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 16, 2026

RAPID MICRO BIOSYSTEMS, INC.
(Exact name of registrant as specified in its charter)

Delaware	001-40592	20-8121647
(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(I.R.S. Employer Identification No.)
25 Hartwell Avenue, Lexington, MA		02421
(Address of principal executive offices)		(Zip Code)

978-349-3200
(Registrant's telephone number, including area code)

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

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 Symbols	Name of each exchange on which registered
Class A Common Stock, $0.01 par value per share	RPID	The Nasdaq Capital 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 2.02 Results of Operations and Financial Condition.

On November 16, 2026, Rapid Micro Biosystems, Inc. (the "Company") issued a press release announcing its financial results for its third quarter ended September 30, 2026. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference in its entirety.

The information furnished under Item 2.02, including Exhibit 99.1 attached hereto, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended (the "Securities Act"), or the Exchange Act, except as otherwise expressly stated in such filing.

Additional Information and Where to Find It

The tender offer described in the press release has not yet commenced, and this communication is neither an offer to purchase nor a solicitation of an offer to sell securities. At the time the tender offer is commenced, Merck KGaA, Darmstadt, Germany and EMD Holdings NewCo II, Inc. ("Purchaser") will file a tender offer statement on Schedule TO with the U.S. Securities and Exchange Commission (the "SEC"), and Rapid Micro Biosystems ("Rapid") will file a solicitation/recommendation statement on Schedule 14D-9 with the SEC. INVESTORS AND SECURITY HOLDERS ARE STRONGLY ADVISED TO READ THE TENDER OFFER STATEMENT (INCLUDING AN OFFER TO PURCHASE, LETTER OF TRANSMITTAL AND RELATED TENDER OFFER DOCUMENTS) THAT WILL BE FILED BY MERCK KGAA, DARMSTADT, GERMANY AND PURCHASER WITH THE SEC AND THE RELATED SOLICITATION/RECOMMENDATION STATEMENT ON SCHEDULE 14D-9 THAT WILL BE FILED BY RAPID WITH THE SEC, WHEN THEY BECOME AVAILABLE, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. These materials (once they become available) will be made available to Rapid shareholders at no cost by the information agent for the tender offer. Once filed, these documents will be available at no charge on the SEC's website at www.sec.gov. In addition, a copy of the offer to purchase, letter of transmittal and certain other related tender offer documents (once they become available) may be obtained free of charge from Merck KGaA, Darmstadt, Germany under the "Investors" section of Merck KGaA, Darmstadt, Germany's website at https://www.emdgroup.com/en. A copy of the solicitation/recommendation statement (once it

becomes available) also may be obtained free of charge from Rapid under the “Investor Relations” section of Rapid’s website at https://www.rapidmicrobio.com/.

Cautionary Statement Regarding Forward-Looking Statements

This Current Report on Form 8-K includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements contained in this Current Report on Form 8-K that do not relate to matters of historical fact should be considered forward-looking statements, including, but not limited to, statements regarding the Company’s guidance, including with respect to the benefits and impact of the potential acquisition by Merck KGaA, Darmstadt, Germany; statements regarding the Company's achievement of its full year objectives, and the Company's growth outlook in future periods.

In some cases, you can identify forward-looking statements by terminology such as “outlook,” “aim,” “anticipate,” “assume,” “believe,” “contemplate,” “continue,” “could,” “due,” “estimate,” “expect,” “goal,” “intend,” “may,” “objective,” “plan,” “predict,” “potential,” “positioned,” “seek,” “should,” “target,” “will,” “would” and other similar expressions that are predictions of or indicate future events and future trends, or the negative of these terms or other comparable terminology, although not all forward-looking statements contain these words. Forward-looking statements involve known and unknown risks, uncertainties and assumptions which may cause actual results to differ materially from any results expressed or implied by any forward-looking statement, including, but not limited to the risk that the closing conditions for the proposed acquisition will not be satisfied; uncertainty as to the percentage of Rapid stockholders that will support the proposed acquisition and tender their shares in the offer; the risk of stockholder litigation relating to the proposed acquisition, including resulting expense or delay; the possibility that the proposed acquisition will not be completed in the expected timeframe or at all; potential adverse effects to the businesses of Merck KGaA, Darmstadt, Germany or Rapid during the pendency of the proposed acquisition, such as employee departures or distraction of management from business operations; the potential that the expected benefits and opportunities of the proposed acquisition, if completed, may not be realized or may take longer to realize than expected; the occurrence of any event, change or other circumstance that could give rise to the termination of the merger agreement; potential adverse reactions or changes to business relationships resulting from the proposed acquisition, including the effect of the acquisition on the ability to maintain key vendor, supplier or partner relationships; and risks related to the integration of Rapid into Merck KGaA, Darmstadt, Germany subsequent to the closing of the proposed acquisition and the timing of such integration; risks related to, the Company's ability to achieve positive cash flow; the Company's ability to achieve its business objectives; the Company's significant losses since inception; the Company’s ability to meet its publicly announced guidance and other

