

# Overexpression of FOXO1 enhances CAR T cell polyfunctionality, metabolic fitness and efficacy against solid tumors

**Paul Beavis**

[Paul.Beavis@petermac.org](mailto:Paul.Beavis@petermac.org)

Peter MacCallum Cancer Centre <https://orcid.org/0000-0002-2116-013X>

**Phillip Darcy**

Peter MacCallum Cancer Centre <https://orcid.org/0000-0002-5303-9561>

**Junyun Lai**

Peter MacCallum Cancer Centre <https://orcid.org/0000-0001-5884-2786>

**Jack Chan**

Peter MacCallum Cancer Centre <https://orcid.org/0000-0002-5942-8592>

**Kevin Sek**

Peter MacCallum Cancer Centre <https://orcid.org/0000-0003-4634-7600>

**Christina Scheffler**

Peter MacCallum Cancer Centre <https://orcid.org/0000-0003-3731-6204>

**Isabelle Munoz**

Peter MacCallum Cancer Centre <https://orcid.org/0000-0001-6510-5696>

**Yu-Kuan Huang**

Peter MacCallum Cancer Centre <https://orcid.org/0000-0003-2262-7069>

**Kah Min Yap**

Peter MacCallum Cancer Centre

**Joel Lee**

Peter MacCallum Cancer Centre

**Jasmine Li**

Peter MacCallum Cancer Centre

**Amanda Chen**

Peter MacCallum Cancer Centre

**Cheok Weng Chan**

Peter MacCallum Cancer Centre

**Emily Derrick**

Peter MacCallum Cancer Centre <https://orcid.org/0000-0001-7191-3948>

**Kirsten Todd**

Peter MacCallum Cancer Centre <https://orcid.org/0000-0002-3903-166X>

**Junming Tong**

Peter MacCallum Cancer Centre

**Maria N. de Menezes**

Peter MacCallum Cancer Centre

**Emma Petley**

WEHI

**Joelle Kim**

Peter MacCallum Cancer Centre

**Dat Nguyen**

Peter MacCallum Cancer Centre

**Patrick Leung**

Peter MacCallum Cancer Centre

**Joan So**

Peter MacCallum Cancer Centre <https://orcid.org/0000-0001-6550-0637>

**Christian Deo Deguit**

Peter MacCallum Cancer Centre <https://orcid.org/0000-0003-0759-4035>

**Joe Zhu**

Peter MacCallum Cancer Centre <https://orcid.org/0000-0003-4416-7040>

**Imran House**

Peter MacCallum Cancer Centre <https://orcid.org/0000-0002-6245-5954>

**Lev Kats**

Peter MacCallum Cancer Centre <https://orcid.org/0000-0001-8742-8138>

**Jane Oliaro**

Peter MacCallum Cancer Centre <https://orcid.org/0000-0002-2097-6428>

**Ian Parish**

Peter MacCallum Cancer Centre <https://orcid.org/0000-0003-3528-478X>

**Kylie Quinn**

Peter MacCallum Cancer Centre <https://orcid.org/0000-0002-0417-3625>

**Paul Neeson**

Peter MacCallum Cancer Centre <https://orcid.org/0000-0002-2729-5887>

**Clare Slaney**

Peter MacCallum Cancer Centre

**Nicole Saw**

Peter MacCallum Cancer Centre

**Phoebe Dunbar**

Peter MacCallum Cancer Centre

**Jiawen Li**

Peter MacCallum Cancer Centre

**Thang Hoang**

Peter MacCallum Cancer Centre

**Benjamin Solomon**

Peter MacCallum Cancer Centre <https://orcid.org/0000-0003-3059-5730>

**Simon Harrison**

Peter MacCallum Cancer Centre <https://orcid.org/0000-0003-4555-6582>

**Andrew Scott**

Olivia Newton John Cancer Research Institute

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1 **Overexpression of FOXO1 enhances CAR T cell polyfunctionality, metabolic fitness and**  
2 **efficacy against solid tumors.**

3 Jack D. Chan<sup>1,2\*</sup>, Christina Scheffler<sup>1,2\*</sup>, Isabelle Munoz<sup>1,2\*</sup>, Kevin Sek<sup>1,2</sup>, Joel Lee<sup>1,2</sup>, Yu-Kuan  
4 Huang<sup>1,2</sup>, Kah Min Yap<sup>1,2</sup>, **Nicole Y.L. Saw<sup>1,2</sup>**, Jasmine Li<sup>1,2</sup>, Amanda X.Y. Chen<sup>1,2</sup>, Cheok  
5 Weng Chan<sup>1,2</sup>, Emily B. Derrick<sup>1,2</sup>, Kirsten L. Todd<sup>1,2</sup>, Junming Tong<sup>1,2</sup>, **Phoebe A. Dunbar<sup>1,2</sup>**,  
6 **Jiawen Li<sup>1,2</sup>**, **Thang X. Hoang<sup>1,2</sup>**, Maria N. de Menezes<sup>1,2</sup> Emma V. Petley<sup>1,2</sup>, Joelle S. Kim<sup>1,2</sup>,  
7 Dat Nguyen<sup>1,2</sup>, Patrick S.K. Leung<sup>3</sup>, Joan So<sup>2</sup>, Christian Deguit<sup>1,2</sup>, Joe Zhu<sup>1,2</sup>, Imran G.  
8 House<sup>1,2</sup>, Lev M Kats<sup>2</sup>, **Andrew M. Scott<sup>5,6</sup>**, **Benjamin J. Solomon<sup>2</sup>**, **Simon J. Harrison<sup>2,7</sup>**, Jane  
9 Oliaro<sup>1,2</sup>, Ian A. Parish<sup>1,2</sup>, Kylie M. Quinn<sup>3,4</sup>, Paul J. Neeson<sup>1,2</sup>, Clare Y. Slaney<sup>1,2</sup>, Junyun  
10 Lai<sup>1,2+</sup>, Paul A. Beavis<sup>1,2+</sup>, Phillip K. Darcy<sup>1,2,7+</sup>

11 <sup>1</sup>Cancer Immunology Program, Peter MacCallum Cancer Centre, Melbourne, 3000, Victoria, Australia.

12 <sup>2</sup>Sir Peter MacCallum Department of Oncology, The University of Melbourne, Parkville, 3010, Australia.

13 <sup>3</sup>School of Health and Biomedical Sciences, RMIT University, Bundoora, 3083, VIC

14 <sup>4</sup>Department of Biochemistry and Molecular Biology, Monash University, Clayton, 3800, VIC

15 <sup>5</sup>Olivia Newton-John Cancer Research Institute, and School of Cancer Medicine, La Trobe University,  
16 Melbourne, VIC 3086, Australia.

17 <sup>6</sup>Faculty of Medicine, The University of Melbourne, Parkville, 3010, Australia.

18 <sup>7</sup>Clinical Haematology and Centre of Excellence for Cellular Immunotherapies, Peter MacCallum Cancer Centre  
19 and Royal Melbourne Hospital, Melbourne, Vic, Australia.

20 <sup>8</sup>Department of Immunology, Monash University, Clayton.

21

22 \* Contributed equally

23 + Senior authors contributed equally

24

25 Address correspondence and reprint requests to Paul A. Beavis ([paul.beavis@petermac.org](mailto:paul.beavis@petermac.org)) Junyun Lai  
26 ([junyun.lai@petermac.org](mailto:junyun.lai@petermac.org)) or Phillip K. Darcy ([phil.darcy@petermac.org](mailto:phil.darcy@petermac.org)), Cancer Immunology Program, Peter  
27 MacCallum Cancer Centre, Victoria, Australia.

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45 **Abstract**

46 The efficacy of chimeric antigen receptor (CAR) T cell therapy is limited in solid tumors by  
47 several factors including the immunosuppressive tumor microenvironment that gives rise to  
48 poorly persisting and metabolically dysfunctional T cells. To overcome this, we sought to  
49 identify transcription factors that could enhance CAR T cell fitness. We identified that the  
50 overexpression of Foxo1 could enhance the therapeutic efficacy of murine CAR T cells in the  
51 setting of syngeneic immunocompetent models and was dependent on the sustained production  
52 of proinflammatory cytokines. FOXO1 overexpression in human CAR T cells enforced broad  
53 transcriptional and epigenetic changes that led to a more “stem-like” phenotype and similarly  
54 improved therapeutic efficacy. Enhanced efficacy was associated with improved mitochondrial  
55 fitness and persistence in vivo. FOXO1 overexpression also led to a more stem like phenotype  
56 in patient derived CAR T cells and is therefore a promising strategy for the treatment of solid  
57 cancers.

## 58 **Introduction**

59

60 Chimeric antigen receptor (CAR) T cell therapy using autologous gene-modified T cells  
61 expressing a single chain variable fragment (scFv) recognizing a tumor-associated antigen has  
62 shown remarkable effects in certain B cell hematological cancers (1-3). However, CAR T cell  
63 therapy has largely been ineffective in the treatment of solid tumors. This is due to several  
64 reasons, including poor CAR T cell persistence and polyfunctionality (4, 5). In the solid tumor  
65 microenvironment (TME), adoptively transferred CAR T cells are pre-disposed to terminally  
66 differentiate due to chronic antigen stimulation, metabolic competition in the TME and lack of  
67 appropriate co-stimulatory signals (6, 7). Terminally differentiated CAR T cells are similar to  
68 exhausted endogenous T cells that fail to eliminate tumors due to dysfunction, attenuated  
69 effector function and poor persistence (6, 7). Such cells are characterized by the production of  
70 low levels of effector molecules such as inflammatory cytokines, the expression of immune  
71 checkpoint co-inhibitory receptors including PD-1, LAG3 and TIM3, and are phenotypically  
72 characterized by expression of transcriptional regulators including TOX and IRF4 (6-9).

73

74 Recently, it has been demonstrated that less differentiated CAR T cells are more effective at  
75 immune-mediated control of tumors relative to more terminally differentiated effector T cells  
76 (7, 10). This is due to less differentiated T cells maintaining higher multipotency and a greater  
77 self-renewal capacity. These cells have increased long-term persistence and can generate  
78 terminally differentiated effector cell progeny to facilitate improved tumor control (11, 12).  
79 Accordingly, patient products that contain initial higher frequencies of less differentiated CAR  
80 T cells have improved persistence and therapeutic potential (13, 14).

81

82 The process of T cell differentiation and epigenetic reprogramming are heavily dependent on  
83 each other. In terms of CAR T cells, the immunosuppressive environment of the solid tumor  
84 microenvironment drives CAR T cells towards an exhausted phenotype characterized by sub-  
85 optimal functions that are enforced by epigenetic regulations such as repressive DNA  
86 methylation at key gene loci. (15, 16). Increasing evidence suggests that the metabolic profile  
87 of CAR T cells is critical for their persistence and polyfunctionality, with improved oxidative  
88 metabolism and increased mitochondrial biogenesis being associated with enhanced CAR T  
89 cell persistence and function (17-19). A number of pre-clinical studies have explored a variety  
90 of methods and approaches to favorably modulate CAR T cell differentiation before adoptive  
91 transfer. These include the use or expression of homeostatic cytokines, co-stimulation,

92 epigenetic regulation and more recently, the overexpression of transcriptional regulators (6, 10,  
93 20-22). For example, overexpression of c-Jun or BATF has been shown to restrict CAR T cell  
94 exhaustion, improve persistence and enhance therapeutic outcomes in solid tumor models (6,  
95 20, 23). However, none of these genetic reprogramming approaches have identified a  
96 transcriptional regulator candidate that can rewire CAR T cells to enhance their metabolic  
97 fitness and protect them from exhaustion.

98

99 Our previous work has shown that preconditioning CAR T cells with IL-15 as opposed to IL-  
100 2 can enhance their persistence and polyfunctionality (24). Given that IL-15 has been shown  
101 to favorably modulate the metabolism of CAR T cells, but is only a transient effect observed  
102 while the cells are in culture, we sought to identify key transcription factors upregulated by IL-  
103 15 that are responsible for this effect (25). Analysis of the epigenome and transcriptome of IL-  
104 2 and IL-15 cultured CAR T cells revealed a strong enrichment of a *Foxo1* gene signature.  
105 Knockout of *Foxo1* led to a significant reduction of CD62L<sup>+</sup>TCF1<sup>+</sup> CAR T cells, confirming  
106 the importance of this transcription factor in the maintenance of a less differentiated CAR T  
107 cell product. Conversely, overexpression of a constitutively active variant of Foxo1 (Foxo1-  
108 ADA) in murine anti-Her2 CAR T cells improved the production of inflammatory cytokines  
109 and metabolic fitness, ultimately leading to enhanced tumor control in adoptive transfer solid  
110 tumor models. Therapeutic effects exhibited by Foxo1-ADA overexpressing CAR T cells were  
111 shown to be dependent on increased cytokine production and Foxo1-ADA overexpression  
112 maintained CAR T cell polyfunctionality to a greater extent than other transcriptional  
113 regulators upregulated by IL-15, namely *Tcf7* and *Id3*. Similar results were achieved using  
114 human anti-Lewis Y CAR T cells engineered to overexpress FOXO1, where similar  
115 enhancement of metabolic fitness was observed leading to increased tumor infiltration and anti-  
116 tumor efficacy. FOXO1 overexpression implemented a transcriptional and epigenetic program  
117 that significantly enhanced CAR T cell stemness but importantly did not preclude FOXO1-  
118 expressing CAR T cells from acquiring robust effector function upon antigen stimulation.  
119 Overall, our findings show that overexpression of FOXO1 enhances CAR T cell efficacy in the  
120 treatment of solid tumors and provides promising groundwork to utilize this approach in a  
121 clinical setting.

## 122 **Materials and Methods**

123

### 124 **Animal models**

125 C57BL/6 wildtype (WT) mice and C57BL/6 human-Her2 (hHer2) transgenic mice were bred  
126 in the Peter MacCallum Cancer Centre animal facility. NOD.Cg-Prkdc scid IL2rg (NSG) mice  
127 were either bred at the Peter MacCallum Cancer Centre or obtained from Australian  
128 BioResources (Moss Vale, New South Wales). Mice used in experiments were between 6 to  
129 16 weeks of age and were housed in PC2 specific pathogen-free conditions. Experiments were  
130 approved by the Animal Experimentation Ethics Committee #E582, #E671 and #E693.

131

### 132 **Cell lines**

133 The mouse MC38 colon adenocarcinoma cell line was provided by Dr Jeffrey Schlom (NIH,  
134 Bethesda, Maryland, USA). The mouse breast carcinoma cell line E0771 was obtained from  
135 Professor Robin Anderson (Olivia Newton-John Cancer Centre, Heidelberg, Victoria,  
136 Australia). The parental MC38 and E0771 tumor cell lines were retrovirally transduced with a  
137 murine stem cell virus (MSCV) vector to express a truncated hHer2 antigen that lacks  
138 intracellular signaling components. Transduced tumor cell lines are referred to as MC38-Her2  
139 and E0771-Her2. OVCAR-3 and MCF7 tumor cells were obtained from the American Type  
140 Culture Collection. PCR analysis was used to verify that tumor lines were mycoplasma-  
141 negative.

142

143 Retroviral vector packaging cell lines PA317 and GP+e86 were obtained from American Type  
144 Culture Collection (ATCC). The GP+e86 and tumor cell lines were maintained in Roswell Park  
145 Memorial Institute (RPMI) media (Gibco Life Technologies) supplemented with 10% heat-  
146 inactivated fetal bovine serum (FBS), 1 mM sodium pyruvate, 2 mM glutamine, 0.1 mM non-  
147 essential amino acids, 10 mM 4-(2-hydroxyethyl)-1-piperazineethanesulfonic acid (HEPES),  
148 100 U/mL penicillin and 100 µg/mL streptomycin. These cells were maintained at 37°C in a  
149 humidified incubator with 5% CO<sub>2</sub>. The PA317 cell line was maintained in Dulbecco's  
150 Modified Eagle's Medium (DMEM, Gibco) supplemented with 2 mM glutamine and 100  
151 U/mL penicillin and 100 µg/mL streptomycin and was maintained in a humidified incubator at  
152 37°C with 10% CO<sub>2</sub>.

153



154 **Reagents and cytokines**

155 Mouse  $\alpha$ -IFN $\gamma$  antibody (H22, IgG, catalogue number: BE0312) and the isotype control (2A3  
156 clone, IgG2a, catalogue number: BE0254) antibody were purchased from BioXcell. The  
157 cytokine, IL-2 was obtained from the National Institutes of Health (NIH, Maryland, USA) and  
158 purchased from Peprotech. IL-7 and IL-15 were purchased from Peprotech. Where indicated  
159 CAR T cells were stimulated with an anti-idiotypic antibody that was custom made.

160

161 **Generation of retroviral packaging lines for the transduction of primary murine T**  
162 **cells**

163 cDNA of murine Tcf7, Foxo1 (wild-type), Foxo1-ADA, Id3 and c-Jun were cloned into the  
164 murine stem cell virus (MSCV) vector encoding either an mCherry marker gene or truncated  
165 (lacks cell signaling components) human nerve growth factor receptor (NGFR). The viral  
166 packaging GP+e86 cell line that produces the anti-Her2 CAR retrovirus was generated as  
167 previously described (26, 27). The anti-Her2 CAR construct was comprised of an extracellular  
168 scFv specific for human Her2, an extracellular CD8 hinge region, a CD28 transmembrane  
169 domain and an intracellular CD3 $\zeta$  domain. GP+e86 cell lines encoding both the anti-Her2 CAR  
170 and a transcriptional regulator were generated and the resulting anti-Her2 CAR packaging cells  
171 were sorted based on NGFR or mCherry expression by flow cytometry. Supernatants from  
172 these cells were used to transduce primary mouse T cells as previously described (28) and  
173 following transduction, CAR T cells were maintained in supplemented RPMI media with IL-7  
174 (200 pg/mL), IL-15 (10 ng/mL) and  $\beta$ -mercaptoethanol (50  $\mu$ M).

