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): **April 10, 2017**

ADAPTIMMUNE THERAPEUTICS PLC

(Exact name of registrant as specified in its charter)

England and Wales	**1-37368**	**Not Applicable**
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

101 Park Drive, Milton Park
Abingdon, Oxfordshire OX14 4RY
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))

Item 8.01. Other Events.

On April 10, 2017, Adaptimmune Therapeutics plc (the "Company") issued a press release announcing the closing of its previously announced registered direct offering of its American Depositary Shares ("ADSs"). The Company sold 7,000,000 ADS at a price of $6.00 per ADS. A copy of the press release is attached hereto as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The opinion of Mayer Brown International LLP relating to the legality of the ADSs is filed as Exhibit 5.1 to this Current Report on Form 8-K and such opinion is incorporated by reference into the registration statement on Form S-3 (Registration No. 333-212713) that was declared effective by the Securities and Exchange Commission on September 12, 2016 and into the prospectus filed with the SEC on April 5, 2017.

The Company also released an updated corporate presentation. The updated corporate presentation materials are attached hereto as 99.2 and are incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits. The following exhibits are furnished as part of this Report on Form 8-K:

Exhibit No.	Description of Exhibit
5.1	Opinion of Mayer Brown International LLP
23.1	Consent of Mayer Brown International LLP (included in 5.1)
99.1	Press Release dated April 10, 2017
99.2	Adaptimmune Therapeutics plc corporate presentation dated April 2017

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.

ADAPTIMMUNE THERAPEUTICS PLC

Date: April 10, 2017

By: /s/ Margaret Henry
Name: Margaret Henry
Title: Corporate Secretary

Exhibit Index

Exhibit No.	Description of Exhibit
5.1	Opinion of Mayer Brown International LLP
23.1	Consent of Mayer Brown International LLP (included in 5.1)
99.1	Press Release dated April 10, 2017
99.2	Adaptimmune Therapeutics plc corporate presentation dated April 2017

Exhibit 5.1

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
101 Park Drive
Milton Park
Abingdon
Oxfordshire
OX14 4RY

10 April 2017

Our ref: 20456/16515682

Dear Sirs

Prospectus Supplement

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 registered direct offering (the **"Offering"**) by the Company of 42,000,000 new ordinary shares of £0.001 each in the Company (the **"New Shares"**) to Matrix Capital Management Master Fund, L.P.. The New Shares are to be offered in the form of 7,000,000 American Depositary Shares (**"ADSs"**). Each ADS represents 6 ordinary shares of the Company.

This opinion is being furnished in connection with the Registration Statement on Form S-3 (No. 333-212713) (the **"Registration Statement"**) filed with the Securities and Exchange Commission (the **"SEC"**) under the Securities Act of 1933, as amended (the **"Securities Act"**) and the rules and regulations promulgated thereunder (the **"Rules"**), the prospectus included within the Registration Statement, and the prospectus supplement dated 5 April 2017 filed with the SEC pursuant to Rule 424(b) of the Rules (the **"Prospectus Supplement"**).

We understand that the ordinary shares of £0.001 each in the capital 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.

2. **Examination and enquiries**

2.1 For the purpose of giving this opinion, we have examined:

(a) a copy of the Prospectus Supplement; and

(b) a certificate dated 10 April 2017 (the **"Reference Date"**) signed by the company secretary (the **"Officer's Certificate"**) relating to certain factual matters as at the Reference Date 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:

(i) the Company's certificate of incorporation, certificate of incorporation on re-registration, memorandum of association and articles of association;

(ii) shareholder resolutions passed at the annual general meeting of the Company on 17 December 2015 authorising the directors of the Company for the purposes of s551 Companies Act 2006 and conferring power on the directors of the Company pursuant to s570 Companies Act 2006 (the **"Shareholder Resolutions"**);

(iii) minutes of a meeting of the board of directors of the Company held on 4 April 2017 at which it was resolved, inter alia, to proceed with the Offering, to approve and file the Prospectus Supplement, and to allot the New Shares (the **"Board Resolutions"**, and together with the Shareholder Resolutions, the **"Corporate Approvals"**);

(c) a copy of the executed purchase agreement dated 5 April 2017 in connection with the Offering between (1) the Company and (2) Matrix Capital Management Master Fund, L.P. (the **"Purchase Agreement"**), but excluding any exhibits thereto.

2.2 For the purpose of giving this opinion, we have:

(a) on 17 March 2017 made, and on 10 April 2017 updated, an online search of the register kept by the Registrar of Companies in respect of the Company (the **"Company Search"**); and

(b) made a telephone enquiry in respect of the Company of the Central Index of Winding Up Petitions on 10 April 2017 at 10.11 (GMT) (the **"Telephone Search"**, and together with the Company Search, the **"Searches"**).

2.3 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 2.1 and 2.2 respectively. We have made no further enquiries concerning the Company or any other matter in connection with the giving of this opinion.

2.4 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 2.1.

3. **Assumptions**

3.1 In giving this opinion we have assumed:

(a) the genuineness of all signatures, seals and stamps;

(b) 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;

(c) the authenticity and completeness of all documents submitted to us as originals;

(d) 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;

(e) that each of the meetings referred to in paragraphs 2.1(b)(ii) and 2.1(b)(iii) (*Examination and enquiries*) was or will be duly convened, constituted and held in accordance with all applicable laws and regulations; that in particular, but without limitation, a duly qualified quorum of directors or, as the case may be, shareholders was or will be present in each case throughout the meeting and voted or will vote in favour of the resolutions; and that, in the case of a board meeting, each provision contained in the Companies Act 2006 or the articles of association of the Company relating to the declaration of directors' interests or the power of interested directors to vote and to count in the quorum was or will be duly observed;

(f) that in each case the documents referred to in paragraphs 2.1(b)(ii) and 2.1(b)(iii) (*Examination and enquiries*) are or will be a true record of the proceedings of the relevant meeting and that each resolution recorded in those documents has not been and will not be amended or rescinded and remains or will remain in full force and effect;

(g) that the directors of the Company acted and will act in accordance with ss171 to 174 Companies Act 2006 in approving the resolutions recorded in the minutes referred to in paragraphs 2.1(b)(iii) (*Examination and enquiries*); and that all actions to be carried out by the Company pursuant to the Corporate Approvals are or will be in its commercial interests;

(h) 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 performance of the actions to be carried out pursuant to, or any other aspect of the transactions contemplated by, the Corporate Approvals;

(i) 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;

(j) that the Company is and will at all relevant times remain in compliance with all applicable anti-corruption, anti-money laundering, anti-terrorism, sanctions, exchange controls and human rights laws and regulations of any applicable jurisdiction;

(k) that all consents, licences, approvals, authorisations, notices, filings and registrations that are necessary under any applicable laws or regulations in order to permit the performance of the actions to be carried out pursuant to the Corporate Approvals have been or will be duly made or obtained and are, or will be, in full force and effect;

