

SANDELL SCOTT D  
 Form 4  
 September 10, 2018

**FORM 4**

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

OMB APPROVAL

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 Expires: January 31, 2005  
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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 \*  
 SANDELL SCOTT D

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)  
 1954 GREENSPRING DRIVE, SUITE 600  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 09/07/2018

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

TIMONIUM, MD 21093

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 \_\_\_X\_\_\_ Form filed by One Reporting Person  
 \_\_\_ Form filed by More than One Reporting Person

**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) |                           |   |                           |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|---------------------------|---|---------------------------|
|  |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |                           |   |                           |
| Ordinary Shares with a nominal value of 0.001 GBP per share <sup>(1)</sup> | 09/07/2018                           |  | P                              |   | 3,000,000 <sup>(1)</sup>  | A  | \$ 1.6667 <sup>(2)</sup>                              | 82,978,668 <sup>(1)</sup> | I | See Note 3 <sup>(3)</sup> |
| Ordinary Shares with a   | 09/07/2018                           |  | P                              |   | 12,000,000 <sup>(4)</sup>   | A  | \$ 1.6667 <sup>(2)</sup>                              | 12,000,000 <sup>(4)</sup> | I | See Note 5 <sup>(5)</sup> |

nominal  
value of  
0.001  
GBP per  
share <sup>(4)</sup>

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| SANDELL SCOTT D<br>1954 GREENSPRING DRIVE<br>SUITE 600<br>TIMONIUM, MD 21093 |               | X         |         |       |

## Signatures

/s/ Sasha Keough,  
attorney-in-fact

09/10/2018

\*\*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)

## Edgar Filing: SANDELL SCOTT D - Form 4

The ordinary shares whose purchase is reported on this line are represented by American Depositary Shares ("ADSs") and are held of record by New Enterprise Associates 14, L.P. ("NEA 14"). NEA 14 holds these ordinary shares in the form of ADSs. Each ADS represents six ordinary shares of Adaptimmune Therapeutics plc. The ordinary shares reported in column 5 are represented by ADSs.

- (2) The price reported in Column 4 of \$1.6667 per ordinary share is a price derived from the price of \$10.00 per ADS, divided by six.

The Reporting Person is a director of NEA 14 GP, LTD, which is the sole general partner of NEA Partners 14, L.P. ("NEA Partners 14").

- (3) NEA Partners 14 is the sole general partner of NEA 14, which is the direct beneficial owner of the securities. The Reporting Person disclaims beneficial ownership, within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the securities held by NEA 14 in which the Reporting Person has no pecuniary interest.

The ordinary shares whose purchase is reported on this line are represented by American Depositary Shares ("ADSs") and are held of record by New Enterprise Associates 16, L.P. ("NEA 16"). NEA 16 holds these ordinary shares in the form of ADSs. Each ADS represents six ordinary shares of Adaptimmune Therapeutics plc. The ordinary shares reported in column 5 are represented by ADSs.

- (4) The ordinary shares whose purchase is reported on this line are represented by American Depositary Shares ("ADSs") and are held of record by New Enterprise Associates 16, L.P. ("NEA 16"). NEA 16 holds these ordinary shares in the form of ADSs. Each ADS represents six ordinary shares of Adaptimmune Therapeutics plc. The ordinary shares reported in column 5 are represented by ADSs.

The Reporting Person is a manager of NEA 16 GP, LLC, ("NEA 16 GP") which is the sole general partner of NEA Partners 16, L.P.

- (5) ("NEA Partners 16"). NEA Partners 16 is the sole general partner of NEA 16, which is the direct beneficial owner of the securities. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the securities held by NEA 16 in which the Reporting Person has no pecuniary interest.

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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