175

176 **Generation of lentivirus for the transduction of human T cells**

177 Lentiviral packaging plasmids (pCMV-VSV-G, pMDLg/pRRE, pRSV-Rev) and plasmid  
178 vectors encoding a second-generation anti-Lewis Y CAR and either FOXO1 WT, FOXO1-  
179 ADA or mCherry were purchased from GenScript. Briefly, packaging plasmids and transgene  
180 plasmids were transfected into HEK293T cells. Across the following 3 days, cell culture  
181 supernatants were harvested, pooled and centrifuged with Lenti-X-Concentrator (Takara Bio)  
182 to concentrate lentivirus. Lentivirus was used to transduce human T cells activated with OKT3  
183 (30 ng/mL) and IL-2 (600 IU/mL) by adding virus directly to cell cultures at a MOI of 0.5 in  
184 Lentiboost (Sirion).

185

186 **CRISPR/Cas9 editing of CAR T cells**

187 CRISPR/Cas9 editing of murine CAR T cells was performed as previously described (24). Per  
188  $100 \times 10^6$  naïve splenocytes or  $5 \times 10^6$  activated human PBMCs, 270 pmoles sgRNA  
189 (Synthego) and 37 pmoles recombinant Cas9 were combined and incubated for 10 minutes to  
190 generate Cas9/sgRNA RNP. Cells were resuspended in 20  $\mu$ l P3 buffer (Lonza), combined  
191 with RNP and electroporated with a 4D-Nucleofector (Lonza) with pulse code E0115 or  
192 DN100 for human and mouse T cells, respectively. Prewarmed media was then added to cells  
193 for 10 minutes prior to activation and transduction of murine T cells or immediate transduction  
194 of human T cells. sgRNA sequences used were as follows: *Foxo1* Guide 1: 5'  
195 CACCUGGGGCGCUUCGGCCA 3' Guide 2: 5' CCACUCGUAGAUCUGCGACA 3'.  
196 *FOXO1* Guide 1 CACCUGAGGCGCCUCGGCCA

197

198 ***In vitro* re-stimulation assay**

199 Tumor cell targets were co-cultured with CAR T cells at a 1:1 ratio for 24 hours. After  
200 overnight incubation, supernatants were harvested and an equivalent number of tumor cells  
201 were reseeded into the incubations for another 24 hours. This process was repeated one final  
202 time before cells were harvested for analysis by flow cytometry and supernatants were  
203 analyzed by cytometric bead array (CBA) utilizing either murine or human cytokine Flex sets  
204 (BD Biosciences) according to the manufacturer's instructions.

205

206 **Flow cytometry and cell sorting**

207 For flow cytometric analysis Fc receptor block (2.4G2 diluted 1:50 from hybridoma  
208 supernatant in FACS buffer) was added to cells for 10 minutes at 4°C. Cells were stained with  
209 50  $\mu$ L fluorochrome-conjugated antibody cocktails and incubated for 30 minutes in the dark at  
210 4°C. For intracellular staining, cells were fixed and permeabilized using the eBioscience™  
211 FoxP3 / Transcription Factor Staining Buffer Set (Thermofisher) according to the  
212 manufacturer's instructions. Samples were quantified using counting beads (Beckman Coulter;  
213 20  $\mu$ L per sample) using the following formula: number of beads per sample/bead events \* cell  
214 events of interest. Cells were analyzed on a BD LSRFortessa or BD FACSymphony (BD  
215 Biosciences) and data was analyzed using Flowjo (TreesStar) or OMIQ  
216 (<https://www.omiq.ai/>). Cells were sorted using a BD FACSAria Fusion. To stain for  
217 intracellular Id3, formalin fixation and methanol permeabilization was utilized. Following  
218 extracellular staining, cells were fixed in 100  $\mu$ L of 10% formalin for 10 minutes at room  
219 temperature. Cells were then washed twice in PBS and permeabilized in 100  $\mu$ L of chilled 90%

220 methanol for 10 minutes on ice. Cells were washed once in PBS and stained with 50  $\mu$ L of  
221 fluorochrome conjugated antibody cocktails made up in FACS buffer for 30 minutes in the  
222 dark at room temperature. Refer to the Supplementary Table for the list of antibodies used for  
223 flow cytometry.

224

### 225 **Treatment of mice with CAR T cells**

226 C57BL/6 human-Her2 transgenic mice were injected with  $2 \times 10^5$  E0771-Her2 breast  
227 carcinoma cells orthotopically into the mammary fat pad 5-7 days prior to treatment or  
228 subcutaneously with  $2.5 \times 10^5$  MC38-Her2 colon adenocarcinoma cells 5 days prior to  
229 treatment. After tumors were established, mice bearing E0771-Her2 or MC38-Her2 tumors  
230 were preconditioned with 4 Gy or 0.5 Gy total body irradiation respectively. Mice were then  
231 treated with intravenous doses of  $1 \times 10^7$  CAR T cells on 2 consecutive days and one dose of  
232 IL-2 (50,000 IU/dose) with the first dose of CAR T cells, followed by two doses of IL-2 each  
233 day on the next 2 consecutive days. Tumor area was measured every 2-3 days following  
234 treatment. For IFN $\gamma$  blockade experiments, mice were dosed with 250  $\mu$ g of anti-IFN $\gamma$  or  
235 isotype control antibody, 2A3, on days 0, 1 and 7 following CAR T cell treatment.

236

237 For experiments utilizing human anti-Lewis Y CAR T cells, NSG mice were injected with  $5 \times$   
238  $10^6$  OVCAR-3 tumor cells. Once tumors were established, at day 10-15 post injection, mice  
239 were treated with 1 Gy total body irradiation and intravenously treated with  $2-5 \times 10^6$  Flag<sup>+</sup>  
240 CAR T cells. Mice were treated with IL-2 as per experiments in the C57BL/6 human-Her2  
241 transgenic model.

242

### 243 **Analysis of immune subsets in tumor, spleen, draining lymph nodes and blood**

244 Blood was collected via submandibular or retroorbital bleed into tubes containing EDTA prior  
245 to euthanasia. Blood and spleen samples were treated twice or once respectively with ACK  
246 lysis buffer before staining for flow cytometry. Tumors were digested in SAFC DMEM media  
247 (Gibco) with 0.01 mg/mL DNase (Sigma Aldrich) and 1 mg/mL type IV collagenase (Sigma  
248 Aldrich) for 30 minutes at 37°C. Following digestion, tumor samples were filtered twice  
249 through a 70  $\mu$ m filter to create a single cell suspension and resuspended in Fc block prior to  
250 staining for analysis by flow cytometry. For stimulation of intratumoral CAR T cells to assess  
251 cytokine secretion capacity, tumor cell suspensions were resuspended in complete RPMI media  
252 with 10 ng/mL phorbol 12-myristate 13-Acetate (PMA, Abcam), 1  $\mu$ g/mL ionomycin (Abcam),

253 GolgiStop (1:1500 dilution, BD Biosciences) and GolgiPlug (1:1000 dilution, BD  
254 Biosciences). Samples were incubated for 3 hours at 37°C with 5% CO<sub>2</sub> prior to staining for  
255 analysis by flow cytometry. Single cell suspensions from dLN were created by placing tissue  
256 between 2 pieces of 70 µm filter mesh in 400 µL of FACS buffer and by mechanically digesting  
257 using the end of a syringe. The resultant cell suspension was then stained for analysis by flow  
258 cytometry. For mitochondrial analysis, isolated cells were stained using Mitotracker Deep Red  
259 FM and Mitotracker Green FM (Thermofisher) according to the manufacturer's protocols.

260

### 261 **Seahorse assay**

262 A Seahorse XFe24 Bioanalyser (Agilent) was used to determine OCR for indicated CAR T  
263 cells prepared from 5 separate donors. Cells were washed in assay media (XF Base media  
264 (Agilent) with glucose (10 mM), sodium pyruvate (1 mM) and L-glutamine (2 mM) (Gibco),  
265 pH 7.4 at 37 °C) before being plated onto Seahorse cell culture plates coated with Cell-Tak  
266 (Corning) at 4x10<sup>5</sup> cells per well. After adherence and equilibration, cellular oxygen  
267 consumption rates (OCR) and extracellular acidification rates (ECAR) were measured using a  
268 Seahorse MitoStress assay (Agilent), with addition of oligomycin (1 µM), carbonyl cyanide 4-  
269 (trifluoromethoxy) phenylhydrazone (FCCP; 1.2 µM) and antimycin A and rotenone (0.5 µM  
270 each). Assay parameters were as follows: 3 min mix, no wait, 3 min measurement, repeated 3  
271 times at basal and after each addition. Raw OCR values were normalized to the amount of  
272 protein per well, as assessed by a Pierce BCA protein assay (ThermoFisher) performed as per  
273 manufacturer instructions. SRC was calculated as OCR at maximum rate – OCR in basal state.

274

### 275 **Gene expression analysis**

276 Following manufacturer's instructions, RNA-seq libraries were prepared from RNA using the  
277 Quant-seq 3' mRNA-seq Library Prep Kit for Illumina (Lexogen). Single-end, 75bp RNA-  
278 sequencing was performed via NextSeq (Illumina, Inc., San Diego, CA) and CASAVA 1.8.2  
279 was subsequently used for base calling. Cutadapt v2.1 was used to remove random primer bias  
280 and trim 3' end poly-A-tail derived reads. Quality control was assessed using FastQC v0.11.6  
281 and RNA-SeQC v1.1.8 (29). Sequence alignment against the mouse reference genome mm10  
282 or the human genome hg19 was performed using HISAT2. Finally, featureCounts from the  
283 Rsubread software package 2.10.5 was used to quantify the raw reads with genes defined from  
284 the respective Ensembl releases (30). Gene counts were normalized using the TMM (trimmed  
285 means of M-values) method and converted into log<sub>2</sub> counts per million (CPM) using the EdgeR

286 package (31, 32). The quasi-likelihood F test statistical test method based on the generalized  
287 linear model (glm) framework from EdgeR was used for differential gene expression  
288 comparisons. Adjusted p values were computed using the Benjamini-Hochberg method.  
289 Principal component analysis (PCA) was performed generated based on the top most variable  
290 genes. Differentially expressed genes (DEGs) were classified as significant based on a false  
291 discovery rate (FDR) cutoff of less than 0.05. For heatmaps, the pheatmap R package was used  
292 to plot row mean centered and scaled normalized  $\log_2(\text{CPM}+0.5)$  values. Genes columns or  
293 rows were sorted by hierarchical clustering using Euclidean distance and average-linkage.

294

295 Unbiased gene set enrichment analysis was performed using fgsea package on differential  
296 expressed genes pre-ranked by fold change with 1000 permutations (nominal P-value cutoff  
297  $<0.05$ ) (33). Reference gene sets were obtained from the MsigDB library for Hallmarks, KEGG  
298 (<https://www.genome.jp/kegg/kegg1.html>), CHEA dataset (34-37), or based upon previously  
299 published analyses of glycolysis signature (25), single-cell RNA sequencing derived T cell  
300 clusters in patients (38).

301

## 302 **scRNA-seq data processing and analysis**

303 CAR T cells were co-cultured with MCF7 tumor cells at a 1:1 ratio for 24 h. Fc-receptors were  
304 blocked with human FcBlock (BD BioSciences) for 10 min at 4°C before staining with 50  $\mu\text{L}$   
305 fluorochrome-conjugated antibody cocktail for 30 minutes in the dark at 4°C. Samples were  
306 labelled with anchor LMO (5'-TGGAATTCTCGGGTGCCAAGGgtaacgatccagctgtcact-  
307 [Lipid]-3), co-anchor LMO (5'-[Lipid]-AGTGACAGCTGGATCGTTAC-3') and sample  
308 specific barcodes for 5 min in the dark at 4°C. CAR<sup>+</sup> T cells were sorted by FACS and samples  
309 were pooled at equal ratios followed by staining with 100  $\mu\text{L}$  TotalSeq-C anti-human CD4 and  
310 CD8 (BioLegend) antibody cocktail for 30 minutes in the dark at 4°C. scRNA-seq data were  
311 generated using the 10x Cell Ranger pipeline (7.1.0) and hg38 genome. Specifically, cellranger  
312 multi was used to generate raw feature barcode matrices. Downstream analysis was performed  
313 in R (version 4.2.0). Empty droplets were detected and removed from the raw feature barcode  
314 matrix using the emptyDrops function from the DropletUtils (version 1.16.0) package and  
315 doublets were detected and removed using DoubletFinder (version 2.0.3). Using Seurat  
316 (version 4.3.0), cells with less than 200 features and more than 5% mitochondrial reads were  
317 excluded. Standard Seurat data processing and normalization steps were performed:

318 `NormalizeData`, `FindVariableFeatures`, `ScaleData`, `RunPCA`, `RunUMAP`, `FindNeighbors` and  
319 `FindClusters`; clusters with low-quality metrics were removed, and the final resolution was  
320 determined using results from the `clustree` package (version 0.5.0). Lipid-modified oligos  
321 (LMOs) were demultiplexed using `HTODemux` (Seurat). DEGs were calculated using the  
322 functions `FindAllMarkers` (Seurat) using a log<sub>2</sub> fold-change threshold of 0.125 and an adjusted  
323 P value of less than 0.05, and included the number of counts as a latent variable. Pseudobulk  
324 DEGs were detected using the `Libra` package (version 1.0.0) using the `run_de` function. Gene-  
325 set enrichment was performed using the `fgsea` package with all expressed genes as the  
326 background gene list, which was ranked by average log fold-change detected with `FindMarkers`  
327 using a log<sub>2</sub> fold-change threshold of 0 and `min.pct` parameter set to 0. To perform `diffexp`  
328 analyses and GSEA between individual groups within each cluster, the `to_pseudobulk` function  
329 from `Libra` was used to pull out pseudobulk count matrix of each replicate pool and clusters.  
330 `EdgeR` and `fgsea` was then utilized to perform differential expression and `gsea` analyses of  
331 reference gene signatures. The Single-cell signature explorer program was utilized for  
332 visualization of gene signatures across UMAP plots (39).

333

#### 334 **ATAC-Seq data analysis**

335 Sequencing files for ATAC-seq experiments were demultiplexed using `Bcl2fastq` (v2.20) to  
336 generate Fastq files. Next QC of files were performed using `FASTQC` (v0.11.5). Adaptor  
337 trimming of paired-end reads was performed with `NGmerge` (v0.3) where required (40).  
338 Alignment of reads to either the reference human (hg38) or mouse (mm10) genome was  
339 performed using `Bowtie2` (v2.3.3). The resulting SAM files were converted to BAM files using  
340 `Samtools` (v1.4.1) using the `view` command, which were subsequently sorted and indexed, with  
341 potential PCR duplicates marked with `Samtools` `markdup`. Peak calling was performed with  
342 either `MACS2` (v2.1.1) or `Genrich` (v0.6.0) packages. Annotation of ATAC-Seq peaks to  
343 proximal genes was performed using either `annotatePeaks.pl` (Homer, v4.11) or the  
344 `annotatePeak` function from `ChIPseeker` R package (v1.8.6). BAM files were converted into  
345 `BigWig` files using the `bamCoverage` function (`DeepTools`, v3.5.0). `BigWig` files were then  
346 imported into `Integrative Genomics Viewer` (IGV, v2.7.0) for visualization of specific loci. To  
347 generate IGV style track plots from `BigWig` files, the package `trackplot` was used (41). The  
348 `HOMER` `makeTagDirectory` command was used to generate tag directories, and the `findPeaks`  
349 command was used to identify peaks, with the control tag directory set to respective control  
350 groups. Motif discovery using the `findMotifsGenome` tool and default settings identified de

351 novo motifs from peaks identified. The ChromVAR R package (42) was used to identify  
352 enriched motifs from the JASPAR 2022 database (43), in unstimulated or stimulated groups.

353

#### 354 **Statistical analysis**

355 Statistical analyses were performed using GraphPad Prism. Analyses performed include paired  
356 or unpaired Student's t test to compare two data sets, one-way ANOVA to analyze multiple  
357 data sets across a single time point and two-way ANOVA when analyzing multiple sets of data  
358 across time.

359

#### 360 **Data availability**

361 The RNA-Sequencing and ATAC-Sequencing data that supports the findings of this study  
362 have been deposited in GEO NCBI under the accession code GSE225527 that contains the  
363 subseries GSE225521, GSE225522, GSE225523 and GSE225526. Source data are available  
364 within the paper, supplementary information or available upon request from the authors.