(l) that there are no provisions of the laws of any jurisdiction outside England and Wales that would have any implication for the opinions we express and that, insofar as the laws of any jurisdiction outside England and Wales may be relevant to this opinion letter, such laws have been and will be complied with;

(m) that each party to each agreement or instrument pursuant to which New Shares are offered, issued and/or sold will have the capacity to enter into and deliver, and to exercise its rights and perform its obligations thereunder, will have taken all necessary corporate action to authorise that entry, delivery, exercise and performance, and will not be prohibited by any applicable law from that entry, delivery, exercise and performance; that each such agreement or instrument will have been duly executed by or on behalf of each party to it; and that the obligations created by each such agreement or instrument will constitute the legal, valid, binding and enforceable obligations of each of the parties to it under the laws by which it is expressed to be governed;

(n) that no New Shares are acquired as a consequence of a communication made in breach of s21(1) Financial Services and Markets Act 2000;

(o) that the New Shares will be offered and sold in accordance with all applicable laws;

(p) that no application has been or will be made for any New Shares to be listed or admitted to trading on a regulated market situated or operating in the United Kingdom;

(q) that on each date on which any New Shares are allotted and issued (each an **"Allotment Date"**) the Company will have complied with its articles of association and all applicable laws relevant to the allotment and issue of those New Shares;

(r) 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;

(s) that the aggregate issue price in respect of each New Share is not less than the nominal value of that New Share;

(t) that all New Shares will be allotted and issued pursuant to the authority and power granted to the directors of the Company respectively under the Shareholder Resolutions and that that authority and that power are and shall remain unutilized to a sufficient extent to enable the issue and allotment of the New Shares;

(u) that the directors of the Company as at each Allotment Date will have validly resolved to allot and issue the relevant New Shares in accordance with the

Prospectus Supplement; and

(v) that there will be no fact or matter (such as bad faith, coercion, duress, undue influence or a mistake or misrepresentation before or at the time any agreement or instrument is entered into, a subsequent breach, release, waiver or variation of any right or provision, an entitlement to rectification or circumstances giving rise to an estoppel) which might affect the allotment and issue of any New Shares and no additional document between any relevant parties which would or might affect this

opinion and which was not revealed to us by the documents examined or the searches and enquiries made by us in connection with the giving of this opinion.

3.2 In relation to paragraph 3.1(i), it should be noted that this information may not be true, accurate, complete or up-to-date. In particular, but without limitation:

(a) 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;

(b) 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;

(c) 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

(d) in each case, further information might have become available on the relevant register after the Searches were made.

4. **Opinion**

4.1 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 New Shares will, when the names of the holders of such New Shares are entered into the register of members of the Company and subject to the receipt by the Company of the aggregate issue price in respect of all the New Shares in accordance with the Purchase Agreement and the Prospectus Supplement, be validly issued, fully paid and no further amount may be called thereon.

4.2 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**

5.1 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.

5.2 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.

5.3 We do not undertake or accept any obligation to update this opinion to reflect subsequent changes in English law or factual matters.

5.4 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 Prospectus Supplement, the Offering, 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 Prospectus Supplement. 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

Adaptimmune Therapeutics plc Announces Closing of $42 Million Registered Direct Offering

PHILADELPHIA, Pa. and OXFORD, UK., April 10, 2017 — Adaptimmune Therapeutics plc ("Adaptimmune") (Nasdaq: ADAP), a leader in T-cell therapy to treat cancer, today announced the closing of its previously announced registered direct offering of its American Depositary Shares ("ADSs") following its entry into a definitive agreement with Matrix Capital Management Company, LP ("Matrix") to purchase an aggregate of approximately US$42,000,000 of its ADSs. Adaptimmune sold 7,000,000 ADSs at a price of $6.00 per ADS.

Net proceeds of the offering are approximately $42 million, which combined with the $62 million raised in the company's public offering that closed on March 27, takes the total aggregate net proceeds to over $100 million. Adaptimmune intends to use the net proceeds from the offerings to advance the company's wholly-owned pipeline of SPEAR T-cell candidates through clinical trials as well as for other general corporate purposes.

Matrix is an investment fund manager based in Waltham, MA with a 17-year track record investing primarily in public companies. The fund holds a concentrated portfolio of high-conviction, uniquely diligenced investment ideas, with a focus on growth companies in enterprise software, life sciences, consumer internet and media, among other sectors.

A shelf registration statement on Form S-3 relating to the public offering of the ADSs described above was declared effective by the Securities and Exchange Commission ("SEC") on September 12, 2016. The offering was made only by means of a written prospectus and prospectus supplement that form a part of the registration statement. The prospectus supplement relating to and describing the terms of the offering has been filed with the SEC and is available on the SEC's web site at www.sec.gov., or may be obtained by contacting Adaptimmune Therapeutics plc, Attn: Investor Relations, 351 Rouse Boulevard, Philadelphia, PA 19112, or by telephone at: (215) 825-9306.

This press release shall not constitute an offer to sell nor the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

For readers in the European Economic Area

In any EEA Member State that has implemented the Prospectus Directive, this communication is only addressed to and directed at qualified investors in that Member State within the meaning of the Prospectus Directive. The term "Prospectus Directive" means Directive 2003/71/EC (and amendments thereto, including Directive 2010/73/EU, to the extent implemented in each relevant Member State), together with any relevant implementing measure in the relevant Member State.

For readers in the United Kingdom

This communication, in so far as it constitutes an invitation or inducement to enter into investment activity (within the meaning of s21 Financial Services and Markets Act 2000 as amended) in connection with the securities which are the subject of the offering described in this press release or otherwise, is

---

being directed only at (i) persons who are outside the United Kingdom or (ii) persons who have professional experience in matters relating to investments who fall within Article 19(5) ("Investment professionals") of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order") or (iii) certain high value persons and entities who fall within Article 49(2)(a) to (d) ("High net worth companies, unincorporated associations etc") of the Order; or (iv) any other person to whom it may lawfully be communicated (all such persons in (i) to (iv) together being referred to as "relevant persons"). The ADSs are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such ADSs will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.

About Adaptimmune

Adaptimmune is a clinical-stage biopharmaceutical company focused on the development of novel cancer immunotherapy products. The Company's unique SPEAR (Specific Peptide Enhanced Affinity Receptor) T-cell platform enables the engineering of T-cells to target and destroy cancer, including solid tumors. Adaptimmune has a number of proprietary clinical programs, and is also developing its NY-ESO SPEAR T-cell program under a strategic collaboration and licensing agreement with GlaxoSmithKline. The Company is located in Philadelphia, USA and Oxfordshire, U.K.

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, we refer you to our Annual Report on Form 10-K filed with the Securities and Exchange Commission (SEC) on March 13, 2017, and our other SEC filings. The forward-looking statements contained in this press release speak only as of the date the statements were made and we do not undertake any obligation to update such forward-looking statements to reflect subsequent events or circumstances.

