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): June 21, 2024

Neurogene Inc.

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)

001-36327 (Commission File Number)

98-0542593 (I.R.S. Employer Identification No.)

535 W 24th Street, 5th Floor New York, NY 10011 (Address of principal executive offices, including zip code) Registrant's telephone number, including area code: (877) 237-5020

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 (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))						
Seci	Securities registered pursuant to Section 12(b) of the Act:						
	Title of each class Trading Symbol(s) Name of each exchange on which registered						

The Nasdaq Global Market Common Stock, \$0.000001 par value NGNE 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 \Box 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. \Box the Exchange Act. \square

Item 7.01 Regulation FD Disclosure.

On June 21, 2024, Neurogene Inc. posted an updated corporate presentation on its website. A copy of the corporate presentation is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this Item 7.01 and Exhibit 99.1 attached hereto is being furnished and shall not be deemed "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, nor shall such information or Exhibit 99.1 be deemed incorporated by reference into any filing under the Exchange Act or the Securities Act of 1933, as amended, except as expressly set forth by specific reference to such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit
Number Description

99.1 Corporate Presentation (June 2024)
104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

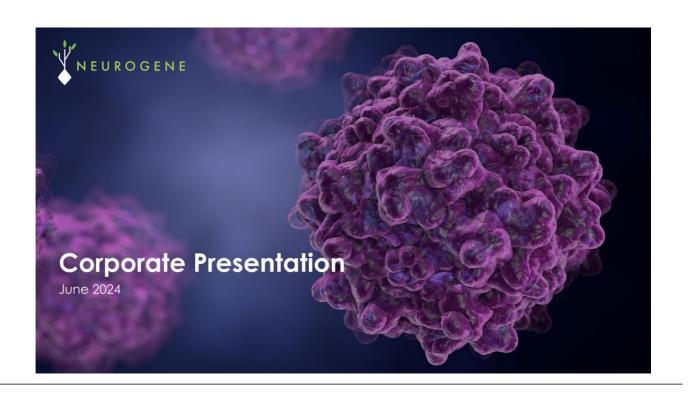
Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

NEUROGENE INC.

Date: June 21, 2024

By:

/s/ Christine Mikail
Name: Christine Mikail
Title: President, Chief Financial Officer



Disclaimer

This communication contains forward-looking statements within the meaning of the Private Securities Liligation Reform Act of 1995. These statements may discuss goals, intentions and expectations as to future plans, trends, events, results of operations or financial condition, or otherwise, based on current expectations and beliefs of the management of Neurogene, as well as assumptions made by, and information currently available to, management of Neurogene's product candidates; the safety and telerability profile of NGN-401 and NGN-101; third cand clinical benefits of its programs, including its PEACT-Wethorlogy, NGN-401 and NGN-101; third designs, clinical development plans and timing for NGN-401 and NGN-101; most popularities for Neurogene's product candidates; the safety and telerability profile of NGN-401 and NGN-101; third designs, clinical development plans and timing for NGN-401 and NGN-101; including peroliment and dosing in both cohorts of the NGN-401 Phase 1/2 third for NGN-401 and NGN-101; including the results in NGN-101 Phase 1/2 third for CLNB state in development and state in the Phase 1/2 third for NGN-401 phase 1/2 third for NGN-401, including the addition of a high dose Cohort 2 and expansion of the clinical third for non-401 phase 1/2 third for NGN-401 phase 1/2 third for NGN-40

The foregoing review of important factors that could cause actual events to differ from expectations should not be construed as exhaustive and should be read in conjunction with statements that are included herein and elsewhere, including the risk factors included in the Company's most recent Annual Report on Form 10-K and Quarterly Reports on Form 10-Q flied with the Securifies and Exchange Commission (SEC), as well as risk factors associated with companies, such as Neurogene, that operate in the biopharma industry, These forward-looking statements involve a number of risks, uncertainties (some of which are beyond Neurogene's control) or other assumptions that may cause actual results or performance to be maderially different from those expressed or implied by these forward-looking statements. Nothing in this communication should be read are representation by any person that the forward-looking statements set forth herein will be achieved or that the contemplated results of any such forward-looking statements will be achieved. Forward-looking statements in this communication speak only as of the day they are made and are qualified in their entirety by reference to the cautionary statements. Except as required by applicable law, Neurogene 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.

