
**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

May 23, 2023

Commission File Number: 001-39363

IMMATICS N.V.

**Paul-Ehrlich-Straße 15
72076 Tübingen, Federal Republic of Germany
(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



Form 40-F



INFORMATION CONTAINED IN THIS REPORT ON FORM 6-K

On May 26, 2023, Immatics N.V. (the “Company”) made available to its shareholders a convening notice to the Company’s annual general meeting. The annual general meeting is expected to take place on June 20, 2023 at 14:00 hours CEST at the offices of NautaDutilh N.V., Beethovenstraat 400, 1082 PR Amsterdam, the Netherlands.

EXHIBIT INDEX

Exhibit No.	Description
99.1	Convening Notice for the Annual General Meeting
99.2	Agenda for the Annual General Meeting
99.3	Proxy Card

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.

IMMATICS N.V.

Date: May 26, 2023

By: /s/ Harpreet Singh
Name: Harpreet Singh
Title: Chief Executive Officer

**CONVENING NOTICE OF THE ANNUAL GENERAL MEETING OF
IMMATICS N.V.**

This is the convening notice for the annual general meeting of Immatix N.V., a public company under Dutch law, registered with the Dutch trade register under number 77595726 (the “**Company**”), to be held at the offices of NautaDutilh N.V., Beethovenstraat 400, 1082 PR Amsterdam, the Netherlands on 20 June 2023 at 14:00 hours CEST (the “**AGM**”).

Agenda

The agenda for the AGM and related documents and further information regarding the AGM can be found on the Company’s website at <https://investors.immatix.com/events/event-details/annual-general-meeting-2023>. They are also available for inspection and can be obtained free of charge at the offices of the Company.

Record date

The record date for the AGM is 23 May 2023 (“**Record Date**”). Each share outstanding on the Record Date entitles the holder thereof to one vote on each voting item at the AGM.

Shareholders of Record and Beneficial Owners

Those who are shareholders of the Company, or who otherwise have voting rights and/or meeting rights with respect to shares in the Company’s capital, on the Record Date and who are recorded as such in the Company’s shareholders’ register and/or in the records of the Company’s U.S. transfer agent may attend and, if relevant, vote at the AGM (“**Shareholders of Record**”), irrespective of changes to their shareholdings or rights after the Record Date.

Those who beneficially own shares in the Company’s capital through a bank, broker or other nominee on the Record Date (the “**Beneficial Owners**”), must also have their financial intermediary or their agent with whom the underlying shares are on deposit issue a proxy to them which confirms they are authorized to take part in and vote at the AGM.

Attendance

A Shareholder of Record or Beneficial Owner who wishes to attend the AGM, in person or represented by proxy, must notify the Company of its intention to attend the AGM (the “**Attendance Notice**”) by email to investorrelations@immatix.com no later than 18:00 hours CEST on 12 June 2023 (the “**Cut-off Time**”). The Attendance Notice must contain the name and the number of shares the Shareholder of Record or Beneficial Owner will represent at the AGM.

A Beneficial Owner must enclose with its Attendance Notice:

- (a) proof of its beneficial ownership of the relevant underlying shares in the Company’s capital, for instance a recent account statement; and
- (b) a signed proxy from the bank, broker or other nominee who is registered in the Company’s register of shareholders and/or in the records of the Company’s U.S. transfer agent as the holder of the relevant underlying shares on the Record Date.

A Shareholder of Record or Beneficial Owner who wishes to attend the AGM represented by proxy must enclose its signed proxy. Proxyholders must submit a signed proxy to the Company by email to investorrelations@immatix.com no later than the Cut-off Time and present a copy of their proxy upon

entry to the AGM. A proxy form can be downloaded from the Company's website at <https://investors.immatics.com/events/event-details/annual-general-meeting-2023>.

Any Attendance Notice, proof of beneficial ownership or signed proxy received after the Cut-off Time may be disregarded. Shareholders of Record, Beneficial Owners and proxyholders who have not complied with the procedures described above may be refused entry to the AGM.

All attendees must be prepared to show a valid proof of identity for admittance.

To avoid misunderstandings, the procedures outlined above do not apply with respect to proxy cards solicited through Broadridge, the Company's proxy solicitor. Shareholders of Record using such a proxy card should follow the instructions and observe the deadlines specified on the proxy card they receive.

How to vote

Shareholders of Record and Beneficial Owners may vote in person or represented by proxy at the AGM in accordance with the procedures described above. Beneficial Owners may have their shares voted by following the procedures specified on their broker's voting instruction form. Shortly before the AGM, the brokers will tabulate the votes they have received and submit one or more proxy cards to the Company reflecting the aggregate votes of the Beneficial Owners.

