
**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 December 2022

Commission File Number: 001-41115

GENENTA SCIENCE S.P.A.

(Translation of registrant's name into English)

**Via Olgettina No. 58
20132 Milan, Italy**

(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

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):

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):

Other Events

Extension of Certain Option Exercise Periods Under the OSR License Agreement

As previously disclosed, Genenta Science S.p.A. (the “Company”) and Ospedale San Raffaele S.r.l. (“OSR”) have entered into a license agreement (as amended, modified and supplemented, the “OSR License Agreement”) pursuant to which OSR has granted the Company a worldwide license, subject to certain retained rights, to certain patents, patent applications and existing know-how for the use in the field of interferon (“IFN”) gene therapy by lentiviral based-hematopoietic stem and progenitor cell gene transfer with respect to: (i) any lympho-hematopoietic indication; and (ii) any solid cancer indication that the Company exercises an option in respect of pursuant to the terms of the OSR License Agreement.

In particular, the OSR License Agreement provided the Company with exclusive options (the “Options”) that were exercisable on or before December 23, 2022 to: (i) expand the license to include, upon the payment of specified option fees, certain alternative payloads (rather than IFN) and/or competing products; (ii) negotiate an additional license to certain intellectual property rights developed under the Sponsored Research Agreement the Company entered into with OSR on February 12, 2021; and (iii) convert, at no additional cost, an option to include the second solid cancer indication as part of the field of use to an indication other than solid liver cancer (“LC”), if the Company could not obtain regulatory approval to initiate a human clinical trial in any country with respect to solid LC on or before December 23, 2022.

On December 22, 2022, the Company entered into a letter agreement (the “Letter Agreement”) with OSR that extended the exercise periods for the Options from December 23, 2022 to March 23, 2023. A copy of the Letter Agreement is attached hereto as Exhibit 99.1 and is incorporated herein by reference. The foregoing summary of the terms of the Letter Agreement is subject to and qualified in its entirety by the complete text of such document.

OSR owns more than 5% of the Company’s outstanding ordinary shares and the Company has entered into certain other agreements with OSR. For additional information, see “Item 7. Major Shareholders and Related Party Transactions” in the Company’s Annual Report on Form 20-F filed with the Securities and Exchange Commission on May 2, 2022, which is incorporated herein by reference.

Exhibits

Exhibit No.	Description
99.1	Letter Agreement between Genenta Science S.p.A. and Ospedale San Raffaele S.r.l. dated December 22, 2022.

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.

GENENTA SCIENCE S.P.A.

By: /s/ Richard B. Slansky

Name: Richard B. Slansky

Title: Chief Financial Officer

Dated: December 22, 2022

Milan, 22 December 2022

CONFIDENTIAL

Genenta Science S.p.A.
Via Olgettina No. 60,
20132, Milan, Italy
Attention: Mr Pierluigi Paracchi

Re: Letter Agreement

Dear Mr Paracchi,

this letter ("**Letter Agreement**") documents the understanding between Ospedale San Raffaele S.r.l. ("**OSR**") and Genenta Science S.p.A. ("**Genenta**") regarding the License Agreement entered into on December 15, 2014, as subsequently amended (the "**Agreement**"). OSR and Genenta ("**Parties**"), hereby agree that each of the Alternative Indication Notice Period (as defined in Section 2 of Amendment No. 4 to the Agreement, dated September 28, 2021 and extended as per the letter agreement on September 29, 2022) and the Competing Product Option Period (as defined in Section 5 of Amendment No. 3 to the Agreement, dated December 23, 2020 and extended as per the letter agreement on September 29, 2022) are hereby extended to March 23, 2023.

The Parties further agree that Genenta may (i) prepare an announcement related to this Letter Agreement in compliance with the securities laws of the United States and applicable Nasdaq listing rules, (ii) furnish such announcement with the U.S. Securities and Exchange Commission under cover of Form 6-K and (iii) furnish a copy of this Letter Agreement as an exhibit to such Form 6-K.

Except as expressly set forth herein, this Letter Agreement shall not be construed to modify the Agreement, which shall remain in full force and effect. This Letter Agreement may be executed in two or more counterparts, each of which shall be deemed an original and all of which together shall constitute one instrument. If the foregoing is acceptable to you, please have a duly authorized representative sign and return a copy of this Letter Agreement to us.

Kind regards.

[signature page follows]

Ospedale San Raffaele S.r.l.
Istituto di Ricovero e Cura a Carattere Scientifico

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Capitale Sociale € 60.817.200 i.v.

www.hsr.it

Sistema Sanitario  Regione
Lombardia

 **UniSR**
Università Vita-Salute
San Raffaele

IN WITNESS WHEREOF, the Parties hereto have executed this Letter Agreement as of the date set forth above.

For **Ospedale San Raffaele S.r.l.**



Name: Mrs Daniela Bellomo

Title: Director Business Development of Research

For **Genenta Science S.p.A.**

Name: Pierluigi Paracchi

Title: CEO

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