Certain information contained in this Presentation relates to or is based on studies, publications, surveys and Neurogene's own internal estimates and research. In this Presentation, Neurogene relies on, and refers to, publicly available information and statistics regarding market participants in the sector in which Neurogene competes and other industry data. Any comparison of Neurogene obtained this information and statistics from third-party sources, including reports by market research firms and company filings. In addition, and there is included in this Presentation involve a number of assumptions and inflations, and there can be no guarantee as to the accuracy or reliability of such assumptions. Principle is internal research is reliable, such research has not been verified by any independent source and Neurogene has not independently verified the information.

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Neurogene is a Differentiated Clinical-Stage Company Utilizing EXACT™ Technology to Treat Complex Neurological Diseases





EXACT: Expression Attenuation via Construct Tunin

Neurogene Clinical Stage Pipeline



*IND = investigational new drug.



Multiple discovery stage assets in development with plans to advance one program into the clinic in 2025

EXACT Developed to Solve the Limitations of Conventional Gene Therapy in Complex Neurological Disorders

	day's Gene Therapy imited By:	Neurogene's Solutions:			
(Co)	Variable Gene Expression	Novel, modular EXACT gene regulation technology and other regulatory elements designed to optimize transgene expression to maximize the therapeutic window			
(§)	Safety Limitations	Novel and proprietary EXACT gene regulation technology designed to avoid transgene related toxicity associated with conventional gene therapy			
	Inefficient Gene Delivery	Select ICV delivery approach to maximize AAV9 distribution to target CNS tissues Design products to maximize potency and purity for potentially optimized efficacy/safety profile			
10					

Wholly Owned and Fully Integrated In-House AAV Manufacturing



Current research and clinical-grade manufacturing capabilities are designed for commercial-grade product to avoid potential future comparability challenges

NEUROGENE

Experienced Leadership Team







Rett Syndrome – Devastating Disorder with High Unmet Need





Genetics

- X-Linked disorder causing mutations in the gene encoding for methyl-CpG binding protein 2 (MeCP2)
 Unknown incidence in boys, but typically lethal by ~3 years of
- age due to no healthy copy of MeCP2



Compelling Market Opportunity

- U.S. prevalence ~6,000-9,000 patients
 WW incidence 1:10,000 females



High Unmet Need

- There are no approved treatments that address root cause of disease
- Significant unmet need remains for new treatment options



U.S., prevalence estimate based on published incidence rates; Laurvick CL, et al. J Pediatr 2006;148(3):347-35, WW incidence estimate based on published incidence rates; Pini G, et al. Orphanet Journal of Rare Diseases (2016) 11:132.

Rett Syndrome Treatment Requires Tight Transgene Regulation



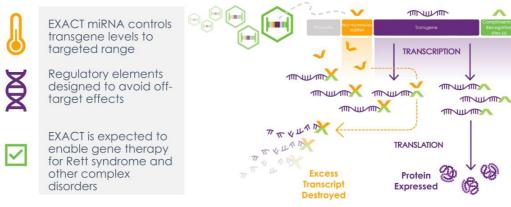
- ${\rm \bullet \ Rett\ syndrome\ (RTT)\ is\ a\ severe\ neurological\ disorder\ caused\ by\ mosaic\ mutations\ in\ X-linked\ MeCP2\ gene}$
- Mice modeling RTT recapitulate many neurological phenotypes observed clinically; disease reversibility has been demonstrated in both immature and mature adult animals

NGN-401 is designed to deliver therapeutic levels of MeCP2 to deficient cells while maintaining a non-toxic level in unaffected cells



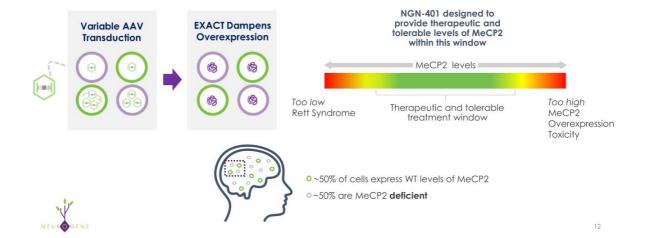
*Represents female Rett syndrome; **Represents male duplication disorder; WT = wildtype Pini G, et al. Orphanet Journal of Rare Diseases (2016) 11:132.

