer

Exhibit 99.1

Lexeo Therapeutics Reports Fourth Quarter and Full Year 2023 Financial Results and Operational Highlights

Lexeo announces $95.0M equity financing, which in addition to 2023 year-end cash and cash equivalents of $121.5M, extends runway to fund operations into 2027

Reports frataxin protein expression data from a subset of the second dose cohort of SUNRISE-FA, a Phase 1/2 clinical trial of LX2006 for the treatment of Friedreich's ataxia (FA) cardiomyopathy, showing positive change in post-treatment frataxin levels

Additional interim data readout from SUNRISE-FA expected in mid-2024, with follow-up out to one year from the low-dose and multiple time points of follow-up expected from at least three patients treated at the mid-dose

Initiated SNAPSHOT-PKP2, a natural history study designed to evaluate PKP2-ACM disease progression up to two years retrospectively and over twelve months prospectively, in up to 20 patients in the U.S. All milestones for LX2020 remain on track

NEW YORK – March 11, 2024 (GLOBE NEWSWIRE) – Lexeo Therapeutics, Inc. (Nasdaq: LXEO), a clinical stage genetic medicine company dedicated to pioneering treatments for genetically defined cardiovascular diseases and APOE4-associated Alzheimer's disease, today reported fourth quarter and full year 2023 financial results and provided operational highlights.

"The past year has been transformative for Lexeo as we successfully completed our initial public offering and continued to advance our pipeline of genetic medicines," stated R. Nolan Townsend, Chief Executive Officer of Lexeo Therapeutics. "Building on our success in 2023, we are pleased to report that we have observed a positive change in frataxin levels now in Cohort 2 of the SUNRISE-FA trial. The low baseline protein levels observed in these patients provide unique insights into the biology of FA and we believe the increases in post treatment protein expression mediated by LX2006 may be sufficient to restore mitochondrial function with physiological improvement. These data, combined with our recent financing and progress across our pipeline, reflect exciting developments and add to our track record of clinical execution."

SUNRISE-FA Liquid Chromatography Mass Spectrometry (LCMS) Assay Protein Expression Data

Subject	Pre-Treatment FXN Levels (ng/mg protein)	Post-Treatment FXN Levels (ng/mg protein)	Change from Baseline (ng/mg protein)
Cohort 1 Subject 1 ($1.8x10^{11}$ vg/kg)	0.75	0.97	0.22
Cohort 2 Subject 1 ($5.6x10^{11}$ vg/kg)	0.97	2.77	1.81
Cohort 2 Subject 2 ($5.6x10^{11}$ vg/kg)	1.83	2.23	0.40

Note: Only one patient in Cohort 1 underwent pre and post treatment cardiac biopsy.

- Average pre-treatment FXN level across three subjects was 1.18ng/mg. Compared to FXN levels observed in 29 cadaver tissue samples from 16 individuals without heart disease, we believe the average pre-treatment FXN level represents approximately two percent of healthy individual frataxin levels in the heart.
- To our knowledge, SUNRISE-FA is the first clinical trial to evaluate frataxin levels in the target organ of FA cardiomyopathy patients via cardiac biopsy. Data to date suggest that FA patients may have lower FXN levels in the heart versus peripheral tissues.
- Across all three cardiac biopsies, we observed an increase in FXN levels as measured by liquid chromatography mass spectrometry relative to pre-treatment baseline levels.
- We observed an approximately five-fold increase in protein on average in the second cohort ($5.6x10^{11}$ vg/kg) to date, relative to the first cohort ($1.8x10^{11}$ vg/kg). A dose-dependent response was also seen in our IND-enabling preclinical studies, where a non-linear relationship was observed between dose delivered and frataxin protein expression.

Lexeo expects to present additional interim data from SUNRISE-FA Cohorts 1 and 2 in mid-2024, including measures of hypertrophy and other cardiac biomarkers at multiple timepoints[1]. Ahead of this interim readout, Lexeo expects to provide an analysis of baseline characteristics from LX2006-treated patients to characterize the cardiovascular disease phenotype seen in FA as well as baseline levels of hypertrophy and other cardiac biomarkers that will be reported at mid-year.

