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

**POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Adicet Bio, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

81-3305277
(I.R.S. Employer
Identification Number)

**500 Boylston Street, 13th Floor
Boston, MA 02116
(857) 315-5528**
(Address of Principal Executive Offices)

Adicet Bio, Inc. Inducement Non-Qualified Stock Option Agreement
(Full Title of the Plans)

**Chen Schor
President and Chief Executive Officer
Adicet Bio, Inc.
500 Boylston Street, 13th Floor
Boston, MA 02116
(857) 315-5528**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Danielle Lauzon, Esq.
Mitchell S. Bloom, Esq.
Goodwin Procter LLP
100 Northern Avenue
Boston, Massachusetts 02210
(617) 570-1000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
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 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 (Registration No. 333-250033) previously filed with the SEC on November 12, 2020 (the "Registration Statement") is being filed solely for the purpose of filing Exhibit 23.2 thereto, which was inadvertently omitted when the Registration Statement was filed. All other portions of the Registration Statement, as previously filed, remain unchanged.

PART I

Item 8. Exhibits.

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
4.1	<u>Specimen stock certificate evidencing the shares of common stock (incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-1/A (File No. 333-222373) filed on January 16, 2018)</u>
4.2	<u>Third Amended and Restated Certificate of Incorporation of the Registrant (as currently in effect) (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-38359) filed with the SEC on January 30, 2018)</u>
4.3	<u>Amended and Restated Bylaws (as currently in effect) (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K (File No. 001-38359) filed with the SEC on January 30, 2018)</u>
4.4	<u>Amended and Restated Investors' Rights Agreement, dated as of November 29, 2017, among the Registrant and the other parties thereto (incorporated by reference to Exhibit 4.2 to our Registration Statement on Form S-1 filed with the SEC on December 29, 2017)</u>
5.1**	<u>Opinion of Goodwin Procter LLP</u>
23.1**	<u>Consent of KPMG LLP, Independent Registered Public Accounting Firm</u>
23.2*	<u>Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm</u>
23.3**	<u>Consent of Goodwin Procter LLP (included in Exhibit 5.1)</u>
24.1**	<u>Power of Attorney (included on signature page of the Company's Registration Statement on Form S-8 (Registration No. 333-250033) filed with the SEC on November 12, 2020)</u>
99.1**	<u>Inducement Non-Qualified Stock Option by and between the Registrant and Donald Healey, dated as of October 26, 2020</u>

* Filed herewith.

** Previously filed.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Boston, Commonwealth of Massachusetts, on January 28, 2021.

ADICET BIO, INC.

By: /s/ Chen Schor
Chen Schor
President, Chief Executive Officer and Principal Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment No. 1 to Registration Statement on Form S-8, has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Chen Schor</u> Chen Schor	Chief Executive Officer and Director (Principal Executive Officer)	January 28, 2021
<u>/s/ Nick Harvey</u> Nick Harvey	Chief Financial Officer (Principal Financial and Accounting Officer)	January 28, 2021
<u>*</u> Jeffrey Chodakewitz	Director	January 28, 2021
<u>*</u> Erez Chimovits	Director	January 28, 2021
<u>*</u> Carl L. Gordon, Ph.D.	Director	January 28, 2021
<u>*</u> Aya Jakobovits, Ph.D.	Director	January 28, 2021
<u>*</u> Steve Dubin	Director	January 28, 2021
<u>/s/ Bastiano Sanna</u> Bastiano Sanna	Director	January 28, 2021

*By: /s/ Chen Schor
Chen Schor
Attorney-in-Fact

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Adicet Bio, Inc. of our report dated June 23, 2020 relating to the financial statements of Adicet Therapeutics, Inc. (formerly known as Adicet Bio, Inc.), which appears in Adicet Bio, Inc.'s Current Report on Form 8-K dated September 15, 2020.

/s/ PricewaterhouseCoopers LLP
San Jose, California
January 28, 2021