EXACT Acts As a Genetic Thermostat, Limiting Transgene Expression



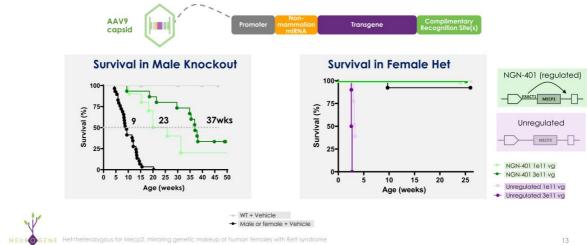


EXACT Designed to Widen Therapeutic Window and Enable Gene Therapy for Rett Syndrome

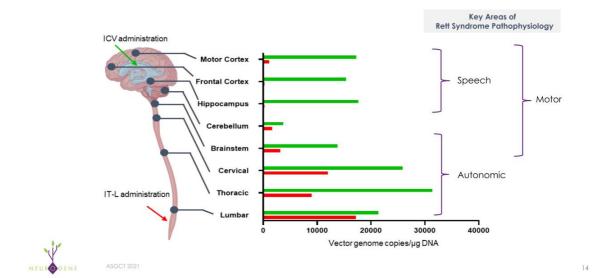


NGN-401 Demonstrates Efficacy and Safety in Mecp2 Mouse Models

ICV Delivery of NGN-401 Delivers Targeted MeCP2 Levels



ICV Administration Resulted in Significantly Better Distribution Than IT-L To Key Areas of the Nervous System Underlying Rett Syndrome in NHPs



NGN-401 Preclinical Data Enabled Pediatric Clinical Approach

Promising efficacy, favorable safety profile

DEMONSTRATED CONTROLLED MeCP2 LEVELS

Delivery of full-length MECP2

MAXIMIZES THERAPEUTIC POTENTIAL

Robust MeCP2 levels to key brain areas

PROVIDES TRANSLATIONAL FOUNDATION FOR HUMANS

No evidence of off-target or MeCP2 tox

GENERATED COMPREHENSIVE SAFETY PACKAGE



U.S. FDA, UK MHRA and Australian HREC cleared dosing directly into pediatric patients

Cardinal Clinical Features of Rett Syndrome

Inability to Communicate

- Loss of purposeful hand use & involuntary hand movements
- Loss of spoken language

Impaired Fine and Gross Motor Skills

- Loss of hand function
- Gait abnormalities
- Ambulation requiring assistance or non-ambulatory

Autonomic Dysfunction

- Severe apnea episodes
- Hyperventilation
- Constipation
- Sleep disturbance

Additional Disease Manifestations

- Seizures
- Anxiety
- Scoliosis
- Muscle contractures

Normal

Developmental delay
Regression of gained skills
Hand stereotypies

Birth

~1-4 yrs

SENE Pini G. et al. Orphanet Journal of Rare Diseases (2016) 11:132.

"Relative" stability Risk of scoliosis increases Risk of seizures developing Hand function loss



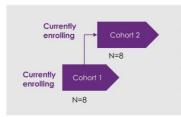
~4-10 yrs

GI tube placement common Spinal fusion surgery common Significant muscle rigidity/contractures Increased mobility loss

Adolescents to adults



Phase 1/2 Trial for NGN-401 Designed to Inform Future Pivotal Clinical Trial



- Cohort 1 dose of 1E15 vg (total), Cohort 2 dose of 3E15 vg (total)
- · Cohorts to enroll concurrently
- Both doses within GLP toxicology safety margin
- Key assessments at 3, 6, 9 and 12 months, which include clinician and caregiver assessments CGI-S, CGI-I and RSBQ

Key Eligibility Criteria

- Female, age ≥4 to ≤10 years with Classic Rett syndrome
- Clinical diagnosis & genetic confirmation of pathogenic MeCP2 mutation
- Clinical Global Impression-Severity (CGI-S) score of 4-6

Efficacy Assessments of Interest

Autonomic Function	Objective device to monitor breathing		
Hand Function	Physician assessment of improvement		
Communication	Physician assessment of improvement		
Gross Motor Function	Physician assessment of improvement		



GLP = Good Laboratory Practice, CGLH=Clinician Global Impression of Improvement, RSRQ=Rett syndrome behavior questionnaire (more details on Slide 36)

NGN-401 Study Inclusion Criteria is Driven by Severity of Rett Syndrome Domains Under CGI-S

