

Adaptimmune Therapeutics PLC
 Form 4
 January 20, 2016

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

(Last) (First) (Middle)

BROCK HOUSE, SHEEPDROVE,
 LAMBOURN

(Street)

HUNGERFORD, X0 RG17 7XA

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 01/18/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Chief Operating Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

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 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)	Price		
				Code	V	Amount	

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 or Number of Shares
Option to purchase Ordinary Shares	\$ 1.2717 ⁽¹⁾	01/18/2016	A	939,948	<u>(2)</u>	01/18/2026	Ordinary Shares	939,948

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 Operating Officer

Signatures

/s/ Helen Katrina
 Tayton-Martin
 **Signature of Reporting Person
 Date

01/20/2016

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).

The exercise price was converted from GBP0.89 based on the noon buying rate of the Federal Reserve Bank of New York for the U.S.

(1) dollar on the business day prior to the date of grant. The actual exercise price will be the pounds sterling amount regardless of the exchange rate on the date of grant or of exercise.

Exercisable as to 234,987 Ordinary Shares on January 18, 2017 and will be exercisable as to the remainder in monthly installments of
 (2) 19,582 Ordinary Shares on the eighteenth of each month from February 18, 2017 through December 18, 2019, and in one installment of 19,591 Ordinary Shares on January 18, 2020.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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