

**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 October 2023

Commission File Number: 001-39431

Freeline Therapeutics Holdings plc
(Translation of registrant's name into English)

**Sycamore House
Gunnels Wood Road
Stevenage, Hertfordshire SG1 2BP
United Kingdom**

(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

Freeline Therapeutics Holdings plc (the "Company") notes the amendment to the statement on Schedule 13D filed by Syncona Portfolio Limited ("Syncona"), the majority shareholder of the Company, on October 18, 2023, to the effect that Syncona has made a non-binding proposal to acquire the Company for US\$5.00 in cash for each American Depositary Share.

The board of directors of the Company has formed a special committee of independent directors of the Company (the "Committee") with the purpose of exploring and evaluating all strategic and financing opportunities available to the Company, including Syncona's proposal. The Committee has retained financial advisor Leerink Partners LLC to assist with these efforts.

No assurances can be given regarding the likelihood, terms or details of a potential transaction resulting from Syncona's proposal or any other potential transaction. The Company does not intend to comment further publicly with regards to a potential transaction unless a specific transaction is approved by the Committee. Any updates will be announced if and when appropriate or necessary.

Forward-Looking Statements

This information contained in this Report includes statements that constitute "forward-looking statements" as that term is defined in the United States Private Securities Litigation Reform Act of 1995, including statements that express the opinions, expectations, beliefs, plans, objectives, assumptions or projections of Freeline Therapeutics Holdings plc (the "Company") regarding future events or future results, in contrast with statements that reflect historical facts. All statements, other than historical facts, including statements regarding the non-binding proposal by Syncona or any strategic or financing opportunities available to the Company are forward-looking statements. In some cases, you can identify such forward-looking statements by terminology such as "anticipate," "intend," "believe," "estimate," "plan," "seek," "project," "expect," "may," "will," "would," "could" or "should," the negative of these terms or similar expressions. Forward-looking statements are based on management's current beliefs and assumptions and on information currently available to the Company, and you should not place undue reliance on such statements. Forward-looking statements are subject to many risks and uncertainties, including without limitation the potential that no offer may be made for the Company or if made, it may not be approved and consummated. Such risks and uncertainties may cause the statements to be inaccurate and readers are cautioned not to place undue reliance on such statements. The Company cannot guarantee that any forward-looking statement will be realized. Should known or unknown risks or uncertainties materialize or should underlying assumptions prove inaccurate, actual results could vary materially from past results and those anticipated, estimated, or projected. A further list and description of risks, uncertainties, and other matters can be found in the Company's Annual Report on Form 20-F for the fiscal year ended December 31, 2022, and in subsequent reports on Form 6-K, in each case including in the sections thereof captioned "Cautionary Statement Regarding Forward-Looking Statements" and "Item 3.D. Risk factors." Many of these risks are outside of the Company's control and could cause its actual results to differ materially from those it thought would occur. The forward-looking statements included in this press release are made only as of the date hereof. The Company does not undertake, and specifically declines, any obligation to update any such statements or to publicly announce the results of any revisions to any such statements to reflect future events or developments, except as required by law. For further information, please reference the Company's reports and documents filed with the U.S. Securities and Exchange Commission (the "SEC"). You may review these documents by visiting EDGAR on the SEC website at www.sec.gov.

The information contained in this Report on Form 6-K shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and is not incorporated by reference into any of the Company's filings under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date hereof, except as shall be expressly set forth by specific reference in any such filing.

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.

FREELINE THERAPEUTICS HOLDINGS PLC

Date: October 18, 2023

By: /s/ Michael J. Parini
Name: Michael J. Parini
Title: Chief Executive Officer