expectations about its business and operations; the Company's ability to fulfill customer orders on its anticipated timelines or at all; the impact of the Company's existing and any future indebtedness on its ability to operate its business; the Company's ability to access any future tranches under its debt facility and to comply with all of its obligations thereunder; the Company's limited experience in marketing and sales and the effectiveness of its sales processes; the Company's need to develop new products and adapt to technological changes; the Company's ability to establish and maintain its position as a leading provider of automated microbial quality control testing; the Company's ability to maintain its manufacturing facility; the Company's ability to improve the gross margins of its products and services; risks related to third-parties; the Company's ability to retain key management and other employees; risks related to regulatory and intellectual property matters; risks related to supply chain disruptions and the impact of inflation; risks associated with macroeconomic events and uncertainty, including with respect to tariff and trade policy in the U.S. and abroad, as well as activity in the Company's industry and in the general economy; and the other important factors outlined under the caption "Risk Factors" in the Company's Quarterly Report on Form 10-Q filed with the SEC, as such factors may be updated from time to time in its other filings with the SEC, which are available on the SEC's website at www.sec.gov and the Investor Relations page of its website at investors.rapidmicrobio.com. Although the Company believes that the expectations reflected in its forward-looking statements are reasonable, it cannot guarantee future results. The Company has no obligation, and does not undertake any obligation, to update or revise any forward-looking statement made in this Current Report on Form 8-K to reflect changes since the date of this Current Report on Form 8-K, except as may be required by law.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release of Rapid Micro Biosystems, Inc., dated November 16, 2026, related to its financial results for its third quarter ended September 30, 2026.
104	Cover Page Interactive Data File (formatted as inline XBRL)

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 hereunto duly authorized.

RAPID MICRO BIOSYSTEMS, INC.

Date: November 16, 2026

By: /s/ Sean Wirtjes

Sean Wirtjes

Chief Financial Officer

Exhibit 99.1

Rapid Micro Biosystems Reports Third Quarter 2026 Financial Results

- ***Reports third quarter 2026 total revenue of $9.5 million, representing 22% growth compared to the third quarter of 2025***
    - ***Placed 7 Growth Direct systems and completed 12 validations in the third quarter of 2026***
- ***Reports record third quarter 2026 total gross margin of 25%, an increase of 16 percentage points compared to the third quarter of 2025***
    - ***Product gross margin increased 19 percentage points to 12%, and Service gross margin increased 14 percentage points to 54%, compared to the third quarter of 2025***
- ***Today announced that the Company has signed a definitive agreement to be acquired by Merck KGaA, Darmstadt, Germany***

Lexington, MA, November 16, 2026 (GLOBE NEWSWIRE) -- Rapid Micro Biosystems, Inc. (Nasdaq: RPID) (the “Company”), an innovative life sciences technology company providing mission critical automation solutions to facilitate the efficient manufacturing and fast, safe release of healthcare products, today announced its financial results for the third quarter ended September 30, 2026.

"We are pleased to report 22% third quarter total revenue growth driven by both our Product and Service businesses," said Rob Spignesi, President and CEO of Rapid Micro Biosystems. "I am also particularly pleased with the continued progress in our gross margin expansion initiatives, which resulted in a third quarter total gross margin of 25%, including record Product and Service gross margins."

"I'm incredibly proud of what the Rapid Micro team has accomplished and the impact the Growth Direct platform is having across pharmaceutical manufacturing globally," continued Spignesi. "Over the past 18 months, we have built a strong partnership with Merck KGaA, Darmstadt, Germany centered on a shared commitment to innovation and helping customers modernize quality control workflows. We are confident that joining the Life Science business of Merck KGaA, Darmstadt, Germany will significantly expand the Growth Direct's reach, accelerate adoption of the Growth Direct platform and more fully serve our combined global customer base."