Adaptimmune Contacts

Investor Relations
Will Roberts
T: (215) 825-9306
E: will.roberts@adaptimmune.com

Juli P. Miller, PhD
T: (215) 825-9310
E: juli.miller@adaptimmune.com

Media Relations
Margaret Henry
T: +44 (0)1235 430036

Cell: +44 (0)7710 304249
E: margaret.henry@adaptimmune.com

Exhibit 99.2

April 2017

Corporate Presentation

Adaptimmune

TRANSFORMING T CELL THERAPY

Disclaimer

This presentation contains "forward-looking statements," as that term is defined under the Private Securities Litigation Reform Act of 1995 (PSLRA), which statements may be identified by words such as "believe," "may", "will," "estimate," "continue," "anticipate," "intend," "expect" and other words of similar meaning. 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; our ability to submit an IND and successfully advance our technology platform to improve the safety and effectiveness of our existing TCR therapeutic candidates; the rate and degree of market acceptance of T-cell therapy generally and of our TCR therapeutic candidates; government regulation and approval, including, but not limited to, the expected regulatory approval timelines for TCR therapeutic candidates; and our ability to protect our proprietary technology and enforce our intellectual property rights; amongst others. 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, we refer you to our Annual Report on Form 10-K filed with the Securities and Exchange Commission (SEC) on March 13, 2017 and our other SEC filings.

We urge you to consider these factors carefully in evaluating the forward-looking statements herein and you are cautioned not to place undue reliance on such forward-looking statements, which are qualified in their entirety by this cautionary statement. The forward-looking statements contained in this presentation speak only as of the date the statements were made and we do not undertake any obligation to update such forward-looking statements to reflect subsequent events or circumstances. We intend that all forward-looking statements be subject to the safe-harbor provisions of the PSLRA.

Adaptimmune
TRANSFORMING T CELL THERAPY

Adaptimmune Positioned for Delivery in 2017/18

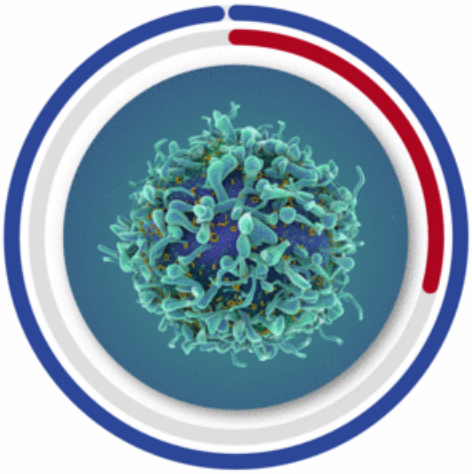
- Three wholly-owned INDs open (MAGE-A10, -A4 and AFP) in 8 tumor types
  - Momentum in patient screening and recruitment
  - Initial data likely 2H 2017 and 1H 2018
- Significant progress with NY-ESO* program
  - Plan to initiate registration study around end 2017, subject to regulatory process
  - Initial data from MRCLS, NSCLC and ovarian studies likely 2H 2017 and 1H 2018
  - Initiation of combination study with Keytruda®
- Operations funded through late 2019

Adaptimmune
TRANSFORMING T CELL THERAPY

* Under option to GSK

CAR-T vs TCR: Differences in Access to Human Proteome

Better Access to Peptides with T-cell Receptors



TCRs	Nearly all proteins are available to TCRs
	Access to extra- and intracellular proteins
	Potentially unlimited targets; utilizes the T-cell's native receptor
	Affinity tuned SPEAR TCRs overcome low target expression; required to address solid tumors

CAR-T	Only ~28% of proteins available to CAR-T cells
	Mostly limited to extracellular proteins
	Limited targets compared to TCRs
	Chimeric antigen receptor; not designed to recognize an HLA peptide

Adaptimmune
TRANSFORMING T CELL THERAPY

T-cells Play Critical Role in Cell-Mediated Immunity

TCRs Eliminate Damaged/Diseased/Foreign Cells, but Cancer Evades Detection

- Cells display status by presenting peptides on their surface using HLA molecules
  - Peptides in peptide-HLA complexes change if cell is damaged, cancerous or infected
- T-cells generally only recognize different “non-self” cells due to thymic selection
- T-cell recognition based on affinity of the TCR to the target peptide-HLA complex
- Multiple TCRs bind target peptide-HLA, which cluster to form an immune synapse
- T-cells release cytolytic granules, inducing target cell death
- However, T-cells have trouble recognizing cancer cells as targets
  - Cancer peptides are derived from normal, “self” proteins
  - Thymic selection deleted T-cells with high affinity to “self” proteins including cancer peptides
  - Cancer cells express a lower number of targets

Adaptimmune
TRANSFORMING T CELL THERAPY

Affinity Optimization is Critical to Address Majority of Antigens

Adaptimmune is the Only Company with this Proprietary Technology

- T-cells bind to targets on cancer cells
- Cancer downregulates targets to avoid detection
- Most naturally occurring anti-tumor T-cells are low affinity (require more targets)

- SPEAR T-cells are affinity enhanced to overcome this problem
- Proprietary preclinical engineering ensures tumor-specific response
- Optimal specificity and affinity for antitumor activity
- Demonstrated efficacy in solid tumors

Adaptimmune
TRANSFORMING T CELL THERAPY

Developing Novel TCR Therapies

Utilizing Proprietary Technology Platform to Develop Multiple Approaches

Cancer Testis Antigens

- Largely exclusive to tumor tissue; shown to be good targets
- Developing a franchise with overlapping expression profiles
- Examples: NY-ESO, MAGE-A10 & -A4

Non-CTA Targets

- Includes oncofetal proteins and differentiation markers
- Closely associated with single tumor types
- Example: AFP

Multiple HLAs

- Expanding research efforts to target multiple HLAs
- Looking beyond foundational data in HLA-A2

Next generation SPEAR T-cells

- Data on dnTGF-β receptor construct at SITC 2016
- Also evaluating combination approaches

