

Sonsini Peter W.
Form 4
March 28, 2018

FORM 4

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, Section 17(a) of the Public Utility Holding Company Act of 1935 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.

2. Issuer Name and Ticker or Trading Symbol
Adaptimmune Therapeutics PLC
[ADAP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2855 SAND HILL ROAD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/26/2018

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

MENLO PARK, CA 94025

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)			
			Code	V	Amount (A) or (D) Price					
Ordinary Shares with a nominal value of 0.001 GBP per share ⁽¹⁾	03/26/2018		P		571,164 ⁽¹⁾	A	\$ 1.9041 ⁽²⁾	73,978,672 ⁽¹⁾	I	See Note 3 ⁽³⁾
Ordinary Shares with a nominal	03/27/2018		P		6,000,000 ⁽¹⁾	A	\$ 1.9167 ⁽⁴⁾	79,978,672 ⁽¹⁾	I	See Note 3 ⁽³⁾

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(2) The price reported in Column 4 of \$1.9041 per ordinary share is a weighted average price derived from the weighted average price of \$11.4247 per ADS, divided by six. These ADSs were purchased in multiple transactions at prices ranging from \$11.17 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 (2) to this Form 4.

(3) 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 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.

(4) The price reported in Column 4 of \$1.9167 per ordinary share is a price derived from the price of \$11.50 per ADS, divided by six.

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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