

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

**FORM F-6**  
**REGISTRATION STATEMENT**  
**UNDER**  
**THE SECURITIES ACT OF 1933 FOR AMERICAN DEPOSITARY SHARES EVIDENCED BY**  
**AMERICAN DEPOSITARY RECEIPTS**

**ADAPT IMMUNE THERAPEUTICS PLC**

(Exact name of issuer of deposited securities as specified in its charter)

[N/A]

(Translation of issuer's name into English)

**England and Wales**

(Jurisdiction of incorporation or organization of issuer)

**CITIBANK, N.A.**

(Exact name of depositary as specified in its charter)

388 Greenwich Street  
New York, New York 10013  
(877) 248-4237

(Address, including zip code, and telephone number, including area code, of depositary's principal executive offices)

ADAPT IMMUNE LLC  
351 Rouse Boulevard  
The Navy Yard  
Philadelphia, PA 19112  
United States of America  
(215) 825 9260

(Address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**David S. Bakst, Esq.**  
**Mayer Brown LLP**  
**1221 Avenue of the Americas**  
**New York, New York 10020**  
**(212) 506-2500**

**Herman H. Raspé, Esq.**  
**Patterson Belknap Webb & Tyler LLP**  
**1133 Avenue of the Americas**  
**New York, New York 10036**  
**(212) 336-2301**

It is proposed that this filing become effective under Rule 466:

- immediately upon filing.  
 on (Date) at (Time).

If a separate registration statement has been filed to register the deposited shares, check the following box:

**CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Aggregate Price Per Unit*	Proposed Maximum Aggregate Offering Price**	Amount of Registration Fee
American Depositary Shares, each representing six (6) fully paid ordinary shares of Adaptimmune Therapeutics plc	200,000,000 American Depositary Shares	\$5.00	\$10,000,000	\$1,212.00

\* Each unit represents 100 American Depositary Shares.

\*\* Estimated solely for the purpose of calculating the registration fee. Pursuant to Rule 457(k), such estimate is computed on the basis of the maximum aggregate fees or charges to be imposed in connection with the issuance of American Depositary Shares.

This Registration Statement may be executed in any number of counterparts, each of which shall be deemed an original, and all of such counterparts together shall constitute one and the same instrument.

**PART I**  
**INFORMATION REQUIRED IN PROSPECTUS**

**Cross Reference Sheet**

**Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED**

<u><b>Item Number and Caption</b></u>	<u><b>Location in Form of American Depository Receipt ("Receipt") Filed Herewith as Prospectus</b></u>
1. Name of Depository and address of its principal executive office	<u>Face of Receipt</u> - Introductory Article.
2. Title of Receipts and identity of deposited securities	<u>Face of Receipt</u> - Top Center.
Terms of Deposit:	
(i) The amount of deposited securities represented by one American Depository Share ("ADSs")	<u>Face of Receipt</u> - Upper right corner.
(ii) The procedure for voting, if any, the deposited securities	<u>Reverse of Receipt</u> - Paragraphs (16) and (17).
(iii) The collection and distribution of dividends	<u>Reverse of Receipt</u> - Paragraph (14).
(iv) The transmission of notices, reports and proxy soliciting material	<u>Face of Receipt</u> - Paragraph (13); <u>Reverse of Receipt</u> - Paragraph (16).
(v) The sale or exercise of rights	<u>Reverse of Receipt</u> - Paragraphs (14) and (16).
(vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization	<u>Face of Receipt</u> - Paragraphs (3) and (6); <u>Reverse of Receipt</u> - Paragraphs (14) and (18).
(vii) Amendment, extension or termination of the deposit agreement	<u>Reverse of Receipt</u> - Paragraphs (22) and (23) (no provision for extensions).
(viii) Rights of holders of Receipts to inspect the transfer books of the Depository and the list of holders of ADSs	<u>Face of Receipt</u> - Paragraph (13).

**Item Number and Caption**

**Location in Form of American  
Depository Receipt (“Receipt”)  
Filed Herewith as Prospectus**

(ix) Restrictions upon the right to deposit or withdraw the underlying securities	<u>Face of Receipt</u> – Paragraphs (2), (3), (4), (6), (7), (9) and (10).
(x) Limitation upon the liability of the Depositary	<u>Face of Receipt</u> - Paragraph (7); <u>Reverse of Receipt</u> - Paragraphs (19) and (20).
3. Fees and charges which may be imposed directly or indirectly on holders of ADSs	<u>Face of Receipt</u> - Paragraph (10).
<b>Item 2. AVAILABLE INFORMATION</b>	<u>Face of Receipt</u> - Paragraph (13).

