ORBIMED ADVISORS LLC

Form 4 June 01, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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January 31, 2005

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Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

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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

1(b).

(City)

Ordinary

(State)

(Zip)

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading ORBIMED ADVISORS LLC Issuer Symbol Adaptimmune Therapeutics PLC (Check all applicable) [ADAP] (Last) (First) (Middle) 3. Date of Earliest Transaction _X__ Director 10% Owner Other (specify Officer (give title (Month/Day/Year) below) 601 LEXINGTON AVENUE, 54TH 05/30/2018 **FLOOR** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) Form filed by One Reporting Person _X_ Form filed by More than One Reporting NEW YORK, NY 10022 Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. 4. Securities Acquired (A) Transaction Disposed of (D)			5. Amount of Securities	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect	
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 3, 4 and 5) (Instr. 8) Own Follo (A) Or		Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Beneficial Ownership (Instr. 4)			
American Depositary					(2)	\$			See
Shares representing Ordinary Shares (1)	05/30/2018		S	121,000	D	13.52	4,970,010	I	Footnotes (4) (5)
American Depositary Shares representing	06/01/2018		S	50,000	D	\$ 13.49 (3)	4,920,010	I	See Footnotes (4) (5)

Shares (1)

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

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	tionNumber	Expiration D	ate	Amou	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative	e		Securi	ities	(Instr. 5)
	Derivative				Securities			(Instr.	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									A	
									Amount	
						Date	Expiration	m: .1	or	
						Exercisable Date	Date	Title	Number	
				C 1 1	7. (A) (D)				of	
				Code V	V (A) (D)				Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
ORBIMED ADVISORS LLC 601 LEXINGTON AVENUE 54TH FLOOR NEW YORK, NY 10022	X					
OrbiMed Capital GP V LLC 601 LEXINGTON AVENUE 54TH FLOOR NEW YORK, NY 10022	X					

Signatures

/s/ Sven H. Borho, Member of OrbiMed Advisors LLC	06/01/2018
**Signature of Reporting Person	Date
/s/ Carl L. Gordon, Member of OrbiMed Advisors LLC	06/01/2018
**Signature of Reporting Person	Date
/s/ Jonathan T. Silverstein, Member of OrbiMed Advisors LLC	06/01/2018

2 Reporting Owners

**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).
- Each American Depositary Share ("ADS") represents six ordinary shares, nominal value GBP 0.001 per share, of the Issuer. OrbiMed Private Investments V, LP ("OPI V") is the holder of record of the securities reported on this Form 4. OPI V's holdings consist of 25,408,300 ordinary shares held directly, and 685,293 ADSs representing 4,111,758 ordinary shares. Column 5 reports such holdings on an aggregate basis in terms of the corresponding number of ADSs.
- The price reported in Column 4 is a weighted average price. These shares of the Issuer's common stock ("Shares") were sold in multiple transactions at prices ranging from \$13.12 to \$13.64 inclusive. Upon request, the Reporting Persons undertakes to provide the Issuer, any security holder of the Issuer, or the Securities and Exchange Commission (the "SEC") full information regarding the Shares purchased at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These Shares were sold in multiple transactions at prices ranging from (3) \$13.49 to \$13.52 inclusive. Upon request, the Reporting Persons undertakes to provide the Issuer, any security holder of the Issuer, or the SEC full information regarding the Shares purchased at each separate price within the range set forth in this footnote.
 - These securities are held of record by OPI V. OrbiMed Capital GP V LLC ("GP V") is the sole general partner of OPI V, and OrbiMed Advisors LLC ("Advisors"), a registered adviser under the Investment Advisors Act of 1940, as amended, is the sole managing member of GP V. By virtue of such relationships, GP V and Advisors may be deemed to have voting and investment power with respect to the
- (4) securities held by OPI V noted above and as a result may be deemed to beneficially own such securities for purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Advisors exercised this investment and voting power through a management committee comprised of Carl L. Gordon, Sven H. Borho and Jonathan T. Silverstein, each of whom disclaims beneficial ownership of the Shares held by OPI V.
 - This report on Form 4 is jointly filed by GP V and Advisors. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein for purposes of Rule 16a-1(a) under the Exchange Act, except to the extent of its pecuniary interest therein, if
- (5) any. The Reporting Persons have designated a representative, currently Peter A. Thompson, a Private Equity Partner of Advisors, to serve on the Issuer's board of directors. This report shall not be deemed an admission that any of the Reporting Persons is a beneficial owner of such securities for the purpose of Section 16 of the Exchange Act, or for any other purpose.

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.

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