

**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): **April 4, 2022**

ORCHARD THERAPEUTICS PLC

(Exact name of Registrant as Specified in Its Charter)

England and Wales
(State or Other Jurisdiction
of Incorporation)

001-38722
(Commission File Number)

Not Applicable
(IRS Employer
Identification No.)

108 Cannon Street
London EC4N 6EU
United Kingdom
(Address of Principal Executive Offices; Zip Code)

Registrant's Telephone Number, Including Area Code: **+44 (0) 203 808 8286**

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
American Depositary Shares, each representing one ordinary share, nominal value £0.10 per share	ORTX	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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On April 4, 2022, Orchard Therapeutics plc (the “Company”) received a letter from the Nasdaq Stock Market (“Nasdaq”) indicating that the closing bid price of the Company’s American Depositary Shares (“ADSs”) was below \$1.00 per share for 30 consecutive business days, and that, therefore, the Company is not in compliance with Nasdaq Listing Rule 5450(a)(1), which is the minimum bid price requirement for continued listing on the Nasdaq Global Select Market.

The notice from Nasdaq has no immediate effect on the listing of the Company’s ADSs, and the ADSs will continue to be listed on the Nasdaq Global Select Market under the symbol “ORTX”.

Pursuant to Nasdaq Listing Rule 5810(c)(3)(A), the Company has automatically been afforded a 180-calendar day period, or until October 3, 2022, to regain compliance with the minimum bid price requirement. The continued listing standard will be met if the closing bid price of the Company’s ADSs is at least \$1.00 per share for a minimum of ten consecutive business days during the 180-calendar day period. If the Company is not in compliance by October 3, 2022, the Company may be afforded a second 180-calendar day period to regain compliance if it meets certain requirements.

The Company intends to monitor the closing bid price of its ADSs and is currently evaluating its options for regaining compliance, which could include adjusting the Company’s ADS-to-ordinary share ratio.

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.

ORCHARD THERAPEUTICS PLC

Date: April 8, 2022

By: /s/ Frank E. Thomas

Frank E. Thomas

President and Chief Operating Officer