Business and Program Updates

- **LX2006 for the Treatment of FA Cardiomyopathy:** Announced preliminary frataxin protein expression data from the second dose cohort of SUNRISE-FA showing positive change in post-treatment frataxin levels three months following administration of LX2006. Lexeo expects to report additional interim data from the SUNRISE-FA Phase 1/2 clinical trial in mid-2024 with follow-up out to one year from the low-dose and multiple timepoints of follow-up expected from at least three patients treated at the mid-dose.
- **LX2020 for the Treatment of PKP2-ACM:** In December 2023, the FDA granted Fast Track designation (FTD) and Orphan Drug designation (ODD) to LX2020, which allows more frequent interactions with FDA to facilitate development and expedite review processes. The ODD also provides additional benefits to Lexeo, such as market exclusivity upon regulatory approval. Clinical trial start-up activities are underway and Lexeo expects to dose the first patient in the HEROIC-PKP2 Phase 1/2 clinical trial of LX2020 in 1H 2024, with an interim data readout from Cohort 1 expected in 2H 2024. Lexeo has also initiated SNAPSHOT-PKP2, a natural history study designed to evaluate PKP2-ACM disease progression up to two years retrospectively and over twelve months prospectively in up to 20 patients in the United States.
- **APOE4-associated Alzheimer's Disease Programs:** Lexeo completed enrollment of all four cohorts in the LEAD Phase 1/2 clinical trial of LX1001 for the treatment of APOE4-associated Alzheimer's disease in Q4 2023. The Company expects to provide an interim data readout of all cohorts in 2H 2024.
- **Pricing of $95 Million Equity Financing:** Lexeo today announced that it has entered into a common stock purchase agreement with certain new and existing investors to issue and sell an aggregate of 6,278,905 shares of its common stock at a price of $15.13 per share, through a private placement. Lexeo anticipates the gross proceeds from the private placement to be approximately $95.0 million, before deducting any offering related expenses. The financing is expected to close on or about March 13, 2024, subject to customary closing conditions. The proceeds from this financing, combined with current cash, cash equivalents and marketable securities, are expected to fund operating and capital expenditures into 2027.
- **Completed Initial Public Offering:** In November 2023, Lexeo completed its underwritten initial public offering of 10,139,656 shares of its common stock, including the exercise of the underwriter's option to purchase 1,048,746 additional shares of its common stock. The aggregate gross proceeds from the offering were $111.5 million, before deducting underwriting discounts and commissions and offering expenses payable by Lexeo.

Expected Upcoming Milestones

- **LX2006 for the treatment of Friedreich's ataxia cardiomyopathy**
  - Interim data readout in mid-2024
- **LX2020 for the treatment of PKP2-ACM**
  - First patient dosed in 1H 2024
  - Interim data readout (Cohort 1) in 2H 2024
- **LX1001 for the treatment of APOE4-associated Alzheimer's disease**
  - Interim Phase 1/2 data readout (all cohorts) in 2H 2024
- **LX2021 for the treatment of DSP cardiomyopathy**
  - Initiate IND-enabling studies in 2024

Fourth Quarter and Full Year Financial Results

- **Cash Position:** As of December 31, 2023, cash and cash equivalents were $121.5 million, excluding the $95.0 million gross proceeds expected to be raised in the private placement announced today. Lexeo expects the additional funds raised in the financing to extend its runway into 2027.
- **R&D Expenses:** R&D expenses were $8.2 million for the three months ended December 31, 2023, compared to $11.4 million for the three months ended December 31, 2022. Research and Development expenses were $53.1 million for the year ended December 31, 2023, compared to $49.2 million for the same period in 2022.
- **G&A Expenses:** G&A expenses were $6.8 million for the three months ended December 31, 2023, compared to $3.8 million for the three months ended December 31, 2022. G&A expenses were $15.4 million for the year ended December 31, 2023, compared to $12.0 million for the same period in 2022.

(1) Trial participants receive immune suppression with prednisone beginning on the day prior to treatment/infusion through 14 weeks following LX2006 administration. Given the potential impact of corticosteroids on systemic status and cardiac biomarkers, efficacy data in the mid-2024 data readout will be presented for timepoints following cessation of corticosteroid administration.

- **Net Loss:** Net loss was $14.2 million or $0.86 per share (basic and diluted) for the three months ended December 31, 2023, compared to $14.6 million or $8.86 per share (basic and diluted) for the three months ended December 31, 2022. Net loss was $66.4 million or $12.40 per share (basic and diluted) for the year ended December 31, 2023, compared to $59.3 million or $36.36 per share (basic and diluted) for the year ended December 31, 2022.

About Lexeo Therapeutics
Lexeo Therapeutics is a New York City-based, clinical stage genetic medicine company dedicated to transforming healthcare by applying pioneering science to fundamentally change how genetically defined cardiovascular diseases and APOE4-associated Alzheimer's disease are treated. Using a stepwise development approach, Lexeo is leveraging early proof-of-concept functional and biomarker data to advance a pipeline of cardiovascular and APOE4-associated Alzheimer's disease programs.

