
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

**Current Report
Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **October 24, 2022**

ADAPT IMMUNE THERAPEUTICS PLC

(Exact name of registrant as specified in its charter)

England and Wales
(State or other jurisdiction of
incorporation)

1-37368
(Commission File Number)

Not Applicable
(IRS Employer Identification No.)

**60 Jubilee Avenue, Milton Park
Abingdon, Oxfordshire OX14 4RX
United Kingdom**
(Address of principal executive offices, including zip code)

(44) 1235 430000
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
American Depositary Shares, each representing 6 Ordinary Shares, par value £0.001 per share	ADAP	The Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.02 Termination of a Material Definitive Agreement.

On October 24, 2022 Adaptimmune Therapeutics plc (“Adaptimmune”) received notice of termination of the Collaboration and License Agreement between Adaptimmune Limited and GlaxoSmithKline Intellectual Property Development Ltd (“GSK”) dated May 30, 2014, effective 60 days following the receipt of notice of termination. Once the termination becomes effective, any restrictions applying to Adaptimmune in relation to the collaboration targets (NY-ESO and PRAME) under the agreement cease and the licenses Adaptimmune granted to GSK under the agreement will cease. Adaptimmune and GSK are in negotiations relating to the transfer of the cell therapy programs to Adaptimmune. Pending agreement on the transfer of the NY-ESO cell therapy program to Adaptimmune, GSK will continue to be responsible for the execution and costs of ongoing clinical trials. The PRAME program is currently preclinical and has not yet been transitioned to GSK. Termination does not trigger any payment obligations on the part of Adaptimmune.

Adaptimmune issued a press release announcing the transfer of the PRAME and NY-ESO target programs from GSK to Adaptimmune on October 25, 2022. The press release is furnished as Exhibit 99.1 and is incorporated by reference herein.

The information in this Item 1.01, including Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1	Press release dated October 25, 2022
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

ADAPT IMMUNE THERAPEUTICS PLC

Date: October 25, 2022

By: /s/ Margaret Henry

Name: Margaret Henry

Title: Corporate Secretary



Adaptimmune Enhances its Pipeline of Wholly Owned Cell Therapies for Cancer with Transfer of PRAME and NY-ESO Target Programs from GSK

- Adaptimmune gains full control of late-stage preclinical optimized PRAME TCR; IND-ready in 2023 –
- GSK to deliver data from the ongoing Phase 2 / potential registrational trial with lete-cel in sarcoma with final readouts expected in late 2023 -
- Adaptimmune will continue to prioritize and focus on its lead MAGE-A4 franchise while determining the optimal development path for complementary PRAME and NY-ESO assets –

PHILADELPHIA, PA. and OXFORD, UK, October 25, 2022 – Adaptimmune Therapeutics plc (Nasdaq: ADAP), a leader in cell therapy to treat cancer, today announced that GSK will transfer its NY-ESO cell therapy program and the right to the PRAME cell therapy program to Adaptimmune. This decision was based on Adaptimmune's deep expertise in engineered T-cell therapies for solid tumor cancer indications, including advanced late-stage assets in its pipeline of products which will be leveraged with the future development of the NY-ESO and PRAME programs. The terms of the transfer are being negotiated.

“MAGE-A4, NY-ESO and PRAME are amongst the best-characterized and validated TCR T-cell targets in the solid tumor field. With full ownership of these affinity enhanced SPEAR T-cells against each of these targets, we will be able to bring the benefits of cell therapy to an even larger number of people with cancer,” said Adrian Rawcliffe, Adaptimmune’s Chief Executive Officer. “While we remain focused on the delivery of our flagship MAGE-A4 program, we are even better positioned with this portfolio to lead the field of engineered T-cells for the treatment of cancer well into the future.”

About the Collaboration and License Agreement between Adaptimmune and GSK

Adaptimmune and GSK announced their strategic collaboration and license agreement in June 2014 for up to five programs including the first program, NY-ESO. In September 2017, GSK exercised its option to exclusively license the right to research, develop, and commercialize Adaptimmune's NY-ESO SPEAR T-cell therapy program, following which two further targets including PRAME, were nominated as collaboration program targets. As part of the transfer of the assets and pending negotiation of the transfer terms it is anticipated that the collaboration and license agreement will terminate, and GSK will cease to have any rights to nominate any additional targets.

About Adaptimmune

Adaptimmune is a clinical-stage biopharmaceutical company focused on the development of novel cancer immunotherapy products for people with cancer. The Company’s unique SPEAR (Specific Peptide Enhanced Affinity Receptor) T-cell platform enables the engineering of T-cells to target and destroy cancer across multiple solid tumors.

Forward-Looking Statements

This release contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995 (PSLRA). These forward-looking statements involve certain risks and uncertainties. Such risks and uncertainties could cause our actual results to differ materially from those indicated by such forward-looking statements, and include, without limitation: the success, cost and

timing of our product development activities and clinical trials and our ability to successfully advance our TCR therapeutic candidates through the regulatory and commercialization processes. For a further description of the risks and uncertainties that could cause our actual results to differ materially from those expressed in these forward-looking statements, as well as risks relating to our business in general, refer the Adaptimmune Annual Report on Form 10-K filed with the Securities and Exchange Commission for the year ended December 31, 2021, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and other filings with the Securities and Exchange Commission. The forward-looking statements contained in this press release speak only as of the date the statements were made and Adaptimmune does not undertake any obligation to update such forward-looking statements to reflect subsequent events or circumstances.

Adaptimmune Contacts:

Investor Relations

Juli P. Miller, Ph.D., VP of Corporate Affairs and Investor Relations

M: +1 215 460 8920

Juli.Miller@adaptimmune.com

Media Relations

Dana Lynch, Senior Director of Corporate Communications

M: +1 267 990 1217

Dana.Lynch@adaptimmune.com

2
