

Adaptimmune Therapeutics PLC
Form SC 13G/A
February 03, 2017

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 1)**

Adaptimmune Therapeutics plc

(Name of Issuer)

Ordinary Shares

(Title of Class of Securities)

00653A107

(CUSIP Number)

David S. Bakst, Esq.

Mayer Brown LLP

1221 Avenue of the Americas

New York, New York 10020

(212) 506-2551

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

December 31, 2016

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☐ Rule 13d-1(b)
- ☐ Rule 13d-1(c)
- ☒ Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

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The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 00653A107

- | | | |
|-----|---|---------------------------------------|
| 1. | Name of Reporting Person:
Nicholas John Cross | |
| 2. | Check the Appropriate Box if a Member of a Group: | |
| | (a) ☐ | |
| | (b) ☐ | |
| 3. | SEC Use Only: | |
| 4. | Citizenship or Place of Organization:
United Kingdom | |
| 5. | | Sole Voting Power:
29,322,178 |
| 6. | | Shared Voting Power:
0 |
| 7. | | Sole Dispositive Power:
29,322,178 |
| 8. | | Shared Dispositive Power:
0 |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person:
29,322,178 Ordinary Shares | |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares: ☐ | |
| 11. | Percent of Class Represented by Amount in Row (9):
6.90%* | |
| 12. | Type of Reporting Person:
IN | |

* The percent of the class reported is based on 424,775,092 of the Issuer's ordinary shares outstanding as of December 31, 2016.

SCHEDULE 13G

- Item 1(a).** Name of Issuer:
Adaptimmune Therapeutics plc
- Item 1(b).** Address of Issuer's Principal Executive Offices:
101 Park Drive, Milton Park

Abingdon, Oxfordshire OX14 4RY

United Kingdom
- Item 2(a).** Name of Person Filing:
Nicholas John Cross
- Item 2(b).** Address of Principal Business Office or, if none, Residence:
Lashford House, Church Lane

Dry Sandford

Abingdon, Oxon OX13 6JP

United Kingdom
- Item 2(c).** Citizenship:
United Kingdom
- Item 2(d).** Title of Class of Securities:
Ordinary shares, par value £0.001 per share. Certain ordinary shares are represented by American Depositary Shares (ADSs) with each ADS representing six ordinary shares.
- Item 2(e).** CUSIP Number:
00653A107
- Item 3.** **If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**
- | | | |
|-----|-----------------------|---|
| (a) | ☐ | Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o); |
| (b) | ☐ | Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c); |
| (c) | ☐ | Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c); |
| (d) | ☐ | Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8); |
| (e) | ☐ | An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E); |
| (f) | ☐ | An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F); |
| (g) | ☐ | A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G); |
| (h) | ☐ | A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813); |
| (i) | ☐ | A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3); and |
| (j) | ☐ | Group, in accordance with § 240.13d-1(b)(1)(ii)(J). |

Item 4. Ownership.

The information requested hereinafter is set forth in items 5 through 9 and 11 of the cover pages to this Schedule 13G. Ownership is stated as of December 31, 2016. The ownership percentage is based on 424,775,092 ordinary shares outstanding as of December 31, 2016.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. o

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

All securities reported in this schedule are owned by the Reporting Person.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10.

Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated February 3, 2017

NICHOLAS JOHN CROSS

By:	/s/ Nicholas John Cross
Name:	Nicholas John Cross