

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>GORDON CARL L</u> (Last) (First) (Middle) <u>C/O ADICET BIO, INC.</u> <u>131 DARTMOUTH STREET, FLOOR 3</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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/05/2024</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

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			
Common Stock	06/05/2024		A		5,900 ⁽¹⁾	A	\$0.00	11,800	D	
Common Stock								7,526,359	I	See footnotes ⁽²⁾⁽³⁾
Common Stock								990,254	I	See footnotes ⁽³⁾⁽⁴⁾
Common Stock								1,255,985	I	See footnotes ⁽³⁾⁽⁵⁾
Common Stock								1,027,885	I	See footnotes ⁽³⁾⁽⁶⁾
Common Stock								646,657	I	See footnotes ⁽³⁾⁽⁷⁾

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)	\$1.44	06/05/2024		A		26,400		(8)	06/04/2034	Common Stock	26,400	\$0.00	26,400	D	

Explanation of Responses:

- The Reporting Person was issued Restricted Stock Units ("RSUs"). Each RSU represents a contingent right to receive one share of Common Stock. The RSUs shall vest in full on the earlier to occur of (i) the first anniversary of the grant date or (ii) the date of the next annual meeting of stockholders following the grant date, subject to the Reporting Person's continued service on the Issuer's board of directors. 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.
- These shares of the Issuer's common stock are held of record by OrbiMed Private Investments V, LP ("OPI V"). OrbiMed Capital GP V LLC ("GP V") is the general partner of OPI V, and OrbiMed Advisors LLC ("OrbiMed Advisors"), a registered investment adviser under the Investment Advisors Act of 1940, as amended, is the managing member of GP V. By virtue of such relationships, GP V and OrbiMed Advisors may be deemed to have voting and investment power with respect to the securities held by OPI V noted above and as a result may be deemed to beneficially own such securities for purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). OrbiMed Advisors exercises this investment and voting power through a management committee comprised of the Reporting Person, Sven H. Borho, and W. Carter Neild, each of whom disclaims beneficial ownership of the shares held by OPI V.
- Each of the Reporting Person, OrbiMed Advisors, GP V, GP VI, Genesis GP, OrbiMed BioFund, OrbiMed Israel GP, OrbiMed Israel II disclaims beneficial ownership of the securities reported herein for purposes of Rule 16a-1(a) under the Exchange Act, except to the extent of his or its pecuniary interest therein, if any. This report shall not be deemed an admission that any of the Reporting Person, OrbiMed Advisors, GP V, GP VI, Genesis, OrbiMed BioFund, OrbiMed Israel GP, OrbiMed Israel GP II or OrbiMed Israel II is a beneficial owner of such securities for the purpose of Section 16 of the Exchange Act, or for any other purpose.
- These shares of the Issuer's common stock are held of record by OrbiMed Private Investments VI, LP ("OPI VI"). OrbiMed Capital GP VI LLC ("GP VI") is the general partner of OPI VI, and OrbiMed Advisors is the managing member of GP VI. By virtue of such relationships, GP VI and OrbiMed Advisors may be deemed to have voting and investment power with respect to the securities held by OPI VI noted above and as a result may be deemed to beneficially own such securities for purposes of Rule 13d-3 under the Exchange Act. OrbiMed Advisors exercises this investment and voting power through a management committee comprised of the Reporting Person, Sven H. Borho, and W. Carter Neild, each of whom disclaims beneficial ownership of the Shares held by OPI VI.
- These shares of the Issuer's common stock are held of record by OrbiMed Genesis Master Fund, L.P. ("Genesis"). OrbiMed Genesis GP LLC ("Genesis GP") is the general partner of Genesis, and OrbiMed Advisors is the managing member of Genesis. By virtue of such relationships, Genesis GP and OrbiMed Advisors may be deemed to have voting and investment power with respect to the securities held by Genesis noted above and as a result may be deemed to beneficially own such securities for purposes of Rule 13d-3 under the Exchange Act. OrbiMed Advisors exercises this investment and voting power through a management committee comprised of the Reporting Person, Sven H. Borho, and W. Carter Neild, each of whom disclaims beneficial ownership of the Shares held by Genesis.
- These shares of the Issuer's common stock are held of record by OrbiMed Israel Partners Limited Partnership ("OIP"). OrbiMed Israel BioFund GP Limited Partnership ("OrbiMed BioFund") is the general partner of OIP, and OrbiMed Israel GP Ltd. ("OrbiMed Israel GP") is the general partner of OrbiMed BioFund. By virtue of such relationships, OrbiMed BioFund and OrbiMed Israel GP may be deemed to have voting and investment power with respect to the shares held directly by OIP noted above and, as a result, may be deemed to beneficially own such securities for purposes of Rule 13d-3 under the Exchange Act. OrbiMed Israel GP exercises this investment and voting power through a management committee comprised of the Reporting Person and Erez Chimovits, each of whom disclaims beneficial ownership of the shares held by OIP.

7. These shares of the Issuer's common stock are held of record by OrbiMed Israel Partners II, L.P. ("OIP II"). OrbiMed Israel GP II, L.P. ("OrbiMed Israel GP II") is the general partner of OIP II, and OrbiMed Advisors Israel II Limited ("OrbiMed Israel II") is the general partner of OrbiMed Israel GP II. By virtue of such relationships, OrbiMed Israel GP II and OrbiMed Israel II may be deemed to have voting and investment power with respect to the shares held directly by OIP II noted above and, as a result, may be deemed to beneficially own such securities for purposes of Rule 13d-3 under the Exchange Act. OrbiMed Israel II exercises this investment and voting power through a management committee comprised of the Reporting Person, David P. Bonita, and Erez Chimovits, each of whom disclaims beneficial ownership of the shares held by OIP II.

8. These shares shall vest in full on the earlier to occur of (i) the first anniversary of the grant date or (ii) the date of the next annual meeting of stockholders following the grant date, subject to the Reporting Person's continued service on the Issuer's board of directors.

/s/ Nick Harvey, Attorney-in-
Fact 06/07/2024

** 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.

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