365 **Results**

366

367 **CAR T cells generated with IL-15 have increased expression of memory-associated**  
368 **transcriptional regulators**

369 **Previous studies by both our group and others have shown that CAR T cells generated with IL-**  
370 **7 and IL-15 display a less differentiated T cell phenotype and elicit greater long-term**  
371 **persistence relative to CAR T cells cultured in IL-2 and IL-7, which is linked to their reduced**  
372 **expression of glycolytic enzymes and improved mitochondrial fitness (24, 25, 44, 45).** Indeed,  
373 CAR T cells cultured with IL-15 exhibited a more pronounced T<sub>CM</sub> phenotype, characterized  
374 by an increased expression of CD62L and improved persistence in the spleen and tumors of  
375 E0771-Her2 tumor bearing mice (**Fig. 1a-b**). To interrogate the transcriptional regulation of  
376 this phenotype, we compared the epigenome and transcriptome of IL-15 and IL-2 generated  
377 CD8<sup>+</sup> CAR T cells that were sorted at day 7 post transduction. RNA-seq analysis revealed  
378 increased expression of genes associated with memory or persistence in IL-15 generated CAR  
379 T cells including *c-Jun*, *Tcf7* (which encodes for Tcf1), *Id3*, *Foxo1* and *Klf2*, a known Foxo1  
380 target gene (2, 6, 46-49) (**Fig. 1c-d**). Furthermore, IL-15 induced a downregulation of  
381 glycolytic genes consistent with the notion that IL-15 induces a favorable metabolic phenotype  
382 (**Fig. 1e**)(25). Notably, analysis of the impact of IL-15 preconditioning on the transcriptional  
383 profile of CAR T cells revealed that Foxo1 target genes were the most significantly enriched  
384 subset based upon both a publicly available ChIP-seq dataset and a list of genes with at least  
385 one canonical FOXO1 binding motif within 2kb +/- of the transcriptional start site (**Fig. 1f-g**).  
386 At the epigenetic level, Foxo1 was also one of the highest ranking transcription factors. ATAC-  
387 seq analysis revealed a significant enrichment for Foxo1 binding motifs in genomic regions  
388 that became more accessible after culture in IL-15 as determined by both Homer (**Fig. 1h-i**)  
389 and ChromeVAR analyses (**Fig. 1j**). Interestingly, motif enrichment was also observed for Fli1,  
390 which has previously been shown to negatively regulate T cell persistence through antagonism  
391 of ETS:RUNX activity, Tcf7, a factor known to regulate memory formation and Tcf3, a  
392 transcription factor that is known to interact with Id3 (38, 50-52). Given the increased  
393 expression of Foxo1 target genes in IL-15 cultured CAR T cells, we interrogated the  
394 importance of Foxo1 in CAR T cell function through CRISPR/Cas9 mediated targeting.  
395 **Consistent with a role in maintaining CAR T cells in a favorable differentiation state**, deletion  
396 of Foxo1 in murine CAR T cells led to a significant reduction in CD62L expression and upon  
397 serial coculture with E0771-Her2 tumor cells led to a significant reduction in the proportion of



398 TCF1<sup>+</sup> cells and increased expression of TIM3, PD-1 and LAG3, altogether indicative of a  
399 transition to a more short-term effector like phenotype (**Fig 1k-m**).

400

#### 401 **Foxo1 overexpression enhances CAR T cell survival and polyfunctionality *in vitro***

402 **Given the strong molecular signature of Foxo1 in IL-15 conditioned CAR T cells and the**  
403 **critical importance of Foxo1 in maintaining CAR T cell stemness**, we next investigated the  
404 phenotype and function of Foxo1 overexpressing CAR T cells. Given T cell activation  
405 facilitates the exclusion of wild-type Foxo1 from the nucleus via post-translational  
406 modifications, we elected to overexpress a constitutively active variant of Foxo1, Foxo1-ADA,  
407 in murine anti-Her2 CAR T cells (53-55). Foxo1-ADA overexpressing CAR T cells were  
408 compared to CAR T cells expressing Tcf7, Id3 and c-Jun given previous data indicating the  
409 enhanced efficacy of c-Jun overexpressing CAR T cells (6, 23).

410

411 These transcriptional regulators were cloned into a retroviral plasmid that included the human  
412 NGFR reporter gene, where successfully transduced T cells expressed a truncated NGFR as a  
413 marker of transcriptional regulator overexpression. To assess the impact of selected  
414 transcriptional regulators, CAR T cells directed against human Her2 were generated, in line  
415 with our previous work, and their activity against Her2 expressing tumor cell lines evaluated.  
416 (24, 28). Successful transduction of T cells was confirmed via Myc-tagged CAR expression  
417 and overexpression of respective factors via **qRT-PCR** of sorted **CD8<sup>+</sup>NGFR<sup>+</sup> CAR T cells**  
418 (**Supplementary Fig. 1a-b**). The effects of transcription factor overexpression were assessed  
419 *in vitro* via a re-stimulation assay, which involved re-stimulating CAR T cells with E0771-  
420 Her2 tumors three times before phenotypic and functional analysis of CAR T cells and cell  
421 culture supernatants (**Fig. 2a**).

422

423 Conventional CAR T cells lose their capacity to secrete interferon  $\gamma$  (IFN $\gamma$ ) and tumor necrosis  
424 factor (TNF) over multiple rounds of antigenic stimulation due to exhaustion or dysfunction.  
425 This limits their efficacy given that these cytokines are required for CAR T cell anti-tumor  
426 function (6, 20, 56-58). Remarkably, the overexpression of Tcf7 and Foxo1-ADA led to  
427 significantly increased IFN $\gamma$  and TNF production relative to control CAR T cells after each  
428 successive round of stimulation (**Fig. 2b-c**). Moreover, Foxo1-ADA, and to a lesser extent c-  
429 Jun or Tcf7 overexpression led to significantly increased Granzyme B (GzmB) expression,  
430 suggestive of prolonged killing capacity (**Fig. 2d-e**). Importantly, the overexpression of either  
431 Foxo1-ADA, Tcf7, Id3 or c-Jun led to a significant increase in CAR T cell numbers and

432 maintenance of a less differentiated CAR T cell surface phenotype as indicated by the total  
433 number of CD8<sup>+</sup> CAR T cells including those exhibiting a CD62L<sup>+</sup>Ly108<sup>+</sup> ‘stem-like’  
434 phenotype (**Fig. 2f**).

435

436 **Foxo1 overexpressing CAR T cells have enhanced *in vivo* anti-tumor efficacy,**  
437 **polyfunctionality and mitochondrial fitness**

438 Having established that overexpression of pro-memory transcription factors enhanced CAR T  
439 cell polyfunctionality *in vitro*, we next investigated their *in vivo* anti-tumor potential in  
440 orthotopic breast tumor and colon carcinoma models. In this study we utilized an  
441 immunocompetent, transgenic C57BL/6-Her2 mouse model that expresses human Her2 in  
442 breast epithelial and brain tissue (59, 60). This mouse model permits the growth of Her2  
443 expressing tumors and assessment of anti-Her2 CAR T cells in conditions that mimic the  
444 immunosuppressive tumor microenvironment encountered in clinical settings. In mice bearing  
445 orthotopic E0771-Her2 breast tumors or subcutaneous MC38-Her2 tumors, the overexpression  
446 of Tcf7, Foxo1-ADA or Id3 enhanced CAR T cell efficacy and led to more durable anti-tumor  
447 control and a significant increase in survival for mice treated with Foxo1-ADA or Id3-  
448 expressing CAR T cells relative to controls (**Fig. 2g-i, Supplementary Fig. 2a-c**). In a head-  
449 to-head comparison, whilst Foxo1-ADA expression enhanced CAR T cell function, the  
450 overexpression of c-Jun did not lead to a statistically significant enhancement of efficacy  
451 relative to control CAR T cells (**Supplementary Fig. 2d**). Notably, the overexpression of wild  
452 type Foxo1 did not significantly enhance therapeutic efficacy, indicating that the constitutively  
453 active form was necessary to improve the function of murine CAR T cells (**Supplementary**  
454 **Fig. 2e**).

455

456 We next investigated the *in vivo* phenotype of CAR T cells engineered to express the respective  
457 transcription factors. CAR T cells were isolated from tumors and draining lymph nodes of  
458 tumor bearing mice 9 days post treatment. Remarkably, CAR T cells overexpressing Foxo1-  
459 ADA exhibited significantly increased production of the pro-inflammatory cytokines IFN $\gamma$  and  
460 TNF relative to control CAR T cells (**Fig. 3a**). CAR T cell polyfunctionality was assessed  
461 through quantification of the frequencies of cells expressing IFN $\gamma$ , TNF and GzmB. Foxo1-  
462 ADA most significantly improved polyfunctionality as indicated by a higher frequency of CAR  
463 T cells expressing 2 or more effector molecules (IFN $\gamma$ , TNF or GzmB) and was the only factor  
464 that harbored significantly fewer cells expressing none of the analyzed effector molecules

465 relative to control CAR T cells (**Fig. 3b**). Assessment of other parameters of CD8<sup>+</sup> CAR T cell  
466 function revealed that Foxo1-ADA overexpression led to only a modest increase in Ki67  
467 expression both within the total CD8<sup>+</sup> CAR T cell population, and the Tcf1<sup>+</sup> less-differentiated  
468 subset (**Supplementary Fig. 3a-b**). Similarly, Foxo1-ADA expressing CAR T cells also  
469 expressed comparable levels of the activation markers PD-1 and TIM3 relative to control CAR  
470 T cells, consistent with the notion that Foxo1-ADA expression did not prevent CAR T cells  
471 from acquiring an effector-like phenotype upon tumor antigen recognition (**Supplementary**  
472 **Fig. 3c**). Given the expression of PD-1 on these CAR T cells, we investigated whether  
473 therapeutic benefit could be augmented through the addition of immune checkpoint blockade  
474 therapy. Indeed, combination of Foxo1-ADA expressing CAR T cells with anti-PD-1 resulted  
475 in significantly improved tumor growth inhibition compared to control CAR T cells, suggesting  
476 synergy between Foxo1-ADA CAR T cells and PD-1 blockade (**Supplementary Fig. 3d**).  
477 Next, we assessed the impact of transcription factor expression on the number and phenotype  
478 of CD4<sup>+</sup> CAR T cells. Consistent with our previous observations (24), CD4<sup>+</sup> CAR T cells made  
479 up only a minor proportion of tumor-infiltrating CAR T cells and this was not significantly  
480 modulated by expression of Tcf7, Id3 or Foxo1-ADA (**Supplementary Fig. 3e**).

481

482 Previously our group and others have shown that secretion of IFN $\gamma$  is critical for CAR T cell  
483 anti-tumor efficacy in the solid tumor setting (58, 61, 62). Given that Foxo1-ADA expression  
484 led to enhanced cytokine production, the contribution of IFN $\gamma$  to the therapeutic activity of  
485 Foxo1-ADA overexpressing CAR T cells was assessed. MC38-Her2 tumor bearing mice were  
486 treated with CAR T cells alone or in the context of IFN $\gamma$  neutralization. These experiments  
487 revealed that IFN $\gamma$  blockade abrogated the enhanced therapeutic activity of Foxo1-ADA  
488 overexpressing CAR T cells, indicating that IFN $\gamma$  produced by Foxo1-ADA-expressing cells  
489 likely led to the enhanced therapeutic effects, confirming the important role of IFN $\gamma$  in the  
490 effective treatment of solid tumors by CAR T cells (**Fig. 3c**).

491

492 To interrogate the relationship between overexpression of these transcription factors and  
493 metabolic function, we first investigated the impact of transcription factor expression on  
494 mitochondrial mass and fitness within intratumoral CD8<sup>+</sup> CAR T cells (47, 63). CAR T cells  
495 isolated from the tumors of treated mice were stained *ex vivo* with the mitochondrial dyes,  
496 Mitotracker Deep Red (MDR) and Mitotracker Green (MG) that are indicative of a properly  
497 regulated mitochondrial membrane potential and mitochondrial mass respectively. Strikingly,

498 compared to control CAR T cells, intratumoral CAR T cells overexpressing Tcf7 or Foxo1-  
499 ADA, but not Id3, displayed an increased ratio of cells with functional mitochondria  
500 (designated as MDR<sup>hi</sup>/MG<sup>int-hi</sup>, blue gate) relative to dysfunctional mitochondria  
501 (MDR<sup>int</sup>MG<sup>high</sup>, orange gate). This was also reflected by higher MDR and MG staining  
502 intensities, indicative of properly regulated membrane potential and mitochondrial mass (**Fig.**  
503 **3d-e**) (64). Enhanced mitochondrial fitness of Foxo1-ADA expressing CAR T cells was co-  
504 rroborated through RNA-sequencing of *in vitro* stimulated Foxo1-ADA overexpressing CAR  
505 T cells. This analysis revealed that an oxidative phosphorylation signature was amongst the  
506 most significantly upregulated pathways in Foxo1-ADA expressing CAR T cells relative to  
507 control CAR T cells (**Fig. 3f, Supplementary Fig. 4**). Notably, increased oxidative  
508 phosphorylation has been associated with the increased accumulation of MDR<sup>hi</sup>/MG<sup>int-hi</sup> cells,  
509 and thus this observation is consistent with *in vivo* phenotypes observed with Foxo1-ADA  
510 expressing CAR T cells (65). Collectively, our data suggests that overexpression of Foxo1-  
511 ADA in CAR T cells contributes to enhanced *in vivo* anti-tumor activity by promoting T cell  
512 polyfunctionality, proliferation and mitochondrial biogenesis to support effector functions.

513

514 As Foxo1, Id3 and Tcf7 contribute to the formation of memory T cells that home to secondary  
515 lymphoid tissues, we investigated whether CAR T cells overexpressing transcriptional  
516 regulators would exhibit enhanced trafficking to tumor draining lymph nodes (dLNs). Indeed,  
517 enumeration of CD8<sup>+</sup> CAR T cells within dLNs revealed that the overexpression of each of  
518 these factors increased the **number of CAR T cells residing in tumor dLN** relative to control  
519 CAR T cells (**Fig. 3g**). This was also associated with an increased presence of T<sub>SCM</sub>-like  
520 (CXCR3<sup>+</sup>CD62L<sup>+</sup>) cells relative to control CAR T cells (**Fig. 3h**). **Interestingly, a more**  
521 **comprehensive analysis of the relationship between Foxo1-ADA overexpression and the**  
522 **number of CAR T cells within draining lymph nodes revealed that Foxo1-ADA specifically**  
523 **enhanced the number of CAR T cells at the draining lymph nodes but not the non-draining**  
524 **lymph node from the opposite flank (Fig. 3i). This suggests that Foxo1-ADA expression**  
525 **specifically enhanced the migration and/or expansion of CAR T cells at the draining lymph**  
526 **node.** To investigate the importance of dLN residency to the phenotype of Foxo1-ADA  
527 expressing CAR T cells, we correlated the number of dLN resident CD8<sup>+</sup> T cells to the  
528 frequency of intratumoral IFN $\gamma$ <sup>+</sup>TNF<sup>+</sup> cells in each treatment group and observed a significant  
529 positive correlation in mice treated with Tcf7 and Foxo1-ADA overexpressing CAR T cells  
530 (**Fig. 3j**). Collectively, our data infers that CAR T cell trafficking through tumor dLNs may be  
531 promoted through the overexpression of Foxo1-ADA and contributes to improved CAR T cell

532 polyfunctionality. Importantly, the increased therapeutic efficacy observed with Foxo1-ADA  
533 overexpressing CAR T cells was not associated with overt signs of toxicity (**Supplementary**  
534 **Fig. 2f-i**), highlighting the clinical potential of this approach.

535

536 **Expression of wild-type FOXO1 enhances the stemness of human CAR T cells whilst**  
537 **enabling the acquisition of effector functionality upon activation**

538 Having established the potential of Foxo1 overexpression in murine CAR T cells, we next  
539 investigated this in the context of human CAR T cells. Human T cells were transduced with an  
540 anti-Lewis Y CAR that is currently being used in a phase 1b clinical trial (NCT03851146)  
541 **linked to FOXO1-ADA via a P2A peptide (Supplementary Fig. 5a)**. Strikingly, FOXO1-ADA  
542 overexpressing CAR T cells appeared less differentiated as indicated by an increased frequency  
543 of CD62L<sup>+</sup>CD27<sup>+</sup> cells and CD45RA<sup>+</sup> cells concomitant with reduced expression of the  
544 exhaustion markers LAG3 and TIM3 (**Supplementary Fig. 5b-c**), a phenotype previously  
545 associated with improved CAR T cell responses in the clinic (13, 14, 66). However, unlike the  
546 case with murine CAR T cells, FOXO1-ADA overexpression appeared to prevent human CAR  
547 T cells from acquiring an effector-like phenotype after activation. Although FOXO1-ADA  
548 overexpressing CAR T cells significantly upregulated CD69 upon tumor cell coculture,  
549 (**Supplementary Fig. 5d**), their capacity to produce IFN $\gamma$  and TNF was significantly  
550 attenuated relative to control CAR T cells (**Supplementary Fig. 5e**). This suggested that  
551 expression of constitutively active FOXO1 restricted the capacity of CAR T cells to gain full  
552 effector function and therefore led us to evaluate the overexpression of wild-type (WT) FOXO1  
553 in human CAR T cells, which we hypothesized may result in a more stem like phenotype whilst  
554 enabling effective transition to effector like cells in response to antigen stimulation. Indeed,  
555 while overexpression of WT FOXO1 significantly enhanced the proportion of CD45RA<sup>+</sup> and  
556 CD62L<sup>+</sup>CD27<sup>+</sup> CAR T cells (**Fig. 4a**), in contrast to FOXO1-ADA expressing CAR T cells,  
557 WT FOXO1-expressing CAR T cells were able to produce comparable levels of IFN $\gamma$  and TNF  
558 to control CAR T cells upon coculture with tumor cells (**Supplementary Fig. 5e**). **Given the**  
559 **phenotypic differences observed between the murine and human systems following**  
560 **overexpression of the constitutively active variant of FOXO1, we investigated whether this**  
561 **was due to differences in expression levels of the transgene between the two models. Indeed,**  
562 **overexpression of FOXO1 in human CAR T cells was more pronounced relative to murine**  
563 **counterparts with approximately a 5- and 2-fold increase in human FOXO1/ murine *Foxo1***  
564 **mRNA respectively (Supplementary Fig. 1b-c). To determine whether these differences**

565 accounted for the differences in phenotype we modified the human lentiviral vector such that  
566 expression was driven by a PGK or CMV promoter, both of which have been reported to give  
567 lower transgene expression relative to the EF1 $\alpha$  promoter (67). In our hands the CMV promoter  
568 drove a significantly lower level of mCherry or FOXO1 expression relative to the EF1 $\alpha$  and  
569 PGK promoters (**Supplementary Fig. 5f**) enabling us to evaluate the impact of high or low  
570 FOXO1 gene expression on CAR T cell phenotype. Whilst FOXO1-ADA was able to induce  
571 an increase in the CD45RA<sup>+</sup>CD62L<sup>+</sup> population when driven by the EF1 $\alpha$ , PGK or CMV  
572 promoters, the phenotype evoked by wild type FOXO1 was dependent on promoter strength  
573 with only a mild phenotype observed using the weak CMV promoter (**Supplementary Fig.**  
574 **5g-h**). However, FOXO1-ADA significantly attenuated the production of IFN $\gamma$  and TNF by  
575 CAR T cells regardless of the promoter used to drive its expression (**Supplementary Fig. 5i**).  
576 Given these results we decided to proceed with evaluation of the impact of FOXO1 WT  
577 expression driven by the EF1 $\alpha$  promoter.

