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): July 11, 2024

NURIX THERAPEUTICS, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware	**001-39398**	**27-0838048**
(State or Other Jurisdiction of Incorporation or Organization)	**(Commission File Number)**	**(IRS Employer Identification No.)**

1700 Owens Street, Suite 205 **San Francisco, California**	**94158**
(Address of Principal Executive Offices)	**(Zip Code)**

(415) 660-5320
(Registrant's Telephone Number, Including Area Code)

N/A
(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 symbol(s)	Name of each exchange on which registered
Common Stock, $0.001 par value per share	NRIX	Nasdaq Global 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 July 11, 2024, Nurix Therapeutics, Inc., a Delaware corporation (the "Company"), issued a press release announcing the Company's financial results for the fiscal quarter ended May 31, 2024. The press release is furnished as Exhibit 99.1 and is incorporated herein by reference.

The information furnished with this Item 2.02, including Exhibit 99.1, 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, or the Exchange Act, regardless of any general incorporation language in such filing.

Item 8.01 Other Events.

As previously disclosed, on August 4, 2021, the Company entered into an equity distribution agreement (the "Equity Distribution Agreement") with Piper Sandler & Co. ("Piper Sandler"), pursuant to which, from time to time, the Company may offer and sell through Piper Sandler, as sales agent, shares of the Company's common stock, $0.001 par value per share (the "Shares"), pursuant to one or more "at the market" offerings.

On June 11, 2024, the Company filed a new universal shelf registration statement on Form S-3ASR (the "Automatic Shelf Registration Statement"). In connection with the Automatic Shelf Registration Statement, on July 11, 2024, the Company entered into Amendment No. 1 to the Equity Distribution Agreement ("Amendment No. 1"), pursuant to which, from time to time, the Company may offer and sell up to $150.0 million of Shares registered under the Automatic Shelf Registration Statement in one or more "at-the-market" offerings.

The foregoing description of Amendment No. 1 is only a summary and is qualified in its entirety by reference to the full text of Amendment No. 1, which is filed as Exhibit 10.1 to this Current Report on Form 8-K and incorporated herein by reference.

The legal opinion of Fenwick & West LLP relating to the Shares being offered is filed as Exhibit 5.1 to this Current Report on Form 8-K.

This Current Report on Form 8-K shall not constitute an offer to sell or the solicitation of an offer to buy the Shares as discussed herein, nor shall there be any sale of the Shares in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Exhibit Title or Description
5.1	Opinion of Fenwick & West LLP
10.1	Amendment No. 1 to the Equity Distribution Agreement, dated July 11, 2024, by and between Nurix Therapeutics, Inc. and Piper Sandler & Co.
23.1	Consent of Fenwick & West LLP (included in Exhibit 5.1).
99.1	Press Release dated July 11, 2024
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NURIX THERAPEUTICS, INC.

Date: July 11, 2024

By: /s/ Arthur T. Sands

Arthur T. Sands, M.D., Ph.D.

President and Chief Executive Officer

Exhibit 5.1

FENWICK

555 California Street
12th Floor
San Francisco, CA 94104

415.875.2300
Fenwick.com

July 11, 2024

Nurix Therapeutics, Inc.
1700 Owens Street, Suite 205
San Francisco, California 94158

Ladies and Gentlemen:

We deliver this opinion with respect to certain matters in connection with the offering by Nurix Therapeutics, Inc., a Delaware corporation (the "***Company***"), of the Company's common stock, $0.001 par value per share (the "***Common Stock***"), with an aggregate maximum offering price of up to $150.0 million (the "***Placement Shares***"), to be issued from time to time pursuant to that certain Equity Distribution Agreement, dated as of August 4, 2021, as amended by Amendment No. 1 to the Equity Distribution Agreement, dated as of July 11, 2024 (the "***Offering Agreement***"), by and between the Company and Piper Sandler & Co. The Placement Shares will be registered pursuant to the automatically effective Registration Statement on Form S-3 (File No. 333-280117) filed by the Company with the Securities and Exchange Commission (the "***Commission***") on June 11, 2024 (the "***Registration Statement***") under the Securities Act of 1933, as amended (the "***Securities Act***"), the base prospectus dated June 11, 2024 included therein (the "***Base Prospectus***"), and the related prospectus supplement to be filed with the Commission pursuant to Rule 424(b) under the Securities Act on July 11, 2024 (the "***Prospectus Supplement***," and together with the Base Prospectus, the "***Prospectus***"). The offering of the Placement Shares is referred to herein as the "***Offering***." The Placement Shares are to be sold by the Company as described in the Registration Statement, the Prospectus and the Offering Agreement.