Limited impairment

Modest impairment

Eligible for Phase 1/2 clinical trial

Clinical domains	CGI-S=1	CGI-S=2	CGI-S=3	CGI-S=4	CGI-S=5	CGI-\$=6	CGI-S=7
Language/ Communication	Normal	May have unusual features (eg echolalia, reading disability)	Phrases-sentences. May have conversations or echolalia	<5 words Babbles Makes choices 25%- 50%	No words Babbles Makes choices ≤25%	Vocalizations Occasionally screams Rarely or makes no choices	No words No vocalizations Screams No choices
Ambulation	No impairment	Normal, may have slight evidence of dystonia/ ataxia/ dyspraxia	Walks, able to use stairs/run May ride tricycle or climb	Walks independently Unable to use stairs or run	Walks with assistance	Stands with support or independently May walk with support Sits independently or with support	Cannot sit Doesn't stand or walk
Hand use	Normal, no impairment	Normal, may have slight fine motor issue	Bilateral pincer grasp. May use pen to write but has fine motor issues like tremor	Reaches for objects, raking grasp or unilateral pincer May use utensils/cup	Reaches No grasps	Rarely-occasionally reaches out No grasp	None
Social (eye contact)	Normal	Occasional eye gaze avoidance	Appropriate eye contact, >30s	Eye contact <20s	Eye contact <10s	Eye contact, inconsistent 5s	None
Autonomic	None	Minimal	No or minimal breathing abnormalities (<5%) warm, pink extremities	Breathing dysrhythmia <50% No cynanosis Cool UE, Pink LE	Breathing dysrhythmia 50% No cynanosis Cold UE, Pink LE	Breathing dysrhythmia 50-100% May have cynanosis Cool UE or LE, may be blue	Breathing dysrhythmia constantly with cynanosis Cold UE and LE, Mottled/blue
Seizures	None	None or controlled	None, with or without meds	Monthly-weekly	Weekly	Weekly-daily	Daily
Attentiveness	Normal	Occasional inattention	Attentive to conversation, follows commands	50-100%	50%	<50%	0%

Low-dose NGN-401 Continues to Show a Favorable Safety Profile; High-dose NGN-401 Well-Tolerated

Baseline Characteristics and Safety Data from First Three Participants Dosed in Low-Dose Cohort

	Low-Dose Cohort 1 (1E15 vg)		
	Participant 1	Participant 2	Participant 3
Age at Dosing	7 years old	4 years old	6 years old
Race	Asian	White	White
MECP2 mutation	Mild	Severe	Severe
Time post-NGN-401 administration	~11 months	~8 months	~5 months

- All treatment-emergent adverse events (TEAEs) related to NGN-401 have been mild/Grade 1 and transient or resolving, and most AEs are known potential risks of AAV
- There have been no treatment-emergent or ICV procedure-related serious AEs (SAEs)
- No signs or symptoms indicative of MeCP2 overexpression toxicity have been reported in any participant, including Patient 1 who has a mild variant predicted to result in residual MeCP2 expression

First high-dose participant dosed in May; High-dose NGN-401 has been well-tolerated thus far with an early favorable safety profile



Data cut-off date for first three low-dose participants: May 31, 202

NGN-401 Selected by FDA for START Pilot Program to Accelerate Development

NGN-401 chosen for the Support for Clinical Trials Advancing Rare Disease Therapeutics (START) Pilot Program

Selection criteria included **potential for clinical benefit** and clinical development and CMC program readiness

START provides enhanced communications with FDA staff to accelerate program development and generate high quality and reliable data to support a future marketing application

START applications required development plans and current status of:



Clinical



Chemistry, manufacturing and controls (CMC)



Non-clinical



NGN-401 Phase 1/2 Clinical Trial Status Update and Anticipated Milestones

Phase 1/2 Clinical Trial Status

- ✓ First patient dosed 3Q:23, second patient dosed 4Q:23, third patient dosed 1Q:24
- ✓ No treatment-emergent, procedure-related serious adverse events or overexpression toxicity observed to date

2024 Anticipated Key Milestones

- ✓ Selected for FDA START Pilot Program to accelerate development
- ✓ Initiate dosing of Cohort 2 in 2Q:24
- ☐ Complete dosing of Cohort 1 in 2H:24
- ☐ Interim Phase 1/2 clinical data 4Q:24
- □ Additional Phase 1/2 clinical data from expanded low dose and high dose cohorts in 2H:25



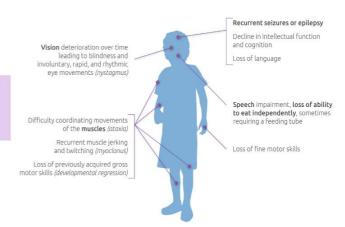
NGN-101 for CLN5 Batten Disease

Treating both CNS and vision through dual route of administration

CLN5 Batten Disease - Fatal, Neurodegenerative Disease With No Disease-Specific Treatment Options

