

**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): November 17, 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.)

200 Clarendon Street, Floor 6
Boston, MA
(Address of principal executive offices)

02116
(Zip Code)

Registrant's telephone number, including area code: (650) 503-9095

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 (see General Instructions A.2. below):

- 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 Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.0001 per share	ACET	The Nasdaq Global Market

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

Election of Michael Kauffman, M.D., Ph.D., as Director

On November 17, 2021, upon the recommendation of the Nominating and Corporate Governance Committee (the “NCG Committee”) of the board of directors (the “Board”) of Adicet Bio, Inc. (the “Company”), the Board appointed Michael Kauffman, M.D., Ph.D., to join the Board, effective as of November 17, 2021. Dr. Kauffman will serve as a Class III director until his term expires at the 2024 annual meeting of stockholders at which time he will stand for reelection by the Company’s stockholders. The Board determined that Dr. Kauffman is independent under the listing standards of The Nasdaq Stock Market (“Nasdaq”). Dr. Kauffman was also appointed to serve on the NCG Committee to replace Aya Jakobovits, Ph.D., who resigned from the NCG Committee effective upon Dr. Kauffman’s appointment. The Board has determined that Dr. Kauffman meets the requirements for independence of NCG Committee members under the applicable listing standards of Nasdaq and the Securities Exchange Act of 1934, as amended. Effective as of November 17, 2021, the NCG Committee is composed of Andrew Sinclair, Ph.D. (Chairperson), Steve Dubin and Dr. Kauffman.

As a non-employee director, Dr. Kauffman will receive cash compensation for his Board service in accordance with the Company’s Non-Employee Director Compensation Policy, as amended. In addition, upon his election as a director on November 17, 2021, Dr. Kauffman was granted an option to purchase 37,000 shares of the Company’s common stock at an exercise price per share of \$9.39 with the shares vesting and becoming exercisable in thirty-six (36) equal monthly installments commencing on November 17, 2021, subject to the continued service of Dr. Kauffman on the Board. Dr. Kauffman 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. Kauffman and any other persons pursuant to which he was selected as a director. In addition, Dr. Kauffman 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.

Item 7.01 Regulation FD Disclosure

On November 18, 2021, the Company issued a press release announcing Dr. Kauffman’s appointment to the Board. A copy of this press release is furnished as Exhibit 99.1 to this report on Form 8-K.

The information in this Item 7.01, including Exhibit 99.1 attached hereto, is intended to be furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit

Number	Description
99.1	Press Release furnished by the Company on November 18, 2021.
104	Cover Page Interactive Data File (embedded within the Inline XBRL Document).

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.

Date: November 18, 2021

By: /s/ Nick Harvey

Name: *Nick Harvey*

Title: *Chief Financial Officer*

Adicet Announces Appointment of Dr. Michael G. Kauffman to the Board of Directors

Menlo Park, CA and Boston, MA – November 18, 2021 – Adicet Bio, Inc. (Nasdaq: ACET), a biotechnology company discovering and developing first-in-class allogeneic gamma delta T cell therapies for cancer and other diseases, today announced the appointment of Michael G. Kauffman M.D., Ph.D., to its Board of Directors.

"Dr. Kauffman's appointment brings a wealth of expertise to our board and will be invaluable as we advance the development of our pipeline of next-generation off-the-shelf, gamma-delta CAR-T therapies," said Chen Schor, President and Chief Executive Officer of Adicet Bio. "Dr. Kauffman is an industry veteran with considerable experience in oncology drug development and, notably, has been instrumental in the approval of several oncology drugs. We look forward to benefiting from Michael's expertise and insights."

Dr. Kauffman joins the Adicet board with over 20 years of experience in the life sciences industry, including expertise in preclinical research, clinical development and regulatory strategy. Currently, he is a board member for Karyopharm Therapeutics, Verastem Oncology and Kezar Life Sciences. Most recently, Dr. Kauffman served as the co-founder and chief executive officer of Karyopharm, where he guided the Company's transition from a discovery stage biotechnology company to a commercial stage organization. Prior to joining Karyopharm, Dr. Kauffman was Chief Medical Officer of Onyx Pharmaceuticals Inc., which acquired Proteolix Inc. Previously, Dr. Kauffman was President and Chief Executive officer of EPIX Pharmaceuticals, Inc. (previously Predix Pharmaceuticals, Inc.). Before that, he was the leader of the Velcade® development program at Millennium Pharmaceuticals, and has also held a number of senior positions at Millennium Predictive Medicine and Biogen. Dr. Kauffman received his M.D. and Ph.D. from Johns Hopkins Medical School and is board certified in Internal Medicine.

"Adicet's leading gamma delta CAR-T cell platform is unique in that it is designed to leverage the inherent innate and adaptive ability of gamma delta T cells to complement a chimeric antigen receptor for enhanced tumor killing," said Kauffman. "If successful in the clinic, these three anti-tumor mechanisms could provide significant benefits over current cell therapy platforms, without the need for gene editing. I look forward to working closely with the team to advance Adicet's pipeline of off-the-shelf, CAR-T therapies for the treatment of cancer and other diseases."

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 targeting moieties 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>.

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 the contributions resulting from members of the board of directors, future plans or expectations around Adicet's CAR-T cell platform as well as the expected potential therapeutic effects of drug candidates, expectations regarding the initiation, design, implementation, timing, and success of future clinical studies and expectations regarding its other CAR gamma delta T cell therapy development activities.

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, the effect of COVID-19 on our business and financial results, including with respect to disruptions to our clinical trials, business operations, and ability to raise additional capital; and Adicet's ability to execute on its strategy. 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.

Adicet Bio, Inc.

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