Contact details

For further information please contact the Company's Investor Relations Department by e-mail at investorrelations@immatics.com.

AGENDA OF THE ANNUAL GENERAL MEETING OF IMMATICS N.V.

Agenda of the annual general meeting of Immatix N.V., a public company under Dutch law, registered with the Dutch trade register under number 77595726 (the “**Company**”), to be held at the offices of NautaDutilh N.V., Beethovenstraat 400, 1082 PR Amsterdam, the Netherlands on 20 June 2023 at 14:00 hours CEST (the “**AGM**”).

- | | | |
|-----|--|------------------------|
| 1. | Opening | |
| 2. | Discussion of the statutory board report regarding the financial year ended 31 December 2022 | Discussion item |
| 3. | Discussion of the Company’s dividend and reservation policy | Discussion item |
| 4. | Adoption of the statutory annual accounts for the financial year ended 31 December 2022 | Voting item |
| 5. | Discharge from liability for the members of the Company’s board of directors (the “ Board ”) with respect to the performance of their duties during the financial year ended 31 December 2022 | Voting item |
| 6. | Reappointment of Dr. H. Singh Jasuja as executive director class III | Voting item |
| 7. | Reappointment of Mr. A. Stone as non-executive director class III | Voting item |
| 8. | Appointment of Dr. M.P. Hothum as non-executive director class III | Voting item |
| 9. | Extension of the authorisation of the Board to acquire ordinary shares or depositary receipts thereof | Voting item |
| 10. | Instruction to PricewaterhouseCoopers Accountants N.V. as auditor for the financial year ending 31 December 2023 | Voting item |
| 11. | Close | |

1. **Opening**

2. **Discussion of the statutory board report regarding the financial year ended 31 December 2022 (*discussion item*)**

The Company's statutory board report regarding the financial year ended 31 December 2022 is available on the Company's website at <https://investors.immatics.com/events/event-details/annual-general-meeting-2023> and is available for inspection at the offices of the Company.

3. **Discussion of the Company's dividend and reservation policy (*discussion item*)**

The Company intends to retain any earnings for future operations and expansion of its business. Under Dutch law, the Company may only pay dividends to the extent its shareholders' equity (*eigen vermogen*) exceeds the sum of the Company's paid-up and called-up share capital plus the reserves required to be maintained by Dutch law or by the Company's articles of association (if any). Subject to such restrictions, any future determination to pay dividends will be at the discretion of the Board and will depend upon a number of factors, including the Company's earnings, capital requirements, overall financial condition, applicable law and contractual restrictions. If and when the Company does intend to distribute a dividend, such dividend may be distributed in the form of cash only or shares only, through a combination of the foregoing (cash and shares) or through a choice dividend (cash or shares), in each case subject to applicable law.

4. **Adoption of the statutory annual accounts for the financial year ended 31 December 2022 (*voting item*)**

It is proposed that the statutory annual accounts for the financial year ended 31 December 2022 as prepared in accordance with Dutch law be adopted. The adoption of the statutory annual accounts includes the allocation of the profit made in the financial year ended 31 December 2022. PricewaterhouseCoopers Accountants N.V. has audited the the statutory annual accounts and issued an auditor's report in respect thereof.

The statutory annual accounts are available on the Company's website at <https://investors.immatics.com/events/event-details/annual-general-meeting-2023> and are available for inspection at the offices of the Company.

5. **Discharge from liability for the members of the Board with respect to the performance of their duties during the financial year ended 31 December 2022 (*voting item*)**

It is proposed that each member of the Board be granted a discharge from liability for the performance of their respective duties during the financial year ended 31 December 2022 to the extent appearing from the statutory annual accounts or the statutory board report for the financial year ended 31 December 2022 or other public disclosures.

6. **Reappointment of Dr. H. Singh Jasuja as executive director class III (*voting item*)**

In accordance with the applicable provisions of the Company's articles of association (the "**Articles of Association**") and at the recommendation of the Company's nominating and corporate governance committee (the "**Nominating and Corporate Governance Committee**"), the Board has made a binding nomination to reappoint Dr. H. Singh Jasuja as executive director. Dr. Singh Jasuja is proposed for reappointment for a period ending at the end of the annual general meeting of shareholders of the Company to be held in 2026.

Harpreet Singh has served as Chief Executive Officer of the Company since 2019, as Executive Director and Member of the Board since 2021 and as President and Chief Executive Officer of Immatics US Inc. since 2015. Prior to that, Harpreet served as Immatics' Managing Director and Chief Scientific Officer since co-founding the company in 2000. Harpreet has played a leadership role in the company's inception, strategic business development, public listing at NASDAQ in 2020 and in raising more than \$550 million of venture capital, IPO and public follow-on proceeds. Harpreet holds a Ph.D. in immunology from the University of Tübingen and is the inventor of numerous granted patents and patent applications and co-author of numerous scientific papers in high-impact journals.