Forward looking Statements
Certain statements in this press release may constitute "forward-looking statements" within the meaning of the federal securities laws, including, but not limited to, our expectations and plans regarding our current product candidates and programs, including the anticipated timing of the initiation of and results from our clinical trials, expectations regarding the time period over which our capital resources will be sufficient to fund our anticipated operations and estimates regarding Lexeo's financial condition. Words such as "may," "might," "will," "objective," "intend," "should," "could," "can," "would," "expect," "believe," "design," "estimate," "predict," "potential," "develop," "plan" or the negative of these terms, and similar expressions, or statements regarding intent, belief, or current expectations, are forward-looking statements. While Lexeo believes these forward-looking statements are reasonable, undue reliance should not be placed on any such forward-looking statements. These forward-looking statements are based upon current information available to the company as well as certain estimates and assumptions and are subject to various risks and uncertainties (including, without limitation, those set forth in Lexeo's filings with the U.S. Securities and Exchange Commission (the SEC)), many of which are beyond the company's control and subject to change. Actual results could be materially different from those indicated by such forward looking statements as a result of many factors, including but not limited to: risks and uncertainties related to global macroeconomic conditions and related volatility; expectations regarding the initiation, progress, and expected results of our preclinical studies, clinical trials and research and development programs; the unpredictable relationship between preclinical study results and clinical study results; delays in submission of regulatory filings or failure to receive regulatory approval; liquidity and capital resources, including the anticipated closing of the private placement and anticipated runway extension; and other risks and uncertainties identified in our Quarterly Report of 10-Q for the quarterly period ended September 30, 2023, filed with the SEC on December 11, 2023, and subsequent future filings we may make with the SEC. New risks and uncertainties may emerge from time to time, and it is not possible to predict all risks and uncertainties. Lexeo claims the protection of the Safe Harbor contained in the Private Securities Litigation Reform Act of 1995 for forward-looking statements. Lexeo expressly disclaims any obligation to update or alter any statements whether as a result of new information, future events or otherwise, except as required by law.

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Lexeo Therapeutics, Inc.
Selected Condensed Financial Information
(unaudited, in thousands, except share and per share amounts)

Condensed Consolidated Statements of Operations

	Three Months Ended December 31,		Year Ended December 31,	
	2023	2022	2023	2022
Revenue				
Grant revenue	$ -	$ -	$ -	$ 654
Total revenue	-	-	-	654
Operating expenses				
Research and development	8,210	11,437	53,130	49,162
General and administrative	6,764	3,760	15,383	12,001
Total operating expenses	14,974	15,197	68,513	61,163
Operating loss	(14,974)	(15,197)	(68,513)	(60,509)
Other income and expense				
Loss on fair value adjustment to convertible SAFE Note	(258)	-	(530)	-
Other income (expense), net	(8)	(1)	(13)	(2)
Interest expense	(51)	(54)	(205)	(91)
Interest income	1,103	675	2,867	1,325
Total other income and expense	786	620	2,119	1,232
Loss from operations before income taxes	(14,188)	(14,577)	(66,394)	(59,277)
Income taxes	-	-	-	-
Net loss and comprehensive loss	$ (14,188)	$ (14,577)	$ (66,394)	$ (59,277)
Net loss per common share, basic and diluted	$ (0.86)	$ (8.86)	$ (12.40)	$ (36.36)
Weighted average number of shares outstanding used in computation of net loss per common share, basic and diluted	16,438,237	1,644,403	5,354,368	1,630,348

Condensed Consolidated Balance Sheet Data

	December 31, 2023	December 31, 2022
Cash, cash equivalents, and investments	$ 121,466	$ 77,335
Total assets	139,807	97,076
Total liabilities	26,272	24,997
Total convertible preferred stock	-	185,033
Total stockholders' equity (deficit)	113,535	(112,954)

Exhibit 99.2

Lexeo Therapeutics Announces Oversubscribed $95.0 Million Equity Financing

Lexeo extends runway into 2027 with private placement co-led by Braidwell LP and Adage Capital Partners LP, with participation from new and existing investors including RA Capital Management, Surveyor Capital (a Citadel company), Eventide Asset Management and Novo Holdings A/S.