578

579 We next compared the impact of WT FOXO1, TCF7 and ID3 on the phenotype of anti-Lewis  
580 Y CAR T cells. FOXO1 was significantly more effective in the induction of the  
581 CD45RA<sup>+</sup>CD62L<sup>+</sup> population of CD8<sup>+</sup> CAR T cells relative to TCF7 and ID3 (**Fig. 4b**) and  
582 indeed the increased proportion of CD45RA<sup>+</sup>CD62L<sup>+</sup> cells following FOXO1 expression was  
583 reproducible across multiple donors (**Fig 4c**). WT FOXO1 overexpression was also associated  
584 with increased expression of CCR7 and CX3CR1 and reduced expression of activation/  
585 exhaustion markers CD39, TIM3 and PD-1 (**Fig. 4d, Supplementary Fig. 6a**) and in the  
586 context of serial cocultures with OVCAR-3 or MCF7 tumor cells, WT FOXO1 overexpression  
587 led to a significant increase in the recovery of CD8<sup>+</sup> and CD4<sup>+</sup> CAR T cells, and were able to  
588 produce IFN $\gamma$  and TNF levels comparable to control CAR T cells (**Supplementary Fig. 6b-c**).  
589 Phenotypic analysis of cell surface phenotype of WT FOXO1 overexpressing and control CAR  
590 T cells following coculture with tumor cells revealed a similar expression of PD-1 and TIM-3,  
591 but reduced expression of CD39 relative to control CAR T cells (**Supplementary Fig. 6d-e**).  
592 Notably, the reduced expression of CD39 mediated by FOXO1 was not recapitulated by the  
593 overexpression of either TCF7 or ID3 either in T cell only cultures (**Fig. 4b**) or following tumor  
594 cell coculture (**Supplementary Fig. 6f**), providing further evidence for an enhanced capacity  
595 of FOXO1 to favorably modulate CAR T cell phenotype relative to these factors. These  
596 observations are consistent with the notion that the overexpression of WT FOXO1 enabled the  
597 acquisition of a more stem-like phenotype that protects CAR T cells from exhaustion without

598 preventing the acquisition of effector function. In reverse experiments, CRISPR/Cas9 mediated  
599 targeting of FOXO1 in human anti-Lewis Y (LeY) CAR T cells led to a loss of CD62L  
600 expression and a reduction in CAR T cell expansion upon extended culture (**Supplementary**  
601 **Fig. 7a-d**). Moreover, FOXO1 deficient CAR T cells exhibited significantly impaired  
602 production of IFN $\gamma$  upon coculture with LeY<sup>+</sup> OVCAR-3 or MCF7 tumor cells  
603 (**Supplementary Fig. 7e**). **Given that phenotypic changes in FOXO1 expressing CAR T cells**  
604 **were largely reversible upon CAR T cell activation, we interrogated whether FOXO1**  
605 **expressing CAR T cells could recover a more stem like phenotype after transient activation**  
606 **and recovery or in long-term chronic stimulation assays. Indeed, after activation followed by**  
607 **1 week of rest FOXO1 expressing CAR T cells maintained higher level of CD45RA<sup>+</sup>CD62L<sup>+</sup>**  
608 **(naïve) and CD45RA<sup>-</sup>CD62L<sup>+</sup> (central memory) CAR T cells relative to controls**  
609 **(Supplementary Fig. 8a). Similarly, when control or FOXO1-expressing CAR T cells were**  
610 **exposed to tumor cells over a period of 3 weeks FOXO1 CAR T cells maintained an enriched**  
611 **proportion of CD45RA<sup>+</sup>CD62L<sup>+</sup> CAR T cells as well as reduced expression of TIM3 and CD39**  
612 **(Supplementary Fig. 8b).**

613

614 **Transcriptome analysis of FOXO1 expressing CAR T cells indicate profound changes to**  
615 **T cell differentiation and metabolism that are reversible upon activation.**

616

617 To further understand the mechanisms underlying the more “stem-like” phenotype of FOXO1-  
618 expressing CAR T cells, RNA-Seq was performed on CD8<sup>+</sup> and CD4<sup>+</sup> CAR T cells. As  
619 expected, this analysis revealed that FOXO1 overexpressing CD8<sup>+</sup> CAR T cells exhibited  
620 increased expression of genes associated with less differentiated T cells relative to their control  
621 counterparts (**Fig. 4e**). **This effect was significantly more pronounced than observed following**  
622 **TCF7 overexpression, confirming that FOXO1 instigated a broad transcriptional program that**  
623 **enhanced the stem-like state of CAR T cells (Supplementary Fig. 6g).** Moreover, WT FOXO1  
624 overexpressing CD8<sup>+</sup> CAR T cells exhibited decreased expression of immune checkpoints  
625 relative to control counterparts and **this effect was also more marked than with TCF7**  
626 **expressing CAR T cells (Supplementary Fig. 6h-i).** Given our previous observations of  
627 improved mitochondrial fitness in murine Foxo1-ADA overexpressing CAR T cells, we  
628 assessed the impact of WT FOXO1 overexpression on genes associated with metabolic  
629 pathways both prior to and after overnight coculture with MCF7 tumor cells. In the steady  
630 state, both CD8<sup>+</sup> and to a lesser extent CD4<sup>+</sup> WT FOXO1 overexpressing CAR T cells



631 exhibited reduced expression of glycolytic genes, consistent with a more stem-like phenotype  
632 and as observed with IL-15 cultured CAR T cells. Interestingly however, we observed a switch  
633 in this phenotype after activation whereby FOXO1 overexpressing CD8<sup>+</sup> CAR T cells  
634 exhibited higher expression of glycolytic genes relative to control CAR T cells following  
635 coculture with Lewis Y<sup>+</sup> tumor cells (**Fig. 4f, Supplementary Fig. 6j**). Indeed, we observed  
636 that after activation the number of genes that were significantly different between control and  
637 FOXO1 expressing CAR T cells was significantly reduced, highlighting that expression of WT  
638 FOXO1 enabled the acquisition of a more stem like phenotype without preventing the  
639 acquisition of effector function (**Supplementary Fig. 6k**). To further investigate the metabolic  
640 phenotype of FOXO1 overexpressing CAR T cells, a Seahorse analysis was performed.  
641 FOXO1-expressing CAR T cells exhibited a significantly enhanced basal respiratory rate and  
642 maximal respiratory rate, with an increase in spare respiratory capacity also observed in 4/5  
643 donors tested (**Fig. 4g**). **Notably, there were minimal changes to these parameters in the context**  
644 **of TCF7 overexpressing CAR T cells, highlighting that FOXO1 overexpression was a superior**  
645 **strategy to enhance the metabolic fitness of CAR T cells (Fig. 4h).**

646

647 **Lastly, we utilized RNA-sequencing to address the question of whether FOXO1**  
648 **overexpression could protect CAR T cells from exhaustion. In the steady state, we again**  
649 **observed that FOXO1 overexpression resulted in a significant negative enrichment of genes**  
650 **associated with exhaustion (68) relative to control CAR T cells, an effect that was not observed**  
651 **following TCF7 overexpression (Supplementary Fig. 6l). We next evaluated this in the**  
652 **context of stimulation and resting. In this repeat experiment, we again observed that prior to**  
653 **stimulation FOXO1-expressing CAR T cells exhibited reduced expression of exhaustion-**  
654 **related genes (Supplementary Fig. 6m). Following stimulation through the CAR both control**  
655 **and FOXO1-expressing CAR T cells upregulated these genes such that there was no significant**  
656 **difference between the groups. However, after a period of rest, the negative enrichment for this**  
657 **gene set was restored in FOXO1 expressing CAR T cells, highlighting that these cells are**  
658 **protected from the transcription of genes associated with exhaustion.**

659

660 **To further understand the impact of FOXO1 overexpression on CAR T cell phenotype we**  
661 **performed scRNA-seq analyses on CAR T cells prior to and after coculture with MCF7 tumor**  
662 **cells. Unbiased clustering analysis confirmed that, consistent with the bulk RNA-sequencing**  
663 **data, there were significant differences between control and FOXO1-expressing CAR T cells**  
664 **but that these differences diminished after activation (Supplementary Fig. 9a-b). We therefore**



665 further dissected our analysis into non-activated CD8<sup>+</sup> CAR T cells (**Fig. 4i**) and activated  
666 CD8<sup>+</sup> CAR T cells (**Fig. 4j**). This confirmed that FOXO1 expression enhanced the proportion  
667 of CD8<sup>+</sup> CAR T cells with a more ‘stem-like’ appearance, notably through the enrichment of  
668 a cluster (designated cluster 1) that was characterized by high expression of KLF2, SELL and  
669 IL7R (**Fig. 4i, Supplementary Fig. 9c**). This enhanced proportion of cluster 1 cells was offset  
670 by a reduction in the proportion of a cluster of cells (designated cluster 0) characterized by high  
671 expression of IFITM3 and TNFSF10 (**Supplementary Fig. 9c**). Indeed, comparing FOXO1  
672 expressing CAR T cells within cluster 1 to control CAR T cells within cluster 0 revealed a  
673 significant enrichment for genes associated with less differentiated cells and reduced  
674 expression of genes associated with glycolysis and exhaustion, corroborating our results from  
675 bulk RNA-sequencing (**Fig. 4k**). Moreover, cluster 1 cells expressed high levels of CCR7,  
676 suggesting that these cells have the potential to traffic to lymph nodes, consistent with the  
677 phenotype observed with murine FOXO1-ADA expressing CAR T cells (**Fig. 4i**). Similar  
678 results were observed with non-activated CD4<sup>+</sup> T cells with enrichment of a cluster that  
679 exhibited high expression of SELL, KLF2 and IL7R (designated cluster 3) (**Supplementary**  
680 **Fig. 9b,d**). To further interrogate the phenotype of CAR T cells post activation, we repeated  
681 the analysis on only the activated cells. In this context, 6 distinct clusters of CD8<sup>+</sup> CAR T cells  
682 were observed. Though differences between control and FOXO1-expressing CAR T cells were  
683 less marked in than prior to activation this analysis did reveal an enrichment of a cluster  
684 (designated cluster 2) characterized by high expression of MKI67 and a concomitant decrease  
685 in cluster 5 (**Fig. 4j**). Comparison of the gene expression profiles of FOXO1-expressing cluster  
686 2 cells and control cluster 5 cells we observed a positive enrichment for E2F target genes and  
687 glycolysis-related genes, suggesting that FOXO1-expressing CAR T cells are primed for a  
688 proliferative burst post activation (**Fig. 4l**) .

689

#### 690 **Foxo1 overexpression within CAR T cells imparts distinct epigenetic changes prior to** 691 **antigen activation.**

692 We next investigated the impact of FOXO1 expression on the epigenetic landscape of CD8<sup>+</sup>  
693 CAR T cells. FOXO1 overexpression led to dramatic changes with 3653 peaks with increased  
694 accessibility and 14335 peaks with decreased accessibility (**Fig. 5a**). In line with our  
695 observations of the impact of FOXO1 on the expression of immune checkpoints at both the  
696 protein and transcriptional level (**Fig. 4d, Supplementary Fig. 6e, h**), we observed that  
697 FOXO1 expression led to decreased accessibility at regions in proximity to the transcriptional  
698 start sites of genes encoding negative immune checkpoints such as PDCD1, ENTPD1 and

699 TIGIT (**Fig. 5b**). ChromVAR analysis revealed that regions that were significantly more  
700 accessible in FOXO1 expressing CAR T cells were enriched for motifs that included several  
701 other forkhead box family members, STAT1 and STAT3 and CTCF, a factor that has been  
702 shown to regulate CD8<sup>+</sup> T cell homeostasis through its interaction with TCF7 (69). Compared  
703 to control CAR T cells, FOXO1 overexpression strongly reduced the accessibility in regions  
704 containing motifs associated with AP-1 and NFκB subunit binding, in line with previous  
705 observations indicating that FOXO1 promotes a resting T cell state through repression of AP-  
706 1 activity (70) (**Fig. 5c**). **Indeed, FOXO1 overexpression resulted in reduced expression of**  
707 **transcription factors previously observed to be upregulated in exhausted CAR T cells (71),**  
708 **including members of the AP-1 family such as IRF8 and FOSB (Fig. 5d).** In line with our  
709 hypothesis that FOXO1 expression imparts a phenotype akin to IL-15 cultured cells, there was  
710 a clear correlation for motif accessibility between IL-15 cultured and FOXO1 expressing CAR  
711 T cells (**Fig. 5e**). Although FOXO1 implemented epigenetic changes consistent with  
712 reprogramming to a more stem-like phenotype, it did not prevent the acquisition of an effector-  
713 like epigenetic landscape post activation (**Fig. 5f**). Indeed, after stimulation through the CAR,  
714 FOXO1 overexpressing CAR T cells exhibited only 2533 sites with increased accessibility and  
715 5217 with decreased accessibility relative to control CAR T cells, a decrease of ~30% and 65%  
716 respectively compared to prestimulated samples (**Fig. 5g**). The sites that exhibited reduced  
717 accessibility in resting FOXO1 expressing CAR T cells but not activated FOXO1 expressing  
718 CAR T cells (relative to control CAR T counterparts) were enriched in the promoter regions of  
719 genes at less than 1kb from the transcriptional start site (**Fig 5h**). Thus, accessibility to key  
720 effector genes such as IFNG, TNF and IL2 were similar in control and FOXO1 expressing cells  
721 after activation (**Fig. 5b**) and the decreased accessibility of sites of BATF:AP-1 motifs  
722 observed in resting FOXO1 expressing CAR T cells was no longer apparent after activation  
723 (**Fig. 5c**). Importantly, and consistent with our functional data, this suggests that WT FOXO1  
724 expression promotes a stem like phenotype, but does not preclude epigenomic reprogramming  
725 required for T cell activation. Taken together, these *in vitro* observations highlighted the  
726 potential for FOXO1 overexpression to enhance the activity of human CAR T cells and led us  
727 to investigate this in the context of treatment of solid tumors.

728

### 729 **FOXO1 expressing human CAR T cells exhibited improved anti-tumor efficacy.**

730

731 To assess the *in vivo* efficacy of human FOXO1 expressing CAR T cells we evaluated their  
732 ability to control tumor growth in a human ovarian cancer model. **To compare the impact of**

733 TCF7, ID3 and FOXO1 overexpression *in vivo* we treated OVCAR-3 tumor bearing mice with  
734 CAR T cells expressing each transcription factor. Strikingly, FOXO1 was the only transcription  
735 factor that enhanced CAR T cell efficacy as indicated by a significant decrease in tumor weight  
736 (Fig. 6a), which was associated with a significant increase in the number of CD8<sup>+</sup> and CD4<sup>+</sup>  
737 CAR T cells in the blood and spleen of treated mice (Fig. 6b-c). Indeed, overexpression of  
738 FOXO1 significantly enhanced control of tumor growth relative to control CAR T cells (Fig.  
739 6d, Supplementary Fig. 10a). Analysis of tumor-infiltrating CAR T cells revealed that  
740 FOXO1 overexpression significantly increased the proportion of CD8<sup>+</sup> and CD4<sup>+</sup> CAR T cells  
741 in the tumors of treated mice at day 12 post-treatment (Fig. 6e). In both tumors and spleens  
742 WT FOXO1 overexpressing CD8<sup>+</sup> CAR T cells exhibited a less differentiated phenotype (Fig.  
743 6f-g). Tumor-infiltrating FOXO1 overexpressing CD8<sup>+</sup> CAR T cells also exhibited reduced  
744 expression of the exhaustion markers PD-1 and TIM3 relative to control CAR T cells but  
745 exhibited a similar proliferative capacity as indicated by Ki-67 expression (Fig. 6h,  
746 Supplementary Fig. 10b). Notably, these phenotypic differences were not observed following  
747 TCF7 overexpression, confirming the enhanced capacity of FOXO1 to favorably modulate  
748 CAR T cell phenotype and function (Supplementary Fig. 10c-d). Enhanced infiltration of WT  
749 FOXO1 overexpressing CAR T cells was also observed at day 7 post-treatment, when control  
750 CAR T cells were almost absent from the tumor site (Supplementary Fig. 10e). This was  
751 despite the fact that the frequency of FOXO1-expressing CAR T cells was not increased in the  
752 spleen at this timepoint, inferring that FOXO1-expressing CAR T cells had an advantage to  
753 traffic to the tumor site (Supplementary Fig. 10f). Analysis of serum from mice treated with  
754 control and FOXO1-expressing CAR T cells indicated no significant changes in the levels of  
755 enzymes associated with liver and kidney function (Supplementary Fig. 10g), or cytokines  
756 associated with cytokine release syndrome (Supplementary Fig. 10h). Moreover, treated mice  
757 elicited no significant changes in body weight during therapy supporting the safety of this  
758 approach (Supplementary Fig. 10i). Finally, we evaluated this approach in the context of  
759 patient-derived CAR T cells using T cells derived from the initial apheresis product derived  
760 from six solid cancer patients who underwent anti-Lewis Y CAR T cell therapy. FOXO1  
761 overexpression resulted in an increased population of CD45RA<sup>+</sup>CD62L<sup>+</sup> stem-like T cells and  
762 reduced expression of TIM3 and CD39 (Fig. 6i-j). Consistent with healthy donor derived CAR  
763 T cells, overexpression of FOXO1 in patient-derived CAR T cells led to a significantly  
764 enhanced maximal respiratory rate and spare respiratory capacity (Fig. 6k). To confirm that  
765 FOXO1 overexpression could modify CAR T cell phenotype and function *in vivo*, we treated  
766 OVCAR-3 tumor bearing mice with CAR T cells derived from 2 individual patients. In both

767 cases, FOXO1 expression in patient-derived CAR T cells significantly enhanced the numbers  
768 of CAR T cells in both the spleens and tumors of treated mice (**Fig. 6l**). Importantly, these  
769 CAR T cells also exhibited an increased proportion of CD45RA<sup>+</sup>CD62L<sup>+</sup> “stem like”  
770 phenotype in the spleen (**Fig. 6m**) and a less exhausted phenotype in the tumors characterized  
771 by reduced expression of PD-1 and TIM-3 (**Fig. 6n**), indicating that that FOXO1  
772 overexpression can similarly modulate patient derived CAR T cells towards a less  
773 differentiated state.

