

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 18, 2022

Adicet Bio, Inc.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-38359
(Commission File Number)

81-3305277
(IRS Employer
Identification No.)

**200 Clarendon Street
Floor 6
Boston, Massachusetts**
(Address of Principal Executive Offices)

02116
(Zip Code)

Registrant's Telephone Number, Including Area Code: 650 503-9095

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.0001 per share	ACET	The Nasdaq Global Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

Item 1.01 Entry into a Material Definitive Agreement.

On March 18, 2022, Adicet Therapeutics, Inc. (“Adicet Therapeutics”), a wholly-owned subsidiary of Adicet Bio, Inc. (the “Company”) and CP Enterprises, Inc. d/b/a CP Construction (“CP Construction”) entered into Change Order No. 3 (the “Change Order No. 3”) to the Standard Form of Agreement between Owner and Contractor Where the Basis for Payment is a Stipulated Sum, effective as of April 2, 2021, by and between Adicet Therapeutics and CP Construction (the “Construction Agreement”), previously filed as Exhibit 10.1 to the Company’s Current Report on Form 8-K filed on April 9, 2021. The Construction Agreement provides for pre-construction and construction services at the Company’s office and laboratory space at 1000 Bridge Parkway, Redwood City, California 94065 (“1000 Bridge Parkway”) for consideration of approximately \$14 million to CP Construction. The Change Order No. 3 increases the original approved budget for the construction by approximately \$5 million in order to build one GMP cell processing and one vector manufacturing suite in addition to controlled materials warehousing at 1000 Bridge Parkway. Adicet Therapeutics and CP Construction previously entered into two prior change orders to the Construction Agreement, which increased the consideration payable to CP Construction by a nominal amount. As required under the Lease Agreement, dated as of October 31, 2018, by and between Adicet Therapeutics as Tenant, and Westport Office Park, LLC as Landlord, as amended, the Company has acquired the consent of the landlord for each change order to the Construction Agreement.

The Change Order Nos. 1, 2, and 3 to the Construction Agreement are filed as Exhibits 10.1, 10.2, and 10.3, respectively, to this Current Report on Form 8-K, and the description of the amendments are qualified in its entirety by reference to such respective exhibits.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
10.1	<u>Change Order No. 1, dated September 23, 2021, by and between Adicet Therapeutics, Inc. and CP Enterprises, Inc. d/b/a CP Construction.</u>
10.2	<u>Change Order No. 2, dated March 18, 2022, by and between Adicet Therapeutics, Inc. and CP Enterprises, Inc. d/b/a CP Construction.</u>
10.3	<u>Change Order No. 3, dated March 18, 2022, by and between Adicet Therapeutics, Inc. and CP Enterprises, Inc. d/b/a CP Construction.</u>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Adicet Bio, Inc.

Date: March 24, 2022

By: /s/ Nick Harvey
Name: *Nick Harvey*
Title: *Chief Financial Officer*

Change Order

Project: Adicet Therapeutics
1000 Bridge Parkway
Redwood City, CA 94065

Change Order Number: 01

Date: 21-Sep-21

Architect's Project No:

Owner

Architect

To Contractor: (Name and Address)
CP Construction
a Division of CP Enterprises
Newark, CA 94560

Contract Date: 2 April 2021
Contract For: Tenant Improvements

Contractor

Field

Other

The Contract is changed as follows:

(Include, where applicable, any undisputed amount attributable to previously executed Construction Change Directives)

Pressurized Change

Per Western Allied and Adicet email dated 8/23/21 for the following work:

Demolition of Installed Duet

Upsizing (4) Evs

Upsize exhaust duct runs

Upsize supply duct run

Upsize (9) grilles

Subtotal

10% Profit, Overhead & Insurance

Total

\$	124,000.00
\$	12,400.00
\$	136,400.00

The original <u>Contract Sum</u> was	\$	13,625,700.00
The net change by previously authorized Change Orders	\$	0.00
The <u>Contract Sum</u> prior to this Change Order was	\$	13,625,700.00
The <u>Contract Sum</u> will be <u>increased</u> by this Change Order in the amount of	\$	136,400.00
The new <u>Contract Sum</u> including this Change Order will be	\$	13,762,100.00
The Contract will be <u>unchanged</u> by 0 days		
The date of Substantial Completion as of the date of this Change Order therefore is		

(Note: This Change Order does not include changes in the Contract Sum, Contract Time or Guaranteed Maximum Price which have been authorized by Construction Change Directive until the cost and time have been agreed upon by both the Owner and Contractor, in which case a Change Order is executed to supersede the Construction Change Directive.)

NOT VALID UNTIL SIGNED BY THE ARCHITECT, CONTRACTOR AND OWNER.

<u>Form4 Architecture, Inc.</u> ARCHITECT (Firm Name)	<u>CP Construction</u> CONTRACTOR (Firm Name)	<u>Adicet Therapeutics, Inc.</u> OWNER (Firm Name)
<u>120 2nd St# 2. San Francisco, CA 94105</u> Address	<u>6662 Mayhews Landing Rd. Newark, 94560</u> Address	<u>200 Constitution Dr. Menlo Park, CA 94025</u> Address
<u>/s/ Paul Ferro</u> By (Signature)	<u>/s/ Leslie Hellewell</u> By (Signature)	<u>/s/ Charlie Penner</u> By (Signature)
<u>Paul Ferro</u> Typed Name	<u>Leslie Hellewell</u> Typed Name	<u>Charlie Penner</u> Typed Name
<u>September 23, 2021</u> Date	<u>September 21, 2021</u> Date	<u>September 22, 2021</u> Date

Change Order

Project: Adicet Therapeutics
1000 Bridge Parkway
Redwood City, CA 94065

Change Order Number: 02

Date: 7-Feb-22

Architect's Project No:

Owner

Architect

To Contractor: (Name and Address)
CP Construction
a Division of CP Enterprises
Newark, CA 94560

Contract Date: 2 April 2021
Contract For: Tenant Improvements

Contractor

Field

Other

The Contract is changed as follows:

(Include, where applicable, any undisputed amount attributable to previously executed Construction Change Directives)

Vivarium Modifications

Per email correspondence with Charlie Penner on 2/3/22 for the following work:

Demo	\$	2,500.00
Electrical	\$	8,000.00
HVAC & Plumbing	\$	8,500.00
Fire Alarm	\$	2,000.00
Fire Sprinklers	\$	3,000.00
Frame & Drywall	\$	10,000.00
Tape & Paint	\$	4,500.00
Subtotal	\$	38,500.00
10% Profit, Overhead & Insurance	\$	3,850.00
Total	\$	42,350.00

The original <u>Contract Sum</u> was	\$	13,625,700.00
The net change by previously authorized Change Orders	\$	136,400.00
The <u>Contract Sum</u> prior to this Change Order was	\$	13,762,100.00
The <u>Contract Sum</u> will be <u>increased</u> by this Change Order in the amount of	\$	42,350.00
The new <u>Contract Sum</u> including this Change Order will be	\$	13,804,450.00
The Contract will be <u>increased</u> by 30 days		
The date of Substantial Completion as of the date of this Change Order therefore is		

(Note: This Change Order does not include changes in the Contract Sum, Contract Time or Guaranteed Maximum Price which have been authorized by Construction Change Directive until the cost and time have been agreed upon by both the Owner and Contractor, in which case a Change Order is executed to supersede the Construction Change Directive.)

