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

FORM S-8

**REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933**

ADAPT IMMUNE THERAPEUTICS PLC

(Exact name of registrant as specified in its charter)

England and Wales
(State or other jurisdiction
of incorporation or organization)

Not Applicable
(IRS Employer Identification No.)

**60 Jubilee Avenue, Milton Park
Abingdon, Oxfordshire OX14 4RX
United Kingdom
(44) 1235 430000**

(Address of principal executive offices, including zip code)

**Adaptimmune Therapeutics plc 2015 Share Option Scheme
Adaptimmune Therapeutics plc 2016 Employee Share Option Scheme
Adaptimmune Therapeutics plc Company Share Option Plan**
(Full title of the plans)

**ADAPT IMMUNE LLC
351 Rouse Boulevard, The Navy Yard
Philadelphia, PA 19112
United States of America
(215) 825 9260**

(Name, address, telephone number, including area code, of agent for service)

Copies to:

David S. Bakst
Mayer Brown LLP
1221 Avenue of the Americas
New York, NY 10020
Telephone: (212) 506 2500

Adrian Rawcliffe
Chief Financial Officer
60 Jubilee Avenue, Milton Park
Abingdon, Oxfordshire OX14 4RX
United Kingdom
Telephone: (44) 1235 430000
Facsimile: (44) 1235 430001

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer
Smaller reporting company

Accelerated filer
Smaller reporting company
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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered(1)	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Ordinary Shares, £0.001 par value per share ("Ordinary Shares"):				
To be issued upon exercise of options outstanding under the Adaptimmune Therapeutics plc Company Share Option Plan	3,793,863(2)	\$0.9667(3)(4)	\$3,667,527.36(4)	\$444.50
To be issued upon exercise of options outstanding under the Adaptimmune Therapeutics plc 2015 Share Option Scheme	7,069,791(5)	\$1.1023(3)(6)	\$7,793,030.62(6)	\$944.52
To be issued upon exercise of options outstanding under the Adaptimmune Therapeutics plc 2016 Employee Share Option Scheme	33,385,515(7)	\$0.7287(3)(8)	\$24,328,024.78(8)	\$2,948.56
To be issued upon exercise of options to be granted under (i) the Adaptimmune Therapeutics plc Company Share Option Plan or (ii) the Adaptimmune Therapeutics plc 2015 Share Option Scheme or (iii) the Adaptimmune Therapeutics plc 2016 Employee Share Option Scheme	40,000,000	\$0.2458(3)(9)	\$9,832,000.00	\$1,191.64
Total:	84,249,169		\$45,620,582.76	\$5,529.22

- (1) These shares may be represented by the Registrant's American Depositary Shares ("ADSs"), each of which represents six Ordinary Shares. The Registrant's ADSs issuable upon deposit of the Ordinary Shares registered hereby have been registered under separate registration statements on Form F-6 (File No.: 333-203642, File No.: 333-212714 and a separate registration statement being filed on the date hereof). Pursuant to Rule 416(c) of the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover an indeterminate amount of any additional Ordinary Shares of the Registrant that become issuable under any of the listed plans by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration, which results in an increase in the number of the Registrant's outstanding Ordinary Shares.
- (2) Represents Ordinary Shares reserved for issuance upon the exercise of options previously granted under the Adaptimmune Therapeutics plc Company Share Option Plan.
- (3) For those options outstanding under the Registrant's Share Option Plans and Share Option Schemes with an exercise price denominated in Pounds Sterling, such exercise price is expressed in U.S. dollars based on a conversion rate of £1=\$1.2242.
- (4) Calculated solely for the purpose of determining the registration fee pursuant to the provisions of Rule 457(h) under the Securities Act. The proposed maximum aggregate offering price for shares reserved for issuance upon the exercise of options previously granted under the Adaptimmune Therapeutics plc Company Share Option Plan consists of \$3,667,527.36 payable in respect of 3,793,863 Ordinary Shares subject to options at a weighted average exercise price of \$0.9667 per share.
- (5) Represents Ordinary Shares reserved for issuance upon the exercise of options previously granted under Adaptimmune Therapeutics plc 2015 Share Option Scheme.
- (6) Calculated solely for the purpose of determining the registration fee pursuant to the provisions of Rule 457(h) under the Securities Act. The proposed maximum aggregate offering price for shares reserved for issuance upon the exercise of options previously granted under the Adaptimmune Therapeutics plc 2015 Share Option Scheme consists of \$7,793,030.62 payable in respect of 7,069,791 Ordinary Shares subject to options at a weighted average exercise price of \$1.1023 per share.
- (7) Represents Ordinary Shares reserved for issuance upon the exercise of options previously granted under the Adaptimmune Therapeutics plc 2016 Employee Share Option Scheme.
- (8) Calculated solely for the purpose of determining the registration fee pursuant to the provisions of Rule 457(h) under the Securities Act. The proposed maximum aggregate offering price for shares reserved for issuance upon the exercise of options previously granted under the Adaptimmune Therapeutics plc 2016 Employee Share Option Scheme consists of \$24,328,024.78 payable in respect of 33,385,515 Ordinary Shares subject to options at a weighted average exercise price of \$0.7287 per share.
- (9) Calculated solely for the purpose of determining the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act. The proposed maximum aggregate offering price is based upon the average of the high and low sales prices of the ADSs, as reported on the Nasdaq Global Select Market on August 27, 2019 and divided by six since each ADS represents six Ordinary Shares.

