

Adaptimmune Therapeutics PLC  
Form SC 13G/A  
January 29, 2018

---

---

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

---

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 2)\*

Adaptimmune Therapeutics Plc

---

(Name of Issuer)

Ordinary Shares, £.001 par value per share

---

(Title of Class of Securities)

00653A107

---

(CUSIP Number)

December 31, 2017

---

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

Edgar Filing: Adaptimmune Therapeutics PLC - Form SC 13G/A

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

---

---

CUSIP No. 00653A107 13G Page 2 of 22

NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

New Enterprise Associates 14, L.P.

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

SEC USE ONLY

3

4

CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands exempted limited partnership

SOLE VOTING POWER

5

0 shares

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

6

72,138,996 shares

SOLE DISPOSITIVE POWER

7

0 shares

SHARED DISPOSITIVE POWER

8

72,138,996 shares

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

72,138,996 shares

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (9)

12.8%

12 TYPE OF REPORTING PERSON  
(SEE INSTRUCTIONS)

PN

---

CUSIP No. 00653A107 13G Page 3 of 22

NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

NEA Partners 14, L.P.

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

SEC USE ONLY

3

4

CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands exempted limited partnership

SOLE VOTING POWER

5

0 shares

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

6

72,138,996 shares

SOLE DISPOSITIVE POWER

7

0 shares

SHARED DISPOSITIVE POWER

8

72,138,996 shares

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

72,138,996 shares

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (9)

12.8%

12 TYPE OF REPORTING PERSON  
(SEE INSTRUCTIONS)

PN

---

CUSIP No. 00653A107 13G Page 4 of 22

NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

NEA 14 GP, LTD

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands exempted company

SOLE VOTING POWER

5  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 0 shares

SHARED VOTING POWER

6  
72,138,996 shares

SOLE DISPOSITIVE POWER

7  
0 shares

SHARED DISPOSITIVE POWER

8  
72,138,996 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

72,138,996 shares

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (9)

12.8%

12 TYPE OF REPORTING PERSON  
(SEE INSTRUCTIONS)

CO

---



CUSIP No. 00653A107 13G Page 5 of 22

NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

M. James Barrett

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

SEC USE ONLY

3

4

CITIZENSHIP OR PLACE OF ORGANIZATION

United States

SOLE VOTING POWER

5

0 shares

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

6

72,138,996 shares

SOLE DISPOSITIVE POWER

7

0 shares

SHARED DISPOSITIVE POWER

8

72,138,996 shares

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

72,138,996 shares

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (9)

12.8%

12 TYPE OF REPORTING PERSON  
(SEE INSTRUCTIONS)

IN

---

CUSIP No. 00653A107 13G Page 6 of 22

NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NOS. OF  
ABOVE PERSONS (ENTITIES  
ONLY)

Peter J. Barris

2

CHECK THE APPROPRIATE BOX  
IF A MEMBER OF A GROUP

(a)

(b)

SEC USE ONLY

3

4

CITIZENSHIP OR PLACE OF  
ORGANIZATION

United States

SOLE VOTING POWER

5

0 shares

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

SHARED VOTING POWER

6

72,138,996 shares

SOLE DISPOSITIVE POWER

7

0 shares

SHARED DISPOSITIVE POWER

8

72,138,996 shares

9

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

72,138,996 shares

10

CHECK IF THE AGGREGATE  
AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES (SEE  
INSTRUCTIONS)

11 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (9)

12.8%

12 TYPE OF REPORTING PERSON  
(SEE INSTRUCTIONS)

IN

---

CUSIP No. 00653A107 13G Page 7 of 22

NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Forest Basket

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

SEC USE ONLY

3

4

CITIZENSHIP OR PLACE OF ORGANIZATION

United States

SOLE VOTING POWER

5

0 shares

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

6

72,138,996 shares

SOLE DISPOSITIVE POWER

7

0 shares

SHARED DISPOSITIVE POWER

8

72,138,996 shares

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

72,138,996 shares

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (9)

12.8%

12 TYPE OF REPORTING PERSON  
(SEE INSTRUCTIONS)

IN

---

CUSIP No. 00653A107 13G Page 8 of 22

NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NOS. OF  
ABOVE PERSONS (ENTITIES  
ONLY)

Anthony A. Florence, Jr.