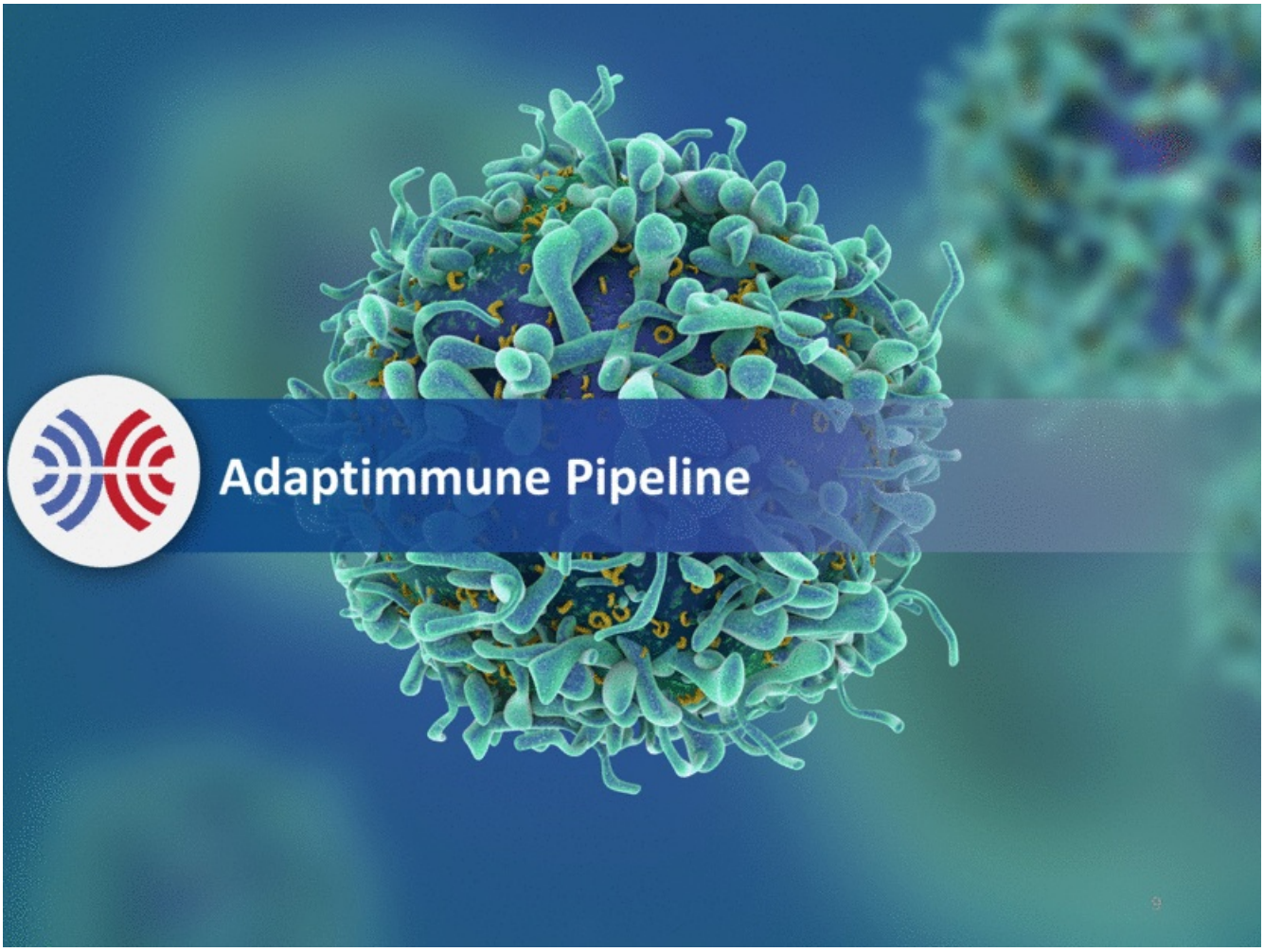
Adaptimmune
TRANSFORMING T CELL THERAPY

Adaptimmune Pipeline Overview

Multiple Targets with Near-Term Clinical Milestones

GSK option	NY-ESO	• Clinical data in synovial sarcoma and multiple myeloma • Active trials in synovial sarcoma, MRCLS, ovarian and non-small cell lung cancer (NSCLC) • Planned registration studies in synovial sarcoma
Wholly-owned	MAGE-A10	• IND open • Studies enrolling in head & neck, melanoma, urothelial (bladder), and NSCLC
	AFP	• IND open • Study in hepatocellular cancer in 2017
	MAGE-A4	• IND open (announced January 2017) • Multi-tumor study in 2017

Adaptimmune
TRANSFORMING T CELL THERAPY


Adaptimmune Pipeline

Deep Pipeline Across Major Cancers

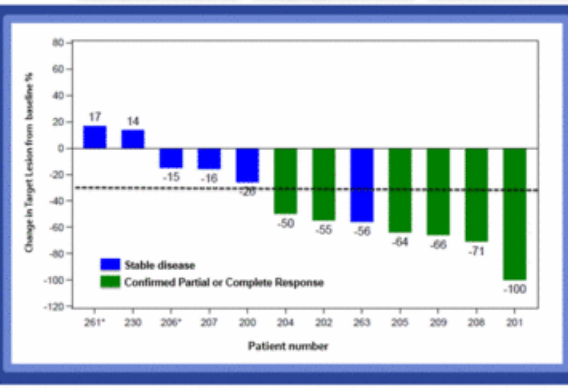
NY-ESO SPEAR T-cell Development Program: Sarcoma

SPEAR target	Indication	Notes	Pre-IND	Phase I / II	Registration
NY-ESO	Synovial sarcoma	Registration			
		Cohort 1 - High NY-ESO +CTX / FLU			
		Cohort 2 - Low NY-ESO +CTX / FLU			
		Cohort 3 – no fludarabine			
		Cohort 4 – modified CTX / FLU			
	Myxoid / Round cell liposarcoma	Pilot study			

Complete | Ongoing | Planned

NY-ESO SPEAR T-cells in Synovial Sarcoma

- ~18 months (80 weeks) median survival for cohort 1
- 60% response rate (6/10) in patients receiving target cell dose (50% overall response rate [6/12]) in context of CTX + fludarabine
- Confirmed response seen in 1 of 5 patients with low NY-ESO expression
- Overall, manageable toxicity; highly persistent cells in the presence of fludarabine



2017/2018 Milestones:

Data from synovial sarcoma cohorts 1, 2, and 4; MRCLS pilot study

Adaptimmune
TRANSFORMING T CELL THERAPY

Deep Pipeline Across Major Cancers

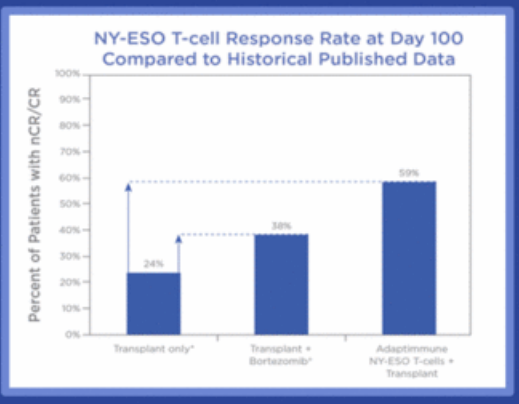
NY-ESO SPEAR T-cell Development Program: Multiple Myeloma

SPEAR target	Indication	Notes	Pre-IND	Phase I / II	Registration
NY-ESO	Multiple myeloma	Autologous SCT			
		Combination with anti-PD1 (KEYTRUDA)			

Complete | Ongoing | Planned

NY-ESO SPEAR T-cells in Multiple Myeloma

- 3-year overall survival (OS) as of Jan. 2016
- 91 percent (20/22) response rate at day 100
- Median: PFS=19.1 months (11/2015)
- Manageable toxicity, highly persistent cells



2017/2018 Milestones:
Initiation of combination study with KEYTRUDA®; data in 2018

