

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

FORM S-8

**REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933**

Adaptimmune Therapeutics plc

(Exact name of registrant as specified in its charter)

England and Wales
(State or other jurisdiction
of incorporation or organization)

Not Applicable
(IRS Employer Identification No.)

**91 Park Drive, Milton Park
Abingdon, Oxfordshire OX14 4RY
United Kingdom
(44) 1235 430000**

(Address of principal executive offices, including zip code)

**Adaptimmune Limited Share Option Scheme
Adaptimmune Limited 2014 Share Option Scheme
Adaptimmune Limited Company Share Option Plan
Adaptimmune Therapeutics plc 2015 Share Option Scheme
Adaptimmune Therapeutics plc Company Share Option Plan**
(Full title of the plans)

**Adaptimmune LLC
University City Science Center
3711 Market Street—8th Floor
Philadelphia, PA 19104
(267) 499-2066**

(Name, address, telephone number, including area code, of agent for service)

Copies to:

David S. Bakst
Mayer Brown LLP
1221 Avenue of the Americas
New York, NY 10020
Telephone: (212) 506 2500
Facsimile: (212) 262 1910

James J. Noble
Chief Executive Officer
Adaptimmune Therapeutics plc
91 Park Drive, Milton Park
Abingdon, Oxfordshire, OX14 4RY
United Kingdom
Telephone: (44) 1235 430000
Facsimile: (44) 1235 430001

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of securities to be registered(1)	Amount to be registered (2)	Proposed maximum offering price per share(3)	Proposed maximum aggregate offering price	Amount of registration fee
Ordinary Shares, £0.001 par value per share (“Ordinary Shares”):				
To be issued upon exercise of options to be issued under (i) the Adaptimmune Therapeutics plc Company Share Option Plan or (ii) the Adaptimmune Therapeutics plc 2015 Share Option Scheme	37,173,085	\$ 2.8333 (4)	\$ 105,323,741	\$ 12,239
To be issued upon exercise of options outstanding under the Adaptimmune Therapeutics plc Company Share Option Plan	585,000	\$ 0.7599 (5)	\$ 444,459.05	\$ 51.66
To be issued upon exercise of options outstanding under the Adaptimmune Therapeutics plc 2015 Share Option Scheme	8,598,962	\$ 0.7599 (6)	\$ 6,534,609.19	\$ 759.32
To be issued upon exercise of options outstanding under the Adaptimmune Limited Company Share Option Plan	2,768,700	\$ 0.5406 (7)	\$ 1,496,798.54	\$ 173.93
To be issued upon exercise of options outstanding under the Adaptimmune Limited 2014 Share Option Scheme	5,096,300	\$ 0.3611 (8)	\$ 1,840,269.15	\$ 213.84
To be issued upon exercise of options outstanding under the Adaptimmune Limited Share Option Scheme	12,777,700	\$ 0.3286 (9)	\$ 4,198,440.29	\$ 487.86
Total:			\$ 119,838,417.06	\$ 13,925.22

(1) These shares may be represented by the Registrant’s American Depositary Shares (“ADSs”), each of which represents six Ordinary Shares. The Registrant’s ADSs issuable upon deposit of the Ordinary Shares registered hereby have been registered under a separate registration statement on Form F-6 (Registration No.: 333-203642).

- (2) Pursuant to Rule 416(c) of the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover an indeterminate amount of any additional Ordinary Shares of the Registrant that become issuable under any of the listed plans by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration, which results in an increase in the number of the Registrant's outstanding Ordinary Shares.
 - (3) For those options outstanding under the Registrant's Share Option Plans and Share Option Schemes with an exercise price denominated in Pounds Sterling, such exercise price is expressed in U.S. dollars based on a conversion rate of £1=\$1.51968.
 - (4) Estimated in accordance with Rules 457(c) and 457(h) of the Securities Act solely for purposes of calculating the registration fee on the basis of \$2.8333 given the initial public offering price per ADS of \$17.00 set forth on the cover page of the Registrant's Prospectus dated May 5, 2015 relating to its initial public offering. Each ADS of the Registrant represents six Ordinary Shares.
 - (5) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the registration fee on the basis of the weighted average exercise price of \$0.7599 per Ordinary Share.
 - (6) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the registration fee on the basis of the weighted average exercise price of \$0.7599 per Ordinary Share.
 - (7) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the registration fee on the basis of the weighted average exercise price of \$0.5406 per Ordinary Share.
 - (8) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the registration fee on the basis of the weighted average exercise price of \$0.3611 per Ordinary Share.
 - (9) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the registration fee on the basis of the weighted average exercise price of \$0.3286 per Ordinary Share.
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Part I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information.*

