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

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**Post-Effective Amendment No. 2 to Form S-8 Registration Statement No. 333-249275**

**REGISTRATION STATEMENT**  
*Under*  
*The Securities Act of 1933*

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**Adicet Bio, Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**81-3305277**  
(I.R.S. Employer  
Identification Number)

**200 Berkeley Street, 19th Floor  
Boston, MA 02116  
(650) 503-9095**

(Address of Principal Executive Offices)

**Adicet Bio, Inc. 2015 Stock Incentive Plan  
Adicet Bio, Inc. Second Amended and Restated 2018 Stock Option and Incentive Plan**  
(Full Title of the Plans)

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**Chen Schor  
President and Chief Executive Officer  
Adicet Bio, Inc.  
200 Berkeley Street, 19th Floor  
Boston, MA 02116  
(650) 503-9095**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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**Copies to:**

**Danielle Lauzon, Esq.  
Gabriela Morales-Rivera, Esq.  
Goodwin Procter LLP  
100 Northern Avenue  
Boston, Massachusetts 02210  
(617) 570-1000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

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 7(a)(2)(B) of the Securities Act.

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## EXPLANATORY NOTE

Adicet Bio, Inc., a Delaware corporation (the “Registrant”), previously filed with the Securities and Exchange Commission (the “Commission”) a registration statement on Form S-8 (File No. 333-249275) on October 2, 2020, as amended by Post-Effective Amendment No. 1 to Form S-8 filed with the Commission on January 28, 2021 (the “Registration Statement”) to register 2,314,118 shares of common stock, par value \$0.0001 per share (the “Common Stock”) under the Adicet Bio, Inc. 2015 Stock Incentive Plan (the “2015 Plan”).

On April 16, 2023, the Board of Directors of the Registrant (the “Board”) approved the Adicet Bio, Inc. Second Amended and Restated 2018 Stock Option and Incentive Plan (the “Amended 2018 Plan”), subject to the approval of the Registrant’s stockholders. On June 1, 2023 (the “Effective Date”), the Registrant’s stockholders also approved the Amended 2018 Plan. Following the Effective Date, no future awards will be granted under the 2015 Plan and (i) any shares of Common Stock that remained available for grants under the 2015 Plan or (ii) any shares of Common Stock subject to outstanding grants under the 2015 Plan that terminate, expire or are canceled, forfeited, exchanged or surrendered without having been exercised, vested or paid under the 2015 Plan after the Effective Date of the Amended 2018 Plan shall be available for issuance under the Amended 2018 Plan (the shares described in clauses (i) and (ii) collectively, the “Rollover Shares”).

The Registrant is filing this Post-Effective Amendment to the Registration Statement pursuant to (i) the Securities Act of 1933, as amended (the “Securities Act”), (ii) the undertaking in Item 512(a)(1)(iii) of Regulation S-K, which requires the Registrant to disclose a material change in the plan of distribution as it was originally disclosed in the Registration Statement, and (iii) the Securities Act Forms Compliance and Disclosure Interpretation Question 126.43, reflecting the interpretive position of the Division of Corporation Finance of the Commission, to amend the Registration Statement to also cover the registration of (a) up to 49,995 Rollover Shares (which reflects the number of shares of Common Stock that remained available for grants under the 2015 Plan as of the Effective Date) and (b) up to 46,710 Rollover Shares subject to awards outstanding as of the Effective Date through the period ended June 30, 2023 under the 2015 Plan (to the extent such Rollover Shares are, or become no longer issuable under the 2015 Plan and instead are, or become, issuable under the Amended 2018 Plan). No additional securities are being registered by this Post-Effective Amendment. For the avoidance of doubt, this Post-Effective Amendment will not cause the Registration Statement to cover the registration of any additional shares of Common Stock that may be offered under the Amended 2018 Plan that were not previously issuable under the 2015 Plan.