## 774 Discussion

775 CAR T cells are now established as an effective therapy for the treatment of a number of  
776 hematological malignancies. Patient responses in these indications is correlated with a CAR T  
777 cell product with a less differentiated phenotype and an ability to achieve long-term  
778 persistence, providing long-term anti-tumor effects and protection (19, 66). However,  
779 challenges remain in the solid tumor context including CAR T cell exhaustion, terminal  
780 differentiation and an immunosuppressive tumor microenvironment that limits CAR T cell  
781 effector functions and metabolic dysfunction. A number of approaches to address these  
782 challenges are in pre-clinical and clinical development including combining CAR T cell  
783 therapy with immune checkpoint blockade, agonistic co-stimulatory antibodies and  
784 antagonism of suppression pathways (72). Furthermore, a number of studies have explored  
785 mechanisms to enable CAR T cells to adopt less differentiated phenotypes such as the use of  
786 the homeostatic cytokine IL-15 or small molecule inhibitors e.g. AKT inhibitors (73), PI3Ki  
787 (NCT03274219), or epigenetic modifiers e.g. JQ1 (22) to maintain CAR T cells in culture prior  
788 to transfer. Notably, AKT inhibition was shown to enhance the localization of FOXO1 to the  
789 nucleus and result in the upregulation of FOXO1 target genes. However, whilst small molecule  
790 inhibitors such as AKTi can be applied easily to CAR T cells in culture, the disadvantage for  
791 such approaches is that the effect on phenotype is transient such that once the CAR T cells are  
792 infused into the patient the CAR T cells differentiate and exhaust in a normal manner.  
793 Therefore, a gene engineering approach to improve CAR T cell resistance to exhaustion may  
794 be preferable. Although many genetic engineering approaches have been tested to enhance  
795 CAR T cell function, notably including the overexpression of the AP-1 factor c-Jun, there are  
796 few approaches that have sought to modulate CAR T cell metabolic activity (6, 20, 24, 74). In  
797 this study, we set out to identify transcriptional regulators that are central to the less  
798 differentiated and improved metabolic fitness of IL-15 preconditioned CAR T cells.  
799 Transcriptional regulator candidates were subsequently tested in a syngeneic  
800 immunocompetent setting against a solid tumor antigen. Foxo1 stood out as a major candidate  
801 of interest based on the significant enrichment of FOXO1 target genes in IL-15 cultured CAR  
802 T cells (48, 49). We therefore selected Foxo1-ADA as a primary candidate, which was  
803 benchmarked against Tcf7, Id3 and c-Jun overexpressing CAR T cells. Tcf7, Id3 and Foxo1  
804 each contribute to T cell memory formation and generation of less differentiated T cell  
805 phenotypes (2, 47, 75). Such factors also promote T cell activity in chronic stimulation settings  
806 and contribute to the formation of precursor to exhausted T cells (T<sub>PEX</sub>) that provide the  
807 proliferative burst of T cells in responses to immune checkpoint blockade (7, 48, 49, 76-78).

808

809 In line with our hypothesis, overexpression of these transcriptional regulators enhanced murine  
810 CAR T cell polyfunctionality as indicated by increased secretion of inflammatory cytokines  
811 and expression of GzmB. Notably, Foxo1-ADA was the most effective transcription factor at  
812 eliciting these phenotypes *in vivo*. Furthermore, despite enhanced, effector-like functions, CAR  
813 T cells overexpressing Foxo1-ADA maintained enhanced survival relative to control CAR T  
814 cells and retained a population of less differentiated CD62L<sup>+</sup>Ly108<sup>+</sup> cells. Importantly, this  
815 indicates that increased cytokine production was not at the expense of less-differentiated cells,  
816 which would be detrimental to long-term persistence of CAR T cells.

817

818 Our *in vivo* therapeutic data demonstrated that Foxo1-ADA overexpression could significantly  
819 enhance CAR T cell mediated tumor regression in both the E0771-Her2 mammary fat pad  
820 model and subcutaneous MC38-Her2 colon carcinoma model. We concurrently observed that  
821 intratumoral Foxo1-ADA and Tcf7 overexpressing CAR T cells maintained higher frequencies  
822 of cells with a high mitochondrial mass and a functional mitochondrial membrane potential.  
823 Such a phenotype is important in supporting CAR T cell polyfunctionality and persistence and  
824 may have contributed to the production of IFN $\gamma$  and TNF positive CAR T cells we observed  
825 intratumorally (17-19, 79).

826

827 Interestingly, we observed increased CAR T cell numbers within the dLNs of treated mice  
828 when overexpressing Foxo1-ADA or other memory associated transcriptional regulators. This  
829 is consistent with the roles of Foxo1, Tcf7 and Id3 in the formation of lymphoid tissue resident  
830 and circulating memory T cells. Thus, the promotion of less differentiated phenotypes may  
831 have enabled CAR T cells to traffic and localize to tumor dLNs (6, 46, 47, 52). This observation  
832 was particularly striking as control CAR T cells had little to no tumor dLN localization. Lymph  
833 node residency of Foxo1-ADA CAR T cells correlated to the increased frequency of IFN $\gamma$  and  
834 TNF positive intratumoral CAR T cells, suggesting that lymph node residency may play a  
835 previously unappreciated role in maintaining CAR T cell polyfunctionality. This is of interest  
836 due to recent data indicating that the dLN is a key site for the maintenance of precursor  
837 exhausted T cells and response to immune checkpoint blockade (80). Moreover, the draining  
838 lymph nodes were identified as a key site in the mechanism by which an mRNA vaccine  
839 strategy enhanced CAR T cell responses (81). It therefore follows that a lack of lymph node  
840 residence observed for control CAR T cells may contribute to their dysfunction in solid tumor  
841 setting and that engineering strategies that result in draining lymph node residency may lead to

842 improved CAR T functionality. Whilst lymph node residency may have contributed to the  
843 improved metabolic phenotype of Foxo1-ADA expressing CAR T cells *in vivo*, there are  
844 clearly cell autonomous effects of FOXO1 overexpression since RNA-sequencing on control  
845 and Foxo1-ADA overexpressing CAR T cells *in vitro* revealed an enrichment of oxidative  
846 phosphorylation related genes, and decreased expression of glycolytic enzymes, prior to  
847 activation. This was further supported by Seahorse analysis of human FOXO1 overexpressing  
848 CAR T cells that revealed a significantly enhanced basal and maximal respiratory capacity,  
849 consistent with our *in vivo* flow analyses of Foxo1-ADA expressing murine CAR T cells.

850

851 To demonstrate the feasibility of translating our findings to a clinical context, we overexpressed  
852 a FOXO1-ADA human analogue in human LeY directed second generation CAR T cells.  
853 Consistent with our murine data, we observed that human CAR T cells overexpressing  
854 FOXO1-ADA appeared significantly less differentiated relative to control CAR T cells as  
855 indicated by an upregulation of the memory marker CD62L and downregulation of the terminal  
856 differentiation marker LAG3. However, unlike with murine CAR T cells, FOXO1-ADA  
857 expression significantly prevented the acquisition of effector functions in CAR T cells  
858 following recognition of their target antigen, almost completely abrogating their production of  
859 proinflammatory cytokines. The reasons for these species differences are not fully known but  
860 could potentially be related to differences in FOXO1 expression levels. In the human CAR T  
861 cell system, we used the EF1 $\alpha$  promoter system to drive FOXO1(ADA) expression, **which led**  
862 **to higher levels of overexpression than in the murine CAR T cell system. Indeed, whilst wild**  
863 **type FOXO1 was able to promote the emergence of a less differentiated CD45RA<sup>+</sup>CD62L<sup>+</sup>**  
864 **phenotype when expressed at high levels by the EF1 $\alpha$  promoter, this effect was not observed**  
865 **when using the weaker CMV promoter.** These data highlight the importance of the strength of  
866 transcription factor expression. Whilst expression of FOXO1-ADA prevented human CAR T  
867 cells from acquiring effector functionality such as cytokine production, overexpression of WT  
868 FOXO1 appeared to achieve a ‘goldilocks’ situation where a less differentiated phenotype can  
869 be maintained in the steady state but robust effector cell differentiation can still be achieved  
870 once the CAR becomes activated, as reflected by the fact that the majority of epigenetic and  
871 transcriptional changes enforced by FOXO1 were reversible upon stimulation through the CAR.  
872 In this regard, wildtype FOXO1 appears to exhibit favorable metabolic characteristics given  
873 that FOXO1-expressing cells exhibit reduced expression of glycolysis related genes in the  
874 steady state but can strongly upregulate these pathways upon activation. Overexpression of  
875 wildtype FOXO1 in human CAR T cells led to significantly enhanced tumor regression in mice



876 similarly to that found with Foxo1-ADA overexpressing murine CAR T cells. This was  
877 associated with increased tumor infiltration of FOXO1 human CAR T cells and without overt  
878 signs of toxicity, supporting the safety and potential clinical applicability of this approach.  
879 **Notably, in the context of human CAR T cells we observed that FOXO1 was significantly more**  
880 **able to promote the emergence of CD45RA<sup>+</sup>CD62L<sup>+</sup> cells relative to TCF7 and ID3 and was**  
881 **the only transcription factor that enhanced the efficacy of CAR T cells in the xenograft setting.**  
882 **Further comparison between FOXO1- and TCF7- overexpressing CAR T cells revealed that**  
883 **FOXO1 was unique in its ability to favorably modulate metabolic function and was**  
884 **significantly more able to drive transcriptional changes consistent with a more persistent and**  
885 **less exhausted CAR T cell product. To further understand the mechanism underlying this,**  
886 **scRNAseq analysis was performed, which indicated that FOXO1 expression promoted the**  
887 **emergence of a sub-population of CD8<sup>+</sup>CAR T cells characterized by high expression of**  
888 **CD62L, IL7R and KLF2. This population appeared largely responsible for the gene signatures**  
889 **of reduced exhaustion/ glycolysis and also notably expressed high levels of CCR7, suggesting**  
890 **that our observations of increased lymph node residency may also be reflected in human CAR**  
891 **T cells engineered to express FOXO1.**

892

893 Whilst clinical trials assessing the use of the IL-15 signaling to generate less differentiated  
894 CAR T cells are ongoing (NCT05359211, NCT05103631, NCT04715191, NCT04377932,  
895 NCT03721068, NCT02992834), such effects are only transient and fail to provide long term  
896 protection against exhaustion once CAR T cells become chronically stimulated in the solid  
897 TME. Our study presents as a more durable approach maintaining CAR T cell fitness and  
898 persistence whilst promoting polyfunctionality and anti-tumor efficacy without evidence of  
899 toxicity. Furthermore, as our study suggests that murine Foxo1-ADA overexpressing CAR T  
900 cells are able to acquire effector functions and synergize with immune checkpoint blockade  
901 therapies including anti-PD-1, there is also a high potential for human FOXO1 overexpressing  
902 CAR T cells to synergize with these existing therapies to further enhance anti-tumor potential  
903 (82). Therefore, our study holds broad clinical potential for enhancing CAR T cell efficacy in  
904 solid cancers.

905

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907

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909 assistance in designing and performing transcriptomic and epigenetic sequencing  
910 experiments.



911

## 912 **Figure Legends**

913

### 914 **Figure 1. CAR T cells polarized with IL-15 have increased expression of Foxo1**

915 **a**, Murine anti-Her2 CD8<sup>+</sup> CAR T cell expression of CD44 and CD62L following  
916 preconditioning with IL-2 and IL-7 or IL-15 and IL-7. **b**, CAR T cell numbers from tumors  
917 and spleens of E0771-Her2 tumor bearing mice at day 9 post treatment following  
918 preconditioning with indicated cytokines. **c-e**, Heatmaps and MA-plot of indicated  
919 transcriptional regulators or glycolytic enzymes in CD8<sup>+</sup>CD62L<sup>+</sup> CAR T cells cultured *in vitro*  
920 with indicated cytokines at day 6 post transduction. **f-g**. Gene set enrichment analyses of CAR  
921 T cells from **c**. relative to the CHEA dataset (**f**) and *in silico* predicted FOXO1 target genes (**g**;  
922 FOXO\_01; [https://www.gsea-msigdb.org/gsea/msigdb/cards/FOXO1\\_01.html](https://www.gsea-msigdb.org/gsea/msigdb/cards/FOXO1_01.html)). **h-j**. CD8<sup>+</sup>  
923 CAR T cells treated as per **c**. were analyzed by ATAC-Seq. **h-i**, Homer analysis of motif  
924 enrichment in differentially accessible peaks. The top 50 most significantly enriched motifs in  
925 IL-15 conditioned CAR T cells are plotted relative to the percentage of target sequence and  
926 average expression in IL-15 cultured CD8<sup>+</sup>CD62L<sup>+</sup> CAR T cells. **j**, ChromVar analysis of cells  
927 from **h**. Mean deviation score was calculated for the following subsets of CD8<sup>+</sup> CAR T cells;  
928 cultured in either IL-2 and IL-7 or IL-7 and IL-15; CD62L<sup>+</sup>CD44<sup>+</sup>, CD62L<sup>+</sup>CD44<sup>low</sup>, CD62L<sup>-</sup>  
929 CD44<sup>+</sup>. The delta mean deviation score for the CD62L<sup>+</sup>CD44<sup>+</sup> subset cultured in IL-2/IL-7 or  
930 IL-7/IL-15 is shown for the top 10 ranking transcription factors in each direction. **k-l**. anti-  
931 Her2 CAR T cells were CRISPR/Cas9-edited to target *Foxo1*. At day 5 post transduction CD8<sup>+</sup>  
932 CAR T cells were phenotyped for expression of CD62L and Tcf1 in steady state (**k**) or serially  
933 cocultured with E0771-Her2 tumor cells for 3 consecutive days and expression of indicated  
934 markers determined (**l-m**). **a** and **k-m** representative of >3 independent experiments, data  
935 points indicate biological triplicates, **b**, n= 7 mice per group. Bars represent mean ± s.e.m,  
936 (\*\*p<0.01). **c-j** Samples indicative of biological duplicates.

937

### 938 **Figure 2. Foxo1-ADA overexpression enhances CAR T cell survival, polyfunctionality** 939 **and therapeutic activity**

940 **a**, Schematic of tumor cell coculture assay. **b**, IFN $\gamma$  and TNF production following each round  
941 of E0771-Her2 tumor cell stimulation with CAR T cells modified via overexpression of  
942 indicated transcription factors. **c**. Paired analyses of n = 4 repeat experiments setup as per **b**.  
943 **d-e**, Expression of Granzyme B in CAR T cells following 72 hours of coculture. **f**, Number of  
944 total or CD62L<sup>+</sup>Ly108<sup>+</sup> CD8<sup>+</sup> CAR T cells. Bars represent mean ± SD of triplicate samples

945 from a representative experiment of  $n = 3$ . Histogram overlays concatenated from biological  
946 replicates. **g**, schematic for *in vivo* experiments, **h-i** Treatment of subcutaneous MC38-Her2 or  
947 mammary fat pad E0771-Her2 tumors. Tumors were established in mice for 5 to 7 days, prior  
948 to treatment with two doses of  $1 \times 10^7$  indicated CAR T cells administered on subsequent days.  
949 **b**, and **e-f** one-way ANOVA, representative of at least 3 independent experiments. **c**, paired  
950 Student's T test, (\*\* $p < 0.01$ , \*\*\* $p < 0.001$ , \*\*\*\* $p < 0.0001$ ). **h-i**, Tumor growth represented  
951 as mean tumor size from  $n = 15-18$  mice per group  $\pm$  SEM from 3 pooled experiments. Two-  
952 way ANOVA. (\*\* $p < 0.01$ , \*\*\*\* $p < 0.0001$ ).

953

954 **Figure 3. Foxo1-ADA overexpression enhances *in vivo* polyfunctionality and metabolic**  
955 **fitness**

956 **a-d**, Flow cytometry analysis of tumor infiltrating CAR T cells from mice bearing E0771-Her2  
957 mammary fat pad tumors at 9-days post treatment. **a**, Frequency of tumor infiltrating  $CD8^+$   
958 CAR T cells expressing  $IFN\gamma$  and TNF. Left panel- concatenated samples from one  
959 experiment, right panel- data from individual mice. **b**, Frequency of intratumoral CAR T cells  
960 expressing 0, 1, 2 or 3 effector proteins of  $IFN\gamma$ , TNF and GzmB. **c**, MC38-Her2 tumor growth  
961 in mice treated as per **Figure 2**. Where indicated mice were co-treated with anti- $IFN\gamma$  (H22;  
962 250  $\mu$ g per mouse) at days -1, 0 and 7 post treatment. **d-e**, Mitotracker Deep Red (MDR) and  
963 Mitotracker Green (MG) staining tumor infiltrating  $CD8^+$  CAR T cells. **d**, staining of  
964 concatenated samples **e**, MDR and MG staining intensity for individual mouse replicates. **f**,  
965 Heatmap for genes in the oxidative phosphorylation Hallmark pathway  $CD8^+$  CAR T cells at  
966 72 hours post anti-CAR stimulation. **g-j**, Flow cytometry analysis of tumor, draining lymph  
967 node (dLN) on non-draining lymph node (ndLN) associated CAR T cells from mice bearing  
968 E0771-Her2 mammary fat pad tumors at 9-days post treatment. Number of total (**g**) or  
969  $CXCR3^+CD62L^+$  (**h**) tumor dLN resident  $CD8^+$  CAR T cells. **i**, Paired analysis of number of  
970 CAR T cells in the ndLN and dLN. **j**, Correlation of number of tumor dLN resident  $CD8^+$  CAR  
971 T cells to frequency of  $IFN\gamma^+TNF^+$  intratumoral  $CD8^+$  CAR T cells. **a-b**, **e-i** Bars represent  
972 mean  $\pm$  SEM from indicated number of mice pooled from 2 independent experiments, One way  
973 ANOVA. **c**. Data represents the mean  $\pm$  s.e.m of 3-5 mice per group, Two way ANOVA  
974 (\* $p < 0.05$ , \*\* $p < 0.01$ , \*\*\*\* $p < 0.0001$ ).