In connection with our opinion expressed below, we have examined originals or copies of the Company's current Certificate of Incorporation and Bylaws, as amended (the "***Charter Documents***"), certain corporate proceedings of the Company's board of directors (the "***Board***") and stockholders relating to the Registration Statement, the Charter Documents, and such other agreements, documents, certificates and statements of the Company, its transfer agent and public or government officials, as we have deemed advisable, and have examined such questions of law as we have considered necessary. We have assumed, and express no opinion as to, the genuineness of all signatures on documents submitted to us, the authenticity and completeness of all documents submitted to us as originals, the conformity to originals and completeness of all documents submitted to us as copies, the legal capacity of all persons or entities executing the same, the absence of any undisclosed termination, modification, waiver or amendment to any document reviewed by us, the absence of any other extrinsic agreements or documents that might change or affect the interpretation or terms of documents we have reviewed, and the due authorization, execution and delivery of all such documents where due authorization, execution and delivery are prerequisites to the effectiveness thereof. In giving our opinion, we have also relied upon a good standing certificate regarding the Company issued by the Delaware Secretary of State dated July 11, 2024 and a management certificate addressed to us and dated of even date herewith executed by the Company containing certain factual representations (the "***Management Certificate***").

As to matters of fact relevant to this opinion, we have relied solely upon our examination of the documents referred to above and the Management Certificate and have assumed the current accuracy and

completeness of the information obtained from the documents referred to above and the representations and warranties made by representatives of the Company to us, including but not limited to those set forth in the Management Certificate. We have made no independent investigation or other attempt to verify the accuracy of any of such information or to determine the existence or non-existence of any other factual matters.

We render this opinion only with respect to, and express no opinion herein concerning the application or effect of the laws of any jurisdiction other than the existing laws of the Delaware General Corporation Law (the "***Applicable Laws***"). Without limitation, we express no opinion with respect to the federal laws of the United States of America or the securities or "blue sky" laws of any state or any local or regional laws.

In connection with our opinions expressed below, we have assumed that, (i) at or prior to the time of the delivery of any of the Placement Shares, there will not have occurred any change in the law or the facts affecting the validity of the Placement Shares, (ii) at the time of the offer, issuance and sale of any Placement Shares, no stop order suspending the Registration Statement's effectiveness will have been issued and remain in effect, (iii) no future amendments will be made to the Charter Documents that would be in conflict with or inconsistent with the Company's right and ability to issue the Placement Shares, (iv) at the time of each offer, issuance and sale of any Placement Shares, the Company will have a sufficient number of authorized and unissued and unreserved shares of the applicable class or series of its capital stock included in (or purchasable upon exercise or conversion of) the Placement Shares so issued and sold (after taking into account all other outstanding securities of the Company which may require the Company to issue shares of such applicable class or series) to be able to issue all such shares, and (v) the purchaser of the Placement Shares will timely pay in full to the Company all amounts they have agreed to pay to purchase such Placement Shares, as approved by the Board or a duly authorized committee thereof, and that the purchase price of any Placement Shares will not be less than the par value thereof. The Company has informed us that the Company intends to issue the Placement Shares, from time to time on a delayed or continuous basis. This opinion is limited to the Applicable Laws, including the rules and regulations thereunder, as in effect on the date hereof.

Based upon the foregoing, we are of the opinion that the Placement Shares to be issued and sold by the Company, when issued, sold and delivered in the manner and for the consideration stated in the Registration Statement and the Prospectus and in accordance with the resolutions adopted and to be adopted by the Board or a committee thereof, will be validly issued, fully paid and nonassessable.

We consent to the use of this opinion as an exhibit to the Current Report on Form 8-K to be filed by the Company with the Commission in connection with the offering of the Placement Shares and further consent to all references to us, if any, in the Registration Statement, the Prospectus constituting a part thereof and any amendments or supplements thereto. We do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

[Concluding Paragraph Follows on Next Page]

This opinion is intended solely for use in connection with the issuance and sale of the Placement Shares subject to the Offering Agreement and is not to be relied upon for any other purpose. In providing this letter, we are opining only as to the specific legal issues expressly set forth above, and no opinion shall be inferred as to any other matter or matters. This opinion is rendered on, and speaks only as of, the date of this letter first written above, is based solely on our understanding of facts in existence as of such date after the aforementioned examination and does not address any potential changes in facts, circumstance or law that may occur after the date of this opinion letter. We assume no obligation to advise you of any fact, circumstance, event or change in the law or the facts that may hereafter be brought to our attention whether or not such occurrence would affect or modify any of the opinions expressed herein.

Very truly yours,

/s/ Fenwick & West LLP

FENWICK & WEST LLP

Exhibit 10.1

AMENDMENT NO. 1 TO THE EQUITY DISTRIBUTION AGREEMENT

July 11, 2024

PIPER SANDLER & CO.
U.S. Bancorp Center
800 Nicollet Mall
Minneapolis, Minnesota 55402

Ladies and Gentlemen:

This Amendment No. 1 to the Equity Distribution Agreement (this "***Amendment***") is entered into as of the date first written above by Nurix Therapeutics, Inc., a Delaware corporation (the "***Company***"), and Piper Sandler & Co. (the "***Agent***"), that are parties to that certain Equity Distribution Agreement, dated August 4, 2021 (the "***Original Agreement***").