Adaptimmune
TRANSFORMING T CELL THERAPY

Deep Pipeline Across Major Cancers

NY-ESO SPEAR T-cell Development Programs: Ovarian, Melanoma, and NSCLC

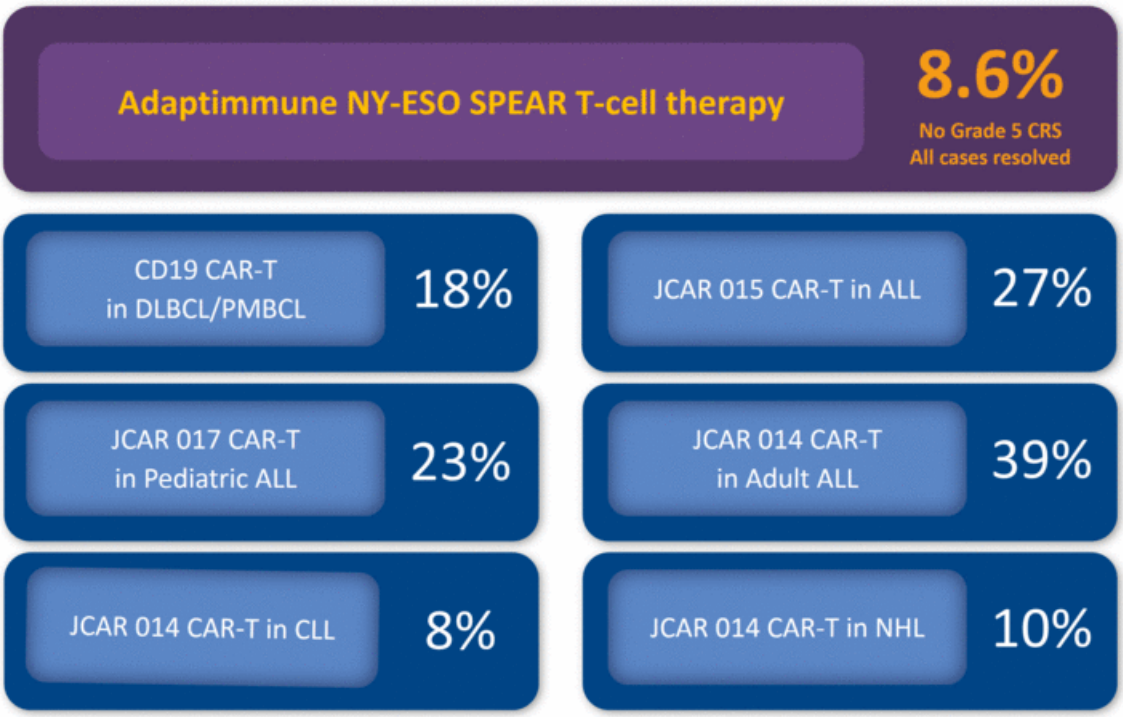
SPEAR target	Indication	Notes	Pre-IND	Phase I / II	Registration
NY-ESO	Ovarian	No fludarabine			
		modified CTX / FLU			
	Melanoma	No fludarabine			
	Non-small cell lung cancer (NSCLC)	modified CTX / FLU			

Results of ovarian and melanoma studies with CTX only highlight need for preconditioning regimen including fludarabine

2017/2018 Milestones:
Data from studies in NSCLC and ovarian (with FLU)

Adaptimmune
TRANSFORMING T CELL THERAPY

Frequency of Grade 3+ CRS: NY-ESO SPEAR-T vs CAR-Ts



Adaptimmune
TRANSFORMING T CELL THERAPY

Neurotoxicity: NY-ESO SPEAR-T vs CAR-Ts

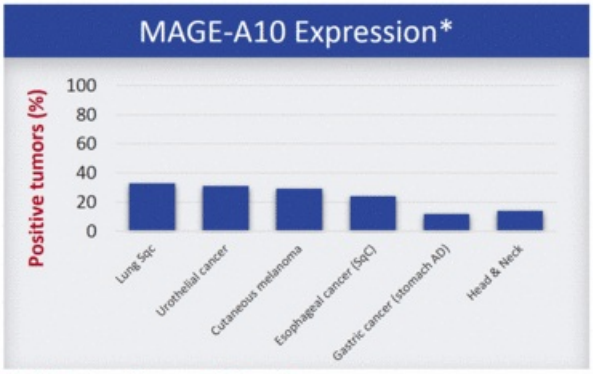
NY-ESO SPEAR T-cells: Not associated with the type and severity of neurotoxicity events seen with CAR-T

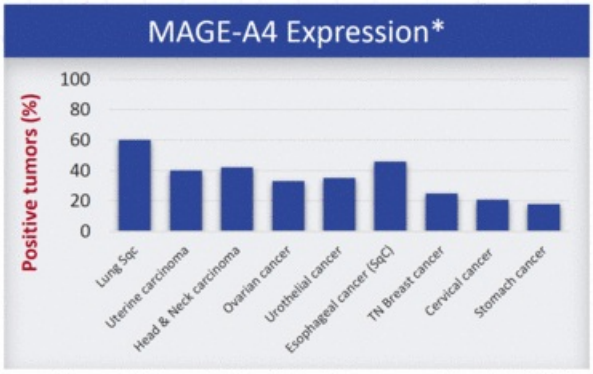
CD19 CAR-T in DLBCL/PMBCL — 34% Grade 3 or 4, 3% Grade 5	JCAR 015 CAR-T in ALL — 29% Grade 3+
JCAR 017 CAR-T in Pediatric ALL — 23% Severe	JCAR 014 CAR-T in Adult ALL — 39% Grade 3+
JCAR 014 CAR-T in CLL — 25% Grade 3-5	JCAR 014 CAR-T in NHL — 10% Severe

Adaptimmune
TRANSFORMING T CELL THERAPY

Deep Pipeline Across Major Cancers

MAGE-A10 and -A4: Expressed Across a Wide Range of Tumors





Source: TCGA Research Network: http://cancergenome.nih.gov, March 2017.