975

976 **Figure 4. Human CAR T cells overexpressing FOXO1 are resistant to exhaustion and**  
977 **exhibit improved metabolic fitness**

978 Anti-Lewis Y CAR T cells were generated via activation of human peripheral blood  
979 mononuclear cells (PBMCs) for 48 hours with IL-2 and OKT3 followed by lentiviral  
980 transduction, **a-d**, The impact of FOXO1, TCF7 or ID3 overexpression on CAR T cell  
981 phenotype was determined **a** and **d**, flow cytometry analysis for expression of indicated  
982 markers on CD8<sup>+</sup>CAR<sup>+</sup>T cells. **b**, Left panel as per (**a**). Right panel indicates the proportion of  
983 CD8<sup>+</sup> CAR T cells expressing a CD45RA<sup>+</sup>CD62L<sup>+</sup> phenotype. Circles, squares and triangles  
984 represent 3 individual donors. Transcription factors are color coded. **c**. Paired analysis from 12  
985 individual experiments. **e-f**, CD8<sup>+</sup> CAR T cells were analyzed by RNA-Seq before and after  
986 activation with MCF7 tumor cells. Data represented by biological triplicates. **e**, enrichment of  
987 genes associated with less differentiated T cells that correlate with improved responses to  
988 immune checkpoint blockade in FOXO1 expressing CAR T cells. Heatmap depicts the 38  
989 genes with highest differential expression in the G10 memory cluster identified by Sade-  
990 Feldmann *et al.* **f**, expression of glycolysis related genes before and after coculture with MCF7  
991 tumor cells. **g-h**, Analysis of CAR T cell oxidative consumption by Seahorse MitoStress assay  
992 following transduction with FOXO1 (**g**) or TCF7 (**h**). Data shown represents paired analysis  
993 from independent donors (top) or a representative donor (bottom). **i-l** Control or FOXO1-  
994 expressing CAR T cells were left non-stimulated or stimulated for 16 hours with MCF7 tumor  
995 cells and then analysed by scRNA-seq. **i-j** UMAP plots, cell cluster composition and density  
996 plots showing expression of indicated genes of non-stimulated (**i**) and stimulated (**j**) CD8<sup>+</sup>  
997 CAR T cells. **k**, left- Visualization of gene signatures scores (SingleCellSignature) of memory,  
998 glycolysis and exhaustion gene-sets in unstimulated CD8<sup>+</sup> T cells right- Gene set enrichment  
999 analysis for indicated pathways comparing FOXO1 expressing CAR T cells within cluster 1 to  
1000 control CAR T cells within cluster 0 (non-stimulated clusters). **l**, Gene set enrichment analysis  
1001 for indicated pathways comparing FOXO1 expressing CAR T cells within cluster 2 to control  
1002 CAR T cells within cluster 5 (stimulated clusters). Statistical significance determined by paired  
1003 T test (**c, g, h**). \* p<0.05, \*\* p<0.01, \*\*\*p<0.001, \*\*\*\* p<0.0001.

1004

1005 **Figure 5. FOXO1 overexpression induces an epigenetic landscape that promotes CAR T**  
1006 **cell stemness but does not preclude effector-like transition upon CAR T cell activation.**

1007 FOXO1 or control CAR T cells were analyzed by ATACseq 7 days post generation either in  
1008 the context of no stimulation or after 16 hour coculture with MCF7 tumor cells at a 1:1 ratio.  
1009 CD8<sup>+</sup> CAR T cells were purified by FACS sorting prior to analysis. Experiment was performed  
1010 in biological triplicates. **a**, Differential peak analysis of non-stimulated control or FOXO1-  
1011 expressing CAR T cells. **b**, IgV tracks for indicated genes in named CAR T cell groups. **c**,

1012 ChromVAR analysis of motifs (JASPAR) with increased or decreased accessibility in FOXO1-  
1013 expressing CAR T cells. Heatmap depicts the top 20 motifs in each direction for non-stimulated  
1014 cells and the same motifs after CAR activation. **d**, fold reduction in indicated transcription  
1015 factor expression following FOXO1 overexpression in CD8<sup>+</sup> CAR T cells analyzed as per Fig  
1016 4e. **e**, Correlation of motifs with upregulated by IL-15 relative to IL-2 in murine CAR T cells  
1017 as per Figure 1 and in FOXO1 overexpressing CAR T cells as determined by HOMER analysis.  
1018 **f**, PCA of ATAC-seq data for indicated CAR T cell populations. **g**, Number of peaks with  
1019 differential accessibility in FOXO1 expressing CAR T cells relative to controls before and after  
1020 stimulation **h**, Location of peaks with reduced accessibility in FOXO1-expressing T cells  
1021 relative to controls prior to stimulation (left) and after MCF7 coculture (right).

1022

### 1023 **Figure 6. FOXO1 overexpression enhances human CAR T cell efficacy**

1024 **a**. OVCAR-3 tumor weights following 13 days treatment with CAR T cells expressing  
1025 indicated transcription factor. **b-c**. Analysis of CAR T cell frequency in the blood (**b**) and  
1026 spleens (**c**) of treated mice at day 12/ 13 post treatment. **a-c**. Data represents the mean  $\pm$  SEM  
1027 of 6 or 12 mice per group. **d**. Therapeutic efficacy of anti-Lewis Y CAR T cells utilized to treat  
1028 mice bearing OVCAR-3 tumors. Data represents the mean  $\pm$  SEM of 7 mice per group from a  
1029 representative experiment of n = 2. **e-h**. Analysis of CAR T cell frequency and phenotype in  
1030 the spleens and tumors of treated mice at day 12 post treatment. Data represents the mean  $\pm$   
1031 SEM of 5 mice per group. **i**, Proportion of CD8<sup>+</sup> T cells exhibiting a CD45RA<sup>+</sup>CD62L<sup>+</sup>  
1032 phenotype in CD8<sup>+</sup> CAR T cells generated from six patients enrolled onto a CAR T cell trial.  
1033 **J**, Expression of TIM3 and CD39 on CD8<sup>+</sup> CAR T cells derived from patients. **k**. Analysis of  
1034 patient-derived CAR T cell oxidative consumption by Seahorse MitoStress assay following  
1035 transduction with FOXO1 **k**. Data shown represents paired analysis from independent donors  
1036 (left) or a representative patient (right). **l-m** Analysis of CAR T cell frequency (**l**) and  
1037 phenotype (**m**) in the spleens and tumors of mice treated with patient derived CAR T cells at  
1038 day 13 post treatment. Data represents the mean  $\pm$  SEM of 7-15 mice per group. Statistical  
1039 significance determined by one way ANOVA (**a-c**), two way ANOVA (**d**), unpaired t test (**e**,  
1040 **g, h, l, m**) or paired T test (**i, k**) \* p<0.05.

1041

### 1042 **Supplementary Figure 1. CAR T cell transduction efficiency and transgene** 1043 **overexpression**

1044 **a**, Schematic of anti-Her2 CAR with Myc binding domain and detection of this Myc tag in  
1045 CAR T cells modified with the indicated transcription factors. Representative of more than 3

1046 independent transductions. **b**, Expression of indicated transcription factors in murine  
1047 CD8<sup>+</sup>NGFR<sup>+</sup> (**b**) or human FACS sorted CAR T cells as determined by qRT-PCR. Data  
1048 presented as mean ± SD. Unpaired Student's T test (\*p<0.05, \*\*\*p <0.001, \*\*\*\*p < 0.0001).

1049

1050 **Supplementary Figure 2. Therapeutic efficacy and safety of murine CAR T cells in**  
1051 **E0771-Her2 and MC38-Her2 tumor bearing mice.**

1052 **a-b** MC38-Her2 subcutaneous tumors or **c**, E0771-Her2 mammary fat pad tumors were  
1053 established in mice for 5 to 7 days, prior to treatment with control, Tcf7, Foxo1-ADA or Id3  
1054 overexpressing CAR T cells as per **Figure 2**. Survival (**a**) and individual tumor growth curves  
1055 (**b-c**) of mice **a**, Mantel-Cox test, n = 11-12 mice per group \*, p<0.05 \*\*, p<0.01. **d-e**.  
1056 Therapeutic efficacy of control, wild-type Foxo1 (Foxo1 WT) overexpressing, Foxo1-ADA  
1057 overexpressing, c-Jun overexpressing or no CAR T cells. Data presented as mean ± SEM of n  
1058 = 4-6 mice per group. Two-way ANOVA (ns = not significant, \*p<0.05, \*\*p <0.01,  
1059 \*\*\*p<0.001). **f-h** At day 9 post treatment serum was taken from treated mice. Liver and kidney  
1060 function was assessed by levels of indicated factors and potential cytokine release syndrome  
1061 assessed through measurement of indicated cytokines. **i**, hematoxylin and eosin histology  
1062 staining was performed on brain liver and lungs of mice day 9 post treatment.

1063

1064 **Supplementary Figure 3. Phenotype of anti-Her2 CAR T cells isolated from E0771-Her2**  
1065 **expressing tumors**

1066 E0771-Her2 tumor bearing mice were treated with anti-Her2 CAR T cells and tumors analyzed  
1067 by flow cytometry at day 9 post treatment. **a**, Proportion of CD8<sup>+</sup> **b**, or CD8<sup>+</sup>Tcf1<sup>+</sup> CAR T cells  
1068 expressing Ki67. **c**, Expression of PD-1, TIM-3 and Tox in CD8<sup>+</sup> CAR T cells modified with  
1069 the indicated transcription factor. Data obtained from concatenated samples of n = 6 mice from  
1070 a representative experiment of n = 2. **d**, E0771-Her2 tumor-bearing mice were treated with  
1071 CAR T cells and a total of 4 doses of 200 µg of anti-PD-1 or 2A3 on days 0, 3, 7 and 11 post-  
1072 treatment. Data presented as mean ± SEM of n = 5-6 mice per group. Two-way ANOVA (ns =  
1073 not significant, \*p<0.05). **e**, frequency of CD8<sup>+</sup> and CD4<sup>+</sup> T cells within the NGFR<sup>+</sup> (CAR<sup>+</sup>  
1074 subset). Data represented as the mean ± SEM of n = 8-12 per group.

1075

1076 **Supplementary Figure 4. GSEA pathways in *in vitro* stimulated Foxo1-ADA**  
1077 **overexpressing CAR T cells**

1078 Foxo1-ADA and control CAR T cells were stimulated for 72 hours with an agonistic antibody  
1079 against the Her2 directed CAR prior to RNA-sequencing. Unbiased ranking of gene sets from  
1080 the Hallmark gene sets.

1081

1082 **Supplementary Figure 5. Comparison of FOXO1 WT and FOXO1-ADA in human CAR**  
1083 **T cells.**

1084 **a**, LeY-FOXO1-ADA and LeY-FOXO1 WT transgene structure. **b**, expression of indicated  
1085 markers on healthy donor derived CD8<sup>+</sup> CAR T cells 5 days post transduction. **c**, Timecourse  
1086 analysis of CD8<sup>+</sup> CAR T cell phenotypes during *in vitro* culture. **d-e**. CAR T cells were serially  
1087 coculture with OVCAR-3 tumor cells through 3 successive rounds of tumor cell addition. **d**,  
1088 Expression of CD69 following coculture. **e**, proportion of CD8<sup>+</sup> CAR T cells expressing IFN $\gamma$   
1089 and TNF in control- FOXO1-ADA or FOXO1 WT expressing CAR T cells from a  
1090 representative experiment of 3 independent donors. **f**, T cells were transduced with the anti-  
1091 Lewis Y CAR and mCherry or FOXO1 WT transgenes driven by the EF1 $\alpha$ , PGK or CMV  
1092 promoters. Representative flow cytometry showing the expression of mCherry (left) or FOXO1  
1093 (right). Numbers indicate MFI for relevant transgenes. **g-h**, Flow cytometry analysis of the  
1094 CD45RA<sup>+</sup>CD62L<sup>+</sup> profile of CD8<sup>+</sup> CAR T cells transduced with either mCherry (Ctrl),  
1095 FOXO1 WT or FOXO1-ADA driven by the indicated promoter. Representative plots (**g**) and  
1096 paired data is shown for 3 independent donors (**h**). **i**. CAR T cells were cocultured for 24 hours  
1097 with OVCAR-3 or MCF7 tumor cells and production of IFN $\gamma$  and TNF determined. Data is  
1098 represented as the mean  $\pm$  SD of triplicate cultures. **d**, Unpaired T test. **e**, One-way ANOVA,  
1099 **i**, unpaired t test. \*\*\*\*p < 0.0001.

1100

1101 **Supplementary Figure 6. Phenotype and transcriptional profile of healthy donor CAR T**  
1102 **cells following FOXO1 overexpression**

1103 Healthy donor T cells were transduced with mCherry (ctrl), FOXO1, TCF7 or ID3 and an anti-  
1104 Lewis Y CAR. **a**, paired analysis of indicated phenotypic markers in control and FOXO1  
1105 expressing CAR T cells. Statistical significance determined by paired t test \* p < 0.05. **b-f**, CAR  
1106 T cells were serially cocultured with OVCAR-3 or MCF7 tumor cells over 72 hours after which  
1107 point CAR T cell number (**b**), cytokine production (**c**) or cell surface phenotype (**d-f**) were  
1108 determined. Data represents the mean  $\pm$  SD of biological triplicates from a representative  
1109 experiment of n = 4 (**d-e**) or n = 2 (**f**). **g-l**. Gene expression of CD8<sup>+</sup> CAR T cells (**g-i**, **k**)  
1110 and CD4<sup>+</sup> CAR T cells (**j-k**) was determined by RNA-Sequencing as per **Figure 4**. Data

1111 indicative of biological triplicates.. **g**, enrichment of genes associated with less differentiated  
1112 T cells that correlate with improved responses to immune checkpoint blockade in FOXO1- but  
1113 not TCF7 expressing CAR T cells. **h-i**, Expression of indicated immune checkpoints in control,  
1114 TCF7- or FOXO1 expressing CD8<sup>+</sup> CAR T cells **j**, Expression of genes associated with  
1115 glycolysis. **k**, Volcano plot highlighting differentially expressed genes in control or FOXO1-  
1116 expressing CAR T cells prior to and after tumor cell coculture. **l**, negative enrichment of genes  
1117 associated with exhaustion in FOXO1-expressing but not TCF7-expressing CD8<sup>+</sup> CAR T  
1118 cells, gene set defined by (68) . **m**, Control or FOXO1-expressing CD8<sup>+</sup> CAR T cells were  
1119 assessed by RNA-Sequencing prior to stimulation (left), after 24 hours activation with 0.1 µg/  
1120 ml plate bound anti-Lewis Y (middle) or after 7 days recovery post stimulation with anti-Lewis  
1121 Y (right).

1122

1123 **Supplementary Figure 7. Phenotype and function of anti-Lewis Y CAR T cells following**  
1124 **CRISPR/Cas9-mediated deletion of FOXO1.**

1125 anti-Lewis Y CAR T cells deficient for FOXO1 were generated via CRISPR/Cas9 targeting.  
1126 The expression of CD62L and CD27 by CD8<sup>+</sup>CAR<sup>+</sup> T cells (**a-b**) and CD4<sup>+</sup>CAR<sup>+</sup> T cells (**c-d**)  
1127 were determined over 28 days in culture with IL-2. **b, d**, Numbers of total (left) or  
1128 CD27<sup>+</sup>CD62L<sup>+</sup> (right) CAR T cells. **e**, CAR T cells were cocultured overnight at a 1:1 ratio  
1129 with OVCAR-3 or MCF7 tumor cells for 16 hours and the production of IFN $\gamma$  or TNF  
1130 determined by CBA. Statistical significance determined by unpaired t test. \*p<0.05, \*\*p<0.01,  
1131 \*\*\*p<0.001, \*\*\*\*p<0.0001.

1132

1133 **Supplementary Figure 8. Phenotype of human CAR T cells expressing WT FOXO1**  
1134 **following repetitive stimulation cocultures.**

1135 **a**, CAR T cells were stimulated as per **Supplementary Fig. 6m**. Expression of CD45RA and  
1136 CD62L on CD8<sup>+</sup> CAR T cells is shown for a representative donor n = 3. **b**, CAR T cells were  
1137 stimulated with MCF7 Cancer cells for three weeks and the phenotype determined. Flow  
1138 cytometry plots from a representative donor of n=2.

1139

1140 **Supplementary Figure 9. scRNA-seq analysis of control and FOXO1-expressing CAR T**  
1141 **cells.**

1142 CAR T cells were either left non stimulated or cocultured with MCF7 tumor cells and analyzed  
1143 by scRNA-Seq as per **Fig. 4i. a-b**, UMAP plots, cluster composition and density plot of

1144 indicated genes shown for pooled stimulated and non-stimulated CD8<sup>+</sup> (a) and CD4<sup>+</sup> (b) CAR  
1145 T cells. c-d, Heatmap indicating the expression of the top 10 differentially expressed genes in  
1146 each (c) CD8<sup>+</sup> and (d) CD4<sup>+</sup> cluster.