On the date hereof, the Company has filed or will file a Prospectus Supplement relating to the offering of $150,000,000 of the Common Stock.

All capitalized terms not defined herein shall have the meanings ascribed to them in the Original Agreement.

The parties, intending to be legally bound, hereby amend the Original Agreement as follows:

1. Section 1(a)(i) of the Original Agreement is hereby deleted in its entirety and replaced with the following:

Registration Statement and Prospectus. The Company filed on June 11, 2024, in accordance with the provisions of the Securities Act of 1933, as amended, and the rules and regulations thereunder (collectively, the "***Securities Act***"), with the Securities and Exchange Commission (the "***Commission***") an automatic shelf registration statement on Form S-3 (File No. 333-280117), including a base prospectus, relating to certain securities, including the Common Stock, to be issued from time to time by the Company, and which incorporates by reference documents that the Company has filed or will file in accordance with the provisions of the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder (collectively, the "***Exchange Act***"). The Company has prepared a prospectus supplement to the base prospectus included as part of such registration statement specifically relating to the Shares (the "***Prospectus Supplement***"). The Company has furnished to the Agent, for use by Agent, copies of the prospectus included as part of such registration statement, as supplemented by the Prospectus Supplement, relating to the Shares. Except where the context otherwise requires, such registration statement, as amended when it became effective, including all documents filed as part thereof or incorporated by reference therein, and including any information contained in a Prospectus (as defined below) subsequently filed with the Commission pursuant to Rule 424(b) under the Securities Act or deemed to be a part of such registration statement pursuant to Rule 430B or 462(b) of the Securities

Act, is herein called the "***Registration Statement***." The base prospectus, including all documents incorporated therein by reference, included in the Registration Statement, as it may be supplemented by the Prospectus Supplement, in the form in which such prospectus and/or Prospectus Supplement have most recently been filed by the Company with the Commission pursuant to Rule 424(b) under the Securities Act, together with any "***issuer free writing prospectus***," as defined in Rule 433 of the Securities Act ("***Rule 433***"), relating to the Shares, if any, that (i) is required to be filed with the Commission by the Company or (ii) is exempt from filing pursuant to Rule 433(d)(5)(i), in each case in the form filed or required to be filed with the Commission or, if not required to be filed, in the form retained in the Company's records pursuant to Rule 433(g), is herein called the "***Prospectus***." Any reference herein to the Registration Statement, the Prospectus or any amendment or supplement thereto shall be deemed to refer to and include the documents incorporated by reference therein, and any reference herein to the terms "amend," "amendment" or "supplement" with respect to the Registration Statement or the Prospectus shall be deemed to refer to and include the filing after the execution hereof of any document with the Commission deemed to be incorporated by reference therein. For purposes of this Agreement, all references to the Registration Statement, the Prospectus or to any amendment or supplement thereto shall be deemed to include any copy filed with the Commission pursuant the Electronic Data Gathering Analysis and Retrieval System ("***EDGAR***").

2. Section 1(a)(iv) of the Original Agreement is hereby deleted in its entirety and replaced with the following:

[Reserved.]

3. Section 1(a)(vii) of the Original Agreement is hereby deleted in its entirety and replaced with the following:

No Material Adverse Change. Since the date of the most recent financial statements of the Company included or incorporated by reference in the Registration Statement and the Prospectus, (i) there has not been any material change in the capital stock (other than the issuance of shares of Common Stock upon exercise of stock options and warrants or the vesting or settlement of restricted stock units ("***RSUs***") described as outstanding in, and the grant of stock options, RSUs and other equity awards under existing equity incentive plans described in, the Registration Statement and the Prospectus), short-term debt or long-term debt of the Company or any of its subsidiaries, or any dividend or distribution of any kind declared, set aside for payment, paid or made by the Company on any class of capital stock, or any material adverse change in or affecting the business, properties, management, financial position, stockholders' equity, results of operations or prospects of the Company and its subsidiaries taken as a whole; (ii) neither the Company nor any of its subsidiaries has entered into any transaction or agreement (whether or not in the ordinary course of business) that is material to the Company and its subsidiaries taken as a whole or incurred any liability or obligation, direct or contingent, that is material to the Company and its subsidiaries taken as a whole; and (iii) neither the Company nor any of

its subsidiaries has sustained any loss or interference with its business that is material to the Company and its subsidiaries taken as a whole and that is either from fire, explosion, flood or other calamity, whether or not covered by insurance, or from any labor disturbance or dispute or any action, order or decree of any court or arbitrator or governmental or regulatory authority, except in each case as otherwise disclosed in the Registration Statement and the Prospectus.

4. The reference to the fiscal year of the Company's Annual Report on Form 10-K in the penultimate sentence of Section 1(a)(viii) of the Original Agreement is hereby deleted in its entirety and replaced with the following:

The Company does not own or control, directly or indirectly, any corporation, association or other entity other than the subsidiaries listed in Exhibit 21.1 to the Company's Annual Report on Form 10-K for the Company's most recently completed fiscal year.