### PART I

#### INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

##### Item 1. Plan Information.\*

##### Item 2. Registrant Information and Employee Plan Annual Information.\*

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\* The document(s) containing the information specified in Part I will be delivered in accordance with Rule 428(b)(1) under the Securities Act. Such documents are not required to be, and are not, filed with the Commission, either as part of this Post-Effective Amendment or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act. These documents, and the documents incorporated by reference in this Post-Effective Amendment pursuant to Item 3 of Part II of this Form S-8, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

### Part II

#### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

##### Item 3. Incorporation of Documents by Reference.

The following documents have been previously filed by the Registrant with the Commission and are hereby incorporated by reference into this Registration Statement and shall be deemed a part hereof:

- a) The Registrant’s Annual Report on Form 10-K for the year ended December 31, 2022, filed with the Commission on [March 15, 2023](#);
  - b) The Registrant’s Quarterly Reports on Form 10-Q for the quarters ended March 31, 2023 and June 30, 2023, filed with the Commission on [May 9, 2023](#) and [August 9, 2023](#), respectively;
  - c) The Registrant’s Current Reports on Form 8-K filed with the Commission on [May 18, 2023](#), [June 5, 2023](#), [June 26, 2023](#) and [July 11, 2023](#); and
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- d) The description of the Registrant's capital stock contained in its Registration Statement on Form 8-A (File No. 001-38359) filed with the Commission on [January 22, 2018](#), and as set forth by the description of the Registrant's capital stock set forth in Exhibit 4.3—Description of Securities to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2019, filed with the SEC on [March 12, 2020](#), and any other amendments or reports filed for the purpose of updating such description.

All reports and other documents subsequently filed with the Commission by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), prior to the filing of a post-effective amendment which indicates that all securities offered herein have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents, excluding any information furnished under Item 7.01 or Item 2.02 of any Current Report on Form 8-K (and corresponding information furnished under Item 9.01 or included as an exhibit thereto). Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or replaces such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**Item 4. Description of Securities.**

Not applicable.

**Item 5. Interests of Named Experts and Counsel.**

Not applicable.

**Item 6. Indemnification of Directors and Officers.**

Section 145 of the Delaware General Corporation Law, or the DGCL, authorizes a corporation to indemnify its directors and officers against liabilities arising out of actions, suits and proceedings to which they are made or threatened to be made a party by reason of the fact that they have served or are currently serving as a director or officer to a corporation. The indemnity may cover expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the director or officer in connection with any such action, suit or proceeding. Section 145 permits corporations to pay expenses (including attorneys' fees) incurred by directors and officers in advance of the final disposition of such action, suit or proceeding. In addition, Section 145 provides that a corporation has the power to purchase and maintain insurance on behalf of its directors and officers against any liability asserted against them and incurred by them in their capacity as a director or officer, or arising out of their status as such, whether or not the corporation would have the power to indemnify the director or officer against such liability under Section 145.

We have adopted provisions in our certificate of incorporation and bylaws that limit or eliminate the personal liability of our directors to the fullest extent permitted by the DGCL, as it now exists or may in the future be amended. Consequently, a director will not be personally liable to us or our stockholders for monetary damages or breach of fiduciary duty as a director, except for liability for:

- any breach of the director's duty of loyalty to us or our stockholders;
- any act or omission not in good faith or that involves intentional misconduct or a knowing violation of law;
- any unlawful payments related to dividends or unlawful stock purchases, redemptions or other distributions; or
- any transaction from which the director derived an improper personal benefit.

These limitations of liability do not alter director liability under the federal securities laws and do not affect the availability of equitable remedies such as an injunction or rescission.

