

**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 2, 2021**

**Adicet Bio, Inc.**

(Exact name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-38359**  
(Commission  
File Number)

**81-3305277**  
(IRS Employer  
Identification No.)

**500 Boylston Street, 13th Floor**  
**Boston, MA**  
(Address of principal executive offices)

**02116**  
(Zip Code)

**Registrant's telephone number, including area code: (857) 315-5528**

**Not Applicable**

(Former Name or Former Address, if Changed Since Last Report)

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))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class                               | Trading<br>Symbol(s) | Name of each exchange<br>on which registered |
|---|----------------------|--|
| <b>Common Stock, par value \$0.0001 per share</b> | <b>ACET</b>          | <b>The Nasdaq Global Market</b>              |

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 5.02. Departure of Directors or Certain Officers; Election of Directors.**

*Departure of Erez Chimovits, M.Sc., MBA, as Director*

On March 2, 2021, Erez Chimovits, M.Sc., MBA, informed the Board of Directors (the “Board”) of Adicet Bio, Inc. (the “Company”) of his resignation as a member of the Board, effective as of March 2, 2021. Mr. Chimovits’ resignation was not the result of any disagreement with the Company or its Board of Directors or any matter relating to the Company’s operations, policies, or practices.

*Election of Andrew Sinclair, Ph.D., as Director*

On March 2, 2021, upon the recommendation of the Nominating and Corporate Governance Committee of the Board (the “Nominating and Corporate Governance Committee”), the Board appointed Andrew Sinclair, Ph.D. to join the Board, effective as of March 2, 2021. Dr. Sinclair will serve as a Class III director until his term expires at the 2021 annual meeting of stockholders at which time he will stand for reelection by the Company’s stockholders. The Board determined that Dr. Sinclair is independent under the listing standards of Nasdaq. Dr. Sinclair was also appointed to serve on the Audit Committee and Nominating and Corporate Governance Committee of the Board. Dr. Sinclair was also appointed chairperson of the Nominating and Corporate Governance Committee. The Board has determined that Dr. Sinclair meets the requirements for independence of Audit Committee members under the applicable listing standards of Nasdaq and the Securities Exchange Act of 1934, as amended. Effective as of March 2, 2021, the Audit Committee of the Board is composed of Dr. Sinclair, Bastiano Sanna, Ph.D., and Steve Dubin, while the Nominating and Corporate Governance Committee of the Board is composed of Dr. Sinclair, Dr. Gordon and Dr. Jakobovits. The composition of the Compensation Committee remains unchanged.

As a non-employee director, Dr. Sinclair will receive cash compensation and an equity award for his Board service in accordance with the Company’s Non-Employee Director Compensation Policy, as amended. Dr. Sinclair is not a party to any transaction with the Company that would require disclosure under Item 404(a) of Regulation S-K, and there are no arrangements or understandings between Dr. Sinclair and any other persons pursuant to which he was selected as a director. In addition, Dr. Sinclair has entered into an indemnification agreement with the Company consistent with the form of indemnification agreement entered into between the Company and its existing non-employee directors.

On March 4, 2021, the Company issued a press release announcing Dr. Sinclair’s appointment to the Board. A copy of this press release is filed as Exhibit 99.1 to this report on Form 8-K.

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*Change in Status of Bastiano Sanna, Ph.D., as Director*

On November 30, 2020, Bastiano Sanna was appointed to serve as a Class I director of the Company, effective December 1, 2020. In order to be appointed as a Class III director of the Company, on March 2, 2021, Dr. Sanna informed the Board of his resignation from the Board as a Class I director, with such resignation being effective as of March 2, 2021. Immediately thereafter, on March 2, 2021, the Board appointed Dr. Sanna to join the Board as a Class III director of the Company until his term expires at the 2021 annual meeting of stockholders at which time he will stand for reelection by the Company's stockholders.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

99.1 [Press Release issued by the Company on March 4, 2021](#)

104 Cover Page interactive data file

**SIGNATURES**

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

Adicet Bio, Inc.

By: /s/ Chen Schor

Name: *Chen Schor*

Title: *President and Chief Executive Officer*

Date: March 4, 2021

**Adicet Bio Appoints Dr. Andrew Sinclair to its Board of Directors**

MENLO PARK, CA and BOSTON, MA – March 04, 2021 – Adicet Bio, Inc. (Nasdaq: ACET), a biotechnology company discovering and developing allogeneic gamma delta T cell therapies for cancer and other diseases, today announced the appointment of Andrew Sinclair, Ph.D., to its board of directors. Dr. Sinclair will replace Erez Chimovits, who will step down from the Board of Directors.

