

**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): May 21, 2026

HCW Biologics Inc.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-40591
(Commission
File Number)

82-5024477
(IRS Employer
Identification No.)

2929 N. Commerce Parkway
Miramar, Florida
(Address of Principal Executive Offices)

33025
(Zip Code)

Registrant's Telephone Number, Including Area Code: 954 842-2024

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, par value \$0.0001 per share	HCWB	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.

Item 1.02 Termination of a Material Definitive Agreement.

On May 27, 2026, HCW Biologics Inc. (the “Company”) issued a press release announcing that on May 21, 2026, the Company elected to exercise its option to terminate the exclusive worldwide license agreement with Wugen Inc. (the “License”) for *ex vivo* rights to the Company’s molecules HCW9201 and HCW9206. The termination was made pursuant to Section 1(b) of the 12-month suspension letter agreement (“Suspension Letter Agreement”) the parties entered into on May 30, 2025. Pursuant to Section 1(b) of the Suspension Letter Agreement, the Company had the right to terminate the License during the 12-month suspension period if the Company entered into a letter of intent with a third party to license the *ex vivo* rights for either HCW9201 and/or HCW9206 prior to the end of the suspension period.

A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information furnished in this Current Report on Form 8-K, including the exhibit hereto, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or 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 a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press release dated May 27, 2026.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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 thereunto duly authorized.

HCW BIOLOGICS INC.

Date: May 27, 2026

By: /s/ Hing C. Wong

Hing C. Wong

Founder and Chief Executive Officer



HCW Biologics Exercised Option to Regain Full Rights for Two Commercial-Ready Reagents from Wugen

Positions the Company to participate in fast-growing, multi-billion-dollar CAR-T immunotherapy market

Recently published data suggest that HCW9206 may reduce CAR-T production costs and improve therapeutic efficacies, with the potential to support curative outcomes

Company plans to commercialize the reagents through corporate partners focused on CAR-T and NK-cell therapies, including developers and manufacturers

MIRAMAR, Fla., May 27th, 2026 (GLOBE NEWSWIRE) — HCW Biologics Inc. (the “Company”) (NASDAQ: HCWB), a clinical-stage biopharmaceutical company developing first-in-class fusion immunotherapeutics for autoimmune diseases, cancer, and senescence-associated dysplasia, today announced that it has exercised its option to regain full ex vivo rights to HCW9206 and HCW9201, two commercial-ready compounds as reagents, from its licensee, Wugen Inc. Wugen held exclusive worldwide rights to these two compounds for ex vivo, cell-based therapy applications. The Company acquired these rights for no cost and retained the nonrefundable upfront license fee, including 2.2 million shares of Wugen common stock.

Recent data published in the high-impact, peer-reviewed journal, *Science Advances*, indicate that HCW9206, the Company’s proprietary, commercial-ready multi-cytokine fusion protein reagent, may offer a novel, cost-effective approach to producing CAR-T cells with enhanced function for immunotherapy (see link number 1 for full article below). As a first-in-class cytokine-scaffold platform, HCW9206 has the potential to improve manufacturing efficiency while supporting the development of more potent CAR-T therapies at lower costs.

HCW9206 has the advantage of generating a CAR-T population which is markedly enriched for long-lived T-memory stem (“Tscm”) cells, which are rare, highly proliferative, and self-renewing cells. Results from a recent, third-party clinical trial in patients with blood cancer demonstrated that a more defined CAR-T product, enriched with Tscm, persists longer in the body and achieves complete remissions at low doses—without the need for chemotherapy pre-conditioning (see link number 2 to full article below). The Company believes that these results support its perspective that utilizing HCW9206 as part of a manufacturing process may be broadly applicable to increase persistence and functionality of CAR-T therapy.

Dr. Hing C. Wong, the Company’s Founder and CEO, stated, “We are excited to regain the full commercial rights for ex vivo use of HCW9206 and HCW9201. We have a great opportunity to develop Tscm-based CAR-T approaches to benefit patients with blood cancer, solid tumors or autoimmune diseases, through partnerships with larger companies who are focused on CAR-T therapies.”

