

**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): **September 7, 2018**

ADAPT IMMUNE THERAPEUTICS PLC

(Exact name of registrant as specified in its charter)

England and Wales
(State or other jurisdiction of
incorporation)

1-37368
(Commission File Number)

Not Applicable
(IRS Employer Identification No.)

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

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

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

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

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 8.01. Other Events.

On September 7, 2018, Adaptimmune Therapeutics plc (the "Company") issued a press release announcing the closing of its previously announced registered direct offering (the "Offering") of its American Depositary Shares ("ADSs"). The Company sold 10,000,000 ADS at a price of \$10.00 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. 333-226147), pursuant to which the Offering has been registered with the Securities and Exchange Commission.

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 September 7, 2018

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 September 7, 2018

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: September 7, 2018

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

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

7 September 2018

Adaptimmune Therapeutics plc
60 Jubilee Avenue
Milton Park
Abingdon
Oxfordshire
OX14 4RX

Our ref: 14449365/20456

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 60,000,000 new ordinary shares of £0.001 each in the Company (the "**New Shares**") to Matrix Capital Management Master Fund, L.P., New Enterprise Associates 14, L.P., New Enterprise Associates 16, L.P. and Syncona Portfolio Limited. The New Shares are to be offered in the form of 10,000,000 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. 333-226147) (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 September 2018 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

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 Tauli & 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.

- (b) a certificate dated 7 September 2018 (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 21 June 2017 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 September 2018 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 September 2018 in connection with the Offering between (1) the Company, (2) Matrix Capital Management Master Fund, L.P., (3) New Enterprise Associates 14, L.P., (4) New Enterprise Associates 16, L.P. and (5) Syncona Portfolio Limited (the "**Purchase Agreement**"), but excluding any exhibits thereto.

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

- (a) on 6 September 2018 made, and on 7 September 2018 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 7 September 2018 at 10.39 a.m. (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;

2

- (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 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 present in each case throughout the meeting and voted 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 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 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 and will remain in full force and effect;
- (g) that the directors of the Company acted 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;

3

- (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 the date on which the New Shares are allotted and issued (the "**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 the 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 the 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

4

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

5

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
Mayer Brown International LLP

6



Adaptimmune Therapeutics plc Announces Closing of Registered Direct Offering of American Depositary Shares

PHILADELPHIA, Pa. and OXFORD, UK., September 7, 2018 — 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”). Adaptimmune sold 10,000,000 ADSs at a price of \$10.00 per ADS.

Net proceeds of the offering are approximately \$100.0 million. Adaptimmune intends to use the net proceeds from this offering to advance the company’s wholly-owned pipeline of SPEAR T-cell candidates through clinical trials as well as for other general corporate purposes.

A shelf registration statement on Form S-3 relating to the public offering of the ADSs described above was filed with the Securities and Exchange Commission (“SEC”) and became effective on July 12, 2018. 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 website at <http://www.sec.gov>, or may be obtained, when available, by contacting Adaptimmune Therapeutics plc, Attn: Investor Relations, 351 Rouse Boulevard, Philadelphia, PA 19112, or by telephone at: (215) 825-9310.

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 is currently conducting clinical trials with SPEAR T-cells targeting MAGE-A4, MAGE-A10, and AFP across multiple 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 on Form 10-Q filed with the Securities and Exchange Commission (SEC) on August 2, 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.

Adaptimmune Contacts

Media Relations:

Sébastien Desprez — VP, Communications and Investor Relations

T: +44 1235 430 583

M: +44 7718 453 176

Sebastien.Desprez@adaptimmune.com

Investor Relations

Juli P. Miller, PhD

T: (215) 825-9310

M: +1 215 460 8920

juli.miller@adaptimmune.com
