
**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): **April 10, 2024**

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 Global Select 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.

Item 1.02 Termination of Material Definitive Agreement.

On April 10, 2024, Adaptimmune Limited, a wholly-owned subsidiary of Adaptimmune Therapeutics plc (“Adaptimmune”) received notice of termination of the Strategic Collaboration and License Agreement with Genentech, Inc. (“Genentech”) and F. Hoffman-La Roche Ltd. (the “Agreement”). The termination will become effective 180 days after the date of receipt of the notice of termination (the “Termination Date”).

Under the Agreement, Genentech and Adaptimmune (each, a “party” and together, the “parties”) collaborated to develop two types of allogeneic T-cell therapies: (i) off-the-shelf $\alpha\beta$ T-cell therapies directed to up to five collaboration targets and (ii) personalized therapies utilizing $\alpha\beta$ T-cell receptors (TCRs) isolated from a patient, with these therapies being administered to the same patient. Under the terms of the Agreement, Adaptimmune received \$150 million in upfront payments and \$35 million in milestone payments. Until the Termination Date, the obligations of the parties under the Agreement will continue as currently provided.

As a result of the termination of the Agreement, Adaptimmune will not be entitled to receive any further milestones or other payments due after the Termination Date. Adaptimmune will also cease to have any development obligations after the Termination Date and the licenses Adaptimmune granted to Genentech pursuant to the Agreement will cease to be in effect as of the Termination Date.

The foregoing description of the termination of the Agreement is only a summary of the material terms thereof, and does not purport to be complete. The description is qualified in its entirety by reference to the Agreement, which was filed as Exhibit 10.1 to Adaptimmune’s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 4, 2021 and is attached as Exhibit 10.1 hereto and incorporated herein by reference.

On April 12, 2024, Adaptimmune issued a press release announcing the termination of the Agreement. A copy of the press release is being filed as Exhibit 99.1 to this current report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| <u>Exhibit No.</u> | <u>Description of Exhibit</u> |
|--------------------|---|
| 10.1† | Strategic Collaboration and License Agreement among Adaptimmune Limited, on the one hand, and Genentech, Inc. and F. Hoffman-La Roche Ltd, on the other hand, made and entered into as of September 3, 2021 (incorporated by reference to Exhibit 10.1 to Adaptimmune’s Quarterly Report on Form 10-Q filed on November 4, 2021). |
| 99.1 | Press release dated April 12, 2024 |
| 104 | Cover Page Interactive Data File (embedded within the Inline XBRL document) |

† Certain portions of this exhibit have been omitted because they are not material and they are the type of information that the registrant treats as private or confidential.

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: April 12, 2024

By: /s/ Margaret Henry

Name: Margaret Henry

Title: Corporate Secretary



Strategic Collaboration between Adaptimmune and Genentech to Research, Develop, and Commercialize Cancer-targeted Allogeneic T-cell Therapies Terminated

Company remains focused on launching afami-cel later this year with a PDUFA date of August 4th and developing its broader sarcoma franchise

Update on afami-cel launch plans to be provided at the April 18th Investor Day

PHILADELPHIA, PA. and OXFORD, UK, April 12, 2024 – Adaptimmune Therapeutics plc (Nasdaq: ADAP), a company redefining the treatment of solid tumor cancers with cell therapy, today announced that its strategic collaboration with Genentech entered in 2021, has been terminated.

Adrian Rawcliffe, Adaptimmune’s Chief Executive Officer: “We’ve had a very valuable collaboration with our partner Genentech, and we continue to believe in the long-term potential of our iPSC-based allogeneic platform. Over the past 12 months, we’ve been resolutely focused on our late-stage autologous pipeline – in particular, our sarcoma franchise. We have the resources to deliver afami-cel to market as planned, and I look forward to updating on progress at our Investor Day next week.”

About Adaptimmune

Adaptimmune is a cell therapy company working to redefine how cancer is treated. With personalized medicines that radically improve the patient's experience with the therapy as much as the therapy itself, Adaptimmune is tackling difficult-to-treat solid tumor cancers so that patients and families may experience more unforgettable and important personal moments. The Company's unique engineered T-cell receptor (TCR) platform enables the engineering of T-cells to target and destroy cancers across multiple solid tumor types.

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 Annual Report on Form 10-K filed with the Securities and Exchange Commission for the year ended 31 December, 2023, 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**

Juli P. Miller, Ph.D. - VP, Corporate Affairs and Investor Relations

T : +1 215 825 9310

M : +1 215 460 8920

Juli.Miller@adaptimmune.com

Media Relations

Dana Lynch, Senior Director of Corporate Communications

M: +1 267 990 1217

Dana.Lynch@adaptimmune.com

