

ORBIMED ADVISORS LLC
Form 4
March 29, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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

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 *
ORBIMED ADVISORS LLC

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)
601 LEXINGTON AVENUE, 54TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
03/27/2018

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

(Street)
NEW YORK, NY 10022

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 Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
American Depositary Shares representing Ordinary Shares ⁽¹⁾	03/27/2018		S		1,016,084	D	\$ 11.5 ₍₂₎	5,133,293	I	See Footnotes <u>(4)</u> <u>(5)</u> <u>(6)</u>
American Depositary Shares representing Ordinary	03/29/2018		S		31,983	D	\$ 11.53 ₍₃₎	5,101,310	I	See Footnotes <u>(4)</u> <u>(5)</u> <u>(6)</u>

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).

(1) Each American Depositary Share ("ADS") represents six ordinary shares, nominal value GBP 0.001 per share, of the Issuer. OrbiMed Private Investments V, LP ("OPI V") is the holder of record of the securities reported on this Form 4. OPI V's holdings consist of 25,408,300 ordinary shares held directly, and, 866,593 ADSs representing 5,199,558 ordinary shares. Column 5 reports such holdings on an aggregate basis in terms of the corresponding number of ADSs.

(2) The price reported in Column 4 is a weighted average price. These shares of the Issuer's common stock ("Shares") were sold in multiple transactions at prices ranging from \$11.50 to \$11.70 inclusive. Upon request, the Reporting Persons undertakes to provide the Issuer, any security holder of the Issuer, or the Securities and Exchange Commission (the "SEC") full information regarding the Shares purchased at each separate price within the range set forth in this footnote.

(3) The price reported in Column 4 is a weighted average price. These Shares were sold in multiple transactions at prices ranging from \$11.50 to \$11.59 inclusive. Upon request, the Reporting Persons undertakes to provide the Issuer, any security holder of the Issuer, or the SEC full information regarding the Shares purchased at each separate price within the range set forth in this footnote.

(4) These securities are held of record by OPI V. OrbiMed Capital GP V LLC ("GP V") is the sole general partner of OPI V, and OrbiMed Advisors LLC ("Advisors"), a registered adviser under the Investment Advisors Act of 1940, as amended, is the sole managing member of GP V. By virtue of such relationships, GP V and Advisors may be deemed to have voting and investment power with respect to the securities held by OPI V noted above and as a result may be deemed to beneficially own such securities for purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Advisors exercised this investment and voting power through a management committee comprised of Carl L. Gordon, Sven H. Borho and Jonathan T. Silverstein, each of whom disclaims beneficial ownership of the Shares held by OPI V.

(5) Samuel D. Isaly, who was included as a Reporting Person on previous reports under Section 16 of the Exchange Act filed by GP V and Advisors, is no longer subject to Section 16 with respect to securities of the Issuer.

(6) This report on Form 4 is jointly filed by GP V and Advisors. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein for purposes of Rule 16a-1(a) under the Exchange Act, except to the extent of its pecuniary interest therein, if any. The Reporting Persons have designated a representative, currently Peter A. Thompson, a Private Equity Partner of Advisors, to serve on the Issuer's board of directors. This report shall not be deemed an admission that any of the Reporting Persons is a beneficial owner of such securities for the purpose of Section 16 of the Exchange Act, or for any other purpose.

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

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