**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**

**For the month of December 2023**

Commission File Number: **001-39777**

**Nanobiotix S.A.**
(Translation of registrant's name into English)

**60 Rue de Wattignies 75012 Paris, France**
(Address of principal executive office)

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 [ X ]  Form 40-F [ ]

On December 26, 2023, the Registrant issued a press release, a copy of which is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

(c) Exhibit 99.1. Press release dated December 26, 2023

## 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.

**Nanobiotix S.A.**
(Registrant)

Date: December 26, 2023

/s/ Bart Van Rhijn
Bart Van Rhijn
Chief Financial Officer

**EXHIBIT 99.1**

# Nanobiotix Partner LianBio Assigns Its Development and Commercialization Rights for NBTXR3 in China and Other Asian Markets

PARIS and CAMBRIDGE, Mass., Dec. 26, 2023 (GLOBE NEWSWIRE) -- NANOBIOTIX (Euronext : NANO — NASDAQ: NBTX – the "**Company**"), a late-clinical stage biotechnology company pioneering physics-based approaches to expand treatment possibilities for patients with cancer, today announced that partner LianBio has entered into an agreement with Janssen Pharmaceutica NV ("Janssen"), a Johnson & Johnson company, whereby LianBio has assigned to Janssen LianBio's exclusive rights to develop and commercialize potential first-in-class radioenhancer NBTXR3 in China, South Korea, Singapore, and Thailand.

*"Our collaboration strategy for the development and commercialization of NBTXR3 is rooted in a shared commitment to delivering the potential first-in-class radioenhancer to millions of patients around the world,"* said Laurent Levy, Nanobiotix co-founder and chairman of the executive board. *"LianBio has served as an important partner in expanding our clinical development program in Asia, particularly with their support for our ongoing pivotal phase 3 study evaluating NBTXR3 in head and neck cancer. We look forward to continued momentum in our program and moving NBTXR3 toward global registration."*

This agreement consolidates global development and commercialization rights of NBTXR3 with Janssen; streamlines the global alliance for co-development and registration of the radioenhancer with Nanobiotix; and includes all previously agreed upon economic terms between Nanobiotix and LianBio, including the Nanobiotix entitlement to receive up to an aggregate $220 million in potential contingent, development and commercialization milestone payments (less $15 million already paid to Nanobiotix by LianBio) along with tiered, low double-digit royalties based on net sales of NBTXR3 in Asian territories.

Following the deal close, LianBio will support the transition of the asset to Janssen for a period no longer than six months.

**About NBTXR3**
NBTXR3 is a novel, potentially first-in-class oncology product composed of functionalized hafnium oxide nanoparticles that is administered via one-time intratumoral injection and activated by radiotherapy. Its proof-of-concept was achieved in soft tissue sarcomas for which the product received a European CE mark in 2019. The product candidate's physical mechanism of action (MoA) is designed to induce significant tumor cell death in the injected tumor when activated by radiotherapy, subsequently triggering adaptive immune response and long-term anti-cancer memory. Given the physical MoA, Nanobiotix believes that NBTXR3 could be scalable across any solid tumor that can be treated with radiotherapy and across any therapeutic combination, particularly immune checkpoint inhibitors.

Radiotherapy-activated NBTXR3 is being evaluated across multiple solid tumor indications as a single agent or in combination with anti-PD-1 immune checkpoint inhibitors, including in NANORAY-312—a global, randomized phase III study in locally advanced head and neck squamous cell cancers. In February 2020, the United States Food and Drug Administration granted regulatory Fast Track designation for the investigation of NBTXR3 activated by radiation therapy, with or without cetuximab, for the treatment of patients with locally advanced HNSCC who are not eligible for platinum-based chemotherapy—the same population being evaluated in the phase III study.

Given the Company's focus areas, and balanced against the scalable potential of NBTXR3, Nanobiotix has engaged in a collaboration strategy to expand development of the product candidate in parallel with its priority development pathways. Pursuant to this strategy, in 2019 Nanobiotix entered into a broad, comprehensive clinical research collaboration with The University of Texas MD Anderson Cancer Center to sponsor several phase I and phase II studies evaluating NBTXR3 across tumor types and therapeutic combinations. In 2023 Nanobiotix announced a license agreement for the global co-development and commercialization of NBTXR3 with Janssen Pharmaceutica NV.

**About NANOBIOTIX:**
Nanobiotix is a late-stage clinical biotechnology company pioneering disruptive, physics-based therapeutic approaches to revolutionize treatment outcomes for millions of patients; supported by people committed to making a difference for humanity. The company's philosophy is rooted in the concept of pushing past the boundaries of what is known to expand possibilities for human life.

Incorporated in 2003, Nanobiotix is headquartered in Paris, France. The company also has subsidiaries in Cambridge, Massachusetts (United States), France, Spain, and Germany. Nanobiotix has been listed on Euronext: Paris since 2012 and on the Nasdaq Global Select Market in New York City since December 2020.

Nanobiotix is the owner of more than 30 umbrella patents associated with three (3) nanotechnology platforms with applications in 1) oncology; 2) bioavailability and biodistribution; and 3) disorders of the central nervous system. The company's resources are primarily devoted to the development of its lead product candidate–NBTXR3—which is the product of its proprietary oncology platform and has already achieved market authorization in Europe for the treatment of patients with soft tissue sarcoma under the brand name Hensify®.

For more information about Nanobiotix, visit us at www.nanobiotix.com or follow us on LinkedIn and Twitter

**Disclaimer**

*This press release contains certain "forward-looking" statements within the meaning of applicable securities laws, including the Private Securities Litigation Reform Act of 1995. Forward-looking statements may be identified by words such as "entering," "intend," "subject to," and "until," or the negative of these and similar expressions. These forward-looking statements, which are based on our management's current expectations and assumptions and on information currently available to management, include statements about the negotiations regarding and entry into a definitive agreement for the development and commercialization arrangement with a major global pharmaceutical company and the significance of such an agreement for the Company. Such forward-looking statements are made in light of information currently available to us and based on assumptions that Nanobiotix considers to be reasonable. However, these forward-looking statements are subject to numerous risks and uncertainties, including with respect to the risk that the Company and the major global pharmaceutical company will not reach a final and binding definitive agreement with respect to the development and commercialization of NBTXR3, including as a result of market conditions or the major global pharmaceutical company's due diligence review or for any other reason in either party's discretion, and the risk that either party will not obtain the requisite internal corporate approvals with respect to such definitive terms, if agreed. Furthermore, many other important risks factors and uncertainties, including those described in our Annual Report on Form 20-F filed with the U.S. Securities and Exchange Commission (the SEC) on April 24, 2023 under "Item 3.D. Risk Factors" and those set forth in the universal registration document of Nanobiotix filed with the French Financial Markets Authority (Autorité des Marchés Financiers – the AMF) on April 24, 2023, (a copy of which is available on www.nanobiotix.com) may adversely affect such forward-looking statements and cause our actual results, performance or achievements to be materially different from those expressed or implied by the forward-looking statements. Except as required by law, we assume no obligation to update these forward-looking statements publicly, or to update the reasons why actual results could differ materially from those anticipated in the forward-looking statements, even if new information becomes available in the future.*

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**Attachment**

- 2023-12-26 -- NBTX -- LianBio Assigns Development Rights to Janssen -- FINAL -- English.pdf