1147

1148 **Supplementary Figure 10. Phenotype and safety of FOXO1-expressing ant-Lewis Y CAR**  
1149 **T cells *in vivo***

1150 OVCAR tumor bearing mice were treated with control, FOXO1- or TCF7-expressing CAR T  
1151 cells. a. Individual tumor growth curves for mice treated in **Fig. 6d**. b, Analysis of expression  
1152 of Ki-67 by CD8<sup>+</sup> CAR T cells in the tumors of treated mice at day 12. c-d, Expression of PD-  
1153 1 and TIM3 in the tumor and CD45RA and CD62L in the spleens of treated mice at day 12  
1154 post treatment. c, representative FACS staining from concatenated samples. d, data represented  
1155 as the mean ± SEM of n = 6 or 12 per group. e, f, Analysis of CAR T cell frequency in the  
1156 tumors (e) and spleens (f) of treated mice at day 7 post treatment. g, analysis of enzyme  
1157 concentrations and g, cytokines within the sera of treated mice at day 12 post treatment. h,  
1158 body weight of mice at day 19, experimental endpoint of **Figure 4d**. Statistics determined by  
1159 one way ANOVA (c) or unpaired t test (e-f) \*p<0.05, \*\*\*\*p<0.0001.

1160

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# Figures

Fig. 1

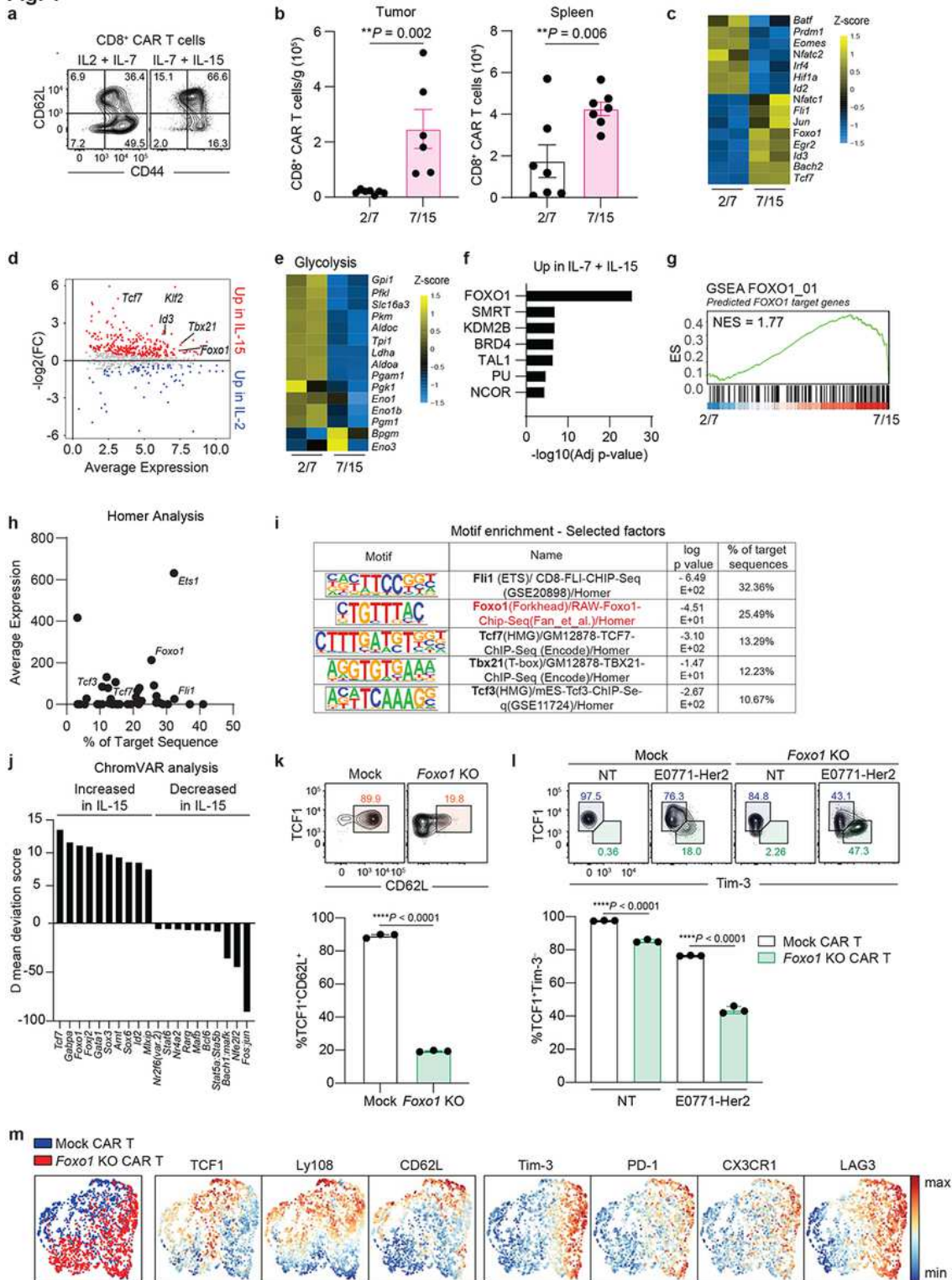
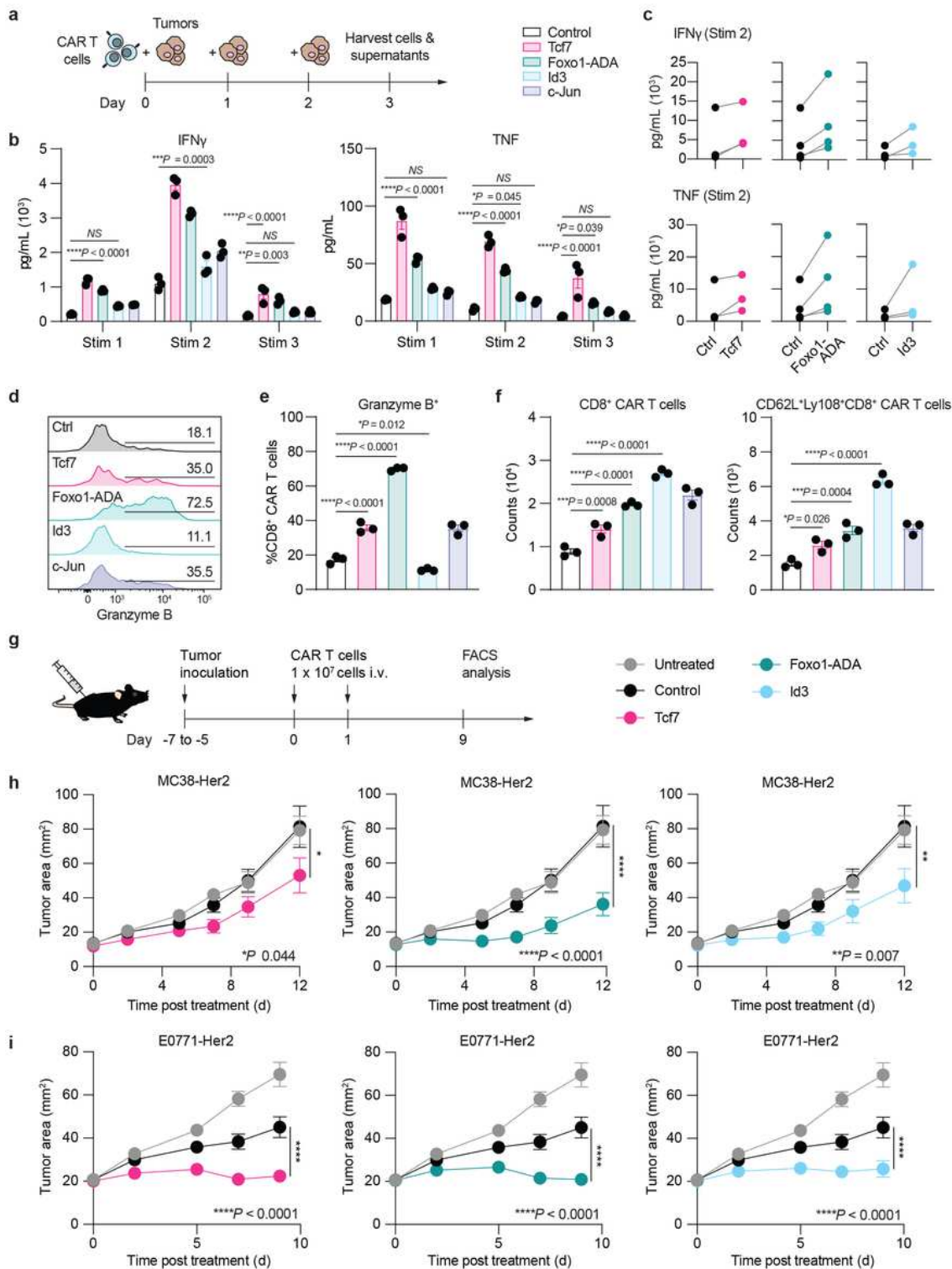


Figure 1

CAR T cells polarized with IL-15 have increased expression of Foxo1

a, Murine anti-Her2 CD8+ CAR T cell expression of CD44 and CD62L following preconditioning with IL-2 and IL-7 or IL-15 and IL-7. b, CAR T cell numbers from tumors and spleens of E0771-Her2 tumor bearing mice at day 9 post treatment following preconditioning with indicated cytokines. c-e, Heatmaps and MA-plot of indicated transcriptional regulators or glycolytic enzymes in CD8+CD62L+ CAR T cells cultured in vitro with indicated cytokines at day 6 post transduction. f-g. Gene set enrichment analyses of CAR T cells from c. relative to the CHEA dataset (f) and in silico predicted FOXO1 target genes (g; FOXO\_01; [https://www.gsea-msigdb.org/gsea/msigdb/cards/FOXO1\\_01.html](https://www.gsea-msigdb.org/gsea/msigdb/cards/FOXO1_01.html)). h-j. CD8+ CAR T cells treated as per c. were analyzed by ATAC-Seq. h-i, Homer analysis of motif enrichment in differentially accessible peaks. The top 50 most significantly enriched motifs in IL-15 conditioned CAR T cells are plotted relative to the percentage of target sequence and average expression in IL-15 cultured CD8+CD62L+ CAR T cells. j, ChromVar analysis of cells from h. Mean deviation score was calculated for the following subsets of CD8+ CAR T cells; cultured in either IL-2 and IL-7 or IL-7 and IL-15; CD62L+CD44+, CD62L+CD44low, CD62L-CD44+. The delta mean deviation score for the CD62L+CD44+ subset cultured in IL-2/IL-7 or IL-7/IL-15 is shown for the top 10 ranking transcription factors in each direction. k-l. anti-Her2 CAR T cells were CRISPR/Cas9-edited to target Foxo1. At day 5 post transduction CD8+ CAR T cells were phenotyped for expression of CD62L and Tcf1 in steady state (k) or serially cocultured with E0771-Her2 tumor cells for 3 consecutive days and expression of indicated markers determined (l-m). a and k-m representative of >3 independent experiments, data points indicate biological triplicates, b, n= 7 mice per group. Bars represent mean  $\pm$  s.e.m, (\*\*p<0.01). c-j Samples indicative of biological duplicates.



**Fig. 2****Figure 2**

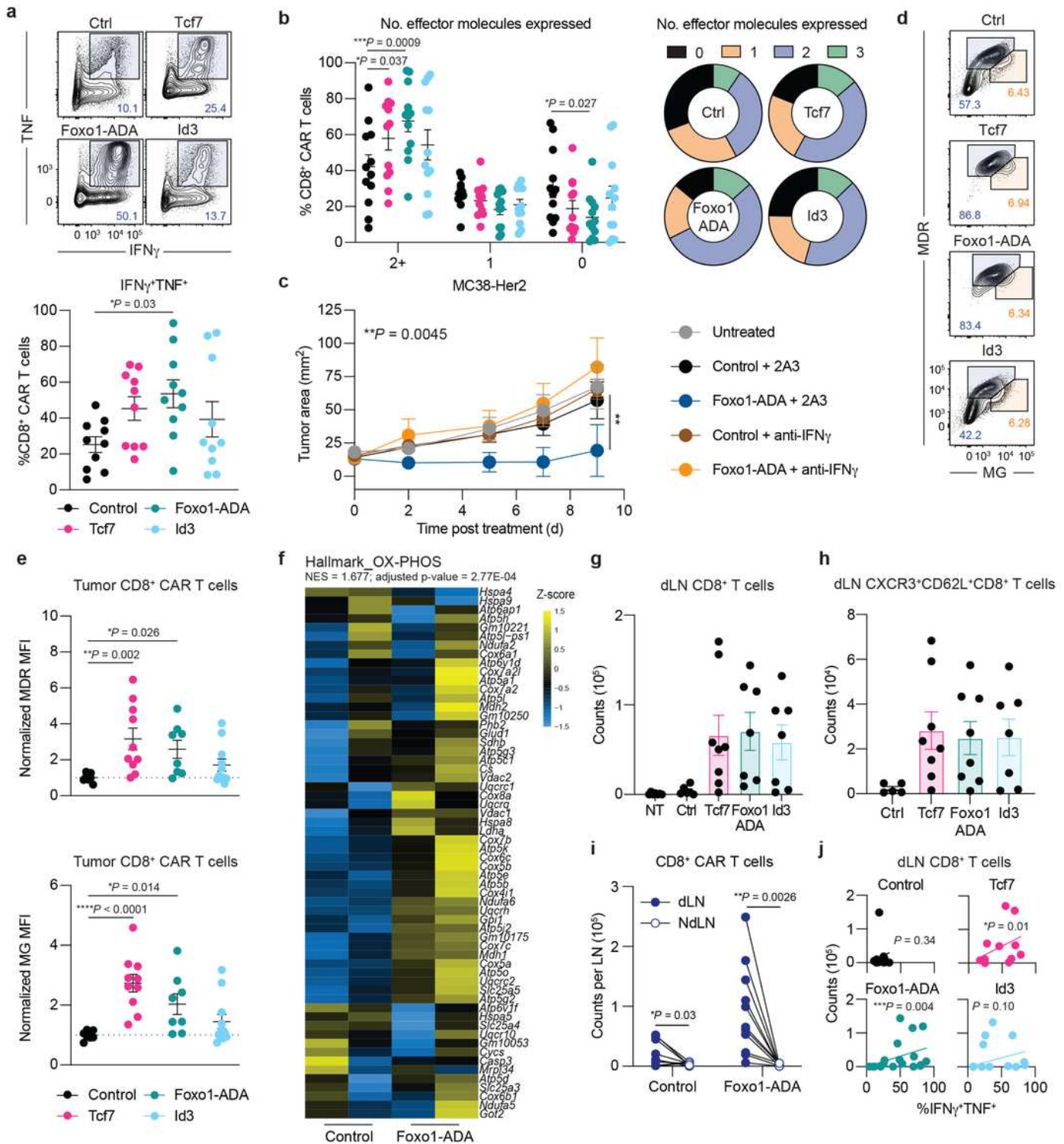
Foxo1-ADA overexpression enhances CAR T cell survival, polyfunctionality 938 and therapeutic activity

a, Schematic of tumor cell coculture assay. b, IFN $\gamma$  and TNF production following each round of E0771-Her2 tumor cell stimulation with CAR T cells modified via overexpression of indicated transcription factors. c, Paired analyses of  $n = 4$  repeat experiments setup as per b. d-e, Expression of Granzyme B in



CAR T cells following 72 hours of coculture. f, Number of total or CD62L+Ly108+ CD8+ CAR T cells. Bars represent mean  $\pm$  SD of triplicate samples from a representative experiment of n = 3. Histogram overlays concatenated from biological replicates. g, schematic for in vivo experiments, h-i Treatment of subcutaneous MC38-Her2 or mammary fat pad E0771-Her2 tumors. Tumors were established in mice for 5 to 7 days, prior to treatment with two doses of  $1 \times 10^7$  indicated CAR T cells administered on subsequent days. b, and e-f one-way ANOVA, representative of at least 3 independent experiments. c, paired Student's T test, (\*\*p < 0.01, \*\*\*p < 0.001, \*\*\*\*p < 0.0001). h-i, Tumor growth represented as mean tumor size from n = 15-18 mice per group  $\pm$  SEM from 3 pooled experiments. Two-way ANOVA. (\*\*p < 0.01, \*\*\*\*p < 0.0001).

