

**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: **July 24, 2018**  
(Date of earliest event reported: **July 20, 2018**)

**ADAPTIMMUNE 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))

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 1.01 Entry Into a Material Definitive Agreement.**

On July 24, 2018, Adaptimmune Therapeutics plc (the "Company" or "Adaptimmune") announced the transition of the Company's NY-ESO SPEAR T-cell therapy program to GlaxoSmithKline ("GSK"). In September 2017, GSK exercised its option under a collaboration and license agreement signed in May 2014 (the "Original Agreement") to exclusively license the right to research, develop, and commercialize Adaptimmune's NY-ESO SPEAR T-cell therapy program.

Under the terms of an amended agreement dated as of July 20, 2018 (the "Amended Agreement"), GSK assumes responsibility for further research, development and potential commercialization of the NY-ESO SPEAR T-cell therapy and Adaptimmune will receive £21.2 million (~\$27.5 million) from GSK. The amendments set out in the Amended Agreement also clarify the remaining activities required to finalize the transfer of the NY-ESO SPEAR T-cell program to GSK. Successful continuation of development and subsequent commercialization of NY-ESO will trigger additional payments for development milestones, tiered sales milestones, and mid-single to low double-digit royalties on worldwide net sales as previously provided under the Original Agreement.

Following transition of the NY-ESO program, GSK has the right to nominate its third and fourth targets, having nominated PRAME as its second target in January 2017. Once nominated, Adaptimmune will develop SPEAR T-cells to these targets (including PRAME), through preclinical testing to an IND-ready state, at which point GSK will be responsible for the IND filing.

The foregoing summary of the material terms of the Amended Agreement does not purport to be complete and is qualified in its entirety by reference to the Amended Agreement, a copy of which will be filed with the Securities and Exchange Commission by the Company on its Quarterly Report on Form 10-Q, and the original agreements between the Company and GSK referred to therein.

**Item 8.01 Other Events**

On July 24, 2018, the Company and GSK issued a joint press release announcing the transition of the NY-ESO SPEAR T-cell therapy program to GSK. The press release is attached as Exhibit 99.1 and incorporated by reference herein.

The information contained in Item 8.01 of this Form 8-K, including Exhibit 99.1 furnished herewith, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or incorporated by reference in any filing made by the Company under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by the Company by specific reference in such a filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1	<a href="#">Press release dated July 24, 2018.</a>

2

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**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: July 24, 2018

By: /s/ Margaret Henry

Name: Margaret Henry

Title: Corporate Secretary

3

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## GSK and Adaptimmune Complete Transition of NY-ESO SPEAR T-cell Therapy Program to GSK

London and OXFORD, United Kingdom, July 24, 2018 — GlaxoSmithKline plc and Adaptimmune Therapeutics plc (Nasdaq:ADAP), a leader in T-cell therapy to treat cancer, today announced the transition of the development program for GSK337794 (GSK '794), an NY-ESO SPEAR T-cell therapy, to GSK. As a result of the transition, GSK assumes full responsibility for future research, development, and potential commercialization of this pioneering therapy, and Adaptimmune will receive \$27.5 million (£21.2 million) from GSK.

Dr. Hal Barron, President R&D, GSK said, "The data we've seen for GSK '794 point to the potentially transformational nature of this T-cell therapy, as this is the first cell therapy to show clinical response in solid tumours. The concept of cells as medicines is an exciting component of our immuno-oncology portfolio and leverages our expertise in manufacturing T-cell therapies. This has been a productive collaboration on GSK '794 and we look forward to continued collaboration with Adaptimmune."

"This is a turning point for Adaptimmune. We are extremely proud of the partnership with GSK and the pioneering work we have led over the years with NY-ESO SPEAR T-cells, as the foundation of our targeted TCR therapies, showing responses in two solid tumors and treating more than 80 patients in six different indications", said James Noble, Chief Executive Officer at Adaptimmune. "With the NY-ESO program transitioned, Adaptimmune can focus its clinical, regulatory and manufacturing resources on the development of our wholly owned therapies MAGE-A4, MAGE-A10, and AFP. We will continue the preclinical work with GSK on its next target, PRAME."

GSK '794 is an engineered T-cell therapy, for which a patient's own cells have been genetically modified to express a T-cell receptor (TCR) recognizing with high affinity the tumor-specific antigen, NY-ESO. When the modified cells are re-infused into the patient, they recognize and kill tumor cells that express the NY-ESO antigen. NY-ESO is expressed at various levels across different tumors, and appears to be expressed at high levels in defined sub-types of soft tissue sarcomas, melanoma, multiple myeloma, bladder cancer, non-small cell lung cancer (NSCLC), ovarian cancer and gastro-intestinal cancers.

Effective immediately, GSK will assume responsibilities for all ongoing studies of NY-ESO SPEAR T-cells, including those in NSCLC, and the combination study with KEYTRUDA® in multiple myeloma. Successful continuation of development and subsequent commercialization of GSK '794 will trigger additional payments for development milestones, tiered sales milestones, and mid-single to low double-digit royalties on worldwide net sales.

#### About the Collaboration and License Agreement between Adaptimmune and GSK

Adaptimmune and GSK announced their strategic collaboration and license agreement in June 2014 (<https://bit.ly/2z1qMTn>) for up to five programs including the first program, NY-ESO. The terms of the agreement were expanded in February 2016 (<https://bit.ly/2IJ59qI>) to accelerate development of NY-ESO SPEAR T-cell therapy toward registration trials in synovial sarcoma, to explore development in myxoid/round cell liposarcoma (MRCLS), and to enable combination studies. 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 (<https://bit.ly/2wMJKda>).

Following the transition of the NY-ESO program, GSK has the right to nominate its third and fourth targets. GSK already nominated PRAME as its second target in January 2017 (<https://bit.ly/2jCixVu>). GSK is not able to nominate targets on which Adaptimmune is already working, including MAGE-A10, MAGE-A4, and AFP SPEAR T-cells as well as its active preclinical pipeline. Adaptimmune will take

these three additional targets when nominated, including PRAME, through preclinical testing to an IND-ready state, at which point GSK will be responsible for IND filing. Adaptimmune will not be responsible for any clinical work on these additional programs.

#### About GSK

GSK - a science-led global healthcare company with a special purpose: to help people do more, feel better, live longer. For further information please visit [www.gsk.com](http://www.gsk.com)

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#### Cautionary statement regarding forward-looking statements

GSK cautions investors that any forward-looking statements or projections made by GSK, including those made in this announcement, are subject to risks and uncertainties that may cause actual results to differ materially from those projected. Such factors include, but are not limited to, those described under Item 3.D 'Principal risks and uncertainties' in the company's Annual Report on Form 20-F for 2017.

#### 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 is currently conducting clinical trials with SPEAR T-cells targeting MAGE-A4, -A10, and AFP across several solid tumor indications. The Company is located in Philadelphia, USA and Oxfordshire, U.K. For more information, please visit <http://www.adaptimmune.com>.

#### 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 Quarterly Report filed on form 10-Q with the Securities and Exchange Commission (SEC) on May 9, 2018 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.

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