

**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): January 19, 2023

Gamida Cell Ltd.

(Exact name of registrant as specified in its Charter)

Israel
(State or other jurisdiction
of incorporation)

001-38716
(Commission File Number)

Not Applicable
(IRS Employer
Identification No.)

116 Huntington Avenue, 7th Floor
Boston, MA
(Address of principal executive offices)

02116
(Zip Code)

(617) 892-9080
(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 (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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Ordinary Shares, NIS 0.01 par value	GMDA	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 8.01 Other Events.

As previously reported in its Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2022, Gamida Cell Ltd. (the “Company”) was previously engaged in discussions with Lonza Netherlands B.V. (“Lonza”) to terminate that certain Manufacturing Services Agreement, dated as of June 10, 2019 (the “Manufacturing Agreement”), with Lonza for the manufacture of amidobicyclolol. On December 29, 2022, the Company entered into a settlement agreement (the “Settlement Agreement”) with Lonza pursuant to which the Company agreed to pay an aggregate amount of €8,000,000 to Lonza in a series of installments, with the first installment of €1,500,000 paid prior to December 31, 2022 and the final installment payment to be paid no later than September 30, 2024. In connection with these payments, Lonza and the Company agreed to terminate the Manufacturing Agreement and to a mutual release of any claims arising out of the Manufacturing Agreement.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
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 hereunto duly authorized.

January 19, 2023

GAMIDA CELL LTD.

By: /s/ Josh Patterson
Josh Patterson
General Counsel