Part I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Information required by Part I to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act of 1933, as amended (the “Securities Act”), and the Note to Part I of Form S-8. Such information is not being filed with the Securities and Exchange Commission (the “Commission”) either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act. Such information has been or will be delivered to participants in the plan covered by this Registration Statement as specified by Rule 428(b)(1) under the Securities Act.

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

Adaptimmune Therapeutics plc (the “Company”) hereby incorporates by reference into this Registration Statement the following documents previously filed with the Commission:

- (a) [The Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2018, filed with the Commission on February 27, 2019;](#)
- (b) The Company’s [Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2019, filed with the Commission on May 6, 2019](#) and the Company’s [Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2019, filed with the Commission on August 1, 2019;](#)
- (c) [The portions of the Company’s Definitive Proxy Statement on Schedule 14A filed with the Commission on March 15, 2019](#) that are incorporated by reference into the Company’s [Annual Report on Form 10-K for the fiscal year ended December 31, 2018;](#)
- (d) The Company’s Current Reports on Form 8-K filed with the SEC on [January 7, 2019, April 2, 2019, May 2, 2019, May 6, 2019, May 15, 2019, June 27, 2019, July 18, 2019, July 22, 2019, July 25, 2019, August 1, 2019](#) and [August 27, 2019](#) (in each case, except for information contained therein which is furnished rather than filed);
- (e) The description of the Company’s Ordinary Shares and ADSs contained in the Company’s registration statement on [Form 8-A \(File No. 001-37368\) filed with the Commission on April 30, 2015,](#) pursuant to Section 12(b) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), including any amendment or report filed for the purpose of updating such description.

In addition, all documents subsequently filed with the Commission by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered herein have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents.

Any statement contained in this Registration Statement or any document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein is inconsistent with or modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed to constitute a part of this Registration Statement, except as so modified or superseded.

Item 6. Indemnification of Directors and Officers.

The Company's articles of association provide that, subject to the provisions of any relevant legislation, each of the Company's directors and other officers (excluding an auditor) are entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him or her in the execution and discharge of his or her duties or in relation to those duties. The Companies Act 2006 renders void an indemnity for a director against any liability attaching to him or her in connection with any negligence, default, breach of duty or breach of trust in relation to the company of which he or she is a director.

The Company maintains directors' and officers' liability insurance, subject to appreciable deductibles at the corporate level, for each wrongful act where corporate reimbursement is available to any director or officer.