2

CHECK THE APPROPRIATE BOX  
IF A MEMBER OF A GROUP

(a)

(b)

SEC USE ONLY

3

4

CITIZENSHIP OR PLACE OF  
ORGANIZATION

United States

SOLE VOTING POWER

5

0 shares

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

SHARED VOTING POWER

6

72,138,996 shares

SOLE DISPOSITIVE POWER

7

0 shares

SHARED DISPOSITIVE POWER

8

72,138,996 shares

9

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

72,138,996 shares

10

CHECK IF THE AGGREGATE  
AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES (SEE  
INSTRUCTIONS)

11 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (9)

12.8%

12 TYPE OF REPORTING PERSON  
(SEE INSTRUCTIONS)

IN

---



CUSIP No. 00653A107 13G Page 9 of 22

NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Patrick J. Kerins

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States citizen

SOLE VOTING POWER

5  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

0 shares

SHARED VOTING POWER

6  
72,138,996 shares

SOLE DISPOSITIVE POWER

7  
0 shares

SHARED DISPOSITIVE POWER

8  
72,138,996 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

72,138,996 shares

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (9)

12.8%

12 TYPE OF REPORTING PERSON  
(SEE INSTRUCTIONS)

IN

---

CUSIP No. 00653A107 13G Page 10 of 22

NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

David M. Mott

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

SOLE VOTING POWER

5 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 354,639 shares

SHARED VOTING POWER

6 72,138,996 shares

SOLE DISPOSITIVE POWER

7 354,639 shares

SHARED DISPOSITIVE POWER

8 72,138,996 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

72,493,635 shares

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (9)

12.9%

12 TYPE OF REPORTING PERSON  
(SEE INSTRUCTIONS)

IN

---

CUSIP No. 00653A107 13G Page 11 of 22

NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Scott D. Sandell

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

SEC USE ONLY

3

4

CITIZENSHIP OR PLACE OF ORGANIZATION

United States

SOLE VOTING POWER

5

0 shares

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

6

72,138,996 shares

SOLE DISPOSITIVE POWER

7

0 shares

SHARED DISPOSITIVE POWER

8

72,138,996 shares

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

72,138,996 shares

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (9)

12.8%

12 TYPE OF REPORTING PERSON  
(SEE INSTRUCTIONS)

IN

---

CUSIP No. 00653A107 13G Page 12 of 22

NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Peter W. Sonsini

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

SEC USE ONLY

3

4

CITIZENSHIP OR PLACE OF ORGANIZATION

United States

SOLE VOTING POWER

5

0 shares

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

6

72,138,996 shares

SOLE DISPOSITIVE POWER

7

0 shares

SHARED DISPOSITIVE POWER

8

72,138,996 shares

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

72,138,996 shares

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (9)

12.8%

12 TYPE OF REPORTING PERSON  
(SEE INSTRUCTIONS)

IN

---



CUSIP No. 00653A107 13G Page 13 of 22

NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Ravi Viswanathan

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

SEC USE ONLY

3

4

CITIZENSHIP OR PLACE OF ORGANIZATION

United States

SOLE VOTING POWER

5

0 shares

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

6

72,138,996 shares

SOLE DISPOSITIVE POWER

7

0 shares

SHARED DISPOSITIVE POWER

8

72,138,996 shares

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

72,138,996 shares

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (9)

12.8%

12 TYPE OF REPORTING PERSON  
(SEE INSTRUCTIONS)

IN

---

CUSIP No. 00653A107 13G Page 14 of 22

Item 1(a). Name of Issuer:

Adaptimmune Therapeutics Plc (the "Issuer").

Item 1(b). Address of Issuer's Principal Executive Offices:

60 Jubilee Avenue, Milton Park, Abingdon, Oxfordshire OX14 4RY, United Kingdom.

Item 2(a). Names of Persons Filing:

This statement is being filed by New Enterprise Associates 14, L.P. ("NEA 14"); NEA Partners 14, L.P. ("NEA Partners 14"), which is the sole general partner of NEA 14; NEA 14 GP, LTD ("NEA 14 GP"), which is the sole general partner of NEA Partners 14; and M. James Barrett ("Barrett"), Peter J. Barris ("Barris"), Forest Baskett ("Baskett"), Anthony A. Florence, Jr. ("Florence"), Patrick J. Kerins ("Kerins"), David M. Mott ("Mott"), Scott D. Sandell ("Sandell"), Peter W. Sonsini ("Sonsini") and Ravi Viswanathan ("Viswanathan") (collectively, the "Directors"). The Directors are the individual directors of NEA 14 GP. NEA 14, NEA Partners 14, NEA 14 GP and the Directors are sometimes referred to collectively herein as the "Reporting Persons".