CLN5 Batten disease has no available treatment options

Brineura, approved globally for a similar indication, CLN2, has transformed clinical outcomes in Batten disease



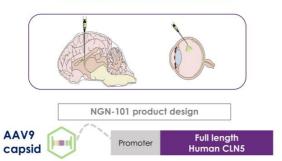


Simonati A et al. Phenotype and natural history of variant late infantile ceroid-linofuscinosis 5. Dev Med Child Neural, 2017 Aug-59(8):815-821

NGN-101 Dual Delivery Supported by Compelling Preclinical Data

Dual route of administration

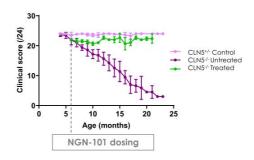
First clinical gene therapy study targeting both neurodegeneration and vision loss





NGN-101 dosing (ICV+IVT) in CLN5 knockout sheep

Combination dosing leads to halting of disease progression



Clinical Study Design For NGN-101 Addresses Vision and CNS



Key Eligibility Criteria

- Age ≥3 to ≤9 years
- Genetic diagnosis of CLN5
- Onset of disease ≤5 years of age
- Score of ≥1 on the Hamburg motor domain at minimum, the equivalent of 20/200 visual acuity or better at the time of screening

Efficacy Endpoints/Markers of Interest

Optical Coherence Tomography (OCT)	Preservation of key retinal layers is a leading indicator of vision stability		
Visual Acuity	Stability in treated eye vs. worsening in untreated eye could provide evidence of clinical benefit		
Hamburg Motor Scale	Scale has been used previously to support BMRN's ERT Brineura® for CLN2 disease		



NGN-101 — Defining a Registration Path

FDA meeting focused on finalizing CMC plans completed 4Q:23



Potency Assay

FDA accepted proposed potency assay strategy, a first milestone in determining continuation of the program



Improved Manufacturing Process

FDA alignment on proposed comparability strategy for using Neurogene-made material with substantially improved profile to Phase 1/2 drug product Plan to request FDA meeting in 2H:24 to align on clinical requirements for streamlined registration



Complete enrollment of high dose cohort in 2024



Continue collection of clinical trial data on vision and motor for analysis



Ongoing natural history data analysis

Alignment with FDA on streamlined registration pathway required to move program forward





Key Upcoming Anticipated Milestones and Pipeline Developments

Rett syndrome (NGN-401)

- ☐ Interim Phase 1/2 clinical data 4Q:24
- ☐ Additional Phase 1/2 clinical data from expanded low dose and high dose cohorts in 2H:25

CLN5 Batten disease (NGN-101)

- ☐ Interim Phase 1/2 clinical data in 2H:24
- Engage in FDA discussions regarding a streamlined registrational pathway in 2H:24

Early-stage discovery

☐ Advance one program into the clinic (2025)

Approximately \$170 million cash on hand as of March 31, 2024, expected to fund operations into 2H:26



Why Neurogene?