Item 8. Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
3.1	<u>Articles of Association of Adaptimmune Therapeutics plc (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Commission on June 16, 2016).</u>
4.1	<u>Form of certificate evidencing ordinary shares (incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form F-1 (file no: 333-203267)).</u>
4.2	<u>Form of Deposit Agreement among Adaptimmune Therapeutics plc, Citibank, N.A., as the depository bank and Holders and Beneficial Owners of ADSs issued thereunder (incorporated by reference to Exhibit 4.2 to the Company's Registration Statement on Form F-1 (file no: 333-203267)).</u>
4.3	<u>Form of American Depositary Receipt (included in Exhibit 4.2) (incorporated by reference to Exhibit 4.3 to the Company's Registration Statement on Form F-1 (file no: 333-203267)).</u>
5.1*	<u>Opinion of Mayer Brown International LLP as to the validity of the ordinary shares.</u>
10.1	<u>Adaptimmune Therapeutics plc Company Share Option Plan, dated March 16, 2015, as amended on April 15, 2015, as further amended on January 13, 2016 (incorporated by reference to Exhibit 4.32 to the Company's Transition Report on Form 20-F (file no. 001-37368) filed with the Commission on March 17, 2016).</u>
10.2	<u>Adaptimmune Therapeutics plc 2015 Share Option Scheme, dated March 16, 2015, as amended on April 15, 2015, January 13, 2016 and December 18, 2017 (incorporated by reference to Exhibit 10.5 to the Company's Annual Report on Form 10-K for the year ended December 31, 2017 (file no. 001-37368) filed with the Commission on March 15, 2018).</u>
10.3	<u>Adaptimmune Therapeutics plc 2016 Employee Share Option Scheme, dated January 14, 2016, as amended on December 18, 2017 (incorporated by reference to Exhibit 10.6 to the Company's Annual Report on Form 10-K for the year ended December 31, 2017 (file no. 001-37368) filed with the Commission on March 15, 2018).</u>
23.1*	<u>Consent of KPMG LLP.</u>
23.2*	<u>Consent of Mayer Brown International LLP (included in Exhibit 5.1).</u>
24.1*	<u>Power of Attorney (included on the signature page to this Registration Statement).</u>

* Filed herewith.

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of a prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) above shall not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Oxfordshire, England, on August 30, 2019.

ADAPT IMMUNE THERAPEUTICS PLC

By: /s/ Adrian Rawcliffe

Name: Adrian Rawcliffe

Title: *Chief Financial Officer*

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints James Noble and Adrian Rawcliffe, and each of them, as his or her true and lawful attorney-in-fact and agent, each with the full power of substitution, for him or her and in his or her name, place or stead, in any and all capacities, to sign any and all amendments to this Registration Statement on Form S-8 (including post-effective amendments), and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney in fact, proxy and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully for all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorney in fact, proxy and agent, or such person's substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement on Form S-8 has been signed by the following persons on August 30, 2019 in the capacities indicated.

<u>Signature</u>	<u>Position</u>
<u>/s/ James J. Noble</u> James J. Noble	Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ David M. Mott</u> David M. Mott	Chairman of the Board of Directors and Director
<u>/s/ Adrian Rawcliffe</u> Adrian Rawcliffe	Chief Financial Officer (Principal Accounting and Financial Officer)
<u>/s/ Lawrence Alleva</u> Lawrence Alleva	Director
<u>/s/ Ali Behbahani</u> Ali Behbahani, M.D.	Director
<u>/s/ Barbara Duncan</u> Barbara Duncan	Director
<u>/s/ John Furey</u> John Furey	Director

Signature

Position

/s/ Giles Kerr

Giles Kerr

Director

/s/ Elliott Sigal

Elliott Sigal, M.D., Ph.D

Director

/s/ Tal Zaks

Tal Zaks, M.D., Ph.D

Director

SIGNATURE OF AUTHORIZED U.S. REPRESENTATIVE OF THE REGISTRANT

Pursuant to the Securities Act, the undersigned, the duly authorized representative in the U.S. of Adaptimmune Therapeutics plc, has signed this Registration Statement or amendment thereto on August 30, 2019.

