SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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1. Name and Address of Reporting Person [*] GORDON CARL L			2. Issuer Name and Ticker or Trading Symbol Adicet Bio, Inc. [ACET]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director X 10% Owner			
C/O ADICET BIO, INC.		, , ,	3. Date of Earliest Transaction (Month/Day/Year) 12/10/2021	Officer (give title Other (specify below) below)			
500 BOYLSTON STREET, 13TH FLOOR		I3TH FLOOR	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)			
(Street) BOSTON	МА	02116	_	X Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)					

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

Table 1 - Non-Derivative Securities Acquired, Disposed 01, 01 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)					5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
Common Stock								5,243,259	Ι	See Footnotes ⁽¹⁾⁽⁷⁾
Common Stock								690,055	Ι	See Footnotes ⁽³⁾⁽⁷⁾
Common Stock	12/10/2021		A		214,285 ⁽²⁾	A	\$14	242,285	Ι	See Footnotes ⁽⁴⁾⁽⁷⁾
Common Stock								902,885	Ι	See Footnotes ⁽⁵⁾⁽⁷⁾
Common Stock								396,657	Ι	See Footnotes ⁽⁶⁾⁽⁷⁾

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

	(cigi, puis, variants, 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. Transa Code (8)		of Deriv Secu Acqu (A) o Dispo of (D (Insti						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	Amount or Number of Shares				

Explanation of Responses:

1. These shares of the Issuer's common stock are held of record by OrbiMed Private Investments V, LP ("OPI V"). OrbiMed Capital GP V LLC ("GP V") is the general partner of OPI V, and OrbiMed Advisors LLC ("OrbiMed Advisors"), a registered investment adviser under the Investment Advisors Act of 1940, as amended, is the managing member of GP V. By virtue of such relationships, GP V and OrbiMed Advisors are been to have voting and investment power with respect to the securities held by OPI V noted above and as a result may be deemed to beneficially own such securities for purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). OrbiMed Advisors exercises this investment and voting power through a management committee comprised of the Reporting Person, Sven H. Borho, and W. Carter Neild, each of whom disclaims beneficial ownership of the shares held by OPI V.

2. These shares of the Issuer's common stock were purchased in the Issuer's underwritten public offering.

3. These shares of the Issuer's common stock are held of record by OrbiMed Private Investments VI, LP ("OPI VI"). OrbiMed Capital GP VI LLC ("GP VI") is the general partner of OPI VI, and OrbiMed Advisors is the managing member of GP VI. By virtue of such relationships, GP VI and OrbiMed Advisors may be deemed to have voting and investment power with respect to the securities held by OPI VI noted above and as a result may be deemed to beneficially own such securities for purposes of Rule 13d-3 under the Exchange Act. OrbiMed Advisors exercises this investment and voting power through a management committee comprised of the Reporting Person, Sven H. Borho, and W. Carter Neild, each of whom disclaims beneficial ownership of the Shares held by OPI VI.

4. These shares of the Issuer's common stock are held of record by OrbiMed Genesis Master Fund, L.P. ("Genesis"). OrbiMed Genesis GP LLC ("Genesis GP") is the general partner of Genesis, and OrbiMed Advisors is the managing member of Genesis. By virtue of such relationships, Genesis GP and OrbiMed Advisors may be deemed to have voting and investment power with respect to the securities held by Genesis noted above and as a result may be deemed to beneficially own such securities for purposes of Rule 13d-3 under the Exchange Act. OrbiMed Advisors exercises this investment and voting power through a management committee comprised of Carl L. Gordon, Sven H. Borho, and W. Carter Neild, each of whom disclaims beneficial ownership of the Shares held by Genesis.

5. These shares of the Issuer's common stock are held of record by OrbiMed Israel Partners Limited Partnership ("OIP"). OrbiMed Israel BioFund GP Limited Partnership ("OrbiMed BioFund") is the general partner of OIP, and OrbiMed Israel GP Ltd. ("OrbiMed Israel GP") is the general partner of OrbiMed BioFund. By virtue of such relationships, OrbiMed BioFund and OrbiMed Israel GP may be deemed to have voting and investment power with respect to the shares held directly by OIP noted above and, as a result, may be deemed to beneficially own such securities for purposes of Rule 13d-3 under the Exchange Act. OrbiMed Israel GP exercises this investment and voting power through a management committee comprised of the Reporting Person, Nissim Darvish, Anat Naschitz, and Erez Chimovits, each of whom disclaims beneficial ownership of the shares held by OIP.

6. These shares of the Issuer's common stock are held of record by OrbiMed Israel Partners II, L.P. ("OIP II"). OrbiMed Israel GP II, L.P. ("OrbiMed Israel GP II") is the general partner of OIP II, and OrbiMed Advisors Israel II Limited ("OrbiMed Israel II") is the general partner of OrbiMed Israel GP II. By virtue of such relationships, OrbiMed Israel GP II and OrbiMed Israel II") is the general partner of OrbiMed Israel GP II. By virtue of such relationships, OrbiMed Israel GP II and OrbiMed Israel II may be deemed to have voting and investment power with respect to the shares held directly by OIP II noted above and, as a result, may be deemed to beneficially own such securities for purposes of Rule 13d-3 under the Exchange Act. OrbiMed Israel II exercises this investment and voting power through a management committee comprised of the Reporting Person, David P. Bonita, Nissim Darvish, Anat Naschitz, and Erez Chimovits, each of whom disclaims beneficial ownership of the shares held by OIP II.

7. Each of the Reporting Person, OrbiMed Advisors, GP V, GP VI, Genesis, OrbiMed BioFund, OrbiMed Israel GP, OrbiMed Israel GP II and OrbiMed Israel II disclaims beneficial ownership of the securities reported herein for purposes of Rule 16a-1(a) under the Exchange Act, except to the extent of his or its pecuniary interest therein, if any. This report shall not be deemed an admission that any of the Reporting Person, OrbiMed Advisors, GP V, GP VI, Genesis, OrbiMed BioFund, OrbiMed Israel GP, OrbiMed Israel GP II or OrbiMed Israel II is a beneficial owner of such securities for the purpose of Section 16 of the Exchange Act, or for any other purpose.

<u>/s/ Carl L. Gordon</u> ** Signature of Reporting Person 12/14/2021

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.