

Adaptimmune Therapeutics PLC
Form 4
May 25, 2016

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Thompson Peter A.

2. Issuer Name and Ticker or Trading Symbol
Adaptimmune Therapeutics PLC
[ADAP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
05/20/2016

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O ADAPT IMMUNE
THERAPEUTICS PLC, 101 PARK
DRIVE, MILTON PARK

(Street)

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

ABINGDON,
OXFORDSHIRE, X0 OX14 4RY

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Ordinary Shares with a nominal value of GBP0.001 per share ⁽¹⁾	05/20/2016		P	2,400	A \$ 10.04 ⁽²⁾ 28,043,404	I	See Footnotes ⁽⁵⁾ ⁽⁶⁾
Ordinary Shares	05/23/2016		P	1,191,600	A \$ 10.4 ⁽³⁾ 29,235,004	I	See Footnotes

with a nominal value of GBP0.001 per share (1)

(5) (6)

Ordinary Shares

with a nominal value of GBP0.001 per share (1)

05/24/2016	P	518,400	A	\$ <u>10.48</u> ⁽⁴⁾	29,753,404	I	See Footnotes <u>(5)</u> <u>(6)</u>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Thompson Peter A. C/O ADAPT IMMUNE THERAPEUTICS PLC 101 PARK DRIVE, MILTON PARK ABINGDON, OXFORDSHIRE, X0 OX14 4RY	X			

Signatures

/s/ Peter A.
Thompson

05/25/2016

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The ordinary shares whose purchase is reported on this line are represented by American Depositary Shares ("ADSs") and are held of record by OrbiMed Private Investments V, LP ("OPI V"). Each ADS represents six ordinary shares of Adaptimmune Therapeutics plc. Of the amount of securities reported in column 5, OPI V holds 25,408,300 shares directly in the form of ordinary shares, and the balance of the ordinary shares are represented by ADSs.

(2) The price reported in Column 4 is a weighted average price. These shares of the Issuer's common stock ("Shares") were purchased in multiple transactions at prices ranging from \$10.03 to \$10.05 inclusive. Upon request, the Reporting Persons undertake to provide the Issuer, any security holder of the Issuer, or the Securities and Exchange Commission (the "SEC") full information regarding the Shares purchased at each separate price within the range set forth in this footnote.

(3) The price reported in Column 4 is a weighted average price. These Shares were purchased in multiple transactions at prices ranging from \$10.15 to \$10.55 inclusive. Upon request, the Reporting Persons undertake to provide the Issuer, any security holder of the Issuer, or the SEC full information regarding the Shares purchased at each separate price within the range set forth in this footnote.

(4) The price reported in Column 4 is a weighted average price. These Shares were purchased in multiple transactions at prices ranging from \$10.45 to \$10.52 inclusive. Upon request, the Reporting Persons undertake to provide the Issuer, any security holder of the Issuer, or the SEC full information regarding the Shares purchased at each separate price within the range set forth in this footnote.

(5) These securities are held of record by OPI V. OrbiMed Capital GP V LLC ("GP V") is the sole general partner of OPI V, and OrbiMed Advisors LLC ("Advisors"), a registered adviser under the Investment Advisors Act of 1940, as amended, is the sole managing member of GP V. Samuel D. Isaly ("Isaly"), a natural person, is the managing member of, and holder of a controlling interest in, Advisors. By virtue of such relationships, GP V, Advisors and Isaly may be deemed to have voting and investment power with respect to the securities held by OPI V noted above and as a result may be deemed to beneficially own such securities for purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The Reporting Person is an employee of Advisors.

(6) Each of GP V, Advisors, Isaly and the Reporting Person disclaims beneficial ownership of the securities reported herein for purposes of Rule 16a-1(a) under the Exchange Act, except to the extent of its or his pecuniary interest therein, if any. This report on Form 4 shall not be deemed an admission that any such entity or person, including the Reporting Person, is a beneficial owner of such securities for the purpose of Section 16 of the Exchange Act, or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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