NEW YORK – March 11, 2024 (GLOBE NEWSWIRE) – Lexeo Therapeutics, Inc. (Nasdaq: LXEO), a clinical stage genetic medicine company dedicated to pioneering treatments for genetically defined cardiovascular diseases and APOE4-associated Alzheimer's disease, today announced it has entered into a common stock purchase agreement with a select group of institutional and healthcare accredited investors to issue and sell an aggregate of 6,278,905 shares of its common stock ("Common Stock") at a price of $15.13 per share, in a private placement. Lexeo anticipates the gross proceeds from the private placement to be approximately $95.0 million, before deducting any offering related expenses. The financing is expected to close on March 13, 2024, subject to customary closing conditions.

The private placement was co-led by Braidwell LP and Adage Capital Partners LP and with participation by new and existing investors, including RA Capital Management, Surveyor Capital (a Citadel company), Eventide Asset Management and Novo Holdings A/S.

J.P. Morgan and Leerink Partners acted as co-lead placement agents for the transaction. Stifel also acted as co-placement agent.

Lexeo intends to use net proceeds from the financing to fund advancement of ongoing clinical stage programs, and for working capital and general corporate purposes. The proceeds from this financing, combined with current cash, cash equivalents and marketable securities are expected to fund Lexeo's operating and capital expenditures into 2027.

The shares of Common Stock to be sold in this financing have not been registered under the Securities Act of 1933, as amended (the "Securities Act"), or any state or other applicable jurisdiction's securities laws and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and applicable state or other jurisdictions' securities laws. Concurrently with the execution of the common stock purchase agreement, Lexeo and the investors entered into a registration rights agreement pursuant to which the company has agreed to file a registration statement with the U.S. Securities and Exchange Commission (the "SEC") registering the resale of the shares of Common Stock sold in the private placement. Any offering of the Company's Common Stock under the resale registration statement will only be made by means of a prospectus.

This press release shall not constitute an offer to sell or a solicitation of an offer to buy the Company's Common Stock, nor shall there be any offer, solicitation, or sale of the Company's Common Stock in any jurisdiction in which such offer, solicitation or sale would be unlawful.

The private placement is being conducted in accordance with applicable Nasdaq rules and was priced to satisfy the "Minimum Price" requirement (as defined in the Nasdaq rules).

About Lexeo Therapeutics
Lexeo Therapeutics is a New York City-based, clinical stage genetic medicine company dedicated to transforming healthcare by applying pioneering science to fundamentally change how genetically defined cardiovascular diseases and APOE4-associated Alzheimer's disease are treated. Using a stepwise development approach, Lexeo is leveraging early proof-of-concept functional and biomarker data to advance a pipeline of cardiovascular and APOE4-associated Alzheimer's disease programs.

Cautionary Note Regarding Forward-Looking Statements
Certain statements in this press release may constitute "forward-looking statements" within the meaning of the federal securities laws, including, but not limited to, our expectations and plans regarding our current product candidates and programs, including statements regarding the expected closing of the private placement, anticipated receipt and use of proceeds from the private placement, whether the conditions for the closing of the private placement will be satisfied, the filing of a registration statement or final prospectus, as applicable, to register the resale of the shares of Common Stock to be issued and sold in the private placement, the anticipated cash runway following closing of the private placement, and other information that is not historical information. Words such as "may," "might," "will," "objective," "intend," "should," "could," "can," "would," "expect," "believe," "design," "estimate," "predict," "potential," "develop," "plan" or the negative of these terms, and similar expressions, or statements regarding intent, belief, or current expectations, are forward-looking statements. While Lexeo believes these forward-looking statements are reasonable, undue reliance should not be placed on any such forward-looking statements. These forward-looking statements are based upon current information available to the company as well as certain estimates and assumptions and are subject to various risks and uncertainties (including, without limitation, those set forth in Lexeo's filings with the SEC), many of which are beyond the company's control and subject to change. Actual results could be materially different from those indicated by such forward looking statements as a result of many factors, including but not limited to: risks and uncertainties related to global macroeconomic conditions and related volatility; expectations regarding the initiation, progress, and expected results of Lexeo's preclinical studies, clinical trials and research and development programs; the unpredictable relationship between preclinical study results and clinical study results; delays in submission of regulatory filings or failure to receive regulatory approval; liquidity and capital resources, including the anticipated closing of the private placement and anticipated runway extension; and other risks and uncertainties identified in Lexeo's Quarterly Report of 10-Q for the quarterly period ended September 30, 2023, filed with the SEC on December 11, 2023, and subsequent future filings Lexeo may make with the SEC. New risks and uncertainties may emerge from time to time, and it is not possible to predict all risks and uncertainties. Lexeo claims the protection of the Safe Harbor contained in the Private Securities Litigation Reform Act of 1995 for forward-looking statements. Lexeo expressly disclaims any obligation to update or alter any statements whether as a result of new information, future events or otherwise, except as required by law.

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