

TAYTON-MARTIN HELEN KATRINA
 Form 4
 January 08, 2019

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 *
 TAYTON-MARTIN HELEN
 KATRINA

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Chief Business Officer

(Last) (First) (Middle)
 BROCK HOUSE, SHEEPDROVE,
 LAMBOURN
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 01/04/2019

HUNGERFORD, X0 RG17 7XA

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 Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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SEC 1474
 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)		
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Option to purchase Ordinary Shares	\$ 0.89 ⁽¹⁾	01/04/2019	A	1,006,224	⁽²⁾	01/04/2029	Ordinary Shares	1,006,224
Option to purchase Ordinary Shares	\$ 0.0013 ⁽³⁾	01/04/2019	A	224,724	⁽⁴⁾	01/04/2029	Ordinary Shares	224,724

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TAYTON-MARTIN HELEN KATRINA BROCK HOUSE, SHEEPDROVE, LAMBOURN HUNGERFORD, X0 RG17 7XA			Chief Business Officer	

Signatures

/s/ Helen
Tayton-Martin 01/08/2019

**Signature of Reporting Person Date

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) The exercise price was converted from GBP0.70 based on an exchange rate of \$U.S. 1.26332 - GBP1.00. The actual exercise price will be the pounds sterling amount.
Exercisable as to 251,556 Ordinary Shares on January 4, 2020 and will be exercisable as to the remainder in monthly installments of
- (2) 20,958 Ordinary Shares on the fourth of each month from February 4, 2020 through December 2, 2022 and 21,138 Ordinary Shares on January 4, 2023.
- (3) The exercise price was converted from GBP0.001, being the nominal value of an ordinary share, based on an exchange rate of \$U.S. 1.26332 - GBP1.00. The actual exercise price will be the pounds sterling amount.
- (4) Exercisable as to 56,178 Ordinary Shares on January 4, 2020 and will be exercisable as to the remainder in annual installments of 56,178 Ordinary Shares on January 4, 2021 and January 4, 2022, and 56,190 Ordinary Shares on January 4, 2023.

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.