

NEA 14 GP, LTD  
 Form 4  
 September 10, 2018

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL  
 OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
 New Enterprise Associates 14, L.P.

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)  
 1954 GREENSPRING  
 DRIVE, SUITE 600  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 09/07/2018

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

TIMONIUM, MD 21093

(City) (State) (Zip)

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

**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 <sup>(1)</sup>	09/07/2018		P		3,000,000 <sup>(1)</sup>	A	\$ 1.6667 <sup>(2)</sup>
					82,978,668 <sup>(1)</sup>	D <sup>(3)</sup>	

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

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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 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.

- (2) The price reported in Column 4 of \$1.6667 per ordinary share is a price derived from the price of \$10.00 per ADS, divided by six.

The securities are directly held by NEA 14 and are indirectly held by NEA Partners 14, L.P. ("NEA Partners 14"), the sole general partner of NEA 14, NEA 14 GP, LTD ("NEA 14 LTD"), the sole general partner of NEA Partners 14 and each of the individual directors of NEA 14 LTD (NEA Partners 14, NEA 14 LTD and the individual directors of NEA 14 LTD (collectively, the "Directors") together, the

- (3) "Indirect Reporting Persons"). The Directors of NEA 14 LTD are M. James Barrett, Peter J. Barris, Forest Baskett, Anthony A. Florence, Jr., Patrick J. Kerins, David M. Mott, Scott D. Sandell, Peter W. Sonsini and Ravi Viswanathan. The Indirect Reporting Persons disclaim 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 securities in which the Indirect Reporting Persons have no pecuniary interest.

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.