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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**

September 25, 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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**Exhibit Description**

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99.1 Material Change Report Dated September 25, 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 and Corporate Secretary

Date: September 25, 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**

September 25, 2023

**ITEM 3—NEWS RELEASE**

A news release describing this material change was issued by the Company on September 25, 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 September 25, 2023.

**ITEM 4—SUMMARY OF MATERIAL CHANGE**

On September 25, 2023, the Company announced that that it has reached an agreement in principle to amend some of the terms and conditions of its credit agreement dated July 20, 2022, as amended from time to time (the “Loan Facility”), with certain funds and accounts for which Marathon Asset Management, L.P. acts as investment manager (collectively, “Marathon”).

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

The Company and Marathon agreed in principle to make the following amendments to the terms and conditions of the Loan Facility:

- to remove the obligation to maintain at all times liquidity in the amount of US\$30 million if the F8 formulation of tesamorelin is not approved by the United States Food and Drug Administration (“FDA”) by March 31, 2024;
- to decrease the minimum liquidity requirements over time to a minimum of US\$15 million from US\$20 million based on targeted last twelve months adjusted EBITDA;
- to move to an adjusted EBITDA-based target from a quarterly revenue-based target beginning with the quarter ending November 30, 2023; and
- to delete from the Loan Facility the prohibition for the Company to have a going concern explanatory paragraph in the annual report of the independent registered public accounting firm of the Company.

In consideration of the proposed amendments, the Company has agreed to (i) pay an amount equal to US\$600,000, or 100 basis points calculated on the funded debt as of this day (US\$60 million), over the term of the loan and added to the outstanding loan as payment in kind; and (ii) reprice the exercise price of the common share purchase warrants (the “Warrants”) held by Marathon to US\$2.30 per share from US\$5.80 per share. Following the share consolidation completed on July 31, 2023, the exercise of four Warrants is required to purchase 1 common share of Theratechnologies, resulting in a maximum issuance of 1,250,000 common shares. The Warrants can be exercised until February 27, 2030.

The repricing of the Warrants is conditional upon the approval of the Toronto Stock Exchange and the final terms of these amendments, including the definition of “adjusted EBITDA”, remain subject to the completion of all the legal documentation to the satisfaction of both the Company and Marathon.

The amendments to the Loan Facility are expected to be executed on or about October 10, 2023.

### **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 changes to the terms and conditions of our Loan Facility expected to be reflected in a final binding agreement with Marathon and the impact such changes are expected to have, including on our ability to reach our key financial objectives and in particular the objective of reporting a positive “Adjusted EBITDA” by the end of our current fiscal year. 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: the Company will be able to finalize the legal documentation giving effect to the agreement in principal relating to the changes to the terms and conditions of our Loan Facility with Marathon, sales of our products will continue to grow in the United States, no event will occur that would adversely impact the “Adjusted EBITDA”, and we will not breach any of the terms and conditions of our Loan Facility. 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: a delay in the finalization of the legal documentation giving effect to the agreement in principal relating to the changes to the terms and conditions of our Loan Facility with Marathon or the inability to finalize such documentation, non-compliance by the Company with the terms and conditions of the Loan Facility; a change in regulations; product recalls; unanticipated chargebacks and rebates having an adverse impact on net revenues and the “Adjusted EBITDA”. 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.

**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**

September 25, 2023.