5. The reference to the heading "Capitalization" in the first sentence of Section 1(a)(ix) of the Original Agreement is hereby deleted in its entirety and replaced with the following: "Description of Capital Stock."

6. The parenthetical "(the "***Grant Date***")" is hereby deleted in its entirety from the first sentence of Section 1(a)(x)(ii) of the Original Agreement.

7. Section 1(a)(xiv) is hereby deleted in its entirety and replaced with the following:

No Violation or Default. Neither the Company nor any of its subsidiaries is (i) in violation of its charter or by-laws or similar organizational documents; (ii) in default, and no event has occurred that, with notice or lapse of time or both, would constitute such a default, in the due performance or observance of any term, covenant or condition contained in any indenture, mortgage, deed of trust, loan agreement or other agreement or instrument to which the Company or any of its subsidiaries is a party or by which the Company or any of its subsidiaries is bound or to which any property or asset of the Company or any of its subsidiaries is subject; or (iii) in violation of any law or statute or any judgment, order, rule or regulation of any court or arbitrator or governmental or regulatory authority, having jurisdiction over the Company, except, in the case of clauses (ii) and (iii) above, for any such default or violation that would not, individually or in the aggregate, reasonably be expected to have a Material Adverse Effect.

8. Section 1(a)(xvi) is hereby deleted in its entirety and replaced with the following:

No Consents Required. No consent, approval, authorization, order, registration or qualification of or with any court or arbitrator or governmental or regulatory authority is required for the execution, delivery and performance by the Company of this Agreement, the issuance and sale of the Shares and the consummation by the Company of the transactions contemplated by this Agreement, except for (i) the registration of the Shares under the Securities Act and (ii) such consents, approvals, authorizations, orders and

registrations or qualifications as have already been obtained or made or as may be required by the Financial Industry Regulatory Authority, Inc. ("***FINRA***"), the Nasdaq Global Market and under applicable state securities laws in connection with the purchase and distribution of the Shares by the Agent.

9. Section 1(a)(xix) is hereby deleted in its entirety and replaced with the following:

Title to Real and Personal Property. The Company and its subsidiaries have good and marketable title to, or have valid rights to lease or otherwise use, all items of real and personal property that are material to the respective businesses of the Company and its subsidiaries, taken as a whole (other than Intellectual Property, which is addressed exclusively in Section 1(a)(xx)), in each case free and clear of all liens, encumbrances, claims and defects and imperfections of title except those that (i) do not materially interfere with the use made and proposed to be made of such property by the Company and its subsidiaries or (ii) would not reasonably be expected, individually or in the aggregate, to have a Material Adverse Effect.

10. The first sentence of Section 1(a)(xxix) is hereby deleted in its entirety and replaced with the following:

The Company and its subsidiaries have established and maintain systems of "internal control over financial reporting" (as defined in Rule 13a-15(f) of the Exchange Act) that are designed to comply with the applicable requirements of the Exchange Act and have been designed by, or under the supervision of, their respective principal executive and principal financial officers, or persons performing similar functions, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with GAAP.

11. Section 1(a)(xxxvi) is hereby deleted in its entirety and replaced with the following:

No Conflicts with Sanctions Laws. Neither the Company nor any of its subsidiaries, nor, to the knowledge of the Company, its directors, officers, or employees or any agent, affiliate or other person associated with or acting on behalf of the Company or any of its subsidiaries is currently the subject or the target of any sanctions administered or enforced by the U.S. government, (including, without limitation, the Office of Foreign Assets Control of the U.S. Department of the Treasury or the U.S. Department of State and including, without limitation, the designation as a "specially designated national" or "blocked person"), the United Nations Security Council, the European Union, His Majesty's Treasury or other relevant sanctions authority (collectively, "***Sanctions***"), nor is the Company or any of its subsidiaries located, organized or resident in a country or territory that is the subject or target of Sanctions, including, without limitation, Cuba, Iran, North Korea, Syria, the Crimea Region and the non-government controlled areas of Zaporizhzhia and Kherson Regions of Ukraine, the so-called Donetsk People's Republic, the so-called Luhansk People's Republic and any other Covered Region of Ukraine

identified pursuant to Executive Order 14065 (each, a "***Sanctioned Country***"); and the Company will not directly or indirectly use the proceeds of the offering of the Shares hereunder, or lend, contribute or otherwise make available such proceeds to any subsidiary, joint venture partner or other person or entity (i) to fund or facilitate any activities of or business with any person that, at the time of such funding or facilitation, is the subject or target of Sanctions, (ii) to fund or facilitate any activities of or business in any Sanctioned Country or (iii) in any other manner that will result in a violation by any person (including any person participating in the transaction, whether as underwriter, advisor, investor or otherwise) of Sanctions. For the past ten years, the Company and its subsidiaries have not knowingly engaged in and are not now knowingly engaged in any dealings or transactions with any person that at the time of the dealing or transaction is or was the subject or the target of Sanctions or with any Sanctioned Country.