Adaptimmune LLC

By: /s/ Adrian Rawcliffe

Name: Adrian Rawcliffe

Title: Chief Financial Officer

Mayer Brown International LLP
201 Bishopsgate
London EC2M 3AF

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DX 556 London and City

Adaptimmune Therapeutics plc
60 Jubilee Avenue
Milton Park
Abingdon
Oxfordshire
OX14 4RX

30 August 2019

Our ref: 19610565/20456

Dear Sirs

Registration Statement on Form S-8

1. Background

We have acted for Adaptimmune Therapeutics plc, a public limited company incorporated under the laws of England and Wales (the “**Company**”), as its legal advisers in England in connection with the registration statement on Form S-8 (the “**Registration Statement**”) to be filed on or about 30 August 2019 by the Company with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the “**Securities Act**”), and the rules and regulations promulgated thereunder (the “**Rules**”), relating to the registration of an aggregate of 84,249,169 ordinary shares of £0.001 each in the Company (the “**Shares**”). The Shares are issuable under: (a) the Adaptimmune Therapeutics plc 2015 Share Option Scheme (the “**ATP 2015 Scheme**”); (b) the Adaptimmune Therapeutics plc 2016 Employee Share Option Scheme (the “**ATP 2016 Scheme**”); and (c) the Adaptimmune Therapeutics plc Company Share Option Plan (the “**ATP CSOP**”, and, together with the ATP 2015 Scheme and the ATP 2016 Scheme, the “**ATP Schemes**”).

We understand that no Shares are, or are intended to be, admitted to trading on any market or exchange, or otherwise listed, in the United Kingdom.

In connection with the Registration Statement, we have been asked to provide an opinion on certain matters, as set out below.

2. Examination and enquiries

- (a) For the purpose of giving this opinion, we have examined:
- (i) a copy of the Registration Statement (excluding its exhibits and any documents incorporated by reference into the Registration Statement); and

This is a legal communication, not a financial communication. Neither this nor any other communication from this firm is intended to be, or should be construed as, an invitation or inducement (direct or indirect) to any person to engage in investment activity.

Mayer Brown International LLP is a limited liability partnership (registered in England and Wales number OC303359) which is authorised and regulated by the Solicitors Regulation Authority. We operate in combination with other Mayer Brown entities with offices in the United States, Europe and Asia and are associated with Tauil & Chequer Advogados, a Brazilian law partnership.

We use the term “partner” to refer to a member of Mayer Brown International LLP, or an employee or consultant who is a lawyer with equivalent standing and qualifications and to a partner of or lawyer with equivalent status in another Mayer Brown entity. A list of the names of members of Mayer Brown

International LLP

and their respective professional qualifications may be inspected at our registered office, 201 Bishopsgate, London EC2M 3AF, England or on www.mayerbrown.com.

- (ii) a certificate dated 30 August 2019 signed by the company secretary of the Company (the “**Officer’s Certificate**”) relating to certain factual matters and having annexed thereto copies (certified by the company secretary as being true, complete, accurate and up-to-date in each case) of the following documents:
 - (A) the Company’s certificate of incorporation, certificate of incorporation on re-registration, memorandum of association and its articles of association;
 - (B) the rules of the ATP 2015 Scheme;
 - (C) the rules of the ATP 2016 Scheme; and
 - (D) the rules of the ATP CSOP.
- (b) For the purpose of giving this opinion, we have:
 - (i) on 20 August 2019 made, and on 30 August 2019 updated, an online search of the register kept by the Registrar of Companies in respect of the Company (the “**Company Search**”); and
 - (ii) made a telephone enquiry in respect of the Company of the Central Index of Winding Up Petitions on 30 August 2019 at 10:15a.m. (BST) (the “**Telephone Search**”, and, together with the Company Search, the “**Searches**”).
- (c) For the purposes of giving this opinion, we have only examined and relied on those documents and made those searches and enquiries set out in paragraphs 2(a) and (b) respectively. We have made no further enquiries concerning the Company or any other matter in connection with the giving of this opinion.
- (d) We have made no enquiry, and express no opinion, as to any matter of fact. As to matters of fact which are material to this opinion, we have relied entirely and without further enquiry on statements made in the documents listed in paragraph 2(a).

