
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 August 2024

Commission File Number: 001-39173

I-MAB

(Translation of registrant's name into English)

**2440 Research Boulevard, Suite 400
Rockville, MD 20850
(Address of principal executive offices)**

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

Change in Company's Certifying Accountants

Auditor Change from PricewaterhouseCoopers Zhong Tian LLP to PricewaterhouseCoopers LLP

On August 6, 2024, the Audit Committee of the Board of Directors (the "Audit Committee") of I-Mab (the "Company") approved the dismissal of PricewaterhouseCoopers Zhong Tian LLP ("PwC China") as the Company's independent registered public accounting firm, effective August 7, 2024, and the appointment of PricewaterhouseCoopers LLP ("PwC US") as the Company's new independent registered public accounting firm for the fiscal year ending December 31, 2024.

The reports of PwC China on the Company's consolidated financial statements for the fiscal years ended December 31, 2023 and December 31, 2022, contained no adverse opinion or disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope or accounting principles.

During the fiscal years ended December 31, 2023 and December 31, 2022, and the subsequent period through August 7, 2024, there were (i) no disagreements between the Company and PwC China on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure, which disagreements, if not resolved to the satisfaction of PwC China, would have caused PwC China to make reference to the subject matter of the disagreement in PwC China's reports on the Company's consolidated financial statements for such years, and (ii) no reportable events (as defined in Item 16F(a)(1)(v) of Form 20-F).

The Company provided PwC China with a copy of the disclosures it is making in this Current Report on Form 6-K and requested that PwC China furnish it with a letter addressed to the U.S. Securities and Exchange Commission ("SEC") stating whether or not PwC China agrees with the above disclosures and, if not, stating the respects in which PwC China does not agree. A copy of PwC China's letter to the SEC, dated August 7, 2024, is attached herewith as Exhibit 99.2 to this Current Report on Form 6-K.

During the fiscal years ended December 31, 2023 and December 31, 2022, and the subsequent period through August 7, 2024, neither the Company nor anyone on its behalf consulted with PwC US regarding (i) the application of accounting principles to a specific transaction, either completed or proposed, (ii) the type of audit opinion that might be rendered on the Company's financial statements and neither a written report nor oral advice was provided to the Company that PwC US concluded was an important factor considered by the Company in reaching a decision as to accounting, auditing or financial reporting issues, (iii) any matter that was the subject of a disagreement (as defined in Item 304(a)(1)(iv) of Regulation S-K and the related instructions), or (iv) any reportable event (as described in Item 304(a)(1)(v) of Regulation S-K).

Incorporation by Reference

This Report on Form 6-K (the "Report") shall be deemed to be incorporated by reference into the registration statements on Form S-8 (File No. 333-279842, File No. 333-265684, File No. 333-256603 and File No. 333-2399871) of the Company (including any prospectuses forming a part of such registration statements) and to be a part thereof from the date on which this Report is furnished, to the extent not superseded by documents or reports subsequently filed or furnished.

<u>Exhibit No.</u>	<u>Description</u>
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<u>99.1</u>	<u>Press Release of I-Mab, dated August 7, 2024</u>
<u>99.2</u>	<u>Letter from Predecessor Auditor</u>

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.

I-MAB

By : /s/ Joseph Skelton
Name : Joseph Skelton
Title : Chief Financial Officer

Date: August 7, 2024



I-Mab Appoints U.S. Auditor, PricewaterhouseCoopers LLP (PwC)

Engagement is part of I-Mab's commitment to transition to a U.S.-based biotech

PwC to serve as independent registered public accounting firm for FY 2024

ROCKVILLE, MD, August 7, 2024 – I-Mab (NASDAQ: IMAB) (“I-Mab”, the “Company”), a U.S.-based, global biotech company, exclusively focused on the development and potential commercialization of highly differentiated immunotherapies for the treatment of cancer, today announced that the Audit Committee of its Board of Directors has approved the appointment of PricewaterhouseCoopers LLP (U.S.) (“PwC US”) as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2024, effective immediately.

“I-Mab continues to achieve excellent progress towards our strategic objective of becoming a U.S.-based biotech,” said **Sean Fu, PhD, Board Member and Interim Chief Executive Officer** of I-Mab. “The appointment of PwC US as our U.S. auditor is another important milestone in this transition, underscoring our progress and commitment to the strategy and vision defined by the Board.”