12. Section 2(a)(vii) is hereby deleted in its entirety and replaced with the following:

All Shares sold pursuant to this Section 2(a) will be delivered by the Company to the Agent for the account of the Agent, against payment of the Net Proceeds therefor, by wire transfer of same-day funds payable to the order of the Company at the offices of Piper Sandler & Co., U.S. Bancorp Center, 800 Nicollet Mall, Minneapolis, Minnesota, or such other location as may be mutually acceptable, at 9:00 a.m. Central Time on the first full business day following the date on which such Shares are sold, or at such other time and date as the Agent and the Company determine pursuant to Rule 15c6-1(a) under the Exchange Act or such other time period as required by the Exchange Act or by the rules promulgated thereunder, each such time and date of delivery being herein referred to as a "***Settlement Date***." If the Agent so elects, delivery of the Shares may be made by credit through full FAST transfer to an account or accounts at The Depository Trust Company designated by the Agent. On each Settlement Date, the Agent will deliver the Net Proceeds in same day funds to an account designated by the Company on, or prior to, such Settlement Date. The Company agrees that if the Company, or its transfer agent (if applicable), defaults in its obligation to timely deliver duly authorized Shares on a Settlement Date, the Company agrees that in addition to and in no way limiting the rights and obligations set forth in Section 5 hereto, it will (i) hold the Agent harmless against any loss, claim, damage, or expense (including reasonable legal fees and expenses), as incurred, arising out of or in connection with such default by the Company, (ii) reimburse the Agent for any losses incurred by the Agent attributable, directly or indirectly, to such default and (iii) pay to the Agent any commission or other compensation to which the Agent would otherwise have been entitled absent such default.

13. All references in the Original Agreement to the "***Agreement***" shall mean the Original Agreement as amended by this Amendment; *provided, however*, that all references to "date of this Agreement" in the Original Agreement shall continue to refer to the date of the Original Agreement, unless amended otherwise herein and except with respect to Section 1, where references to "date of this Agreement" in the Original Agreement shall mean refer to each of the date of the Original Agreement and the date of this Amendment.

14. This Amendment shall be governed by and construed in accordance with the internal laws of the State of New York without regard to principles of conflict of laws. Any legal suit, action or proceeding arising out of or based upon this Amendment or the transactions contemplated hereby or by the Original Agreement may be instituted in the federal courts of the United States of America located in the Borough of Manhattan in the City of New York or the courts of the State of New York, in each case located in the Borough of Manhattan in the City of New York (collectively, the "***Specified Courts***"), and each party irrevocably submits to the exclusive jurisdiction of such courts in any such suit, action or proceeding. Service of any process, summons, notice or document by mail to such party's address set forth in the Original Agreement shall be effective service of process for any suit, action or other proceeding brought in any such court. The parties irrevocably and unconditionally waive any objection to the laying of venue of any suit, action or other proceeding in the Specified Courts and irrevocably and unconditionally waive and agree not to plead or claim in any such court that any such suit, action or other proceeding brought in any such court has been brought in an inconvenient forum.

15. This Amendment may be executed in any number of counterparts, each of which shall be deemed to be an original, but all such counterparts shall together constitute one and the same instrument. Delivery of an executed amendment by one party to the other may be made by facsimile, electronic mail or other transmission method as permitted by applicable law, and the parties hereto agree that any counterpart so delivered shall be deemed to have been duly and validly delivered and be valid and effective for all purposes. A party's electronic signature (complying with the New York Electronic Signatures and Records Act (N.Y. State Tech. §§ 301-309), as amended from time to time, or other applicable law) of this Amendment shall have the same validity and effect as a signature affixed by the party's hand.

If the foregoing correctly sets forth the understanding between the Company and the Agent, please so indicate in the space provided below for that purpose, whereupon this letter shall constitute a binding amendment to the Original Agreement between the Company and the Agent.

[*Signature Page Follows*]

Very truly yours,

PIPER SANDLER & CO.

By: /s/ Connor Leahey
Name: Connor Leahey
Title: Director

ACCEPTED as of the date first-above written:

NURIX THERAPEUTICS, INC.

By: /s/ Arthur T. Sands
Name: Arthur T. Sands, M.D., Ph.D.
Title: President and Chief Executive Officer

Exhibit 99.1

[Nurix logo]

Nurix Therapeutics Reports Second Quarter Fiscal 2024 Financial Results and Provides a Corporate Update

Presented positive clinical data at the European Hematology Association Congress supporting a potential best-in-class profile for NX-5948 for the treatment of CLL

Strengthened leadership with appointment of Paula G. O'Connor, M.D., as chief medical officer and Pasit Phiasivongsa, Ph.D., as chief technical officer

Strengthened financial position ending the quarter with cash and marketable securities of $452.5 million

SAN FRANCISCO, July 11, 2024 – Nurix Therapeutics, Inc. (Nasdaq: NRIX), a clinical stage biopharmaceutical company developing targeted protein modulation drugs designed to treat patients with cancer and inflammatory diseases, today reported financial results for the second quarter ended May 31, 2024, and provided a corporate update.

