

Adaptimmune Therapeutics PLC
Form 8-K
June 20, 2018

**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): **June 20, 2018**

ADAPT IMMUNE 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.)

**60 Jubilee Avenue, Milton Park
Abingdon, Oxfordshire OX14 4RX**

United Kingdom

(Address of principal executive offices, including zip code)

(44) 1235 430000

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(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders.

Adaptimmune Therapeutics plc (the Company) held its annual general meeting (the Annual Meeting) on June 20, 2018. There were approximately 565,729,900 ordinary shares entitled to vote at the Annual Meeting based on the number of issued ordinary shares outstanding as of June 18, 2018, of which approximately 455,388,140 were held in the name of Citibank, N.A., which issues Company-sponsored American Depositary Receipts (ADRs) evidencing American Depositary Shares (ADSs) each of which, in turn, represents six ordinary shares. Of the ordinary shares entitled to vote, holders representing 444,740,944 shares, or approximately 78.61%, were present in person or by proxy at the Annual Meeting. In accordance with the Company's Articles of Association, the presence, in person or by proxy, of one or more shareholders holding one third of the issued share capital as of June 20, 2018 would constitute a quorum for the transaction of business at the Annual Meeting.

The matters set forth below were voted on at the Annual Meeting. Detailed descriptions of these matters and voting procedures applicable to these matters at the Annual Meeting are contained in the Company's definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on April 27, 2018. All matters were approved by a show of hands in accordance with the Company's Articles of Association. Set forth below are the total number of proxy votes received for and against each matter, as well as the total number of proxy abstentions (or votes withheld) received and broker non-votes with respect to each matter. Abstentions and broker non-votes had no effect on the vote outcome.

Resolution 1 Ordinary Resolution to re-elect Mr. Lawrence Alleva as a Director:

| For | Against | Abstain | Broker Non-Votes |
|-------------|---------|---------|------------------|
| 444,475,408 | 142,728 | 122,808 | 120,988,916 |

Resolution 2 Ordinary Resolution to re-elect Mr. David Mott as a Director:

| For | Against | Abstain | Broker Non-Votes |
|-------------|------------|---------|------------------|
| 426,652,276 | 17,971,866 | 116,802 | 120,988,916 |

Resolution 3 Ordinary Resolution to re-elect Dr. Elliott Sigal as a Director:

| For | Against | Abstain | Broker Non-Votes |
|-------------|---------|---------|------------------|
| 444,499,774 | 124,368 | 116,802 | 120,988,916 |

Resolution 4 Ordinary Resolution to re-appoint KPMG LLP as the Company's U.K. statutory auditors under the U.K. Companies Act 2006, to hold office until the conclusion of the next general meeting of shareholders at which the U.K. statutory accounts and reports are presented:

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| For | Against | Abstain | Broker Non-Votes |
|-------------|----------------|----------------|-------------------------|
| 443,902,156 | 745,638 | 93,150 | 120,988,916 |

Resolution 5 Ordinary Resolution to authorize the Audit Committee to determine the Company's U.K. statutory auditors' remuneration for the fiscal year ending December 31, 2018:

| For | Against | Abstain | Broker Non-Votes |
|-------------|----------------|----------------|-------------------------|
| 443,796,664 | 827,616 | 116,664 | 120,988,916 |

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Resolution 6 Ordinary Resolution to receive the U.K. statutory annual accounts and reports for the fiscal year ended December 31, 2017 and to note that the Directors do not recommend the payment of any dividend for the year ended December 31, 2017:

| For | Against | Abstain | Broker Non-Votes |
|-------------|----------------|----------------|-------------------------|
| 444,146,038 | 466,146 | 128,760 | 120,988,916 |

Resolution 7 Ordinary Resolution to receive and approve the Company's U.K. statutory Directors' remuneration report for the year ended December 31, 2017:

| For | Against | Abstain | Broker Non-Votes |
|-------------|----------------|----------------|-------------------------|
| 444,072,376 | 523,800 | 144,768 | 120,988,916 |

Resolution 8 Ordinary Resolution to receive and approve the Company's Directors' remuneration policy, which if approved, will take effect upon conclusion of the Annual General Meeting:

| For | Against | Abstain | Broker Non-Votes |
|-------------|----------------|----------------|-------------------------|
| 444,092,212 | 514,152 | 134,580 | 120,988,916 |

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.

ADAPT IMMUNE THERAPEUTICS PLC

Date: June 20, 2018

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