UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 6-K

Report of Foreign Private Issuer
Pursuant to Rule 13a-16 or 15d-16
under the Securities Exchange Act of 1934

March 22, 2024

Commission File Number 001-35203

THERATECHNOLOGIES INC.
(Translation of registrant's name into English)

2015 Peel Street, Suite 1100
Montréal, Québec, Canada
H3A 1T8
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F ☒ Form 40-F ☐

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Yes ☐ No ☒

Note: Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Yes ☐ No ☒

Note: Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's "home country"), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes ☐ No ☒

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-_____.

THERATECHNOLOGIES INC.

Exhibit	Description
99.1	Press Release Dated March 22, 2024.

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.

THERATECHNOLOGIES INC.

By: /s/ Jocelyn Lafond
Name: Jocelyn Lafond
Title: General Counsel and Corporate Secretary

Date: March 22, 2024

Theratechnologies Announces Update on its Preclinical Oncology Research Program

Company continues to shift to commercial focus as it seeks partners to advance R&D

MONTREAL, March 22, 2024 – Theratechnologies Inc. (“Theratechnologies” or the “Company”) (TSX: TH) (NASDAQ: THTX), a biopharmaceutical company focused on the development and commercialization of innovative therapies, today announced that it will phase down its preclinical oncology research activities. The Company will continue to prioritize its ongoing Phase 1 clinical trial of sudocetaxel zendusortide (TH1902), a novel peptide-drug conjugate (PDC), in patients with advanced ovarian cancer. All figures below are in U.S. dollars.

“I am very proud of our exceptional research team, whose work has contributed greatly to the scientific discourse and understanding of advanced cancers,” said Paul Lévesque, President and CEO at Theratechnologies. “Our investment in the SORT1+ Technology™ platform over the past five years has generated important evidence on multiple peptide-drug conjugates with different payloads. Now that we have significantly advanced our preclinical program, we are well-positioned to leverage this wealth of data and insights to attract an oncology R&D partner.”

The Company will continue to share accumulated preclinical data, including the presentation of two separate posters at the American Association for Cancer Research (AACR) annual meeting, to be held April 5-9 in San Diego, Calif., one of which features data from new PDCs.

Theratechnologies recently announced the initiation of the next cohort of patients in Part 3 of its Phase 1 trial of sudocetaxel zendusortide, in which the first patient has already received treatment at a higher dose. Recruitment has been ramped up at the six trial sites across North America. To date, more than 40 individuals with various types of cancer have been treated with sudocetaxel zendusortide.

The phasing down of research activities is aligned with the Company’s focus on its commercial business and will further optimize our organizational cost structure, pursuant to our goal of generating positive Adjusted EBITDA[i]. These changes are expected to result in a restructuring charge of approximately $625,000 in cash charges related to severance and other expenses and approximately $770,000 in non-cash charges. The company anticipates all charges to be fully taken during 2024.

About Sudocetaxel Zendusortide (TH1902) and SORT1+ Technology™

Sudocetaxel zendusortide is a first-of-its-kind sortilin receptor (SORT1)-targeting PDC, and the first compound to emerge from the Company’s broader licensed oncology platform. A new chemical entity, sudocetaxel zendusortide employs a cleavable linker to conjugate (attach) a proprietary peptide to docetaxel, a well-established cytotoxic chemotherapeutic agent used to

treat many cancers. The FDA granted Fast Track designation to sudocetaxel zendusortide as a single agent for the treatment of all sortilin-positive recurrent advanced solid tumors that are refractory to standard therapy. Sudocetaxel zendusortide is currently being evaluated in a Phase 1 clinical trial.

Theratechnologies has established the SORT1+ Technology™ platform as an engine for the development of PDCs that target SORT1, which is expressed in multiple tumor types. SORT1 is a “scavenger” receptor that plays a significant role in protein internalization, sorting, and trafficking. Expression of SORT1 is associated with aggressive disease, poor prognosis, and decreased survival. It is estimated that SORT1 is expressed in 40% to 90% of endometrial, ovarian, colorectal, triple-negative breast (TNBC), and pancreatic cancers, making this receptor an attractive target for anticancer drug development.

About Theratechnologies

Theratechnologies (TSX: TH) (NASDAQ: THTX) is a biopharmaceutical company focused on the development and commercialization of innovative therapies addressing unmet medical needs. Further information about Theratechnologies is available on the Company’s website at www.theratech.com, on SEDAR+ at www.sedarplus.ca and on EDGAR at www.sec.gov. Follow Theratechnologies on Linkedin and X (formerly Twitter).

Forward-Looking Information

This press release contains forward-looking statements and forward-looking information (collectively, the “Forward-Looking Statements”) within the meaning of applicable securities laws, that are based on management’s beliefs and assumptions and on information currently available to it. You can identify forward-looking statements by terms such as “may”, “will”, “should”, “could”, “promising”, “would”, “outlook”, “believe”, “plan”, “envisage”, “anticipate”, “expect” and “estimate”, or the negatives of these terms, or variations of them. The Forward-Looking Statements contained in this press release include, but are not limited to, statements regarding the conduct of Part 3 of the Phase 1 clinical trial using sudocetaxel zendusortide, the recrutment of patients for such Phase 1 clinical trial the development of the Company’s SORT1+ Technology™ platform, including the further development of sudocetaxel zendusortide, the finding of an oncology R&D partner, and the achievement of a positive Adjusted EBITDA. Although the Forward-Looking Statements contained in this press release are based upon what the Company believes are reasonable assumptions in light of the information currently available, investors are cautioned against placing undue reliance on these statements since actual results may vary from the Forward-Looking Statements contained in this press release. These assumptions include, without limitation, that the Company will be successful in recruiting the required number of patients in Part 3 of its Phase 1 clinical trial of sudocetaxel zendusortide , signs of efficacy will be observed in such Phase 1 clinical trial whereas no untoward side effects will be reported, the data collected from preclinical work on PDCs will result in finding a partner to further the development of the SORT1+ Technology™ platform, and sales of our commercial products will increase over time while expenses will remain under control allowing for the achievement of a positive Adjusted EBITDA. . Forward-Looking Statements assumptions are subject to a number of risks and uncertainties, many of which are beyond the Company’s control, that could cause actual results to differ materially from those that are disclosed in or implied by such Forward-Looking Statements. These risks and uncertainties include, but are not limited to, difficulties in recruiting

patients in Part 3 of its Phase 1 clinical trial of sudocetaxel zendusortide, the lack of observation of strong efficacy results, the reporting of adverse side effects from the use of sudocetaxel zendusortide leading to a halt of the clinical trial, the inability of the Company to find a R&D partner and, even if such a partner is found, the terms of any partnership deal may not be favorable to the Company, and the level of sales of our commercial products and that of our expenses may not allow the Company to generate a positive Adjusted EBITDA. . We refer current and potential investors to the "Risk Factors" section (Item 3.D) of our Form 20-F dated February 21, 2024 available on SEDAR+ at www.sedarplus.ca and on EDGAR at www.sec.gov under Theratechnologies' public filings. The reader is cautioned to consider these and other risks and uncertainties carefully and not to put undue reliance on forward-looking statements. Forward-Looking Statements reflect current expectations regarding future events and speak only as of the date of this press release and represent our expectations as of that date.

We undertake no obligation to update or revise the information contained in this press release, whether as a result of new information, future events or circumstances or otherwise, except as may be required by applicable law.

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[i] Adjusted EBITDA is a non-IFRS Measure