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**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): **October 15, 2025**

**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))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class                                                                         | Trading Symbol | Name of each exchange on which registered |
|---------------------------------------------------------------------------------------------|----------------|-------------------------------------------|
| American Depositary Shares, each representing 6 Ordinary Shares, par value £0.001 per share | ADAP           | The Nasdaq Capital Market                 |

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. ☐

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### Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On October 16, 2025, Adaptimmune Therapeutics plc (the “Company”) notified The Nasdaq Stock Market, LLC, pursuant to authorization by its Board of Directors on October 15, 2025, that it intends to file a Form 25 with the U.S. Securities and Exchange Commission (the “SEC”) on or about October 28, 2025 to effect the voluntary delisting of the Company’s American Depositary Shares (“ADSs”) from The Nasdaq Capital Market (“Nasdaq”) and to deregister the ADSs under Section 12(b) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Following confirmation by The Nasdaq Stock Market, LLC on October 17, 2025, the Company currently expects that the trading of its ADSs on Nasdaq will be suspended following the closing of trading on Nasdaq on or about October 27, 2025.

Ninety days after the date of filing of the Form 25, the deregistration of the Company’s ADSs under Section 12(b) of the Exchange Act is expected to become effective. Following the delisting of the Company’s ADSs from Nasdaq, the Company intends to file a Form 15 with the SEC certifying that it has fewer than 300 shareholders of record, upon which the Company’s filing obligations under the Exchange Act will immediately be suspended, including the obligations to file all periodic reports. Following the delisting, any trading in the Company’s ADSs would only occur in privately negotiated sales and potentially on an over-the-counter market. The Company currently expects that its ADSs will be quoted on the OTC Pink Limited Market, a market operated by OTC Markets Group Inc. (an “OTC market”), so that a trading market may continue to exist for its ADSs. There is no guarantee, however, that a broker will continue to make a market in the ADSs and that trading of the ADSs will continue on an OTC market or otherwise.

### Item 7.01 Regulation FD Disclosure

On October 20, 2025, the Company issued a press release relating to the Company’s voluntary delisting of its ADSs from Nasdaq. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K. The information in this Item 7.01, including Exhibit 99.1, is being furnished and shall not be deemed ‘filed’ for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended (the “Securities Act”), or the Exchange Act, except as expressly set forth by specific reference in such filing.

### Forward-Looking Statements

This Current Report on Form 8-K contains “forward-looking statements” within the meaning of the safe harbor provisions of Section 27A of the Securities Act and Section 21E of the Exchange Act. Forward-looking statements are statements that are not historical facts and can be identified by words such as “believe,” “may,” “will,” “estimate,” “continue,” “anticipate,” “intend,” “expect,” or the negative of these terms, or other comparable terminology. These statements are based on our current expectations, estimates, and projections about our business and industry, management’s beliefs, and certain assumptions made by us, all of which are subject to change. Forward-looking statements in this Current Report on Form 8-K include, but are not limited to, risks associated with, and the timing and effectiveness of, the Company’s voluntary delisting from Nasdaq; the Company’s plans with respect to the delisting and deregistration of its ADSs; uncertainties regarding eligibility for and timing of quotation on an OTC market; and the trading of the Company’s ADSs following the voluntary delisting of the ADSs from Nasdaq. Forward-looking statements involve known and unknown risks, uncertainties, and other factors that may cause our actual results, performance, or achievements to differ materially from those expressed or implied by the forward-looking statements. 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 the risks described under the heading “Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2024, our Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and other filings with the Securities and Exchange Commission. The forward-looking statements contained in this current report on Form 8-K speak only as of the date the statements were made and the Company does not undertake any obligation to update such forward-looking statements to reflect subsequent events or circumstances.

### Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit No. | Description of Exhibit                                                      |
|-------------|-----------------------------------------------------------------------------|
| 99.1        | <a href="#">Press release dated October 20, 2025</a>                        |
| 104         | Cover Page Interactive Data File (embedded within the Inline XBRL document) |

## 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: October 20, 2025

By: /s/ Adrian Rawcliffe

Name: Adrian Rawcliffe

Title: Chief Executive Officer

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### Adaptimmune Announces Delisting from Nasdaq

Philadelphia, Pennsylvania and Oxford, United Kingdom--(Newsfile Corp. – October 20, 2025) - Adaptimmune Therapeutics plc (NASDAQ: ADAP) (“Adaptimmune” or the “Company”) today announced that the Company’s Board of Directors (the “Board”) has determined to initiate the delisting of its American Depositary Shares (“ADSs”), each representing six ordinary shares, from The Nasdaq Capital Market (“Nasdaq”) and deregistration under Section 12(b) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

**Adrian Rawcliffe, Adaptimmune’s Chief Executive Officer:** “As we noted previously, the transaction with USWM CT, LLC, a subsidiary of US WorldMeds Partners, LLC (collectively, “US WorldMeds”) followed an extensive review of strategic alternatives and represented the best path forward for Adaptimmune, our patients and other stakeholders. Since closing the transaction on July 31, 2025, we have been restructuring to support the assets transferred to US WorldMeds, and have continued our efforts to maximize value from our remaining assets including programs targeting PRAME and CD70. The delisting from Nasdaq and deregistration should facilitate cost reductions and further support our goal to maximize value going forward.”