"Our second quarter was one of significant advancements on a number of fronts, led by our positive clinical data for NX-5948 presented at the EHA2024 in June and reinforced with the strengthening of our balance sheet to accelerate the development of this program," said Arthur T. Sands, M.D., Ph.D., president and chief executive officer of Nurix. "The data presented at EHA2024, reaffirm the best-in-class potential of our protein degradation platform to address the limitations of current inhibitors against challenging targets such as Bruton's tyrosine kinase. We enter the second half of 2024 well positioned to develop our lead clinical program, NX-5948, into pivotal clinical trials in CLL in 2025 and to continue to advance our wholly owned pipeline of clinical assets, preclinical programs and strategic collaboration programs with Gilead, Sanofi and Pfizer."

Recent Business Highlights

- **Presentation of positive clinical data from ongoing Phase1a/b trial of NX-5948, Nurix's orally bioavailable degrader of Bruton's tyrosine kinase (BTK):** On June 16, 2024, Kim Linton, M.B.Ch.B, MRCP, Ph.D., FRCP, senior lecturer at the University of Manchester, a consultant at The Christie NHS Foundation Trust and an investigator on the clinical trial, presented data from the ongoing Phase 1a/b clinical trial of NX-5948 in adults with relapsed or refractory B-cell malignancies in an oral session at the European Hematology Association Congress (EHA2024). NX-5948 demonstrated an objective response rate (ORR) of 69.2% in heavily pretreated chronic lymphocytic leukemia (CLL) patients, including in patients with Bruton's tyrosine kinase (BTK) inhibitor resistance mutations and patients with central nervous system (CNS) involvement. Clinical responses were rapid and deepening with longer time on treatment, and NX-5948 was well tolerated with extended treatment durations in many patients. Nurix also highlighted its plans for expansion to Phase 1b in CLL and its goal of initiating pivotal development in 2025. The Company hosted a webcast to discuss the presented data and its plans for development of NX-5948, a recording of which is accessible under the Events and Presentations page in the Investors section of the company's website here.
- **Strengthened balance sheet:** On April 16, 2024, Nurix announced the closing of its underwritten public offering of 11,916,667 shares of its common stock at a public offering price of $15.00 per share, which includes 1,750,000 shares issued upon the exercise in full by the underwriters of their option to purchase additional shares of common stock. In addition, and in lieu of common stock, Nurix sold to certain investors pre-funded warrants to purchase 1,500,100 shares of common stock at a purchase price of $14.999 per pre-funded warrant, which represents the per share public offering price for the common stock less the $0.001 per share exercise price for each such pre-funded warrant. The net proceeds from the offering were approximately $188.7 million after deducting underwriting discounts and commissions and other offering expenses.
- **Strengthened leadership with C-suite appointments:** On May 28, 2024, Nurix announced the appointments of Paula G. O'Connor, M.D., as chief medical officer and Pasit Phiasivongsa, Ph.D., as chief technical officer of Nurix. Dr. O'Connor joined Nurix in September 2022 and most recently served as executive vice president and head of clinical development. Dr. Phiasivongsa joined Nurix in August 2022 and most recently served as executive vice president of technical operations. These appointments strengthen leadership in clinical operations and CMC ahead of planned pivotal studies for NX-5948 in 2025.

- **Election of new board chair:** Nurix's board of directors unanimously elected board member Julia P. Gregory as its new board chair, and Judith A. Reinsdorf, J.D., as its new Nominating and Corporate Governance Committee chair, effective as of May 20, 2024. Ms. Gregory joined the Nurix board in 2019 and currently also serves as the chair of its Audit Committee and as a member of its Nominating and Corporate Governance Committee. Ms. Reinsdorf joined the Nurix board in 2021 and currently also serves as a member of its Audit Committee. David L. Lacey, M.D., stepped down as board chair and remains on the Nurix board serving as chair of its Compensation Committee and a member of its Development Advisory Committee.

Upcoming Program Highlights*

NX-5948: NX-5948 is an investigational, orally bioavailable degrader of BTK. NX-5948 is currently being evaluated in a Phase 1a/b clinical trial in adults with relapsed or refractory B-cell malignancies. In the second half of 2024, Nurix plans to present additional clinical data from this study for patients with CLL and non-Hodgkin lymphoma (NHL). In addition, in 2024, Nurix plans to define doses for Phase 1b cohort expansion in CLL to enable pivotal trial initiation in 2025. Nurix also plans to complete preclinical studies to enable an investigational new drug (IND) application for NX-5948 in autoimmune indications. Additional information on the Phase 1a/b clinical trial can be accessed at www.clinicaltrials.gov (NCT05131022).