3. **Assumptions**

- (a) In giving this opinion we have assumed:
 - (i) the genuineness of all signatures, seals and stamps;
 - (ii) that each of the individuals who signs as, or otherwise claims to be, an officer of the Company is the individual whom he or she claims to be and holds the office he or she claims to hold;
 - (iii) the authenticity and completeness of all documents submitted to us as originals;

- (iv) the conformity with the original documents of all documents reviewed by us as drafts, specimens, pro formas or copies and the authenticity and completeness of all such original documents;
- (v) that the ATP Schemes were validly adopted by the Company, including in accordance with all applicable laws and regulations;
- (vi) that all grants of awards made under the ATP Schemes have been, or will be, validly made in accordance with the rules of the ATP Schemes and in accordance with all applicable laws (for the avoidance of doubt, as in force at all relevant times), and the Company's articles of association;
- (vii) that there are no provisions of the laws of any jurisdiction outside England and Wales that would have any implication for the opinions we express and that, insofar as the laws of any jurisdiction outside England and Wales may be relevant to this opinion letter, such laws have been and will be complied with;
- (viii) that each consent, licence, approval, authorisation or order of any governmental authority or other person which is required under any applicable law in connection with the transactions contemplated by the Registration Statement, has been or will have been obtained and is or will be in full force and effect;
- (ix) that the Company is and will at all relevant times remain in compliance with all applicable anti-corruption, anti-money laundering, anti-terrorism, sanctions, exchange control and human rights laws and regulations of any applicable jurisdiction;
- (x) that no agreement, document or obligation to or by which the Company (or its assets) is a party or bound and no injunction or other court order against or affecting the Company would be breached or infringed by the performance of actions to be carried out pursuant to, or any other aspect of the matters contemplated by, the Registration Statement;
- (xi) that the information disclosed by the Searches is true, accurate, complete and up-to-date and that there is no information which, for any reason, should have been disclosed by those Searches and was not;
- (xii) that all applicable laws (for the avoidance of doubt, as in force at all relevant times) have been and will be complied with respect to anything done in relation to the grant of options under the ATP Schemes and the allotment and issue of any Shares, including without limitation the Financial Services and Markets Act 2000, Regulation (EU) No. 596/2014 of the European Parliament and Regulation (EU) No. 2017/1129 of the European Parliament;
- (xiii) that as at each date on which the Company grants or granted options under the ATP Schemes or allots and issues any Shares (each an "**Allotment Date**"), the documents examined, and the results of the searches and enquiries made, as set out in paragraph 2 (*Examination and enquiries*), would not be rendered untrue, inaccurate, incomplete or out-of-date in any

relevant respect by reference to subsequent facts, matters, circumstances or events;

- (xiv) that as at each date on which the Company allots and issues any Shares, the Company will have received the aggregate consideration payable for those Shares as “cash consideration” (as defined in s583(3) Companies Act 2006), such aggregate consideration being not less than the nominal value of those Shares; and that s583 Companies Act 2006 will continue in force unamended at all relevant times;
 - (xv) that the directors of the Company as at each Allotment Date will be duly authorised pursuant to the articles of association of the Company in force at the Allotment Date, the Companies Act 2006 and any relevant authority given by the members of the Company in general meeting to grant such awards and/or to allot and issue the relevant Shares, and that any pre-emption rights that would otherwise apply in relation to such grant, allotment and issue will have been validly disapplied (in each case to the extent required);
 - (xvi) that as at each date on which the Company allots and issues any Shares, the directors of the Company will have validly resolved to allot and issue the relevant Shares.
 - (xvii) that there is and will be no fact or matter (such as bad faith, coercion, duress, undue influence or a mistake or misrepresentation before or at the time any agreement or instrument is entered into, a subsequent breach, release, waiver or variation of any right or provision, an entitlement to rectification or circumstances giving rise to an estoppel) and no additional document between any relevant parties which in either case would or might affect this opinion and which was not revealed to us by the documents examined or the searches and enquiries made by us in connection with the giving of this opinion; and
 - (xviii) that the Company’s place of central management and control is not the UK, the Channel Islands or the Isle of Man for the purposes of the City Code on Takeovers and Mergers.
- (b) In relation to paragraph 3(a)(xi), it should be noted that this information may not be true, accurate, complete or up-to-date. In particular, but without limitation:
- (i) there may be matters which should have been registered but which have not been registered or there may be a delay between the registration of those matters and the relevant entries appearing on the register of the relevant party;
 - (ii) there is no requirement to register with the Registrar of Companies notice of a petition for the winding-up of, or application for an administration order in respect of, a company. Such a notice or notice of a winding-up or administration order having been made, a resolution having been passed for the winding-up of a company or a receiver, manager, administrative receiver, administrator or liquidator having been appointed may not be filed

