

Adaptimmune Therapeutics PLC

Form 4

May 25, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ORBIMED ADVISORS LLC

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)
601 LEXINGTON AVENUE, 54TH
FLOOR

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

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

(Street)
NEW YORK, NY 10022-4629

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

(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 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 with a	05/23/2016		P	1,191,600	A \$ 10.4 (3)	29,235,004	I See Footnotes (5) (6)

nominal
value of
GBP0.001
per share
(1)

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

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

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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 Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ORBIMED ADVISORS LLC 601 LEXINGTON AVENUE, 54TH FLOOR NEW YORK, NY 10022-4629	X
OrbiMed Capital GP V LLC 601 LEXINGTON AVENUE, 54TH FLOOR NEW YORK, NY 10022	X

ISALY SAMUEL D
601 LEXINGTON AVENUE, 54TH FLOOR X
NEW YORK, NY 10022

Signatures

/s/ Samuel D.
Isaly 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") held of record by OrbiMed Private Investments V, LP ("OPI V"). OPI V holds these ordinary shares in the form of ADSs. 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").

(6) This report on Form 4 is jointly filed by GP V, Advisors, and Isaly. Each of the Reporting Persons 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. The Reporting Persons have designated a representative, currently Peter A. Thompson, an employee of Advisors, to serve on the Issuer's board of directors. This report shall not be deemed an admission that any of the Reporting Persons 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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