NX-2127:NX-2127 is an orally bioavailable degrader of BTK with immunomodulatory activity for the treatment of patients with relapsed or refractory B-cell malignancies. Nurix is conducting a Phase 1a/b clinical trial of NX-2127, which includes Phase 1b expansion cohorts focused on patients with diffuse large B-cell lymphoma (DLBCL) and mantle cell lymphoma (MCL). As previously announced, in March 2024, the FDA lifted a manufacturing-related, partial clinical hold on the NX-2127 clinical trial. Nurix plans to reinitiate enrollment with the new chirally controlled drug product in a standard dose escalation study within the current Phase 1a/1b trial in the second half of 2024. Additional information on the clinical trial can be accessed at www.clinicaltrials.gov (NCT04830137).

NX-1607: Nurix's lead drug candidate from its targeted protein elevation portfolio, NX-1607, is an orally bioavailable inhibitor of the E3 ligase Casitas B-lineage lymphoma proto-oncogene B (CBL-B) for immuno-oncology indications including a range of solid tumor types and lymphoma. Nurix is evaluating NX-1607 in an ongoing, Phase 1 trial in monotherapy and in a combination cohort utilizing paclitaxel in adults in a range of oncology indications. In the second half of 2024, Nurix expects to present data from the Phase 1a dose-escalation portion of the trial of NX-1607 and to define dose(s) to enable Phase 1b cohort expansion. Additional information on the clinical trial can be accessed at www.clinicaltrials.gov (NCT05107674).

GS-6791 (previously NX-0479): GS-6791 is a potent, selective, oral IRAK4 degrader. Degradation of IRAK4 by GS-6791 has potential applications in the treatment of rheumatoid arthritis and other inflammatory diseases. Nurix's partner, Gilead, is responsible for conducting IND-enabling studies and advancing this program to clinical development.

STAT6 degrader: In April 2024, Nurix announced an extension of the ongoing research program with Sanofi for STAT6 (signal transducer and activator of transcription 6), a key drug target in type 2 inflammation, with the goal of nominating a development candidate in the first year of the extended term. Nurix remains on track for this goal.

Continued pipeline advancement of strategic collaborations with Gilead, Sanofi and Pfizer: Nurix expects to continue to achieve substantial research collaboration milestones throughout the terms of its collaborations with Gilead, Sanofi and Pfizer.

* Expected timing of events throughout this press release is based on calendar year quarters.

Fiscal Second Quarter 2024 Financial Results

Collaboration revenue for the three months ended May 31, 2024, was $12.1 million compared with $10.7 million for the three months ended May 31, 2023. The increase was primarily due to the recognition of revenue from the collaboration with Pfizer that was entered into in the fourth quarter of fiscal year 2023. During the three months ended May 31, 2024, Nurix achieved a research milestone under its collaboration with Pfizer totaling $5.0 million.

Research and development expenses for the three months ended May 31, 2024, was $48.9 million compared with $45.8 million for the three months ended May 31, 2023. The increase was primarily due to clinical costs and contract manufacturing costs as Nurix continues to progress its clinical trial programs and ongoing patient enrollment.

General and administrative expenses for the three months ended May 31, 2024 and May 31, 2023 were both $11.7 million.

Net loss for the three months ended May 31, 2024, was $44.5 million, or ($0.71) per share, compared with $24.3 million, or ($0.45) per share, for the three months ended May 31, 2023.

Cash, cash equivalents and marketable securities was $452.5 million as of May 31, 2024, compared to $254.3 million as of February 29, 2024.

About Nurix Therapeutics, Inc.

Nurix Therapeutics is a clinical stage biopharmaceutical company focused on the discovery, development and commercialization of innovative small molecules and antibody therapies based on the modulation of cellular protein levels as a novel treatment approach for cancer, inflammatory conditions, and other challenging diseases. Leveraging extensive expertise in E3 ligases together with proprietary DNA-encoded libraries, Nurix has built DELigase, an integrated discovery platform, to identify and advance novel drug candidates targeting E3 ligases, a broad class of enzymes that can modulate proteins within the cell. Nurix's drug discovery approach is to either harness or inhibit the natural function of E3 ligases within the ubiquitin-proteasome system to selectively decrease or increase cellular protein levels. Nurix's wholly owned, clinical stage pipeline includes targeted protein degraders of Bruton's tyrosine kinase, a B-cell signaling protein, and inhibitors of Casitas B-lineage lymphoma proto-oncogene B, an E3 ligase that regulates activation of multiple immune cell types including T cell and NK cells. Nurix is headquartered in San Francisco, California. For additional information visit http://www.nurixtx.com.

