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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>Rawcliffe Adrian</u> _____ (Last) (First) (Middle) C/O ADAPTIMMUNE THERAPEUTICS PLC 60 JUBILEE AVENUE, MILTON PARK _____ (Street) ABINGDON X0 OX14 4RX _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Adaptimmune Therapeutics PLC [ ADAP ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Executive Officer
	3. Date of Earliest Transaction (Month/Day/Year) 01/11/2024	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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			
American Depositary Shares representing Ordinary Shares <sup>(1)</sup>	01/11/2024		S		11,945	D	\$0.8367 <sup>(2)</sup>	18,395 <sup>(3)</sup>	D	
American Depositary Shares representing Ordinary Shares <sup>(4)</sup>	01/12/2024		S		17,257	D	\$0.8541 <sup>(5)</sup>	26,388 <sup>(6)</sup>	D	

**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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Each American Depositary Share ("ADS") represents six ordinary shares, nominal value GBP 0.001 per ordinary share, of the Issuer. The ADSs were obtained from the exercise of approximately 25% of an RSU-style share option covering ordinary shares of the Issuer granted on January 11, 2021 and which have vested. Once vested, the RSU-style options must be exercised within a restricted period or they are forfeited. Each exercise of the portion of these RSU-style share options and each sale reported in this Form 4 was effected pursuant to a Sell to Cover exercise implemented automatically in accordance with the Issuer's option plan, under which sufficient ADSs were sold by the Issuer to satisfy the Reporting Person's tax withholding obligations and associated sale costs. The residual ADSs are held by the Reporting Person.
- The price reported in Column 4 is a weighted average price. These ADSs were sold in multiple transactions at prices ranging from \$0.80 to \$0.88, inclusive. Upon request, the Reporting Person undertakes to provide the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission with full information regarding the ADSs sold at this price in this footnote.
- The ADSs reported in this Column 5 represent solely those residual ADSs held by the Reporting Person which result from each Sell to Cover exercise transaction reported on this Form 4. Additionally, the Reporting Person holds 162,071 ADSs and RSU-style options and other options covering an aggregate of 27,017,280 ordinary shares of the Issuer.
- Each American Depositary Share ("ADS") represents six ordinary shares, nominal value GBP 0.001 per ordinary share, of the Issuer. The ADSs were obtained from the exercise of approximately 25% of an RSU-style share option covering ordinary shares of the Issuer granted on January 12, 2022 and which have vested. Once vested, the RSU-style options must be exercised within a restricted period or they are forfeited. Each exercise of the portion of these RSU-style share options and each sale reported in this Form 4 was effected pursuant to a Sell to Cover exercise implemented automatically in accordance with the Issuer's option plan, under which sufficient ADSs were sold by the Issuer to satisfy the Reporting Person's tax withholding obligations and associated sale costs. The residual ADSs are held by the Reporting Person.
- The price reported in Column 4 is a weighted average price. These ADSs were sold in multiple transactions at prices ranging from \$0.813 to \$0.88, inclusive. Upon request, the Reporting Person undertakes to provide the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission with full information regarding the ADSs sold at this price in this footnote.
- The ADSs reported in this Column 5 represent solely those residual ADSs held by the Reporting Person which result from each Sell to Cover exercise transaction reported on this Form 4. Additionally, the Reporting Person holds 162,071 ADSs and RSU-style options and other options covering an aggregate of 27,017,280 ordinary shares of the Issuer.

/s/ Adrian George Rawcliffe

01/12/2024

\*\* Signature of Reporting Person

Date

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

\* 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.