

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>Galimi Francesco</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP & Chief Medical Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/14/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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	Amount or Number of Shares				
Stock Option (Right to Buy)	\$5.97	08/14/2023		D ⁽¹⁾			113,652	(2)	10/15/2029	Common Stock	113,652	\$0.00 ⁽¹⁾	0	D	
Stock Option (Right to Buy)	\$2.14 ⁽³⁾	08/14/2023		A ⁽¹⁾		113,652		(2)	10/15/2029	Common Stock	113,652	\$0.00 ⁽¹⁾	113,652	D	
Stock Option (Right to Buy)	\$16.11	08/14/2023		D ⁽¹⁾		77,269		(4)	09/16/2030	Common Stock	77,269	\$0.00 ⁽¹⁾	0	D	
Stock Option (Right to Buy)	\$2.14 ⁽³⁾	08/14/2023		A ⁽¹⁾		77,269		(4)	09/16/2030	Common Stock	77,269	\$0.00 ⁽¹⁾	77,269	D	
Stock Option (Right to Buy)	\$13.27	08/14/2023		D ⁽¹⁾		73,964		(5)	01/12/2031	Common Stock	73,964	\$0.00 ⁽¹⁾	0	D	
Stock Option (Right to Buy)	\$2.14 ⁽³⁾	08/14/2023		A ⁽¹⁾		73,964		(5)	01/12/2031	Common Stock	73,964	\$0.00 ⁽¹⁾	73,964	D	
Stock Option (Right to Buy)	\$16.82	08/14/2023		D ⁽¹⁾		26,625		(6)	02/11/2031	Common Stock	26,625	\$0.00 ⁽¹⁾	0	D	
Stock Option (Right to Buy)	\$2.14 ⁽³⁾	08/14/2023		A ⁽¹⁾		26,625		(6)	02/11/2031	Common Stock	26,625	\$0.00 ⁽¹⁾	26,625	D	
Stock Option (Right to Buy)	\$15.52	08/14/2023		D ⁽¹⁾		125,000		(7)	01/06/2032	Common Stock	125,000	\$0.00 ⁽¹⁾	0	D	
Stock Option (Right to Buy)	\$2.14 ⁽³⁾	08/14/2023		A ⁽¹⁾		125,000		(7)	01/06/2032	Common Stock	125,000	\$0.00 ⁽¹⁾	125,000	D	
Stock Option (Right to Buy)	\$9.05	08/14/2023		D ⁽¹⁾		117,200		(8)	01/23/2033	Common Stock	117,200	\$0.00 ⁽¹⁾	0	D	
Stock Option (Right to Buy)	\$2.14 ⁽³⁾	08/14/2023		A ⁽¹⁾		117,200		(8)	01/23/2033	Common Stock	117,200	\$0.00 ⁽¹⁾	117,200	D	

Explanation of Responses:

1. On August 8, 2023, the Issuer's Board of Directors approved an option repricing (the "Repricing"), effective as of August 14, 2023 (the "Effective Date"). All of the other terms of the options remain unchanged. Such transactions were exempt pursuant to Rule 16b-6(d) and Rule 16b-3 of the Exchange Act, as applicable.

2. A total of 128,424 shares subject to an employee stock option were granted to the Reporting Person on September 15, 2020, with 25% of the shares subject to this option vested and exercisable on September 23, 2020, and the remaining 75% vesting in thirty-six (36) equal monthly installments thereafter, subject to the Reporting Person's continued service with the Issuer as of the applicable vesting date. The Reporting Person previously exercised 14,772 shares subject to this option.
3. The exercise price of the option is \$2.14 per share, representing the fair market value per share of the Issuer's Common Stock on the Effective Date; provided that the repriced option will revert to its original exercise price if, prior to the first anniversary of the Effective Date, (a) the Reporting Person's employment is terminated by the Issuer with cause or by the Reporting Person or (b) the option is exercised.
4. The shares subject to this option shall vest in forty-eight (48) equal installments on each monthly anniversary following September 17, 2020, subject to the Reporting Person's continued service with the Issuer as of the applicable vesting date.
5. A total of 80,000 shares subject to an employee stock option were granted on January 13, 2021, with the shares subject to this option vesting in forty-eight (48) equal installments on each monthly anniversary following January 13, 2021, subject to the Reporting Person's continued service with the Issuer as of the applicable vesting date. The Reporting Person previously exercised 6,036 shares subject to this option.
6. A total of 28,400 shares subject to an employee stock option were granted on February 12, 2023, with the shares subject to this option vesting in forty-eight (48) equal installments on each monthly anniversary following February 12, 2021, subject to the Reporting Person's continued service with the Issuer as of the applicable vesting date. The Reporting Person previously exercised 1,775 shares subject to this option.
7. The shares subject to this option shall vest in forty-eight (48) equal installments on each monthly anniversary following January 7, 2022, subject to the Reporting Person's continued service with the Issuer as of the applicable vesting date.
8. The shares subject to this option shall vest in forty-eight (48) equal installments on each monthly anniversary following January 24, 2023, subject to the Reporting Person's continued service with the Issuer as of the applicable vesting date.

Remarks:

/s/ Nick Harvey, Attorney-in-Fact

08/16/2023

** 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.

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