

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

**FORM S-8**

**REGISTRATION STATEMENT**

Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-233558  
Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-203929

*UNDER  
THE SECURITIES ACT OF 1933*

**ADAPT IMMUNE THERAPEUTICS PLC**

(Exact name of registrant as specified in its charter)

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

**Not Applicable**  
(I.R.S. Employer  
Identification No.)

**60 Jubilee Avenue, Milton Park  
Abingdon, Oxfordshire OX14 4RX  
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 2016 Employee Share Option Scheme  
Adaptimmune Therapeutics plc Company Share Option Plan**  
(Full title of the plans)

**ADAPT IMMUNE LLC  
351 Rouse Boulevard, The Navy Yard  
Philadelphia, PA 19112  
United States of America  
+ 1 215 825 9260**  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**David S. Bakst  
Mayer Brown LLP  
1221 Avenue of the Americas  
New York, New York 10020  
+ 1 212 506 2500**

**Adrian Rawcliffe  
Chief Executive Officer  
Adaptimmune Therapeutics plc  
60 Jubilee Avenue, Milton Park  
Abingdon, Oxfordshire OX14 4RX  
United Kingdom  
(44) 1235 430000**

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

Large accelerated filer   
Non-accelerated filer

Accelerated filer   
Smaller reporting company   
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 7(a)(2)(B) of the Securities Act.

**EXPLANATORY NOTE**

These Post-Effective Amendments (the "**Amendments**") relate to the following Registration Statements on Form S-8 of Adaptimmune Therapeutics plc ("**Adaptimmune**"):

- [Registration Statement No. 333-203929, filed with the Securities and Exchange Commission \(the "Commission"\) on May 6, 2015; and](#)
- [Registration Statement No. 333-233558, filed with the Commission on August 30, 2019 \(collectively, the "Registration Statements"\).](#)

The Registration Statements relate to ordinary shares of Adaptimmune, par value £0.001 per ordinary share, issuable under the 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 2016 Employee Share Option Scheme and Adaptimmune Therapeutics plc Company Share Option Plan.

These Amendments are being filed solely to reflect amendments to the Adaptimmune Therapeutics plc 2015 Share Option Scheme (the "2015 SOS") and the Adaptimmune Therapeutics plc 2016 Employee Share Option Scheme (the "2016 ESOS" and together with the 2015 SOS, the "Plans") effected on June 29, 2023. These amendments were approved by Adaptimmune's Board of Directors on June 29, 2023 to change the definition of "Eligible Person" under the Plans to enable the grant of replacement share options to former employees, directors and consultants of TCR<sup>2</sup> Therapeutics Inc. ("TCR<sup>2</sup>") following the closing of the merger between Adaptimmune and TCR<sup>2</sup> on June 1, 2023.

**PART II**  
**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

<b>Item 8. Exhibits. Exhibit No.</b>	<b>Description</b>
<a href="#">24.1*</a>	<a href="#">Powers of Attorney (included on the signature page hereto)</a>
<a href="#">99.1**</a>	<a href="#">Adaptimmune Therapeutics plc 2015 Share Option Scheme (incorporated by reference to Exhibit 10.1 to Adaptimmune Therapeutics plc's Current Report on Form 8-K (SEC File No. 001-37368) filed on June 29, 2023)</a>
<a href="#">99.2**</a>	<a href="#">Adaptimmune Therapeutics plc 2016 Employee Share Option Scheme (incorporated by reference to Exhibit 10.2 to Adaptimmune Therapeutics plc.'s Current Report on Form 8-K (SEC File No. 001-37368) filed on June 29, 2023)</a>

\* Filed herewith.  
\*\* Incorporated herein by reference.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, 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 these Post-Effective Amendments to the Registration Statements on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in Oxfordshire, England, on June 29, 2023.

**ADAPTIMMUNE THERAPEUTICS PLC**

By: /s/ Adrian Rawcliffe  
Adrian Rawcliffe  
Chief Executive Officer and Director

**POWERS OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Adrian Rawcliffe and Gavin Wood, and each of them, their true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for them and in their name, place and stead, in any and all capacities, to sign any and all amendments (including pre- and post-effective amendments) to the Registration Statements referenced herein, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact, or his substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, these Post-Effective Amendments to the Registration Statements on Form S-8 have been signed by the following persons in the capacities indicated below on June 29, 2023.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<u>/s/ Adrian Rawcliffe</u> Adrian Rawcliffe	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	June 29, 2023
<u>/s/ Gavin Wood</u> Gavin Wood	Chief Financial Officer <i>(Principal Accounting and Financial Officer)</i>	June 29, 2023
<u>/s/ David M. Mott</u> David M. Mott	Chairman of the Board of Directors	June 29, 2023
<u>/s/ Andrew Allen, M.D., Ph.D.</u> Andrew Allen, M.D., Ph.D.	Director	June 29, 2023
<u>/s/ Lawrence M. Alleva</u> Lawrence M. Alleva	Director	June 29, 2023
<u>/s/ Ali Behbahani, M.D.</u> Ali Behbahani, M.D.	Director	June 29, 2023
<u>/s/ John Furey</u> John Furey	Director	June 29, 2023
<u>/s/ Priti Hedge, Ph.D.</u> Priti Hedge, Ph.D.	Director	June 29, 2023
<u>/s/ Garry Menzel, Ph.D.</u> Garry Menzel, Ph.D.	Director	June 29, 2023
<u>/s/ Elliott Sigal, M.D., Ph.D.</u>	Director	June 29, 2023