I-Mab expects that the transition to a U.S. audit firm will enable the Company to continue to comply with the audit requirements of the Holding Foreign Companies Accountable Act and facilitate the continued transition of the Company to a full-fledged U.S.-based biotech company. This transition was not the result of any disagreements, reportable events, modified opinions, or unresolved matters with the Company’s previous auditor, and no matters regarding the transition need to be brought to the attention of the Company’s shareholders.

“We are enthusiastic to work with PwC US and believe that their engagement as our U.S. auditor aligns with the long-term interests of our shareholders,” said **Joseph Skelton, Chief Financial Officer** of I-Mab. “We continue to grow and advance our organization and corporate governance with a focus on supporting I-Mab’s long-term growth and look forward to keeping investors up to date on our progress.”

For more information on this change in the Company’s independent registered public accounting firm, please refer to the 6-K filing that the Company filed with the U.S. Securities and Exchange Commission (“SEC”) today, available on the Company’s website at www.i-mabbiopharma.com and on the SEC’s website at www.sec.gov.

About I-Mab

I-Mab (NASDAQ: IMAB) is a U.S.-based, global biotech company, exclusively focused on the development and potential commercialization of highly differentiated immunotherapies for the treatment of cancer.

I-Mab has established operations in Rockville, Maryland. For more information, please visit <https://www.i-mabbiopharma.com> and follow us on [LinkedIn](#) and [X](#).



Forward Looking Statements

This press release contains forward-looking statements. These statements are made under the “safe harbor” provisions of the US Private Securities Litigation Reform Act of 1995. These forward-looking statements can be identified by terminology such as “will”, “expects”, “believes”, “designed to”, “anticipates”, “future”, “intends”, “plan”, “promise”, “potential”, “estimate”, “confident”, “explore”, “optimistic about”, “look forward to”, and similar terms or the negative thereof. Statements that are not historical facts, including statements about I-Mab’s beliefs and expectations, are forward-looking statements. The forward-looking statements in this press release include, without limitation, statements regarding the engagement of PwC US and expectations relating to the impact of such engagement on compliance with audit requirements and the Company’s transition to a U.S.-based biotech company. These forward-looking statements involve inherent risks and uncertainties that could cause actual results to differ materially from those expressed or implied in such forward-looking statements. These risks and uncertainties include, but are not limited to, the following: I-Mab’s ability to demonstrate the safety and efficacy of its drug candidates; the clinical results for its drug candidates, which may not support further development or New Drug Application/Biologics License Application approval; the content and timing of decisions made by the relevant regulatory authorities regarding regulatory approval of I-Mab’s drug candidates; I-Mab’s ability to achieve commercial success for its drug candidates, if approved; I-Mab’s ability to obtain and maintain protection of intellectual property for its technology and drugs; I-Mab’s reliance on third parties to conduct drug development, manufacturing and other services; I-Mab’s limited operating history and I-Mab’s ability to obtain additional funding for operations and to complete the development and commercialization of its drug candidates; and discussions of potential risks, uncertainties, and other important factors in I-Mab’s most recent annual report on Form 20-F and I-Mab’s subsequent filings with the SEC. I-Mab may also make written or oral forward-looking statements in its periodic reports to the SEC, in its annual report to shareholders, in press releases and other written materials, and in oral statements made by its officers, directors, or employees to third parties. All forward-looking statements are based on information currently available to I-Mab. I-Mab undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise, except as may be required by law.

I-Mab Contacts

Investors & Media

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Senior Director, Investor Relations
IR@imabbio.com



普华永道

August 7, 2024

Securities and Exchange Commission
100 F Street, N.E.
Washington, DC 20549

Commissioners:

We have read the statements made by I-Mab (copy attached), which we understand will be filed with the Securities and Exchange Commission, pursuant to the Form 6-K of I-Mab dated August 7, 2024. We agree with the statements concerning our Firm contained therein.

Very truly yours,

/s/ PricewaterhouseCoopers Zhong Tian LLP
PricewaterhouseCoopers Zhong Tian LLP
Shanghai, the People's Republic of China

普华永道中天会计师事务所(特殊普通合伙)

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普华永道

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