Forward-Looking Statements

This press release contains statements that relate to future events and expectations and as such constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. When or if used in this press release, the words "anticipate," "believe," "could," "estimate," "expect," "intend," "may," "outlook," "plan," "predict," "should," "will," and similar expressions and their variants, as they relate to Nurix, may identify forward-looking statements. All statements that reflect Nurix's expectations, assumptions or projections about the future, other than statements of historical fact, are forward-looking statements, including, without limitation, statements regarding: Nurix's future financial or business performance; Nurix's future plans, prospects and strategies; Nurix's plans and expectations with respect to its current and prospective drug candidates; the tolerability, safety profile, therapeutic potential and other advantages of Nurix's drug candidates; the potential of Nurix's protein degradation platform to address the limitations of current protein inhibitors; the planned timing and conduct of Nurix's clinical trials; the planned timing for the provision of updates and findings from Nurix's preclinical studies and clinical trials; the potential benefits of and Nurix's expectations with respect to its strategic collaborations, including the achievement of research milestones; and the potential advantages of Nurix's scientific approach and DELigase™ platform. Forward-looking statements reflect Nurix's current beliefs, expectations, and assumptions regarding the future of Nurix's business, its future plans and strategies, its development plans, its preclinical and clinical results, future conditions and other factors Nurix believes are appropriate in the circumstances. Although Nurix believes the expectations and assumptions reflected in such forward-looking statements are reasonable, Nurix can give no assurance that they will prove to be correct. Forward-looking statements are not guarantees of future performance and are subject to risks, uncertainties and changes in circumstances that are difficult to predict, which could cause Nurix's actual activities and results to differ materially from those expressed in any forward-looking statement. Such risks and uncertainties include, but are not limited to: (i) whether Nurix will be able to advance its drug candidates, obtain regulatory approval of and ultimately commercialize its drug candidates; (ii) uncertainties related to the timing and results of preclinical studies and clinical trials; (iii) whether Nurix will be able to fund development activities and achieve development goals; (iv) uncertainties related to the timing and receipt of payments from Nurix's collaboration partners, including milestone payments and royalties on future product sales; (v) the impact of global business, political and macroeconomic conditions, cybersecurity events, instability in the banking system, and global events, including regional conflicts around the world, on Nurix's business, clinical trials, financial condition, liquidity and results of operations; (vi) whether Nurix will be able to protect intellectual property and (vii) other risks and uncertainties described under the heading "Risk Factors" in Nurix's Quarterly Report on Form 10-Q for the fiscal quarter ended May 31, 2024, and other SEC filings. Accordingly, readers are cautioned not to place undue reliance on these forward-looking statements. The statements in this press release speak only as of the date of this press release, even if subsequently made available by Nurix on its website or otherwise. Nurix disclaims any intention or obligation to update publicly any forward-looking statements, whether in response to new information, future events, or otherwise, except as required by applicable law.

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Nurix Therapeutics, Inc.
Condensed Consolidated Statements of Operations
(in thousands, except share and per share amounts)
(unaudited)

	Three Months Ended May 31,		Six Months Ended May 31,	
	2024	2023	2024	2023
Revenue:				
Collaboration revenue	$ 12,092	$ 10,676	$ 28,677	$ 23,361
License revenue	—	20,000	—	20,000
Total revenue	12,092	30,676	28,677	43,361
Operating expenses:				
Research and development	48,922	45,763	98,927	91,579
General and administrative	11,710	11,678	23,509	21,499
Total operating expenses	60,632	57,441	122,436	113,078
Loss from operations	(48,540)	(26,765)	(93,759)	(69,717)
Interest and other income, net	4,084	2,488	7,875	4,707
Loss before income taxes	(44,456)	(24,277)	(85,884)	(65,010)
Provision for income taxes	90	—	180	—
Net loss	$ (44,546)	$ (24,277)	$ (86,064)	$ (65,010)
Net loss per share, basic and diluted	$ (0.71)	$ (0.45)	$ (1.47)	$ (1.20)
Weighted-average number of shares outstanding, basic and diluted	62,377,551	54,259,045	58,660,900	54,144,909

Nurix Therapeutics, Inc.
Condensed Consolidated Balance Sheets
(in thousands)
(unaudited)

	May 31, 2024	November 30, 2023
Assets		
Current assets:		
Cash and cash equivalents	$ 116,790	$ 54,627
Marketable securities, current	326,349	233,281
Prepaid expenses and other current assets	7,078	7,595
Total current assets	450,217	295,503
Marketable securities, non-current	9,380	7,421
Operating lease right-of-use assets	28,835	31,142
Property and equipment, net	18,557	16,808
Restricted cash	901	901
Other assets	3,141	3,823
Total assets	$ 511,031	$ 355,598
Liabilities and stockholders' equity		
Current liabilities:		
Accounts payable	$ 2,813	$ 6,401
Accrued expenses and other current liabilities	23,263	24,970
Operating lease liabilities, current	7,934	7,489
Deferred revenue, current	46,769	48,098
Total current liabilities	80,779	86,958
Operating lease liabilities, net of current portion	20,885	23,125
Deferred revenue, net of current portion	38,674	45,022
Total liabilities	140,338	155,105
Stockholders' equity:		
Common stock	64	49
Additional paid-in-capital	1,002,028	746,299
Accumulated other comprehensive loss	(135)	(655)
Accumulated deficit	(631,264)	(545,200)
Total stockholders' equity	370,693	200,493
Total liabilities and stockholders' equity	$ 511,031	$ 355,598