Item 2. Registrant Information and Employee Program Annual Information.*

* The information specified in Item 1 and Item 2 of Part I of this Registration Statement on Form S-8 (this "Registration Statement") is omitted from this filing in accordance with the provisions of Rule 428 under the Securities Act of 1933, as amended (the "Securities Act") and the introductory note to Part I of this Registration Statement. The documents containing the information specified in Part I will be delivered to the participants in the plans covered by this Registration Statement as required by Rule 428(b)(1). These documents and the documents incorporated by reference into this Registration Statement pursuant to Item 3 of Part II of this Registration Statement, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

Adaptimmune Therapeutics plc (the "Registrant") hereby incorporates by reference into this Registration Statement the following documents previously filed with the Securities and Exchange Commission (the "Commission"):

- (a) The Registrant's Prospectus, dated May 5, 2015, filed with the Commission on May 6, 2015, pursuant to Rule 424(b) of the Securities Act, relating to the registration statement on Form F-1, as amended (File No. 333-203267), which contains the Registrant's audited financial statements for the latest fiscal year for which such statements have been filed; and
- (b) The description of the Registrant's ordinary shares and ADSs contained in the Registrant's registration statement on Form 8-A (File No. 001-37368) filed with the Commission on April 30, 2015, pursuant to Section 12(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), including any amendment or report filed for the purpose of updating such description.

In addition, all documents subsequently filed with the Commission by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered herein have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents.

Any statement contained in this Registration Statement or any document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein is inconsistent with or modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed to constitute a part of this Registration Statement, except as so modified or superseded.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

The Registrant's articles of association provide that, subject to the provisions of any relevant legislation, each of the Registrant's directors and other officers (excluding an auditor) are entitled to be indemnified by the Registrant against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation to those duties. The Companies Act 2006 renders void an indemnity for a director against any liability attaching to him in connection with any negligence, default, breach of duty or breach of trust in relation to the company of which he is a director.

Reference is made to Sections 6 and 7 of the form of Underwriting Agreement, the form of which was filed as Exhibit 1.1 to the Registrant's registration statement on Form F-1, as amended (File No. 333-203267), which sets forth the Registrant's and the underwriters' respective agreement to indemnify each other and to provide contribution in circumstances where indemnification is unavailable.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers or persons controlling us pursuant to the foregoing provisions, we have been informed that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

Exhibit No.	Description
3.1	Memorandum and Articles of Association of Adaptimmune Therapeutics plc*
5.1	Opinion of Mayer Brown International LLP as to the validity of the ordinary shares
10.1	Adaptimmune Limited Share Option Scheme*
10.2	Adaptimmune Limited 2014 Share Option Scheme*
10.3	Adaptimmune Limited Company Share Option Plan, dated December 16, 2014*
10.4	Adaptimmune Therapeutics plc 2015 Share Option Scheme, dated March 16, 2015*
10.5	Adaptimmune Therapeutics plc Company Share Option Plan, dated March 16, 2015*
23.1	Consent of KPMG LLP for Adaptimmune Limited
23.2	Consent of KPMG LLP for Adaptimmune Therapeutics Limited
23.3	Consent of Mayer Brown International LLP (included in Exhibit 5.1)
24.1	Power of Attorney (included on the signature page to this Registration Statement)

* Previously filed with the Securities and Exchange Commission as an exhibit to the Registrant's Registration Statement on Form F-1, as amended (File No. 333-203267), and incorporated herein by reference.

Item 9. Undertakings.

1. The undersigned Registrant hereby undertakes:
 - (a) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
 - (i) to include any prospectus required by Section 10(a)(3) of the Securities Act;
 - (ii) to reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered

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(if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

- (iii) to include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

provided, however, that paragraphs (a)(i) and (a)(ii) of this section do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

- (b) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.
 - (c) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

2. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Oxfordshire, England, on May 6, 2015.

