

# 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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * <b>Rawcliffe Adrian</b>		2. Issuer Name and Ticker or Trading Symbol <b>Adaptimmune Therapeutics PLC [ADAP]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chief Executive Officer</b>	
(Last) (First) (Middle) <b>C/O ADAPT IMMUNE THERAPEUTICS PLC,, 60 JUBILEE AVENUE, MILTON PARK</b>		3. Date of Earliest Transaction (Month/Day/Year) <b>01/11/2022</b>			
(Street) <b>ABINGDON, X0 OX14 4RX</b>		4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)		<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>			

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			
American Depositary Shares representing Ordinary Shares (1)	01/11/2022		S		14,362	D	\$ 3.5567 (2)	15,978 (3)	D	
American Depositary Shares representing Ordinary Shares (4)	01/12/2022		S		3,046	D	\$ 3.5441 (5)	3,356 (6)	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**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)		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 Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)					

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rawcliffe Adrian C/O ADAPT IMMUNE THERAPEUTICS PLC, 60 JUBILEE AVENUE, MILTON PARK ABINGDON, X0 OX14 4RX	X		Chief Executive Officer	

## Signatures

/s/ Adrian George Rawcliffe

01/13/2022

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).

Each American Depositary Share ("ADS") represents six ordinary shares, nominal value GBP 0.001 per ordinary share, of the Issuer. The ADSs were obtained from the exercise of approximately 25% of an RSU-style share option covering ordinary shares of the Issuer granted on January 11, 2021 and which have vested. Once vested, the

(1) RSU-style options must be exercised within a restricted period or they are forfeited. Each exercise of the portion of these RSU-style share options and each sale reported in this Form 4 was effected pursuant to a Sell to Cover exercise implemented automatically in accordance with the Issuer's option plan, under which sufficient ADSs were sold by the Issuer to satisfy the Reporting Person's tax withholding obligations and associated sale costs. The residual ADSs are held by the Reporting Person.

The price reported in Column 4 is a weighted average price. These ADSs were sold in multiple transactions at prices ranging from \$3.48 to \$3.64, inclusive. Upon request,

(2) the Reporting Person undertakes to provide the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission with full information regarding the ADSs sold at this price in this footnote.

The ADSs reported in this Column 5 represent solely those residual ADSs held by the Reporting Person which result from each Sell to Cover exercise transaction reported on

(3) this Form 4. Additionally, the Reporting Person holds 54,689 ADSs and RSU-style options and other options covering an aggregate of 21,908,172 ordinary shares of the Issuer.

Each American Depositary Share ("ADS") represents six ordinary shares, nominal value GBP 0.001 per ordinary share, of the Issuer. The ADSs were obtained from the exercise of approximately 25% of an RSU-style share option covering ordinary shares of the Issuer granted on January 12, 2018 and which have vested. Once vested, the

(4) RSU-style options must be exercised within a restricted period or they are forfeited. Each exercise of the portion of these RSU-style share options and each sale reported in this Form 4 was effected pursuant to a Sell to Cover exercise implemented automatically in accordance with the Issuer's option plan, under which sufficient ADSs were sold by the Issuer to satisfy the Reporting Person's tax withholding obligations and associated sale costs. The residual ADSs are held by the Reporting Person.

The price reported in Column 4 is a weighted average price. These ADSs were sold in multiple transactions at prices ranging from \$3.53 to \$3.55, inclusive. Upon request,

(5) the Reporting Person undertakes to provide the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission with full information regarding the ADSs sold at this price in this footnote.

The ADSs reported in this Column 5 represent solely those residual ADSs held by the Reporting Person which result from each Sell to Cover exercise transaction reported on

(6) this Form 4. Additionally, the Reporting Person holds 54,689 ADSs and RSU-style options and other options covering an aggregate of 21,908,172 ordinary shares of the Issuer.

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

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