

FORM 4

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person

Sonsini Peter W.

(Last)(First)(Middle)

2855 SAND HILL ROAD

(Street)

MENLO PARK, CA 94025

(City)(State)(Zip)

2. Issuer Name and Ticker or Trading Symbol

Adaptimmune Therapeutics PLC [ADAP]

3. Date of Earliest Transaction (Month/Day/Year)

03/21/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director

Officer (give title below)

X

10% Owner

Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

X

Form filed by One Reporting Person

Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Ordinary Shares with a nominal value of 0.001 GBP per share (1)	03/21/2018		P		104,844 (1)	A	\$ 1.8105 (2)	72,243,844 (1)	I See Note 3 (3)
Ordinary Shares with a nominal value of 0.001 GBP per share (1)	03/22/2018		P		869,574 (1)	A	\$ 1.904 (4)	73,113,418 (1)	I See Note 3 (3)
Ordinary Shares with a nominal value of 0.001 GBP per share (1)	03/23/2018		P		294,090 (1)	A	\$ 1.9462 (5)	73,407,508 (1)	I See Note 3 (3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sonsini Peter W. 2855 SAND HILL ROAD MENLO PARK, CA 94025		X		

Signatures

/s/ Sasha Keough, attorney-in-fact	03/23/2018
<small>**Signature of Reporting Person</small>	<small>Date</small>

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- The ordinary shares whose purchase is reported on this line are represented by American Depositary Shares ("ADSs") and are held of record by New Enterprise Associates (1) 14, L.P. ("NEA 14"). NEA 14 holds these ordinary shares in the form of ADSs. Each ADS represents six ordinary shares of Adaptimmune Therapeutics plc. The ordinary shares reported in column 5 are represented by ADSs.
- The price reported in Column 4 of \$1.8105 per ordinary share is a weighted average price derived from the weighted average price of \$10.8628 per ADS, divided by six. (2) These ADSs were purchased in multiple transactions at prices ranging from \$10.29 to \$11.15 per ADS, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of ADSs purchased at each separate price within the range set forth in this footnote (2) to this Form 4.
- The Reporting Person is a director of NEA 14 GP, LTD, which is the sole general partner of NEA Partners 14, L.P. ("NEA Partners 14"). NEA Partners 14 is the sole general (3) partner of NEA 14, which is the direct beneficial owner of the securities. The Reporting Person disclaims beneficial ownership, within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the NEA 14 shares in which the Reporting Person has no pecuniary interest.
- The price reported in Column 4 of \$1.904 per ordinary share is a weighted average price derived from the weighted average price of \$11.4241 per ADS, divided by six. (4) These ADSs were purchased in multiple transactions at prices ranging from \$10.93 to \$11.84 per ADS, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of ADSs purchased at each separate price within the range set forth in this footnote (4) to this Form 4.
- The price reported in Column 4 of \$1.9462 per ordinary share is a weighted average price derived from the weighted average price of \$11.6773 per ADS, divided by six. (5) These ADSs were purchased in multiple transactions at prices ranging from \$11.41 to \$12 per ADS, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of ADSs purchased at each separate price within the range set forth in this footnote (5) to this Form 4.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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