By: /s/ James J. Noble
Name: James J. Noble
Title: *Chief Executive Officer*

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints James Noble and Ian Laing, and each of them, as his true and lawful attorneys-in-fact and agents, each with the full power of substitution, for him and in his name, place or stead, in any and all capacities, to sign any and all amendments to this Registration Statement on Form S-8 (including post-effective amendments), and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney in fact, proxy and agent 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 for all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorney in fact, proxy and agent, or such person's substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement on Form S-8 has been signed by the following persons on May 6, 2015 in the capacities indicated.

<u>Signature</u>	<u>Position</u>
<u>/s/ James J. Noble</u> James J. Noble	Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ Jonathan Knowles</u> Jonathan Knowles, Ph.D.	Chairman of the Board of Directors and Director
<u>/s/ Adrian Rawcliffe</u> Adrian Rawcliffe	Chief Financial Officer (Principal Financial and Accounting Officer)
<u>/s/ Lawrence Alleva</u> Lawrence Alleva	Director

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<u>Signature</u>	<u>Position</u>
<u>/s/ Ali Behbahani</u> Ali Behbahani, M.D.	Director
<u>/s/ Ian Laing</u> Ian Laing	Director
<u>/s/ David M. Mott</u> David M. Mott	Director
<u>/s/ Elliott Sigal</u> Elliott Sigal, M.D., Ph.D	Director
<u>/s/ Peter Thompson</u> Peter Thompson, M.D.	Director

Adaptimmune LLC

By: /s/ James J. Noble Authorized Representative in the U.S.
Name: James J. Noble
Title: Chief Executive Officer

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INDEX TO EXHIBITS

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* Previously filed with the Securities and Exchange Commission as an exhibit to the Registrant's Registration Statement on Form F-1, as amended (File No. 333-203267), and incorporated herein by reference.

Mayer Brown International LLP
 201 Bishopsgate
 London EC2M 3AF
 Telephone: +44 20 3130 3000
 Fax: +44 20 3130 3001
 www.mayerbrown.com
 DX 556 London and City

Adaptimmune Therapeutics Plc
 91 Park Drive
 Milton Park
 Abingdon
 Oxfordshire
 England
 OX14 4RY

6 May 2015

Our ref: 20456/14449365

Dear Sirs

Registration Statement on Form S-8

1. Background

We have acted for Adaptimmune Therapeutics plc, a public limited company incorporated under the laws of England and Wales (the “**Company**”), as its legal advisers in England in connection with the registration statement on Form S-8 (the “**Registration Statement**”) to be filed on or about 6 May 2015 by the Company with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the “**Securities Act**”), and the rules and regulations promulgated thereunder (the “**Rules**”), relating to the registration of an aggregate of 66,999,747 ordinary shares of £0.001 each in the Company (the “**Shares**”). The Shares are issuable under: (i) the Adaptimmune Therapeutics plc 2015 Share Option Scheme (the “**ATP 2015 Scheme**”); (ii) the Adaptimmune Therapeutics plc Company Share Option Plan (the “**ATP CSOP**” and together with the ATP 2015 Scheme the “**ATP Schemes**”); and (iii) certain options (the “**Rollover Options**”) granted by the Company in consideration of the release of equivalent options granted by Adaptimmune Limited (“**AL**”) to certain employees, directors and consultants under the Adaptimmune Limited Company Share Option Plan (the “**AL CSOP**”), the Adaptimmune Limited Share Option Scheme (the “**AL Scheme**”) and the Adaptimmune Limited 2014 Share Option Scheme (the “**AL 2014 Scheme**”).

We understand that the existing issued ordinary shares of the Company are not, and are not intended to be, admitted to trading on any market or exchange, or otherwise listed, in the United Kingdom.

In connection with the Registration Statement, we have been asked to provide an opinion on certain matters, as set out below. We have taken instructions in relation to this opinion solely from the Company.

2. Examination and enquiries

(a) For the purpose of giving this opinion, we have examined:

This is a legal communication, not a financial communication. Neither this nor any other communication from this firm is intended to be, or should be construed as, an invitation or inducement (direct or indirect) to any person to engage in investment activity.

Mayer Brown International LLP is a limited liability partnership (registered in England and Wales number OC303359) which is authorised and regulated by the Solicitors Regulation Authority. We operate in combination with other Mayer Brown entities with offices in the United States, Europe and Asia and are associated with Tauil & Chequer Advogados, a Brazilian law partnership.