Estimated Annual Deaths

	US[1]	Europe[2]
Urothelial	16,390	52,374
Head and neck	9,570	43,704
Ovarian	14,240	42,716
Melanoma	10,130	22,199
Lung	158,080	353,580
Esophageal	15,690	39,504
Gastric	10,730	107,313

Adaptimmune
TRANSFORMING T CELL THERAPY

1. Source: seer.cancer.gov; http://www.cancer.org/; 2016 data
2. Source: eco.iarc.fr/eucan; 2012 data
* Antigen expression in table is not exhaustive

Deep Pipeline Across Major Cancers

MAGE-A10 and -A4 SPEAR T-cell Development Programs: Multiple Cancers

SPEAR target	Indication	Notes	Pre-IND	Phase I / II	Registration
MAGE-A10	Non-small cell lung cancer (NSCLC)	modified CTX / FLU			
	Urothelial (bladder), melanoma, H&N	modified CTX / FLU			
MAGE-A4	Urothelial, melanoma, H&N, ovarian, NSCLC, esophageal, gastric				

2017/2018 Milestones:
Data from NSCLC and triple tumor studies of MAGE-A10 SPEAR T-cells

2017/2018 Milestones:
Data from multi-tumor study of MAGE-A4 SPEAR T-cells

Adaptimmune
TRANSFORMING T CELL THERAPY

Deep Pipeline Across Major Cancers

Building a Franchise: Broad Coverage of Cancers with Existing CTA Pipeline

Tumor Overlap Examples

Lung Squamous Cell

NY-ESO-1	22%
MAGE-A10	33%
MAGE-A4	60%
Expression by 1 or more	65%

Urothelial Cancer

NY-ESO-1	24%
MAGE-A10	31%
MAGE-A4	35%
Expression by 1 or more	48%

Head & Neck Cancer (squamous cell)

NY-ESO-1	10%
MAGE-A10	14%
MAGE-A4	42%
Expression by 1 or more	44%

Adaptimmune
TRANSFORMING T CELL THERAPY

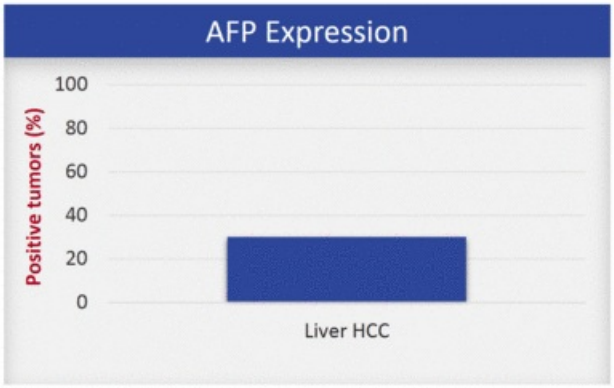
Source: TCGA Research Network: http://cancergenome.nih.gov, January 2017.

Deep Pipeline Across Major Cancers

AFP SPEAR T-cell Development Program: Hepatocellular cancer

SPEAR target	Indication	Notes	Pre-IND	Phase I / II	Registration
AFP	Hepatocellular cancer	Modified CTX / FLU			

Complete | Ongoing | Planned



Source: TCGA Research Network: http://cancergenome.nih.gov, January 2016.

Estimated Annual Deaths

	US[1]	Europe[2]
Liver HCC	27,170	62,152

2017/2018 Milestones:
Data from study in hepatocellular cancer

Adaptimmune
TRANSFORMING T CELL THERAPY

1. Source: seer.cancer.gov; http://www.cancer.org/; 2016 data
2. Source: eco.iarc.fr/eucan; 2012 data

Unmatched Clinical Pipeline of Affinity Enhanced TCRs

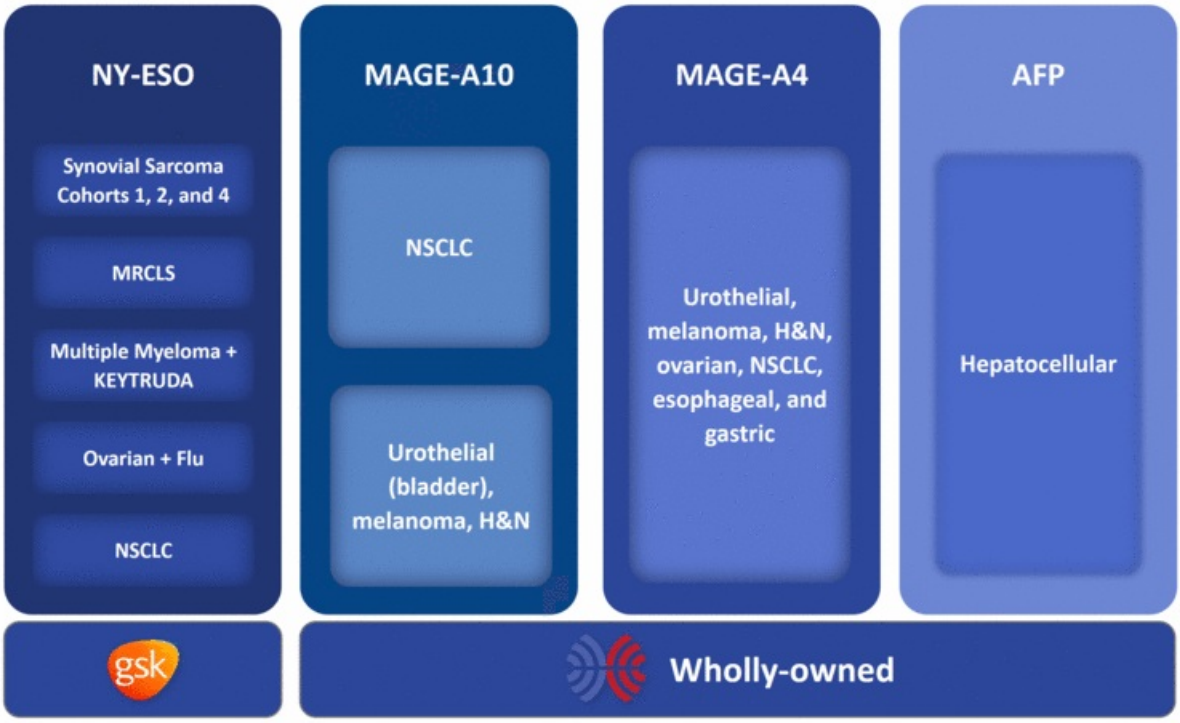
SPEAR target	Indication	Notes	Pre-IND	Phase I / II	Registration trial
NY-ESO	Synovial sarcoma	Registration trial			
		Cohort 1 - High NY-ESO + CTX / FLU			
		Cohort 2 - Low NY-ESO + CTX / FLU			
		Cohort 3 – no FLU			
		Cohort 4 – modified CTX / FLU			
	Myxoid / Round cell liposarcoma	Pilot study			
	Multiple myeloma	Autologous SCT			
		Combination with anti-PD1 (KEYTRUDA)			
	Ovarian	No FLU			
		Modified CTX / FLU			
	Melanoma	No Flu			
	Non-small cell lung cancer (NSCLC)	Modified CTX / FLU			
MAGE-A10	NSCLC	Modified CTX / FLU			
	Urothelial (bladder), melanoma, H&N	Modified CTX / FLU			
AFP	Hepatocellular cancer	Modified CTX / FLU			
MAGE-A4	Urothelial, melanoma, H&N, ovarian, NSCLC, esophageal, gastric				