“Abingworth was a significant investor in our recent successful \$152 million financing and we are extremely pleased to welcome Andrew, a highly-respected healthcare investor, to our Board of Directors,” said Chen Schor, President and Chief Executive Officer of Adicet Bio, Inc. “Andrew’s significant life science experience amassed throughout his career, both from the financial and scientific perspective, will be tremendously valuable to Adicet as we continue to advance ADI-001 into the clinic and expand our pipeline of ‘off-the-shelf’ gamma delta T cell product candidates. In addition, we would like to thank Erez for his five years of service and significant contributions to Adicet which have played an important role in advancing our strategic priorities.”

“I am excited to join Adicet Bio’s Board of Directors,” said Andrew Sinclair. “Adicet’s allogeneic gamma delta T cell approach has a number of potential advantages over other cell therapy platforms and I look forward to working with my fellow board members and company management to advance Adicet’s corporate goals in the years ahead.”

Dr. Sinclair is currently a partner and portfolio manager at Abingworth LLP, a life sciences investment group. He has been at Abingworth since 2008 where he has served in various positions focusing on investments in public and private biotech and pharmaceutical companies. Dr. Sinclair currently serves on the boards of directors of Soleno Therapeutics, Inc., Sierra Oncology and Verona Pharma plc. Prior to joining Abingworth, he was senior equity analyst, director, at HSBC Global Markets, where he was responsible for investment research in the mid-cap pharmaceutical sector. Previously, Andrew held biotechnology analyst positions at Credit Suisse and SG Cowen. Dr. Sinclair received his B.Sc. in Microbiology from King’s College London and his Ph.D. in Chemistry and Genetic Engineering at the BBSRC Institute of Plant Science, Norwich. Andrew qualified as a chartered accountant with KPMG.

**About Adicet Bio, Inc.**

Adicet Bio, Inc. is a biotechnology company discovering and developing allogeneic gamma delta T cell therapies for cancer and other diseases. Adicet is advancing a pipeline of “off-the-shelf” gamma delta T cells, engineered with chimeric antigen receptors and T cell receptor-like antibodies to enhance selective tumor targeting, facilitate innate and adaptive anti-tumor immune response, and improve persistence for durable activity in patients. For more information, please visit our website at <http://www.adicetbio.com>.

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## **About Abingworth**

Abingworth is a leading transatlantic life sciences investment firm. Abingworth helps transform cutting-edge science into novel medicines by providing capital and expertise to top calibre management teams building world-class companies. Since 1973, Abingworth has invested in 172 life science companies, leading to 44 M&As and 69 IPOs. Our therapeutic focused investments fall into three categories: seed and early-stage, development stage, and clinical co-development. Abingworth supports its portfolio companies with a team of experienced professionals at offices in London, Menlo Park (California), and Boston.

## **Forward-Looking Statements**

This press release contains “forward-looking statements” of Adicet within the meaning of the Private Securities Litigation Reform Act of 1995 relating to business and operations of Adicet including, but not limited to preclinical and clinical development of Adicet’s product candidates, including future plans or expectations for ADI-001 and potential therapeutic effects of ADI-001, the timing and outcome of discussions with FDA and other regulatory agencies, expectations regarding the design, implementation, timing, and success of its future clinical studies of ADI-001, and our growth as a company and the anticipated contribution of the members of our board of directors to our operations and progress. The words “may,” “will,” “could,” “would,” “should,” “expect,” “plan,” “anticipate,” “intend,” “believe,” “estimate,” “predict,” “project,” “potential,” “continue,” “target” and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words.

Any forward-looking statements in this press release are based on management’s current expectations and beliefs of future events, and are subject to a number of risks and uncertainties that could cause actual results to differ materially and adversely from those set forth in or implied by such forward-looking statements, including without limitation, Adicet’s ability to execute on its strategy; that positive results from a clinical study may not necessarily be predictive of the results of future or ongoing clinical studies; the expected impact and contribution of our board of directors and executives to our business as well as those risks and uncertainties set forth in the company’s most recent quarterly report on Form 10-Q and subsequent filings with the Securities and Exchange Commission. For a discussion of these and other risks and uncertainties, and other important factors, any of which could cause Adicet’s actual results to differ from those contained in the forward-looking statements, see the section entitled “Risk Factors” in Adicet’s most recent annual report on Form 10-K and our periodic reports on Form 10-Q and Form 8-K filed with the SEC, as well as discussions of potential risks, uncertainties, and other important factors in Adicet’s other filings with the SEC. All information in this press release is as of the date of the release, and Adicet undertakes no duty to update this information unless required by law.

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**Adicet Bio, Inc.**  
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