As previously reported by the Company, the Company received a written notice on September 22, 2025, from the Nasdaq Hearings Panel (the “Panel”) confirming that the Company had been granted an exception period to regain compliance with Nasdaq Listing Rule 5550(a)(2), which requires a minimum bid price of \$1.00 per share (the “Bid Price Rule”). The Company had until December 1, 2025 to regain compliance with the Bid Price Rule. Failure to regain compliance by December 1, 2025 would result in the delisting of the Company’s ADSs from Nasdaq.

On October 16, 2025, the Company notified The Nasdaq Stock Market, LLC, pursuant to authorization by the Board on October 15, 2025, that it intends to file a Form 25 with the U.S. Securities and Exchange Commission (the “SEC”) on or about October 28, 2025 to effect the voluntary delisting of the Company’s ADSs from Nasdaq and to deregister the ADSs under Section 12(b) of the Exchange Act. Following confirmation by The Nasdaq Stock Market, LLC on October 17, 2025, the Company currently expects that the trading of its ADSs on Nasdaq will be suspended following the closing of trading on Nasdaq on or about October 27, 2025.

Following the delisting, any trading in the Company’s ADSs would only occur in privately negotiated sales and potentially on an over-the-counter market. The Company currently expects that its ADSs will be quoted on the OTC Pink Limited Market, a market operated by OTC Markets Group Inc. (an “OTC market”), so that a trading market may continue to exist for its ADSs. There is no guarantee, however, that a broker will continue to make a market in the ADSs and that trading of the ADSs will continue on an OTC market or otherwise.

Ninety days after the date of filing of the Form 25, the deregistration of the Company’s ADSs under Section 12(b) of the Exchange Act is expected to become effective. Following the delisting of the Company’s ADSs from Nasdaq, the Company intends to file a Form 15 with the SEC certifying that it has fewer than 300 shareholders of record, upon which the Company’s filing obligations under the Exchange Act will immediately be suspended, including the obligations to file all periodic reports.

The Board believes that the decision to delist the ADSs from Nasdaq and deregister and suspend the Company’s reporting obligations under the Exchange Act is in the best interests of the Company and the holders of its ordinary shares and ADSs. As the Company continues with its efforts to maximize value from its remaining assets, the Board has determined that the burdens associated with operating as a registered public company listed on Nasdaq outweigh any advantages to the Company and the holders

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of its ordinary shares and ADSs. The Board's decision was based on careful review of numerous factors, including the potential for eliminating the significant costs associated with preparing and filing periodic reports with the SEC and the legal, audit and other expenses associated with being a public reporting company listed on Nasdaq, as well as the substantial costs and demands on management's time under the Sarbanes-Oxley Act of 2002, SEC rules and Nasdaq listing standards.

#### **About Adaptimmune**

We are a biopharmaceutical company working to redefine the treatment of solid tumor cancers with cell therapies. In August 2024, the U.S. Food and Drug Administration ("FDA") approved our first biologics license application ("BLA") for TECELRA® (afamitresgene autoleucel) ("TECELRA"), which is the first engineered T-cell therapy for the treatment of a solid tumor cancer approved in the U.S. In July 2025, TECELRA was acquired by US WorldMeds alongside letetresgene autoleucel ("lete-cel"), for people with synovial sarcoma and myxoid liposarcoma, in relation to which a commercial launch was planned for 2026. A third clinical candidate, uza-cel, and the collaboration with Galapagos related to that cell therapy was also assigned to US Worldmeds as part of the transaction. We are working to ensure a smooth transition of TECELRA, lete-cel and uza-cel to US WorldMeds. We have also developed certain pre-clinical assets including our PRAME directed T-cell therapy and our CD-70 directed TRuC therapy. We are looking for strategic options in relation to these assets.

#### **Forward-Looking Statements**

This release contains "forward-looking statements" within the meaning of the safe harbor provisions of Section 27A of the Securities Act of 1933, as amended and Section 21E of the Exchange Act. Forward-looking statements address our expected future business, financial performance, financial condition, as well as the results of operations and often contain words such as "anticipate," "believe," "expect," "may," "plan," "potential," "will," and similar expressions. Such statements are based only upon current expectations of Adaptimmune. Reliance should not be placed on these forward-looking statements because they 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: risks associated with, and the timing and effectiveness of, the Company's voluntary delisting from Nasdaq; the Company's plans with respect to the delisting and deregistration of its ADSs; uncertainties regarding eligibility for and timing of quotation on an OTC market; and the trading of the Company's ADSs following the voluntary delisting of the ADSs from Nasdaq. 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 for the year ended December 31, 2024, our Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and other filings with the Securities and Exchange Commission. 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 Contact**

##### **Investor Relations and Media Relations**

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