Dr. Singh Jasuja holds 267,241 shares in the share capital of the Company. In evaluating the proposal to nominate Dr. Singh, the Board has considered the Company's diversity objectives, the Company's Board Profile and the Company's Diversity Policy, among its other considerations.

Given Dr. Singh Jasuja's founding of the Company, his critical contributions to the Company over more than twenty years and his business leadership experience, the Board is of the opinion that the Company will continue to benefit from Dr. Singh Jasuja's membership on the Board.

7. Reappointment of Mr. A. Stone as non-executive director class III (voting item)

In accordance with the applicable provisions of the Investor Rights and Lockup Agreement dated 17 March 2020 between the Company, dievini Hopp BioTech holding GmbH & Co. KG ("**dievini**"), Arya Sciences Holdings ("**Arya**") and the other investors named therein (the "**IRA**"), which agreement was entered into in connection with the Business Combination Agreement dated 17 March 2020 between the Company, Immatics Biotechnologies GmbH, ARYA Sciences Acquisition Corp., Immatics Merger Sub 1 and Immatics Merger Sub 2, as amended on 7 June 2020, the Articles of Association and other governing documents of the Company, and at the recommendation of the Nominating and Corporate Governance Committee, the Board has made a binding nomination to reappoint Mr. A. Stone as non-executive director class III at the request of Arya pursuant to the IRA. Mr. Stone is proposed for reappointment for a period ending at the end of the annual general meeting of shareholders of the Company to be held in 2026.

Adam Stone has served as a member of Immatics' supervisory board since 2020 and, after the implementation of our one-tier board structure as of July 1, 2021, currently serves as a non-executive director. Since 2012, Adam Stone has served as Chief Investment Officer of Perceptive Advisors, which he joined in 2006, and is a member of the internal investment committees of Perceptive Advisors' credit opportunities and venture funds. Prior to joining Perceptive Advisors, he was a Senior Analyst at Ursus Capital, where he focused on biotechnology and specialty pharmaceuticals. In addition to serving on Immatics' Board,

Mr. Stone serves on the board of directors of Solid Biosciences Inc., Renovia Inc., LianBio, Xontogeny LLC, PROMETHERA Biosciences S.A./N.V., ARYA Sciences Acquisition Corp. IV and ARYA Sciences Acquisition Corp. V. Adam Stone holds a B.A. in molecular biology from Princeton University.

Mr. Stone does not hold any shares in the share capital of the Company.

In evaluating the proposal to nominate Mr. Stone, the Board has considered the Company's diversity objectives, the Company's Board Profile and the Company's Diversity Policy, among its other considerations.

Given Mr. Stone's extensive business leadership experience, industry expertise and valuable contributions to the Company, both Arya and the Board are of the opinion that the Company will continue to benefit from Mr. Stone's membership on the Board.

8. Appointment of Dr. M.P. Hothum as non-executive director class III (voting item)

In accordance with the applicable provisions of the IRA, dievini has informed the Company that dievini will nominate Mathias Hothum, Ph.D. as successor to Friedrich von Bohlen und Halbach, Ph.D. at the AGM. In accordance with the IRA, the applicable provisions of the Articles of Association and other governing documents of the Company, and at the recommendation of the Nominating and Corporate Governance Committee, the Board has made a binding nomination to appoint Dr. M.P. Hothum as non-executive director class III pursuant to the IRA. Dr. Hothum is proposed for appointment for a period ending at the end of the annual general meeting of shareholders of the Company to be held in 2026.

Mathias Hothum is the managing director of dievini Hopp Biotech holding GmbH & Co. KG, the company managing the life science activities and investments of Dietmar Hopp, co-founder of SAP, and his family. He is currently also the founder/owner of HMM Consulting and the managing director of MSL Investments, DH Holding Verwaltungs, MH-LT-Investments and OH Venture Management. From 2001-2010, he additionally took the position of Lecturer in the Department of Economics at the University of Applied Sciences in Heidelberg. Mathias Hothum is Chairman of the Board of Joimax GmbH and Geuder AG, and board member of Apogenix AG, CureVac NV, Heidelberg Pharma AG, Molecular Health GmbH and Novaliq GmbH.

Mathias Hothum holds a Diploma in business administration from the University of Mannheim, Germany, and a Ph.D. in pharmaceutical economics and medical sociology from the University of Magdeburg, Germany.

Dr. Hothum holds 329,521 shares in the share capital of the Company. In evaluating the proposal to nominate Dr. Hothum, the Board has considered the Company's diversity objectives, the Company's Board Profile and the Company's Diversity Policy, among its other considerations.