Complete | Ongoing | Planned

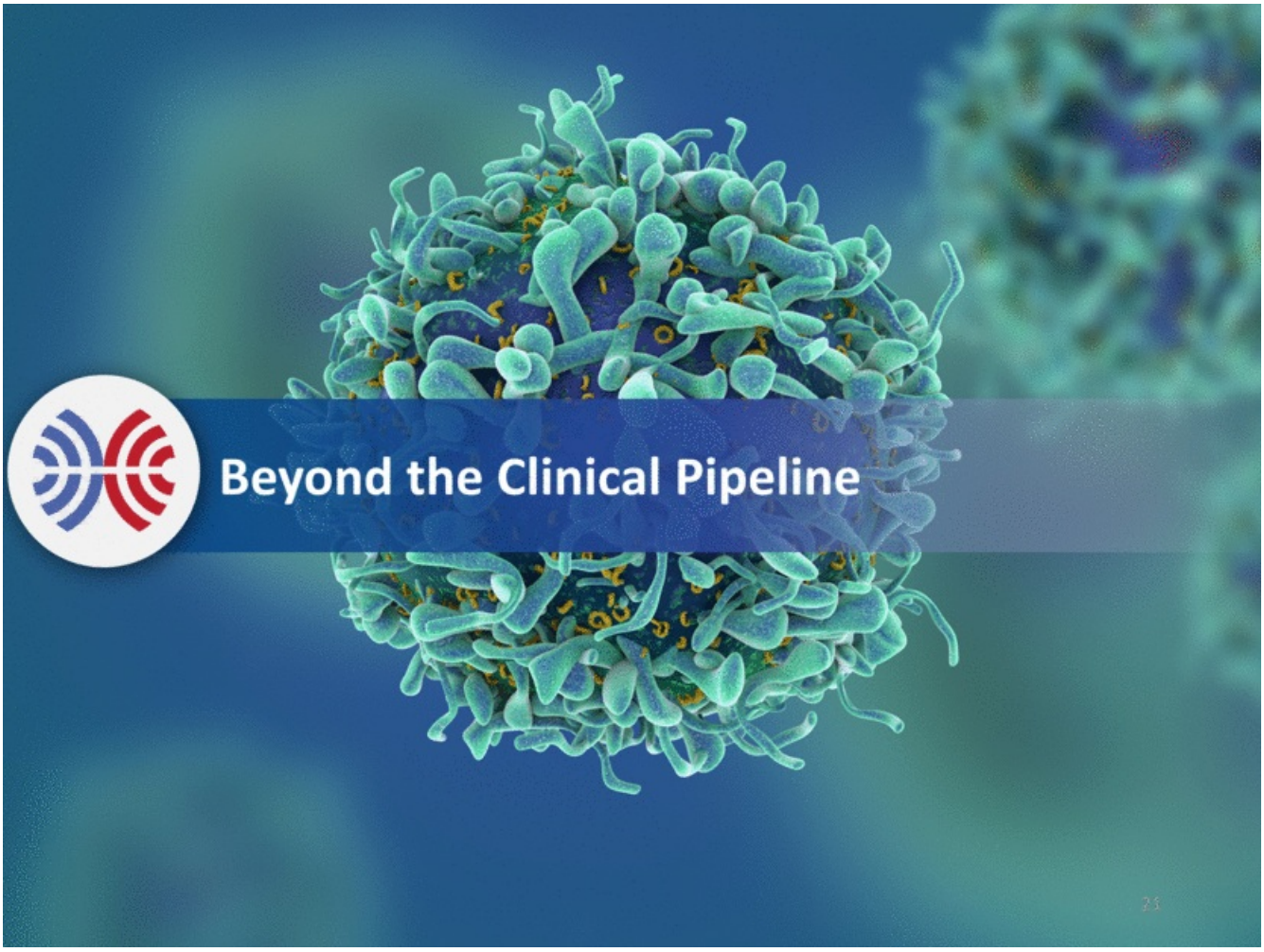
Adaptimmune
TRANSFORMING T CELL THERAPY

2017: A Year of Significant Data Delivery

Potential for Data from Multiple SPEAR T-cell Therapies in 2017 and 2018



Adaptimmune
TRANSFORMING T CELL THERAPY


Beyond the Clinical Pipeline

Leading Innovation in Engineered T-cell Therapy

Addressing Depth and Durability in Solid Tumors

- Combination studies starting in 2017
- Enhancing resistance to tumor microenvironment: 5 programs and growing
  - ✓ Block effects of immunosuppression (e.g., TGF-β)
  - ✓ Overcoming metabolic restrictions of tumor environment
  - ✓ Other internal programs in development
- Enhancing T-cell potency and function: 11 programs and growing
  - ✓ Enhancement of Class-I restricted CD4 T-cell function
  - ✓ Enhancement of cytotoxic function
  - ✓ Enhancement of epitope spreading
  - ✓ Other internal programs in development
  - ✓ Partnership with Bellicum

Adaptimmune
TRANSFORMING T CELL THERAPY

Leading Innovation in Engineered T-cell Therapy

Innovative Partnership with Bellicum

- Staged collaboration to evaluate Bellicum's "GoTCR" switch technology
- Technology could complement our next generation efforts

✓ Provides potential on/off switch to T-cell

✓ May further enhance SPEAR T-cell proliferation, activation and persistence

- Preclinical POC will be completed in 2017
- Potential to proceed into co-development / co-commercialization phase in 2017/2018

Adaptimmune
TRANSFORMING T CELL THERAPY

Leading Innovation in Engineered T-cell Therapy

Allogeneic Approach to TCR T-cell Therapy

- Partnered with Universal Cells
- Benefits of allogeneic approach include

  - ✓ Allows one manufacturing batch to treat numerous patients
  - ✓ Enhanced control and standardization of manufactured product
  - ✓ Eliminates risk of rejection by host and GvHD
  - ✓ Decreases manufacturing costs
  - ✓ Scalable for unlimited commercial manufacture

- Progenitor cell line evaluated; T-cell differentiation ongoing
- Pre-IND meeting in planning

Adaptimmune
TRANSFORMING T CELL THERAPY

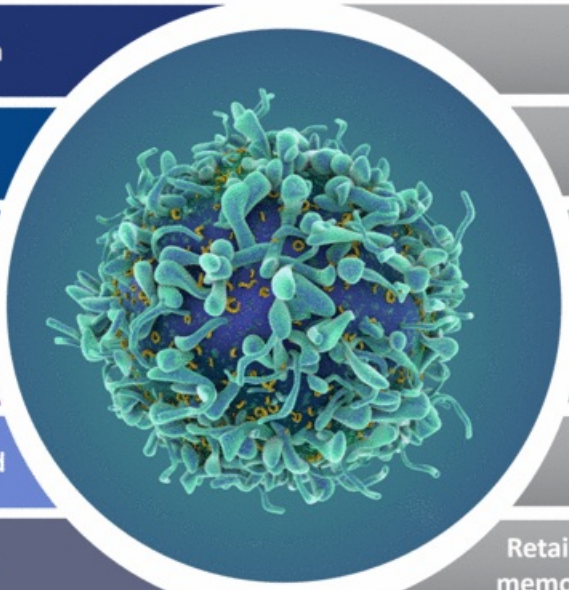
Global Technology Network: Partnering with Industry Leaders

