

Adaptimmune Therapeutics PLC
Form SC 13G
April 13, 2016

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No.)*

Adaptimmune Therapeutics plc
(Name of Issuer)

Ordinary Shares, par value £0.001 per share
(Title of Class of Securities)

00653A107
(CUSIP Number)

December 31, 2015
(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)

X Rule 13d-1(d)

*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).

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1. Name of Reporting Persons

Immunocore Limited

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC USE ONLY

4. Citizenship or Place of Organization

England and Wales

5. Sole Voting Power

26,976,700

Number of Shares

6. Shared Voting Power

Beneficially

0

Owned by

7. Sole Dispositive Power

Each

Reporting

26,976,700

Person With:

8. Shared Dispositive Power

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

26,976,700 (See Items 2 and 4 herein)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares*

11. Percent of Class Represented by Amount in Row (9)

6.4%*

12. Type of Reporting Person (See Instructions)

CO

* The percent of the class reported is based on 424,711,900 of the Issuer's Ordinary Shares outstanding as of August 31, 2015, as reported in the Issuer's Form 20-F for the fiscal year ended June 30, 2015, as filed with the Securities and Exchange Commission on October 13, 2015.

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Item 1.

(a) Name of Issuer:

Adaptimmune Therapeutics plc (the "Issuer")

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

101 Park Drive, Milton Park
Abingdon, Oxfordshire OX14 4RY
United Kingdom

Item 2.

(a) Name of Person Filing:

Immunocore Limited ("Immunocore")

The shares reported herein are directly owned by Immunocore (hereinafter sometimes referred to as the "Reporting Person").

(b) Address of Principal Business Office or, if none, Residence:

Immunocore: 90 Park Drive, Milton Park, Abingdon, Oxfordshire, OX14 4RY United Kingdom

(c) Citizenship:

Immunocore is a company organized under the laws of England and Wales.

(d) Title of Class of Securities:

Ordinary Shares, par value £0.001 per share (the "Ordinary Shares")

(e) CUSIP Number:

00653A107

Item If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether NOT APPLICABLE.

3. the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with §240.13d-1(b)(1)(ii)(K).

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

26,976,700 Ordinary Shares

(b) Percent of class:

6.4% of the Issuer's outstanding Ordinary Shares (calculated based on 424,711,900 Ordinary Shares outstanding as of August 31, 2015, as reported in the Issuer's Form 20-F for the fiscal year ended June 30, 2015, as filed with the Securities and Exchange Commission on October 13, 2015)

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

(i) Sole power to vote or to direct the vote 26,976,700

(ii) Shared power to vote or to direct the vote 0

(iii) Sole power to dispose or to direct the disposition of 26,976,700

(iv) Shared power to dispose or to direct the disposition of 0

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Instruction. For computations regarding securities which represent a right to acquire an underlying security see §240.13d-3(d)(1).

Item Ownership of Five Percent or Less of a Class.

5.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following

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.

Not Applicable

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

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certification

Not Applicable

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Immunocore Limited

April 12, 2016

By: /s/Julian Hirst

Name: Julian Hirst

Title: Corporate Finance Director