**Fig. 3**

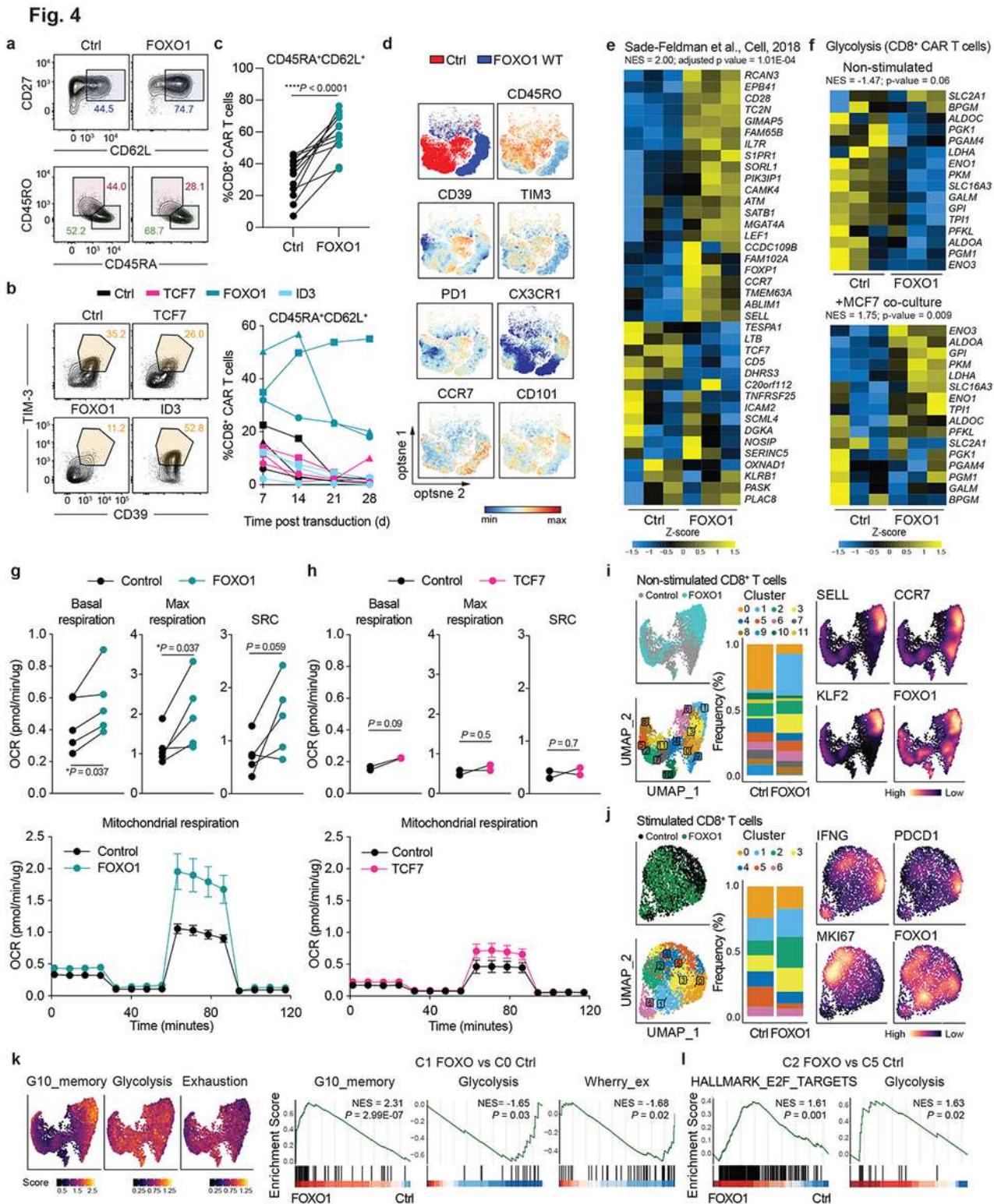


**Figure 3**

Foxo1-ADA overexpression enhances in vivo polyfunctionality and metabolic fitness

a-d, Flow cytometry analysis of tumor infiltrating CAR T cells from mice bearing E0771-Her2 mammary fat pad tumors at 9-days post treatment. a, Frequency of tumor infiltrating CD8<sup>+</sup> CAR T cells expressing IFN<sub>γ</sub> and TNF. Left panel- concatenated samples from one experiment, right panel- data from individual

mice. b, Frequency of intratumoral CAR T cells expressing 0, 1, 2 or 3 effector proteins of IFN $\gamma$ , TNF and GzmB. c, MC38-Her2 tumor growth in mice treated as per Figure 2. Where indicated mice were co-treated with anti-IFN $\gamma$  (H22; 250  $\mu$ g per mouse) at days -1, 0 and 7 post treatment. d-e, Mitotracker Deep Red (MDR) and Mitotracker Green (MG) staining tumor infiltrating CD8+ CAR T cells. d, staining of concatenated samples e, MDR and MG staining intensity for individual mouse replicates. f, Heatmap for genes in the oxidative phosphorylation Hallmark pathway CD8+ CAR T cells at 72 hours post anti-CAR stimulation. g-j, Flow cytometry analysis of tumor, draining lymph node (dLN) on non-draining lymph node (ndLN) associated CAR T cells from mice bearing E0771-Her2 mammary fat pad tumors at 9-days post treatment. Number of total (g) or CXCR3+CD62L+ (h) tumor dLN resident CD8- CAR T cells. i, Paired analysis of number of CAR T cells in the ndLN and dLN. j, Correlation of number of tumor dLN resident CD8+ CAR T cells to frequency of IFN $\gamma$ +TNF+ intratumoral CD8+ CAR T cells. a-b, e-i Bars represent mean  $\pm$  SEM from indicated number of mice pooled from 2 independent experiments, One way ANOVA. c. Data represents the mean  $\pm$  s.e.m of 3-5 mice per group, Two way ANOVA (\*p<0.05, \*\*p <0.01, \*\*\*\*p < 0.0001).



**Figure 4**

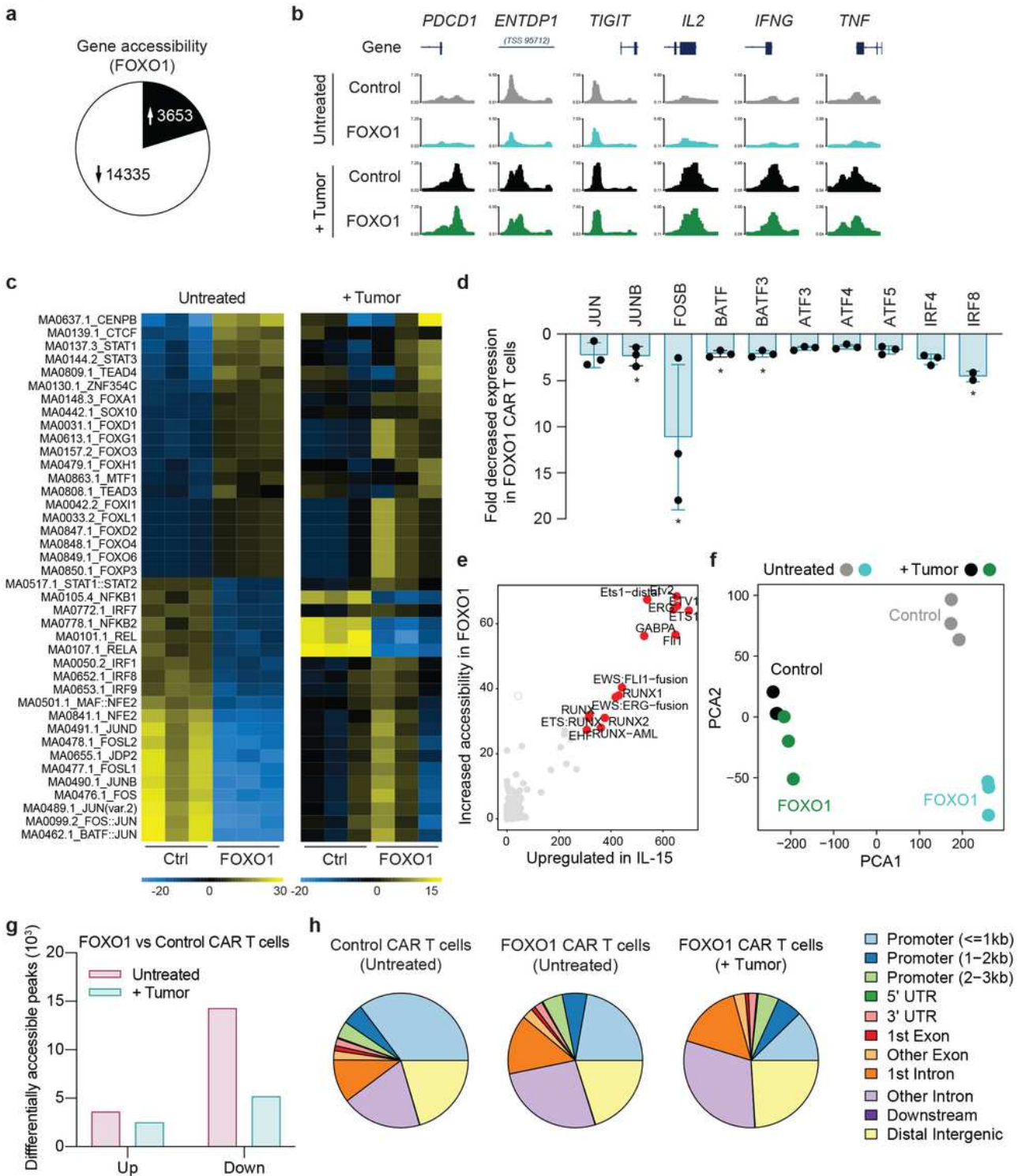
Human CAR T cells overexpressing FOXO1 are resistant to exhaustion and 976 exhibit improved metabolic fitness

Anti-Lewis Y CAR T cells were generated via activation of human peripheral blood mononuclear cells (PBMCs) for 48 hours with IL-2 and OKT3 followed by lentiviral transduction, a-d, The impact of FOXO1,

TCF7 or ID3 overexpression on CAR T cell phenotype was determined a and d, flow cytometry analysis for expression of indicated markers on CD8+CAR+ T cells. b, Left panel as per (a). Right panel indicates the proportion of CD8+ CAR T cells expressing a CD45RA+CD62L+ phenotype. Circles, squares and triangles represent 3 individual donors. Transcription factors are color coded. c. Paired analysis from 12 individual experiments. e-f, CD8+ CAR T cells were analyzed by RNA-Seq before and after activation with MCF7 tumor cells. Data represented by biological triplicates. e, enrichment of genes associated with less differentiated T cells that correlate with improved responses to immune checkpoint blockade in FOXO1 expressing CAR T cells. Heatmap depicts the 38 genes with highest differential expression in the G10 memory cluster identified by Sade-Feldmann et al. f, expression of glycolysis related genes before and after coculture with MCF7 tumor cells. g-h, Analysis of CAR T cell oxidative consumption by Seahorse MitoStress assay following transduction with FOXO1 (g) or TCF7 (h). Data shown represents paired analysis from independent donors (top) or a representative donor (bottom). i-l Control or FOXO1-expressing CAR T cells were left non-stimulated or stimulated for 16 hours with MCF7 tumor cells and then analysed by scRNA-seq. i-j UMAP plots, cell cluster composition and density plots showing expression of indicated genes of non-stimulated (i) and stimulated (j) CD8+ CAR T cells. k, left- Visualization of gene signatures scores (SingleCellSignature) of memory, glycolysis and exhaustion gene sets in unstimulated CD8+ T cells right- Gene set enrichment analysis for indicated pathways comparing FOXO1 expressing CAR T cells within cluster 1 to control CAR T cells within cluster 0 (non-stimulated clusters). l, Gene set enrichment analysis for indicated pathways comparing FOXO1 expressing CAR T cells within cluster 2 to control CAR T cells within cluster 5 (stimulated clusters). Statistical significance determined by paired T test (c, g, h). \*  $p < 0.05$ , \*\*  $p < 0.01$ , \*\*\*  $p < 0.001$ , \*\*\*\*  $p < 0.0001$ .



**Fig. 5**

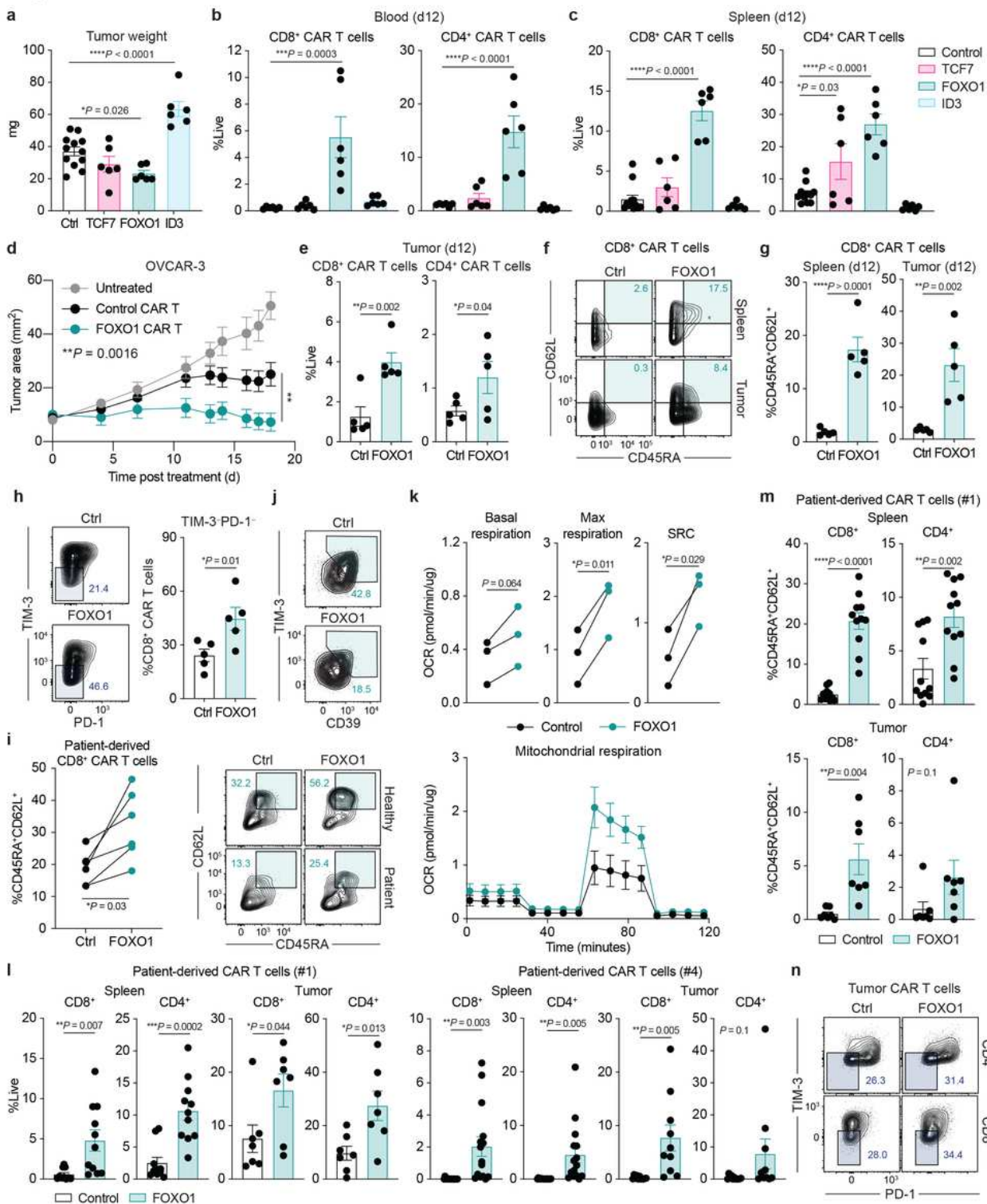


**Figure 5**

FOXO1 overexpression induces an epigenetic landscape that promotes CAR T cell stemness but does not preclude effector-like transition upon CAR T cell activation.

FOXO1 or control CAR T cells were analyzed by ATACseq 7 days post generation either in the context of no stimulation or after 16 hour coculture with MCF7 tumor cells at a 1:1 ratio. CD8+ CAR T cells were

purified by FACS sorting prior to analysis. Experiment was performed in biological triplicates. a, Differential peak analysis of non-stimulated control or FOXO1-expressing CAR T cells. b, IgV tracks for indicated genes in named CAR T cell groups. c, ChromVAR analysis of motifs (JASPAR) with increased or decreased accessibility in FOXO1-expressing CAR T cells. Heatmap depicts the top 20 motifs in each direction for non-stimulated cells and the same motifs after CAR activation. d, fold reduction in indicated transcription factor expression following FOXO1 overexpression in CD8+ CAR T cells analyzed as per Fig 4e. e, Correlation of motifs with upregulated by IL-15 relative to IL-2 in murine CAR T cells as per Figure 1 and in FOXO1 overexpressing CAR T cells as determined by HOMER analysis. f, PCA of ATAC-seq data for indicated CAR T cell populations. g, Number of peaks with differential accessibility in FOXO1 expressing CAR T cells relative to controls before and after stimulation h, Location of peaks with reduced accessibility in FOXO1-expressing T cells relative to controls prior to stimulation (left) and after MCF7 coculture (right).

**Fig. 6****Figure 6**

FOXO1 overexpression enhances human CAR T cell efficacy

a. OVCAR-3 tumor weights following 13 days treatment with CAR T cells expressing indicated transcription factor. b-c. Analysis of CAR T cell frequency in the blood (b) and spleens (c) of treated mice at day 12/ 13 post treatment. a-c. Data represents the mean  $\pm$  SEM of 6 or 12 mice per group. d.



Therapeutic efficacy of anti-Lewis Y CAR T cells utilized to treat mice bearing OVCAR-3 tumors. Data represents the mean  $\pm$  SEM of 7 mice per group from a representative experiment of n = 2. e-h. Analysis of CAR T cell frequency and phenotype in the spleens and tumors of treated mice at day 12 post treatment. Data represents the mean  $\pm$  SEM of 5 mice per group. i, Proportion of CD8+ T cells exhibiting a CD45RA+CD62L+ phenotype in CD8+ CAR T cells generated from six patients enrolled onto a CAR T cell trial. J, Expression of TIM3 and CD39 on CD8+ CAR T cells derived from patients. k. Analysis of patient-derived CAR T cell oxidative consumption by Seahorse MitoStress assay following transduction with FOXO1 k. Data shown represents paired analysis from independent donors (left) or a representative patient (right). l-m Analysis of CAR T cell frequency (l) and phenotype (m) in the spleens and tumors of mice treated with patient derived CAR T cells at day 13 post treatment. Data represents the mean  $\pm$  SEM of 7-15 mice per group. Statistical significance determined by one way ANOVA (a-c), two way ANOVA (d), unpaired t test (e, g, h, l, m) or paired T test (i, k) \* p<0.05.

## Supplementary Files

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