In addition, our bylaws provide that:

- we will indemnify our directors, officers and, in the discretion of our board of directors, certain employees to the fullest extent permitted by the DGCL, as it now exists or may in the future be amended; and
  - we will advance reasonable expenses, including attorneys' fees, to our directors and, in the discretion of our board of directors, to our officers and certain employees, in connection with legal proceedings relating to their service for or on behalf of us, subject to limited exceptions.
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We have entered into indemnification agreements with each of our directors and with certain of our executive officers. These agreements provide that we will indemnify each of our directors, certain of our executive officers and, at times, their affiliates to the fullest extent permitted by Delaware law. We will advance expenses, including attorneys' fees (but excluding judgments, fines and settlement amounts), to each indemnified director, executive officer or affiliate in connection with any proceeding in which indemnification is available and we will indemnify our directors and officers for any action or proceeding arising out of that person's services as a director or officer brought on behalf of the Company and/or in furtherance of our rights. Additionally, each of our directors may have certain rights to indemnification, advancement of expenses and/or insurance provided by their affiliates, which indemnification relates to and might apply to the same proceedings arising out of such director's services as a director referenced herein. Nonetheless, we have agreed in the indemnification agreements that our obligations to those same directors are primary and any obligation of the affiliates of those directors to advance expenses or to provide indemnification for the expenses or liabilities incurred by those directors are secondary.

We also maintain general liability insurance which covers certain liabilities of our directors and officers arising out of claims based on acts or omissions in their capacities as directors or officers, including liabilities under the Securities Act.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

The exhibits to this Registration Statement are listed in the Exhibit Index attached hereto and incorporated by reference herein.

**Item 9. Undertakings.**

- a) The undersigned Registrant hereby undertakes:
    - a. To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
      - i. To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;
      - ii. To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement;
      - iii. To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;
- provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) above do not apply if the registration statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the Registration Statement.
- b. That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
  - c. To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
  - c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the
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payment by Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

#### EXHIBIT INDEX

<b>Exhibit No.</b>	<b>Description</b>
4.1	<a href="#"><u>Specimen stock certificate evidencing the shares of common stock (incorporated by reference to Exhibit 4.3 to the Registrant's Annual Report on Form 10-K (File No. 001-38359) filed on March 15, 2022).</u></a>
4.2	<a href="#"><u>Third Amended and Restated Certificate of Incorporation of the Registrant (as currently in effect) (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-38359) filed with the SEC on January 30, 2018).</u></a>
4.3	<a href="#"><u>Certificate of Amendment of Third Amended and Restated Certificate of Incorporation Of resTORbio, Inc. related to the Reverse Stock Split, dated September 15, 2020 (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-38359) filed with the SEC on September 16, 2020).</u></a>
4.4	<a href="#"><u>Certificate of Amendment of Third Amended and Restated Certificate of Incorporation Of resTORbio, Inc. related to the Name Change, dated September 15, 2020 (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K (File No. 001-38359) filed with the SEC on September 16, 2020).</u></a>
4.5	<a href="#"><u>Amended and Restated Bylaws (as currently in effect) (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K (File No. 001-38359) filed with the SEC on January 30, 2018).</u></a>
5.1*	<a href="#"><u>Opinion of Goodwin Procter LLP.</u></a>
23.1*	<a href="#"><u>Consent of KPMG LLP, Independent Registered Public Accounting Firm.</u></a>
23.2*	<a href="#"><u>Consent of Goodwin Procter LLP (included in Exhibit 5.1).</u></a>
24.1*	<a href="#"><u>Power of Attorney (included on signature page).</u></a>
99.1	<a href="#"><u>Second Amended and Restated 2018 Stock Option and Incentive Plan and forms of award agreements thereunder (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K (File No. 001-38359) filed with the SEC on June 5, 2023).</u></a>
*	Filed herewith.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 2 to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Boston, Commonwealth of Massachusetts, on the 9<sup>th</sup> day of August, 2023.

### ADICET BIO, INC.

By: /s/ Chen Schor  
Name: Chen Schor  
Title: President, Chief Executive Officer and  
Principal Executive Officer

### POWER OF ATTORNEY AND SIGNATURES

KNOW ALL BY THESE PRESENT, that each individual whose signature appears below hereby constitutes and appoints each of Chen Schor and Nick Harvey as such person's true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for such person in such person's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Post-Effective Amendment No. 2 to the Registration Statement on Form S-8, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission granting unto each said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that any said attorney-in-fact and agent, or any substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 to Registration Statement has been signed by the following person in the capacities and on the date indicated.