Adaptimmune
TRANSFORMING T CELL THERAPY


Optimizing T-cell Product Manufacturing
26

Advantages of Adaptimmune's Manufacturing Process

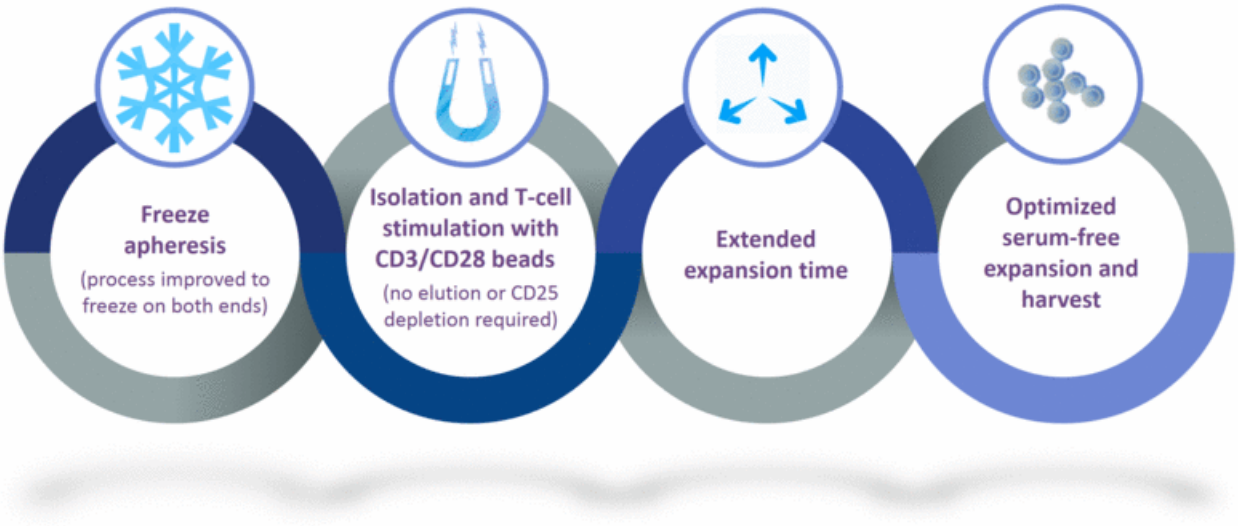
Robust Expansion	Minimizes vector requirement, no IL-2 or feeder cells
Maximum Flexibility	Cryopreservation possible on both ends of the manufacturing process
Positive Selection	CD3/CD28 beads; CD4 and CD8 T-cells; no Tregs
Serum Free Expansion	Reduced serum dependency for minimizing cost and risk
Rapid Turnaround	10-day manufacturing process
T-cell Persistence	Retained tumoricidal activity; long-term memory phenotype, minimal exhaustion



Adaptimmune
TRANSFORMING T CELL THERAPY

Cell Manufacturing

FDA Allowance to Proceed with Improved Process



Adaptimmune
TRANSFORMING T CELL THERAPY


Financial Update
29

Financial Update

Funds Operations through Late 2019*

- As of December 31, 2016
  - $158.8 million of cash and cash equivalents
  - $22.7 million of short-term deposits
  - Combined represents a total liquidity position of $181.5 million**
- Subsequent financings:
  - March 2017 public offering (15.7M ADS, $4.20 per ADS)
  - April 2017 registered direct offering to Matrix Capital (7M ADS, $6.00 per ADS)
  - ~$103 million in total net proceeds
- Estimated total of cash & cash equivalents plus short term deposits on completion of the above financings: ~$245 million***

* Guidance excludes any new business development and is based on current company assumptions

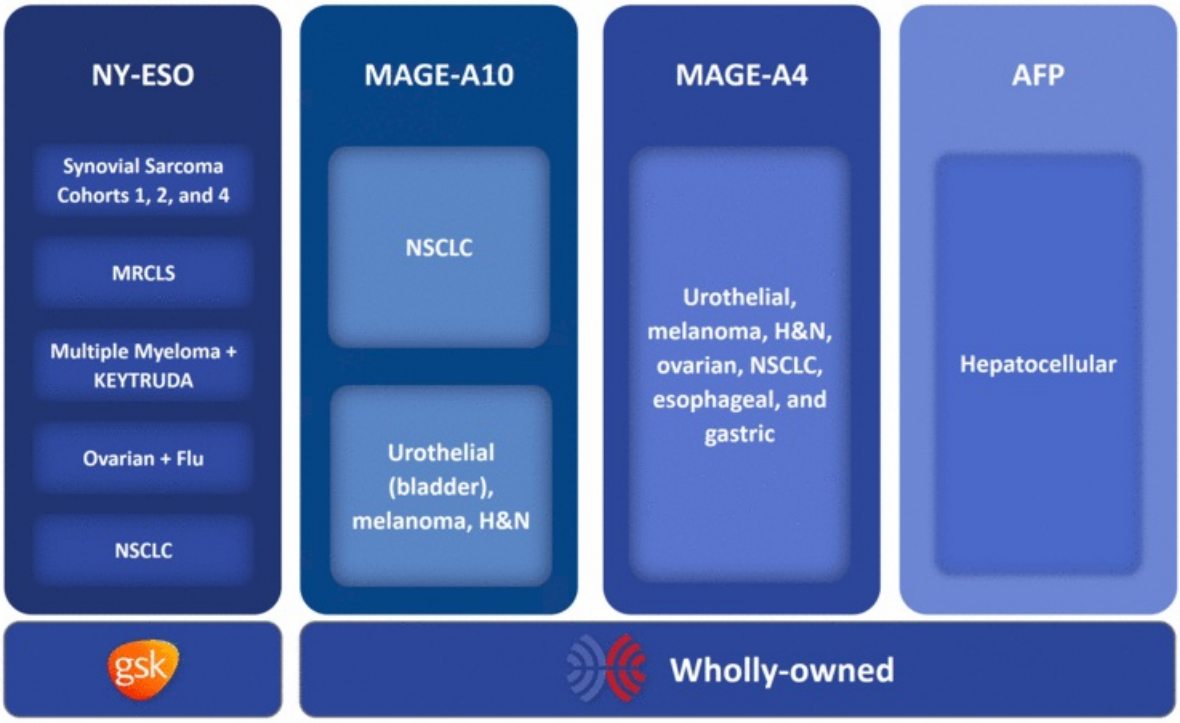
** Total liquidity position is a non GAAP financial measure, which is explained and reconciled to the most directly comparable financial measures prepared in accordance with GAAP

*** As of April 10, 2017, unaudited

Adaptimmune
TRANSFORMING T CELL THERAPY

2017: A Year of Significant Data Delivery

Potential for Data from Multiple SPEAR T-cell Therapies in 2017 and 2018



Adaptimmune
TRANSFORMING T CELL THERAPY

April 2017

Corporate Presentation

Adaptimmune

TRANSFORMING T CELL THERAPY