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

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**FORM 6-K**

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

October 24, 2023

Commission File Number 001-35203

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**THERATECHNOLOGIES INC.**

(Translation of registrant's name into English)

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

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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-\_\_\_\_\_.

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**THERATECHNOLOGIES INC.**

<b><u>Exhibit</u></b>	<b><u>Description</u></b>
99.1	Material Change Report Dated October 24, 2023

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**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

Date: October 24, 2023

**MATERIAL CHANGE REPORT**  
**Form 51-102F3**

**ITEM 1 - NAME AND ADDRESS OF COMPANY**

THERATECHNOLOGIES INC. (“**Theratechnologies**”, “**we**” or the “**Company**”)  
2015 Peel Street  
11<sup>th</sup> Floor  
Montréal, Québec  
Canada H3A 1T8

**ITEM 2 - DATE OF MATERIAL CHANGE**

October 24, 2023

**ITEM 3 - NEWS RELEASE**

A news release describing this material change was issued by the Company on October 24, 2023 via “GLOBE NEWSWIRE”. A copy of the news release is available on the SEDAR+ website at [www.sedarplus.ca](http://www.sedarplus.ca) and on the EDGAR website at [www.sec.gov/edgar](http://www.sec.gov/edgar) as an attachment to a Form 6-K dated October 24, 2023.

**ITEM 4 - SUMMARY OF MATERIAL CHANGE**

On October 24, 2023, the Company announced further changes to its operations that will see a tapering of R&D activities, which necessitates a reduction of up to 25 positions. The Company expects to realize recurring yearly savings of approximately US\$3.5 million resulting from this reorganization and will record a restructuring charge of approximately US\$1.5 million in its fourth quarter of 2023.

**ITEM 5 - FULL DESCRIPTION OF MATERIAL CHANGE**

On October 24, 2023, the Company announced further changes to its operations that will see a tapering of R&D activities, which necessitates a reduction of up to 25 positions. The Company expects to realize recurring yearly savings of approximately US\$3.5 million resulting from this reorganization and will record a restructuring charge of approximately US\$1.5 million in its fourth quarter of 2023.

“The decision announced today was difficult to make, but it is aligned with our goal to build a profitable organization and deliver returns to our shareholders,” said Paul Lévesque, President and Chief Executive Officer, Theratechnologies. “We sincerely appreciate the contributions of those impacted, which indeed were instrumental in making Theratechnologies a better organization.”

The Company is committed to delivering on Part 3 of the Phase 1 clinical trial in advanced ovarian cancer for sudocetaxel zendusortide. All future clinical research activities in oncology and NASH will be made through partnership deals. With the completion of major lifecycle management projects in HIV, the Company’s medical capabilities remain key to conveying the science behind its products and achieving business growth from organic and inorganic opportunities.

## **Forward-Looking Information**

This document contains forward-looking statements and forward-looking information (collectively, the “Forward-Looking Statements”), within the meaning of applicable securities laws, that are based on our management’s beliefs and assumptions and on information currently available to our management. 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 document include, but are not limited to, statements regarding the expected yearly savings to result from the reorganization, the capacity of the Company to grow its business and to become profitable and the capacity of the Company to enter into partnership to pursue clinical research activities. Although the Forward-Looking Statements contained in this document 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 this information since actual results may vary from the forward-looking information. Certain assumptions made in preparing the Forward-Looking Statements include that: sales of our products will continue to grow in the United States, we will not breach any of the terms and conditions of the credit agreement with Marathon, we will be able to control our costs and we will be able to find partners and enter into agreements with them on terms acceptable to the Company. Forward-Looking Statements are subject to a number of risks and uncertainties, many of which are beyond Theratechnologies’ 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, those related to or arising from: non-compliance with the terms and conditions of the credit agreement with Marathon that could lead Marathon to seize the assets of the Company, unplanned expenses or costs that will reduce the anticipated yearly savings from the reorganization which, in turn, may annihilate the capacity of the Company to become profitable, a decrease in sales of the Company’s products and the inability of the Company to attract partners to pursue clinical research activities. We refer current and potential investors to the “Risk Factors” section of our Annual Information Form dated February 27, 2023, available on SEDAR at [www.sedarplus.ca](http://www.sedarplus.ca) and on EDGAR at [www.sec.gov](http://www.sec.gov) as an exhibit to our report on Form 40-F dated February 28, 2023, under Theratechnologies’ public filings for additional risks involved in our business. 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 document and represent our expectations as of that date.

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

### **ITEM 6 - RELIANCE ON SUBSECTION 7.1(2) OR (3) OF NATIONAL INSTRUMENT 51-102**

Not applicable.

### **ITEM 7 - OMITTED INFORMATION**

Not applicable.

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**ITEM 8 - EXECUTIVE OFFICER**

For further information, contact Jocelyn Lafond, General Counsel and Corporate Secretary of the Company at (438) 315-6607.

**ITEM 9 - DATE OF REPORT**

October 24, 2023.