<b>Name</b>	<b>Title</b>	<b>Date</b>
<u>/s/ Chen Schor</u> Chen Schor	<i>Director, President, Chief Executive Officer (Principal Executive Officer)</i>	August 9, 2023
<u>/s/ Nick Harvey</u> Nick Harvey	<i>Chief Financial Officer (Principal Financial and Accounting Officer)</i>	August 9, 2023
<u>/s/ Jeffrey Chodakewitz</u> Jeffrey Chodakewitz, M.D.	<i>Director</i>	August 9, 2023
<u>/s/ Steve Dubin</u> Steve Dubin	<i>Director</i>	August 9, 2023
<u>/s/ Carl Gordon</u> Carl Gordon, Ph.D.	<i>Director</i>	August 9, 2023
<u>/s/ Aya Jakobovits</u> Aya Jakobovits, Ph.D.	<i>Director</i>	August 9, 2023
<u>/s/ Michael Kauffman</u> Michael Kauffman, M.D., Ph.D.	<i>Director</i>	August 9, 2023
<u>/s/ Katie Peng</u> Katie Peng	<i>Director</i>	August 9, 2023
<u>/s/ Bastiano Sanna</u> Bastiano Sanna, Ph.D.	<i>Director</i>	August 9, 2023
<u>/s/ Andrew Sinclair</u> Andrew Sinclair, Ph.D.	<i>Director</i>	August 9, 2023

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August 9, 2023

Adicet Bio, Inc.  
200 Berkeley Street, 19<sup>th</sup> Floor  
Boston, MA 02116

Re: Securities Being Registered under Registration Statement on Form S-8

We have acted as counsel to you in connection with your filing of Post-Effective Amendment No. 2 to Registration Statement on Form S-8 (File No. 333-249275) (the “Registration Statement”) pursuant to the Securities Act of 1933, as amended (the “Securities Act”), on or about the date hereof relating to an aggregate of (i) up to 49,995 shares of Common Stock, \$0.0001 par value per share (“Common Stock”), of Adicet Bio, Inc., a Delaware corporation (the “Company”), which remained available for issuance under the Company’s 2015 Stock Incentive Plan (the “2015 Plan”) as of June 1, 2023 (the “Effective Date”) and (ii) up to 46,710 shares of Common Stock subject to outstanding stock awards granted under the 2015 Plan as of the Effective Date through the period ended June 30, 2023 that again may become available for future awards under the Company’s Second Amended and Restated 2018 Stock Option and Incentive Plan (the “2018 Plan”) if such outstanding stock awards are forfeited, cancelled or otherwise terminated (other than by exercise) as provided for in the 2018 Plan (the shares described in clauses (i) and (ii) collectively, the “Rollover Shares”).

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinions set forth below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinion set forth below, on certificates of officers of the Company.

The opinion set forth below is limited to the Delaware General Corporation Law.

For purposes of the opinion set forth below, we have assumed that no event occurs that causes the number of authorized shares of Common Stock available for issuance by the Company to be less than the number of then unissued Rollover Shares.

Based on the foregoing, we are of the opinion that the Rollover Shares have been duly authorized and, upon issuance and delivery against payment therefor in accordance with the terms of the 2018 Plan, will be validly issued, fully paid and nonassessable.

This opinion letter and the opinion it contains shall be interpreted in accordance with the Core Opinion Principles as published in 74 *Business Lawyer* 815 (Summer 2019).

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the Registration Statement. In giving our consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

/s/ Goodwin Procter LLP

GOODWIN PROCTER LLP

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KPMG LLP  
Two Financial Center 60 South Street  
Boston, MA 02111

**Consent of Independent Registered Public Accounting Firm**

We consent to the use of our report dated March 15, 2023, with respect to the consolidated financial statements of Adicet Bio, Inc., incorporated herein by reference.

/s/ KPMG

Boston, Massachusetts  
August 9, 2023

KPMG LLP, a Delaware limited liability partnership and a member firm of the KPMG global organization of independent member firms affiliated with KPMG International Limited, a private English company limited by guarantee.

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