Given Dr. Hothum's business leadership and industry experience, dievini and the Board are of the opinion that the Company will benefit from Dr. Hothum's membership on the Board.

9. Extension of the authorisation of the Board to acquire ordinary shares or depositary receipts thereof (voting item)

On 13 June 2022, the General Meeting authorised the Board to acquire ordinary shares in the share capital of the Company or depositary receipts thereof for consideration for a period of eighteen months, commencing on 13 June 2022.

It is proposed that the authorisation of the Board to acquire ordinary shares in the share capital of the Company or depositary receipts thereof for consideration be extended for a period of eighteen months, commencing on the date of the AGM.

The maximum number of ordinary shares permitted pursuant to applicable law and the Articles of Association from time to time may be acquired and ordinary shares may be acquired through repurchases negotiated in the open market or privately, in self-tender offers, or through accelerated repurchase arrangements, at prices ranging from the nominal value of the ordinary shares up to 110% of the market price of the ordinary shares, provided that:

- (a) for open market or privately negotiated repurchases, the market price shall be the price for ordinary shares on the Nasdaq Stock Market at the time the transaction is agreed upon by the Company;
- (b) for self-tender offers, the market price shall be the volume weighted average price for the ordinary shares on the Nasdaq Stock Market during a period, determined by the Board, of no less than one and no more than five consecutive trading days immediately prior to the expiration of the tender offer; and
- (c) for accelerated repurchase arrangements, the market price shall be the volume weighted average price of the ordinary shares on the Nasdaq Stock Market over the term of the arrangement; the volume weighted average price for any number of trading days shall be calculated as the arithmetic average of the daily volume weighted average price on those trading days.

10. Instruction of PricewaterhouseCoopers Accountants N.V. as auditor for the financial year ending 31 December 2023 (voting item)

PricewaterhouseCoopers Accountants N.V. has audited the Company's statutory annual accounts for the financial year ended 31 December 2022.

It is proposed to instruct PricewaterhouseCoopers Accountants N.V. as the external independent Dutch auditor for the audit of the Company's statutory annual accounts and its statutory annual report for the financial year 2023.

11. Close

IMMATICS N.V.
 2201 W. HOLCOMBE BLVD.
 SUITE 205
 HOUSTON, TX 77030
 UNITED STATES OF AMERICA



**SCAN TO
 VIEW MATERIALS & VOTE**



VOTE BY INTERNET - www.proxyvote.com or scan the QR Barcode above
 Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 p.m. Eastern Time on June 19, 2023. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS
 If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

VOTE BY PHONE - 1-800-690-6903
 Use any touch-tone telephone to transmit your voting instructions up until 11:59 p.m. Eastern Time on June 19, 2023. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL
 Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

V07018-P92318

KEEP THIS PORTION FOR YOUR RECORDS
DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

IMMATICS N.V.



The Board of Directors recommends you vote FOR the following:

	For	Against	Abstain		For	Against	Abstain
1. Adoption of the statutory annual accounts for the financial year ended 31 December 2022	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6. Extension of the authorisation of the Board to acquire ordinary shares or depository receipts thereof	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Discharge from liability for the members of the Company's board of directors (the "Board") with respect to the performance of their duties during the financial year ended 31 December 2022	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7. Instruction to PricewaterhouseCoopers Accountants N.V. as auditor for the financial year ending 31 December 2023	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Reappointment of Dr. H. Singh Jasuja as executive director class III	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4. Reappointment of Mr. A. Stone as non-executive director class III	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
5. Appointment of Dr. M.P. Hothum as non-executive director class III	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

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Signature [PLEASE SIGN WITHIN BOX] Date

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Signature (Joint Owners) Date

Important Notice Regarding the Availability of Proxy Materials for the Annual General Meeting:
Notice of Meeting, Annual Report, and Agenda are available at www.proxyvote.com.

V07019-P92318

IMMATICS N.V.
Annual General Meeting of Shareholders
June 20, 2023 14:00 CEST
This proxy is solicited by the Board of Directors

The shareholder(s) hereby appoint(s) each civil law notary and candidate civil law notary working with NautaDutilh N.V., as proxies, each with the power to appoint (his/her) substitute, and hereby authorize(s) them to represent and to vote, as designated on the reverse side of this ballot, all of the ordinary shares of IMMATICS N.V. that the shareholder(s) is/are entitled to vote at the Annual General Meeting of Shareholders to be held at 14:00 CEST on June 20, 2023, at the offices of NautaDutilh N.V., Beethovenstraat 400, 1082 PR Amsterdam, the Netherlands, and any adjournment or postponement thereof.

This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, or if multiple instructions are selected on the reverse side of this ballot for any single voting item, this proxy will be voted in accordance with the Board of Directors' recommendations.

Continued and to be signed on reverse side