

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Sinclair Andrew</u>  (Last) (First) (Middle) <u>C/O ADICET BIO, INC.</u> <u>200 BERKELEY STREET, 19TH FLOOR</u>  (Street) <u>BOSTON MA 02116</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Adicet Bio, Inc. [ ACET ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/01/2023</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		Rule 10b5-1(c) Transaction Indication  <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/01/2023		A		5,900 <sup>(1)</sup>	A	\$0.00	5,900	D	
Common Stock								2,115,385	I	See Footnote <sup>(2)</sup> <sup>(3)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)	\$5.195	06/01/2023		A		26,400		(4)	05/31/2033	Common Stock	26,400	\$0.00	26,400	D	

**Explanation of Responses:**

- The Reporting Person was issued Restricted Stock Units ("RSUs"). Each RSU represents a contingent right to receive one share of Common Stock. The RSUs shall vest in full on the earlier to occur of (a) the first anniversary of the grant date or (b) the date of the next annual meeting of stockholders following the grant date, subject to the Reporting Person's continued service on the Issuer's board of directors. The RSUs may be settled only by delivering shares of Common Stock, and thus, the grant is being reported in Table I as allowed per SEC guidance.
- These shares are held by Abingworth Bioventures 8 LP ("ABV 8"). Abingworth Bioventures 8 GP LP ("Abingworth GP") serves as the general partner of ABV 8. Abingworth General Partner 8 LLP ("Abingworth GP 8"), serves as the general partner of Abingworth GP. ABV 8 (acting by its general partner Abingworth GP, acting by its general partner Abingworth GP 8) has delegated to Abingworth LLP, all investment and dispositive power over the securities held by ABV 8. The Reporting Person is a Partner and Portfolio Manager of Abingworth LLP.
- An investment committee approves investment and voting decisions by a majority vote, and no individual member has the sole control or voting power over the shares held by ABV 8. The Reporting Person is a member of the investment committee of ABV 8. From time to time, the investment committee may delegate investment and voting authority over certain securities held by ABV 8 to employees of Abingworth LLP, subject to the supervision and oversight of the investment committee, including any limits on such authority imposed by the investment committee in its discretion and the right of the investment committee to revoke such authority at any time. The Reporting Person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein, if any.
- These shares shall vest in full on the earlier to occur of (a) the first anniversary of the grant date or (b) the date of the next annual meeting of stockholders following the grant date, subject to the Reporting Person's continued service on the Issuer's board of directors.

**Remarks:**

/s/ Nick Harvey, Attorney-in-Fact      06/02/2023

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.