

**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): November 28, 2022**

**RALLYBIO CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-40693**  
(Commission  
File Number)

**85-1083789**  
(IRS Employer  
Identification No.)

**234 Church Street**  
**Suite 1020**  
**New Haven, Connecticut**  
(Address of Principal Executive Offices)

**06510**  
(Zip Code)

**Registrant's Telephone Number, Including Area Code: 203 859-3820**

**Not Applicable**

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	RLYB	The NASDAQ Global Select Market

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, Rallybio Corporation (the “Company”) entered into an Underwriting Agreement, dated November 10, 2022 (the “Underwriting Agreement”), with J.P. Morgan Securities LLC, Cowen and Company, LLC and Evercore Group L.L.C., as representatives of the several underwriters named in Schedule A thereto (the “Underwriters”), relating to the underwritten offering of 5,000,001 shares (the “Shares”) of the Company’s common stock, par value \$0.0001 per share (the “Common Stock”), at a price of \$6.00 per Share, less the underwriting discounts and commissions, and, to certain investors in lieu of Common Stock, pre-funded warrants to purchase up to an aggregate of 3,333,388 shares of Common Stock at a price of \$5.9999 (the “Pre-Funded Warrants”), which represents the per share public offering price for the Shares less the \$0.0001 per share exercise price for each Pre-Funded Warrant (the “Offering”). In addition, the Company granted the Underwriters an option to purchase, at the public offering price less any underwriting discounts and commissions, up to an additional 1,250,000 shares of Common Stock, exercisable for 30 days from the date of the Underwriting Agreement (the “Option”). On November 28, 2022, the Underwriters partially exercised the Option to purchase 803,654 shares of Common Stock (the “Additional Shares”) at a price of \$6.00 per share, less the underwriting discounts and commissions. The issuance and sale of the Additional Shares is expected to take place on or about December 1, 2022, subject to the satisfaction of customary closing conditions.

The Offering is being made pursuant to the Company’s effective shelf registration statement on Form S-3 (File No. 333-266668), including the prospectus dated August 15, 2022, as supplemented by the prospectus supplement dated November 10, 2022.

Ropes & Gray, LLP, counsel to the Company, has issued an opinion to the Company, dated December 1, 2022, regarding the Additional Shares to be sold in the Offering. A copy of the opinion is filed as Exhibit 5.1 to this Current Report on Form 8-K.

### Item 9.01 Financial Statements and Exhibits.

#### (d) Exhibits.

Exhibit Number	Description
5.1	<a href="#">Opinion of Ropes &amp; Gray LLP</a>
23.1	<a href="#">Consent of Ropes &amp; Gray LLP (included in Exhibit 5.1 above)</a>
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.

Rallybio Corporation

Date: December 1, 2022

By: /s/ Jeffrey M. Fryer  
Jeffrey M. Fryer, CPA  
Chief Financial Officer and Treasurer



ROPES & GRAY LLP  
PRUDENTIAL TOWER  
800 BOYLSTON STREET  
BOSTON, MA 02199-3600  
WWW.ROPESGRAY.COM

December 1, 2022

Rallybio Corporation  
234 Church Street, Suite 1020  
New Haven, CT 06510

Re: Registration Statement on Form S-3 (File No. 333-266668)

Ladies and Gentlemen:

We have acted as counsel to Rallybio Corporation, a Delaware corporation (the "Company"), in connection with the issuance and sale of (i) up to 803,654 shares of the common stock, par value \$0.0001 (the "Common Stock") per share (the "Additional Shares"), of the Company pursuant to the above-referenced registration statement (the "Registration Statement") filed by the Company with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"). The Additional Shares are being sold pursuant to an underwriting agreement, dated November 10, 2022 (the "Underwriting Agreement"), among the Company and J.P. Morgan Securities LLC, Cowen and Company, LLC and Evercore Group L.L.C., as representatives of the underwriters named therein, and pursuant to the partial exercise by the underwriters of their option to purchase up to an additional 1,250,000 shares of Common Stock on the terms specified in the Underwriting Agreement.

In connection with this opinion letter, we have examined such certificates, documents and records and have made such investigation of fact and such examination of law as we have deemed appropriate in order to enable us to render the opinions set forth herein. In conducting such investigation, we have relied, without independent verification, upon certificates of officers of the Company, public officials and other appropriate persons.

The opinions expressed below are limited to the Delaware General Corporation Law.

Based upon and subject to the foregoing, we are of the opinion that the Additional Shares have been duly authorized and, when issued and delivered pursuant to the Underwriting Agreement against payment of the consideration set forth therein, will be validly issued, fully paid and non-assessable.

Rallybio Corporation

We hereby consent to your filing this opinion as an exhibit to a Current Report on Form 8-K to be incorporated by reference into the Registration Statement and to the use of our name therein and in the Prospectus under the caption "Legal Matters." In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Ropes & Gray LLP

Ropes & Gray LLP