Item 2(b). Address of Principal Business Office or, if None, Residence:

The address of the principal business office of NEA 14, NEA Partners 14 and NEA 14 GP is New Enterprise Associates, 1954 Greenspring Drive, Suite 600, Timonium, MD 21093. The address of the principal business office of Baskett, Sandell, Sonsini and Viswanathan is New Enterprise Associates, 2855 Sand Hill Road, Menlo Park, California 94025. The address of the principal business office of Barrett, Barris, Kerins and Mott is New Enterprise Associates, 5425 Wisconsin Avenue, Suite 800, Chevy Chase, MD 20815. The address of the principal business office of Florence is New Enterprise Associates, 104 5<sup>th</sup> Avenue, 19<sup>th</sup> Floor, New York, NY 10001.

Item 2(c). Citizenship:

Each of NEA 14 and NEA Partners 14 is a Cayman Islands exempted limited partnership. NEA 14 GP is a Cayman Islands exempted company. Each of the Directors is a United States citizen.

Item 2(d). Title of Class of Securities:

Ordinary Shares, £.001 par value ("Ordinary Shares").

Item 2(e). CUSIP Number:

00653A107.

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is  
a:

Not applicable.

---

Item 4. Ownership.

Amount Beneficially Owned: NEA 14 is the record owner of 12,023,166 American Depositary Shares of the Issuer, which represent 72,138,996 Ordinary Shares of the Issuer, as of December 31, 2017 (the "Shares"). As the (a) sole general partner of NEA 14, NEA Partners 14 may be deemed to own beneficially the Shares. As the sole general partner of NEA Partners 14, NEA 14 GP likewise may be deemed to own beneficially the Shares. As the individual Directors of NEA 14 GP, each of the Directors also may be deemed to own beneficially the Shares.

As of December 31, 2017, Mott is the record owner of options to purchase 354,639 Ordinary Shares exercisable within 60 days of such date (the "Mott Option Shares"). As such, Mott may be deemed to be the beneficial owner of the Mott Option Shares in addition to the Shares.

Percent of Class: See Line 11 of cover sheets. The percentages set forth on the cover sheet for each Reporting Person other than Mott are calculated based on 562,119,334 Ordinary Shares reported by the Issuer to be (b) outstanding as of October 31, 2017 on the Issuer's Form 10-Q as filed with the Securities and Exchange Commission on November 2, 2017 (the "10-Q Shares"). The percentage set forth on the cover sheet for Mott is calculated based on 562,473,973 Ordinary Shares, which includes (i) the 10-Q Shares and (ii) Mott Option Shares.

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: See Line 5 of cover sheets.

(ii) shared power to vote or to direct the vote: See Line 6 of cover sheets.

(iii) sole power to dispose or to direct the disposition of: See Line 7 of cover sheets.

(iv) shared power to dispose or to direct the disposition of: See Line 8 of cover sheets.

Each Reporting Person disclaims beneficial ownership of such Securities except for the shares, if any, such Reporting Person holds of record.

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not applicable.



Item 8. Identification and Classification of Members of the Group.

Not applicable. The Reporting Persons expressly disclaim membership in a "group" as used in Rule 13d-5(b).

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

Not applicable. This Schedule 13G is not filed pursuant to Rule 13d-1(b) or Rule 13d-1(c).

Material to be Filed as Exhibits.

Exhibit 1 – Agreement regarding filing of joint Schedule 13G.

Exhibit 2 – Power of Attorney regarding filings under the Securities Exchange Act of 1934, as amended.

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: January 29, 2018

NEW ENTERPRISE ASSOCIATES 14, L.P.

By: NEA PARTNERS 14, L.P.  
General Partner

By: NEA 14 GP, LTD

General Partner

By: \*

Peter J. Barris  
Director

NEA PARTNERS 14, L.P.

By: NEA 14 GP, LTD

General Partner

By: \*

Peter J. Barris  
Director

NEA 14 GP, LTD

By: \*

Peter J. Barris  
Director

\*

---

Michael James Barrett

\*

---

Peter J. Barris



\*

---

Forest Baskett

---

\*

---

Anthony A. Florence, Jr.

