

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

**FORM 12b-25**

**NOTIFICATION OF LATE FILING**

**Commission File Number: 001-39615**

(Check one):  Form 10-K  Form 20-F  Form 11-K  Form 10-Q  
 Form 10-D  Form N-SAR  Form N-CSR

For Period Ended: December 31, 2022

- Transition Report on Form 10-K  
 Transition Report on Form 20-F  
 Transition Report on Form 11-K  
 Transition Report on Form 10-Q  
 Transition Report on Form N-SAR

For the Transition Period Ended:

**PART I — REGISTRANT INFORMATION**

**CODIAK BIOSCIENCES, INC.**

(Full Name of Registrant)

(Former Name if Applicable)

**35 CambridgePark Drive, Suite 500.**

Address of Principal Executive Office

**Cambridge, MA 02140**

City, State and Zip Code

**PART II — RULES 12b-25(b) AND (c)**

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- (a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

**PART III — NARRATIVE**

State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period. (Attach extra Sheets if Needed)

Codiak BioSciences, Inc. (the "Registrant") is unable to file, without unreasonable effort or expense, its Annual Report on Form 10-K for the fiscal year ended December 31, 2022 within the prescribed time period. As previously disclosed, on March 27, 2023, the Registrant filed a voluntary petition for relief under Chapter 11 of Title 11 ("Chapter 11") of the United States Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware, thereby commencing a Chapter 11 case for the Registrant (Case No. 23-10350). Due to the considerable time and resources the Registrant's management is devoting to the Chapter 11 case, the Registrant is unable to prepare and timely file its Annual Report on Form 10-K on or before the March 31, 2023 due date without unreasonable effort or expense. The Registrant cannot at this time estimate when it will be able to file its Annual Report on Form 10-K.

**PART IV — OTHER INFORMATION**

(1) Name and telephone number of person to contact in regard to this notification

Yalonda Howze

(Name)

(617)

(Area Code)

949-4100

(Telephone Number)

- (2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s). Yes  No
- (3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof? Yes  No

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**Codiak Biosciences, Inc.**

(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date: March 28, 2023

By: /s/ Douglas E. Williams

Douglas E. Williams, Ph.D.

Chief Executive Officer

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