

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person* <u>Sinclair Andrew</u>  (Last) (First) (Middle) C/O ADICET BIO, INC. 200 BERKELEY STREET, 19TH FLOOR  (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) 08/14/2023		
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person	
	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			

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	Amount or Number of Shares				
Stock Option (Right to Buy)	\$15.75	08/14/2023		D <sup>(1)</sup>			28,828	(2)	03/01/2031	Common Stock	28,828	\$0.00 <sup>(1)</sup>	0	D	
Stock Option (Right to Buy)	\$2.14 <sup>(3)</sup>	08/14/2023		A <sup>(1)</sup>		28,828		(2)	03/01/2031	Common Stock	28,828	\$0.00 <sup>(1)</sup>	28,828	D	
Stock Option (Right to Buy)	\$15.93	08/14/2023		D <sup>(1)</sup>		18,500		(4)	04/29/2031	Common Stock	18,500	\$0.00 <sup>(1)</sup>	0	D	
Stock Option (Right to Buy)	\$2.14 <sup>(3)</sup>	08/14/2023		A <sup>(1)</sup>		18,500		(4)	04/29/2031	Common Stock	18,500	\$0.00 <sup>(1)</sup>	18,500	D	
Stock Option (Right to Buy)	\$15.93	08/14/2023		D <sup>(1)</sup>		8,172		(5)	04/29/2031	Common Stock	8,172	\$0.00 <sup>(1)</sup>	0	D	
Stock Option (Right to Buy)	\$2.14 <sup>(3)</sup>	08/14/2023		A <sup>(1)</sup>		8,172		(5)	04/29/2031	Common Stock	8,172	\$0.00 <sup>(1)</sup>	8,172	D	
Stock Option (Right to Buy)	\$11.49	08/14/2023		D <sup>(1)</sup>		18,500		(4)	06/01/2032	Common Stock	18,500	\$0.00 <sup>(1)</sup>	0	D	
Stock Option (Right to Buy)	\$2.14 <sup>(3)</sup>	08/14/2023		A <sup>(1)</sup>		18,500		(4)	06/01/2032	Common Stock	18,500	\$0.00 <sup>(1)</sup>	18,500	D	
Stock Option (Right to Buy)	\$5.195	08/14/2023		D <sup>(1)</sup>		26,400		(6)	05/31/2033	Common Stock	26,400	\$0.00 <sup>(1)</sup>	0	D	
Stock Option (Right to Buy)	\$2.14 <sup>(3)</sup>	08/14/2023		A <sup>(1)</sup>		26,400		(6)	05/31/2033	Common Stock	26,400	\$0.00 <sup>(1)</sup>	26,400	D	

Explanation of Responses:

- On August 8, 2023, the Issuer's Board of Directors approved an option repricing (the "Repricing"), effective as of August 14, 2023 (the "Effective Date"). All of the other terms of the options remain unchanged. Such transactions were exempt pursuant to Rule 16b-6(d) and Rule 16b-3 of the Exchange Act, as applicable.
- 33% of the shares subject to this option vested and became exercisable on March 2, 2022, with the remaining 67% vesting in twenty-four (24) equal monthly installments thereafter, subject to the Reporting Person's continued service on the Issuer's Board of Directors as of the applicable vesting date.
- The exercise price of the option is \$2.14 per share, representing the fair market value per share of the Issuer's Common Stock on the Effective Date; provided that the repriced option will revert to its original exercise price if, prior to the first anniversary of the Effective Date, (a) the Reporting Person's service on the Issuer's Board of Directors is terminated by the Issuer with cause or by the Reporting Person or (b) the option is exercised.

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

5. The shares subject to this option shall vest in thirty-six (36) equal monthly installments commencing on March 2, 2021, subject to the Reporting Person's continued service on the Issuer's Board of Directors as of the applicable vesting date.

6. The shares subject to this option shall vest in full on the earlier to occur of (a) June 1, 2024 or (b) the date of the Issuer's 2024 annual meeting of stockholders, subject to the Reporting Person's continued service on the Issuer's Board of Directors as of the applicable vesting date.

**Remarks:**

/s/ Nick Harvey, Attorney-in-Fact

08/16/2023

\*\* 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.**