

Adaptimmune Therapeutics PLC
Form F-6EF
July 28, 2016

As filed with the Securities and Exchange Commission on July 27, 2016 Registration No. 333 -

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM F-6
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933 FOR AMERICAN DEPOSITARY SHARES EVIDENCED BY
AMERICAN DEPOSITARY RECEIPTS

ADAPT IMMUNE THERAPEUTICS PLC
(Exact name of issuer of deposited securities as specified in its charter)

[N/A]
(Translation of issuer's name into English)

England and Wales
(Jurisdiction of incorporation or organization of issuer)

CITIBANK, N.A.
(Exact name of depositary as specified in its charter)

399 Park Avenue
New York, New York 10043
(877) 248-4237
(Address, including zip code, and telephone number, including area code, of depositary's principal executive offices)

ADAPT IMMUNE LLC
Two Commerce Square, Suite 1700
2001 Market Street
Philadelphia, PA 19103
United States of America
(215) 825 9260
(Address, including zip code, and telephone number, including area code, of agent for service)

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It is proposed that this filing become effective under Rule 466: immediately upon filing.
 on (Date) at (Time).

If a separate registration statement has been filed to register the deposited shares, check the following box :

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered | Amount to be Registered | Proposed Maximum Aggregate Price Per Unit* | Proposed Maximum Aggregate Offering Price** | Amount of Registration Fee |
|--|--|--|---|----------------------------|
| American Depositary Shares, each representing six (6) fully paid ordinary shares of Adaptimmune Therapeutics plc | 100,000,000 American Depositary Shares | \$5.00 | \$5,000,000 | \$503.50 |

*Each unit represents 100 American Depositary Shares.

**Estimated solely for the purpose of calculating the registration fee. Pursuant to Rule 457(k), such estimate is computed on the basis of the maximum aggregate fees or charges to be imposed in connection with the issuance of American Depositary Shares.

This Registration Statement may be executed in any number of counterparts, each of which shall be deemed an original, and all of such counterparts together shall constitute one and the same instrument.

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PART I

INFORMATION REQUIRED IN PROSPECTUS

Cross Reference Sheet

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

| Item Number and Caption | Location in Form of American Depository Receipt (“Receipt”) Filed Herewith as Prospectus |
|--|--|
| 1. Name of Depository and address of its principal executive office | Face of Receipt - Introductory Article. |
| 2. Title of Receipts and identity of deposited securities | Face of Receipt - Top Center. |
| Terms of Deposit: | |
| (i) The amount of deposited securities represented by one American Depository Share ("ADSs") | Face of Receipt - Upper right corner. |
| (ii) The procedure for voting, if any, the deposited securities | Reverse of Receipt - Paragraphs (16) and (17). |
| (iii) The collection and distribution of dividends | Reverse of Receipt - Paragraph (14). |
| (iv) The transmission of notices, reports and proxy soliciting material | Face of Receipt - Paragraph (13); Reverse of Receipt - Paragraph (16). |
| (v) The sale or exercise of rights | Reverse of Receipt – Paragraphs (14) and (16). |
| (vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization | Face of Receipt - Paragraphs (3) and (6); Reverse of Receipt - Paragraphs (14) and (18). |
| (vii) Amendment, extension or termination of the deposit agreement | Reverse of Receipt - Paragraphs (22) and (23) (no provision for extensions). |
| (viii) Rights of holders of Receipts to inspect the transfer books of the Depository and the list of holders of ADSs | Face of Receipt - Paragraph (13). |

| Item Number and Caption | Location in Form of American Depository Receipt (“Receipt”) Filed Herewith as Prospectus |
|--|--|
| (ix) Restrictions upon the right to deposit or withdraw the underlying securities | Face of Receipt – Paragraphs (2), (3), (4), (6), (7), (9) and (10). |
| (x) Limitation upon the liability of the Depository | Face of Receipt - Paragraph (7); Reverse of Receipt - Paragraphs (19) and (20). |
| 3. Fees and charges which may be imposed directly or indirectly on holders of ADSs | Face of Receipt - Paragraph (10). |
| Item 2. AVAILABLE INFORMATION | Face of Receipt - Paragraph (13). |

The Company is subject to the periodic reporting requirements of the United States Securities Exchange Act of 1934, as amended, and, accordingly, files certain reports with, and submits certain reports to, the United States Securities and Exchange Commission (the “Commission”). These reports can be retrieved from the Commission’s internet website (www.sec.gov), and can be inspected and copied at the public reference facilities maintained by the Commission at 100 F Street, N.E., Washington D.C. 20549.

