SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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Instruction 1((b).		Filed pursuant to Section 16(a) of the Securities Exchange Act of	pursuant to Section 16(a) of the Securities Exchange Act of 1934							
	• •		or Section 30(h) of the Investment Company Act of 1940								
		g Person [*]	2. Issuer Name and Ticker or Trading Symbol Adicet Bio, Inc. [ACET]	(Check all a Di	ship of Reporting I applicable) irector fficer (give title	Person(s) to Issuer 10% Owner Other (spec					
	1	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/14/2022		elow) VP & Chief Me	below)	,				
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individua Line)	al or Joint/Group F	int/Group Filing (Check Applicab					
	02116		X Fo	Form filed by One Reporting P		Person					
,	ADICET BIO, INC. CLARENDON STREET,	02110			orm filed by More t erson	han One Reporting	g				
(City)	(State)	(Zip)									

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. Transa Code (8)				5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	02/14/2022		A		16,000	Α	\$0.00	65,450 ⁽¹⁾	D	
Common Stock	02/14/2022		F		5,533	D	\$14.27	59,917	D	

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. Transa Code (8)		Secu Acqu (A) o Dispo of (D	vative nities nired r osed) r. 3, 4	6. Date Exerc Expiration Da (Month/Day/Y	ate	7. Titl Amou Secur Unde Deriv Secur 3 and	unt of rities rlying ative rity (Instr.	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)	Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. The Reporting Person was issued 80,000 Restricted Stock Units ("RSUs") on October 1, 2021, as previously reported on a Form 4 filed by the Reporting Person on October 5, 2021. Each RSU represents a contingent right to receive one share of common stock. A total of 32,000 of the RSUs shall vest in two (2) annual installments of 20% of the shares vesting, with the first tranche vesting on October 1, 2022 and the second tranche vesting on October 1, 2023. A total of 48,000 of the RSUs shall vest upon achievements of specific milestones outlined in the Reporting Persons Restricted Stock Unit Agreement. On February 14, 2022, upon the occurrence of the second performance milestone, 16,000 of the RSUs vested. 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.

Remarks:

<u>/s/ Nick Harvey, Attorney-in-</u>02/16/2

<u>02/16/2022</u>

** Signature of Reporting Person Date

Fact

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.

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See