Third Quarter Financial Results

Total revenue for the third quarter of 2026 increased 21.6% to $9.5 million, compared to $7.8 million in the third quarter of 2025. The Company placed seven new Growth Direct systems and completed the validation of 12 customer systems, compared to five placements and four validations in the third quarter of 2025. Product revenue increased 24.9% to $6.5 million, compared to $5.2 million in the third quarter of 2025. Service revenue increased 14.9% to $3.0 million, compared to $2.6 million in the third quarter of 2025. Recurring revenue increased 6.9% to $5.2 million, compared to $4.8 million in the third quarter of 2025.

Total cost of revenue was $7.1 million in the third quarter of 2026, compared to $7.1 million in the third quarter of 2025. Third quarter gross margin of 25.2%, or $2.4 million, was a quarterly record, compared to 8.9%, or $0.7 million in the third quarter of 2025.

Total operating expenses increased 8.1% to $13.0 million in the third quarter of 2026, compared to $12.1 million in the third quarter of 2025. Third quarter 2026 operating expenses included a non-recurring restructuring charge of $0.7 million associated with the focused efficiency program announced by the Company in August 2026. General and administrative expenses increased by 12.2%, research and development expenses decreased by 15.8%, and sales and marketing expenses increased by 4.3%, in each case compared to the third quarter of 2025.

Net loss for the third quarter of 2026 was $11.3 million and net loss per share was $0.23, compared to a net loss of $11.5 million and net loss per share of $0.26 in the third quarter of 2025.

Non-GAAP adjusted EBITDA loss for the third quarter of 2026 was $7.9 million, compared to a loss of $9.4 million in the third quarter of 2025.

Cash, cash equivalents, and short-term investments were approximately $7 million as of September 30, 2026.

Definitive Agreement to be Acquired by Merck KGaA, Darmstadt, Germany

In a separate press release, the Company announced that it has signed a definitive agreement pursuant to which Merck KGaA, Darmstadt, Germany, has agreed to acquire, subject to the terms and conditions set forth in the agreement, all outstanding shares of Rapid Micro Biosystems. For additional details regarding this announcement, please refer to the related press release at https://investors.rapidmicrobio.com/news-and-events/news-releases.

In light of the acquisition announcement, the Company will not host a conference call to discuss third quarter 2026 financial results and is withdrawing its full year 2026 guidance.

As a result of the additional time required to complete certain financial reporting and disclosure matters in connection with the acquisition announcement, the Company will delay the filing of its Quarterly Report on Form 10-Q for the quarter ended September 30, 2026. The Company intends to file its Form 10-Q within the extension period permitted under Rule 12b-25 of the Securities Exchange Act of 1934.

About Rapid Micro Biosystems

Rapid Micro Biosystems is an innovative life sciences technology company providing mission critical automation solutions to facilitate the efficient manufacturing and fast, safe release of healthcare products such as biologics, vaccines, cell and gene therapies, and sterile injectables. The Company's flagship Growth Direct system automates and modernizes the antiquated, manual microbial quality control ("MQC") testing workflows used in the largest and most complex pharmaceutical manufacturing operations across the globe. The Growth Direct system brings the quality control lab to the manufacturing floor, unlocking the power of MQC automation to deliver the faster results, greater accuracy, increased operational efficiency, better compliance with data integrity regulations, and quicker decision making that customers rely on to ensure safe and consistent supply of important healthcare products. The Company is headquartered in Lexington, Massachusetts and has U.S. manufacturing in Lowell, Massachusetts, with global locations in Switzerland, Germany, and the Netherlands. For more information, please visit www.rapidmicrobio.com or follow the Company on X (formerly known as Twitter) at @rapidmicrobio or on LinkedIn.

Rapid Micro Biosystems intends to use the Investor Relations page of its website as a means of disclosing material nonpublic information and for complying with its disclosure obligations under Regulation FD. Accordingly, investors should monitor its website in addition to following press releases, filings with the Securities and Exchange Commission ("SEC"), public conference calls, presentations and webcasts.

Non-GAAP Financial Measures

In addition to reporting financial measures in accordance with generally accepted accounting principles ("GAAP"), the Company is including in this press release "non-GAAP adjusted EBITDA," which is a non-GAAP financial measure. The Company defines non-GAAP adjusted EBITDA as net loss excluding interest income, interest expense, other expense, net, income tax expense, depreciation and amortization, stock-based compensation, and restructuring.

The Company includes this non-GAAP financial measure because it believes it allows investors to understand and evaluate the Company's core operating performance and trends. In particular, the exclusion of certain items in calculating non-GAAP adjusted EBITDA can provide useful measures for period-to-period comparisons of the Company's core business. This non-GAAP financial measure has limitations as an analytical tool, including the fact that such non-GAAP financial measure may not be comparable to a similarly titled measure presented by other companies because other companies may calculate non-GAAP EBITDA differently than the Company does. For more information regarding this non-GAAP financial measure, see the table included at the end of this press release.