PROSPECTUS

The Prospectus consists of the proposed form of American Depositary Receipt included as Exhibit A to the Deposit Agreement filed as Exhibit (a) to this Registration Statement on Form F-6 and is incorporated herein by reference.

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3.

EXHIBITS

- (a) Deposit Agreement, dated as of May 11, 2015, by and among Adaptimmune Therapeutics plc (the “Company”), Citibank, N.A., as depositary (the “Depositary”), and all Holders and Beneficial Owners of American Depositary Shares issued thereunder (“Deposit Agreement”). Filed herewith as Exhibit (a).
- (b) Letter Agreement, dated as of January 12, 2016, by and between the Company and the Depositary (the “Letter Agreement”). — Filed herewith as Exhibit (b).
- (c) Every material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three years. — None.
- (d) Opinion of counsel for the Depositary as to the legality of the securities to be registered. — Filed herewith as Exhibit (d).
- (e) Certificate under Rule 466. — Filed herewith as Exhibit (e).
- (f) Powers of Attorney for certain officers and directors and the authorized representative of the Company. — Set forth on the signature pages hereto.

Item 4.

UNDERTAKINGS

- (a) The Depositary undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of ADSs, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depositary as the holder of the deposited securities, and (2) made generally available to the holders of the underlying securities by the issuer.
- (b) If the amount of fees charged is not disclosed in the prospectus, the Depositary undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depositary undertakes to notify each registered holder of an ADS thirty (30) days before any change in the fee schedule.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Citibank, N.A., acting solely on behalf of the legal entity created by the Deposit Agreement, by and among Adaptimmune Therapeutics plc, Citibank, N.A., as depositary, and all Holders and Beneficial Owners of American Depositary Shares to be issued thereunder, certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on the 27th day of July, 2016.

Legal entity created by the Deposit Agreement under which the American Depositary Shares registered hereunder are to be issued, each American Depositary Share representing six (6) fully paid ordinary shares of Adaptimmune Therapeutics plc

CITIBANK, N.A., solely in its capacity as Depositary

By: /s/ Keith Galfo
Name: Keith Galfo
Title: Vice President

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Adaptimmune Therapeutics plc certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Registration Statement on Form F-6 to be signed on its behalf by the undersigned thereunto duly authorized, in Oxfordshire, England, on July 27, 2016.

ADAPT IMMUNE THERAPEUTICS PLC

| | |
|--------|-------------------------|
| By: | /s/ James J. Noble |
| Name: | James J. Noble |
| Title: | Chief Executive Officer |

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POWERS OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints James J. Noble as his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments to this Registration Statement, 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 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 to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his 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 has been signed by the following persons on July 27, 2016, in the capacities indicated.

| Name | Title |
|---|--|
| /s/ James J. Noble James J. Noble | Chief Executive Officer and Director (Principal Executive Officer) |
| /s/ Adrian Rawcliffe Adrian Rawcliffe | Chief Financial Officer (Principal Financial Officer & Principal Accounting Officer) |
| /s/ Jonathan Knowles, Ph.D Jonathan Knowles, Ph.D. | Chairman of the Board of Directors and Director |
| /s/ David M. Mott David M. Mott | Vice-Chairman of the Board of Directors and Director |
| /s/ Lawrence M. Alleva Lawrence M. Alleva | Director |
| /s/ Ali Behbahani, MD Ali Behbahani, M.D. | Director |
| /s/ Barbara Duncan Barbara Duncan | Director |
| /s/ Ian M. Laing Ian M. Laing | Director |

/s/ Elliot Sigal, M.D., Ph.D
Elliott Sigal, M.D., Ph.D.

Director

/s/ Peter Thompson, M.D.
Peter Thompson, M.D.

Director

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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 July 27, 2016.

ADAPT IMMUNE LLC

By: /s/ James J. Noble
Name: James J. Noble
Title: Chief Executive Officer

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Index to Exhibits

| Exhibit | Document | Sequentially Numbered Page |
|---------|--------------------------------------|-------------------------------|
| (a) | Deposit Agreement | |
| (b) | Letter Agreement | |
| (d) | Opinion of counsel to the Depositary | |
| (e) | Certificate under Rule 466 | |