The Company is subject to the periodic reporting requirements of the United States Securities Exchange Act of 1934, as amended, and, accordingly, files certain reports with, and submits certain reports to, the United States Securities and Exchange Commission (the “Commission”). These reports can be retrieved from the Commission’s internet website (www.sec.gov), and can be inspected and copied at the public reference facilities maintained by the Commission at 100 F Street, N.E., Washington D.C. 20549.

**PROSPECTUS**

The Prospectus consists of the form of American Depositary Receipt included as Exhibit A to the Deposit Agreement filed as Exhibit (a) to this Registration Statement on Form F-6 and is incorporated herein by reference.

**PART II**

**INFORMATION NOT REQUIRED IN PROSPECTUS**

**Item 3. EXHIBITS**

- (a) Deposit Agreement, dated as of May 11, 2015, by and among Adaptimmune Therapeutics plc (the “Company”), Citibank, N.A., as depositary (the “Depositary”), and all Holders and Beneficial Owners of American Depositary Shares issued thereunder (“Deposit Agreement”). — Previously filed as Exhibit (a) to Registration Statement on Form F-6 (Reg. No. 333-212714), filed with the Commission on July 28, 2016, and incorporated herein by reference.
- (b) Any other agreement to which the Depositary is a party relating to the issuance of the American Depositary Shares registered hereunder or the custody of the deposited securities represented thereby. — None.
- (c) Every material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three years. — None.
- (d) Opinion of counsel for the Depositary as to the legality of the securities to be registered. — Filed herewith as Exhibit (d).
- (e) Certificate under Rule 466. — Filed herewith as Exhibit (e).
- (f) Powers of Attorney for certain officers and directors and the authorized representative of the Company. — Set forth on the signature pages hereto.

**Item 4. UNDERTAKINGS**

- (a) The Depositary undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of ADSs, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depositary as the holder of the deposited securities, and (2) made generally available to the holders of the underlying securities by the issuer.
- (b) If the amount of fees charged is not disclosed in the prospectus, the Depositary undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depositary undertakes to notify each registered holder of an ADS thirty (30) days before any change in the fee schedule.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, Citibank, N.A., acting solely on behalf of the legal entity created by the Deposit Agreement, by and among Adaptimmune Therapeutics plc, Citibank, N.A., as depositary, and all Holders and Beneficial Owners of American Depositary Shares to be issued thereunder, certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on the 30<sup>th</sup> day of August, 2019.

Legal entity created by the Deposit Agreement under which the American Depositary Shares registered hereunder are to be issued, each American Depositary Share representing six (6) fully paid ordinary shares of Adaptimmune Therapeutics plc

CITIBANK, N.A., solely in its capacity as Depositary

By: /s/ Keith Galfo  
Name: Keith Galfo  
Title: Vice President



**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, Adaptimmune Therapeutics plc certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Registration Statement on Form F-6 to be signed on its behalf by the undersigned thereunto duly authorized, in Oxfordshire, England, on August 30, 2019.

ADAPT IMMUNE THERAPEUTICS PLC

By: /s/ Adrian Rawcliffe

Name: Adrian Rawcliffe

Title: Chief Financial Officer

**POWERS OF ATTORNEY**

**KNOW ALL PERSONS BY THESE PRESENTS**, that each person whose signature appears below constitutes and appoints James Noble and Adrian Rawcliffe, and each of them, as his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons on August 30, 2019, in the capacities indicated.

<b><u>Name</u></b>	<b><u>Title</u></b>
<u>/s/ James Noble</u> James Noble	Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ Adrian Rawcliffe</u> Adrian Rawcliffe	Chief Financial Officer (Principal Accounting and Financial Officer)
<u>/s/ David M. Mott</u> David M. Mott	Chairman of the Board of Directors
<u>/s/ Lawrence M. Alleva</u> Lawrence M. Alleva	Director
<u>/s/ Ali Behbahani, M.D.</u> Ali Behbahani, M.D.	Director
<u>/s/ Barbara Duncan</u> Barbara Duncan	Director
<u>/s/ John Furey</u> John Furey	Director
<u>/s/ Giles Kerr</u> Giles Kerr	Director
<u>/s/ Elliott Sigal, MD, PhD</u> Elliott Sigal, MD, PhD	Director
<u>/s/ Tal Zaks, MD, PhD</u> Tal Zaks, MD, PhD	Director

**SIGNATURE OF AUTHORIZED U.S. REPRESENTATIVE OF THE REGISTRANT**

Pursuant to the Securities Act, the undersigned, the duly authorized representative in the U.S. of Adaptimmune Therapeutics plc, has signed this Registration Statement or amendment thereto on August 30, 2019.