We use the term “partner” to refer to a member of Mayer Brown International LLP, or an employee or consultant who is a lawyer with equivalent standing and qualifications and to a partner of or lawyer with equivalent status in another Mayer Brown entity. A list of the names of members of Mayer Brown International LLP and their respective professional qualifications may be inspected at our registered office, 201 Bishopsgate, London EC2M 3AF, England or on www.mayerbrown.com.

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- (i) a copy of the Registration Statement; and
 - (ii) a certificate dated 6 May 2015 signed by the company secretary of the Company (the “**Officer’s Certificate**”) relating to certain factual matters and having annexed thereto copies (certified by the company secretary as being true, complete, accurate and up-to-date in each case) of the following documents:
 - (A) the Company’s certificate of incorporation, certificate of incorporation on re-registration, memorandum of association and its articles of association adopted effective from admission of the Company’s American Depositary Shares to trading on the Nasdaq Global Select Market;
 - (B) the rules of the ATP 2015 Scheme;
 - (C) the rules of the ATP CSOP;
 - (D) a pro forma agreement in relation to the grant of the Rollover Options by the Company in consideration of the release of the options granted by AL under the AL Scheme and the AL 2014 Scheme;
 - (E) a pro forma agreement and option certificate in relation to the grant of Rollover Options by the Company in consideration of the release of options granted by AL under the AL CSOP;
 - (F) the rules of the AL CSOP;
 - (G) the rules of the AL Scheme; and

(H) the rules of the AL 2014 Scheme.

- (b) For the purpose of giving this opinion, we have:
- (i) on 23 April 2015 made, and on 6 May 2015 updated, an online search of the register kept by the Registrar of Companies in respect of the Company (the “**Company Search**”); and
 - (ii) made a telephone enquiry in respect of the Company of the Central Index of Winding Up Petitions on 6 May 2015 at 13.17 (BST) (the “**Telephone Search**”, and together with the Company Search, the “**Searches**”).
- (c) For the purposes of giving this opinion, we have only examined and relied on those documents and made those searches and enquiries set out in paragraphs 2(a) and (b) respectively. We have made no further enquiries concerning the Company or any other matter in connection with the giving of this opinion.

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- (d) We have made no enquiry, and express no opinion, as to any matter of fact. As to matters of fact which are material to this opinion, we have relied entirely and without further enquiry on statements made in the documents listed in paragraph 2(a).

3. Assumptions

- (a) In giving this opinion we have assumed:
- (i) the genuineness of all signatures, seals and stamps;
 - (ii) that each of the individuals who signs as, or otherwise claims to be, an officer of the Company is the individual whom he or she claims to be and holds the office he or she claims to hold;
 - (iii) the authenticity and completeness of all documents submitted to us as originals;
 - (iv) the conformity with the original documents of all documents reviewed by us as drafts, specimens, pro formas or copies and the authenticity and completeness of all such original documents;
 - (v) that no agreement, document or obligation to or by which the Company (or its assets) is a party or bound and no injunction or other court order against or affecting the Company would be breached or infringed by the matters contemplated by the Registration Statement;
 - (vi) that the information disclosed by the Searches is true, accurate, complete and up-to-date and that there is no information which, for any reason, should have been disclosed by those Searches but was not so disclosed;
 - (vii) that the ATP Schemes were validly adopted by the Company, including in accordance with all applicable laws and regulations;
 - (viii) that all grants of awards made under the ATP Schemes have been, or will be, validly made in accordance with the rules of the ATP Schemes and in accordance with all applicable laws and regulations;
 - (ix) that the grant of each of the Rollover Options was validly made by the Company, including in accordance with all applicable laws and regulations, in substantially the form of the pro forma documentation referred to in 2(a)(ii)(D) or (E) above.
 - (x) that no share is acquired as a consequence of a communication made in breach of s21(1) Financial Services and Markets Act 2000;
 - (xi) that no application has been or will be made for any shares to be listed or admitted to trading on a regulated market situated or operating in the United Kingdom;
 - (xii) that on each date on which the Company grants or granted options under the ATP Schemes, granted Rollover Options or allots and issues any Shares

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(each an “**Allotment Date**”) the Company will have complied with all applicable laws relevant to the grant of the options or allotment and issue of those Shares;