with the Registrar of Companies immediately and there may be a delay in any notice appearing on the register of the relevant party;

- (iii) the results of the Telephone Search relate only to petitions for the compulsory winding up of, or applications for an administration order in respect of, the Company presented prior to the enquiry and entered on the records of the Central Index of Winding Up Petitions. The presentation of such a petition, or the making of such an application, may not have been notified to the Central Index or entered on its records immediately or, if presented to a County Court or Chancery District Registry, at all; and
- (iv) in each case, further information might have become available on the relevant register after the Searches were made.

4. **Opinions**

- (a) On the basis of the examination and enquiries referred to in paragraph 2 (*Examination and enquiries*) and the assumptions made in paragraph 3 (*Assumptions*) and subject to the qualifications set out in paragraph 5 (*Qualifications*), we are of the opinion that the Shares allotted and issued pursuant to the ATP Schemes will, when the Company has received the aggregate issue price in respect of such Shares in accordance with the rules of the relevant ATP Scheme, and the names of the holders of such Shares are entered in the register of members of the Company, be validly issued, fully paid and no further amount may be called thereon.
- (b) This opinion is strictly limited to the matters expressly stated in this paragraph 4 and is not to be construed as extending by implication to any other matter.

5. **Qualifications**

- (a) The opinions set out in paragraph 4 (*Opinions*) are subject to the qualifications set out in the remainder of this paragraph 5.
- (b) We express no opinion as to matters of United Kingdom taxation or any liability to tax (including, without limitation, stamp duty and stamp duty reserve tax) which may arise or be incurred as a result of or in connection with the Shares, the ATP Schemes or the transactions contemplated thereby, or as to tax matters generally.
- (c) The opinion set out in paragraph 4(a) (*Opinions*) relates only to Shares contemplated by the Registration Statement that are new ordinary shares issued by the Company from time to time pursuant to the ATP Schemes following the date of the Registration Statement. We express no opinion in respect of any other securities of the Company.

6. **Law**

- (a) This opinion and any non-contractual obligations arising out of or in connection with this opinion shall be governed by, and construed in accordance with, English law.

- (b) This opinion relates only to English law (being for these purposes, except to the extent we make specific reference to an English law “conflict of law” (private international law) rule or principle, English domestic law on the assumption that English domestic law applies to all relevant issues) as applied by the English courts as at today’s date, including the laws of the European Union to the extent having the force of law in England.
- (c) We do not undertake or accept any obligation to update this opinion to reflect subsequent changes in English law or factual matters.
- (d) We express no opinion as to, and we have not investigated for the purposes of this opinion, the laws of any jurisdiction other than England. It is assumed that no foreign law which may apply to the matters contemplated by the Registration Statement, or any document relating to, or any party to, any transaction contemplated by the Registration Statement, would or might affect this opinion.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not admit that we are in the category of persons whose consent is required under section 7 of the Securities Act or the Rules.

Yours faithfully

/s/ Mayer Brown International LLP

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Adaptimmune Therapeutics plc:

We consent to the use of our reports with respect to the consolidated financial statements and the effectiveness of internal control over financial reporting incorporated by reference herein. Our report refers to a change in the method of accounting for revenue recognition in 2018 due to the adoption of the Accounting Standard Codification Topic 606, Revenue from Contracts with Customers.

/s/ KPMG LLP
Reading, United Kingdom
August 30, 2019
