

Adaptimmune Therapeutics PLC
Form 8-K
March 22, 2017

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

Current Report

**Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **March 21, 2017**

ADAPTIMMUNE THERAPEUTICS PLC

(Exact name of registrant as specified in its charter)

England and Wales
(State or other jurisdiction of
incorporation)

1-37368
(Commission File Number)

Not Applicable
(IRS Employer Identification No.)

**101 Park Drive, Milton Park
Abingdon, Oxfordshire OX14 4RY**

United Kingdom

(Address of principal executive offices, including zip code)

(44) 1235 430000

Edgar Filing: Adaptimmune Therapeutics PLC - Form 8-K

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

Item 1.01 Entry into a Material Definitive Agreement.

On March 22, 2017, Adaptimmune Therapeutics plc (the Company) entered into an underwriting agreement (the Underwriting Agreement) with Citigroup Global Markets Inc., Cowen and Company, LLC, and Leerink Partners LLC, as representatives of the several underwriters named therein (collectively, the Underwriters), pursuant to which the Company agreed to issue and sell an aggregate of 14,300,000 of its American Depositary Shares (ADSs) to the Underwriters (the Offering). Each ADS represents six ordinary shares of the Company. The ADSs will be sold at a public offering price of \$4.20 per ADS. The Company expects to receive aggregate net proceeds from the sale of the ADSs of approximately \$56.3 million, after deducting underwriting fees and commissions and estimated offering expenses. Pursuant to the Underwriting Agreement, the Company also granted the Underwriters a 30-day option to purchase up to 2,145,000 additional ADSs at the public offering price. The Offering is expected to close on March 27, 2017.

The Underwriting Agreement contains customary representations, warranties and agreements by the Company, customary conditions to closing, indemnification obligations of the Company and the Underwriters, including for liabilities under the Securities Act of 1933, as amended, other obligations of the parties and termination provisions. The representations, warranties and covenants contained in the Underwriting Agreement were made only for purposes of such agreement and as of specific dates, were solely for the benefit of the parties to such agreement and may be subject to limitations agreed upon by the contracting parties. The Company and all of the Company's directors and executive officers also agreed to not sell or transfer any ADSs of the Company for 90 days after March 22, 2017 without first obtaining the consent of Citigroup Global Markets Inc., Cowen and Company, LLC and Leerink Partners LLC.

The Offering is being made pursuant to the Company's effective shelf registration statement on Form S-3 (Registration No. 333-212713), including the prospectus contained therein, effective September 12, 2016, as the same has been amended and/or supplemented from time to time.

A copy of the Underwriting Agreement is attached hereto as Exhibit 1.1 and is incorporated herein by reference. The foregoing description of the terms of the Underwriting Agreement is qualified in its entirety by reference to such exhibit. A copy of the opinion of Mayer Brown International LLP relating to the legality of the issuance and the ordinary shares underlying the ADSs in this offering is attached as Exhibit 5.1 hereto.

Item 8.01. Other Events.

On March 21, 2017, the Company issued a press release announcing the commencement of the Offering and issued a subsequent press release on March 22, 2017 announcing the pricing of the Offering. Copies of these press releases are attached hereto as Exhibits 99.1 and 99.2 hereto, respectively, and are incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits. The following exhibits are furnished as part of this Report on Form 8-K:

| Exhibit No. | Description of Exhibit |
|--------------------|---|
| 1.1 | Underwriting Agreement, dated March 22, 2017, by and between Adaptimmune Therapeutics plc and Citigroup Global Markets Inc., Cowen and Company, LLC and Leerink Partners LLC, as representatives of the several Underwriters named therein. |
| 5.1 | Opinion of Mayer Brown International LLP |
| 23.1 | Consent of Mayer Brown International LLP (contained in Exhibit 5.1) |
| 99.1 | Press Release dated March 21, 2017 |
| 99.2 | Press Release dated March 22, 2017 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

ADAPTIMMUNE THERAPEUTICS PLC

Date: March 22, 2017

By: /s/ Margaret Henry
Name: Margaret Henry
Title: Corporate Secretary

Exhibit Index

| Exhibit No. | Description of Exhibit |
|--------------------|--|
| 1.1 | Underwriting Agreement, dated March 22, 2017, by and between Adaptimmune Therapeutics plc and Citigroup Global Markets Inc., Cowen and Company, LLC and Leerink Partners, LLC, as representatives of the several Underwriters named therein. |
| 5.1 | Opinion of Mayer Brown International LLP |
| 23.1 | Consent of Mayer Brown International LLP (contained in Exhibit 5.1) |
| 99.1 | Press Release dated March 21, 2017 |
| 99.2 | Press Release dated March 22, 2017 |