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<u>Form4 Architecture, Inc.</u> ARCHITECT (Firm Name)	<u>CP Construction</u> CONTRACTOR (Firm Name)	<u>Adicet Therapeutics, Inc.</u> OWNER (Firm Name)
<u>120 2nd St# 2. San Francisco, CA 94105</u> Address	<u>6662 Mayhews Landing Rd. Newark, 94560</u> Address	<u>200 Constitution Dr. Menlo Park, CA 94025</u> Address
<u>/s/ Paul Ferro</u> By (Signature)	<u>/s/ Leslie Hellewell</u> By (Signature)	<u>/s/ Chen Schor</u> By (Signature)
<u>Paul Ferro</u> Typed Name	<u>Leslie Hellewell</u> Typed Name	<u>Chen Schor</u> Typed Name
<u>March 2, 2022</u> Date	<u>February 7, 2022</u> Date	<u>March 18, 2022</u> Date

Change Order

Change Order Number: 03

Project: Adicet Therapeutics
 1000 Bridge Parkway
 Redwood City, CA 94065

Architect's Project No:

Owner

Architect

To Contractor: (Name and Address)
 CP Construction
 a Division of CP Enterprises
 Newark, CA 94560

Contract For: Tenant Improvements

Contractor

Field

Other

The Contract is changed as follows:

(Include, where applicable, any undisputed amount attributable to previously executed Construction Change Directives)

Pressurized Change

Adicet CP Lab Rev 01 (Per Pricing Revision 02 set & the 1/20/22 Preliminary Schedule)

Demo	\$	165,000.00
Demo existing finishes & reinstall	\$	350,000.00
Walls	\$	248,815.00
VCT and carpet flooring	\$	9,000.00
HVAC	\$	1,662,201.00
Electrical	\$	567,000.00
Plumbing	\$	499,644.00
Fire Sprinklers	\$	61,237.00
Fire alarms	\$	47,950.00
Doors	\$	151,300.00
Lab casework, tables and lockers	\$	134,250.00
Flooring labs	\$	134,700.00
Equipment lift	\$	130,000.00
Roofing	\$	45,000.00
Structural steel	\$	275,000.00
T-bar ceilings	\$	130,320.00
FRP walls	\$	75,000.00
Painting	\$	61,580.00
Final Janitorial	\$	7,000.00
General conditions & PM	\$	90,000.00
Subtotal	\$	485,017.00
10% Profit, Overhead & Insurance	\$	484,501.70
Total	\$	5,329,518.70

The original <u>Contract Sum</u> was	\$	13,625,700.00
The net change by previously authorized Change Orders	\$	178,750.00
The <u>Contract Sum</u> prior to this Change Order was	\$	13,804,450.00
The <u>Contract Sum</u> will be <u>increased</u> by this Change Order in the amount of	\$	5,329,518.70
The new <u>Contract Sum</u> including this Change Order will be	\$	19,133,968.70
The Contract will be <u>increased</u> by see attached schedule () days		
The date of Substantial Completion as of the date of this Change Order therefore is		

(Note: This Change Order does not include changes in the Contract Sum, Contract Time or Guaranteed Maximum Price which have been authorized by Construction Change Directive until the cost and time have been agreed upon by both the Owner and Contractor, in which case a Change Order is executed to supersede the Construction Change Directive.)

NOT VALID UNTIL SIGNED BY THE ARCHITECT, CONTRACTOR AND OWNER.

<u>Form4 Architecture, Inc.</u> ARCHITECT (Firm Name)	<u>CP Construction</u> CONTRACTOR (Firm Name)	<u>Adicet Therapeutics, Inc.</u> OWNER (Firm Name)
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<u>/s/ Paul Ferro</u> By (Signature)	<u>/s/ Leslie Hellewell</u> By (Signature)	<u>/s/ Charlie Penner</u> By (Signature)
<u>Paul Ferro</u> Typed Name	<u>Leslie Hellewell</u> Typed Name	<u>Charlie Penner</u> Typed Name
<u>March 11, 2022</u> Date	<u>March 18, 2022</u> Date	<u>March 18, 2022</u> Date