\*

---

Patrick J. Kerins

\*

---

David M. Mott

\*

---

Scott D. Sandell

\*

---

Peter W. Sonsini

\*

---

Ravi Viswanathan

\*By: /s/ Sasha O. Keough  
Sasha O. Keough  
As attorney-in-fact

This Amendment No. 2 to Schedule 13G was executed by Sasha O. Keough on behalf of the individuals listed above pursuant to a Power of Attorney, a copy of which is attached as Exhibit 2.

---

EXHIBIT 1

AGREEMENT

Pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, the undersigned hereby agree that only one statement containing the information required by Schedule 13G need be filed with respect to the ownership by each of the undersigned of shares of stock of Adaptimmune Therapeutics Plc.

EXECUTED this 29th day of January, 2018

NEW ENTERPRISE ASSOCIATES 14, L.P.

By: NEA PARTNERS 14, L.P.  
General Partner

By: NEA 14 GP, LTD

General Partner

By: \*

Peter J. Barris  
Director

NEA PARTNERS 14, L.P.

By: NEA 14 GP, LTD

General Partner

By: \*

Peter J. Barris  
Director

NEA 14 GP, LTD

By: \*

Peter J. Barris  
Director

\*

---

Michael James Barrett

\*

---

Peter J. Barris

\*

---

Forest Baskett

\*

---

Anthony A. Florence, Jr.

\*

---

Patrick J. Kerins

\*

---

David M. Mott

\*

---

Scott D. Sandell

\*

---

Peter W. Sonsini

\*

---

Ravi Viswanathan

\*By: /s/ Sasha O. Keough  
Sasha O. Keough  
As attorney-in-fact

This Agreement was executed by Sasha O. Keough on behalf of the individuals listed above pursuant to a Power of Attorney, a copy of which is attached as Exhibit 2.

EXHIBIT 2

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints Louis S. Citron, Timothy Schaller, Sasha Keough and Stephanie Brecher, and each of them, with full power to act without the others, his or her true and lawful attorney-in-fact, with full power of substitution, to sign any and all instruments, certificates and documents that may be necessary, desirable or appropriate to be executed on behalf of himself as an individual or in his or her capacity as a direct or indirect general partner, director, officer or manager of any partnership, corporation or limited liability company, pursuant to section 13 or 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and any and all regulations promulgated thereunder, and to file the same, with all exhibits thereto, and any other documents in connection therewith, with the Securities and Exchange Commission, and with any other entity when and if such is mandated by the Exchange Act or by the Financial Industry Regulatory Authority, granting unto said attorney-in-fact full power and authority to do and perform each and every act and thing necessary, desirable or appropriate, fully to all intents and purposes as he or she might or could do in person, thereby ratifying and confirming all that said attorney-in-fact, or his or her substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 13th day of March, 2017.

/s/ M. James Barrett  
M. James Barrett

/s/ Peter J. Barris  
Peter J. Barris

/s/ Forest Baskett  
Forest Baskett

/s/ Ali Behbahani  
Ali Behbahani

/s/ Colin Bryant  
Colin Bryant

/s/ Carmen Chang  
Carmen Chang

/s/ Anthony A. Florence, Jr.  
Anthony A. Florence, Jr.

/s/ Carol G. Gallagher  
Carol G. Gallagher

/s/ Dayna Grayson  
Dayna Grayson

/s/ Patrick J. Kerins  
Patrick J. Kerins

---

/s/ P. Justin Klein  
P. Justin Klein

/s/ Vanessa Larco  
Vanessa Larco

/s/ Joshua Makower  
Joshua Makower

/s/ Mohamad H. Makhzoumi  
Mohamad H. Makhzoumi

/s/ Edward T. Mathers  
Edward T. Mathers

/s/ David M. Mott  
David M. Mott

/s/ Sara M. Nayeem  
Sara M. Nayeem

/s/ Jason R. Nunn  
Jason R. Nunn

/s/ Gregory Papadopoulos  
Gregory Papadopoulos

/s/ Chetan Puttagunta  
Chetan Puttagunta

/s/ Jon Sakoda  
Jon Sakoda

/s/ Scott D. Sandell  
Scott D. Sandell

/s/ A. Brooke Seawell  
A. Brooke Seawell

/s/ Peter W. Sonsini  
Peter W. Sonsini

/s/ Melissa Taunton  
Melissa Taunton



/s/ Frank M. Torti  
Frank M. Torti

/s/ Ravi Viswanathan  
Ravi Viswanathan

/s/ Paul E. Walker  
Paul E. Walker

/s/ Rick Yang  
Rick Yang