Unlocking multi-billion dollar neurological disease markets



Proprietary capabilities and technology enable addressing complex diseases



Strategy focused on efficiency and maximizing probability of success

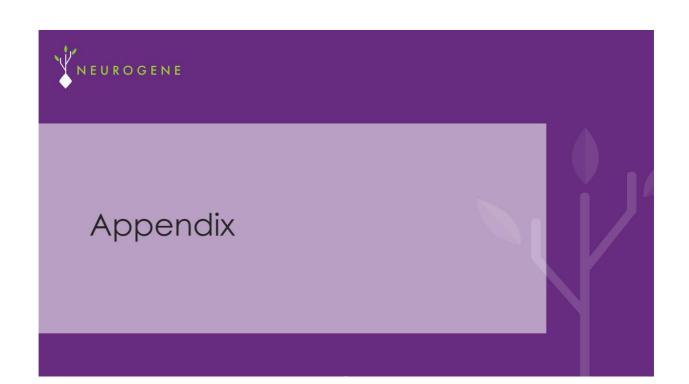


Leadership team with deep operational, technological and clinical experience

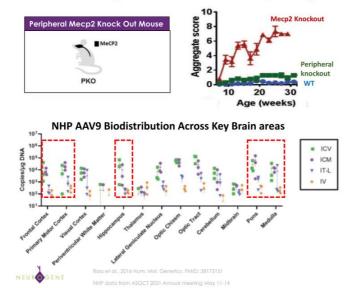


Strong balance sheet and fiscally disciplined approach



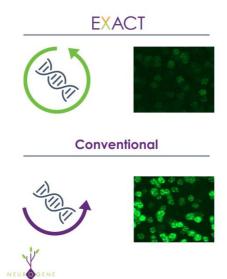


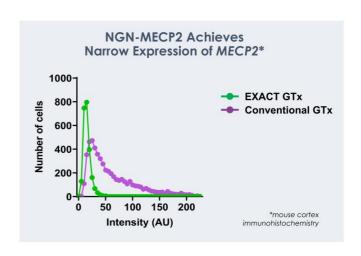
Rett Syndrome Primarily Results from Loss of MECP2 Function in the Brain, Making the Brain the Key Target Area for Gene Therapy



- Limiting expression of MeCP2 to only the brain/spinal cord results in a near normal mouse
- NHP biodistribution study shows 10-100x greater distribution for ICV/ICM compared to IT-L
- Delivery of NGN-401 via ICV chosen to maximize MECP2 expression in the brain

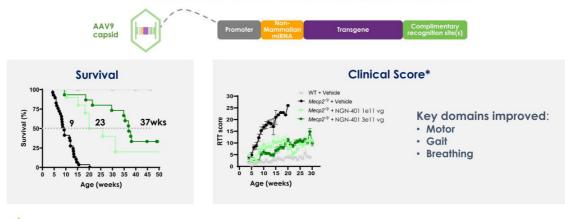
EXACT Delivers Consistent Levels of *MECP2* Expression on Cellby-Cell Basis





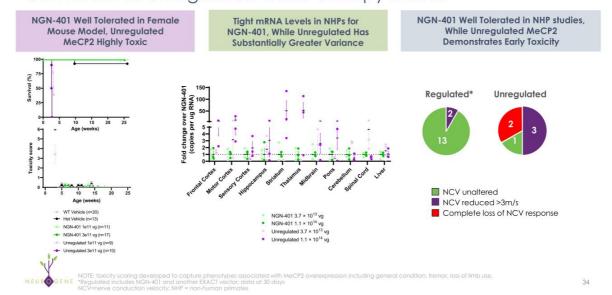
NGN-401 Demonstrates Tight MECP2 Regulation That Translates to Compelling Outcomes in a Knockout Mouse Model

ICV Delivery of NGN-401 Delivers Targeted MeCP2 Levels



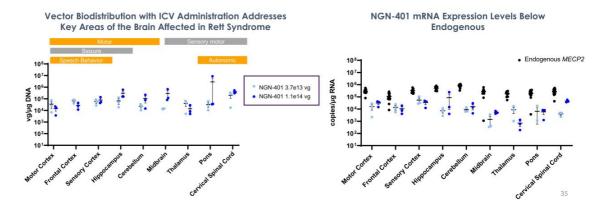
NEUR SENE "RIT scared 0-5 for six domains; mobility, gait, classing, breathing, tremor, body condition

NGN-401 Via ICV Delivery Well Tolerated in Multiple Studies While Conventional Unregulated Gene Therapy is Toxic



NGN-401 Distribution and Expression Levels in NHPs Support Encouraging Profile for Human Testing

- NGN-401 distributes to key regions underlying RTT pathophysiology in WT non-human primates
- Degree of mRNA expression tracks vector genome biodistribution of AAV9 across key brain regions
- Aggregate transgene expression below levels of endogenous MECP2 mRNA (100% of cells), avoiding overexpression concerns



GLP Toxicology in NHPs Support Favorable Safety Profile

- NGN-401 evaluated in GLP NHP toxicology study with 90-day and 180-day cohorts
- No signs or symptoms of MeCP2 overexpression observed
- >4x safety margin relative to NGN-401 clinical starting dose in Phase 1/2
- Overall toxicology profile consistent with typical profile of intra-CSF administered AAV9 product
 - Slight to minimal non-adverse pathology detected in the dorsal root ganglion (DRG) nerves
 - $\bullet \quad \text{Early and transient liver enzyme elevations observed, which resolved quickly without intervention} \\$



Explanation of CGI-I and RSBQ

CGI-I (Clinician Global Impression of Improvement)



RSBQ (Rett Syndrome Behavior Questionnaire)

Score	Definition
0	not true
1	somewhat or sometimes true
2	very true