ADAPT IMMUNE LLC

By: /s/ Adrian Rawcliffe  
Name: Adrian Rawcliffe  
Title: Chief Financial Officer

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Index to Exhibits

Exhibit

Document

Sequentially  
Numbered Page

- |     |                                      |  |
|-----|--------------------------------------|--|
| (d) | Opinion of counsel to the Depositary |  |
| (e) | Certificate under Rule 466           |  |

# Patterson Belknap Webb & Tyler LLP

1133 Avenue of the Americas New York, NY 10036-6710 212.336.2000 fax 212.336.2222 www.pbwt.com

August 30, 2019

Citibank, N.A. – ADR Department  
388 Greenwich Street  
New York, New York 10013

Ladies and Gentlemen:

We refer to the Registration Statement on Form F-6 (the "Registration Statement") to be filed with the Securities and Exchange Commission (the "SEC") by the legal entity created by the Deposit Agreement (as hereinafter defined) for the purpose of registering under the United States Securities Act of 1933, as amended (the "Securities Act"), 200,000,000 American Depositary Shares (the "ADSs") to be issued under the Deposit Agreement, dated as of May 11, 2015, by and among Citibank, N.A., as Depositary, Adaptimmune Therapeutics plc, a public company with limited liability incorporated under the laws of the England and Wales (the "Company"), and all Holders and Beneficial Owners (each as defined in the Deposit Agreement and hereinafter used as so defined) from time to time of ADSs issued thereunder (the "Deposit Agreement"), which is incorporated by reference as reflected in Exhibit (a) to the Registration Statement. Each ADS will represent, subject to the terms and conditions of the Deposit Agreement and, if applicable, the American Depositary Receipt(s) ("ADR(s)") evidencing such ADS, the right to receive six (6) fully paid ordinary shares of the Company (the "Shares").

Nothing contained herein or in any document referred to herein is intended by this firm to be used, and the addressees hereof cannot use anything contained herein or in any document referred to herein, as "tax advice" (within the meaning given to such term by the United States Internal Revenue Service ("IRS") in IRS Circular 230 and any related interpretative advice issued by the IRS in respect of IRS Circular 230 prior to the date hereof, and hereinafter used within such meaning and interpretative advice). Without admitting that anything contained herein or in any document referred to herein constitutes "tax advice" for any purpose, notice is hereby given that, to the extent anything contained herein or in any document referred to herein constitutes, or is or may be interpreted by any court, by the IRS or by any other administrative body to constitute, "tax advice," such "tax advice" is not intended or written to be used, and cannot be used, for the purpose of (i) avoiding penalties under the United States Internal Revenue Code of 1986, as amended, or (ii) promoting, marketing or recommending to any party any transaction or matter addressed herein.

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Assuming that, at the time of their issuance, the Registration Statement will be effective, the Deposit Agreement will have been duly executed and delivered, and the Shares will have been legally issued, we are of the opinion that the ADSs, when issued in accordance with the terms of the Deposit Agreement and the Registration Statement, will be legally issued and will entitle the Holders to the rights specified in the Deposit Agreement and, if applicable, the ADR(s) evidencing the ADSs.

This opinion is limited to the laws of the State of New York and the Federal laws of the United States. Without admitting that we are within the category of persons whose consent is required under Section 7 of the Securities Act, we hereby consent to the use of this opinion as Exhibit (d) to the Registration Statement.

Very truly yours,

**PATTERSON BELKNAP WEBB & TYLER LLP**

By: /s/ Jean-Claude Lanza  
A Member of the Firm

Exhibit (e)

Rule 466 Certification

The depositary, Citibank, N.A., represents and certifies the following:

- (i) That it previously had filed a registration statement on Form F-6 (Registration No. 333-203642), which the U.S. Securities and Exchange Commission declared effective, with terms of deposit identical to the terms of deposit of this Form F-6 Registration Statement; and
- (ii) That its ability to designate the date and time of effectiveness under Rule 466 has not been suspended.

CITIBANK, N.A., as Depositary

By: /s/ Keith Galfo  
Name: Keith Galfo  
Title: Vice President