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CONTAIN IMPORTANT INFORMATION. These materials (once they become available) will be made available to Rapid shareholders at no cost by the information agent for the tender offer. Once filed, these documents will be available at no charge on the SEC's website at www.sec.gov. In addition, a copy of the offer to purchase, letter of transmittal and certain other related tender offer documents (once they become available) may be obtained free of charge from Merck KGaA, Darmstadt, Germany under the "Investors" section of Merck KGaA, Darmstadt, Germany's website at https://www.emdgroup.com/en. A copy of the solicitation/recommendation statement (once it becomes available) also may be obtained free of charge from Rapid under the "Investor Relations" section of Rapid's website at https://www.rapidmicrobio.com/.

Forward-Looking Statements

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Investor Contact
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RAPID MICRO BIOSYSTEMS, INC.
Unaudited Condensed Consolidated Statements of Operations
(in thousands, except share and per share amounts)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	2025	2026	2025
Revenue:				
Product revenue	$ 6,514	$ 5,214	$ 17,378	$ 14,117
Service revenue	3,014	2,624	8,206	8,188
Total revenue	9,528	7,838	25,584	22,305
Cost of revenue:				
Cost of product revenue	5,727	5,563	17,186	15,907
Cost of service revenue	1,399	1,579	4,413	5,023
Total cost of revenue	7,126	7,142	21,599	20,930
Gross margin	2,402	696	3,985	1,375
Operating expenses:				
Research and development	2,970	3,529	9,661	10,383
Sales and marketing	3,020	2,895	9,878	8,760
General and administrative	6,330	5,644	20,538	17,413
Restructuring	721	—	721	—
Total operating expenses	13,041	12,068	40,798	36,556
Loss from operations	(10,639)	(11,372)	(36,813)	(35,181)
Other income (expense):				
Interest income	98	347	494	1,188
Interest expense	(632)	(393)	(1,917)	(417)
Other expense, net	(74)	(79)	(156)	(190)
Total other income (expense), net	(608)	(125)	(1,579)	581
Loss before income taxes	(11,247)	(11,497)	(38,392)	(34,600)
Income tax expense	21	8	74	26
Net loss	$ (11,268)	$ (11,505)	$ (38,466)	$ (34,626)
Net loss per share — basic and diluted	$ (0.23)	$ (0.26)	$ (0.79)	$ (0.78)
Weighted average common shares outstanding — basic and diluted	48,875,933	44,956,131	48,649,224	44,534,826

RAPID MICRO BIOSYSTEMS, INC.
Unaudited Condensed Consolidated Balance Sheets
(in thousands)

	September 30, 2026	December 31, 2025
Assets		
Current assets:		
Cash and cash equivalents	$ 6,619	$ 20,030
Short-term investments	102	18,266
Accounts receivable	7,669	3,134
Inventory, net	19,658	17,593
Prepaid expenses and other current assets	2,273	2,145
Total current assets	36,321	61,168
Property and equipment, net	7,552	8,972
Right-of-use assets	3,289	4,109
Other long-term assets	127	319
Restricted cash	284	284
Total assets	47,573	74,852
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	$ 4,823	$ 4,139
Accrued expenses and other current liabilities	5,909	8,316
Deferred revenue	4,414	4,734
Lease liabilities, short-term	1,365	1,298
Total current liabilities	16,511	18,487
Lease liabilities, long-term	2,652	3,674
Notes payable, net	19,221	18,902
Warrant liability	22	186
Other long-term liabilities	357	397
Total liabilities	38,763	41,646
Total stockholders' equity	8,810	33,206
Total liabilities and stockholders' equity	$ 47,573	$ 74,852

RAPID MICRO BIOSYSTEMS, INC.
Unaudited Net Loss to Non-GAAP Adjusted EBITDA Loss Reconciliation
(in thousands)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	2025	2026	2025
Net loss	$ (11,268)	$ (11,505)	$ (38,466)	$ (34,626)
Interest income	(98)	(347)	(494)	(1,188)
Interest expense	632	393	1,917	417
Other expense, net	74	79	156	190
Income tax expense	21	8	74	26
Depreciation and amortization	647	804	2,027	2,462
Stock-based compensation	1,327	1,146	3,871	3,406
Restructuring	721	—	721	—
Non-GAAP adjusted EBITDA loss	$ (7,944)	$ (9,422)	$ (30,194)	$ (29,313)