Dr. Wong continued, “HCW9206 is a novel compound that allows a single molecule to deliver synergistic signals from three immune-stimulating cytokines. It is versatile and has demonstrated activity in generating large quantities of memory-like NK cells for cancer cell therapy in a GMP manufacturing scale (see link number 3 to full article below). We have also found that it may enhance CAR-T manufacturing as a promising new reagent with the potential to improve production processes. In addition, experimental models show that HCW9206 may improve the function and persistence of CAR-T cells following adoptive transfer for treatment of infectious disease and cancer, a goal the industry has been pursuing for the past decade.”

Links for Articles Referenced in Press Release:

- (1) Cole EB, ...Wong HC, Goldstein H. IL-7/IL-15/IL-21 cytokine-fusion scaffold generates highly functional CAR T cells enriched in long-lived T memory stem cells. *Sci Adv.* 2026 Mar 13;12(11):eacc2632. doi: [10.1126/sciadv.aec2632](https://doi.org/10.1126/sciadv.aec2632). Epub 2026 Mar 13.
- (2) Gattinoni L, et al. Distinct in vivo dynamics of donor-derived stem cell memory CAR T cells post-allogeneic HSCT relapse. *Cell.* 2026 Apr 30:S0092-8674(26)00383-1. doi: [10.1016/j.cell.2026.03.047](https://doi.org/10.1016/j.cell.2026.03.047).
- (3) Shrestha N, ...Rhode PR, Wong HC. A “Prime and Expand” strategy using the multifunctional fusion proteins to generate memory-like NK cells for cell therapy. *Cancer Immunol Immunother.* 2024 Jul 3;73(9):179. doi: [10.1007/s00262-024-03765-8](https://doi.org/10.1007/s00262-024-03765-8).

About HCW Biologics:

HCW Biologics Inc. (the “Company”) (NASDAQ: HCWB) is a clinical-stage biopharmaceutical company developing transformative fusion immunotherapeutics to treat diseases promoted by chronic inflammation, including autoimmune diseases, cancer, and senescence-associated dysplasia. The Company’s immunotherapeutics represent a new class of drugs that it believes have the potential to fundamentally change the treatment of proinflammatory and senescence-associated diseases and conditions that are promoted by chronic inflammation—and in doing so, improve patients’ quality of life and possibly extend longevity. A key aspect of the Company’s clinical development and financing strategy is to focus on its business development programs. See the Company Pipeline at <https://hcwbiologics.com/pipeline/>

Forward Looking Statements:

Statements in this press release contain “forward-looking statements” that are subject to substantial risks and uncertainties. These statements are made under the “safe harbor” provisions of the U.S. Private Securities Litigation Reform Act of 1995. Forward-looking statements contained in this press release may be identified by the use of words such as “anticipate,” “expect,” “believe,” “will,” “may,” “should,” “estimate,” “project,” “outlook,” “forecast” or other similar words and include, the ability and efficacy of HCW9206 for generating CAR-T’s for immune cell therapy with increased persistence and functionality at a lower cost; the ability of HCW9206 preclinical studies to translate into human trials to activate long-lived T-memory stem cells (“Tscm”) cells in patients; the ability of HCW9206 to improve long-term survival of disease- specific CAR-Ts following adoptive transfer and enable sustained suppression of malignancies, chronic infections and autoimmune diseases; the availability for a license and supply HCW9206 for commercial use for certain indications. Forward- looking statements are based on the Company’s current expectations and are subject to inherent uncertainties, risks and assumptions that are difficult to predict. Further, certain forward-looking statements are based on assumptions as to future events that may not prove to be accurate. Factors that could cause actual results to differ include, but are not limited to, the risks and uncertainties that are described in the section titled “Risk Factors” in the annual report on Form 10-K filed with the United States Securities and Exchange Commission (the “SEC”) on March 31, 2026, the quarterly report on Form 10-Q filed with the SEC on May 14, 2026, and in other filings filed from time to time with the SEC.

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