- (xiii) that as at each Allotment Date the documents examined, and the results of the searches and enquiries made, as set out in paragraph 2 *Examination and enquiries* would not be rendered untrue, inaccurate, incomplete or out-of-date by reference to subsequent facts, matters, circumstances or events;
 - (xiv) that the aggregate issue price in respect of the Shares is not less than the nominal value of each Share;
 - (xv) that the directors of the Company as at each Allotment Date will be duly authorised pursuant to the articles of association of the Company in force at the Allotment Date, the Companies Act 2006 and any relevant authority given by the members of the Company in general meeting to grant such awards and/or to allot and issue the relevant Shares, and that any pre-emption rights that would otherwise apply in relation to such grant, allotment and issue will have been validly disapplied (in each case to the extent required); and
 - (xvi) that the directors of the Company as at each Allotment Date will have validly resolved to allot and issue the relevant Shares.
- (b) In relation to paragraph 3(a)(vi), it should be noted that this information may not be true, accurate, complete or up-to-date. In particular, but without limitation:
- (i) there may be matters which should have been registered but which have not been registered or there may be a delay between the registration of those matters and the relevant entries appearing on the register of the relevant party;
 - (ii) there is no requirement to register with the Registrar of Companies notice of a petition for the winding-up of, or application for an administration order in respect of, a company. Such a notice or notice of a winding-up or administration order having been made, a resolution having been passed

for the winding-up of a company or a receiver, manager, administrative receiver, administrator or liquidator having been appointed may not be filed with the Registrar of Companies immediately and there may be a delay in any notice appearing on the register of the relevant party;

- (iii) the results of the Telephone Search relate only to petitions for the compulsory winding up of, or applications for an administration order in respect of, the Company presented prior to the enquiry and entered on the records of the Central Index of Winding Up Petitions. The presentation of such a petition, or the making of such an application, may not have been notified to the Central Index or entered on its records immediately or, if presented to a County Court or Chancery District Registry, at all; and
- (iv) in each case, further information might have become available on the relevant register after the Searches were made.

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4. **Opinion**

- (a) On the basis of the examination and enquiries referred to in paragraph 2 (*Examination and enquiries*) and the assumptions made in paragraph 3 (*Assumptions*), we are of the opinion that the Shares allotted and issued pursuant to the ATP Schemes and the Rollover Options will, when the Company has received the aggregate issue price in respect of such Shares in accordance with the rules of the relevant ATP Scheme or the terms of the relevant Rollover Options, and the names of the holders of such Shares are entered in the register of members of the Company, be validly issued, fully paid and no further amount may be called thereon.
- (b) This opinion is strictly limited to the matters expressly stated in this paragraph 4 and is not to be construed as extending by implication to any other matter.

5. **Law**

- (a) This opinion and any non-contractual obligations arising out of or in connection with this opinion shall be governed by, and construed in accordance with, English law.
- (b) This opinion relates only to English law (being for these purposes, except to the extent we make specific reference to an English law “conflict of law” (private international law) rule or principle, English domestic law on the assumption that English domestic law applies to all relevant issues) as applied by the English courts as at today’s date, including the laws of the European Union to the extent having the force of law in England.
- (c) We do not undertake or accept any obligation to update this opinion to reflect subsequent changes in English law or factual matters.
- (d) We express no opinion as to, and we have not investigated for the purposes of this opinion, the laws of any jurisdiction other than England. It is assumed that no foreign law which may apply to the matters contemplated by the Registration Statement, the Company, any document or any other matter contemplated by any document would or might affect this opinion.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not admit that we are in the category of persons whose consent is required under section 7 of the Securities Act or the Rules.

Yours faithfully

/s/ Mayer Brown International LLP

Mayer Brown International LLP

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Consent of Independent Registered Public Accounting Firm

The Board of Directors
Adaptimmune Limited:

We consent to the use of our report dated February 3, 2015, with respect to the consolidated balance sheets of Adaptimmune Limited as of June 30, 2014 and 2013, and the related consolidated income statements, consolidated statements of comprehensive loss, consolidated statements of changes in equity, and consolidated cash flow statements for each of the years in the two-year period ended June 30, 2014, incorporated by reference herein.

/s/ KPMG LLP
Reading, United Kingdom
6 May 2015

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Adaptimmune Therapeutics plc (formerly Adaptimmune Therapeutics Limited):

We consent to the use of our report dated March 17, 2015, with respect to the balance sheet of Adaptimmune Therapeutics Limited as of December 31, 2014 incorporated by reference herein.

/s/ KPMG LLP
Reading, United Kingdom
6 May 2015
