

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

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 to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>DUBIN STEVE</u>  (Last) (First) (Middle) C/O ADICET BIO, INC. 131 DARTMOUTH STREET, FLOOR 3  (Street) BOSTON MA 02116  (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) 08/21/2024	
	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 Indirect 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
Stock Option (Right to Buy)	\$2.14	08/21/2024		D <sup>(1)</sup>			30,000	(2)	09/16/2030	Common Stock	30,000	\$0.00 <sup>(1)</sup>	0	D	
Stock Option (Right to Buy)	\$16.11 <sup>(1)</sup>	08/21/2024		A <sup>(1)</sup>		30,000		(2)	09/16/2030	Common Stock	30,000	\$0.00 <sup>(1)</sup>	30,000	D	
Stock Option (Right to Buy)	\$2.14	08/21/2024		D <sup>(1)</sup>			18,500	(2)	04/29/2031	Common Stock	18,500	\$0.00 <sup>(1)</sup>	0	D	
Stock Option (Right to Buy)	\$15.93 <sup>(1)</sup>	08/21/2024		A <sup>(1)</sup>		18,500		(2)	04/29/2031	Common Stock	18,500	\$0.00 <sup>(1)</sup>	18,500	D	
Stock Option (Right to Buy)	\$2.14	08/21/2024		D <sup>(1)</sup>			18,500	(2)	06/01/2032	Common Stock	18,500	\$0.00 <sup>(1)</sup>	0	D	
Stock Option (Right to Buy)	\$11.49 <sup>(1)</sup>	08/21/2024		A <sup>(1)</sup>		18,500		(2)	06/01/2032	Common Stock	18,500	\$0.00 <sup>(1)</sup>	18,500	D	
Stock Option (Right to Buy)	\$2.14	08/21/2024		D <sup>(1)</sup>			26,400	(2)	05/31/2033	Common Stock	26,400	\$0.00 <sup>(1)</sup>	0	D	
Stock Option (Right to Buy)	\$5.195 <sup>(1)</sup>	08/21/2024		A <sup>(1)</sup>		26,400		(2)	05/31/2033	Common Stock	26,400	\$0.00 <sup>(1)</sup>	26,400	D	

**Explanation of Responses:**

1. Effective August 21, 2024, the Issuer's Board of Directors approved a rescission of the August 2023 stock option repricing for certain non-employee directors of the Issuer. All of the affected stock options have been reverted to their original exercise price as established at the time of the grant. Such transactions were exempt pursuant to Rule 16b-6(d) and Rule 16b-3 of the Exchange Act, as applicable.

2. The shares subject to this option are fully vested and exercisable as of the date hereof.

/s/ Nick Harvey, Attorney-in-Fact

08/23/2024

\*\* 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.**